英利国际
YINGLI INTL



SHAPING THE FUTURE
STRENGTHENING TODAY

ANNUAL REPORT 2024

CONTENT

01 CORPORATE PROFILE

02 CHAIRMAN'S STATEMENT

04 FINANCIAL REVIEW

06 OPERATIONS REVIEW

14 OTHER PROJECTS AT A GLANCE

15 INVESTMENT PROPERTIES PORTFOLIO

17 BOARD OF DIRECTORS

20 KEY MANAGEMENT

21 CORPORATE STRUCTURE

22 CORPORATE INFORMATION

23 AWARDS AND ACCOLADES

24 CORPORATE AND TRAINING ACTIVITIES

25 CORPORATE GOVERNANCE REPORT

55 SUSTAINABILITY REPORT

106 DIRECTORS' STATEMENT

109 INDEPENDENT AUDITOR'S REPORT

115 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

116 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

118 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

120 CONSOLIDATED STATEMENT OF CASH FLOWS

122 NOTES TO THE FINANCIAL STATEMENTS

187 SHAREHOLDERS' INFORMATION

191 NOTICE OF ANNUAL GENERAL MEETING

196 ADDITIONAL INFORMATION ON DIRECTORS SEEKING FOR RE-ELECTION

PROXY FORM



For more information, please visit: **www.yingligj.com**

CORPORATE PROFILE

YING LI INTERNATIONAL REAL ESTATE LIMITED ("YING LI" OR THE "COMPANY" AND TOGETHER WITH ITS SUBSIDIARIES, THE "GROUP") IS A PREMIER CHONGQING BASED PROPERTY DEVELOPER, SUCCESSFULLY MODERNISING THE LANDSCAPE OF CHONGQING'S MAIN BUSINESS DISTRICTS, WITH SEVERAL LANDMARK INTEGRATED BUILDINGS SUCH AS NEW YORK NEW YORK, ZOU RONG PLAZA, FUTURE INTERNATIONAL AND YING LI INTERNATIONAL FINANCIAL CENTRE.

Ying Li was listed on the Mainboard of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") in 2008 (stock code: 5DM), becoming the first Chongqing company listed on the Mainboard of the SGX-ST. The key property assets include integrated offices, retail properties, other commercial properties, etc.

In 2019, Ying Li became a subsidiary of China Everbright Limited ("**CEL**"), a public company listed on the Stock Exchange of Hong Kong Limited ("**SEHK**") (stock code:165. HK), a state-owned company of the People's Republic of China (the" **PRC**").

Ying Li has embarked on a new journey of strategic transformation, transiting from traditional property development to a cross-border property investment and asset management platform. From a builder of city landmarks to an operator-advocator that inspires better building and lifestyle environment, Ying Li has developed a strategic focus on domestic and foreign investment and property management. Through an international platform, a professional investment team and utilising a global perspective, Ying Li is committed to becoming a world-class cross-border property investment and asset management company in China.

At present, Ying Li is undertaking a two-prong business strategy in the area of financial-related asset management and asset-related management, focusing on key investment areas such as property investment, renewable energy, carbon neutrality, and healthcare, and actively promoting environmental, social and corporate governance ("**ESG**") eco-investments by adopting a fund management approach that will enable Ying Li to participate and accelerate its new business ambitions.

英利国际2024年董事局主席致辞



MR. PAN JIANYUN
Non-Executive and
Non-Independent Chairman

向光而行，逐梦不息。2025年，英利国际将搭乘中国"十四五"规划收官的良好机遇秉持"远见稳进、守正出奇"的企业核心价值观，以更加奋发有为的精神状态推进各项工作。

2024年是不平凡的一年，面对风高浪急的国际环境、纷繁复杂的行业形势，英利国际全体干部员工锚定年度经营目标，戮力同心、砥砺前行，经营管理亮点纷呈，转型拓展多点开花。

这一年，我们主动作为，楼宇多业态综合运营初见成效，商业项目经营指标稳定增长，零星存量资产盘活成果显著，客户满意度持续提升，IFC荣获“2024全国十大运营管理标志楼宇”，主业经营发展稳中向好。

这一年，我们多措并举，低效资产销售稳步推进，内外联动降本增效严守系统性风险防控底线，坚决落实安全主体责任确保全年生产运营零事故，高质量发展基础进一步巩固。

这一年，我们守正创新，深入探索轻资产管理输出、新能源、大健康产业、跨境贸易等方向新业务，运用集团优势资源协同开辟新赛道新模式，企业战略转型加速实施。

这一年，我们挺膺担当，积极响应国家“双碳”战略及ESG协作，全力推动重庆国际消费中心城市战略，嫁接各方资源，凝聚微光赋能商业践行社会公益，聚焦产业扶持、引资引智助力乡村振兴，履行社会责任彰显国企担当成果累累。

向光而行，逐梦不息。2025年，英利国际将搭乘中国“十四五”规划收官的良好机遇秉持“远见稳进、守正出奇”的企业核心价值观，以更加奋发有为的精神状态推进各项工作，不断增强核心功能、提高经营质效，加速业务拓展与转型落地，持续提升和实现股东价值。

在此，我谨代表董事会，感谢关心支持英利国际的各位股东、社会各界和合作伙伴，祝福您们事业兴旺、万事顺遂！

CHAIRMAN'S STATEMENT

> **In 2025, with a resolute focus in advancing towards our vision, we aim to align Ying Li with the new opportunities from China's "14th Five-Year Plan". Driven by our core values of "Foresight with Steady Progress, Advancement through Innovations", we will undertake our work with greater ambition and dedication.**



2024 has been a peculiar year. Against the backdrop of a volatile global geopolitical landscape and an increasingly complex operating environment, our team at Ying Li continues to put in considerable efforts to drive the Group towards achieving its annual operational goals and performance targets. Working together with dedication and determination, we have made positive strides in enhancing our management and operations.

Over the past year, we have also seen our core business activities stabilising with promising signs of growth. Undertaking proactive measures in our integrated building management approach, it has led to steady growth in the operating metrics of our properties, with encouraging results from the revitalisation of our lower-quality property assets, and customer satisfaction continued to rise. Notably, Ying Li International Financial Centre was honoured as one of the "2024 Top Ten Operation Management Landmark Building".

We have also adopted multiple initiatives to drive progress. The sales of low-yielding assets by the Group have advanced steadily, while cost reduction and efficiency enhancement measures continue to be implemented through mutual collaborations with internal and external parties. Upholding strict systemic risk control measures and adhering to our safety commitments, we have achieved zero accidents in our operations throughout the year, representing another step forward in solidifying our foundation for high-quality growth.

While staying true to our core values, we embraced innovation and actively explored new business opportunities in asset-light management, renewable energy, healthcare, cross-border trading and others. By leveraging the Group's resources, we aim to collaboratively pioneer new business models and accelerate our strategic transformation.

Aligned with China's "Dual Carbon" strategy and ESG initiatives, we undertook a key role in supporting and promoting Chongqing's development as an international consumption hub, connecting various external resources with public welfare initiatives through private sector empowerment. In addition, we focused on nurturing industry support, investment promotion, and talent development to contribute to rural revitalisation, broadening our social impact as a state-owned enterprise.

In 2025, with a resolute focus in advancing towards our vision, we aim to align Ying Li with the new opportunities from China's "14th Five-Year Plan". Driven by our core values of "Foresight with Steady Progress, Advancement through Innovations", we will undertake our work with greater ambition and dedication. We aim to continuously enhance our core functions, improve operational efficiency, accelerate business expansion and transformation, and consistently enhance and deliver value to our shareholders.

On behalf of the Board of Directors, I extend my sincere gratitude to all shareholders, partners, and stakeholders for their trust, support and confidence in Ying Li. I wish everyone all prosperity and success in your endeavours!

FINANCIAL REVIEW



For the financial year ended 31 December 2024 ("**FY2024**"), the Group's revenue decreased by 4.0% year-on-year ("**Y-o-Y**"), or RMB8.4 million to RMB200.1 million (financial year ended 31 December 2023 ("**FY2023**"): RMB208.5 million), which was due to a decrease in sales of properties by RMB8.0 million and a decrease in rental income by RMB0.4 million.

Rental income continues to be the Group's main revenue contributor, accounting for 95.3% of the Group's total revenue in FY2024 (FY2023: 91.7%).

Rental income remained relatively stable at RMB190.7 million in FY2024 (FY2023: RMB 191.1 million).

Revenue from the sales of properties declined by 46.0% Y-o-Y, or RMB8.0 million to RMB9.4 million (FY2023: RMB17.4 million), mainly attributable to fewer property units sold in FY2024.

Corresponding to the lower revenue registered in FY2024, the Group's gross profit dipped by 3.0% Y-o-Y or RMB4.2 million to RMB135.9 million in FY2024 (FY2023: RMB140.1 million). However, the Group's overall gross profit margin increased marginally by 0.7 percentage points to 67.9% in FY2024 (FY2023: 67.2%), primary due to lower proportion of revenue contributed by sales of properties which generally yield lower gross profit margin.

For FY2024, the Group's other income decreased by 52.0% or RMB6.5 million to RMB6.0 million (FY2023: RMB12.5 million), mainly due to lower interest income earned with the decrease in bank deposits.

The Group's marketing expenses decreased by 23.4% or RMB4.5 million to RMB14.7 million in FY2024 (FY2023: RMB19.2 million), mainly due to a decrease in improvement works.

The Group's administrative expenses increased by 9.4% or RMB7.1 million to RMB82.4 million in FY2024 (FY2023: RMB75.3 million), mainly due to an increase in expenses charged by local authorities derived on loans from related parties.

The Group's finance expenses decreased by 5.5% or RMB8.6 million to RMB147.8 million in FY2024 (FY2023: RMB156.4 million), mainly due to the decrease in weighted effective interest rate.

FINANCIAL REVIEW

The Group recorded other losses of RMB65.5 million in FY2024 as compared to other gains of RMB148.2 million in FY2023, mainly due to:

- As at 31 December 2024, an independent valuation was carried out by Knight Frank Petty Limited on the investment properties held by the Group. Based on the valuation report, the Group recognised a fair value loss of RMB33.0 million in FY2024 (FY2023: fair value gain of RMB278.8 million), mainly due to a decrease in fair value of the office building, attributed to the decrease in occupancy rates and other market variables;

- Separately, as at 31 December 2023, Savills Valuation and Professional Services (China) Limited was commissioned to provide an independent valuation on Beijing New Everbright Centre. Based on the valuation and distribution report, the Group has fully written down the unquoted investment in limited partnership in FY2023 mainly due to tough policies maintained by local authorities in the property sector, prolonging the property development and sales period, leading to reduction of forecasted margin of the project and resulted the significant decrease in the fair value of the financial asset, at fair value through profit or loss ("**FVPL**"). As at 31 December 2024, there was no change in the fair value based on the valuation carried out by Savills Valuation & Professional Services (China) Limited;

- Reversal of provision on litigation cases in FY2023 due to discharge of a guarantee liability;

- Refund of withholding tax relating to perpetual convertible securities in FY2023; and

- Write-down of development properties in FY2024.

Income tax expense decreased by 68.6% or RMB21.6 million to RMB9.9 million in FY2024 (FY2023: RMB31.5 million) mainly due to higher deferred income tax recognised in FY2023 as a result of the increase in fair value of investment properties and reversal of provision on litigation cases, partially offset by fair value loss on financial asset, at FVPL.

Overall, the Group posted a net loss attributable to the equity holders of the Company of RMB178.5 million for FY2024 (FY2023: net profit of RMB16.9 million), mainly due to lower revenue recognised, fair value losses on investment properties and higher other losses for FY2024 as compared with FY2023.

FINANCIAL POSITION

As at 31 December 2024, the Group's total assets decreased by 5.7% or RMB346.1 million, to RMB5,713.6 million (31 December 2023: RMB6,059.7 million), mainly due to (i) decrease in cash and cash equivalents by RMB210 million mainly due to repayment of loan principal and interest; (ii) decrease in investment properties of RMB84.3 million due to disposal of investment properties and fair value losses; and (iii) decrease in development properties of RMB34.2 million mainly due to sale of properties and write-down recognised for certain completed properties.

The Group's total liabilities decreased by 3.0% or RMB123.2 million, to RMB3,967.3 million (31 December 2023: RMB4,090.5 million), mainly due to a net decrease in borrowings of RMB196.2 million attributed to net repayment of borrowings; partially offset by an increase in trade and other payable of RMB69.1 million.

The Group's total equity decreased by RMB222.9 million to RMB1,746.3 million (31 December 2023: RMB1,969.2 million), mainly due to an increase in accumulated losses of RMB214.6 million and currency translation deficit of RMB8.3 million.

CASH FLOW

In FY2024, the Group's unrestricted cash and cash equivalent decreased by RMB187.1 million, which was mainly attributed to (i) net cash inflows of RMB52.9 million from operating activities; ii) net cash inflows of RMB46.5 million from investing activities; and (iii) net cash outflows of RMB286.5 million in financing activities.

Net cash inflows from operating activities of RMB52.9 million was mainly attributable to the cash generated from operations of RMB43.7 million, improvement in working capital of RMB6.0 million and interest received of RMB3.2 million.

Net cash inflows from investing activities of RMB46.5 million was mainly attributable to the proceeds from disposal of investment properties.

Net cash outflows in financing activities of RMB286.5 million was mainly due to repayment of loan principal and interest.

OPERATIONS REVIEW

Generally linked to the country's economic growth, the real estate market forms an integral part of the domestic economy.

According to a report published by the China's National Bureau of Statistics ("**NBS**") on 17 January 2025, China's economy has expanded by 5% in 2024, meeting the government's annual economic target set at beginning of 2024. Following the NBS publication, the International Monetary Fund raised China's 2025 growth forecast to 4.6% from an earlier projection of 4.5%, as stimulus measures start percolating in the world's second-largest economy.

At the annual meeting of China's top legislature, the National People's Congress, which started on 5 March 2025, a GDP growth target for 2025 of around 5% has been set for the third consecutive time and there are new stimulus measures to boost its economy amid escalating trade tensions with the United States.

In a continuation of the Chinese authorities' efforts to address issues in the real estate market, China rolled out a slew of measures in the second half of 2024 to support the real estate market, including cutting mortgage rates and allowing local governments to buy unsold housing units and idle land with special bond proceeds.

Against the backdrop of the evolving macro-economic challenges and uncertain market conditions in recent years, the Group has calibrated our business model after undertaking a strategic review, moving from asset heavy to asset light, focusing on property management services in order to mitigate the impact of regulatory measures over the real estate development sector, offloading non-core property assets and to identify emerging growth opportunities that are unrelated to the real estate market but aligned with China's 5-Year Plans.

The Group's core real estate business activities are based in Chongqing and the investment property portfolio comprises integrated office and retail management. As at 31 December 2024, the Group's investment properties have a total gross floor area of over 300,000 square metres ("**sqm**") which comprises four main segments of retail (approximately 66%), office (approximately 10%), car park and warehousing (approximately 24%).

Chongqing's Gross Domestic Product ("**GDP**") in 2024 has reached RMB3.2 trillion, a 5.7% increase, with per capita GDP surpassing RMB100,000 for the first time. For 2025, Chongqing is targeting a GDP growth of 6%. In recent years, Chongqing has concentrated on developing the Chengdu-Chongqing economic circle, driving regional growth and positioning it as a key hub for innovation in China's high-quality development. Chongqing aims to achieve GDP of RMB4 trillion by 2027 as it approaches the 30th anniversary of its municipality status.

Adhering to the Group's core values, the management team is committed to the strategy of developing a cross-border property investment and asset management platform, focusing on strengthening our core operating activities and enhancing the quality of our business development initiatives.



OPERATIONS REVIEW

SECTOR REVIEW

Chongqing Office Property Market

According to a property market report issued by Cushman & Wakefield in January 2025, the overall vacancy rate for Chongqing's Grade A office market has increased in 2024 due to the vacancy rate of new projects and lease terminations in some buildings. Preliminary data suggests that approximately 564,000 sqm of new supply is expected over the next three years. If these projects enter the market as scheduled, vacancy rates and rental rates will remain under pressure.

Chongqing Retail Property Market

According to the same report, the city's high-quality retail property sector saw an influx of 300,000 sqm of new supply in 2024. Over the next three years, approximately 1.2 million sqm of additional supply is expected, distributed across various districts. Amid evolving consumer preferences and a slowdown in new developments, many existing retail properties are actively undergoing adjustments and upgrades to enhance their competitiveness.

OPERATIONS REVIEW

Sale of Properties Segment

The Group currently has two real estate projects in Chongqing that are under development, namely Lion City Garden that is a retail/residential property project and Ying Li International Hardware and Electrical Centre ("**IEC**") that is a commercial property project.

The Lion City Garden is at Phase 2D of development, while the bespoke development IEC project is at Phase 2B. Majority of the buyers of IEC's Phase 1A and Phase 2A have already taken over the ownership of their respective units and are progressively conducting businesses. To optimise the economic value of both real estate projects, the management continues to evaluate the options and appropriate timing to develop the unutilised land portions of both projects.

Leasing of Properties Segment

For the retail property rental segment, the Group continues to monitor the emerging retail trends and seeks to work with tenants to explore innovative retail concepts and experiences. This ensures that the Group's retail properties remain relevant and captivating in the face of a growing and competitive retail market.

On the office property rental segment, the Group continues to focus on retaining existing quality tenants and attracting new tenants by integrating new innovations, creating conducive spaces and more agile workspaces.

Investment Project

The Group's investment in Beijing New Everbright Centre, located at Beijing Tongzhou, has been undergoing construction with a total of 3 Phases. Construction of Phase 1, which comprises 4 SOHO towers, has been completed.

Construction of Phase 2, which comprises two office towers and a retail podium, has been completed. One of the office towers has been sold and handed over while the remaining office tower and retail podium have been rented out partially while looking for prospective buyers. Phase 3 comprises one premium office tower and a retail podium, of which the project management team is working to finalise the development plan as well as the funding for the project in line with local property sector policies.



OPERATIONS REVIEW

STATUS AND SNAPSHOT OF PROJECTS AS AT 31 DECEMBER 2024

FUTURE INTERNATIONAL



COMPLETED

TYPE: RETAIL / OFFICE

LAND AREA: 8,667 SQM

TOTAL GFA: 136,369 SQM
Office: 53,416 sqm
Retail Mall: 60,501 sqm
Car Park / Others: 22,452 sqm

GFA OWNED: 81,918 SQM

Future International is located at the heart of the Chongqing's Guanyinqiao central business district ("**CBD**"), the busiest shopping and entertainment district in Chongqing. Guanyinqiao CBD is famed for its pedestrian street, one of the top ten pedestrian streets in the PRC. As the first Grade A office skyscraper, Future International and its surrounding landscape brought about the beginning of the transformational developments in Guanyinqiao, leading to its current prime CBD status today. The project was awarded the Highest Contribution Landmark Commercial Building to Chongqing's Landscape Transformation in 2010.

The office space of Future International has been fully sold, while the retail mall is retained by the Group and operating on long-term lease arrangements with three main master tenants.

OPERATIONS REVIEW

STATUS AND SNAPSHOT OF PROJECTS AS AT 31 DECEMBER 2024

YING LI INTERNATIONAL FINANCIAL CENTRE (IFC)/ YING LI IMIX PARK JIEFANGBEI (IMIX PARK JFB)

COMPLETED

TYPE: RETAIL / OFFICE

LAND AREA: 8,927 SQM

TOTAL GFA: 177,327 SQM
Office: 90,683 sqm
Retail Mall: 56,589 sqm
Car Park / Others: 30,055 sqm

GFA OWNED: 93,182 SQM

IFC (office)/IMIX Park JFB (mall) is a renowned integrated development located strategically in the heart of Chongqing's traditional and core CBD, Jiefangbei. The development encompasses retail spaces tenanted by popular, fast-moving retail brands and a Grade A office tower with a diversified and prominent tenant base. IMIX Park JFB offers a large shopper catchment with a mix of retail, dining and lifestyle options through well-received brands such as Nike, ASICS and Xiaomi, as well as a spectrum of notable F&B such as Starbucks and ARTEA and health/wellness/ entertainment establishments. IFC houses a diversified and prominent tenant mix that includes OCBC, Guocoland, JCDecaux, Hong Kong Special Administrative Region representative office, and Sinopec Chongqing Branch.



OPERATIONS REVIEW

STATUS AND SNAPSHOT OF PROJECTS AS AT 31 DECEMBER 2024

YING LI INTERNATIONAL PLAZA/ YING LI IMIX PARK DAPING (IMIX PARK DAPING)



COMPLETED

TYPE: **RETAIL/OFFICE/RESIDENTIAL**

LAND AREA: **28,226 SQM**

TOTAL GFA: **408,645 SQM**
Residential / SOHO: 117,957 sqm
Office: 82,489 sqm
Retail Mall: 109,990 sqm
Car Park / Others: 98,209 sqm

GFA OWNED: **132,564 SQM**

Located in the bustling residential cluster of Yuzhong District in Chongqing, this integrated development enjoys excellent connectivity via the surrounding major thoroughfares, including an underground subway interchange. This development encompasses a retail mall, a Grade A office tower, a SOHO tower and three residential towers. With a family-children and entertainment theme to better cater to local catchment needs, IMIX Park Daping increased its proportion of service-based retailers such as health and wellness chains, education centres and entertainment.

