

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to the accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED

銀建國際控股集團有限公司

(Incorporated in Hong Kong)

(Stock Code: 171)

□□ □□ □□ □□ □ □□□
□ □□□ □ □□□ □ □ □□□□

The board (“ ”) of directors (“ ”) of Silver Grant International Holdings Group Limited (“ ” or “ ”) together with its subsidiaries, the “ ”) is pleased to announce the consolidated results of the Group for the year ended 31 December 2023 (“ ”) as follows:

For the year ended 31 December 2023

	Notes	2022 HK\$'000
Rental income	2	96,884
Direct operating expenses		(3,542)
		93,342
Dividend income from listed securities	2	136
Other income, gains and losses	3	467,687
Change in fair value of derivative		(166,108)
— $\text{Lpcpekcn}^{\text{kpvtw o gpvu}}$		(22,280)
— $\text{K o rckt o gpv}^{\text{qh}^{\text{Lpcpekcn}^{\text{cuugvu}}}}$		(251,580)
Administrative expenses		(181,456)
Change in fair value of investment properties		(208,156)
Finance costs	4	(530,034)
— associates		2,050
— joint ventures		1,130
Loss before taxation	6	(795,269)
Taxation	5	52,611
Loss for the year		(742,658)
Loss attributable to:		
— Owners of the Company		(734,563)
— Non-controlling interests		(8,095)
		(742,658)
	7	
— Basic		(31.87)
— Diluted		(31.87)

□ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □
For the year ended 31 December 2023

	□ □	2022 HK\$'000
	□ □ □	(742,658)
	□ □ □ □ □ □ □ □ □ □ □	
	□ □ □ □ □	
Qv jgt"eq o r t g j g p u k x g " n q u u " v j c v " o c { " d g " t g e n c u u k L g f " v q " r t q L v " q t " n q u u " k p " u w d u g s w g p v " r g t k q f u < G z e j c p i g " f k g t g p e g u " q p " v t c p u n c v k q p " q h " h q t g k i p " q r g t c v k q p u	□ □ □	(466,819)
Total other comprehensive loss that may d g " t g e n c u u k L g f " v q " r t q L v " q t " n q u u " k p " u w d u g s w g p v " r g t k q f u	□ □ □	(466,819)
Other comprehensive income/(loss) that will not d g " t g e n c u u k L g f " v q " r t q L v " q t " n q u u " k p " u w d u g s w g p v " r g t k q f u < Gain/(loss) arising on property revaluation k p e q o g " v c z " g g e v	□ □ □ □	(17,596) 3,353
Net other comprehensive income/(loss) that will not d g " t g e n c u u k L g f " v q " r t q L v " q t " n q u u " k p " u w d u g s w g p v " r g t k q f u	□ □ □	(14,243)
	□ □ □ □ □ □ □ □ □ □ □	(481,062)
	□ □ □ □ □ □ □ □ □ □ □ □ □ □ □	(1,223,720)
Total comprehensive loss attributable to:		
— Owners of the Company	□ □ □ □	(1,208,947)
— Non-controlling interests	□	(14,773)
	□ □ □ □	(1,223,720)

At 31 December 2023

	Note	2022 HK\$'000
Investment properties		2,309,146
Right-of-use assets		43,729
Other intangible assets		—
Interests in associates		309,475
Interests in joint ventures		1,506,247
Amount due from an associate		439,486
Amounts due from joint ventures		—
Hkpcpekcn"cuugvu"cv"hckt"xcnwg"vj tqw i j"rtqL"qt"nquu		1,640
Total non-current assets		4,847,922
Trade receivables	9	3,934
Deposits, prepayments and other receivables		908,352
Amounts due from joint ventures		430,437
Loan receivables		2,246,377
Hkpcpekcn"cuugvu"cv"hckt"xcnwg"vj tqw i j"rtqL"qt"nquu		809,429
Restricted bank balance		674,814
Cash and bank balances		97,517
Total current assets		5,170,860
Accrued charges, rental deposits and other payables		1,204,446
Interest-bearing bank and other borrowings		1,388,974
Taxation payable		107,335
Lease liabilities		2,045
Convertible bonds		41,712
Total current liabilities		2,744,512
		2,426,348
		7,274,270

(continued)

At 31 December 2023

		2022 HK\$'000
Interest-bearing bank and other borrowings	2,541,766	2,541,766
Lease liabilities	45,958	45,958
Deferred tax liabilities	192,033	192,033
Total non-current liabilities	2,779,757	2,779,757
Net assets	4,494,513	4,494,513
Share capital	3,626,781	3,626,781
Reserves	395,616	395,616
Non-controlling interests	4,022,397	4,022,397
	472,116	472,116
Vqvcn"gs wkv {	4,494,513	4,494,513

□ □ □

□ □ □ □ □ □ □ □

As at 31 December 2023, the Group had cash and bank balances of approximately HK\$57 million and the Group's interest-bearing bank and other borrowings with an aggregate carrying amount of approximately HK\$3,485 million are due to be repaid within 12 months from the end of the reporting period, including (i) borrowing of approximately HK\$195 million which has not been repaid according to the scheduled repayment date before the end of the reporting period; and (ii) borrowings of approximately HK\$3,007 million with original maturity dates of over one year from

vjg"gpq"qh"vjg"tgrqtkpi"rgtkqf"y jkej"j cxg"dggp"tgcncuukŁgf"vq"ewttgqv"nkcdknkvkku"fwg"vq"vjg"fgnc{"kp" the payment of interest of certain borrowings and which has been repaid after year end. Furthermore, uwdugswgqv"vq"vjg"gpq"qh"vjg"tgrqtkpi"rgtkqf."cpqvjgt"dqttqykp"i"qh"vjg" I tqwr"ykvj"c"rtkpekcn" amount of approximately HK\$131 million has not been repaid according to the scheduled repayment date. As at the date of approval of these consolidated financial statements, the Group has been actively negotiating with the lenders for extension of the repayment date of certain of the aforesaid dqttqykp"u0"Wr"vq"vjg"fcvg"qh"cr rrtqxcn"qh"vjgug"equqnfcvgf"Łpcpekcn"uvcvg o gpvu."vjg" I tqwr"jcu"pqv" received any demand for immediate repayment of these and other borrowings.

