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## **GOLDEN WHEEL TIANDI HOLDINGS COMPANY LIMITED**

**金輪天地控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1232)**

### **PRELIMINARY ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2025**

#### **FINANCIAL HIGHLIGHTS**

1. Revenue amounted to RMB452.7 million (2024: RMB796.4 million), representing a decrease of approximately 43.2% as compared with 2024.
2. Total contracted sales decreased by 32.5% to RMB433.4 million (2024: RMB641.7 million).
3. Loss for the year amounted to RMB587.1 million (2024: loss for the year of RMB775.6 million).
4. Total investment properties as at 31 December 2025 amounted to RMB1,256.3 million (2024: RMB3,726.5 million).
5. As of 31 December 2025, the Group had total cash and bank deposits of approximately RMB88.7 million (2024: RMB135.6 million).

The board (the “**Board**”) of directors (the “**Directors**”) of Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) is pleased to announce the audited annual consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2025, together with the comparative figures for the preceding year.

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(Expressed in Renminbi)

	NOTES	2025 RMB'000	2024 RMB'000
<b>Revenue</b>	3	<b>452,684</b>	796,376
Cost of sales		<u>(412,866)</u>	<u>(823,758)</u>
<b>Gross profit/(loss)</b>		<b>39,818</b>	(27,382)
Changes in fair value of investment properties		(282,456)	(468,186)
Other income, expenses, gains and losses	4	53,331	(17,952)
Selling and marketing expenses		(28,997)	(32,506)
Administrative expenses		<u>(128,019)</u>	<u>(149,500)</u>
<b>Loss from operations</b>		<b>(346,323)</b>	(695,526)
Finance costs	5(a)	(27,886)	(67,268)
Share of results of associates		(3,481)	1,875
Share of results of joint ventures		<u>(27,829)</u>	<u>(16,257)</u>
<b>Loss before taxation</b>	5	<b>(405,519)</b>	(777,176)
Income tax	6	<u>(181,584)</u>	<u>1,534</u>
<b>Loss for the year</b>		<b><u>(587,103)</u></b>	<b><u>(775,642)</u></b>
<b>Attributable to:</b>			
Equity shareholders of the Company		(584,286)	(823,936)
Non-controlling interests		<u>(2,817)</u>	<u>48,294</u>
<b>Loss for the year</b>		<b><u>(587,103)</u></b>	<b><u>(775,642)</u></b>

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(Expressed in Renminbi)

	NOTE	2025 RMB'000	2024 RMB'000
Loss for the year		<u>(587,103)</u>	<u>(775,642)</u>
<b>Other comprehensive income/(expense) for the year (after tax and reclassification adjustments):</b>			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of financial statements of foreign operations		<u>2,872</u>	<u>(1,684)</u>
<b>Other comprehensive income/(expense) for the year</b>		<u>2,872</u>	<u>(1,684)</u>
<b>Total comprehensive expense for the year</b>		<u><u>(584,231)</u></u>	<u><u>(777,326)</u></u>
<b>Attributable to:</b>			
Equity shareholders of the Company		(581,414)	(825,620)
Non-controlling interests		<u>(2,817)</u>	<u>48,294</u>
<b>Total comprehensive expense for the year</b>		<u><u>(584,231)</u></u>	<u><u>(777,326)</u></u>
<b>Loss per share</b>			<i>(Restated)</i>
Basic	7	<u><u>RMB(3.25)</u></u>	<u><u>RMB(4.58)</u></u>
Diluted		<u><u>RMB(3.25)</u></u>	<u><u>RMB(4.58)</u></u>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Expressed in Renminbi)

	NOTES	2025 RMB'000	2024 RMB'000
<b>Non-current assets</b>			
Property, plant and equipment		116,867	412,869
Investment properties		1,256,310	3,726,537
Interests in associates		51,143	54,435
Interests in joint ventures		386,162	413,990
Other financial assets		158,466	165,855
Restricted bank deposits		6,932	9,355
Deferred tax assets		17,004	77,790
		<u>1,992,884</u>	<u>4,860,831</u>
<b>Current assets</b>			
Properties under development for sale		1,407,984	1,289,595
Completed properties for sale		868,877	1,165,005
Contract assets		1,346	836
Trade and other receivables	9	587,925	595,582
Land appreciation tax and income tax prepaid		83,091	80,444
Restricted bank deposits		11,941	28,413
Cash and cash equivalents		69,871	97,876
		<u>3,031,035</u>	<u>3,257,751</u>
Assets held for sale	10	<u>2,433,706</u>	—
		<u>5,464,741</u>	<u>3,257,751</u>
<b>Current liabilities</b>			
Trade and other payables	11	1,226,680	1,892,970
Contract liabilities		222,978	184,584
Rental received in advance		41,214	27,696
Lease liabilities		24,726	42,866
Bank loans		586,434	489,041
Current taxation		705,728	589,878
Senior notes		—	3,354,557
Financial guarantee contracts		—	306,983
		<u>2,807,760</u>	<u>6,888,575</u>
Liabilities directly associated with the assets held for sale	10	<u>4,763,713</u>	—
		<u>7,571,473</u>	<u>6,888,575</u>
<b>Net current liabilities</b>		<u>(2,106,732)</u>	<u>(3,630,824)</u>
<b>Total assets less current liabilities</b>		<u>(113,848)</u>	<u>1,230,007</u>

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
<b>Non-current liabilities</b>		
Lease liabilities	55,067	83,242
Bank loans	39,304	217,368
Deferred tax liabilities	<u>186,315</u>	<u>739,700</u>
	<u>280,686</u>	<u>1,040,310</u>
<b>NET (LIABILITIES)/ASSETS</b>	<u><u>(394,534)</u></u>	<u>189,697</u>
<b>CAPITAL AND RESERVES</b>		
Share capital	112,883	112,883
Reserves	<u>(787,693)</u>	<u>(206,279)</u>
<b>Total deficiency attributable to equity shareholders of the Company</b>	<b>(674,810)</b>	<b>(93,396)</b>
<b>Non-controlling interests</b>	<u>280,276</u>	<u>283,093</u>
<b>(CAPITAL DEFICIENCY)/TOTAL EQUITY</b>	<u><u>(394,534)</u></u>	<u>189,697</u>

## NOTES

### 1 GENERAL AND BASIS OF PREPARATION

Golden Wheel Tiandi Holdings Company Limited (the “**Company**”) was incorporated as an exempted Company with limited liability in the Cayman Islands on 26 April 2012 and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) with effect from 16 January 2013.

The Company is an investment holding company. The Company and its subsidiaries (hereinafter collectively referred to as the “**Group**”) are principally engaged in the property development, property leasing and hotel operation.

The consolidated financial statements for the year ended 31 December 2025 comprise the Group and the Group’s interests in associates and joint ventures.

The measurement basis used in the preparation of the financial statements is the historical cost basis except as set out in the accounting policies hereunder the consolidated financial statements.

The financial statements are presented in Renminbi (“**RMB**”) and all values are rounded to the nearest thousand (“**RMB’000**”) except otherwise indicated. RMB is also the functional currency of the Company and the presentation currency of the Group.

The financial information relating to the financial year ended 31 December 2025 that is included in this preliminary annual results announcement does not constitute the Group’s annual consolidated financial statements for that financial year but is derived from those consolidated financial statements.

#### **Materiality uncertainty related to going concern**

The Group incurred a net loss of approximately RMB587,103,000 for the year ended 31 December 2025 and, as of that date, the Group had net current liabilities of approximately RMB2,106,732,000. Included in the current liabilities were bank loans of approximately RMB586,434,000. As at 31 December 2025, the Group had cash and cash equivalents amounting to approximately RMB69,871,000.