OPERATIONS REVIEW

STATUS AND SNAPSHOT OF PROJECTS AS AT 31 DECEMBER 2024

SAN YA WAN PHASE 2 (LION CITY GARDEN)

UNDER DEVELOPMENT

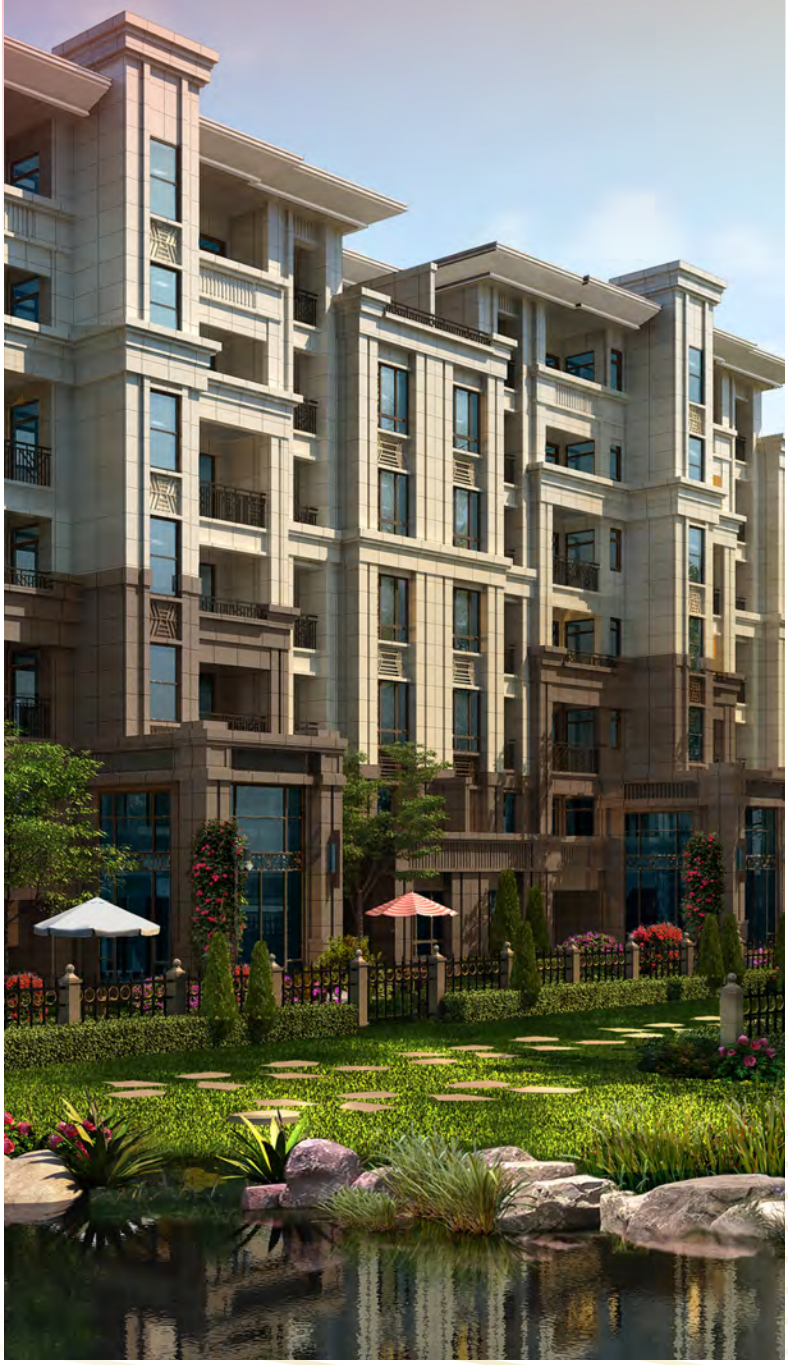
TYPE: **RETAIL/RESIDENTIAL**

LAND AREA: **APPROXIMATELY 134,000 SQM**

TOTAL GFA: **APPROXIMATELY 348,000 SQM**

TOTAL SALES AND CONTRACTED PRE-SALES AS AT 31 DECEMBER 2024
RMB899.0 MILLION

The Lion City Garden project occupies a strategic location in the Liangjiang New Area, Chongqing. The project comprises premium residential townhouses, high-rise apartments, as well as retail outlets. The Lion City Garden project is in close proximity to transportation nodes, shopping and lifestyle amenities, as well as popular schools. The San Ya Wan station on Metro Line 10 situated directly in front of the project has commenced operations at the end of 2017. Handovers of Phase 2A, Phase 2B and Phase 2C of the project have commenced in 2015, 2016 and 2016/2017 respectively. Phase 2D is a commercial development project with a GFA of approximately 50,000 sqm and is under planning stage. Management is evaluating the options and appropriate timing to develop the unutilised land of this project.



OPERATIONS REVIEW

STATUS AND SNAPSHOT OF PROJECTS AS AT 31 DECEMBER 2024

YING LI INTERNATIONAL HARDWARE AND ELECTRICAL CENTRE (IEC)



UNDER DEVELOPMENT

TYPE: **COMMERCIAL (BUILD-TO-ORDER WHOLESALE CENTRE, RETAIL, HOTELS, SOHO, LOGISTICS DISTRIBUTION CENTRE)**

LAND AREA: **APPROXIMATELY 361,000 SQM**

TOTAL GFA: **APPROXIMATELY 639,000 SQM**

TOTAL SALES AND CONTRACTED PRE-SALES AS AT 31 DECEMBER 2024
RMB1,454 MILLION

Nestled in Jiangjin Shuangfu District, IEC is the Group's first bespoke mixed-development project. This considerable-sized project comprises a wholesale centre, retail outlets, hotels, SOHO and logistics distribution centre. Aimed at amalgamating and strengthening the fragmented traditional hardware and electrical market in Chongqing, this project is a strategic collaboration between the Group and local related associations. The development of remaining approximately 200,000 sqm GFA is at planning stage. Management is evaluating the options and appropriate timing to develop the unutilised land portions of this project.

OPERATIONS REVIEW

STATUS AND SNAPSHOT OF PROJECTS AS AT 31 DECEMBER 2024

BEIJING NEW EVERBRIGHT CENTRE – BEIJING TONGZHOU

UNDER DEVELOPMENT

TYPE: **SOHO/OFFICE/RETAIL**

LAND AREA: **APPROXIMATELY 57,000 SQM**

TOTAL GFA: **APPROXIMATELY 770,000 SQM**

TOTAL SALES AND CONTRACTED PRE-SALES AS AT 31 DECEMBER 2024
RMB 9.4 BILLION

Beijing Tongzhou district officially became Beijing's new Municipal Administration Centre in 2017. According to the plan released by the Beijing Government in March 2017, Beijing Tongzhou district is expected to accommodate a population of 1.3 million by 2030 and will also serve as a hub for business, culture and tourism. With the commencement of one of the new railway lines linking Beijing's CBD with Tongzhou at the end of 2017, commuters only require 28 minutes of travelling time between the two districts. With an investment stake via a fund structure, this project is the Group's first venture outside of Chongqing. Phase 1 construction, consisting of four SOHO towers, has been completed. Construction of Phase 2, which comprises two office towers and a retail podium, has been completed. One of the office towers has been sold and handed over while the remaining office tower and retail podium have been rented out partially while looking for prospective buyers. Phase 3 comprises one premium office tower and a retail podium, of which the project management team is working to finalise the development plan as well as the funding for the project in line with local property sector policies.



OTHER PROJECTS AT A GLANCE



1997
MINSHENG MANSION
First skyscraper in Yuzhong district

Type: Commercial & Residential
Completion Date: December 1997
Total GFA (SQM): 63,342



2000
ZOU RONG PLAZA
Chongqing's first financial industry focused project

Type: Commercial & Residential
Completion Date: December 2000
Total GFA (SQM): 102,502



2004
SOUTHLAND GARDEN
Chongqing's first high-end residential project

Type: Residential & Retail
Completion Date: December 2004
Total GFA (SQM): 57,009



2005
NEW YORK NEW YORK
Received one of the PRC's highest architectural accolades

Type: Commercial
Completion Date: March 2005
Total GFA (SQM): 41,337



2007
BASHU CAMBRIDGE
One of first enterprise educational institution partnerships

Type: Residential & Retail
Completion Date: February 2007
Total GFA (SQM): 43,086



2009
SAN YA WAN PHASE 1 AND 1A
One of the largest integrated seafood wholesale centre in western PRC

Type: Commercial
Completion Date: April 2009
Total GFA (SQM): 72,000

INVESTMENT PROPERTIES
PORTFOLIO

AS AT 31 DECEMBER 2024



1997

MINSHENG MANSION

Address
No. 181 Minsheng Road, Yuzhong District, Chongqing

Usage
Office, Retail and Car Park

Land Use Right Expiry
Commercial – September 2033

Completion Date
December 1997



2000

ZOU RONG PLAZA

Address
Nos. 141 to 155 Zourong Road, Yuzhong District, Chongqing

Usage
Retail and Car Park

Land Use Right Expiry
Commercial – January 2046

Completion Date
December 2000



2004

SOUTHLAND GARDEN

Address
Nos. 46 to 52 Cangbai Road, Yuzhong District, Chongqing

Usage
Retail and Car Park

Land Use Right Expiry
Commercial – November 2042

Completion Date
December 2004



2005

NEW YORK NEW YORK

Address
No. 108 Bayi Road, Yuzhong District, Chongqing

Usage
Car Park

Land Use Right Expiry
Commercial – January 2042

Completion Date
March 2005

INVESTMENT PROPERTIES
PORTFOLIO

AS AT 31 DECEMBER 2024



2006

FUTURE INTERNATIONAL

Address
No. 6 Guanyinqiao Pedestrian Street, Jiangbei District, Chongqing

Usage
Retail and Car Park

Land Use Right Expiry
Commercial – March 2045

Completion Date
December 2006



2007

BASHU CAMBRIDGE

Address
No. 8 Bashu Road, Yuzhong District, Chongqing

Usage
Retail and Car Park

Land Use Right Expiry
Commercial – September 2044

Completion Date
February 2007



2011

YING LI INTERNATIONAL FINANCIAL CENTRE/ YING LI IMIX PARK JIEFANGBEI

Address
Nos. 26 & 28 Minquan Road, Yuzhong District, Chongqing

Usage
Retail, Office and Car Park

Land Use Right Expiry
Commercial – December 2044

Completion Date
December 2011



2013

YING LI INTERNATIONAL PLAZA/ YING LI IMIX PARK DAPING

Address
No. 19 Daping Zheng Jie Road, Yuzhong District, Chongqing

Usage
Retail and Car Park

Land Use Right Expiry
Commercial – July 2050

Completion Date
December 2013



BOARD OF DIRECTORS





MR. PAN JIANYUN
NON-EXECUTIVE AND
NON-INDEPENDENT CHAIRMAN

Mr. Pan Jianyun was appointed as the Non-executive and Non-independent Chairman of the Company on 17 March 2025. He is also members of the Audit Committee and Remuneration Committee.

Mr. Pan is currently a non-executive director of China Everbright Environment Group Limited (stock code: 257.HK), and a non-executive director of China Aircraft Leasing Group Holdings Limited (stock code: 1848.HK). Mr. Pan had served as a director and vice president of China Everbright Holdings Company Limited and a deputy general manager of each of the listing office and integrated development department of China Everbright Group Ltd. He had also served as a business line director and general manager of the investment banking management headquarters of Everbright Securities Company Limited (stock code: 601788.SH, 6178.HK). He previously worked as a lawyer at Ningbo Beilun Law Firm, a project manager, an assistant to general manager, a director of legal affairs office and a general manager of investment banking headquarters of Skyone Securities' investment banking division. Mr. Pan holds a bachelor degree in law from China University of Political Science and Law, a master degree in economics from Zhejiang University, and an executive master degree in business administration from Fudan University.

MR. AN XUESONG
NON-EXECUTIVE
AND NON-INDEPENDENT DIRECTOR

Mr. An Xuesong was appointed as a Non-executive and Non-independent Director of the Company on 4 December 2024. He is also a member of the Risk Management Committee.

Mr. An Xuesong is an Executive Director and the Vice President of CEL in charge of finance, a member of the Executive Board Committee, Strategy Committee and Environmental, Social and Governance Committee of the Board, and also a member of the Management Decision Committee of CEL. Mr. An is also the chairman of the board and non-executive director of China Aircraft Leasing Group Holdings Limited (stock code: 1848.HK). Mr. An was the executive director, vice president and chief financial officer of China Everbright Environment Group Limited (stock code: 257.HK) from October 2021 to March 2024. He was the executive director and chief executive officer of China Everbright Water Limited (stock code: U9E.SG, 1857.HK) from December 2014 to October 2021. Prior to that, Mr. An worked at the Municipal General Office of Jingzhou, Hubei Province and Guangdong Technology Venture Capital Group Ltd. Mr. An has comprehensive experience in mergers and acquisitions, project investment and management, financial management and risk management. Mr. An holds a Master's degree in Business Administration from Jinan University. He is a Certified Public Accountant in the PRC and a Certified International Internal Auditor.

MR. REN CHAO
EXECUTIVE DIRECTOR
AND ACTING CEO

Mr. Ren Chao was appointed as the Executive Director of the Company and Acting Chief Executive Officer ("**CEO**") of the Group on 3 April 2024. He is also a member of the Nominating Committee.

From March 2022, Mr. Ren Chao was the Group Vice President, responsible for the daily operations of the Group. Prior to that, he has been the Chairman of Chongqing Transportation Construction Group for 4 years and then the Chairman of Chongqing Transportation Investment Co., Ltd. for nearly 7 years. Prior to these roles, Mr. Ren Chao successively worked at Chongqing Highway Engineering Survey and Design Institute, Chongqing highway engineering supervision office, Chongqing Expressway Administration, Chongqing Expressway Group Co., LTD, Hong Kong Kowloon-Canton Railway Corporation and Chongqing Communications Construction Group Co., LTD. He possesses abundant experience in state-owned enterprise system management, such as highway design, supervision, construction management, real estate development, project investment and financing management.

Mr. Ren Chao graduated from Chongqing Jiaotong University, majoring in Road and Bridge Engineering, and obtained a master's degree in Project Management from the Hong Kong Polytechnic University. He was also awarded the title of Senior Engineer (professor level) of Highway Engineering, Supervision engineer of Ministry of Transport of China, First Prize of Chongqing Scientific and Technological Achievements, Honorary Title of Scientific and Technological Talents of Ministry of Transport of China.

BOARD OF DIRECTORS





MR. CHIA SENG HEE, JACK

LEAD INDEPENDENT DIRECTOR

Mr. Chia Seng Hee, Jack was appointed as the Lead Independent Director of the Company on 27 July 2018. He was last re-elected on 27 April 2023. He is the Chairman of the Audit Committee, the Nominating Committee and the Risk Management Committee.

Mr. Chia graduated from the National University of Singapore with a degree in Accountancy, from the International University of Japan with a Masters degree in International Relations and is a Fellow of the Institute of Singapore Chartered Accountants. He also attended the General Management Program at Harvard Business School.

After some twenty years in various capacities with Arthur Andersen, Singapore Technologies and the Government of Singapore Investment Corporation (GIC), he was appointed a role in government as Senior Director (China Operations) at the Enterprise Singapore Board, based at the Consulate General of Singapore in Shanghai, as Consul (Commercial).

Mr. Chia is currently a professional director, specialising in corporate governance. His present directorships in other listed companies include mm2 Asia Ltd. and CDW Holding Limited. Mr. Chia brings to the Group significant experience in corporate governance and risk management.

MR. CHEN GUODONG

INDEPENDENT DIRECTOR

Mr. Chen Guodong was appointed as an Independent Director of the Company on 14 June 2019. He was last re-elected on 30 April 2024. He is also members of the Nominating Committee and the Remuneration Committee.

He graduated from University of Science and Technology of China with a Bachelor's degree of Management in 1987. In 1990, he graduated from Renmin University of China with a Master's degree of Economics and Management, and subsequently held a teaching post for 4 years at Renmin University of China.

Mr. Chen joined Lenovo Group in 1994 and served successively as General Manager of Lenovo Industrial Co., Ltd., Vice President of Lenovo Group, Executive Vice President of Legend Capital, Vice President of Legend Holdings and President of Rong Ke Zhi Di Real Estate Co., Ltd. Mr. Chen is now a partner at Zhongguancun M&A Fund (also known as Z-Park Fund).

BOARD OF DIRECTORS





MS. MA JIEYU

INDEPENDENT DIRECTOR

Ms. Ma Jieyu was appointed as an Independent Director of the Company on 28 May 2021. She was last re-elected on 27 April 2022. She is also members of the Audit Committee and the Risk Management Committee.

She has accumulated several years of professional experience and knowledge working in various financial institutions. From February 2017 to March 2020, she was the Chief Supervisor of China Construction Bank Pension Management Co., Ltd. From October 2014 to February 2017, she was Deputy General Manager - Headquarters (Institutional Business Department) of China Construction Bank. She was Vice President of CCB Financial Leasing Corporation Limited from December 2007 to October 2014. Ms. Ma holds a Bachelor of Science degree in Mathematics from Chongqing Normal University.

MR. LOH WENG SENG VINCENT

INDEPENDENT DIRECTOR

Mr. Loh Weng Seng Vincent was appointed as an Independent Director of the Company on 10 August 2023. He chairs the Remuneration Committee, bringing with him a wealth of over three decade in the build environment and real estate investment space. Mr. Loh's career boasts a series of professional triumphs, including his pivotal role in the development of the Republic Plaza, a testament to his visionary leadership which stood as Singapore's tallest building in 1995. His professional breadth spans across critical sectors such as biopharmaceuticals and microelectronics, where his contributions have catalyzed growth and innovation throughout the Asian continent.

Serving as the CEO of CPG International Pte Ltd, Mr. Loh has masterfully expanded the corporation's reach, entrenching significant client networks from Greater China to the Middle East and Central Asia to Southeast Asia. His strategic acumen is also evident in his tenure as the Deputy Chairman of the Kazakhstan-Singapore Business Council, where he has fostered stronger bilateral economic ties.

A distinguished alumnus of Loughborough University with executive credentials from the Stanford-Nanyang Management Programme, Mr. Loh's extensive experience in real estate investment is showcased through his astute engagements in the opportunistic fund market, involving high-value transactions across Singapore, the Middle East, China and Japan. His strategic investment insights are instrumental to our endeavors, particularly in initiatives that align with the Belt and Road initiative, underlining his pivotal role in sculpting the landscape of international business and commerce.

KEY MANAGEMENT

MR. ZHANG HANQIU
GROUP VICE PRESIDENT

Mr. Zhang Hanqiu was appointed as the Group Vice President on 1 September 2020. He is responsible for the daily operations of the Group and any other tasks assigned by the Group CEO. He has over two decades of working experience in real estate project investment, design, management and operation.

Mr. Zhang previously worked at Guangdong Zhujiang Investment Co., Ltd. and Hopson Development Holdings Limited as Vice President. Subsequently, Mr. Zhang joined EBA (Beijing) Asset Management Co., Ltd. in 2015 and was in charge of numerous comprehensive projects development and management.

Mr. Zhang Hanqiu graduated from Chongqing University with a Bachelor's degree in Architect.

MR. KOOI WEI BOON
GROUP CHIEF FINANCIAL OFFICER

Mr. Kooi Wei Boon was appointed as the Group Chief Financial Officer ("CFO") on 16 September 2019. He is responsible for overseeing the Group's financial functions including accounting, financial and management reporting, financing, capital management, tax, treasury and financial analysis.

Mr. Kooi has extensive experience in finance industry and accounting profession for approximately 16 years. Prior to joining the Group, Mr. Kooi was the Vice General Manager of a property development group in China and he was responsible for the financial functions of the Group. Mr. Kooi has approximately 10 years audit experiences in international well-known public accounting firms and was involved in several international IPO audit engagements.

Mr. Kooi graduated with a Bachelor of Accounting (University Science of Malaysia) and is also a member of the Association of Chartered Certified Accountants.

MR. TIAN YE
GENERAL MANAGER OF INVESTMENT MANAGEMENT DEPARTMENT

Mr. Tian is the General Manager of the Investment Management Department of the Group and is mainly responsible for strategic planning, investment and development, asset disposals, sales management, etc.

Mr. Tian graduated from Chongqing University, majoring in construction management with a bachelor's degree. He has obtained Qualification Certificate for Registered Cost Engineer and Qualification Certificate for Registered Supervisor in China and is a member of the Chongqing Tendering & Bidding Expert Database. He has years of management experience in state-owned enterprises and years of real estate development management experience. Prior to joining the Group, Mr. Tian served as Assistant General Manager of Chongqing Haishanghai Real Estate Co., Ltd. and Chongqing Huaxin International Industrial Co., Ltd.

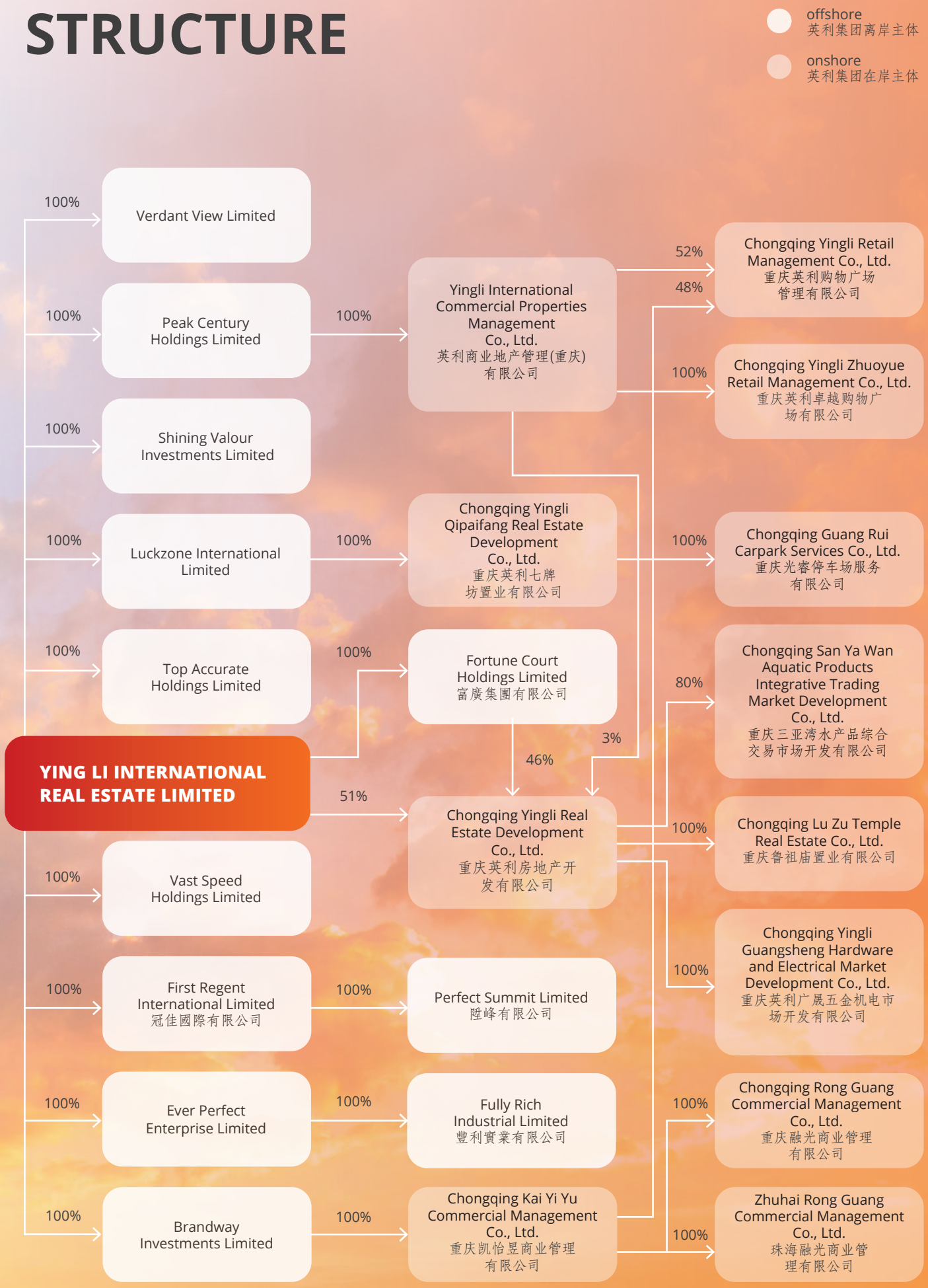
MS. ZENG RONG
GENERAL MANAGER OF LAW AND COMPLIANCE DEPARTMENT

Ms. Zeng Rong, General Manager of Law and Compliance Department of the Group, is mainly responsible for the in-house legal, supervisory and compliance management activities of the Group. Ms. Zeng holds a Bachelor's degree in Law and a Master's degree in Law. Prior to joining the Group, Ms. Zeng has worked in Socam, Sino Group and other law firms, accumulating more than 16 years of experience in corporate legal management and law practice.