In view of the above circumstances, the Directors have given careful consideration to the Group's hwvwtg"nkswkfv{"tgswktg o gpvu."qrgtcvkpi"rghqt o cpeg"cpf"cxckncdng"uqwtegu"qh"Łpcpekpi"kp"cuugukpi" the Group's ability to continue operating as a going concern. The following plans and measures are hqt o wncvgf"vq"o cpcig"vjg"yqtmkpi"ecrkvcn"cpf"ko rrtqxcn"vjg"Łpcpekcn"rqukvkq"qh"vjg" I tqwr<

- (i) the Group will continue to implement measures for the disposal of the outstanding loan receivables and loan interest receivables;
- (ii) the Group will continue to take measures to expedite the disposal of the financial asset kpxguv o gpvu."kpenwfkpi"gswkv{"kpxguv o gpvu"cpf"pqv/rgthqt o kpi"cuugvu"rqtvhqnkq="
- (iii) the Group will continue its negotiations with the lenders of certain bank and other borrowings qt"qvjgt"Łpcpekcn"kpukvkvkqpu"qp"vjg"tgŁpcpekpi"qh"vjg"dqttqykp"i"u"cpf
- (iv) the Group will obtain additional credit facilities from existing and other lenders as and when needed.

The Directors have reviewed the Group's cash flow projections prepared by management, which cover a period of not less than 12 months from 31 December 2023. They are of the opinion that, vcmkpi"kpqv"ceeqwqv"vjg"cdqxg/o gpvkqpgf"rncpu"cpf"o gcuwtgu."vjg" I tqwr"yknn"jcxg"uw ekgpv"yqtmkpi" ecrkvcn"vq"Łpcpeg"kvu"qrgtcvkqpu"cpf"vq"o ggv"kvu"Łpcpekcn"qdnki cvkqpu"cu"cpf"y jgp"vjg{"hcn"fwg"ykvj"kp" 34"o qpvju"htq o "53" Fgeg o dgt"42450" Ceeqtkfkin{"vjg" Fktgevqtu"ctg"ucvkuŁgf"v jcv"kv"ku"cr rrtqrtkcvg"vq" rtrgrctg"vjg"equqnfcvgf"Łpcpekcn"uvcvg o gpvu"qh"vjg" I tqwr"qp"ci"qkpi"eqpegtp"dcuku0

Pqv y kv ju vcp f k p i " v j g " c d q x g . " u k i p k Ł e c p v " w p e g t v c k p v k g u " g z k u v " c u " v q " y j g v j g t " v j g " I t q w r " k u " c d n g " v q " c e j k g x g " its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend on (i) the successful and timely implementation of the plans and measures for the disposal of the outstanding loan receivables and loan interest receivables; (ii) the successful and timely implementation of the plans for the disposal of the financial asset investments; (iii) the continual support from the existing lenders of the Group such that they will not demand for immediate repayment of the relevant borrowings; and (iv) the successful obtaining of new sources of Ł p c p e k p i " c u " c p f " y j g p " p g g f g f 0 "

Should the Group be unable to achieve the above-mentioned plans and measures and operate as a going concern, adjustments would have to be made to write down the carrying values of the Group’s assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, t g u r g e v k x g n { 0 " V j g " g g e v u " q h " v j g u g " c f l w u v o g p v u " j c x g " p q v " d g g p " t g ł g e v g f " k p " v j g u g " e q p u q n k f c v g f " Ł p c p e k p i " c u " c p f " y j g p " p g g f g f 0 " statements.

□□ □ □□□□ □ □ □ □□□ □ □ □ □□□ □ □

The financial information relating to the years ended 31 December 2023 and 2022 included in this announcement of annual results does not constitute the Company’s statutory annual consolidated Ł p c p e k p i " u v c v g o g p v u " h q t " v j q u g " { g c t u " d w v " k u " f g t k x g f " h t q o " v j q u g " e q p u q n k f c v g f " Ł p c p e k p i " u v c v g o g p v u 0 " V j g " E q o r c p { " j c u " f g n k x g t g f " v j g " e q p u q n k f c v g f " Ł p c p e k p i " u v c v g o g p v u " h q t " v j g " { g c t " g p f g f " 53 " F g e g o d g t " 4244 " v q " v j g " T g i k u v t c t " q h " E q o r c p k g u " c u " t g s w k t g f " d { " u g e v k q p " 884 * 5 + " q h . " c p f " R c t v " 5 " q h " U e j g f w n g " 8 " v q . " v j g " J q p i " M q p i " E q o r c p k g u " Q t f k p c p e g * " E c r 0844 + " c p f " y k n n " f g n k x g t " v j g " e q p u q n k f c v g f " Ł p c p e k p i " u v c v g o g p v u " h q t " v j g " year ended 31 December 2023 to the Registrar of Companies in due course. The Company’s auditor has reported on the consolidated financial statements of the Group for both years. For the year g p f g f " 53 " F g e g o d g t " 4244 . " v j g " c w f k v q t o u " t g r q t v u " y g t g " w p s w c n k h k g f = " k p e n w f g f " c " t g h g t g p e g " v q " o c v g t k c n " uncertainty related to going concern to which the auditor drew attention by way of emphasis without s w c n k h { k p i " k v u " t g r q t v u = " c p f " f k f " p q v " e q p v c k p " c " u v c v g o g p v " w p f g t " u g e v k q p " 628 * 4 + . " 629 * 4 + " q t " 629 * 5 + " q h " v j g " Hong Kong Companies Ordinance (Cap.622). For the year ended 31 December 2023, the auditor’s t g r q t v " y c u " s w c n k Ł g f " c p f " e q p v c k p g f " c " u v c v g o g p v " w p f g t " u g e v k q p u " 629 * 4 + " c p f " 629 * 5 + " q h " v j g " J q p i " M q p i " Companies Ordinance (Cap.622); and the auditor’s report did not contain a statement under section 406(2) of the Hong Kong Companies Ordinance (Cap. 622). For details, please refer to the section headed “EXTRACT OF INDEPENDENT AUDITOR’S REPORT” in this announcement.

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“ □ □ □ ”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“ □ ”) and Interpretations) issued by the Hong Kong Institute of E g t v k Ł g f " R w d n k e " C e e q w p v c p v u * 0 □ □), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance (Cap.622). They have been prepared under the historical cost convention, except for investment properties, leasehold land and buildings under property, r n c p v " c p f " g s w k r o g p v . " h k p c p e k p i " c u u g v u " c v " h c k t " x c n w g " v j t q w i j " r t q h k v " q t " n q u u " c p f " f g t k x c v k x g " h k p c p e k p i " instruments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand (HK\$’000) except when otherwise indicated.