Included in the current liabilities bank loans are cross-defaulted bank loans with an aggregate carrying amount of approximately RMB283,549,000 as of 31 December 2025, which became repayable on demand and were included in current liabilities. Those cross-defaulted bank loans were secured by the Group’s assets with an amount of approximately RMB1,387,305,000 and the related banks have the right to sell, transfer or otherwise dispose of any of those assets if the Group cannot repay the loans upon request. Up to the date of approval of these consolidated financial statements, the Group continues to be in cross-default and the banks have not demanded immediate repayment of these bank loans.

In addition, as of 31 December 2025, the Group failed to repay an accumulated interest of US\$91,907,000 (equivalent to approximately RMB645,996,000) on the senior notes and failed to redeem the total outstanding principal amount of approximately US\$466,663,000 (equivalent to approximately RMB3,280,081,000) of the senior notes during the year ended 31 December 2025, when they were due. Such non-payment has caused an event of default itself. The total amount of the senior notes and the financial guarantee contracts related to other defaulted bank loans, amounting to RMB4,226,244,000, was included in liabilities directly associated with the assets held for sale disclosed in note 10.

As at 31 December 2025, the Group had investment properties, completed properties for sale and properties under development for sale of approximately RMB1,256,310,000, RMB868,877,000 and RMB1,407,984,000, respectively. The current volatility in the real estate industry may place increasing difficulty for the Group and may undermine the Group's ability to generate sufficient cash flows from its future operations to meet its financing obligations and the Group's ability to renew existing facilities or source new funding. All these events or conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

Notwithstanding the above results, the consolidated financial statements have been prepared on a going concern basis, the validity of the going concern basis is dependent upon the success of the Group's future operations, its ability to generate adequate cash flows in order to meet its obligations as and when fall due and its ability to refinance or restructure its indebtedness such that the Group can meet its future working capital and financing requirements. The Directors carried out a detail review of Group's cash flow projections prepared by management, which covers a period of at least 18 months from 31 December 2025 and are of the opinion that the Group will be able to finance its future financing requirements and working capital based on the following considerations:

- (i) The net current liabilities of RMB2,106,732,000 of the Group is mainly arising from the net liabilities directly associate with assets held for sale of RMB2,330,007,000. During the period from December 2024 to December 2025, the restructuring plans in relation to the restructuring of the senior notes and financial guarantee contracts (hereafter collectively referred to as the **"In-Scope Debt"**) issued by the Company have been approved at the relevant meetings of debt holders and shareholders of the Company. For further details of the restructuring plan, please refer to the Company's circular dated 31 March 2025. Under the restructuring plan, the principal of the In-Scope Debt will be settled by the new notes issued by Mega Drive Company Limited (the **"Issuer"**), a wholly owned subsidiary of the Group, to the Scheme Creditors. As part of the proposed restructuring, the Company will transfer 95% of the interest of Global Diamond Company Limited (**"Global Diamond"**, formerly known as **"Golden Wheel Diamond Company Limited"**), a wholly owned subsidiary of the Group, to the Issuer with specified assets including GW International Plaza, GW Binary Star and GW New Metro, and the Issuer will allot and issue its shares to the Company. Global Diamond Company Limited will be owned as to 95% by the Issuer and 5% by the Company. The transfer of the Issuer Group (as defined below) by the Group is for the benefit of the Scheme Creditors pursuant to the restructuring (the **"Transfer"**);

In relation to the proposed restructuring, the Ad Hoc Group shall be entitled to nominate three directors to the board of directors of the Issuer and each Issuer Subsidiary (as defined below) and a legal representative to each Issuer Subsidiary established in the PRC. The Company will be entitled to nominate one director to the board of directors of each of the Issuer and Issuer subsidiary with each of such boards comprising four directors. Immediately after the appointment of the directors nominated by the Ad Hoc Group, the Company will cease to control the board of the Issuer and each of the Issuer Subsidiaries, which are Global Diamond, Global Jade Company Limited (formerly known as **"Golden Wheel Jade Company Limited"**), Global Pearl Company Limited (formerly known as **"Golden Wheel Pearl Company Limited"**), Global Wide Investment Limited (formerly known as **"Golden Wheel International Investment Limited"**), Global Wide Creation Company Limited (formerly known as **"Golden Wheel International Creation Limited"**), Global Wide Corporation Limited (formerly known as **"Golden Wheel International Corporation Company Limited"**), Nanjing Jade Golden Wheel Realty Company Limited, Nanjing Pearl Golden Wheel Realty Company Limited and Nanjing Golden Wheel Real Estate Development Company Limited (each being **"Issuer Subsidiary"**, collectively referred to as the **"Issuer Subsidiaries"** and the Issuer Subsidiaries together with the Issuer, referred to as the **"Issuer Group"**) and the Issuer Group will cease to be subsidiaries of the Company.

In addition, the Company will issue the new shares of the Company to the Scheme Creditors allocated pro rata to the accrued interest held by the Scheme Creditors. All the scheme conditions have been fulfilled and the scheme effective date has occurred on 24 June 2025. The Group will fully implement the restructuring plan in 2026, ensuring completion within one year. The details of which are set out in the Company's announcements dated 24 January 2025, 16 May 2025, 3 June 2025, 24 June 2025 and 24 December 2025, and circular dated 31 March 2025;

The proposed restructuring will alleviate the Group from the pressure of its offshore indebtedness, help the Group stabilise the position of the Group and formulate a long-term financially viable solution for the Group in the context of the recent period of unprecedented volatility in the market.

- (ii) management is negotiating with the lenders of the borrowings and creditors for the extension of repayments of those borrowings and trade and other payables to a date when the Group has adequate working capital to serve the repayments; and
- (iii) management is formulating and closely monitoring business strategy for the Group to generate cash flows from its existing operations including expediting sales of properties and investment properties, and collection of receivables, while maintaining more stringent cost control measures of containment of discretionary capital expenditures.

As at 31 December 2025, the Group has contract liabilities amounting to approximately RMB222,978,000. The forecasted amounts to be received from the contract sales amounted to RMB133,139,000. Based on the management's estimation, a property development project is forecasted to complete in the early 2026 and the Group can then release part of the contract liabilities and receive additional cash from the property buyers.

In view of the above, the Directors are of the opinion that, there will be sufficient financial resources available to the Group to enable it to meet its liabilities as and when they fall due and to continue as a going concern. Accordingly, the Directors have prepared the consolidated financial statements on a going concern basis.

Notwithstanding the above, if the Group fails to achieve one or more of the above-mentioned plans and measures on a timely basis, it may not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

## 2 APPLICATION OF NEW AND AMENDMENTS TO IFRS ACCOUNTING STANDARDS

In the current year, the Group has applied, for its first time, the following amendments to an IFRS Accounting Standard issued by the International Accounting Standards Board (the “IASB”) for the first time, which are effective for the Group’s financial year beginning on 1 January 2025.

Amendments to IAS 21 *Lack of Exchangeability*

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

## 3 REVENUE AND SEGMENT REPORTING

The principal activities of the Group are property development, property leasing and hotel operation. In a manner consistent with a way in which information is reported internally to the Group’s most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified three operating and reportable segments.

### (a) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by business lines and geographical location of customers is as follows:

	2025 <i>RMB’000</i>	2024 <i>RMB’000</i>
<b>Revenue from contracts with customers within the scope of IFRS 15</b>		
Disaggregated by business line		
– Property development	241,745	569,405
– Hotel operation	<u>94,658</u>	<u>100,358</u>
	<u>336,403</u>	<u>669,763</u>
<b>Revenue from other sources</b>		
Gross rentals from investment properties		
– Property leasing that are fixed	<u>116,281</u>	<u>126,613</u>
	<u>452,684</u>	<u>796,376</u>
Disaggregated by geographical location of customers		
– Mainland China	<u>452,684</u>	<u>796,376</u>

Disaggregation of revenue from contracts with customers by the timing of revenue recognition is disclosed in note 3(b).