MS. QU MINLI
GENERAL MANAGER OF CORPORATE FINANCE DEPARTMENT

Ms. Qu Minli is the General Manager of Corporate Finance Department of the Group. Having an extensive experience in the finance industry, she is responsible for overseeing financial activities concerning reporting and financing of the Group. Prior to joining the Group, Ms. Qu was the Chief Financial Officer at EBA (Beijing) Asset Management Co., Ltd.'s Guangzhou Project.

CORPORATE STRUCTURE



CORPORATE INFORMATION



COMPANY REGISTRATION NO.
199106356W

BOARD OF DIRECTORS
Pan Jianyun
(Non-Executive and Non-Independent Chairman)
An Xuesong
(Non-Executive and Non-Independent Director)
Ren Chao
(Executive Director and Acting Chief Executive Officer)
Chia Seng Hee, Jack
(Lead Independent Director)
Chen Guodong
(Independent Director)
Ma Jieyu
(Independent Director)
Loh Weng Seng Vincent
(Independent Director)

AUDIT COMMITTEE
Chia Seng Hee, Jack
(Chairman)
Ma Jieyu
Pan Jianyun

NOMINATING COMMITTEE
Chia Seng Hee, Jack
(Chairman)
Ren Chao
Chen Guodong

REMUNERATION COMMITTEE
Loh Weng Seng Vincent
(Chairman)
Pan Jianyun
Chen Guodong

RISK MANAGEMENT COMMITTEE
Chia Seng Hee, Jack
(Chairman)
An Xuesong
Ma Jieyu

COMPANY SECRETARIES
Abdul Jabbar Bin Karam Din (Hons)
Toh Li Ping, Angela (ACS ACG)

REGISTERED OFFICE
6 Temasek Boulevard #21-01
Suntec Tower Four
Singapore 038986
Tel: (65) 6334 9052
Fax: (65) 6334 9058
Email address: ir@yingligj.com

SHARE REGISTRAR
B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896

AUDITORS
CLA Global TS Public Accounting Corporation
Public Accountants and Chartered Accountants
80 Robinson Road #25-00
Singapore 068896

AUDIT DIRECTOR-IN-CHARGE
Meriana Ang Mei Ling
Date of Appointment:
With effect from financial year ended 31 December 2021

PRINCIPAL BANKERS
China Construction Bank
Industrial Bank

AWARDS AND ACCOLADES



2024 TOP TEN OPERATION MANAGEMENT LANDMARK BUILDING - YING LI INTERNATIONAL FINANCIAL CENTER

2024十大运营管理标志楼宇-英利国际金融中心

Awarded by the Organizing Committee of the 8th Building Economic Summit

第八届楼宇经济峰会组委会

2023 INTERNATIONAL INVESTMENT PROMOTION OFFICE BUILDING- YING LI IMIX PARK DAPING

2023 年国际招商楼宇-英利国际广场

Jointly awarded by by Chongqing Yuzhong District Returned Overseas Chinese Association and Chongqing Yuzhong District Investment Promotion Bureau

重庆市渝中区归国华侨联合会和重庆市渝中区招商投资促进局

2020 HEALTH & WELLNESS INNOVATION ORGANIZATION

2020康养产业创新机构

Jointly awarded by Shangyou News of Chongqing Daily Newspaper Group and Chongqing Healthcare and Wellness Service Association

重庆日报报业集团上游新闻和重庆市养生健康服务业协会联合颁发

2018 NATIONAL GREEN MALL – YING LI IMIX PARK JIEFANGBEI MALL

2018全国绿色商场创建单位-重庆解放碑英利大融城商场

Awarded by Ministry of Commerce of the PRC

中国商务部

2017 CHONGQING REAL ESTATE DEVELOPMENT ASSOCIATION TOP 50 ENTERPRISES

2017第十届重庆市房地产开发协会会员企业 50强

Awarded by Chongqing Municipality's Real Estate Development Association

重庆市房地产开发企业50强

2017 FIVE-STAR RATED OFFICE BUILDING – YING LI INTERNATIONAL FINANCIAL CENTRE AND ZOU RONG PLAZA

2017五星级楼宇 - 英利国际金融中心和邹容广场

Awarded by Chongqing Yuzhong Municipal Government

重庆市渝中区人民政府

CHONGQING JIANGJIN FANGCHENGGANG INTERREGIONAL COOPERATION DEMONSTRATION PROJECT – IEC

重庆江津-广西防城港跨区域合作示范项目 - 英利国际五金机电城项目

Chongqing-ASEAN Hardware Machinery and Electrical Export Collection Center - IEC

重庆・东盟五金机电出口采集中心 - 英利国际五金机电城项目

2016 OUTSTANDING MEMBER AWARD

2016年度优秀会员单位

Awarded by Chongqing Real Estate Development Association

重庆市房地产开发协会

2015 MOST OUTSTANDING COMMERCIAL REAL ESTATE BUSINESS

2015中国商业地产优秀企业

Awarded by China Index Academy, Development Research Centre of The State Council, Tsinghua University

国务院发展研究中心企业研究所，清华大学房地产研究所，中国指数研究院

2014 – 2015 TRUSTWORTHY CREDIT ENTERPRISE

2014－2015年守合同重信用企业

Awarded by State Administration for Industry & Commerce of PRC

国家工商行政管理总局

CORPORATE AND TRAINING ACTIVITIES

EMPLOYEE TRAINING OVERVIEW

In 2024, Ying Li organized a total of 8 professional knowledge and skills training sessions at the corporate level. These sessions focused on emergency response, legal and regulatory compliance, and other critical areas, ensuring that employees achieved comprehensive improvement in both professional skills and overall competencies.

KEY TRAINING COURSES

Ying Li conducted a series of targeted training programs throughout 2024. The key training courses included:

April 2024:

Training on State-Owned Enterprise Asset Transaction Procedures

Objective: Enhance employees' familiarity with the state-owned asset transaction process, ensuring compliance and efficiency in transactions.

May 2024:

Training on Emergency First Aid and Occupational Health

Objective: Equip employees with basic first aid skills and enhance awareness of occupational health, contributing to a safer workplace.

June 2024:

Training on Revised Expense Management Policy

Objective: Ensure compliance and transparency in corporate expense management following the China Everbright Group's 2024 Revised Expense Management Policy.

Summer Fire Safety Training

Objective: Enhance fire safety awareness and emergency response capabilities.

October 2024:

Training on 2024 Financial Supervision Issues and Expense Management Policy

Objective: Strengthen understanding of the issues identified in the financial supervision and ensure adherence to the latest expense management policy.

Company Law Training

Objective: To strengthen employees' legal awareness and support corporate compliance.

November 2024:

Winter Fire Safety Training

Objective: Address fire safety risks associated with the winter season and reinforce fire safety knowledge.

Training on the Judicial Interpretation of the Contracts Section of the Civil Code

Objective: Help employees to better understand and apply the relevant laws and regulations.

INTERNAL TRAINING AND KNOWLEDGE SHARING

In addition to the structured training programs, Ying Li fostered a culture of continuous learning through internal training and knowledge-sharing sessions organised by various departments. These sessions not only enhanced employee communication and collaboration, but also promoted resource integration across departments, contributing to a more cohesive and informed workforce.

CORPORATE GOVERNANCE **REPORT**

The Board of Directors (the "**Board**") is committed to ensuring that the highest standards of corporate governance are practised throughout Ying Li International Real Estate Limited ("**Ying Li**" or the "**Company**" and together with its subsidiaries, the "**Group**") as a fundamental part of its responsibilities to protect and enhance shareholder value and the financial performance of the Group.

This report describes the Group's corporate governance practices and structures that were put in place during the financial year ended 31 December 2024 ("**FY2024**"), with specific reference to the principles and provisions of the Code of Corporate Governance 2018 ("**Code**") and where applicable, the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Listing Manual**"), the Companies Act 1967 of Singapore ("**Companies Act**") and the Guidebook for Audit Committees in Singapore, focusing on areas such as internal controls, risk management, financial reporting, internal and external audits. The Company has complied in all material respects with the principles and provisions in the Code. Where there is any deviation from any provisions of the Code, an explanation has been provided in this report for the variation and how the practices adopted by the Group are consistent with the intent of the relevant principle. This report should be read in totality, instead of being read separately under each principle of the Code.

BOARD MATTERS

PRINCIPLE 1: THE BOARD'S CONDUCT OF ITS AFFAIRS

The Board is collectively responsible for and works with the management team of the Group ("**Management**") in setting the Group's strategic direction, executing these strategies and strengthening the robustness of the Group. The Board will consider sustainability issues such as environmental and social factors as part of its strategic formulation in line with the provisions of the Code.

The principal duties and responsibilities of the Board include:

- providing entrepreneurial leadership to Management in setting the Company's overall long-term strategies and financial objectives, and ensuring that the necessary financial and human resources are in place for the Group to meet its objectives, which include appropriate focus on value creation, innovation and sustainability;
- overseeing financial reporting and reviewing the financial results of the Group and financial reporting;
- monitoring the implementation of such strategies, constructively challenging Management and reviewing the business performance and the Group's performance;
- considering sustainability issues such as environmental, social and governance factors, as part of the strategic formulation including identifying key stakeholder groups and recognising that their perceptions affect the Group's reputation;
- instilling an ethical corporate culture and ensuring the Company's values, standards and practices are consistent with its ethos and are adhered to, and ensuring that obligations to shareholders of the Company and other stakeholders are transparent, understood and met;
- approving the appointment of Directors of the Company ("**Directors**") and other key management personnel (as defined in the Code wherever it appears in this report), taking into consideration the recommendations of the Nominating Committee ("**NC**");
- approving the remuneration packages for the Executive Directors and key management personnel, taking into consideration the recommendations of the Remuneration Committee ("**RC**");
- establishing and maintaining a framework of good corporate governance within the Group, including risk management systems and prudent and effective internal controls to safeguard shareholders' interests and the Group's assets, taking into consideration feedback and recommendations from the Audit Committee ("**AC**");

- establishing prudent, adequate and effective internal controls and a risk management framework which enables applicable risks to be assessed and managed, including reviewing and approving the investment proposals from Management, taking into consideration the recommendations of the Risk Management Committee ("**RMC**");

- approving material acquisitions and disposals of assets, mergers and acquisitions, major corporate policies in key areas of operations, annual budgets, major funding, issuance of shares, dividends and proposals relating to shareholder returns, the Group's half-yearly and full year results and material interested person transactions ("**IPTs**"); and

- ensuring the Group's compliance with laws, regulations, policies, directives, guidelines and internal code of conduct.

Provision 1.1 – Director's conflict of interest

All Directors of the Board exercise due diligence and independent judgement in discharging their duties and responsibilities at all times as fiduciaries who act objectively in the best interests of the Company.

Directors facing conflicts of interest are required to recuse themselves from discussions and decisions involving the issues of conflict. They are also required to avoid situations in which their own personal or business interests directly or indirectly conflict, or appear to conflict, with the interests of the Group. Where a Director has a conflict of interest, or it appears that he or she might have a conflict of interest, in relation to any matter, he or she is required to send a written notice to the Company containing details of his or her interest and the conflict, or to declare such interest at a meeting of the Directors (or in written resolutions to be passed), and recuse himself or herself from participating in any discussion and abstain from voting on the matter. Where relevant, the Directors have complied with such requirement, and such compliance is duly recorded in the minutes of meeting and/or Directors' Resolutions in writing of the Company.

Provision 1.2 – Induction, training and development of Directors

A formal letter is provided to each newly appointed Non-Executive Director (including Independent Director) upon his or her appointment, setting out his or her roles, duties, obligations and responsibilities whereas Executive Directors will be provided with Service Agreements setting out their terms of office and terms and conditions of appointment (including his or her roles, duties, obligations and responsibilities). The Director will then undergo an orientation programme to familiarise himself/herself with the business activities of the Group, its strategic direction and corporate governance practices. Arrangements are also being made for new Directors to meet Management for a better understanding of the businesses and operations of the Group.

In order to develop and maintain their skills and knowledge, and keep themselves abreast of new laws, regulations, changing commercial risks and accounting standards, all existing and new Directors will be informed of and encouraged to attend relevant courses, conferences and seminars in areas such as accounting, legal and industry-specific knowledge as appropriate, conducted by the Singapore Institute of Directors ("**SID**"), the SGX-ST, business and financial consultants, and external professionals on a regular basis at the Company's expense.

All Directors are encouraged to undergo at least three hours of training every year.

The Listing Manual provides that a director who has no prior experience as a director of an issuer listed on the SGX-ST (a "**First-time Director**") must undergo one of the training programmes in the roles and responsibilities of a director of a listed issuer as prescribed by the SGX-ST namely, (a) the 'Listed Entity Directors Programme' conducted by the SID, (b) the 'Listed Entity Directors Bridging Programme' conducted by the SID or (c) the 'Board Of Directors (BOD) Masterclass Programme' conducted by Institute of Singapore Chartered Accountants ("**ISCA**") and SAC Capital Private Limited ("**SAC**"), within one year from the date of his or her appointment to the Board ("**Mandatory Training**").

In exceptional circumstances, First-time Directors assessed by the NC to possess relevant experience need not attend Mandatory Training. In assessing the relevant experience, the NC must have regard to whether the experience is comparable to the experience of a person who has served as a director of an issuer listed on the SGX-ST. The NC must disclose its reasons for its assessment that the First-time Director possesses relevant experience. Such reasons shall be disclosed in the announcement of the appointment of the First-time Director as director of the issuer or in the prospectus, offering memorandum or introductory document. Notwithstanding this, the SGX-ST has the discretion to direct a First-time Director to attend Mandatory Training.

Mr. Pan Jianyun was appointed as the Non-Executive and Non-Independent Chairman of the Company on 17 March 2025. He has undertaken to complete the Mandatory Training (including the training on sustainability matters as prescribed by the SGX-ST pursuant to Rule 720(7) of the Listing Manual ("**Sustainability Training**")) within one year from the date of his appointment to the Board.

Mr. An Xuesong was appointed as a Non-Executive and Non-Independent Director of the Company on 4 December 2024. Given his prior experience as an Executive Director and the Chief Executive Officer ("**CEO**") of China Everbright Water Limited, a company incorporated in Bermuda with limited liability and listed on the Mainboard of the SGX-ST and the Main Board of The Stock Exchange of Hong Kong Limited, from December 2014 to October 2021, he is not considered as a First-time Director. Notwithstanding his prior experience as a director of an issuer listed on the SGX-ST, Mr. An Xuesong has yet to undergo Sustainability Training, given that Rule 720(7) of the Listing Manual was effective on 1 January 2022, subsequent to his cessation of directorship in China Everbright Water Limited. As such, he will complete the Sustainability Training within one year from the date of his appointment to the Board.

Mr. Ren Chao, who was appointed as an Executive Director of the Company and Acting CEO of the Group on 3 April 2024, had completed the Mandatory Training under the 'Listed Entity Directors Programme' conducted by the SID as of the date of this report.

Save for Mr. Pan Jianyun and Mr. An Xuesong who endeavour to undergo Sustainability Training within one year from the date of their respective appointment to the Board, the rest of the Directors have undergone the Sustainability Training.

Provision 1.3 – Matters requiring Board's approval

The Company has put in place a set of guidelines and clear directions to Management on matters reserved for the Board's decision and approval, and such matters as at the end of FY2024 are set out as follows:

- matters involving a conflict of interest between a substantial shareholder or Director, and the Company;
- annual financial budget (including annual capital expenditure) of the Group;
- any variance with the annual financial budget which will cause, or will reasonably likely to cause, a diminution in the net asset value of the Group's latest audited financial accounts by more than 5%;
- entry into mergers and acquisitions (including divestment and liquidation), joint ventures and new projects which are regarded to be discloseable transactions, major transactions, very substantial acquisitions or reverse take-overs under Chapter 10 of the Listing Manual;
- entry into new loan agreements or debt securities issued by the Company or any of its subsidiaries that contain a condition (the "**Condition**") that make reference to the controlling shareholder's shareholding interest, and the breach of this Condition will be an event of default, an enforcement event or an event that would cause acceleration of the repayment of the principal of the loan or debt securities, significantly affecting the operations of the Company or results in the Company facing cash flow problems (for the avoidance of doubt, this does not include the renewal of, or extension of, existing borrowings); and
- any matter under Singapore law, the Listing Manual or any rules, regulations or guidance which may be promulgated by the SGX-ST which requires (i) to be disclosed by the Company (including the matters set out in item 8 of Appendix 7.1 of the Listing Manual (as may be amended from time to time), (ii) the approval of the Board and/or (iii) approval of the shareholders.

CORPORATE GOVERNANCE **REPORT**

Provision 1.4 – Delegation by the Board

The Board has delegated specific responsibilities to four Board Committees, namely, the AC, the NC, the RC and the RMC. Information on each of the four Board Committees is set out below.

Each Board Committee reports to and is monitored by the Board, and has its own clear written terms of reference. Each Board Committee is formed with clear written terms of reference setting out its composition, duties and relevant authority delegated by the Board for such committee to make decisions. These terms of reference also set out the conduct of meetings including quorum, voting requirements and qualifications for Board Committees' membership. Each Board Committee will review its terms of reference from time to time to ensure relevance. Board approval is required for any changes to the terms of reference for any Board Committee.

The Board acknowledges that while each Board Committee is authorised to decide or provide its recommendations on particular issues, the ultimate responsibility on all matters lies with the Board.

The following changes to the composition of the Board and its committees took place during FY2024:

- Mr. Zhang Mingao resigned as the Non-Executive and Non-Independent Chairman of the Company with effect from 3 April 2024. Following his resignation, he stepped down as a member of the RC.
- Ms. Wang Yun was re-designated from a Non-Executive and Non-Independent Director to Non-Executive and Non-Independent Chairman of the Company with effect from 3 April 2024.
- Dr. Yang Haishan resigned as a Non-Executive Director of the Company with effect from 3 April 2024. Following his resignation, he stepped down as a member of the NC of the Company.
- Mr. Ren Chao was appointed as an Executive Director of the Company and a member of the NC and Acting CEO of the Group with effect from 3 April 2024.
- Ms. Wang Yun was appointed as a member of the RC of the Company with effect from 30 May 2024.
- Mr. An Xuesong was appointed as a Non-Executive and Non-Independent Director of the Company and a member of the RMC with effect from 4 December 2024.
- Ms. Wang Yun stepped down as a member of the RMC of the Company with effect from 4 December 2024. She remained members of the AC and the RC of the Company as at the end of FY2024.

Consequently, the composition of the Board and each Board Committee as at the end of FY2024 is as follows:

		BOARD COMMITTEE MEMBERSHIP			
NAME OF DIRECTOR	**POSITION**	**AC**	**NC**	**RC**	**RMC**
Wang Yun	Non-Executive and Non-Independent Chairman	Member	–	Member	–
An Xuesong	Non-Executive and Non-Independent Director	–	–	–	Member
Ren Chao	Executive Director and Acting CEO	–	Member	–	–
Chia Seng Hee, Jack ("**Jack Chia**")	Lead Independent Director	Chairman	Chairman	–	Chairman
Chen Guodong	Independent Director	–	Member	Member	–
Ma Jieyu	Independent Director	Member	–	–	Member
Loh Weng Seng Vincent ("**Vincent Loh**")	Independent Director	–	–	Chairman	–

No alternate Director was appointed to the Board in FY2024.

Subsequently, Mr. Pan Jianyun was appointed as the Non-Executive and Non-Independent Chairman of the Company and a member of the AC and the RC, in place of Ms. Wang Yun, who has resigned from the Board and stepped down as a member of the AC and the RC, on 17 March 2025.

CORPORATE GOVERNANCE **REPORT**

Provision 1.5 – Board processes, including Directors' attendance at meetings

During the financial year under review, the Board conducted regular and scheduled meetings. Ad-hoc meetings were convened where circumstances required as such. The Company's Constitution allows Board meetings to be conducted by way of telephone conference or other similar means of communication whereby all persons participating in the meeting are able to communicate as a group, without requiring the Directors' physical presence at the meeting. The Board and Board Committees may also make decisions through circular resolutions.

All Directors had accorded sufficient time and attention to the affairs of the Company. The number of Board and Board Committee meetings, annual general meeting ("**AGM**") and extraordinary general meeting (**"EGM")** held in FY2024, as well as the Directors' attendance at these meetings are disclosed in the following table:

NAME OF DIRECTORS	GENERAL MEETINGS				BOARD COMMITTEES' MEETINGS							
	AGM		EGM		BOARD		AC		NC		RC		RMC	
	NO. OF MEETINGS		NO. OF MEETINGS		NO. OF MEETINGS		NO. OF MEETINGS		NO. OF MEETINGS		NO. OF MEETINGS		NO. OF MEETINGS	
	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED
Wang Yun[1]	1	1	1	1	4	3	4	3			0	0	2	2
An Xuesong[2]	0	0	0	0	0	0							0	0
Ren Chao[3]	1	1	1	1	2	2			0	0				
Jack Chia	1	1	1	1	4	4	4	4	1	1			2	2
Chen Guodong	1	1	1	1	4	3			1	1	1	1		
Ma Jieyu	1	1	1	1	4	4	4	4					2	2
Vincent Loh	1	0	1	0	4	4					1	1		

(1) Ms. Wang Yun, being a Director of China Everbright Limited ("**CEL**"), had abstained from making any recommendation on the proposed application for financing through CEL by the Company in her capacity as a Director of the Company. In view of the aforesaid, she was absent from the meetings of the AC and the Board held in relation thereto.

Ms. Wang Yun was appointed as a member of the RC on 30 May 2024 and stepped down as a member of the RMC on 4 December 2024. Her attendance at the meetings held during the aforementioned period was recorded from the date of her appointment or till the date of her cessation thereof.

(2) Mr. An Xuesong was appointed as a Non-Executive and Non-Independent Director and a member of the RMC of the Company on 4 December 2024. His attendance at the meetings held during the aforementioned period was recorded from the date of his appointment thereof.

(3) Mr. Ren Chao was appointed as an Executive Director and a member of the NC of the Company and Acting CEO of the Group on 3 April 2024. His attendance at the meetings held during the aforementioned period was recorded from the date of his appointment thereof.

CORPORATE GOVERNANCE **REPORT**

Provision 1.6 – Complete, adequate and timely information

Management recognises the importance of ensuring the provision of complete, adequate and timely information to the Directors prior to meetings and on an on-going basis to enable them to make informed decisions to discharge their duties and responsibilities. The Board has separate and independent access to Management and is entitled to request additional information from the Management.

In order to ensure that the Board is able to discharge its responsibilities effectively, Management provides the Directors with regular updates on the operational and financial performance of the Group, and furnishes the Directors with complete and adequate information on matters that require their consideration in a timely manner. Board and Board Committees' papers with the relevant background (such as progress report of the Group's projects) and financial information (with a variance analysis of the financials based on the actual versus budgeted and the financial performance by projects) are circulated to the relevant Directors prior to the respective meetings every quarter/half year, save in the case of any ad hoc or urgent meeting. Additional information, such as peer comparisons, were provided by the Group Chief Financial Officer ("**CFO**") upon the Board's request.