The Group has adopted the following new and revised HKFRSs for the first time for the current

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

The nature and impact of the revised HKFRSs that are applicable to the Group are described below:

- (a) Amendments to HKAS 1 *Disclosure of Accounting Policies* 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 amendments did not have any impact on the measurement, presentation or disclosure of accounting policy information.
- (b) Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are based on judgements about uncertain future events. Where the Group's approach and policy align with the amendments, the amendments had no impact on the financial statements.
- (c) Amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in HKAS 12 so that it only applies to intangible assets that are not available for sale. The amendments do not apply to the Group's intangible assets. The amendments to HKAS 12 did not have any impact on the consolidated statement of financial position as at 31 December 2023, 31 December 2022 and 1 January 2022.
- (d) Amendments to HKAS 12 *International Tax Reform — Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet effective. Where the Group's approach and policy align with the amendments, the amendments did not have any impact to the Group.

Year ended 31 December 2022

	Investments <i>HK\$ '000</i>	Property leasing <i>HK\$ '000</i>	Total <i>HK\$ '000</i>
Revenue			
— Rental income	—	96,884	96,884
— Dividend income from listed securities	<u>136</u>	<u>—</u>	<u>136</u>
	<u>136</u>	<u>96,884</u>	<u>97,020</u>
Segment loss	<u>(13,073)</u>	<u>(153,952)</u>	(167,025)
Other unallocated income, gains and losses			18,383
Corporate expenses			(123,874)
Finance costs (other than interest on lease liabilities)			(525,933)
Ujctg"qh"rtqLvu"qh<			
— associates			2,050
— joint ventures			<u>1,130</u>
Loss before taxation			(795,269)
Taxation			<u>52,611</u>
Loss for the year			<u>(742,658)</u>

	□□□	2022 <i>HK\$'000</i>
Hong Kong	□	136
People's Republic of China (“□□”)	□ □	96,884
	<u>□ □□</u>	<u>97,020</u>

The revenue information above is based on the locations of the customers.

	□□□	2022 <i>HK\$'000</i>
Hong Kong	□□	256,508
PRC	□ □ □	4,150,288
	<u>□□ □</u>	<u>4,406,796</u>

The non-current assets information above is based on the locations of the assets and excludes financial assets at fair value through profit or loss, amount due from an associate and amounts due from joint ventures.

□ □ □ □ □ □ □ □

An analysis of other income, gains and losses is as follows:

	□ □	2022 HK\$'000
Interest income on:		
— amount due from a joint venture	□ □	44,666
— bank deposits	□	250
— loan receivables	□	410,508
Net foreign exchange gain/(loss)		(1,551)
Pgv"i ckpl*nquu+"qp"fkurqucn"qh"rtqrgtv{"rncpv"cpf"gs wkr o gpv		(59)
Net loss on disposal of investment properties	□ □ □	—
Impairment loss on other intangible assets		(2,814)
Government grants*		7
I ckp"qp"fkurqucn"qh"Łpcpekcn"cuugvu"cv"hckt"xcnwg"vj tqw i j "rtqŁv"		
or loss	□ □	1,860
Gain on disposal of a subsidiary	□	—
Others	□ □ □ □	14,820
	<u>□ □ □ □</u>	<u>467,687</u>

* The amount represented grants received from relevant government authorities in Mainland China for the Group's operation of property leasing business. There are no unfulfilled conditions or contingencies relating to these grants.

□ □ □ □ □ □ □ □

Cp"cpn {uku"qh"Łpcpeg"equvu"ku"cu"hnmq y u<

	□ □	2022 HK\$'000
Interest on bank loans	□ □	14,808
Interest on other loans	□ □	370,725
Interest on convertible bonds		140,400
Interest on lease liabilities	□ □	4,101
	<u>□ □ □ □</u>	<u>530,034</u>

□ □ □ □ □

2022
HK\$'000

Current:

PRC Corporate Income Tax (“*企业所得税*”) — charge for the year 344

Deferred □ □ □ (52,955)

Total tax credit for the year □ □ □ (52,611)

Pq"rtqkukqp"hqt" J qpi "Mqp i "rtqLvu"vcz"jcu"dgpp" o c f g"cu"vjg"Eq o rcp{"cpf"kvu"uwdukfkctkgu"kp" J qpi " Kong incurred tax losses during the year ended 31 December 2023 (2022: Nil).

The taxation charge of the PRC CIT for the year has been made based on the Group’s estimated assessable profits calculated in accordance with the relevant income tax laws applicable to the Company’s subsidiaries in the PRC. Under the Law of the PRC on Corporate Income Tax (“*企业所得税法*”) and the Implementation Regulation of the CIT Law, the tax rate of the Company’s subsidiaries in the PRC was 25% for the year ended 31 December 2023 (2022: 25%).

The withholding tax arising from dividend income received from the Company’s subsidiaries in the PRC is calculated at 5%.

The Group’s loss before taxation is arrived at after charging/(crediting):

	□ □	2022 HK\$ '000
Auditor’s remuneration	□ □ □	7,200
E j c p i g " k p " h c k t " x c n w g " q h " L p c p e k c n " c u u g v u " c v " h c k t " x c n w g " v j t q w i j " r t q L v " q t " n q u u	□ □ □	166,108
F g r t g e k c v k q p " q h " r t q r g t v { . " r n c p v " c p f " g s w k r o g p v	□ □ □	13,527
Depreciation of right-of-use assets	□ □ □	3,824
G o r n q { g g " d g p g L v " g z r g p u g u " k p e n w f k p i " f k t g e v q t u o " c p f " e q / e j k g h " g z g e w k x g " q e g t u o " t g o w p g t c v k q p <		
Wages and salaries*	□ □	64,354
R g p u k q p " u e j g o g " e q p v t k d w k q p u " * f g L p g f " e q p v t k d w k q p " s c h e m e) * *	□ □ □	2,579
	<u>□ □ □ □</u>	<u>66,933</u>
Rental income under operating leases for investment properties, less outgoing of HK\$6,465,000 (2022: HK\$3,542,000)	□ □	(93,342)
Impairment loss on other intangible assets***		2,814
Y t k v g / q " q h " n q c p " c p f " q v j g t " t g e g k x c d n g u		7,835
K o r c k t o g p v " q h " L p c p e k c n " c u u g v u . " p g v	□ □ □	251,580
Change in fair value of investment properties	□ □ □ □	208,156
E j c p i g " k p " h c k t " x c n w g " q h " f g t k x c v k x g " L p c p e k c n " k p u v t w o g p v u	<u>□ □ □ □ □</u>	<u>22,280</u>