**(b) Segment results, assets and liabilities**

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the year ended 31 December 2025 and 2024 is set out below. No segment assets and liabilities are presented as they were not regularly provided to the chief operating decision maker for the purposes of resource allocation and performance assessment.

	Property development		Property leasing		Hotel operation		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>Under the scope of IFRS 15,</b>								
<i>Revenue from contracts with customers:</i>								
- Point in time	<u>241,745</u>	<u>569,405</u>	<u>-</u>	<u>-</u>	<u>94,658</u>	<u>100,358</u>	<u>336,403</u>	<u>669,763</u>
<b>Under the scope of IFRS 16,</b>								
<i>Leases:</i>								
- Rental income	<u>-</u>	<u>-</u>	<u>116,281</u>	<u>126,613</u>	<u>-</u>	<u>-</u>	<u>116,281</u>	<u>126,613</u>
<b>Reportable segment revenue</b>	<b><u>241,745</u></b>	<b><u>569,405</u></b>	<b><u>116,281</u></b>	<b><u>126,613</u></b>	<b><u>94,658</u></b>	<b><u>100,358</u></b>	<b><u>452,684</u></b>	<b><u>796,376</u></b>
<b>Reportable segment (loss)/ profit</b>	<b><u>(109,216)</u></b>	<b><u>(219,345)</u></b>	<b><u>19,233</u></b>	<b><u>38,626</u></b>	<b><u>(5,974)</u></b>	<b><u>(11,998)</u></b>	<b><u>(95,957)</u></b>	<b><u>(192,717)</u></b>

*Note:* Included in reportable segment loss of property development segment, for the year ended 31 December 2025, an inventory impairment loss was recognised amounting to approximately RMB106,292,000 (2024: RMB180,591,000) due to the decrease in the estimated net realisable value of certain completed properties for sale as a result of the downturn of the PRC real estate market.

**(c) Reconciliation of reportable segment profit or loss**

	2025	2024
	RMB'000	RMB'000
Reportable segment loss	(95,957)	(192,717)
Changes in fair value of investment properties	(282,456)	(468,186)
Other income, expenses, gains and losses	53,331	(17,952)
Unallocated head office and corporate expenses	(13,929)	(16,671)
Impairment of property, plant and equipment	(7,312)	-
Finance costs	(27,886)	(67,268)
Share of results of associates	(3,481)	1,875
Share of results of joint ventures	<u>(27,829)</u>	<u>(16,257)</u>
<b>Consolidated loss before taxation</b>	<b><u>(405,519)</u></b>	<b><u>(777,176)</u></b>

#### 4 OTHER INCOME, EXPENSES, GAINS AND LOSSES

##### (a) Other income

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Service fee ( <i>note i</i> )	3,201	5,353
Interest income from bank deposits	197	5,038
Compensation income from early termination of leasing contracts	5,846	10,422
Government grants ( <i>note ii</i> )	29	770
Gains on disposal of property, plant and equipment	510	3,929
Gains on cancellation of sales contracts by buyers	1,112	2,518
Others	2,612	2,866
	<u>13,507</u>	<u>30,896</u>

##### Notes:

- (i) The amount mainly represented the market research fees received from an independent third party.
- (ii) The amount mainly represented the unconditional subsidies received from the local governments where the group entities were located for encouragement of business development activities in the local areas.

##### (b) Other gains and losses

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Changes in financial guarantee contracts	–	(20,992)
Net foreign exchange gains/(losses)	87,948	(35,809)
Gains on changes in fair value of financial assets measured at FVTPL, net	3,734	23,475
Impairment loss on trade and other receivables	(35,936)	(5,083)
Provision of impairment on right-of-use assets	(7,312)	–
	<u>48,434</u>	<u>(38,409)</u>

(c) Other expenses

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Donations	(343)	(389)
Others	<u>(8,267)</u>	<u>(10,050)</u>
	<u>(8,610)</u>	<u>(10,439)</u>
Total	<u><u>53,331</u></u>	<u><u>(17,952)</u></u>

5 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/(crediting):

(a) Finance costs

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Interest on bank loans	31,693	44,201
Interest on amounts due to a director	22	–
Interest on lease liabilities	6,660	8,232
Interest on senior notes	–	76,082
Less: Interest expense capitalised into properties under development for sale and investment properties under development ( <i>note</i> )	<u>(10,489)</u>	<u>(61,247)</u>
	<u><u>27,886</u></u>	<u><u>67,268</u></u>

*Note:* The borrowing costs have been capitalised at a rate of 5.78% per annum (2024: 4.68%).

(b) Staff costs

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Salaries, bonuses and other benefits	60,411	74,187
Contributions to retirement benefit schemes	6,239	6,527
Less: Amount capitalised to properties under development for sale and investment properties under development	<u>(1,694)</u>	<u>(2,054)</u>
	<u><u>64,956</u></u>	<u><u>78,660</u></u>

(c) **Other items**

	<b>2025</b> <b>RMB'000</b>	2024 <i>RMB'000</i>
Depreciation charge		
– Owned property, plant and equipment	<b>41,155</b>	42,751
– Right-of-use assets	<b>17,882</b>	17,930
	<u><b>59,037</b></u>	<u>60,681</u>
Auditors' remuneration	<b>1,520</b>	1,520
Cost of properties, including	<b>313,291</b>	716,917
– Impairment loss on completed properties for sale	<b>106,292</b>	180,591
Rental income from investment properties less direct outgoings of RMB28,593,000 (2024: RMB26,499,000)	<b>87,688</b>	100,114
	<u><b>87,688</b></u>	<u>100,114</u>

**6 INCOME TAX**

Taxation in the consolidated statement of profit or loss represents:

	<b>2025</b> <b>RMB'000</b>	2024 <i>RMB'000</i>
Current tax:		
– PRC corporate income tax (“CIT”)	<b>37,863</b>	66,712
– Land appreciation tax (“LAT”)	<b>102,399</b>	43,066
	<u><b>140,262</b></u>	<u>109,778</u>
Deferred tax	<u><b>41,322</b></u>	<u>(111,312)</u>
	<u><b>181,584</b></u>	<u>(1,534)</u>

No provision for taxation has been recognised for companies incorporated in the Cayman Islands and the British Virgin Islands as they are not subject to any tax during both years.

The provision for Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime. No Hong Kong Profits Tax has been provided as the Group had no estimated assessable profits for both years.

The provision for CIT is based on the respective corporate income tax rates applicable to the subsidiaries located in the PRC as determined in accordance with the relevant income tax rules and regulations of the PRC.

The 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 payments made for acquisition of land use rights, costs and expenses for the development of the land or for construction of new buildings and supporting facilities, or the assessed value for old buildings and structures, tax payable relating to transfer of the real estate and other deductible items prescribed by the Ministry of Finance. Apart from the aforementioned deductions, property developers enjoy an additional deduction, which is equal to 20% of the payment made for acquisition of land use rights and the costs of land development and construction of new buildings or related facilities.

## 7 LOSS PER SHARE

### (a) Basic loss per share

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Loss attributable to equity shareholders of the Company	<u>584,286</u>	<u>823,936</u>
	2025	2024 (Restated)
Number of shares		
Weighted average number of ordinary shares in issue during the years, used in basic and diluted loss per share calculation ( <i>note</i> )	<u>179,902,000</u>	<u>179,902,000</u>

*Note:* The weighted average number of ordinary shares in issue has taken into account of the effect of share consolidation on the basis that every ten (10) ordinary shares of US\$0.01 each in the capital of the Company would be consolidated into one (1) ordinary share of US\$0.1 each as if the consolidation had occurred at 1 January 2024, the beginning of the earliest period reported.