Provision 1.7 – Independent access to Management, Company Secretaries and professional advice

All Directors have separate and independent access to Management and the Company Secretaries. The responsibilities of the Company Secretaries include, among other things, ensuring a smooth flow of information between the Board and its Board Committees, Management and Non-Executive Directors. At least one of the Company Secretaries or their representative(s) attends all Board and Board Committees' meetings, ensuring that proper Board procedures are followed, and applicable rules and regulations are complied with. The Company Secretaries also advise the Board on all corporate governance and administrative matters, as well as facilitating orientation and assisting with professional development as required.

Under the Constitution of the Company, the decision to appoint or remove the Company Secretaries can only be taken by the Board as a whole.

In situations where the Directors, whether individually or as a group, in the furtherance of their duties, need to seek independent professional advice, they can select external professional advisers to be engaged by the Company. The cost of such professional advice will be borne by the Company.

PRINCIPLE 2: BOARD COMPOSITION AND GUIDANCE

Provisions 2.1 and 4.4 – Directors' independence review

An "independent" Director is one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Company.

Provisions 2.2 and 2.3 – Composition of (i) Independent Director; and (ii) Non-Executive Directors, on the Board

The Independent Directors make up a majority of the Board which comprises seven members of whom one is an Executive Director and Acting CEO, two are Non-Executive and Non-Independent Directors (one of whom is the Chairman of the Board) and four are Independent Directors as at the end of FY2024 and as at the date of this report.

Accordingly, there is a strong and independent element on the Board and the Company complies with provisions 2.2 and 2.3 of the Code.

CORPORATE GOVERNANCE **REPORT**

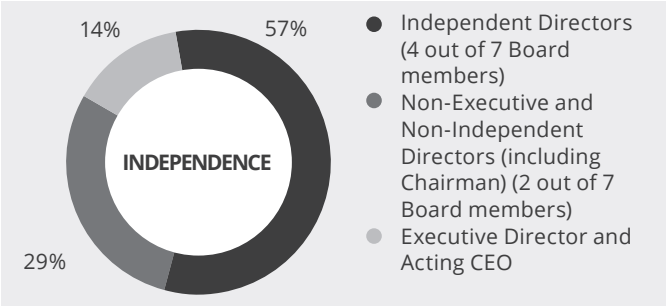
Provision 2.4 – Composition of the Board and Board Committees, and Board Diversity Policy

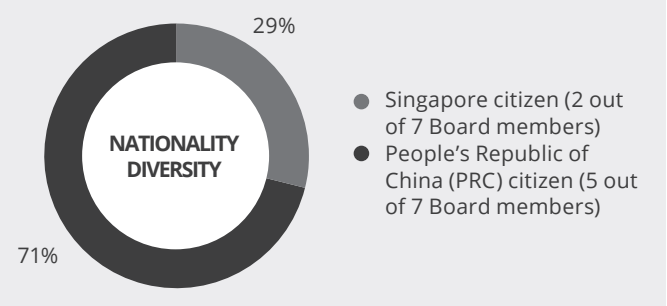
The Company is committed to building a diverse, inclusive and collaborative culture. It recognises that a diverse Board of an appropriate size is an important element which will better pave the way for the Company to achieve its strategic objectives for sustainable development, avoid groupthink and foster constructive debate. A diverse Board also enhances decision-making process through the perspectives derived from differentiating skillsets, business experience, industry discipline, gender, age, ethnicity and culture, geographical background and nationalities, tenure of service and other distinguishing qualities of the Directors.

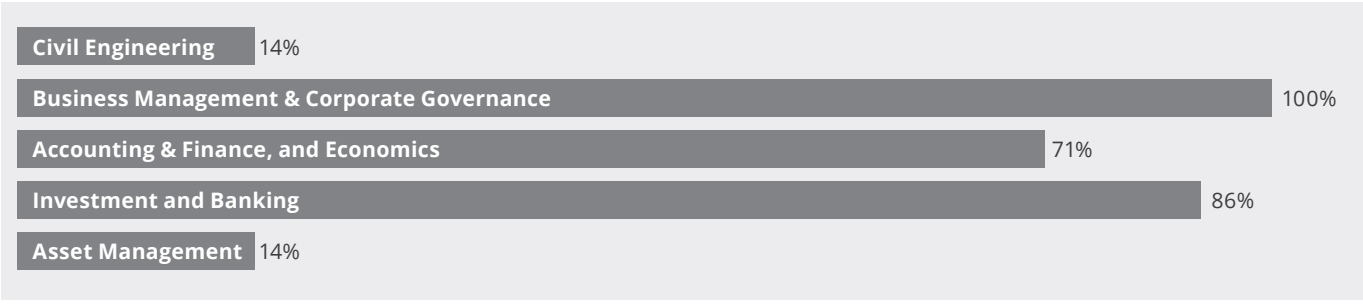
Pursuant to Provision 2.4 of the Code, the Board has adopted a Board Diversity Policy. Having regard to the guidelines in the Board Diversity Policy, the NC will, in reviewing the Board's composition, rotation and retirement of Directors and succession planning, take into account factors, including but not limited to gender, age, nationality, cultural background, educational background, experience, skillset, knowledge, independence and length of service. These differentiating factors will be considered in determining the optimum composition of the Board and will be balanced appropriately, when possible.

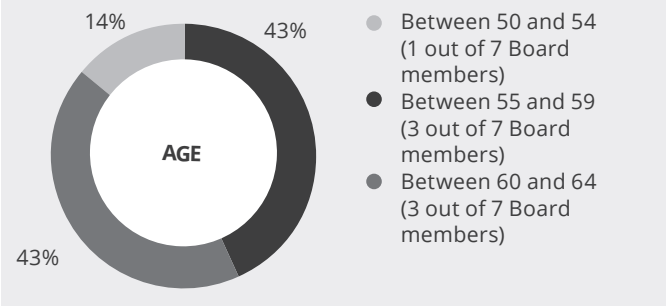
The NC and the Board review the size of the Board and the Board Committees, including the skills and core competencies of its members on an annual basis to ensure that the Board and the Board Committees are of an appropriate size, an appropriate balance and mix of skillset, knowledge, experience, expertise and gender, with a strong element of independence, which facilitates effective decision making. No individual or select group of individuals dominates the Board's decision-making process as a majority of the Board is made up of Independent Directors.

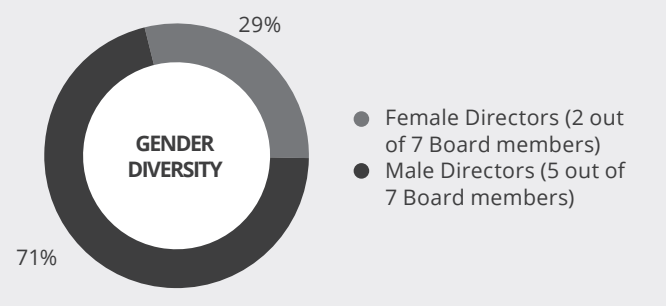
In evaluating the diversity of the Board as at the end of FY2024, the following Board Skills Matrix and diversity criteria were noted:











CORPORATE GOVERNANCE **REPORT**

Key information regarding the Directors is given in the "Board of Directors" section of this annual report.

The composition of the Board reflects its commitment to the relevant diversity in gender, age, skills and knowledge.

Accordingly, the combination of skills, talents and experience of the Directors are sufficiently diverse to serve the needs and plans of the Group, and to ensure the effective oversight of the Group's affairs. To ensure that the composition of the Board remains diverse, the Board aims to maintain a majority of its Board members to be made up of Independent Directors and to ensure that there is at least one female Director on the Board, at all times.

Based on the Board composition as at the end of FY2024, the Company has met its independence and gender diversity targets.

Taking into account the nature and scope of the Group's operations, the Board, with the concurrence of the NC, is satisfied that the Board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competencies to lead and govern the Group effectively. Each Director has been appointed based on his or her strength, experience and stature. They are expected to bring a valuable range of experience and expertise, and contribute to the development of the Group's strategy and business performance. Together, the Board and Board Committees comprise Directors who, as a group, provide an appropriate balance and diversity of skills, experience and knowledge to the Company. They also bring with themselves a wide range of core competencies such as accounting and finance, business and management experience, industry knowledge, strategic planning experience and customer-based experience and knowledge. The diversity of the Directors' background allows for the useful exchange of ideas and views.

The NC will review the Board Diversity Policy from time to time as appropriate, to ensure the effectiveness of this Policy. The NC will also discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

Any external search consultants, if required, engaged to assist the Board or the NC to search for candidates for appointment to the Board will be specifically directed to include diverse candidates from diverse background and female candidates. The decision on the selection of Director(s) to be appointed on the Board will ultimately be based on merit, and candidates will be considered against objective criteria, having due regard for the benefits of diversity balanced with the needs of the Board.

Provision 2.5 – Role of the Non-Executive Directors and/or Independent Directors

The Non-Executive Directors of the Company (including, for avoidance of doubt, the Independent Directors) constructively challenge and help develop proposals on strategy and review the performance of Management in meeting agreed goals and objectives and monitor the reporting of the Group's business and financial performance.

All the Independent Directors, led by the Lead Independent Director, meet frequently without the presence of Management, the Executive Directors and other Non-Independent Directors to discuss matters of significance which findings are then reported by the chairman of such meetings to the Chairman of the Board accordingly.

The Non-Executive Directors and/or Independent Directors are also in frequent contact with one another outside the Board and Board Committees' meetings and without the presence of Management, and hold constant informal discussions amongst themselves. Any feedback would be provided to the Board and/or Chairman of the Board as appropriate.

CORPORATE GOVERNANCE **REPORT**

PRINCIPLE 3: CHAIRMAN AND CEO

Provisions 3.1 and 3.2 – Chairman and CEO

The roles and responsibilities between the Chairman of the Board and the Group CEO are held by separate individuals to ensure that there is an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making. There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual who has unfettered powers of decision-making.

Ms. Wang Yun was re-designated from a Non-Executive and Non-Independent Director to Non-Executive and Non-Independent Chairman of the Company with effect from 3 April 2024 and remained the Non-Executive and Non-Independent Chairman of the Board as at the end of FY2024. The principal duties and responsibilities of Ms. Wang Yun as the Non-Executive and Non-Independent Chairman of the Board include:

- leading the Board to ensure its effectiveness on all aspects of its roles;
- scheduling meetings for the Board to discharge its duties, including setting the agenda and ensure that adequate time is available for discussion of all agenda items, in particular strategic issues;
- promoting a culture of openness and debate at the Board;
- coordinating activities of the Independent Directors and Non-Executive Directors and facilitate the effective contribution of Non-Executive Directors;
- exercising control over quality, quantity and timeliness of the flow of information between Management and the Board to ensure that the Directors receive complete, adequate and timely information;
- encouraging constructive relations within the Board and between the Board and Management;
- ensuring effective communication with the shareholders; and
- assisting in ensuring the Company's compliance with corporate governance guidelines and promote high standards of corporate governance.

The Group CEO is responsible for the overall daily operations and management of the Group.

Mr. Ren Chao was appointed as an Executive Director of the Company and Acting CEO of the Group with effect from 3 April 2024, while the search for an appropriate candidate(s) for the office of the Group CEO is currently on-going. Mr. Ren Chao is responsible for the business strategy and directions, formulation and execution of overall business strategies and policies, including but not limited to, decision making and day-to-day running of the Group's operations and the overall management of the Group. He plays a key role in developing the Group's business and provides the Group with strong leadership and vision.

Ms. Wang Yun and Mr. Ren Chao do not have any familial relationship.

Provision 3.3 – Lead Independent Director

The Board is of the view that there are sufficient safeguards and checks in place to ensure that there is a good balance of power, accountability and capacity of the Board for independent decision-making. The Company has appointed Mr. Jack Chia as the Lead Independent Director to provide leadership in situations where the Chairman of the Board is conflicted, and especially since the Chairman of the Board is not independent. As the Lead Independent Director, he leads and co-ordinates the activities of the Non-Executive Directors of the Company and aids the Non-Executive Directors (including the Independent Directors): (i) on constructive discussion with Management; (ii) to assist Management in developing goals and objectives; and (iii) to review and monitor Management's performance.

Shareholders with concerns may contact the Lead Independent Director directly when contact through normal channels of communications with the Non-Executive and Non-Independent Chairman of the Board, the Acting CEO, the Group CFO and Management, has failed to provide a satisfactory resolution, or when such contact is inappropriate.

CORPORATE GOVERNANCE **REPORT**

PRINCIPLE 4: BOARD MEMBERSHIP

As set out below, the Board has a formal and transparent process for the appointment and re-election of Directors, taking into account the need for progressive renewal of the Board.

Provisions 4.1 and 4.2 – NC's duties and composition

The terms of reference of the NC provides that the NC shall comprise at least three Directors, the majority of whom including the NC Chairman, shall be Independent Directors. The Lead Independent Director, if any, should be a member of the NC. The composition of the NC as at the end of FY2024 is set out below:

Mr. Jack Chia (Lead Independent Director)	- NC Chairman
Mr. Chen Guodong (Independent Director)	- NC member
Mr. Ren Chao (Executive Director and Acting CEO)	- NC member

The principal duties and responsibilities of the NC include making recommendations to the Board on relevant matters relating to:

- reviewing the succession plans for Directors, in particular, the appointment and/or replacement of the Chairman of the Board, the CEO and key management personnel;
- developing a process and criteria for evaluation of the performance of the Board, the Board Committees and the Directors and assessing annually the effectiveness of the Board as a whole and the contribution and performance of each individual Directors;
- identifying new candidates and review all nominations for the appointment (including alternate director, if any), re-appointment or re-election of Directors;
- reviewing the training and professional development programmes for the Board and the Directors; and
- determining annually, and as and when circumstances require, whether or not a Director is independent pursuant to the provisions of the Code, and by such amendments made thereto from time to time.

The principal activities of the NC during FY2024 are summarised below:

a. reviewed the completed evaluations of (i) AC, (ii) NC, (iii) RC, (iv) RMC and (v) Board and self-assessment of the individual Directors;

b. reviewed and recommended the nominations of Directors for re-election at the AGM;

c. reviewed and recommended the appointments of Directors to the Board and Board composition.

d. reviewed and assessed the independence of each Independent Director;

e. reviewed the size and composition of the Board and the composition of the Board Committees;

f. reviewed and assessed whether Directors, with multiple board representations, has been adequately carrying out his duties as a Director of the Company; and

g. reviewed and assessed the Company's targets to achieve diversity on its Board, its accompanying plans and timelines for achieving these targets, including how the combination of skills, talents, experience and diversity of its directors serves the needs and plans of the Company for the purpose of disclosure in its annual report in accordance with Rule 710A(2) of the Listing Manual.

CORPORATE GOVERNANCE **REPORT**

Provision 4.3 – Process for selection and appointment of new Directors

New Directors, if any, will continue to be selected based on objective criteria set as part of the process for appointment of new Directors and the NC will, in consultation with the Board, evaluate and determine the selection criteria with due consideration to the mix of skills, knowledge and experience of the existing Board, and taking into consideration diversity requirements. The NC will evaluate potential candidates by undertaking background checks, assessing individual competency, knowledge, management skills, financial literacy, experience and qualifications, thereby ensuring the fulfilment of every requirement which the Board as a whole requires to be effective.

In its search and nomination process for new directors, the NC has, at its disposal, search companies, personal contacts and recommendations, to cast its net as wide as possible for the right candidates, taking into consideration diversity requirements. Recommendations of the NC are then put to the Board for consideration. The Board will review the recommendations and approve the appointment(s) as appropriate. Any appointment(s) to Board Committees would be reviewed and approved at the same time. Such appointment(s) would be formalised by circular resolutions and the requisite announcement and notification to the relevant authorities.

Where and when required, the Company may also appoint professional search firms and recruitment consultants to assist in the selection and evaluation process if the appointment involves specific skill sets or industry specialisation.

Provision 4.3 – Process for re-election/re-appointment of Directors

In accordance with the Company's Constitution, at each AGM at least one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not lesser than one-third) shall retire from office by rotation provided that all Directors are required to retire from office at least once every three years. A new Director appointed in between AGMs shall retire from office at the close of the next AGM following his or her appointment. The retiring Directors are eligible to offer themselves for re-election.

When considering the Directors to be nominated for re-election, the NC will evaluate the performance of the Director by considering amongst other things, his or her attendance record at meetings of the Board and Board Committees, level of preparedness, intensity of participation and candour at these meetings and the quality of his or her contributions.

Through the NC, the Board will endeavour to ensure that Directors appointed to the Board, whether individually or collectively, possess the experience, knowledge and expertise critical to the Group's business. It has also ensured that each Director, with his or her special contributions, brings to the Board an objective perspective to enable sound, balanced and well-considered decisions to be made. Each member of the NC shall abstain from voting on any resolutions and making any recommendations and/or participating in any deliberations of the NC in respect of the assessment of his or her performance or re-nomination as Director.

Rule 210(5)(d)(iv) of the Listing Manual which applies for an issuer's AGM for the financial year ending on or after 31 December 2023, provides that a director will not be independent if he has been a director of the issuer for an aggregate period of more than nine years (whether before or after listing). Such director may continue to be considered independent until the conclusion of the next AGM of the issuer.

As of the date of this report, none of the Independent Directors of the Company has served on the Board for more than nine (9) years since the date of his or her first appointment. The Company will ensure its compliance, where necessary, to Rule 210(5)(d)(iv) of the Listing Manual, which provides that a director will not be independent if he has been a director of the issuer for an aggregate period of more than nine (9) years.

The NC, having considered the attendance and participation of such Directors at Board and Board Committees' meetings, in particular, their contributions to the business and operations of the Company as well as Board processes, had recommended to the Board the re-election of Mr. Pan Jianyun and Mr. An Xuesong who will be retiring at the forthcoming AGM pursuant to Article 90 of the Company's Constitution and Mr. Jack Chia and Ms. Ma Jieyu who will be retiring at the forthcoming AGM pursuant to Article 106 of the Company's Constitution.

Mr. Pan Jianyun, Mr. An Xuesong, Mr. Jack Chia and Ms Ma Jieyu had consented to continue in their office as Directors and the Board had accepted the recommendation of the NC. Accordingly, the above Directors will be offering themselves for re-election and:

(i) Mr. Pan Jianyun will, upon re-election as a Director, remain as the Non-Executive and Non-Independent Chairman of the Company and a member of the AC and the RC.

(ii) Mr. An Xuesong will, upon re-election as a Director, remain as a Non-Executive and Non-Independent Director of the Company and a member of the RMC.

(iii) Mr. Jack Chia will, upon re-election as a Director, remain as the Lead Independent Director of the Company and the Chairman of the AC, the RMC and the NC, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

(iv) Ms. Ma Jieyu will, upon re-election as a Director, remain as an Independent Director of the Company and a member of the AC and the RMC, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

The NC and the Board will also take into consideration whether a Director had previously served on the board of a company with an adverse track record or with a history of irregularities or is or was under investigation by regulators. The NC and the Board will also assess whether a Director's resignation from the board of any such company casts any doubt on the director's qualification and ability to act as a Director of the Company.

Each member of the NC had abstained from voting on any resolution and making any recommendation and/or participated in respect of his re-election, if any, as Director.

Provision 4.4 – Review of Directors' Independence

Each year, the NC reviews, determines and affirms the independence of the Company's Independent Directors, having regard the circumstances set forth in Provision 2.1 of the Code and Rule 210(5)(d) of the Listing Manual. Each Independent Director is required to complete a Confirmation of Independence Form annually to confirm his independence based on the definition pursuant to Provision 2.1 of the Code and Rule 210(5)(d) of the Listing Manual, which is deliberated upon by the NC and the Board. The NC will then review the form completed by each Independent Director to determine whether the Director is independent.

In determining the independence of each Director, the Board, taking into account the views of the NC, evaluates whether a Director is independent in character and judgment, and whether there are relationships or circumstances which are likely to affect, or could appear to affect, a Director's judgment. All Directors are required to disclose to the Board any such relationships or appointments with the Company, its related corporations, its substantial shareholders or its officers (if any), as and when they arise, which would affect their independence as defined in the Code and the Listing Manual.

The Board recognises the contributions of its Independent Directors who over time, have developed deep insights into the Group's businesses and operations, and who are therefore able to provide valuable contributions to the Group. The Board, with the concurrence of the NC, having considered the Confirmation of Independence forms submitted by Mr. Jack Chia, Mr. Chen Guodong, Ms. Ma Jieyu and Mr. Vincent Loh, concluded that they are independent and free from any relationships outlined in the Code and the Listing Manual.

Each Independent Director had recused themselves from the NC's and Board's deliberations on their own independence.

Provision 4.5 – Directors' time commitments and multiple Directorships

The NC ensures that new Directors are aware of their duties and obligations. The NC also decides if a Director is able to and has been adequately carrying out his duties as Director, taking into consideration the listed company directorships and other principal commitments of each Director.

No maximum number of listed company directorships has been fixed as time requirements are subjective and the NC recognises that its assessment of each Director's ability to discharge his or her duties adequately should not be confined to the sole criterion of the number of his or her board representations, as evident from the attendance records as disclosed under provision 1.5 above. Thus, in assessing each Director's ability to discharge his or her duties diligently and adequately, the Board will also consider, amongst other factors, contributions by Directors during Board and Board Committees' meetings, and their attendance at such meetings, in addition to each of their principal commitments.

Directorships or chairmanships held by the Directors as at the end of FY2024 in other listed companies are as follows:

NAME OF DIRECTOR	DATE OF FIRST APPOINTMENT / LAST RE-ELECTION	DIRECTORSHIPS IN OTHER LISTED COMPANIES (1)	
		CURRENT	PAST 3 YEARS
Wang Yun (Non-Executive and Non-Independent Chairman)	14 July 2023 / 30 April 2024	- CEL (2) - China Aircraft Leasing Group Holdings Limited (2)	- Everbright Grand China Assets Limited (2)
An Xuesong (Non-Executive and Non-Independent Director)	4 December 2024 / Not applicable	- CEL (2) - China Aircraft Leasing Group Holdings Limited (2)	- China Everbright Environment Group Limited (2)
Ren Chao (Executive Director and Acting CEO)	3 April 2024 / 30 April 2024	Nil	Nil
Jack Chia (Lead Independent Director)	27 July 2018 / 27 April 2023	- mm2 Asia Ltd. - CDW Holding Limited	- CFM Holdings Limited
Vincent Loh (Independent Director)	10 August 2023 / 30 April 2024	Nil	Nil
Chen Guodong (Independent Director)	14 June 2019 / 30 April 2024	Nil	Nil
Ma Jieyu (Independent Director)	28 May 2021 / 27 April 2022	Nil	Nil

Notes:

(1) The principal commitment of each Director is set out in the "Board of Directors" section of this annual report.

(2) Listed on The Stock Exchange of Hong Kong Limited.

As set out in the table above, Ms. Wang Yun, Mr. An Xuesong and Mr. Jack Chia held concurrent directorships in other listed companies as at end of FY2024.