* During the year ended 31 December 2022, wage subsidy of HK\$240,000 was granted to the Group from the Employment Support Scheme under the Anti-Epidemic Fund in Hong Kong. The amount was recognised in administrative expenses and set-off against the amount of y c i g u " c p f " u c n c t k g u 0 " V j g t g " y g t g " p q " w p h w n L n g f " e q p f k v k q p u " q t " e q p v k p i g p e k g u " t g n c v k p i " v q " v j k u " i t c p v 0

** There were no forfeited contributions that may be used by the Group as the employer to reduce its existing level of contributions.

*** The impairment loss on other intangible assets is included in “Other income, gains and losses” k p " v j g " e q p u q n k f c v g f " u v c v g o g p v " q h " r t q L v " q t " n q u u 0

□ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □

The following is the extract of the Independent Auditor’s Report from the auditor of the Company, Ernst & Young:

□ □ □ □ □ □ □ □ □ □

We do not express an opinion on the consolidated financial statements of the Group. Because of the potential interaction of the multiple uncertainties relating to going concern and their possible
ew o wncvkg" g gev"qp"vjg"eqpuqnf cvgf"Łpcpekcn"uvcvg o gpvu"cu" fguetkdgf"kp"vjg" *Basis for disclaimer of opinion* section of our report, it is not possible for us to form an opinion on these consolidated
Łpcpekcn"uvcvg o gpvu" Gzegrv" hqt"vjg" o cvvgtu" fguetkdgf"kp"vjg" *Basis for disclaimer of opinion* section and the
and loan interest receivables section
qh"qwt"tgrqtv."kp"cmn"qvjgt"tgurgev."kp"qwt"qrkpkqp."vjg"eqpuqnf cvgf"Łpcpekcn"uvcvg o gpvu" jcxg"dggp" properly prepared in compliance with the Hong Kong Companies Ordinance.

□ □ □ □ □ □ □ □ □ □

Cu"ugv"qww"kp"pqvg"403"vq"vjg"eqpuqnf cvgf"Łpcpekcn"uvcvg o gpvu."cu"cv"53" Fgeg o dgt"4245."vjg" I tqwr" had cash and bank balances of approximately HK\$57 million and the Group’s interest-bearing bank and other borrowings with an aggregate carrying amount of approximately HK\$3,485 million are due to be repaid within 12 months from the end of the reporting period, including (i) borrowing of approximately HK\$195 million which has not been repaid according to the scheduled repayment date before the end of the reporting period; and (ii) borrowings of approximately HK\$3,007 million with original maturity dates of over one year from the end of the reporting
rgtkqf" y jke j" jcxg"dggp"tgencuukŁgf"vq"ewttgpn"nkcdknkvkgu"fwg"vq"vjg"fgnc{"kp"vjg"rc{ o gpv"qh"kpvgtguv" qh"egtvcvkp"dqttqy kpi u" dghqtg"vjg"gp f"qh"vjg"tgrqtvkpi " rgtkqf0" Hwtv jgt o qtg."uwdugswgpv"vq"vjg"gp f" of the reporting period, another borrowing of the Group with a principal amount of approximately HK\$131 million has not been repaid according to the scheduled repayment date. These conditions,
cnqpi" y kv j"qvjgt" o cvvgtu"ugv" hqtvj"kp"pqvg"403"vq"vjg"eqpuqnf cvgf"Łpcpekcn"uvcvg o gpvu."kpfkecvg"vjg" gzkuvpeg"qh" o cvgtkn" wpegvckpvkgu" y jke j" ecuv"uki pkŁecpv" fqw d v"qp"vjg" I tqwr)u" cdkkv {"vq"eqpvkpwg" as a going concern.

The Company's joint venture, 中海油氣(泰州)石化有限公司 (Zhong Hai You Qi (Tai Zhou) Petrochemical Company Limited*) (“中海油氣(泰州)石化有限公司”), which is principally engaged in the crude oil processing business as well as the production and sale of petrochemical products, has still

The Group has been well-established in the investment industry for decades and has developed its own investment system. During the year under review, the Group had readjusted its business strategies and made the decision to scale down part of the business operations under its investments business segment (including its non-performing asset investments and asset

The Group has made investments in certain enterprises in the PRC which are classified by the Scheme (as defined below) was the most significant financial asset investment of the Group, the carrying value of which represented approximately 3.0% (31 December 2022: 3.9%) of the total assets of the Group. Further details of the NT Trust Scheme are set out below:

Vjg" I tqwr" jcu" kpxgugvf" TOD727.222.222" *gswkxcngpv" vq" cr rtqzk o cvgn{ " JM&779.63 ; .222+ "kp" aggregate into a trust (“ □ □ □ □ □ ”) managed by 國民信託有限公司 (National Trust Co., Ltd.*), which holds a portfolio of limited liability partnerships investing in property development investments in Zhuozhou and Shenyang in the PRC. As at 31 December 2023, the carrying value of vjg" PV" Vtwuv" Uejg o g" cu" o gcuwtgf" cv" hckt" xcnwg" vj tqw i j " rtqLv" qt" nquu. " c o qwpvgf" vq" cr rtqzk o cvgn{ " HK\$230,801,000 (31 December 2022: HK\$387,458,000) and accounted for approximately 3.0% (31 December 2022: 3.9%) of the total assets of the Group. Out of the 15 (t)0.6 (o)05 (e)0.2:n.s (p)0.5 (

The objective of the Group in relation to its investments in financial assets is to capture returns from the appreciation of the value of its investments and to receive income therefrom. The Board financial and operating performance of the investee companies and market sentiment, which are major economies. The Group will continue to adopt prudent investment principles, closely monitor the performance of its investment portfolio, and readjust its investment strategies as and when appropriate. In response to the potential market volatility and economic downturns, the Group has accelerated the realisation of its mature investments while reducing the proportion of its medium

□ □ □ □ □ □

The rental income from the Group’s property leasing business in Year 2023 was approximately HK\$96,958,000 (Year 2022: HK\$96,884,000), which had remained stable between the two years. Revenue from this business segment was derived from the leasing of East Gate Plaza, an investment property of the Group located in Beijing, China, consisting of apartments, shops and to stabilise the rental income of the Group, including: (1) conducting monthly market research, the relationships between the Group and its existing corporate and institutional customers and developing new customers to establish a long-term stable customer base; and (3) developing a rigorous and timely collection process to recover any rents in arrears and improve the rent recovery ratio of the Group in 2023.