### (b) Diluted loss per share

For the year ended 31 December 2025, the diluted loss per share were the same as the basic loss per share as there was no diluted potential ordinary shares in existence. For the year ended 31 December 2024, the computation of diluted loss per share did not assume the exercise of the Company's outstanding share options because the exercise price of those options was higher than the average market price for shares.

Accordingly, the diluted loss per share was same as the basic loss per share for both year ended 31 December 2024 and 2025.

## 8 DIVIDENDS

No dividend was paid or proposed during the both years ended 31 December 2025 and 2024, nor has any dividend been proposed since the end of the reporting year.

## 9 TRADE AND OTHER RECEIVABLES

Trade receivables mainly comprises rental receivables in respect of self-owned investment properties and sub-leased properties. Consideration in respect of sale of properties is receivable in accordance with the terms of related sale and purchase agreements. Rentals are usually received in advance. However, longer credit periods might grant to certain customers on a discretion basis.

	<i>Note</i>	<b>2025</b> <b>RMB'000</b>	2024 <i>RMB'000</i>
Trade receivables		<b>85,382</b>	64,594
Less: allowance for credit losses		<b>(522)</b>	–
		<b>84,860</b>	64,594
Amounts due from associates and joint ventures	(i)	<b>104,730</b>	104,024
Amounts due from former subsidiaries		<b>616,577</b>	632,142
Other debtors		<b>317,296</b>	279,968
Less: allowance for credit losses		<b>(679,706)</b>	(659,856)
Financial assets measured at amortised cost		<b>443,757</b>	420,872
Advances to contractors	(i)	<b>107,622</b>	34,825
Other taxes prepaid	(ii)	<b>36,546</b>	139,885
		<b>144,168</b>	174,710
		<b>587,925</b>	595,582

*Notes:*

- (i) The advances to associates, joint ventures and contractors are unsecured, interest-free and repayable on demand.
- (ii) Included in other taxes prepaid are value added tax receivables in the PRC arising from the sales of properties.

### Ageing analysis

As of the end of the reporting year, the ageing analysis of trade receivables, net of allowance for credit losses presented based on the date the trade receivables recognised, is as follows:

	<b>2025</b> <b>RMB'000</b>	2024 <i>RMB'000</i>
Within 30 days	<b>57,202</b>	47,607
31 to 60 days	<b>10,988</b>	4,405
61 to 180 days	<b>16,670</b>	12,582
	<b>84,860</b>	64,594

## 10 DISPOSAL GROUP HELD FOR SALE

As disclosed in note 1, and as detailed in the circular dated 31 March 2025 of the Company, the restructuring plan involves the transfer of the Issuer Group with the specified assets, GW International Plaza, GW Binary Star and GW New Metro and a hotel operation for the benefit of the scheme creditors (the “**Scheme Creditors**”) pursuant to the restructuring support agreement dated 21 November 2024 entered into between the Company and the initial participating creditors named therein as amended, supplemented and/or restated from time to time, including by accession or cessation of parties thereto (“**RSA**”). On 16 May 2025, the shareholders of the Company approved the RSA. All the scheme conditions have been fulfilled and the scheme effective date has occurred on 24 June 2025.

As at 31 December 2025, the requisite consent has been obtained from the majority scheme creditors, and the current scheme longstop date has been extended from 31 December 2025 to the earlier of (A) 30 June 2026 and (B) the 15th business day after the date on which the Company receives the regulatory approval that is necessary for the restructuring to take effect.

Notwithstanding the above, the Group will fully implement the restructuring plan and complete the Transfer within one year and the Transfer is due to be completed before the restructuring effective date. As at 31 December 2025, the Issuer Group was classified as a disposal group held for sale. The details of which are set out in the Company’s announcements dated 24 January 2025, 16 May 2025, 3 June 2025, 24 June 2025 and 24 December 2025, and circular dated 31 March 2025.

As at 31 December 2025, the disposal group comprised assets of RMB2,433,706,000 less liabilities RMB4,763,713,000, details as follows.

	<i>RMB’000</i>
<b>Assets:</b>	
Property, plant and equipment	236,160
Investment properties	2,187,000
Restricted bank deposits	3,548
Cash and cash equivalents	<u>6,998</u>
Assets held for sale	<u>2,433,706</u>
<b>Liabilities:</b>	
Other payables and accrued expenses	3,548
Deferred tax liabilities	533,921
Senior notes	3,280,081
Interests payables on senior notes	645,996
Financial guarantee contracts	<u>300,167</u>
Liabilities directly associated with the assets held for sale	<u>4,763,713</u>
Net liabilities directly associated with the assets held for sale	<u>(2,330,007)</u>

## 11 TRADE AND OTHER PAYABLES

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Trade payables	741,351	741,150
Other payables	268,002	915,473
Amounts due to a director ( <i>note i</i> )	4,335	–
Amounts due to associates and joint ventures ( <i>note ii</i> )	<u>212,992</u>	<u>236,347</u>
	<u><b>1,226,680</b></u>	<u><b>1,892,970</b></u>

### Notes:

- (i) Amounts due to a director are unsecured with an interest rate of 4.5% per annum and are repayable within 6 months from the drawdown date.
- (ii) Amounts due to associates and joint ventures are unsecured, interest-free and repayable on demand.

As of the end of the reporting year, the ageing analysis of trade payables presented based on the invoice date, is as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Within 180 days	359,717	465,179
181 to 365 days	162,239	142,865
Over 1 year	<u>219,395</u>	<u>133,106</u>
	<u><b>741,351</b></u>	<u><b>741,150</b></u>

## **EXTRACT OF INDEPENDENT AUDITOR'S REPORT**

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

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### **Material Uncertainty Related to Going Concern**

We draw attention to note 2(b) to the consolidated financial statements, which indicates that the Group incurred a net loss of approximately RMB587,103,000 during the year ended 31 December 2025 and, as of that date, the Group had net current liabilities of approximately RMB2,106,732,000. Included in the current liabilities were bank loans of approximately RMB586,434,000. As at 31 December 2025, the Group had cash and cash equivalents amounting to approximately RMB69,871,000.

Included in the current liabilities bank loans are cross-defaulted bank loans with an aggregate carrying amount of approximately RMB283,549,000 as of 31 December 2025, which became repayable on demand and were included in current liabilities. Those cross-defaulted bank loans were secured by the Group's assets with an amount of approximately RMB1,387,305,000 and the related banks have the right to sell, transfer or otherwise dispose of any of those assets if the Group cannot repay the loans upon request. Up to the date of approval of these consolidated financial statements, the Group continues to be in cross-default and the banks have not demanded immediate repayment of these bank loans.

In addition, as of 31 December 2025, the Group failed to repay an accumulated interest of US\$91,907,000 (equivalent to approximately RMB645,996,000) on the senior notes and failed to redeem the total outstanding principal amount of approximately US\$466,663,000 (equivalent to approximately RMB3,280,081,000) of the senior notes during the year ended 31 December 2025, when they were due. Such non-payment has caused an event of default itself. The total amount of senior notes and the financial guarantee contracts related to other defaulted bank loans, amounting to RMB4,226,244,000 was included in liabilities directly associated with the assets held for sale disclosed in note 23.

These conditions, together with other matters set out in note 2(b) to the consolidated financial statements, indicate the existence of a material uncertainty on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## BUSINESS REVIEW

Looking back at 2025, it was once again an extraordinary year. The global political and economic landscape continued to be turbulent, and China's overall economic situation did not show significant improvement. The Chinese real estate market experienced further downward adjustments, with housing prices continuing to decline. Some central and state-owned real estate enterprises defaulted on their debts one after another, and the survival situation for private real estate companies became even more difficult. However, our Company, as one of the few private real estate enterprises, is gradually emerging from the shadows.