Taking into account the assessment criteria set out above, the NC was satisfied Ms. Wang Yun, Mr. An Xuesong and Mr. Jack Chia had been able to devote sufficient time and attention to the affairs of the Group and diligently and adequately discharge their duties for FY2024.

The information on each Director's academic and professional qualifications and other principal commitments is presented in the "Board of Directors" section of this annual report and their shareholdings in the Company and its related corporations, relationships (if any) is presented in the "Directors' Statement" section of this annual report.

CORPORATE GOVERNANCE **REPORT**

PRINCIPLE 5: BOARD PERFORMANCE

Provisions 5.1 and 5.2 – Assessments of the Board, the Board Committees and individual Directors

The Board had implemented a process for formally assessing its effectiveness as a whole, and that of each of its Board Committee and individual Directors on an annual basis.

The NC reviews the criteria for evaluating the Board's performance and recommends to the Board a set of objective performance criteria focusing on enhancing long-term shareholders' value. Based on the recommendations of the NC, the Board had established processes for evaluating the effectiveness of the Board as a whole, and of each Board Committee separately, as well as the contribution by the Chairman of the Board and each individual Director to the Board.

When performing the appraisal of the Board and each individual Director, the NC and the Board will also take into consideration comparisons with peers in the real estate development industry and appropriate recommendations to further enhance the effectiveness of the Board will be implemented.

For FY2024, the NC had conducted the assessments on the effectiveness of the Board as a whole and assessment of each individual Director where each Director was required to complete his or her self-evaluation based on the (1) understanding of Company's mission, vision and values; (2) corporate governance knowledge; (3) business development efforts; (4) training attendance; (5) meeting of targets set by Board (for Executive Director only) or maintenance of independence for Independent Directors (for Independent Directors only) and/or devotion of sufficient time (for Non-Executive Directors); and (6) the following key performance criteria of the Board:

- Board composition;
- Board information;
- Board process;
- Board accountability; and
- Performance benchmark/Standards of Conduct.

The Chairman of the respective Board Committees were required to complete a questionnaire on the effectiveness of these Board Committees.

The assessments/questions were collated, and the findings analysed and discussed, with a view to implementing certain recommendations to further enhance the effectiveness of the Board and the Board Committees.

The NC was generally satisfied with the results of the evaluation for the performance of the Board and the individual Directors, and the respective Board Committees for FY2024, which indicated areas that could be improved further. No significant problems were identified. The NC had discussed the results with Board members who agreed to work on those areas that could be improved further. The NC would continue to evaluate the process for such review and its effectiveness from time to time.

To improve the Board's performance, the NC encourages all Directors to attend relevant courses, the expense of which will be borne by the Company. These include courses conducted by the SGX-ST and other relevant courses in the PRC and in Singapore. The NC is also supportive of any Directors who wish to attend any diploma or certified courses such as those held by the SID, ISCA, SAC etc.

To-date, no external facilitator has been engaged.

CORPORATE GOVERNANCE **REPORT**

REMUNERATION MATTERS

PRINCIPLE 6: PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

Provisions 6.1 and 6.2 – RC's duties and composition

The terms of reference of the RC provides that the RC shall comprise at least three Non-Executive Directors, the majority of whom including the RC Chairman, shall be Independent Directors. The composition of the RC as at the end of FY2024 is set out below:

Mr. Vincent Loh (Independent Director)	- RC Chairman
Mr. Chen Guodong (Independent Director)	- RC member
Ms. Wang Yun (Non-Executive and Non-Independent Chairman)	- RC member

The principal duties and responsibilities of the RC include:

- taking into account all relevant legal and regulatory requirements, including the principles and provisions of the Code, when determining the Company's remuneration policies. In doing so, it should also consider the Company's risk appetite and ensure that the policies are aligned to long-term goals;
- ensuring that the level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company;
- setting the remuneration policy for Directors (both Executive Directors and Non-Executive Directors) and key management personnel. The Board should recommend proposed Non-Executive Directors fees for shareholders' approval;
- monitoring the level and structure of remuneration for key management personnel relative to the internal and external peers and competitors;
- ensuring that the remuneration of the Non-Executive Directors is appropriate to the level of contribution, taking into account factors such as effort, time spent, and responsibilities;
- reviewing the remuneration of employees related to the Directors, CEO or substantial shareholders, if any, to ensure that their remuneration packages are in line with staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities. Any bonuses, pay increases and/or promotion for these related employees will also be subject to the review and approval of the RC;
- reviewing the ongoing appropriateness and relevance of the Company's remuneration policy (including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards and benefits-in-kind are covered) and other benefit programmes (where appropriate);
- obtaining reliable, up-to-date information on the remuneration practices of other companies and the relevant market benchmarks through the appointment of external consultants. Such information can also be obtained by commissioning or purchasing any appropriate reports, surveys or information. These will be at the expense of the Company, subject to the budgetary constraints imposed by the Board;
- overseeing any major changes in employee benefits or remuneration structures;
- reviewing the design of all long-term and short-term incentive plans for approval by the Board and shareholders;
- ensuring that the contractual terms and any termination payments are fair to the individual and the Company;

- setting performance measures and determine targets for any performance-related pay schemes operated by the Company;

- working and liaising, as necessary, with all other Board Committees on any other matters connected with remuneration matters; and

- undertaking such other functions and duties as may be required by the Board under the Code, statute or Listing Manual (where applicable).

The principal activities of the RC during FY2024 are summarised below:

a. reviewed and recommended the Group's key performance indicators and self-assessment for the financial year under review;

b. reviewed the Group's business stability and evaluation plan for the financial year under review;

c. reviewed the remuneration of the Executive Director and Acting CEO, and key management personnel of the Group and those employees who are substantial shareholders of the Company, or are immediate family members of any Director, the CEO or a substantial shareholder of the Company (if any) for the financial year under review;

d. reviewed and recommended Directors' fees;

e. reviewed and recommended salary adjustment of Executive Director(s), Acting CEO and/or key management personnel; and

f. reviewed and recommended Service Agreement/Contract of Executive Director(s), Acting CEO and/or key management personnel.

Provisions 6.3 and 6.4 – Remuneration framework and engagement of remuneration consultants, if any

The RC's recommendations were made in consultation with the Chairman of the Board and none of the members of the RC or any Director is involved in deliberations in respect of any remuneration, compensation, share-based incentives or any form of benefits to be granted to him/her.

There are no contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. In the event of a misstatement of financial results or of misconduct resulting in financial loss to the Company, the RC may, in its absolute discretion, reclaim incentive components of remuneration from the Executive Director or key management personnel, to the extent that such incentive has not been released or disbursed. The Company should also be able to avail itself to remedies against the Executive Directors or key management personnel in the event of such breach of fiduciary duties.

For FY2024, there were no termination, retirement and post-employment benefits granted to Directors and key management personnel.

The RC, if required, will seek expert advice, both within and outside the Company on remuneration of the Directors. No remuneration consultant was engaged in FY2024.

CORPORATE GOVERNANCE **REPORT**

PRINCIPLE 7: LEVEL AND MIX OF REMUNERATION
PRINCIPLE 8: DISCLOSURE OF REMUNERATION

Provisions 7.1 to 7.3 and provision 8.3 – Level and mix of remuneration

The level and structure of remuneration of the Board and key management personnel is designed to be appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company. The remuneration package is designed to be aligned with the long-term interest and risk policies of the Company, and is sufficiently competitive to attract, retain and motivate the Directors to provide good stewardship of the Company and the key management personnel to successfully manage the Company.

Framework for remuneration of Executive Directors and key management personnel

The remuneration packages of the Executive Directors and other key management personnel (individuals who occupy the position of deputy general manager or its equivalent, or more senior positions) consist of the following components:

(a) Fixed and Variable Wage Components

The fixed component consists of a basic salary and annual wage supplement. To ensure that the remuneration packages of Executive Directors and key management personnel is consistent and comparable with market practice, the RC regularly compares this fixed component with those of companies in similar industries, while continuing to be mindful of the fact that there is a general correlation between increased remuneration and incentives, and improvement in performance.

The variable component comprises a variable bonus based on the Group's and individual's performance, as well as the monthly variable component of the basic salary. To link rewards to performance, the more senior the executive is within the Group, the higher the percentage of the variable component against total remuneration. A comprehensive and structured assessment of the performance of key executives is undertaken each year.

(b) Benefits

Benefits provided are consistent with market practice and include medical benefits and transport allowances. Eligibility to enjoy these benefits will depend on individual salary grade and length of service.

(c) Share Options and Performance Share

The Ying Li Employee Share Option Scheme and Ying Li Performance Share Plan adopted at the EGM held on 28 April 2010 had expired on 28 April 2020.

In determining the remuneration packages of the Executive Directors and key management personnel, a significant and appropriate proportion of the Executive Directors' and key management personnel's remuneration is structured so as to link rewards to corporate and individual performance, and the RC takes into consideration their performance, as well as the financial, commercial and business outlook of the Company.

Remuneration of Non-Executive Directors

The Non-Executive Directors (including Independent Directors) receive fees which are reviewed by the RC to ensure that it is appropriate to the level of contribution, taking into account factors such as effort, responsibilities and time spent by such individuals. Such fees are paid subject to the shareholders' approval being obtained at the Company's AGM. The Independent Directors are not over-compensated to the extent that their independence is compromised. The RC would consider, if necessary, implementing schemes to encourage Non-Executive Directors to hold shares in the Company so as to better align the interests of such Non-Executive Directors with the interests of the shareholders.

In addition to their basic fee, each Director will also receive an allowance, the sum of which is determined by his or her role in the Board and in the various Board Committees for the relevant financial year.

Ms. Wang Yun and Mr. An Xuesong have voluntarily relinquished their respective Director's fees since 14 July 2023 and 4 December 2024 respectively.

CORPORATE GOVERNANCE **REPORT**

Provision 8.1 (a) – Directors' remuneration/fees and remuneration of Acting CEO

The remuneration of the Directors who held office for FY2024 is as follows:

	DIRECTOR'S FEES	SALARY	BONUS	SHARE OPTIONS	SHARE-BASED INCENTIVES	TOTAL	
	%	%	%	%	%	%	S$
Wang Yun [1]	–	–	–	–	–	–	–
An Xuesong [1]	–	–	–	–	–	–	–
Ren Chao	–	100	–	–	–	100	261,519
Jack Chia	100	–	–	–	–	100	105,000
Chen Guodong	100	–	–	–	–	100	58,500
Ma Jieyu	100	–	–	–	–	100	63,000
Vincent Loh	100	–	–	–	–	100	52,000
Zhang Mingao [1][2]	–	–	–	–	–	–	–
Yang Haishan [1][3]	–	–	–	–	–	–	–

Note:

(1) As set out under "Remuneration of Non-Executive Directors" above, Ms. Wang Yun, Mr. An Xuesong, Mr. Zhang Mingao and Dr. Yang Haishan have voluntarily relinquished their respective Director's fees with effect from 14 July 2023, 4 December 2024, 1 April 2021 and 1 January 2022 respectively.

(2) Mr. Zhang Mingao resigned as the Non-Executive and Non-Independent Chairman of the Company with effect from 3 April 2024. Following his resignation, he stepped down as a member of the RC.

(3) Dr. Yang Haishan resigned as a Non-Executive and Non-Independent Director of the Company with effect from 3 April 2024. Following his resignation, he stepped down as a member of the NC.

The remuneration band of the top five key management personnel (in terms of remuneration) for FY2024 is as follows:

	SALARY AND BONUS	SHARE OPTIONS	SHARE-BASED INCENTIVES
	%	%	%
Below S$250,000			
Zhang Hanqiu	100	–	–
Kooi Wei Boon	100	–	–
Qu Minli	100	–	–
Tian Ye	100	–	–
Zeng Rong	100	–	–

Due to the confidentiality and commercial sensitivity attached to remuneration matters, given the highly competitive environment the Group operates in, the Company does not fully disclose the remuneration of the five key management personnel. Instead, the disclosures have been provided in applicable bands of S$250,000 as above, with a breakdown in percentage of the remuneration earned through salary and bonus, share options and share-based incentives. The aggregate remuneration paid to the top five key management personnel (who are not Directors or Acting CEO) for FY2024 is S$801,029.

Despite having varied from provisions 8.1(a) and (b) of the Code, the Board believes that consistent with the intent of principle 8 of the Code, sufficient information has been disclosed for the shareholders' understanding with respect to the Group's remuneration policies, level and mix of remuneration, the criteria and procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

There were no employees who are substantial shareholders or immediate family members of a Director, Acting CEO or a substantial shareholder, and whose remuneration exceeds S$100,000 for FY2024.

ACCOUNTABILITY AND AUDIT

PRINCIPLE 9: RISK MANAGEMENT AND INTERNAL CONTROLS

Provision 9.1 – Maintenance of a sound risk management system and internal controls

The Board is responsible for the governance of risks and sets the tone and direction for the Group in the way risks are managed in the businesses conducted by the Group. The Board has ultimate responsibility for approving the strategy of the Group in a manner which addresses stakeholders' expectations and does not expose the Group to an unacceptable level of risk. The Board approves the key risk management policies and ensures that Management maintains a sound risk management system and sound internal controls to safeguard the interests of the Company and the shareholders, including the Company's assets, and will also determine the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation. The Company has established a risk matrix to document risk impact, risk response and follow-up actions. Risk assessment and control issues are communicated to employees.

To provide better oversight of the Group's risks and assist the Board which functions as a dedicated Board risk management committee, the Board established the RMC to undertake the responsibility of the Group's risk governance. Notwithstanding that the risk governance is undertaken by the RMC, the Board acknowledges that there are certain overlapping responsibilities between the AC and the RMC in maintaining a sound risk management system and sound internal controls, including but not limited to monitoring the Group's internal audit function and Management's efforts in managing financial reporting-related risks. In view thereof, the Board concurrently delegated the responsibility of the Group's risk management systems and internal controls to the AC. Furthermore, the primary reporting line of the internal audit function shall remain with the AC in accordance with provision 10.4 of the Code, and relevant information of such internal audit function and internal audit plans/reports are promptly shared with the RMC.

In particular, the Board, with support from the AC and the RMC, is responsible to ensure that the Company puts in place adequate safeguards to address and mitigate any financial, operating and compliance risks.

The terms of reference of the RMC provides that the RMC shall comprise at least three Directors, the majority of whom shall be Non-Executive Directors and the RMC Chairman shall be Independent Director. The composition of the RMC as at the end of FY2024 is set out below:

Mr. Jack Chia (Lead Independent Director)	- RMC Chairman
Ms. Ma Jieyu (Independent Director)	- RMC member
Mr. An Xuesong (Non-Executive and Non-Independent Director)	- RMC member

The principal duties and responsibilities of the RMC include:

- overseeing and advising Management in the design, implementation and monitoring the internal controls, including financial, operational, compliance and information technology controls, and risk management systems ("**Internal Control and Risk Management Systems**");

- developing and guiding the Board in establishing a process to effectively identify and manage the implications of risk tolerance in internal controls and strategic transactions that is or will be undertaken by the Company;

- overseeing and advising the Board on the current risk exposures, overall risk tolerance and overall risk strategy of the Company;
- reviewing the adequacy and effectiveness of the Company's Internal Control and Risk Management Systems annually, including the overall risk assessment processes to ensure that a robust risk management system is maintained;
- reviewing the risk limits established by the Company periodically and where applicable, report on any material breach of such limits and the adequacy of proposed action(s) to be taken, and if necessary, make recommendations on further action to be taken;
- recommending to the Board the statements to be included in the Company's annual report concerning the adequacy and effectiveness of the Company's Internal Control and Risk Management Systems;
- monitoring and ensuring the independence of the risk management function throughout the Group;
- reviewing and monitoring Management's responsiveness to its findings and proposed mitigating efforts undertaken by Management;
- reviewing all investment proposals from Management before recommending to the Board for approval;
- reporting to the Board its findings from time to time on matters arising and requiring the attention of the RMC; and
- undertaking such other functions and duties as may be required by the Board under the Code, statute or Listing Manual (where applicable).

The principal activities of the RMC during FY2024 are summarised below:

a. discussed the various risk categories relevant to the Group;

b. received and reviewed the internal audit plan;

c. received the risk management reports from the Head of Compliance, Risk Control and Legal Department; and

d. reviewed and assessed the adequacy and effectiveness of the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems for the financial year ended 31 December 2023 ("**FY2023**").

The Board, with the support from the AC and the RMC, undertakes periodic reviews and a formal annual assessment on the adequacy and effectiveness of the Group's Internal Control and Risk Management Systems. The assessment for FY2024 considered issues dealt with in reports reviewed by the Board during such financial year, together with any additional information necessary to ensure that the Board has taken into account all significant aspects of risks and internal controls for the Group for FY2024.

The AC and the RMC continuously assess these risks and formally undertake a review of such risks with Management and the internal auditors annually. The AC and the RMC use a methodology to identify, judge and assess risks similar to that used by enterprise risk management systems. Once all identified risks are classified, the internal auditor is charged with assessing the adequacy and effectiveness of such controls: (i) annually for high risk sectors or risks with significant potential negative impacts; (ii) once every two years for medium risks sectors; and (iii) once every three years for low risk sectors.

The internal auditor is required to apply and has confirmed that the standards applied meet the equivalent of the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors. In addition, the AC and the RMC have put in place certain additional controls with respect to cash management and monitoring and feedback mechanisms, and the AC Chairman (who is also the RMC Chairman) meets with the audit partner of the internal auditor privately at least twice a year.

Provision 9.1 – Risks relating to Sanctions Law

The Board confirms that as at the date of this annual report, the Group is not at risk of becoming subject to, or violating, any sanctions-related law or regulation. The RMC, the AC and the Board will assess the need to obtain independent legal advice or appoint a compliance adviser in relation to the sanctions-related risks applicable to the Group and continuous monitoring the validity of the information to shareholders and the SGX-ST, if required.

Provision 9.2 – Written assurance regarding (i) financial records and financial statements; and (ii) adequacy and effectiveness of the Group's Internal Control and Risk Management Systems

The Board has received the written assurance from Mr. Ren Chao, an Executive Director and Acting CEO and Mr. Kooi Wei Boon, the Group CFO, that as at 31 December 2024:-

(a) nothing has come to their attention which would render the financial statements of the Group to be false or misleading in any material aspects;

(b) the financial records of the Group have been properly maintained and the financial statements of the Group give a true and fair view of the Group's operations and finances;

(c) the Group's Internal Control and Risk Management Systems in place are adequate and effective in addressing its material risks in the Group's current business environment; and

(d) there are no known significant deficiencies or lapses in the Group's Internal Control and Risk Management Systems which could adversely affect its ability to record, process, summarise or report financial data, or any fraud that involves Management or other employees who have a significant role in the Group's Internal Control and Risk Management Systems.

The Board has also received written assurance from other key management personnel having authority and responsibility for planning, directing and controlling the activities of the Group that:

(a) the Group's Internal Control and Risk Management Systems in place are adequate and effective in addressing its material risks in the Group's current business environment; and

(b) there are no known significant deficiencies or lapses in the Group's Internal Control and Risk Management Systems which could adversely affect its ability to record, process, summarise or report financial data, or any fraud that involves Management or other employees who have a significant role in the Group's Internal Control and Risk Management Systems.

In addition, the Board had received the written assurance from the Acting Head of Human Resource that as at 31 December 2024:-

(a) nothing has come to her attention which would render the financial statements, in particular the employee compensation, to be false or misleading in any material aspects;

(b) the payroll records of the Group have been properly maintained and the employee compensation is accurately disclosed in the financial statements; and

(c) the Group's Payroll Management System in place is adequate and effective and there are no known significant deficiencies or lapses in the Group's Payroll Management System which could adversely affect its ability to record process, summarise or report payroll data, or any fraud that other employees of the Human Resource Department who have a significant role in the Group's Payroll Management System.

In presenting the annual financial statements and half yearly financial results announcement to shareholders, it is the aim of the Board to provide the shareholders with a balanced and understandable assessment of the Group's financial performance, position and prospects, with detailed analysis and explanations.

For the financial year under review, Acting CEO and Group CFO have provided assurance to the AC that to the best of their knowledge and belief, nothing has come to the attention of Management which may render the half yearly results of the Group to be false or misleading in any material aspect. In addition, in line with the requirements of the SGX-ST, negative assurance statement was issued by the Board to accompany the Group's half yearly financial results announcement, confirming to the best of the Board's knowledge that nothing had come to the Board's attention which could render the Company's financial results announcement to be false and misleading in any material aspect. The Company is not required to issue negative assurance statements for its full year results announcement.

Analysis on the performance of the Group was provided on the results and performance to the Board to ensure they effectively discharge their duties. Management will also update the Board on the Group's operations during Board meetings. As and when there are other developments in between meetings, the Board will also be provided and supplemented with the relevant information with respect thereto, whether by email circulation or informal teleconference.

The Company has also procured undertakings from all its Directors and Executive Officers in compliance with Rule 720(1) of the Listing Manual.

Rule 1207(10) of the Listing Manual

Based on the internal controls including financial, operational and compliance and information technology controls, established and maintained by the Group, work performed by the internal and external auditors, and reviews undertaken by Management, the Board is of the opinion, with the concurrence of the AC and the RMC, that the Group's internal controls addressing material financial, operational, compliance and information technology risks, and risk management systems are adequate and effective as at 31 December 2024 to meet the needs of the Group, taking into account the nature and scope of its operations.

The Board notes that the Internal Control and Risk Management Systems currently in place provide reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen. Furthermore, the Board also acknowledges that no system of internal controls and risk management can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgement in decision-making, human errors, losses, fraud or other irregularities.

PRINCIPLE 10: AUDIT COMMITTEE

The Board has an AC which discharges its duties objectively.

Provisions 10.1 to 10.3 and 10.5 – Duties and composition of the AC

The terms of reference of the AC provides that the AC shall comprise at least three Non-Executive Directors, the majority of whom including the AC Chairman, shall be Independent Directors. The composition of the AC as at the end of FY2024 is set out below:

Mr. Jack Chia (Lead Independent Director)	- AC Chairman
Ms. Ma Jieyu (Independent Director)	- AC member
Ms. Wang Yun (Non-Executive and Non-Independent Chairman)	- AC member

Mr. Jack Chia is a professional Director, specialising in corporate governance and has about 20 years of related financial management experience in both the private and public sectors. Ms. Ma Jieyu has accumulated several years of professional experience and knowledge working in various financial institutions. Ms. Wang Yun has over 20 years of experience in audit, investment, accounting and finance and is a non-practicing member of the Chinese Institute of Certified Public Accountants and holds the qualification of Senior Accountant in China. The members of the AC, collectively, have recent and relevant expertise or experience in accounting or related financial management and are qualified to discharge the AC's responsibilities. None of the members of the AC nor the AC Chairman is a former partner or director of the Company's existing auditing firm or auditing corporation within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation, and in any case, for as long as they have any financial interest in the Company's existing auditing firm or auditing corporation.