□ □ □ □ □ □

Looking forward to 2024, global economic growth is expected to slow down further. It is noted from China’s Central Economic Work Conference held in December 2023 that stable growth will remain the keynote of the economic work of China in 2024. The main tasks of the Chinese government will include expanding domestic demand, effectively resolving the risks of the real estate corporations, and promoting financial stability. It is expected that investors will still focus on identifying new growth drivers through innovation and value chain upgrade, while capital in the market will continue to pour into areas such as the digital economy, artificial intelligence development and green technology. In order to maintain the stable growth of its existing businesses, the Group will delve deeply into new energy and scale down its investments in non-performing assets and loans gradually. By strengthening the construction of talent teams, developing relationships with different business partners and considering diversified financing channels, the Group will increase its investments in the “photovoltaics, storage and charging” sectors in the new energy industry, so as to lay a solid foundation for its sustainable development.

On 11 October 2023, (i) the Company, Silver Grant Hainan Investments (BVI) Limited (“
 □ □ ”), a wholly owned subsidiary of the Company, and Silver Grant Group Limited (“
 □ □ □ □ ”), an independent third party, entered into a sale and purchase agreement, pursuant to
 which (a) the Company and SG Hainan have conditionally agreed to sell, and the First Purchaser
 jcu"eqpfkqpcnm{"ci tggf"vq"ceswktg."322 ' "qh"vjg"kuuwgf"ujctgu"qh" Tgcn"Ekpc" Fgxgnqr o gpv"
 Limited (“
 □ □ □ □ ”), a company incorporated in Hong Kong with limited liability and
 a wholly-owned subsidiary of the Company which held offices 1, 2 and 9 on 49th Floor, Office
 Tower, Convention Plaza, No. 1 Harbour Road, Hong Kong (“
 □ □ □ □ ”), and (b) the
 Company has conditionally agreed to sell, and the First Purchaser has conditionally agreed to
 ceswktg."cnn"coqwpvu."kpenwfkpi"vjg"rtkpekrcn"cpf"kpvgtguv"qykipi"d{"vjg"Vctigv"Eqo rcp{"vq"vjg"
 Company, at the consideration of HK\$200,000,000, subject to adjustments (“
 □ □ □ □ ”);
 and (ii) the Company and Mr. Gao Jimmy Z. (“
 □ □ □ □ ”), an independent third party,
 entered into a sale and purchase agreement, pursuant to which the Company has conditionally
 ci tggf"vq"ugmn."cpf"vjg"Ugeqpf"Rwtejcu"jcu"eqpfkqpcnm{"ci tggf"vq"ceswktg."vjg"fwrngz"crctv o gpv"
 9B on 9/F & 10/F, No. 6A Bowen Road, Hong Kong and the car parking space No. 106 on 2nd
 Level Basement, No. 6A Bowen Road, Hong Kong (“
 □ □ □ □ □ □ ”), at the consideration
 of HK\$70,000,000 (“
 □ □ □ □ ”).

Both the First Disposal and the Second Disposal were completed in December 2023. Further
 details of the First Disposal and the Second Disposal are set out in the announcement and the
 circular of the Company dated 11 October 2023 and 22 November 2023 respectively.

Ucxg"htq"vjg"cdqxg."vjg" I tqwr"fkf"pqv"jcxg"cp{" o cvgtkcn"ceswkukvkqp"qt"fkurqucn"fwtkpi" [gct"42450

□ □ □ □ □ □

The loss attributable to the owners of the Company increased by approximately 29% from
 approximately HK\$734,563,000 for Year 2022 to approximately HK\$947,409,000 for Year 2023
 cpf"vjg"dcuke"nquu"rgt"ujctg"cvtkdwcdng"vq"qtfkpct{"gswkv{"j qnfgtu"qh"vjg"Eqo rcp{"kpetgcugf"htqo"
 31.87 HK cents for Year 2022 to 41.11 HK cents for Year 2023, mainly due to the following:

- (a) the decrease in the Group’s other income, gains and losses from approximately
 HK\$467,687,000 for Year 2022 to approximately HK\$258,946,000 for Year 2023, mainly
 due to the combined effect of: (i) the decrease in the aggregate interest income from an
 amount due from a joint venture and loan receivables from approximately HK\$455,174,000
 for Year 2022 to approximately HK\$202,694,000 for Year 2023; and (ii) the gain on the
 disposal of a subsidiary of approximately HK\$36,957,000 during Year 2023, which was
 absent during Year 2022;
- (b) the increase in the Group’s impairment of financial assets, net from approximately
 HK\$251,580,000 for Year 2022 to approximately HK\$489,129,000 for Year 2023, mainly
 attributable to the increase in the impairment loss provision in the amount of approximately
 HK\$172,452,000 made by the Group on its loan receivables under the expected credit loss
 model in accordance with HKFRS 9 *Financial Instruments* from Year 2022 to Year 2023, as
 c"tguwnv"qh"vjg"fgvgtkqtcvkqp"kp"vjg"etgfkv"swcnkv{"qh"vjg" I tqwr"u"nqcp"tgegkxcdngu"fwtkpi" [gct"
 2023;

- (c) the decrease in the loss from the fair value of the investment properties of the Group from approximately HK\$208,156,000 for Year 2022 to approximately HK\$63,646,000 for Year 2023, mainly due to (i) the decrease in the fair value loss of the Group's investment property located in Beijing as at 31 December 2023, as compared with that as at 31 December 2022; and (ii) the disposal of the Investment Property by the Group in December 2023;

*f+ vjg"fgetgcug"kp"vjg"Łpcpeg"equvu"kpewttgf"d{"vjg" I tqwr"htq o "cr rtqzk o cvgn{" JM&752.256.222" for Year 2022 to approximately HK\$342,422,000 for Year 2023, mainly due to the full tgfgo rvkqp"qh"vjg"eqpxgtvkdng"dqpfu"d{"vjg" I tqwr"kp"vjg"Łtuv"jcnh"qh" [gct"4245="cpf

- (e) the decline in the performance of Zhong Hai You Qi (one of the Company's joint ventures) in Year 2023 as a result of the major overhaul carried out by Zhong Hai You Qi at its factory, which led to a two-month interruption in its operation in Year 2023 and hence the turn of the Eqo rcp{ø"ujctg"qh"\ jqp i " J ck" [qw"Skø"tguwnv"htq o "c"rtqŁv"qh"cr rtqzk o cvgn{" JM&8.822.222" for Year 2022 to a loss of approximately HK\$68,937,000 for Year 2023.