In March 2025, the Chinese government work report set the core tone as “continuously making efforts to promote the real estate market to stop falling and stabilize,” anchoring the direction for the year's real estate work. Supported by multiple policies, the market showed some recovery. High-quality properties in core cities achieved good sales, and the transaction volume of second-hand homes continued to grow. However, since the second quarter, the momentum of market recovery has marginally weakened. In the second half of 2025, the overall real estate market remained in the process of “stopping the decline and stabilizing.”

In 2025, under the pressures of declines in cash recovery rates, debt maturity and a significant decrease in contracted sales, the Group has to relieve cash flow pressure through priceoff promotions, assets sales and debt restructuring. For the year ended 31 December 2025, the Group only achieved total contracted sales of RMB433.4 million (2024: 641.7 million). Property leasing and hotel operation business of the Group remained relatively stable when compared with last year. Average occupancy rates of the year for property leasing and hotel operation were 77.4% (2024: 84.0%) and 76.6% (2024: 78.7%) respectively.

Affected by the macroeconomic environment, the Group also faced operational pressure in 2025, mainly impacted by the progress of debt restructuring, market inventory digestion, and the overall domestic real estate environment:

1. **Debt Restructuring:** The debt restructuring plan, originally scheduled to conclude on December 31, 2025, has received consent from major creditors to be extended to (A) June 30, 2026, and (B) the 15th business day after the date when the Company receives the regulatory approvals required for the restructuring to become effective, whichever is earlier.
2. **Property Development:** Continued to manage existing projects located in Jiangsu Province (such as Nanjing, Yangzhou, Wuxi) and Hunan Province (such as Zhuzhou, Changsha). Facing the widespread pressure of “inventory reduction” in the domestic real estate market in 2025, the Group primarily focused on the sales and delivery of existing projects to recoup funds.
3. **Property Leasing and Hotels:** The Group's shopping centers associated with the subway (such as Golden Wheel International Plaza) generated recurring rental income. However, domestic commercial real estate in 2025 faced pressures from rising vacancy rates and declining rents, which is expected to limit the growth of the Group's rental income.

4. **Impairment Challenges:** Chinese real estate companies generally faced the challenge of asset impairment in 2025. For the Group, this could impact asset valuations and net profit performance in its financial statements.
5. **Slow Market Repair:** Despite policy support, the domestic real estate market in 2025 was still in a repair phase, and it will take time for investor confidence in distressed real estate enterprises to recover.

In 2025, despite facing difficulties, the Group continuously promoted measures to increase revenue and reduce expenditure, achieving phased results. Guided by the Board's strategy, driven by the responsible actions of management at all levels, and with the full support of all colleagues, the Group overcame difficulties with perseverance and resilience, navigating through this extraordinary year. Hereby, we express our heartfelt gratitude to all employees for their support, cooperation, and dedication!

### **Contracted sales**

The Group currently has mainly 6 projects on sale. For the year ended 31 December 2025, the Group and its joint ventures and associates achieved total contracted sales value and contracted sales area of approximately RMB433.4 million (2024: RMB641.7 million) and approximately 38,979 sq.m. (2024: 43,574 sq.m.), respectively.

### **Projects completed during 2025**

For the year ended 31 December 2025, there was no project completed or delivered.

### **New land acquired during 2025 in mainland China**

As affected by the economic downturn, the Group adopted a more prudent approach in new land acquisition during 2025. As a result, the Group did not acquire any new land nor invest in any new joint venture or associate during the year.

### **Land bank of the Group**

As at 31 December 2025, the Group had a total land bank of approximately 661,022 sq.m., including approximately 131,620 sq.m. of completed but unsold properties, approximately 32,130 sq.m. of own used properties, approximately 118,141 sq.m. of completed investment properties, approximately 185,720 sq.m. of properties under development and approximately 193,411 sq.m. of properties developed by the joint ventures and associates.

The following table sets forth an overview of the Group's property projects as at 31 December 2025:

Projects by subsidiaries of the Group	City	Site area <i>sq.m.</i>	Actual/ estimated construction commencement date	Actual/ estimated construction completion date	Percentage of completion	Total unsold GFA/Total GFA <i>sq.m.</i>	GFA held for Company's own use <i>sq.m.</i>	Investment properties GFA <i>sq.m.</i>
			<i>month/year</i>	<i>month/year</i>				
<b>Completed properties</b>								
Golden Wheel International Plaza	Nanjing	11,341	Jul-04	Jan-09	100%	-	1,716	31,560
Golden Wheel Building	Nanjing	4,918	May-01	Feb-03	100%	-	-	85
Golden Wheel Green Garden	Nanjing	10,334	Aug-01	Sep-02	100%	212	-	-
Golden Wheel Star City	Yangzhou	81,615	Aug-08	Mar-14	100%	1,157	-	-
Nanjing Jade Garden	Nanjing	7,212	Jan-11	Dec-13	100%	-	-	163
Golden Wheel New Metro	Nanjing	9,218	Aug-11	Dec-13	100%	-	-	18,356
Zhuzhou Golden Wheel Jade Garden	Zhuzhou	45,645	Dec-14	Dec-18	100%	5,866	-	-
Wuxi Golden Wheel Star Plaza	Wuxi	31,981	Dec-14	Dec-16	100%	2,866	-	4,627
Golden Wheel Star-cube	Nanjing	18,300	Dec-14	Dec-16	100%	403	-	1,542
Golden Wheel JinQiao Huafu	Nanjing	46,228	Dec-14	Dec-17	100%	1,999	-	666
Changsha Golden Wheel Star Plaza	Changsha	37,152	Dec-14	Dec-17	100%	6,204	10,307	10,729
Yangzhou Lakeside Emerald House	Yangzhou	10,682	Jun-17	May-19	100%	6,067	-	3,777
Golden Wheel Binary Star Plaza	Nanjing	9,588	Dec-14	Dec-19	100%	-	20,107	24,403
Wuxi Golden Wheel Lakeside Orchid Garden	Wuxi	70,989	Dec-17	Dec-19	100%	1,324	-	-
Zhuzhou Golden Wheel JinQiao Huafu (Phase I)	Zhuzhou	54,793	Mar-18	Dec-20	100%	5,873	-	2,106
Nanjing Golden Wheel Romantic Tower	Nanjing	7,593	Dec-17	Jun-21	100%	4,438	-	-
Nanjing Golden Wheel Shuiying Hua Ting	Nanjing	32,927	Apr-18	Jan-21	100%	4,275	-	-
Zhuzhou Golden Wheel JinQiao Huafu (Phase II)	Zhuzhou	37,382	Mar-18	Jun-22	100%	5,998	-	1,022
Nanjing Golden Wheel Cuiyong Hua Ting	Nanjing	59,722	Apr-19	Jan-22	100%	11,133	-	2,500
Yangzhou No. 1 Golden Bay	Yangzhou	19,890	Jan-20	Dec-22	100%	2,644	-	-
Nanjing Golden Wheel Galaxy Center (Lot A1, A2, A4)	Nanjing	12,982	Feb-20	Jun-23	100%	9,476	-	-
Wuxi Golden Wheel Starry Plaza	Wuxi	27,470	May-19	May-23	100%	42,756	-	16,605
Golden Wheel Shangdu Age City Mansion	Lianyungan	72,295	Jan-21	Aug-24	100%	18,929	-	-
Subtotal		<u>720,257</u>				<u>131,620</u>	<u>32,130</u>	<u>118,141</u>
<b>Project under development</b>								
Nanjing Golden Wheel Galaxy Center (Lot A3 and B)	Nanjing	<u>84,666</u>	Feb-20	Feb-26	90%	<u>139,073</u>	-	<u>46,647</u>
Subtotal		<u>84,666</u>				<u>139,073</u>	-	<u>46,647</u>
Total		<u>804,923</u>				<u>270,693</u>	<u>32,130</u>	<u>164,788</u>