The principal duties and responsibilities of the AC include:

- reviewing at least annually the audit plans and the scope of audit examination to be conducted by the internal auditors and external auditors for the purpose of evaluating the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls, and risk management systems;

- reviewing the internal auditors' evaluation of internal accounting controls system and appraising changes or new internal controls implemented by the Company;

- appraising and reporting to the Board on the audit works undertaken by the internal auditors and external auditors, and reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function; • reviewing the assistance given by Management to the internal auditors and the external auditors to ensure that there is no restriction hindering the work of the internal auditors and the external auditors;

- reviewing the cost effectiveness of the audit, the independence and objectivity of the external auditors, and the nature and extent of non-audit services provided by them;

- making recommendations to the Board on (i) the proposals to the shareholders on the appointment and removal of the external auditors; and (ii) the remuneration and terms of engagement of the external auditors;

- reviewing with the Board, Management and the auditors the possible risks or exposures that may exist and discussing the necessary steps to take in order to minimise such risk to the Company;

- reviewing the significant financial reporting issues and judgments so as to ensure the integrity of the financial statements of the Company, and of announcements relating to the Company's financial performance and recommending changes, if any, to the Board;

- reviewing the assurance from the Group CEO and the Group CFO on the financial records and financial statements;

- reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on;

- overseeing the establishment and operation of the whistle blowing process in the Company;

- reviewing IPTs (if any) falling within the scope of Chapter 9 of the Listing Manual to evaluate whether these transactions are entered into on an arm's length basis and are not prejudicial to the interests of the Company and its minority shareholders; and

- undertaking such other functions and duties as may be required by the Board under the Code, statute or Listing Manual (where applicable).

Besides assisting the Board in discharging its responsibilities in safeguarding the shareholders' investment and the Company's assets, the AC together with the RMC have been constantly reviewing the development and maintenance of an adequate and effective system of internal controls, with an overall objective of ensuring that Management creates and maintains an effective control environment in the Company.

The external auditors and/or the Group CFO will update the AC on the changes to accounting standards and issues which have a direct impact on the financial statements of the Company and/or the Group from time to time. In addition, the AC is entitled to seek clarification from Management, the external auditors and/or the internal auditors or independent professional advice, or attend relevant seminars, informative talks at the Company's expense from time to time to apprise themselves of accounting standards/financial updates.

The AC has explicit authority to investigate any matter within its terms of reference, full access to and co-operation by Management, full discretion to invite any Executive Director or officer to attend its meetings, and reasonable resources to enable it to discharge its functions properly.

During FY2024, the AC has met at least once with the internal auditors and CLA Global TS Public Accounting Corporation ("**CLA Global TS**" or "**External Auditors**") separately, without the presence of Management to review any matter that might be raised.

The aggregate amount of fees paid to the External Auditors for FY2024 is S$310,000 and there were no fees paid for non-audit services. Pursuant to their annual review of the independence of CLA Global TS, the AC is also satisfied with the External Auditors' independence for FY2024.

Having considered the Audit Quality Indicators Disclosure Framework published by the ACRA, the AC has recommended to the Board the re-appointment of CLA Global TS as the Company's External Auditors for the ensuing year at the forthcoming AGM. The current audit engagement director assigned to the audit, Ms. Meriana Ang Mei Ling, has been subject to the Practice Monitoring Programme review by the ACRA and has passed the latest review.

The Board and the AC, having reviewed the adequacy of the resources and experience of CLA Global TS, the audit engagement directors assigned to the audit, CLA Global TS's other audit engagements, the size and complexity of the Group, and the number and experience of supervisory and professional staff assigned to the audit, were satisfied that the Group had complied with Rules 712, 715 and 716 of the Listing Manual. CLA Global TS and the audit engagement director have experience auditing SGX-listed companies.

Pursuant to Rule 716 of the Listing Manual, the AC and Board confirmed that they are satisfied that the appointment of different auditors for certain of its subsidiaries as disclosed under Note 18 of the notes to financial statements would not compromise the standard and effectiveness of the audit of the Group.

The principal activities of the AC during FY2024 are summarised below:

a. reviewed the quarterly/half yearly and full year unaudited financial results highlights and their respective announcements (as applicable) relating to the Group's financial performance and recommended to the Board for approval of these announcements;

b. reviewed the Company's sustainability report for the financial period under review;

c. reviewed the audit plan and audit report of the internal auditors and External Auditors and assessed the adequacy of the Internal Control and Risk Management Systems as well as the level of the co-operation given by Management to the internal auditors and External Auditors;

d. reviewed the breakdown of audit and non-audit services provided by the External Auditors for the financial period under review to determine if the provision of such non-audit services would affect the independence of the External Auditors and to obtain confirmation of independence from the External Auditors;

e. recommended to the Board for re-appointment of CLA Global TS as the External Auditors for the ensuing year;

f. reviewed whether the internal audit function is independent, effective and adequately resourced;

g. considered the adequacy and effectiveness of the Group's Internal Control and Risk Management Systems for the financial period under review. Where any material weaknesses are identified, reviewed the steps taken to address them;

h. reviewed whistle blowing reports, if any;

i. reviewed the Group's IPTs to ensure that the transactions were carried out on normal commercial terms and not prejudicial to the interests of the Company and its minority shareholders;

j. reviewed the entry into loan agreements with China Everbright Finance Limited and Everbright (Jiangsu) Investment Limited by the Group as IPTs and recommended to the Board for approval;

k. reviewed the Circular dated 15 April 2024 and recommended the same to the Board for approval for the purposes of providing shareholders with information relating to the IPTs and seeking shareholders' approval in respect to the same at the EGM held on 30 April 2024; and

l. reviewed the updated Terms of Reference of the AC and recommended the same to the Board for approval.

Whistle blowing (Rule 1207(18A) and (18B) of the Listing Manual)

The Group is committed to a high standard of ethical conduct and adopts a zero-tolerance approach to fraud. The Board, with the concurrence of the AC, has adopted a new whistle blowing policy and procedures which sets out the procedures for a whistle blower to make a report to the Company on misconduct or wrongdoing relating to the Company and its officers.

To ensure that the identity of any whistle blower is kept confidential, the Group will treat all information received with utmost confidentiality. Anonymous disclosures will be accepted and anonymity honoured. The Group is committed to ensure protection of the whistle blower against detrimental or unfair treatment. A key aim of the Company's whistle blowing policy as stated therein is to reassure employees that if they raise any concerns in good faith, they will be protected from possible retaliation.

Employees of the Group and any other persons may, in confidence, raise concerns about possible corporate improprieties in matters of financial reporting or other matters such as suspected fraud, corruption, dishonest practices etc to the AC. All reports, including anonymous reports, reports that are lacking in detail and verbal reports, will be thoroughly investigated by the Group CEO (which is undertaken by Mr. Ren Chao, an Executive Director of the Company and Acting CEO of the Group in FY2024) as authorised by the AC in accordance with whistle blowing policy. The Group CEO will decide whether there is a prima facie to answer. If there is prima facie evidence, the matter will be brought to the attention of the AC Chairman. The AC may also delegate the responsibility of the day-to-day whistle blowing matters in the PRC to the relevant personnel of the Group.

Depending on the nature of the matter raised and to ensure independence in the investigation of whistle blowing reports, assessment, investigation and evaluation of complaints are conducted internally by or, at the direction of the AC if it deems appropriate, investigation may also be referred to the External Auditors or subject of independent enquiry at the Group's expense. Following the investigation and evaluation of a complaint, the AC will then decide on recommended disciplinary or remedial actions, if any. Appropriate actions that are determined by the AC shall then be brought to the Board or to the appropriate senior management of the Group for authorisation or implementation respectively. For instance, an independent function, such as the internal auditors and/or External Auditors may conduct the investigation in case of a financial irregularity. In addition, when decided if there is a case to answer and what procedures to follow, the reporting committee may set up a special internal independent investigation or refer the matter to an external authority such as the police, for further investigation. The decision may be that civil and/or criminal proceedings be taken, in addition to appropriate disciplinary actions.

The AC is responsible for the oversight and monitoring of whistle blowing. All whistle blowing matters, if any, are reviewed periodically by the AC. Matters requiring immediate or urgent attention are reported immediately to the AC Chairman.

In the event that the report is about a Director, that Director will not be involved in the review and any decision making with respect to that report. The policy aims to encourage reporting of such matters in good faith, with the confidence that any employees and any other persons making such reports will be treated fairly and be protected from reprisals. Details of the whistle blowing policy, including the existence of the whistle blowing policy and procedures for raising such concerns, have been made available to all employees.

Provision 10.4 – Internal Audit (Rule 1207(10C) of the Listing Manual)

The Company recognises the importance of establishing an internal audit function that is independent of the activities it audits. The Group has in place an internal audit function outsourced to Chongqing Kanghua Certified Public Accountants ("**CPAs**") LLP ("**Kanghua**"), the largest local CPAs firm in Chongqing and with extensive experience in undertaking audit engagements in similar industries and size of operations, which reports directly to the AC. Kanghua is guided by the standards set nationally or internationally recognised professional bodies. The internal audit engagement team of Kanghua assigned to the Company consists of five (5) professionals with technical expertise in accounting, auditing and internal control, which include Chinese CPAs and Senior Professional Accountants. There were no relationships or conflicts of interest of any member of the internal audit engagement team that could impair his/her objectivity and independence in performing the internal audit functions of the Company.

To improve the effectiveness of the Group's internal audit function and ensure its internal audit function is adequately resourced and staffed with person(s) with relevant qualification and experience, the Company has also employed an internal audit staff who has at least 15 years of experience in internal audit to oversee the Group's internal audit function, including coordinating with Kanghua on the internal audit requirements of the Group. Such full-time employee reports directly to Acting CEO of the Group.

In consideration of the foregoing, the AC is of the view that the internal audit function is independent, effective and adequately resourced.

The hiring, removal, evaluation and compensation of the internal auditors or corporation to which internal audit function is outsourced was approved by the AC. The internal auditors have unfettered access to all the Company's documents, records, properties and personnel, including access to the AC.

The role of the internal auditors is to support the AC in ensuring that the Group maintains a sound risk management system and sound internal controls by monitoring and assessing the adequacy and effectiveness of key controls and procedures, conducting in-depth audits of high risk areas and undertaking investigations as directed by the AC.

The AC will review the findings of the internal auditors and will ensure that the Group follows up on the internal auditors' recommendations. The AC will review the adequacy of the internal audit function annually to ensure that the internal audit function is adequately resourced and able to perform its function effectively and objectively.

For FY2024, the AC is satisfied that the internal audit function is independent, effective and adequately resourced.

SHAREHOLDER RIGHTS AND ENGAGEMENT

PRINCIPLE 11: SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

The Company ensures that all shareholders are treated fairly and equitably in order to enable them to exercise their shareholders' rights and have the opportunity to communicate their views on matters affecting the Company. The Company gives shareholders a balanced and understandable assessment of its performance position and prospects.

Provisions 11.1 to 11.5 – Participation and voting at general meetings of the shareholders

The Group believes in encouraging shareholder participation at general meetings. All registered shareholders are invited to participate and given the right to vote on resolutions at general meetings. Shareholders will be informed of rules, including voting procedures that govern general meetings of shareholders. Every matter requiring the shareholders' approval will be proposed as a separate resolution. Each item of special business included in the meeting notice will be accompanied by, where appropriate, an explanation for the proposed resolution. The Company tables separate resolutions at general meetings on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the Company will explain the reasons and material implications.

All resolutions are usually put to vote by electronic poll at the Company's general meetings and the detailed results showing the number of votes cast for and against each resolution and the respective percentages will be made available through SGXNET. The Company has employed electronic polling at its general meetings since September 2014.

Independent scrutineers are appointed to conduct the voting process. The independent scrutineer briefs the shareholders on the e-polling voting process and verify and tabulate votes after each resolution. The name of the independent scrutineer will be announced via SGXNET immediately after each general meeting.

The Company's Constitution does not permit voting in absentia by mail, facsimile or e-mail as such voting methods would need to be cautiously evaluated to ensure that the authenticity of the vote and the shareholder's identity is not compromised.

Proxy forms will be sent with the notice of general meeting to all shareholders. If any shareholder is unable to attend the general meeting in person, he/she/it is allowed to appoint up to two proxies to vote on his/her/its behalf. The Company also allows CPF investors to attend general meetings as observers.

All shareholders may access the annual report of the Company and notice of AGM on the Company's corporate website or SGXNET within the mandatory period and will be informed of the rules, including voting procedures, which govern general meetings of the shareholders.

The Company has put in place arrangements to allow authenticated shareholders and proxy(ies) to ask questions in person at the general meetings. The Chairman of the Board and the respective Chairman of the AC, the NC, the RC and the RMC are required to be present and available at the AGM to address the shareholders' queries. The Directors' attendance at the general meetings of the Company held in 2024 is disclosed under provision 1.5 above. Appropriate senior management personnel are also present at the meeting to address operational questions from the shareholders. The External Auditors are also present to address the shareholders' queries about the conduct of audit and the preparation and content of the auditors' report. Arrangements have also been put in place to permit shareholders to submit their questions ahead of the AGM.

The Company will also prepare minutes of general meetings that include substantial comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and Management, and will make such minutes available to shareholders by posting the minutes on the SGXNET within one month after the general meeting.

Provision 11.6 – Dividend Policy

The Group does not have a fixed dividend policy at present. The Board has via the Company's full-year results announcement released on 28 February 2025 informed that it has not recommended any dividend. No dividend was declared for FY2024 as the Group needs to preserve funds for operating expenses. The Group will continue to monitor its cash flow situation and will consider rewarding the shareholders when the conditions are met.

PRINCIPLE 12: ENGAGEMENT WITH THE SHAREHOLDERS

The Company is mindful of its obligations to provide material information in a fair and organised manner and on a timely basis to the shareholders. The Company strives to ensure regular, effective and fair communication with the shareholders, and be as descriptive, detailed and forthcoming as possible in disclosing the information and to inform the shareholders of changes in the Company or its business which would likely to materially affect the price or value of the Company's shares.

The Company does not practise selective disclosure of material information. Press releases in relation to material developments, half-yearly and full year results announcements and presentation slides are always released through the SGXNET on a timely basis for dissemination to the shareholders and the public in accordance with the requirements of the SGX-ST. All materials on the half-yearly and full year financial results, as well as the latest annual report of the Company, are available on the Company's website at http://www.yingligj.com/. The website also contains various other investor-related information about the Company which serves as an important resource for investors and the shareholders.

The Company values dialogue sessions with the shareholders. During general meetings of the Company, the Board devotes time and attention to address questions from and concerns raised by the shareholders and the Directors are generally present for the entire duration of the meetings. The Company and/or the Chairman of the general meetings will also endeavour to facilitate the participation of the shareholders during the general meetings and other dialogues to allow the shareholders to communicate their views on various matters affecting the Company. In addition, members of the Board and key management personnel make themselves available to interact with the shareholders both before and after general meetings. The Group believes in regular, effective and fair communication with the shareholders and is committed to hearing the shareholders' views and addressing their concerns.

The Company has engaged the services of an external investor relations firm. Other than communicating with members of the Board and key management personnel at general meetings, the shareholders may contact the Group CFO through ir@yingligj.com on any investor relations matters. The Company strives to respond within two to three working days upon receipt of these emails.

CORPORATE GOVERNANCE **REPORT**

MANAGING STAKEHOLDERS RELATIONSHIPS

PRINCIPLE 13: ENGAGEMENT WITH STAKEHOLDERS

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the Company are served.

Provisions 13.1 and 13.2 – Identification and engagement with material stakeholder groups, including managing relationships with such groups

The Group believes that forging good relationships with its stakeholders is crucial for the sustainable growth of its business and identified its key stakeholders which include builders and suppliers, customers, employees, regulatory authorities (Governments, SGX-ST, Ministry of Manpower, Inland Revenue Authority of Singapore), the shareholders and investors.

The Company recognises the need to continuously develop its responsible business approach in order to address growing stakeholder expectations around its impact on the economy, environment and society. As such, the Company engages both internal and external stakeholders on a regular basis with the goal of strengthening its sustainability approach and performance.

Provision 13.3 – Corporate website

The Company maintains a current corporate website to communicate and engage with stakeholders.

All materials on the Company's financial results, as well as the latest annual report of the Company, are available on the Company's website at http://www.yingligj.com/. The website also contains various other investor-related information about the Company which serves as an important resource for the shareholders and all other stakeholders.

DEALINGS IN SECURITIES

In line with Rule 1207(19) of the Listing Manual, the Company has adopted a compliance code to issue a notification to all Directors, key executives of the Group and their officers that they and the Company are not allowed to deal in the Company's securities during the "black-out" period, being one month before the announcement of the Company's half-year and full-year financial statements, or if they are in possession of unpublished price-sensitive information of the Group. In addition, Directors, key executives and officers are expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period. They are also discouraged from dealing in the Company's securities on short-term considerations.

The Board confirms that for FY2024, the Company has complied with Rule 1207(19) of the Listing Manual.

INTERESTED PERSON TRANSACTIONS

All IPTs to be entered into by the Company will be reviewed by the AC to ensure that the terms are fair and reasonable prior to recommending them to the Board for approval.

When a potential conflict of interest arises, the Director concerned will not participate in the discussion and will refrain from exercising any influence over other members of the Board.

As a listed company on the SGX-ST, the Company is required to comply with Chapter 9 of the Listing Manual on IPTs. To ensure compliance with Chapter 9 of the Listing Manual, the following practices have been implemented:

- The AC meets periodically to review if the Company will be entering into any IPTs. If the Company intends to do so, the AC will ensure that the Company complies with the requisite rules under Chapter 9 of the Listing Manual; and
- The AC will then recommend the approval of the IPTs, if any, to the Board for review and approval. The Board will review and ensure that the Company complies with the requisite rules under Chapter 9 of the Listing Manual before such approval.

CORPORATE GOVERNANCE **REPORT**

The Board, with the concurrence of the AC, has adopted an interested person transaction policy on 26 February 2021, with the intention to regulate its IPTs and mitigate control related risk to protect the overall interests of the Group and the shareholders and prevent the Directors, Management and controlling shareholders from violating the relevant laws, rules and regulations relating to IPTs in Singapore.

Based on Rule 907 of the Listing Manual, the IPTs for FY2024 were as follows:

NAME OF INTERESTED PERSON	NATURE OF RELATIONSHIP	AGGREGATE VALUE OF ALL IPTs DURING THE FINANCIAL YEAR UNDER REVIEW (EXCLUDING TRANSACTIONS LESS THAN S$100,000) RMB'000	AGGREGATE VALUE OF ALL IPTs CONDUCTED UNDER SHAREHOLDERS' MANDATE PURSUANT TO RULE 920 OF THE LISTING MANUAL (EXCLUDING TRANSACTIONS LESS THAN S$100,000) RMB'000
EBA (Shanghai) Commercial Management Co., Ltd. ("ESCM") (1) Management fees and related costs charged by an associate of controlling shareholder	Associate of controlling shareholder	18,898 (4)	–
China Everbright Finance Limited (2) Loan interest charged by an associate of controlling shareholder	Associate of controlling shareholder	65,745	–
Sub-total		**84,643**	**–**
China Everbright Finance Limited (2) Loan interest charged by an associate of controlling shareholder	Associate of controlling shareholder	77,916 (5)	–
Everbright (Jiangsu) Investment Limited (2) Loan interest charged by an associate of controlling shareholder	Associate of controlling shareholder	14,400 (5)	–
Everbright Hero Holdings Limited (3) Distribution on perpetual convertible securities payable to an associate of controlling shareholder	Associate of controlling shareholder	36,183 (6)	–
Total		**213,142**	**–**

Notes:

(1) A company in which CEL has an interest of 30% or more.

(2) A 100% directly owned subsidiary of CEL.

(3) A 100% indirectly owned subsidiary of CEL.

(4) This figure comprises of: (i) the actual fees paid[(a)] to ESCM for FY2024 under the services agreements, interested persons transactions entered into with ESCM in FY2024, which was previously disclosed in the announcement to the shareholders dated 31 December 2024 (the "**Services Agreements**"); and (ii) the estimated fees[(b)] payable to ESCM for the financial year ending 31 December 2025 ("**FY2025**") under the same Services Agreements which were automatically extended to cover an additional period from 1 January 2025 to 31 December 2025 as the performance milestones for FY2024 under the Services Agreements were achieved.

(5) The loans were approved by the shareholders at the EGM held on 30 April 2024.

(6) The perpetual subordinated convertible callable securities ("**PCS**") were approved by the shareholders at the EGM held on 2 September 2014. The terms of the PCS were subsequently varied by certain amendments and waivers approved by the shareholders at the EGM held on 29 December 2022.

(a) In the announcement to the shareholders dated 31 December 2024, the estimated fees payable to ESCM for FY2024 were disclosed as opposed to the actual fees paid to ESCM for FY2024.

(b) The estimated fees for FY2025 were calculated based on a proportion of the forecasted net operating income of the premises managed by ESCM along with other contractually agreed fees for the relevant period.

The total value of the transactions entered into with the interested persons of the Company for FY2024 (excluding the interest payable on the loans from interested persons approved by the shareholders at the EGM held on 30 April 2024, the distribution on PCS which was approved by the shareholders at the EGM held on 2 September 2014, which terms were subsequently varied by certain amendments and waivers approved by the shareholders at the EGM held on 29 December 2022, and transactions which are less than S$100,000) was RMB84.64 million, which represents 4.3% of the Group's latest audited net tangible assets for FY2023 being RMB1,969,222,000.

The Group has not obtained a general mandate from the shareholders for IPTs.

MATERIAL CONTRACTS

Pursuant to Rule 1207(8) of the Listing Manual, save as disclosed above, the Company confirms that there were no material contracts entered into between the Company and its subsidiaries involving Acting CEO of the Group, any of the Directors or controlling shareholders of the Company, either still subsisting at the end of FY2024, or was entered into since the end of the previous financial year.

SUSTAINABILITY **REPORT**

ABOUT THIS REPORT

Board Statement

The Board of Directors ("**Board**") recognises and values the importance of the sustainable performance of Ying Li International Real Estate Limited ("**Ying Li**" or the "**Company**" and together with its subsidiaries, the "**Group**") and oversight of all environmental, social and governance ("**ESG**") matters, including without limitation to this Ying Li Sustainability Report 2024 ("**SR**" or the "**Report**"), various ESG policies, stakeholder engagement and climate change. In order to ensure the material impacts of Ying Li are covered, the Board has the responsibility to regularly review, monitor and evaluate material ESG issues.

Reporting Scope

Ying Li publishes sustainability reports on an annual basis and they are included in Ying Li's Annual Reports ("**AR**").

The Report summarises Ying Li's sustainability performance from 1 January 2024 to 31 December 2024 (the "**Reporting Period**"). To ensure the completeness and comparability of the Report, it also includes events that occurred prior to the Reporting Period. The Report encompasses the operations and activities in Singapore headquarters and Chongqing offices, as well as investment properties and sales properties[1]. In 2024, the Group expanded its reporting scope to include performance data from IMIX Park JFB and IMIX Park Daping. This expansion is part of Ying Li's ongoing process to review and broaden its data collection scope across investment properties. The inclusion of additional portions of properties aims to provide a more holistic view of the Group's emissions and overall environmental impact, intending to support the Group's decision-making processes and inform strategies related to environmental performance. For reporting consistency and comparison, the data from IMIX Park JFB and IMIX Park Daping will be included in future reports.