□ □ □

Rental income of the Group for Year 2023 amounted to approximately HK\$96,958,000 (Year 2022: HK\$96,884,000), which had remained stable between the two years.

□ □ □ □ □ □

The decrease in the Group's other income, gains and losses from approximately HK\$467,687,000 for Year 2022 to approximately HK\$258,946,000 for Year 2023 was mainly due to the combined g gev"qh<"*k+"vjg"fgetgcug"kp"vjg"ci i tgi cvg"kpvtguv"kpeq o g"htq o "cp"c o qwpv"fwg"htq o "c"lqpv"xgpvwtg" and loan receivables from approximately HK\$455,174,000 for Year 2022 to approximately HK\$202,694,000 for Year 2023; and (ii) the gain on the disposal of a subsidiary of approximately HK\$36,957,000 during Year 2023, which was absent during Year 2022.

The increase in the Group's impairment of financial assets, net from approximately HK\$251,580,000 for Year 2022 to approximately HK\$489,129,000 for Year 2023 was mainly attributable to the increase in the impairment loss provision in the amount of approximately HK\$172,452,000 made by the Group on its loan receivables under the expected credit loss model in accordance with HKFRS 9 *Financial Instruments* from Year 2022 to Year 2023, as a result of vjg"fgvgtkqtvcvkqp"kp"vjg"etgfkv"swcnkv{"qh"vjg" I tqwrøu"nqcp"tgegkxcdngu"fwtkp i " [gct"42450

□ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □

The decrease in the loss from the fair value of the investment properties of the Group from approximately HK\$208,156,000 for Year 2022 to approximately HK\$63,646,000 for Year 2023 was mainly attributable to (i) the decrease in the fair value loss of the Group's investment property located in Beijing as at 31 December 2023, as compared with that as at 31 December 2022; and (ii) the disposal of the Investment Property by the Group in December 2023.

□ □ □ □ □

Vjg"fgetgcug"kp"vjg"Łpcpeg"equvu"kpewttgf"d{"vjg" I tqwr"htqo"cr rtqzko cvgn{" J M&752.256.222"htq" Year 2022 to approximately HK\$342,422,000 for Year 2023 was mainly due to the full redemption qh"vjg"eqpxgtvkdng"dqpfu"d{"vjg" I tqwr"kp"vjg"Łtuv"j cnh"qh" [gct"42450

The change in the Company's share of profits or losses of joint ventures from profits of approximately HK\$1,130,000 for Year 2022 to losses of approximately HK\$83,071,000 for Year 2023 was mainly attributable to the decline in the performance of Zhong Hai You Qi (one of the Company's joint ventures) in Year 2023 as a result of the major overhaul carried out by Zhong Hai You Qi at its factory, which led to a two-month interruption in its operation in Year 2023 and jgpeg"vjg"vwtp"qh"vjg"Eqo rcp{ou"ujctg"qh"\ j qpi" J ck" [qw"Skou"tguwnv"htqo"c"rtqŁv"qh"cr rtqzko cvgn{" HK\$6,600,000 for Year 2022 to a loss of approximately HK\$68,937,000 for Year 2023.

□ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □

Vjg"uwduvcpvkc"nfgetgcug"kp"vjg"rtqrgtv{"rncpv"cpf"gswkr o gpv"qh"vjg" I tqwr"htqo"cr rtqzko cvgn{" HK\$238,199,000 as at 31 December 2022 to approximately HK\$54,134,000 as at 31 December 2023 was mainly due to the disposal of the Office Property in December 2023, which had been wugf"d{"vjg"Eqo rcp{"cu"kvu"q eg"kp" J qpi" M qpi 0

□ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □

The decrease in the Group's accrued charges, rental deposits and other payables from approximately HK\$1,204,446,000 as at 31 December 2022 to approximately HK\$419,184,000 as at 31 December 2023 was mainly attributable to (i) the settlement of certain payables due to other creditors of approximately HK\$715,004,000 by the Group in Year 2023; and (ii) the decrease in the accrued interest payables as at 31 December 2023 as compared with that as at 31 December 4244."cu"c"tguwnv"qh"vjg"hwnn"tgfgo rvkqp"qh"vjg"eqpxgtvkdng"dqpfu"d{"vjg" I tqwr"fwtkpi"vjg"Łtuv"j cnh" of Year 2023.

□ □ □ □ □ □ □

The Group adopts a conservative treasury policy under which the Group keeps its investment costs wpfgt"eqpvtqn"cpf"o cpci gu"vjg"tgvwtpu"qh"kvu"kpvguv o gpvu"g ekgpvn{"0"Vjg" I tqwr"j cu"i wkfgnkpgu"kp" place to monitor and control its investment risk exposure and to manage its capital. The Group also strives to reduce its exposure to credit risk by performing ongoing credit assessments and gxcnwcvkqpu"qh"vjg"Łpcpekcn"uvcvwu"qh"kvu"ewuvq o gtu0"Vjg"Dqctf"enqugn{"tgxkgyu"vjg" I tqwr"ou"nkswkfkv{" rqukvkqp"vq"gpwutg"vjg" I tqwr"j cu"cf gswcvgn"nkswkfkv{"vq"o gg"kvu"hw p f k p i "tgs w k t g o g p v u "c v "c n n "v k o g u 0

□□ □□

	□□ □	2022 HK\$'000
Restricted bank balance		674,814
Cash and bank balances		97,517
Total		772,331

As at 31 December 2023, the Group's cash and bank balances were denominated in the following currencies:

	□□ □	2022
HK\$	□□	0.5%
RMB	□□	99.5%
US\$	□□	0.0%
	□□□□	100.0%

The Group conducted its business almost exclusively in RMB except that certain transactions were conducted in HK\$ and United States dollars (“ ”). The conversion of RMB into HK\$, US\$ or other foreign currencies has been based on the rates set by the People's Bank of China. The value of RMB against HK\$, US\$ and other foreign currencies may fluctuate and is affected by factors such as changes in the PRC's political and economic conditions. The Group has not adopted any foreign exchange risk that may arise.