Projects by subsidiaries of the Group	City	Site area sq.m.	Actual/ estimated construction commencement date month/year	Actual/ estimated construction completion date month/year	Percentage of completion	Total unsold GFA/Total GFA sq.m.	GFA held for Company's own use sq.m.	Investment properties GFA sq.m.
<b>Projects by joint ventures and associates</b>								
Yangzhou Powerlong Golden Wheel Plaza <sup>Note 1</sup>	Yangzhou	61,275	Dec-14	Dec-16	100%	46,561	-	51,402
Nanjing Shiguang Shanhu <sup>Note 2</sup>	Nanjing	14,338	Oct-17	Jul-19	100%	3,540	-	-
Changzhou Junwang Jia Di <sup>Note 3</sup>	Changzhou	67,225	Dec-17	May-20	100%	2,752	-	-
Vanke Future Light <sup>Note 4</sup>	Yangzhou	47,137	Jun-18	Apr-21	100%	8,680	-	-
Shangdu Fengjing <sup>Note 5</sup>	Lianyungang	17,605	Apr-20	Jun-22	100%	13,109	-	-
Yangzhou Kaichen Mansion <sup>Note 6</sup>	Yangzhou	57,548	Feb-21	Jun-23	100%	53,469	-	-
Shangpin Xuefu <sup>Note 7</sup>	Lianyungang	<u>15,279</u>	Jul-21	Jun-24	95%	<u>13,898</u>	-	-
Total		<u>280,407</u>				<u>142,009</u>	-	<u>51,402</u>

- Notes:**
- <sup>1</sup> The project is developed by a joint venture company in which the Group has a 49% interest.
  - <sup>2</sup> The project is developed by an associate company in which the Group has a 25% interest.
  - <sup>3</sup> The project is developed by an associate company in which the Group has a 13.33% interest.
  - <sup>4</sup> The project is developed by a joint venture company in which the Group has a 20% interest.
  - <sup>5</sup> The project is developed by an associate company in which the Group has a 10% interest.
  - <sup>6</sup> The project is developed by a joint venture company in which the Group has a 24.5% interest.
  - <sup>7</sup> The project is developed by an associate company in which the Group has a 20% interest.

As at 31 December 2025, the Group had a land bank of approximately 185,720 sq.m. under development. Among these parcels of land, approximately 83,373 sq.m., 55,700 sq.m. and 46,647 sq.m. are for commercial and office, car park and investment properties purposes, respectively.

## Property sales

For the year ended 31 December 2025, the Group's revenue from sales of properties amounted to approximately RMB241.7 million with an aggregate GFA of approximately 21,031 sq.m. being sold and delivered. The average selling price of these sold properties amounted to approximately RMB11,494.4 per sq.m.

As at 31 December 2025, there were total unrecognised contracted sales of RMB360.5 million. The unrecognised contracted sales are expected to be recognised in 2026 as and when the related projects are delivered.

## **Property leasing**

As at 31 December 2025, the Group had completed investment properties with a total GFA of approximately 118,141 sq.m. The average occupancy rate of the Group's investment properties as at 31 December 2025 was over 77.4%.

## **Metro leasing and operational management business**

As at 31 December 2025, the Group had leasing and operational management contracts of one metro station shopping mall in Nanjing. The Group had metro station shopping mall with a total leasable GFA of approximately 1,202 sq.m.

As at 31 December 2025, metro station shopping mall was under operations and the overall occupancy rate was approximately 69%.

## **Hotel operation**

As at 31 December 2025, the Group had five hotels under operation, namely, Nanjing Golden Wheel Atour Hotel in Nanjing, Golden Wheel Hampton by Hilton in Changsha, Golden Wheel Hampton by Hilton in Yangzhou, Nanjing Golden Wheel Courtyard Marriott and Golden Wheel Homeinn Style Hotel in Wuxi which opened in June 2024. The total number of rooms for these five hotels amounted to 772. The average room occupancy rate of these five hotels in 2025 was approximately 76.6%.

## **Significant investments held**

The Group considers desirable investment opportunities from time to time, taking into account interests of the Group and its shareholders as a whole.

As at 31 December 2025, the Group's major investment was its equity investment in the shares of Xiamen International Bank Co., Ltd., which were 61.5 million (2024: 61.5 million) unlisted equity shares of Xiamen International Bank Co., Ltd. with a carrying value of RMB158.5 million (2024: RMB154.7 million).

## **Breach of loan agreements and cross defaults under certain loan facilities**

Included in the current liabilities bank loans are cross-defaulted bank loans with an aggregate carrying amount of approximately RMB283,549,000 as of 31 December 2025, which became repayable on demand and were included in current liabilities. Those cross-defaulted bank loans were secured by the Group's assets with an amount of approximately RMB1,387,305,000 and the related banks have the right to sell, transfer or otherwise dispose of any of those assets if the Group cannot repay the loans upon request. Up to the date of approval of these consolidated financial statements, the Group continues to be in cross default and the banks have not demanded immediate repayment of these bank loans.

In addition, as of 31 December 2025, the Group failed to repay an accumulated interest of US\$91,907,000 (equivalent to approximately RMB645,996,000) (2024: US\$91,907,000 equivalent to approximately RMB660,660,000) on the senior notes and failed to redeem the total outstanding principal amount of approximately US\$466,663,000 (equivalent to approximately RMB3,280,081,000) of the senior notes during the year ended 31 December 2025, when they were due. Such non-payment has caused an event of default itself.

## **Subsequent events**

Save as disclosed in this announcement, there were no significant events or material changes after the reporting period up to the date of this announcement.

## **Outlook**

2026 is a crucial year for the Group to set sail anew. The company's debt restructuring is nearing completion, and the delivery of Nanjing Golden Wheel Galaxy Center has also been realized. In the new year, operational challenges will continue to emerge, and the market environment will remain severe and complex. Only by facing difficulties head-on and remaining indomitable can we break through in the midst of change. We firmly believe that under the government's policy guidance to fully promote the real estate market to "stop falling and stabilize, and move towards stable improvement," the market will gradually recover. The Group will also actively seize opportunities and prudently layout high-quality projects to consolidate the foundation for the Group's long-term development and jointly create a new, more stable, and more promising situation.

## FINANCIAL REVIEW

### Results of operations

#### Revenue

The Group's revenue consists of revenue derived from (i) sale of the Group's developed properties; (ii) rental income from property leasing; and (iii) hotel operation. The following table sets forth a breakdown of the Group's revenue and the percentage of total revenue for the years indicated:

	For the year ended 31 December			
	2025		2024	
	<i>RMB'000</i>	<i>%</i>	<i>RMB'000</i>	<i>%</i>
Property development	<b>241,745</b>	<b>53.4</b>	569,405	71.5
Property leasing	<b>116,281</b>	<b>25.7</b>	126,613	15.9
Hotel operation	<b>94,658</b>	<b>20.9</b>	100,358	12.6
Total	<b><u>452,684</u></b>	<b><u>100.0</u></b>	<b><u>796,376</u></b>	<b><u>100.0</u></b>

Revenue decreased by approximately 43.2% from approximately RMB796.4 million for the year ended 31 December 2024 to approximately RMB452.7 million for the year ended 31 December 2025, primarily due to the decrease in revenue generated from property sales.

- ***Property development***

Revenue derived from property development business decreased by 57.5% from approximately RMB569.4 million for the year ended 31 December 2024 to approximately RMB241.7 million for the year ended 31 December 2025. This decrease was primarily due to the decrease in the total GFA sold compared with last year.

For the year ended 31 December 2025, the Group achieved contracted sales of approximately RMB433.4 million (2024: RMB641.7 million).

- ***Property leasing***

Revenue derived from property leasing decreased by approximately 8.2% to approximately RMB116.3 million for the year ended 31 December 2025 (2024: RMB126.6 million).