Reporting Standards and Principles

This Report has been prepared in accordance with the Global Reporting Initiative ("**GRI**") Standards, the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (Rules 711A, 711B and Practice Note 7.6 Sustainability Reporting Guide), and Rule 13.91 and Appendix C2 Environmental, Social and Governance Reporting Guide of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("**SEHK**")[2].

The GRI is widely recognised as a global standard for sustainability reporting. During the preparation for this SR, we applied the GRI's principles for defining the content and quality of the Report by considering the Group's activities, impacts, key expectations and interests of its stakeholders.

The seven principles listed below have been followed in this Report:

Stakeholder Inclusiveness	We consider the interests of a wide range of stakeholders, mainly shareholders, investors, employees, customers, contractors and suppliers, and regulatory authorities.
Materiality	Through a materiality assessment, we identify the environmental, social and governance-related topics that are most important to us and our stakeholders, and these are reliably reflected in this SR.
Sustainability Context	Apart from material environmental, social and governance-related factors, we also consider potential contribution to fight climate change.
Completeness	We incorporated material topics, topic boundaries, significant impacts and stakeholder feedbacks into this SR while adhering to the six other reporting principles to enhance its completeness.
Quantitative	We are committed to quantifying the data accurately with clarification as far as practicable.
Balance	We present the positive and negative aspects of our business in a transparent manner.
Consistency	We adhere to the same reporting approach as the previous year to ensure clarity and comparability for our readers.

1 Including portions of Ying Li International Financial Centre (IFC)/Ying Li IMIX Park Jiefangbei (IMIX Park JFB), Ying Li International Plaza/Ying Li IMIX Park Daping (IMIX Park Daping), Ying Li International Hardware and Electrical Centre (IEC), San Ya Wan Phase 2 (Lion City Garden). For the avoidance of doubt, all ESG data related to the activities of tenants and sold properties' occupants are not included in the Report.

2 As Ying Li is a subsidiary company of China Everbright Limited (CEL, 0165.HK). this Report also follows SEHK's rules in providing supplementary ESG information to support CEL's ESG disclosure obligations.

SUSTAINABILITY **REPORT**

Accessibility and Feedback

We warmly welcome your feedback on the Report and our sustainability-related approaches. Please share them with us through email to ir@yingligj.com.

Our AR and SR are accessible through our corporate website: https://www.yingligj.com/ar.

Sustainability Highlights

OUR ENVIRONMENT



352 tonnes
Carbon emissions saved in IMIX Park energy transformation project

Organised a series of
"Zero Waste Business District"
activity to raise environmental awareness among our tenants

22%
Of our properties obtained Leadership in Energy and Environmental Design ("LEED") certification

OUR PEOPLE



55:45
female-to-male ratio is achieved to maintain gender balance

2,503
Total training hours provided to employees

Performed
Safety Inspections
to identify potential hazards to enhance safety production

0
non-compliance case related to labour practices, human rights, and workplace health and safety

OUR CUSTOMERS



100%
Customer satisfaction rate

Launched the
IFC Shared Space
to meet the evolving customer needs and create new experience

Won the
"2024 TOP TEN OPERATION MANAGEMENT LANDMARK BUILDING"

OUR COMMUNITY



Raised **>RMB20,000**
in the "Delivering Warmth and Hope" projects to provide daily and educational necessities to children in need

Initiated the
TAG charity projects
to connect social efforts in launching community projects

Continued to
boost rural revitalisation
by industry support, talent training and consumer assistance

SUSTAINABILITY **REPORT**

OUR SUSTAINABLE GOVERNANCE

A robust governance structure lays the foundation for the long-term business success and development of the Group. The Board oversees the Group's strategic direction and business operations. Under its leadership, the Group operates in strict compliance with all relevant laws, regulations and established codes and standards.

Governance Structure

The Board of Ying Li remains the highest governance body of the Group, ensuring operations adhere to the highest ethical standards. Responsible for defining the Group's strategic targets, the Board is committed to safeguarding shareholder value while integrating sustainability considerations into strategic planning. To assist the Board in executing its responsibilities, four dedicated Committees, namely Remuneration Committee, Audit Committee, Nominating Committee and Risk Management Committee, have been established. For further details on the Group's corporate governance practices, please refer to the "Corporate Governance Report" in the 2024 Annual Report.

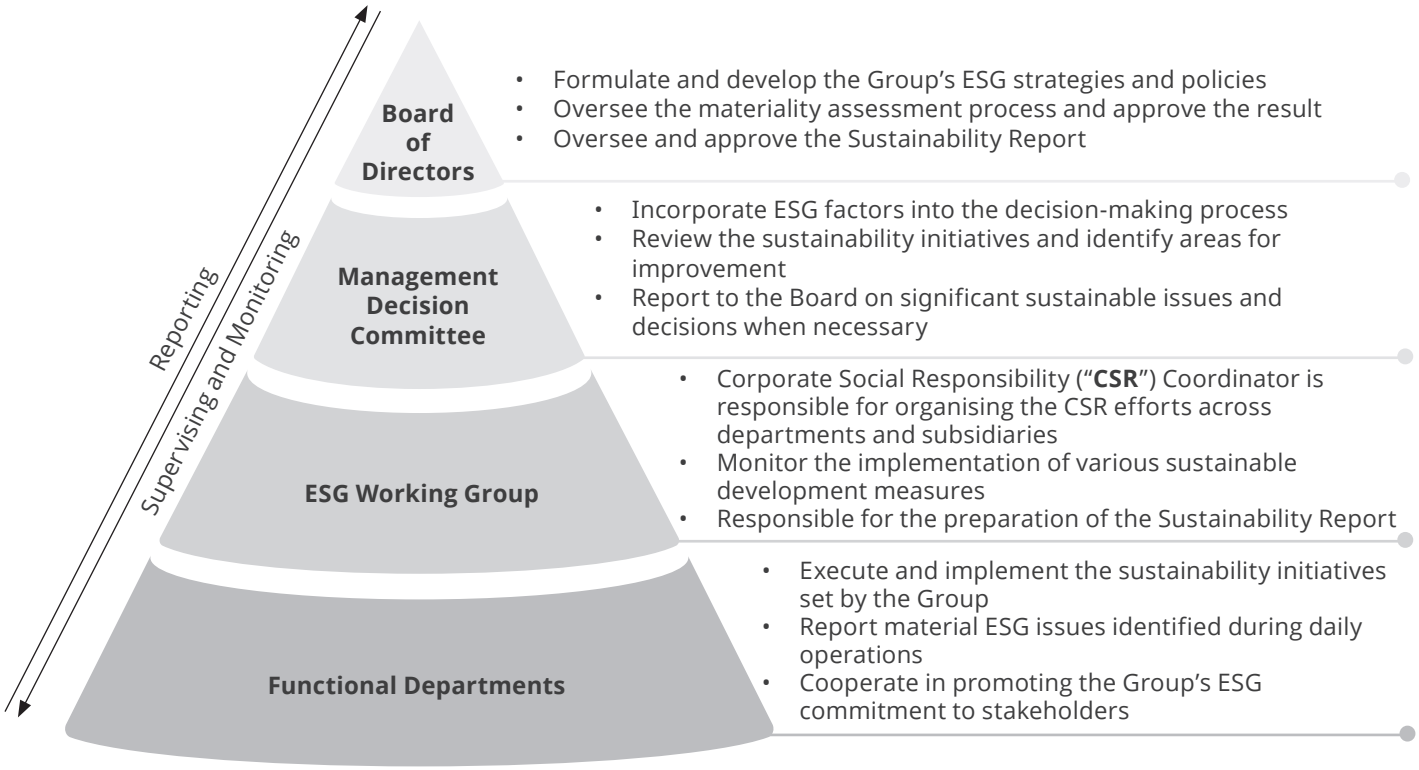
Sustainability Governance Structure

The Group's commitment to sustainability commences from the top, where a robust sustainability governance framework is established, outlining clear accountabilities, roles and responsibilities to foster effective communication and implementation of sustainability strategies across departments. Guided by the Board, the Management Decision Committee (管理决策委员会) and the ESG Working Group play pivotal roles in advancing Ying Li's sustainability initiatives and commitments.

As the highest governance body of the Group, the Board is responsible for leading and supervising the Group's sustainability strategies to ensure they align with the best interests of the Company and its stakeholders. To facilitate informed decision-making, the Board had participated in trainings focused on sustainability-related topics, enhancing their knowledge to effectively integrate sustainability considerations into the Group's long-term planning.

To bolster effective sustainable management, relevant sustainability-related criteria and key performance indicators have been included in the performance appraisal of the senior management, which is directly linked to the remuneration assessment.

Sustainability Governance Structure of Ying Li



SUSTAINABILITY **REPORT**

Sustainability Strategy

Sustainability lies at the heart of Ying Li's operations and will remain a fundamental aspect of the Group's decision-making processes. Our sustainability strategy aims to steer our business ethically, socially, and environmentally, and to create shared value for our stakeholders. We are committed to the following focused areas to achieve our sustainability vision and enhance our sustainable performance.



Sustainability Policies

Sustainability-related policies and guidelines serve as the foundation in standardising and regulating our practices, guiding the Group's long-term sustainability direction. Listed below are some of the key sustainability-related policies and guidelines:

Environmental and Social

- Energy Management Policy (能源管理制度)
- Human Resources Management Policy (人事管理政策)
- Employee Training Management Policy (公司培训管理制度)
- Safety Management Policy (安全技术管理政策)
- Safety and Equipment Management Policy (公司安全生产管理制度)
- Design Management Policy (设计管理制度)
- Construction Application Management Policy (开发报建管理制度)
- Engineering Management Policy (工程管理制度)
- Supplier Management Policy (供方管理制度)

Governance

- Organisation Structure and Employee Responsibilities Policy (组织架构及岗位职责汇编)
- Integrity Risk Prevention and Control Manual for Key Positions in Focus Area (重点领域关键岗位廉洁风险防控手册)
- Whistleblowing Policy (举报制度)
- Measures for the Management of Company Confidential Information (公司保密信息管理办法)
- Accountability System for Violations (违规问责办法)

SUSTAINABILITY **REPORT**

OUR MATERIALITY APPROACH

Stakeholder Engagement

Ying Li truly recognises that feedback from stakeholders is valuable to our business development as well as sustainability performance. Therefore, we have set up various engagement channels to enable regular communication with stakeholders to have a better understanding of their expectations regarding the impacts on the economy, environment and society, as well as to evaluate the efficacy of our sustainability priorities and measures.

The table below shows how our approach and rationale is set out against different stakeholders and the feedback we have received from them.

STAKEHOLDERS	HOW WE LISTEN	WHY WE DO IT	WHAT YOU'VE TOLD US
Contractors and suppliers	• Regular project meetings • Periodic evaluations on supplier performance	• Ensure construction/ maintenance/renovation projects are completed on time, with quality, and at a reasonable cost	• Ability to meet the Group's quality standards and delivery timelines
Customers	• Feedback • Company website	• Ensure customer satisfaction is upheld • Ensure service standards	• Optimise customer service • Emergency preparedness
Employees	• Internal updates and communication • Events and functions	• Improve employee capabilities through internal and external trainings • Improve employee well-being through managing their health and safety	• Health and safety • Career progression • Benefits and rewards • External and internal courses
Regulatory authorities	• Regular updates and communication • Reports and compliance • Periodical meetings with government bodies	• Adhere to environmental regulations for construction/maintenance/ renovation projects • Active participation in SGX-ST events to increase visibility and transparency	• Compliance with relevant laws and regulations
Shareholders and investors	• SGX-ST announcements • Shareholder meetings • Annual reports • Company's website • Regular updates and communication	• Committed to delivering economic value to our capital providers through a strong financial performance and our diverse methods of engagement	• Long-term profitability • Sustainability matters • Group performance against targets • Compliance with all relevant requirements

SUSTAINABILITY **REPORT**

Materiality Assessment

The Group acknowledges and values stakeholders' concerns and expectations regarding the Group's ESG issues. In 2023, the Group has engaged an independent third-party consultant to identify and develop material sustainability issues based on their importance and relevance to the Group. This was followed by a stakeholder engagement survey to gauge feedback from both internal and external stakeholders, including employees, contractors and suppliers, customers, regulatory authorities, shareholders and investors. We are committed to aligning our responses and disclosures with the critical concerns raised by our stakeholders.

Based on the outcome and considering that there have been no significant change in the Group's business operations and development, the Group maintains that the 21 identified material issues remain valid for 2024. Meanwhile, an internal review has been performed to validate and confirm the relative importance of each material topics.

The materiality assessment process is summarised as below.



Identifying material ESG Issues

21 material issues have been identified by reference to the GRI Standards, international trends and peer benchmarking, reflecting the dynamic operating environment of the Group.

Rating the significance

The actual and potential impacts from the identified ESG issues are determined through an online questionnaire, covering internal and external stakeholders to gather their insights into the significance of ESG issues and their associated impacts.

Prioritising material issues

A materiality matrix is developed based on two key dimensions: "importance to stakeholders" and "relevance to the Group" to provide a comprehensive overview of the prioritisation of material issues.

Validating the result

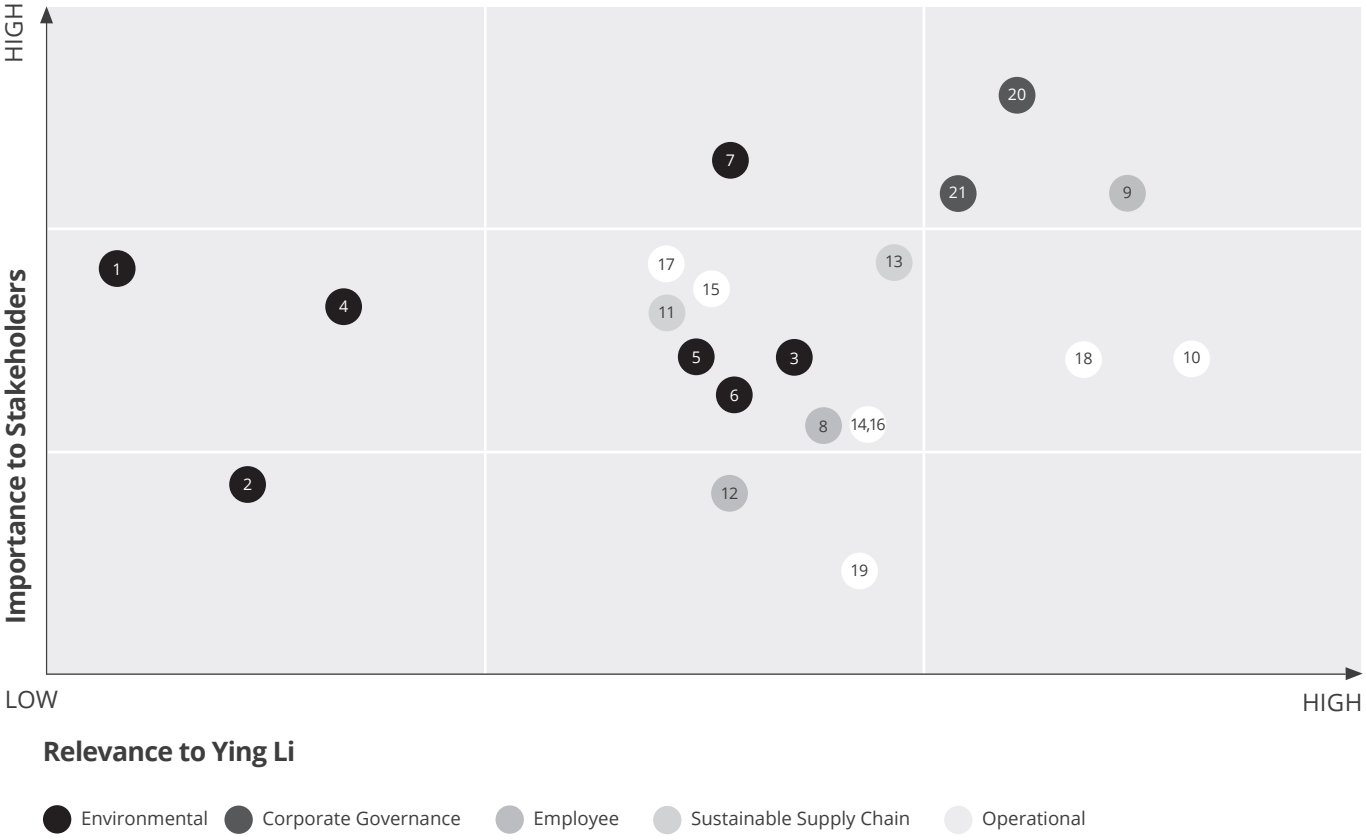
The result of the materiality assessment is then reviewed and approved by the Board, which serves as a crucial reference for the disclosures in the Report and long-term sustainability strategy development.

Reviewing through 2024 lens

The established materiality matrix and process has been reviewed by the Group to ensure it remains valid in the context of current and future business operations and development.

SUSTAINABILITY **REPORT**

2024 Ying Li ESG Factors Materiality Matrix



Relevance to Ying Li

Environmental Corporate Governance Employee Sustainable Supply Chain Operational

MATERIALITY	NO.	ESG FACTORS	TOPICS
High	**9**	Compliance Employment	Employee
	20	Business Ethics and Anti-Corruption	Corporate Governance
	21	Corporate Governance and Risk Management	Corporate Governance
Medium	**3**	Energy-Saving Design	Environmental
	5	Energy Efficiency	Environmental
	6	Water Conservation	Environmental
	7	Waste Management	Environmental
	8	Employee Remuneration and Benefits	Employee
	10	Occupational Safety and Health	Employee
	11	Skills Competency and Employee Training	Employee
	13	Responsible Supply Chain	Sustainable Supply Chain
	14	Managing Contractors	Sustainable Supply Chain
	15	Green Leasing	Operational
	16	Product and Service Quality	Operational
	17	Marketing and Promotion	Operational
	18	Customer Privacy Protection	Operational
Low	**1**	Climate-Related Risk and Opportunities	Environmental
	2	Green Construction	Environmental
	4	Managing Our Carbon Footprint	Environmental
	12	Employee Diversity and Inclusion	Employee
	19	Community Engagement and Social Welfare	Operational

SUSTAINABILITY **REPORT**

Sustainability Targets

We have set up sustainability goals for Ying Li below, according to the identified ESG factors with "High" or "Medium" materiality. Relevant ESG performance data are available in Appendix A: Sustainability Scorecard.

MATERIAL FACTORS	SHORT-TERM TARGET	LONG-TERM TARGET	VALUE CREATED
Energy-Saving Design	To introduce energy-saving intelligent transformation project.	To prioritise energy-saving designs in our projects.	• Maximised energy saving starting from the design stage by seeking LEED certification for our portfolio as far as practicable.
Energy Efficiency	To introduce energy-saving intelligent transformation project.	To adopt energy-saving installations and enforce energy-saving policies within the offices, malls and development projects.	• Installed intelligent energy-saving control system to reduce energy consumption.
Water Conservation	To reduce the water consumption within office areas and managed properties.	To adopt water-saving installations and enforce water-saving policies within the offices, malls and development projects.	• Installed water-efficient fittings and water meters and raised awareness among stakeholders to conserve water.
Waste Management	To reduce waste generation and improve waste diversion.		• Adhere to the local regulations on waste segregation, collection and disposal. • Promote reduce, reuse and recycle in offices and managed properties.
Compliance Employment	To avoid violations of employment-related laws and regulations.		• No confirmed cases of non-compliance in relation to labour standards during the Reporting Period.
Employee Remuneration and Benefits	To ensure 100% employees have conducted performance review.	To improve employee retention rate and conduct performance appraisals annually.	• Established robust mechanisms to review employee benefits. • 100% of employees were subjected to performance appraisal during the Reporting Period.

MATERIAL FACTORS	SHORT-TERM TARGET	LONG-TERM TARGET	VALUE CREATED
Occupational Safety and Health	To avoid work-related employee injuries and fatalities.		• Established a comprehensive safety production mechanism to ensure the highest safety standard is applied. • Zero work-related employee injuries and fatalities during the Reporting Period.
Skills Competency and Employee Training	To ensure all employees received training courses in raising their skills competency.	To provide a wide range of training types to enhance employee competency.	• Procedures in place for setting up internal trainings and subsidies available for external trainings.
Green Leasing	To promote sustainability practices in tenants.	To establish formal tenant engagement to collaboratively enhance ESG performance.	• Raise awareness of tenants by promoting sustainability and the Group's environmental initiatives.
Product and Service Quality	To ensure zero violations of construction-related laws and regulations.		• Employed project management system from pre-construction to post-construction to ensure high standards of construction. • Zero violations of construction-related laws and regulations during the Reporting Period.
Marketing and Promotion	To ensure zero violations of marketing laws and regulations.		• Established the Compendium of Asset Sales Management Systems (资产销售管理制度汇编) for responsible marketing. • Zero violations of marketing laws and regulations during the Reporting Period.
Customer Privacy Protection	To maintain zero information security incidents.		• Implemented stringent guidelines to standardise the management of confidentiality for the Group's materials and information. • Zero information security incidents during the Reporting Period.

SUSTAINABILITY **REPORT**

MATERIAL FACTORS	SHORT-TERM TARGET	LONG-TERM TARGET	VALUE CREATED
Responsible Supply Chain	To promote and monitor sustainable practices of suppliers.	To prioritise environmentally and socially responsible suppliers.	• Established strict guidelines as part of our supplier management to ensure the quality of their products and services.
Managing Contractors	To ensure contractors strictly follow the Engineering Management Policy and related laws and regulations.	To ensure environmentally and socially responsible actions are taken by contractors.	• Established strict guidelines as part of our contractor management to ensure the quality of their products and services.
Business Ethics and Anti-Corruption	To maintain zero corruption cases and no violations of business compliance.		• Implemented clear guidelines for a robust internal control system and for the employees to understand the importance of business integrity.
Corporate Governance and Risk Management	To ensure strong adherence to corporate governance and risk management practices.		• Set up and regularly reviewed the "three lines of defence" mechanism for risk management.

MEMBERSHIP ASSOCIATIONS

Ying Li continues to participate in professional organisations to keep abreast of the latest laws and regulations, industry trends and the best practices in its operations. The table below lists the Group's memberships and participation in the industry and professional bodies.

INSTITUTION	CLASS OF MEMBERSHIP
Singapore Business Federation	Corporate Member
Enterprise Institute for Internal Controls and Anti-Fraud Alliance (企业内控协会暨反舞弊联盟)	Corporate Member
Chongqing Yuzhong District Tax Institute (重庆市渝中区税务学会)	Council Member
Chongqing Yuzhong District Taxation Research Institute (重庆市渝中区国际税收研究会)	Council Member
Chongqing Jiefangbei Central Business District Enterprise Association (重庆市解放碑中央商务区企业协会)	Vice President
SingCham of Chongqing	Corporate Member

SUSTAINABILITY **REPORT**

OUR RESPONSIBLE BUSINESS PRACTICE

Business Ethics and Integrity

The Group upholds a strong commitment to maintaining integrity and ethical standards in all business operations. We are dedicated to enhancing our compliance framework and governance continually, fostering transparency and accountability to our shareholders.