As at 31 December 2023, the Group's total borrowings amounted to approximately HK\$3,551,936,000 in aggregate. The composition of these borrowings is summarised below:

	2022 <i>HK\$'000</i>
Short term borrowings	1,388,974
Long term borrowings	2,541,766
Convertible bonds	41,712
	<hr/>
Total borrowings	3,972,452
Cash and bank balances	97,517
	<hr/>
Net borrowings	<u><u>3,874,935</u></u>

Interests for all borrowings of the Group for Year 2023 were charged at fixed and floating rates ranging from 3.7% per annum to 27.6% per annum (Year 2022: 3.7% per annum to 12.0% per annum).

As at 31 December 2023, the long and short term borrowings of the Group which remained outstanding were denominated as follows:

	2022 <i>HK\$'000</i>
HK\$	180,000
RMB	3,750,740
	<hr/>
	<u><u>3,930,740</u></u>

As at 31 December 2023, the long and short term borrowings of the Group which remained

	2022
	<i>HK\$'000</i>
	□ □
Fixed interest rates	□ □ □ □ 1,689,583
Floating interest rates	□ □ □ □ 2,241,157
	<u>□ 3,930,740</u>

was as follows:

	2022
	<i>HK\$'000</i>
	□ □
Bank loans repayable:	
Within one year or on demand	□ □ 50,392
In the second year	152,856
	□ 35,386
	<u>□ 238,634</u>
Other loans repayable:	
Within one year or on demand	□ □ 1,338,582
In the second year	333,147
	□ 2,020,377
	<u>□ □ 3,692,106</u>
	<u>□ 3,930,740</u>

The 12% per annum convertible bonds in the aggregate principal amount of HK\$1,150,000,000 due in December 2022 issued by the Company had been fully redeemed after the Company redeemed the remaining balance of such bonds in the aggregate principal amount of approximately J M&63.934.222"fwtkpi "vjg"Łtuv"jcnh"qh" [gct"42450

As at 31 December 2023, the gearing ratio (calculated as interest-bearing bank and other dqttqykpiu."qxgt"gswkv{"cvtkdwcdng"vq"qypgtu"qh"vjg"Eqo rcp{"+cpf"vjg"ewttgpv"tcvkq"*ecnewncvgf" as current assets over current liabilities) of the Group were 114% (31 December 2022: 99%) and 0.8x (31 December 2022: 1.9x) respectively. These ratios are key performance indicators used by the management of the Group to measure the Group's level of leverage to ensure the Group has the nkswkfkv{"vq"oggv"kvu"Łpcpekc"qdnki cvkqpu"cv"cn"vk"oguo"Vjg" I tqwr" yknn"uvtkxg"vq"ko r tqxg"kvu"nkswkfkv{" by expediting the collection and/or disposal of its outstanding loan receivables and the disposal qh"kvu"hkpcpekc"cuugv"kp xguv"ogpvu"*kpenwfkpi "kvu"gswkv{"kpxguv"ogpvu"cpf"pqp/rgthqt okpi "cuugvu" portfolio).

As at 31 December 2023, the Group had cash and bank balances of approximately HK\$57 million and the Group's interest-bearing bank and other borrowings with an aggregate carrying amount of approximately HK\$3,485 million are due to be repaid within 12 months from the end of the reporting period, including (i) borrowing of approximately HK\$195 million which has not been repaid according to the scheduled repayment date before the end of the reporting period; and (ii) borrowings of approximately HK\$3,007 million with original maturity dates of over one year from the end of the reporting period which have been reclassified to current liabilities due to the delay in the payment of interest of certain borrowings and which has been repaid after year gpf0"Hwtvjgt o qtg."uwdugswgpv"vq"vjg"gpf"qh"vjg"tgrqtkpi "rgtkqf."cpqvjgt"dqttqykpi "qh"vjg" I tqwr" with a principal amount of approximately HK\$131 million has not been repaid according to the scheduled repayment date. Up to the date of approval of this announcement, the Group has not received any demand for immediate repayment of these and other borrowings, and the Group has been actively negotiating with the lenders for extension of the repayment date of certain of the aforesaid borrowings.

In view of the above circumstances, the Directors have given careful consideration to the Group's hwwwtg"nkswkfkv{"tgswtg"ogpvu."qrgtcvkpi "rgthqt o cpeg"cpf"cxckncdng"uqwtegu"qh"hkpcpekp i "kp" assessing the Group's ability to continue operating as a going concern. The following plans and o gcuwtgu"ctg"ht o wncvgf"vq"o cpc ig"vjg"yqtmkpi "ecrkcn"cpf"ko r tqxg"vjg"Łpcpekc"rqukvkqp"qh"vjg" Group:

- (i) the Group will continue to implement measures for the disposal of the outstanding loan receivables and loan interest receivables;

The Directors have reviewed the Group's cash flow projections prepared by management, which cover a period of not less than 12 months from 31 December 2023. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient resources to meet its obligations due within 12 months from 31 December 2023. Accordingly, the Directors are satisfied that it is probable that the Group will be able to meet its obligations as they fall due.

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 on (i) the successful and timely implementation of the plans and measures for the disposal of the outstanding loan receivables and loan interest receivables; (ii) the successful and timely implementation of the plans for the disposal of the financial asset investments; (iii) the continual support from the existing lenders of the Group such that they will not demand for immediate repayment of the relevant borrowings; and (iv) the successful obtaining of new financing facilities.

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

□ □ □ □ □

As at 31 December 2023, certain investment properties of the Group with aggregate carrying value of approximately HK\$2,078,366,000 (2022: investment properties and leasehold land and buildings with aggregate carrying values of approximately HK\$2,251,652,000 and HK\$176,300,000, respectively) were pledged to secure general banking facilities granted to the Group and other payable due to an independent third party. As at 31 December 2022, certain receivables (mainly the loans granted by the Group to its joint venture and independent subsidiaries and associates of the Company holding receivables of the Group were pledged to secure the Group's bank borrowings.