- **Hotel operation**

Revenue derived from hotel operation decreased by 5.7% to RMB94.7 million for the year ended 31 December 2025 (2024: RMB100.4 million).

### Cost of sales

The following table sets forth a breakdown of the Group's cost of sales for the years indicated:

	For the year ended 31 December			
	2025		2024	
	<i>RMB'000</i>	<i>%</i>	<i>RMB'000</i>	<i>%</i>
Property development				
Land acquisition costs	<b>63,426</b>	<b>15.4</b>	151,291	18.4
Construction costs	<b>113,844</b>	<b>27.6</b>	333,232	40.5
Capitalised finance costs	<b>29,179</b>	<b>7.1</b>	50,983	6.2
Tax expenses	<b>550</b>	<b>0.1</b>	821	0.1
Impairment of assets	<b>106,292</b>	<b>25.7</b>	180,591	21.8
Subtotal	<b>313,291</b>	<b>75.9</b>	716,918	87.0
Property leasing	<b>28,593</b>	<b>6.9</b>	26,499	3.2
Hotel operation	<b>70,982</b>	<b>17.2</b>	80,341	9.8
Total	<b>412,866</b>	<b>100.0</b>	823,758	100.0

The Group's cost of sales decreased from RMB823.8 million for the year ended 31 December 2024 to RMB412.9 million for the year ended 31 December 2025. The decrease was primarily due to the decrease in cost of sales from property development, which was line with the decrease in revenue arising from the sales of developed properties.

The Group's percentage of average land acquisition costs over average selling price decreased from 26.6% in 2024 to 26.2% in 2025.

## **Gross profit/(loss)**

The Group incurred a gross loss from its property development activities which was mainly due to the reduction of sales prices in order to boost sales volume and increase impairment loss of inventory.

The gross profit margin for property leasing was 75.4% for the year ended 31 December 2025 (2024: 79.1%). The slight decrease in gross profit margin was mainly due to the decrease in unit rental price.

The Group's hotel operation had recorded a gross profit margin of 25.0% for 2025 as compared to a gross profit margin of 19.9% in 2024.

## **Changes in fair value of investment properties**

For the year ended 31 December 2025, the Group recorded a fair value loss on investment properties of RMB282.5 million (2024: RMB468.2 million). The fair value loss was mainly caused by the decrease of rental income generated by the Group's existing operating investment properties and the falling market price.

The Group's investment properties were revaluated on market value basis by independent property valuers.

## **Other income, expenses, gains and losses**

The Group had a net gain of RMB53.3 million for other income, expenses, gains and losses for the year ended 31 December 2025 (2024: a net loss RMB18.0 million). The net gains in 2025 was mainly consisted of net exchange gains of RMB87.9 million, and gains on changes in fair value of financial assets measured at fair value through profit or loss ("FVTPL") of RMB3.7 million relating to the equity investment in the shares of Xiamen International Bank Co., Ltd.

## **Finance costs**

Finance costs consisted primarily of interest expenses on borrowings and senior notes. Finance costs decreased from RMB67.3 million for the year ended 31 December 2024 to RMB27.9 million for the year ended 31 December 2025 primarily due to the reduction of interest expenses of bank borrowings and senior notes.

During the year, the capitalised rate of borrowing cost at a rate of 5.78% (2024: 4.68%).

## **Selling and marketing expenses**

Selling and marketing expenses primarily consisted of advertising and promotional expenses.

Selling and marketing expenses for the year ended 31 December 2025 amounted to approximately RMB29.0 million (2024: RMB32.5 million), representing a decrease of approximately 10.8%. The decrease was mainly due to the decrease of contract sales during the year.

## **Administrative expenses**

Administrative expenses primarily include staff salaries and benefits, depreciation and amortisation, office expenses, traveling expenses, professional fees, utilities and property tax, land use tax and stamp duty.

Administrative expenses for the year ended 31 December 2025 amounted to approximately RMB128.0 million (2024: RMB149.5 million), representing a decrease of approximately 14.4% as compared to last year. During the year ended 31 December 2025, the Group continued to maintain tight cost control policies which included the control of headcount, across-the-board reduction of salaries and reduction of year-end bonus.

## **Loss attributable to equity shareholders of the Company**

Due to the Group incurred a gross loss from its property sales as well as a revaluation loss on investment properties which was mainly caused by the tough business environment in the real estate industry, the Group had incurred a loss for the year of RMB584.3 million.

## **Liquidity, financial and capital resources**

### ***Cash position***

The Group had bank deposits and cash of approximately RMB88.7 million as of 31 December 2025 (2024: RMB135.6 million), including restricted bank deposits of approximately RMB18.9 million (2024: RMB37.8 million). The decrease in cash and bank balances was mainly due to the decrease in proceeds received from property sales which was a result of the substantial decrease in contracted sales during the year.

### ***Bank and other borrowings and gearing ratio***

The Group had outstanding bank and other borrowings (including senior notes) of approximately RMB3,905.8 million as at 31 December 2025 (2024: RMB4,061.0 million).

The net gearing ratio was calculated by dividing the total borrowings net of cash and restricted bank deposits by the total equity. As at 31 December 2025, the net gearing ratio of the Group was not applicable due to the negative total equity (2024: 2,069.3%).

The Group's debt-to-asset ratio (total indebtedness minus contract liabilities divided by total assets) was approximately 102.3% as at 31 December 2025 versus approximately 95.4% as at 31 December 2024.

### ***Cost of borrowings***

The Group's average cost of borrowings was approximately 6.7% in 2025 as compared to approximately 5.4% in 2024.

### ***Foreign exchange rate risk***

The Group operates its businesses mainly in China and a majority of the Group's bank deposits and bank and other borrowings are denominated in Renminbi. Certain bank deposits, bank borrowings and senior notes are denominated in Hong Kong dollars or United States dollars. Fluctuations in foreign currencies' exchange rates have had and will continue to have an impact on the business, financial condition and results of operations of the Group. The Group currently does not have a foreign currency hedging policy but the management monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

### ***Contingent liabilities***

The Group typically provides guarantees to banks in connection with its customers' mortgage loans to finance their purchases of the Group's properties. The Group's guarantees are released upon the banks receiving the individual property ownership certificate of the respective properties from the customers as pledges for security to the mortgage loan granted. If any such customer defaults on the mortgage payment during the term of the respective guarantees, the banks may demand the Group to repay the outstanding amount of the mortgage loan of such defaulting customer and any accrued interest thereon.

The face value of the financial guarantees issued by the Group is analysed as below:

	<b>2025</b>	2024
	<b>RMB'000</b>	RMB'000
Mortgage loan guarantees provided by the Group to banks in favour of its customers	<u>2,689</u>	<u>19,200</u>

In the opinion of the Directors, the fair value of the financial guarantee contracts at initial recognition is not significant as the default rate is low.

## **EMPLOYEES AND REMUNERATION POLICY**

As of 31 December 2025, the Group had a total of approximately 517 (2024: 578) full-time employees in Hong Kong and mainland China. The Group's employment contracts with its employees cover terms such as position, term of employment, wage, employee benefits and liabilities for breaches, and grounds for termination. Remuneration of the Group's employees includes basic salaries, allowances, pensions, performance bonus and other employee benefits. Remuneration is determined with reference to the performance, skills, qualifications, experience of the employee concerned and the prevailing industry practice.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the Directors at the date of this announcement, the Company has maintained the public float as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") throughout the year ended 31 December 2025.

## **CORPORATE GOVERNANCE**

The Board and management of the Company are committed to maintaining high standards of corporate governance. The Board firmly believes that conducting the Group's business in a transparent and responsible manner and following good corporate governance practices will serve its long-term interests and those of shareholders. The Company has adopted the code provisions set out in the Corporate Governance Code (the "**Corporate Governance Code**") contained in Appendix C1 to the Listing Rules as its own code to govern its corporate governance practices.