□ □ □ □ □ □

As at 31 December 2023, the Group did not have any capital expenditures contracted for but not yet incurred (2022: HK\$167,973,000). The management of the Group does not expect there to be any plans for material investments or capital assets in 2024 with reference to the current situation as at the date of this announcement.

□ □ □ □ □ □ □ □

As at 31 December 2023, the Group provided corporate guarantees of approximately HK\$2,839,041,000 (31 December 2022: HK\$3,576,622,000) in respect of loans granted to a joint venture of the Company.

□ □ □ □ □ □

As at 31 December 2023, the shareholders' funds of the Group decreased by approximately HK\$902,605,000 to approximately HK\$3,119,792,000 (31 December 2022: HK\$4,022,397,000), representing a decline of approximately 22%. The decrease was mainly due to the loss attributable to the owners of the Company in Year 2023.

□ □ □ □

The Group had in aggregate 55 employees in Hong Kong and the PRC as at 31 December 2023 (31 December 2022: 36). The employees of the Group are remunerated according to their respective job nature, market conditions, individual performance and the Company's remuneration policy and the prevailing market conditions.

The Group encourages sustainable training of its employees through coaching and further studies. In-house training was provided to eligible employees during Year 2023, including training on updates of accounting standards and market updates.

The Group has not experienced any significant problem with its employees or disruption to its operations due to labour discipline nor has it experienced any difficulty in the recruitment and retention of employees.

□ □ □ □ □ □

The Company aims to maximise the interests of its shareholders and at the same time maintaining its sustainable development in the future. In deciding whether to propose a dividend and in determining the dividend amount, the Board will take into account the interests of its shareholders and the Company's financial position. In addition, the Board will also take into account any restrictive covenants imposed by banks and other funding facilities granted to the Group from time to time and any other factors the Board may deem appropriate and/or relevant.

The Board has resolved not to recommend the payment of a final dividend for Year 2023 (Year 2022: Nil).

□ □ □ □ □ □ □ □ □

The Company is committed to establishing and maintaining a standard of corporate governance that is consistent with market practices. The Company complied with all the applicable code provisions set out in the Corporate Governance Code (“ □ ”) contained in Appendix 14 (renumbered as Appendix C1 with effect from 31 December 2023) to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“ □ □ □ ”) then in hqteg"vj tqwi j qww" [gct"4245."gzegrv"hqt"vjg"fgxkcvkqp"urgekŁgf"dgnq y<

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be the same individual. During the year under review, the Company did not have a separate chairman and chief executive officer as Mr. Chu Hing Tsung cuuw o gf"dqvj"vjg"tqngu"qh"vjg"ejckt o cp"cpf"qpg"qh"vjg"eq/ejkg"gzgewkxg"q egt"qh"vjg"Eq o rcp{0" The Board believes that vesting both the roles of the chairman and the co-chief executive officer kp"vjg"uc o g"rgtuqp"jcu"vjg"dpggŁv"qh"gpuwtkpi"eqpukuvgpv"ngc fgtu jkr"ykvj kp"vjg" I tqwr"cpf"gpdcngu" o qtg"g gevkg"cpf"g ekgpv"qxgtcm"uvtcvgi ke"rncppkpi"hqt"vjg" I tqwr0"V jg"Dqctf"eqpukfgtu"vjcv"vjg" balance of power and authority for the present arrangement will not be impaired and this structure y km"gpdcng"vjg"Eq o rcp{"vq"o cmg"cpf"ko rng o gpv"fgekukqpu"g ekgpvn{0

□ □ □ □ □ □ □ □ □

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“ □ □ □ ”) as set out in Appendix 10 (renumbered as Appendix C3 with effect from 31 December 2023) to the Listing Rules then in force as its own code of conduct regarding Directors’ ugewtkvkgu"vtcpucevqpu"kp" [gct"42450"Cm"Fktgevqtu"jcxg"eqpŁt o gf"vjcv."hqnmq ykpi"urgekŁe"gpswkt{" d{"vjg"Eq o rcp{"vjg{"eq o rnkgf"ykvj"vjg"tgswtgfu"uvcpfctfu"ugv"qww"kp"vjg"Oqfgn"Eqfg"vj tqwi j qww" Year 2023.

□ □ □ □ □ □ □ □ □ □ □ □ □ □ □ □

During Year 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities.

□ □ □ □ □ □ □ □

The audit committee of the Company has reviewed and accepted the Group’s annual results for Year 2023.

□ □ □ □ □ □ □ □ □ □ □ □ □

The figures in respect of the Group’s consolidated statement of financial position, consolidated uvcvg o gpv"qh"rtqŁv"qt"nquu."equpuqkfcvgf"uvcvg o gpv"qh"eq o rtg jgpukxg"kp eq o g"cpf"vjg"tgncvgf"pqvgu" thereto for Year 2023 as set out in this announcement have been agreed by the Company’s auditor, Ernst & Young, to the amounts set out in the Group’s draft consolidated financial statements for Year 2023. The work performed by Ernst & Young in this respect did not constitute an assurance gpicig o gpv"cpf"eqpugswgpvn{"."pq"qrkpkqp"qt"cuuwtcpeg"eqpenwukqp"jcu"dggp"gzrtguugf"d{"Gtpuv" (" Young on this announcement.

On 18 March 2024, an independent special investigation committee (“獨立調查委員會”), initially comprising Mr. Hung Muk Ming as chairman, Mr. Liang Qing and Mr. Zhang Lu as members, being all independent non-executive Directors, has been established pursuant to a resolution of the Board passed on 18 March 2024 for the purposes of, among other things, investigating on various matters and events relating to the loan agreements (“貸款協議”) in relation to the portfolio of loan receivables held by the Group (consisting of loan receivables in the aggregate principal amount and accrued interest of approximately RMB2,201 million as at 31 December 2023) (“貸款組合”), in particular, the approval process of the Loan Agreements, the background information of the related borrowers, the commercial rationale for entering into the Loan Agreements and the effectiveness of the internal control system of the Group in relation to the approval of the Loan Agreements and the collection of the Loan Receivables and the interest accrued thereon. On 18 March 2024, the Special Investigation Committee appointed a leading global professional services firm specialising in forensic accounting and investigations (“德勤”) to assist in conducting independent investigations into the Loan组合 as at 31 December 2023.