In the opinion of the Directors, the Company has adopted, applied and complied with all the code provisions contained in the Corporate Governance Code during the financial year ended 31 December 2025 except that Mr. Li Sze Keung, an independent non-executive Director, did not attend the annual general meeting of the Company held on 16 May 2025 ("**2025 AGM**") due to other business engagement. The Company considers that the members of the Board who attended the 2025 AGM were able to sufficiently answering questions from shareholders at the 2025 AGM.

The Board will continue to review and monitor the practices of the Company with an aim to maintain and improve its high standard of corporate governance practices.

## AUDIT COMMITTEE

The Company has established an audit committee (the “**Audit Committee**”) with specific terms of reference explaining its role and authorities delegated by the Board. The Audit Committee currently consists of three independent non-executive Directors: Mr. Li Sze Keung (Chairman), Ms. Wong Lai Ling and Mr. Chan Chi Wai, who together have sufficient accounting and financial management expertise and business experience to carry out their duties.

The primary duties of the Audit Committee are: to review and supervise the Company’s financial reporting process, half-yearly and annual results, risk management and internal control systems, effectiveness of the internal audit function performed by the internal audit department of the Group and provide advice and comments to the Board. The Audit Committee meets with the external auditors and the management of the Group to ensure that the audit findings are addressed properly.

The Audit Committee had reviewed the Group’s consolidated financial statements for the year ended 31 December 2025, including the accounting principles and practices adopted by the Group, and discussed with the Company’s management regarding risk management, internal control and other important matters.

## REMUNERATION COMMITTEE

The Company has established a remuneration committee (the “**Remuneration Committee**”) with specific terms of reference which deal clearly with its authorities and duties. The Remuneration Committee currently consists of two independent non-executive Directors and an executive Director: Mr. Wong Kam Fai, an executive Director, Ms. Wong Lai Ling and Mr. Chan Chi Wai, each an independent non-executive Director. Mr. Chan Chi Wai had been re-designated from a member of the Remuneration Committee to the chairman of the Remuneration Committee with effect from 31 March 2025.

The primary duties of the Remuneration Committee are: to make recommendations to the Directors on the Company’s policy and structure for all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; to assess the performance of each executive Director; to recommend to the Board on the terms of the specific remuneration package of each executive Director and senior management (adopted the approach under code provision E.1.2(c)(ii)); and to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Directors from time to time.

## **NOMINATION COMMITTEE**

The Company has established a nomination committee (the “**Nomination Committee**”) with specific terms of reference explaining its role and authorities delegated by the Board. The Nomination Committee currently consists of two independent non-executive Directors and an executive Director: Mr. Wong Yam Yin (Chairman), an executive Director, Ms. Wong Lai Ling, an independent non-executive Director, and Mr. Li Sze Keung, an independent non-executive Director.

The primary duties of the Nomination Committee are: to review the structure, size and composition of the Board on a regular basis; to make recommendations to the Board regarding any proposed changes; to identify, select or make recommendations to the Board on the selection of individuals nominated for directorships; to assess the independence of the independent non-executive Directors; and to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors.

A Director appointed by the Board is subject to election by shareholders at the first annual general meeting after his appointment in case of the appointment of an additional Director or at the first general meeting after his appointment in case of filling of casual vacancy.

## **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 C3 to the Listing Rules as its code for securities transactions by the Directors. The Company has made specific enquiries with all the Directors and all of them have confirmed that they have complied with the required standards set out in the Model Code during the year ended 31 December 2025.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

The Directors confirm that during the year ended 31 December 2025, there has been no purchase, sale or redemption of the Company’s listed securities (including treasury shares (as defined in the Listing Rules, if any)) by the Company or any of its subsidiaries.

## **SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

As disclosed in the Company’s announcement dated 24 January 2025, the Board proposed to implement the share consolidation on the basis that every ten (10) issued and unissued shares of par value of US\$0.01 each in the share capital of the Company into one (1) consolidated share of par value of US\$0.1 each (the “**Share Consolidation**”) and change in board lot size of the Shares for trading on the Stock Exchange from 2,000 then existing shares to 8,000 consolidated shares (the “**Change in Board Lot Size**”). The Share Consolidation was approved by the shareholders on 16 May 2025 and the Share Consolidation and Change in Board Lot Size became effective on 20 May 2025. Accordingly, the total number of issued ordinary shares was consolidated from 1,799,020,000 into 179,020,000 on 20 May 2025 and board lot size was also changed.

## **RESTRUCTURING AND ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE**

Subject to the occurrence of the restructuring effective date, the Company will issue 30,519,600 new shares of the Company (“**New Shares**”) to the scheme creditors allocated pro rata to the accrued interest of the existing debt instruments held by the scheme creditors (the “**Accrued Interest**”). The issue of the New Shares is to set off all Accrued Interest in accordance with the scheme of arrangement between the Company and the relevant creditors. As such, no proceeds will be received by the Company from the issue of the New Shares. The restructuring will also involve, among others, issue of new notes, provision of financial assistance, connected transactions and very substantial disposal. For further details of such restructuring and the issue of New Shares, please refer to the Company’s circular dated 31 March 2025.

Further announcement(s) will be made by the Company in relation to the restructuring effective date as and when appropriate.

## **SCOPE OF WORK OF PRISM HONG KONG LIMITED**

The figures in respect of the Group’s consolidated statement of financial position as at 31 December 2025, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, and the related notes thereto for the year ended 31 December 2025 as set out in this announcement have been agreed by the Group’s auditors, Prism Hong Kong Limited (formerly known as Prism Hong Kong and Shanghai Limited) to the amounts set out in the Group’s audited consolidated financial statements for the year.

The work performed by Prism Hong Kong Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Prism Hong Kong Limited on this announcement.

## **DIVIDEND**

The Board does not recommend the payment of any final dividend in respect of the year ended 31 December 2025 (2024: nil).

## **ANNUAL GENERAL MEETING**

It is proposed that the annual general meeting of the Company (the “**AGM**”) be held on Thursday, 21 May 2026. Notice of the AGM will be published and issued to the shareholders in due course.

## **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Monday, 18 May 2026 to Thursday, 21 May 2026 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Friday, 15 May 2026.

The record date for such purposes is Thursday, 21 May 2026.

## **PUBLICATION OF FINAL RESULTS AND ANNUAL REPORT ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY**

This result announcement is published on the websites of the Stock Exchange ([www.hkexnews.com.hk](http://www.hkexnews.com.hk)) and the Company ([www.gwtd.com.hk](http://www.gwtd.com.hk)). The annual report of the Company for the year ended 31 December 2025 containing all information required by the Listing Rules will be dispatched to the shareholders and published on the above websites in due course.

## **ACKNOWLEDGEMENT**

On behalf of the Board, I would like to take this opportunity to express heartfelt appreciation to the shareholders and partners for their trust in and long-lasting support to the Group. I would also like to thank the management team, the Board and all the staff for their diligence, dedication and contribution over the past years. Looking forward, we will strive to take us to a higher level of business performance and to reward our shareholders in a higher return gradually over times.

By Order of the Board  
**Golden Wheel Tiandi Holdings Company Limited**  
**Wong Yam Yin**  
*Chairman*

Hong Kong, 30 March 2026

*As at the date of this announcement, the Board comprises Mr. Wong Yam Yin, Mr. Wong Kam Fai, Mr. Wong Kam Keung, Barry and Mr. Tjie Tjin Fung as Executive Directors; Mr. Suwita Janata and Mr. Gunawan Kiky as Non-executive Directors; Mr. Li Sze Keung, Mr. Chan Chi Wai and Ms. Wong Lai Ling as Independent Non-executive Directors.*