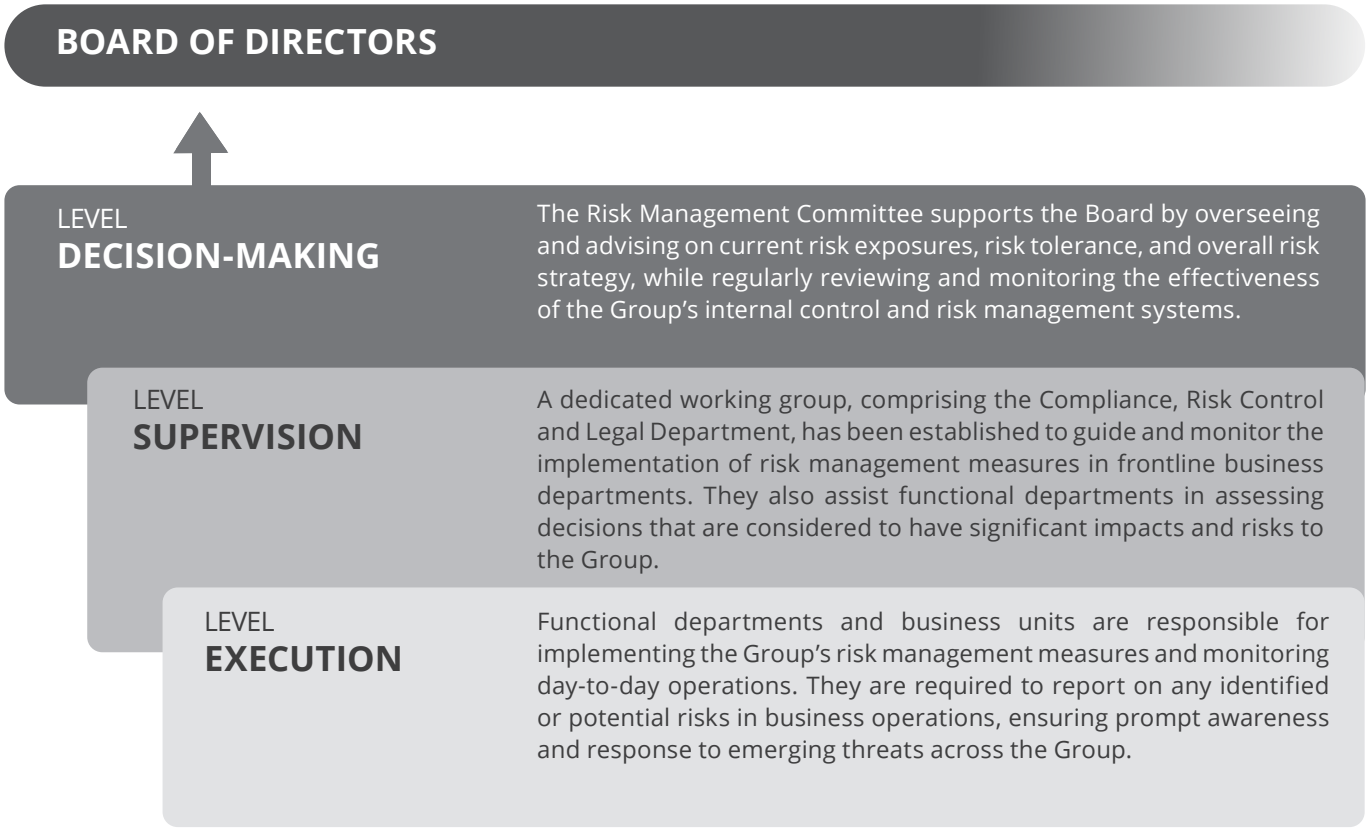
The Group strictly abides by relevant laws and regulations pertaining to compliance operations, environmental protection, employment, occupational health, and consumer rights, etc. Our Accountability System for Violations (违规问责办法), along with the Code of Conduct (行为标准) stipulated in the Employee Handbook, provides clear guidelines for investigating, reviewing, and dealing with actions that violate either our Group policies or national regulations. Our priority is to ensure that all employees are well informed and uphold business compliance and integrity. Breaches of the Code of Conduct (行为标准) may lead to disciplinary measures, including possible dismissal in severe instances.

During the Reporting Period, no violations of compliance were reported. The Group will continue to closely monitor the most recent developments in the legal and regulatory environment, collaborating with various professional parties and departments to strengthen our internal corporate governance framework.

Risk Management

The Group adheres to the *Company Law of the People's Republic of China (the "**PRC**")*, the Listing Manual of the SGX-ST, and other applicable laws and regulations. A robust risk management framework has been implemented, with the Board being the ultimate governance body. The Board is delegated to oversee and review the Group's risk management initiatives and strategies, safeguarding the interests of stakeholders and shareholders.

The Group implements a "decision-making – supervision – execution" risk management mechanism, defining clear responsibilities to ensure accountability and transparency.





Anti-Corruption

As a member of the Enterprise Institute for Internal Controls and Anti-Fraud Alliance, the Group strictly complies with the *Anti-Unfair Competition Law of the PRC*, the *Prevention of Corruption Act of Singapore* and other applicable policies and regulations in opposing and preventing all forms of corruption, bribery, extortion, fraud, and money laundering. The Group has established the Integrity Risk Prevention and Control Manual for Key Positions in Focus Area (重点领域关键岗位廉洁风险防控手册) to articulate the business compliance requirements and guidance in preventing corruption in key areas, such as investment affairs, asset operation, project tendering process and financial management. The Group is committed to maintaining high ethical standards, professionalism and integrity, and upholding the culture of adopting a zero-tolerance attitude towards fraud and corruption.

SUSTAINABILITY **REPORT**

We uphold our culture of integrity by multiple means:

ESTABLISHING A DEDICATED TASK FORCE	The Group has established the Integrity Risk Prevention Task Force (廉洁风险专项防范小组), comprising members from the CEO Office, Internal Audit, Human Resource, Compliance, Risk Control and Legal Department etc., to examine integrity risks, develop risk control initiatives, and cultivate an anti-corruption culture. Department heads are expected to closely monitor the execution of anti-corruption and anti-fraud measures and promptly report any suspicious cases.
"THREE LINES OF DEFENCE" WORKING MECHANISM	The Group has adopted the "three lines of defence" risk management and control mechanism: • **First line of defence:** The front line business departments shall report any identified risk information for conducting necessary assessment and evaluation. • **Second line of defence**: The Compliance, Risk Control and Legal Department shall assist, coordinate and monitor the implementation of various anti-corruption control measures across the business units. • **Third line of defence:** CEO Office and Internal Audit Department safeguard the Group's risk exposure towards fraud and corruption, overseeing the effective operation of the internal control mechanism and continuously identifying potential fraud.
ANTI-CORRUPTION TRAINING	The Group is committed to promoting the anti-corruption awareness among our senior management and employees through training courses. During the Reporting Period, the Group conducted a total of 14 trainings related to integrity and anti-corruption to foster a collective commitment, such as the Governance and Discipline Inspection Work Conference.

CASE STUDY: KNOWLEDGE CONTEST ON PARTY DISCIPLINE

In June 2024, to celebrate the 103rd anniversary of the founding of the Chinese Communist Party (the "**Party**"), the Group has organised the "Party Discipline Accompanies Me, Integrity is in My Heart" - Knowledge Contest on Party discipline, company discipline, and integrity risk prevention and control. The aim was to enhance employees' understanding of the Party's history and discipline while promoting the construction of a clean and honest culture.

The contest mainly focused on the newly revised Disciplinary Regulations of the Party (中国共产党纪律处分条例), Ying Li's Integrity Risk Prevention and Control Manual for Key Positions in Focus Areas (重点领域关键岗位廉洁风险防控手册), and the Accountability System for Violations (违规问责办法). Through this engaging and interactive activity, the Group has successfully increased awareness and understanding of disciplinary regulations among employees, reinforced the importance of integrity, strengthened the foundation of honesty and integrity, and fostered an atmosphere of upholding discipline and maintaining integrity.





Whistleblowing Policy

To maintain the high standard of ethical conduct and enforce a zero-tolerance approach for fraudulent activities, the Group has formulated the Whistleblowing Policy (举报制度) in accordance with the *Code of Corporate Governance*. All reports received are thoroughly investigated and treated with utmost confidentiality by the Group's Audit Committee. The Group protects whistleblowers from any detrimental or unfair treatment, emphasising that employees who report concerns in good faith will be shielded from possible retaliation. Upon investigation, the Audit Committee will determine appropriate actions to be taken and may recommend disciplinary or remedial measures as necessary. By ensuring transparency, confidentiality, and protection for whistleblowers, the Group upholds its commitment to fostering a culture of ethical behaviour.

YING LI REPORTING CHANNELS:



Reporting Email
ceo@yingligj.com



Mailing Address
Room 08, Level 35, Ying Li International Financial Centre, No. 28 Minquan Road, Yuzhong District, Chongqing 400010, China.

During the Reporting Period, there were no confirmed cases of non-compliance in relation to corruption and anti-competitive practices that would have a significant impact on the Group, and no legal proceedings related to corruption were initiated or concluded against the Group or its employees.

Protection of Intellectual Property Rights

The intellectual property rights ("**IPR**") of Ying Li is fundamental to our business. We are committed to safeguarding our IPR, such as trademarks, copyrights, designs and patents, through appropriate registration procedures and ensuring compliance with relevant laws and regulations, including the *Patent Law of the PRC*, the *Copyright Law of the PRC*, the *Trademark Law of the PRC* and other laws and regulations. We have developed stringent rules that govern the protection of our IPR, while explicitly prohibiting any form of infringement on third-party intellectual property. Necessary actions will be taken in case of any identified potential infringement. By upholding our commitment to IPR protection, we aim to foster an environment that encourages innovation and creativity.

SUSTAINABILITY **REPORT**

OUR ENVIRONMENT

Ying Li has established a strong reputation for innovative designs with green and eco-friendly development. We strive to embed green practices into our property development using our integrated business model and operations, from design and construction to operation and management, according to our Energy Management Policy (能源管理制度), Design Management Policy (设计管理制度), Construction Application Management Policy (开发报建管理制度) and Engineering Management Policy (工程管理制度). These demonstrate our commitment to ensuring that our developments and properties meet or exceed the regulatory requirements and minimise the impacts on the environment and natural resources as well as being one of the industry good practices on climate change mitigation, adaptation and resilience.

Law Compliance

Ying Li recognises the importance of protecting our environment and practices the green and low-carbon development and operation philosophy. We take proactive measures to address climate change by incorporating carbon reduction strategies into our operational practices. We are fully dedicated to protecting and enhancing the environment, preventing pollution, preserving public health, and fostering ecological conservation.

To ensure compliance with relevant regulations, Ying Li places great importance on adhering to key laws and regulations, including but not limited to:

- Environmental Protection Law of the PRC;
- Law of the PRC on Environmental Impact Assessment;
- Water Pollution Prevention and Control Law of the PRC;
- Marine Environment Protection Law of the PRC;
- Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste;
- Law of the PRC on Prevention and Control of Environmental Noise Pollution; and
- Atmospheric Pollution Prevention and Control Law of the PRC

During the Reporting Period, there were no confirmed cases of non-compliance in relation to environmental protection that would have a significant impact on the Group.

Response to Climate Change

In recent years, climate change has become one of the world's most significant and challenging issues. Reducing and controlling carbon emissions have become an inevitable responsibility for all enterprises. Ying Li proactively develops and discloses our climate resilience strategy with reference to the recommendations of the Task Force on Climate-Related Financial Disclosure ("**TCFD**") to provide our stakeholders with consistent and comparable information on our climate-related risks and opportunities.

Governance

The Board of Directors of Ying Li assumes the ultimate responsibility for climate-related risks and opportunities, exercising comprehensive oversight of strategic risk management while integrating climate-related considerations. The ESG Working Group is tasked with overseeing ESG management initiatives, including climate risk identification, assessment and management, and formulating climate strategies and policies.

The ESG Working Group serves as a vital link between high-level strategic direction and operational implementation. By maintaining close collaboration with various departments and business units, the ESG Working Group ensures that climate considerations are integrated into the Group's operations.

The Group will continue to refine our ESG management mechanisms, developing agile business plans with climate considerations to stay abreast of the increasingly environmentally conscious business landscape.

SUSTAINABILITY **REPORT**

Strategy

We understand the importance of maintaining resilience in the face of climate-related risks, and are devoted to implementing measures that adapt to and mitigate the impacts of climate change. To effectively manage these risks, we adopt the following approach:

01

Identifying climate risks and opportunities

We conduct thorough assessments to identify the potential impacts of climate change on our portfolio, understand the risks posed by physical climate events, regulatory changes, and market trends, and recognise opportunities presented by new technologies and sustainable practices.

02

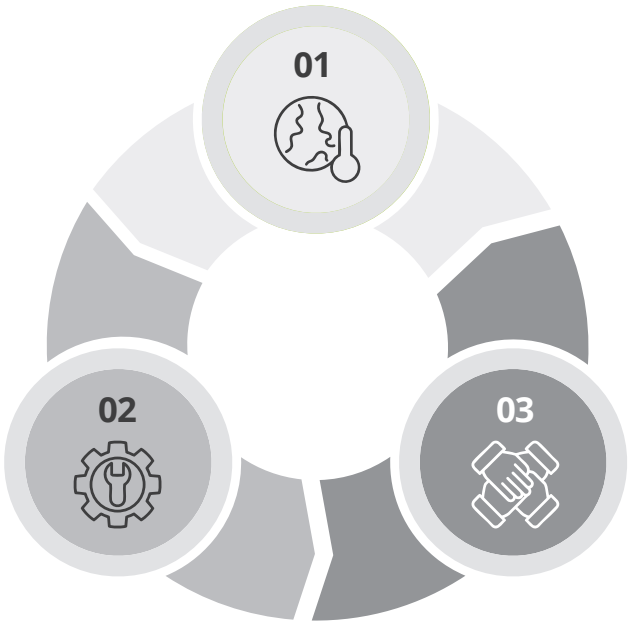
Formulating mitigating actions

Based on the identified climate risks, mitigating actions are developed. For example, adopting energy-efficient technologies and implementing sustainable practices to minimise our environmental impact and reduce carbon emissions.

03

Collaborating with stakeholders

The Group actively engages with our employees, suppliers and tenants to launch green initiatives focused on energy efficiency, emissions reduction, water conservation, and waste management.



The Group will continue to explore the integration of different climate-related scenarios in assessing the climate impact and formulating our climate-related risk strategies.

Risk Management

We have conducted a climate change risk assessment with reference to the TCFD recommendations by analysing the potential impacts on different business sectors and developing solutions to mitigate and adapt to climate change. Below is a summary of the prioritised climate-related risks and potential impacts:

RISK TYPE	TIME-FRAME	RISK	RISK DESCRIPTION	RISK IMPACTS	RISK OPPORTUNITIES	RISK MANAGEMENT
Transition Risks	Short	Policy and Legal	Tightened requirements and regulations on building energy efficiency and green building standards	• Increased capital expenditures in construction and operations. • Increased risk of non-compliance with stricter standards.	• Provided new innovations to enhance energy efficiency and meet the latest building codes and design standards, while creating new opportunities and improving customer experience.	• We pay close attention to the ever-changing regulations related to climate change in China and Singapore to reduce the non-compliance risks. • We actively engaged a third-party consultant in assisting the Group to develop the sustainability report to ensure we meet all disclosure requirements. • We work closely with our tenants in managed properties in the collection of environmental data to strengthen our ESG data management. • We actively explore and use low-carbon and energy-saving products.
			Implementation of carbon pricing	• Increased capital expenditures in construction and alteration materials, fuel, electricity and waste management.		
			Stricter requirements and framework on disclosure	• Increased costs in data collection and climate risk strategy to comply with the disclosure requirement. • Necessity to further implement sustainable and green facilities and strengthen data management. • Potential increase in demand of building modifications and resources for climate resilience that may lead to cost implications.	• Enhanced the data collection mechanism of the Group in facilitating the decision-making process and creating improvement plan.	

RISK TYPE	TIME-FRAME	RISK	RISK DESCRIPTION	RISK IMPACTS	RISK OPPORTUNITIES	RISK MANAGEMENT
Transition Risks	Medium	Market	Increased expectation from stakeholders	• Increased capital expenditures in providing a detailed climate resilience strategy to gain confidence from stakeholders, where further measures and commitment are required. • Potential negative impacts on share price if the efforts in climate risk disclosure could not meet investors' expectations.	• A strong climate strategy and the adoption of green features can help attract tenants and investors who prioritise environmental issues.	• We maintain a proactive communication approach to understand the latest expectations of our stakeholders, ensuring the Group fully addresses their concerns over climate change.
		Technology	Stricter technical requirements for construction of new energy development due to an increase in renewable energy demand	• Increased capital expenditures in construction and operations for the procurement of new technologies. • Decreased profitability due to increase in cost of sustainable materials.	• Investment in green features can stabilise and diversify building energy grids and reduce costs in the long run.	• We are dedicated to exploring low-carbon and green technologies, focusing on energy transformation to enhance energy efficiency.

RISK TYPE	TIME-FRAME	RISK	RISK DESCRIPTION	RISK IMPACTS	RISK OPPORTUNITIES	RISK MANAGEMENT
Physical Risks	Short	Acute	Increased frequency and severity of extreme weather events such as typhoons and rainstorms	• Increased capital expenditures for the implementation of climate mitigation and adaptation measures. • Supply chain disruption occurs more often, leading to shortage of key supplies and escalated cost.	• The design and implementation of weather-responsive measures can enhance building resilience, mitigating potential losses and ensuring operational continuity during extreme weather events.	• Risks factors are considered in advance during planning and design phase to enhance the resilience to extreme weather events of our managed properties. • Emergency plan is formulated to ensure a quick response to minimise the potential loss under extreme weather events, actively conduct emergency drills, and improve safety emergency response capabilities.
	Long	Chronic	Increase in average temperature and frequency of extreme hot days	• Increased capital expenditures for the implementation of mitigation measures required. • As the frequency of power outage increased, the government implemented restrictions on energy usage which affected our daily operation.	• The implementation of smart energy systems that optimise power use during peak heat periods can reduce electricity costs in the long run.	• Emergency plan is formulated to ensure a quick response to minimise the potential loss under the climate event.

SUSTAINABILITY **REPORT**

Metrics and Targets

Ying Li tracks and reports on our water withdrawal, waste generation, energy consumption, Scope 1, 2 and 3 greenhouse gas ("**GHG**") emissions and their respective intensities at our Singapore and Chongqing offices as well as investment properties and sales properties that are under the Group's direct operational control. For further information on our performance in managing our carbon footprint and other environmental indicators, please refer Appendix A: Sustainability Scorecard. Regarding the Group's dedicated targets on carbon reduction, please refer Sustainability Targets section.

Moving forward in our sustainability journey, the Group will continue to explore more detailed procedures to ensure alignment with both the TCFD recommendations and SGX-ST phased approach guidelines.

GHG Emissions

The Group takes a proactive measure in contributing to PRC government's goals of achieving carbon neutrality by 2060 and the Singapore Green Plan 2030. In line with the national calls, we have developed a comprehensive set of action plans that aim to promote green and low-carbon transformation while enhancing energy efficiency. As GHG emissions are the main source that led to global warming and climate change, we are committed to minimising our carbon footprint by reducing GHG emissions.

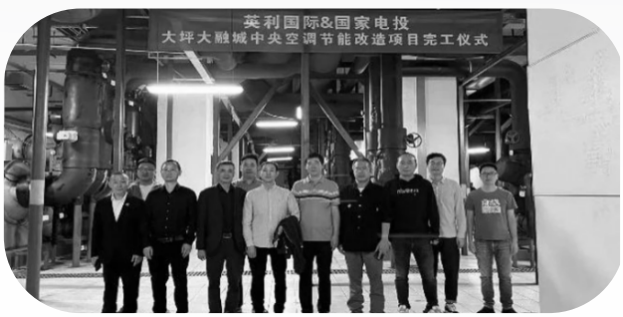
We recognise that a substantial portion of our GHG emissions stems from the consumption of purchased energy, particularly electricity, within our managed properties. Guided by the Design Management Policy (设计管理制度) and the Construction Application Management Policy (开发报建管理制度), we have implemented comprehensive measures and initiatives aimed at reducing electricity consumption across our entire portfolio. For example, we actively incorporate innovative design elements, use energy-efficient technologies, and implement smart building management systems to minimise our GHG emissions.

CASE STUDY: COMPREHENSIVE ENERGY TRANSFORMATION PROJECT

In 2022, the Group initiated a collaboration with the State Power Investment Corporation Chongqing Electric Power Co., Ltd (国家电投重庆电力有限公司) to enhance the central air-conditioning system at Ying Li IMIX Park, focusing on energy-saving renovations, power sales optimisation and energy storage construction.

Building on this initiative, Ying Li IMIX Park continued to advance its "Central Air-Conditioning Energy-Saving Transformation" project in 2024. The introduction of the SmartEco intelligent energy control system has yielded significant results, saving approximately 141 tonnes (2023: 123 tonnes) of standard coal in electricity consumption, equivalent to reducing carbon dioxide emissions by approximately 352 tonnes (2023: 315 tonnes). The improvement project has resulted in energy cost savings of approximately RMB269,000 in 2024.

The Group remains committed to exploring energy-saving opportunities by leveraging cutting-edge technology, capitalising the huge development potential of the "carbon neutral" business, and realising the strategic transformation towards becoming a green and low-carbon company.





SUSTAINABILITY **REPORT**

Energy Usage

Recognising that energy consumption is a major source of the Group's GHG emissions, we strive to enhance energy management by implementing energy-saving measures and promoting sustainable practices among employees and tenants. To regulate energy use, properties under the Group's management adhere to the established Energy Management Policy (能源管理制度), ensuring efficient energy use based on operational needs.

Ying Li has adopted energy-saving measures in different operations to improve the energy efficiency:

Flexible Energy Use	IMIX Park JFB and IMIX Park Daping have developed the Power Restriction Plan in Summer (夏天限电计划方案) and Air-Conditioning Energy Efficiency Plan in Winter (冬季空调节能计划), striving to minimise energy loss and optimise energy management.
Energy Efficient Design	We have integrated energy-efficient features into our building design, including proper insulation, ventilation with exhaust heat recycling, and recycled water systems for air conditioning to maximise heating, ventilation, and cooling efficiency. Smart lighting and LED luminaires are also installed to reduce unnecessary lighting.
Employee Education	Power-conserving signs are placed in prominent office spaces and public areas to encourage staff to save electricity. Our internal policy mandates lights and equipment to be turned off when not in use, and adopt energy-efficient appliances to replace low-efficiency, high-energy devices.
Tenant Education	We regularly update tenants on energy-saving tips through various channels, explaining the property's energy-efficient features and measures, and offer technical advice on reducing consumption when needed.

Water Resources

Water is a fundamental natural resource and having access to safe and clean water is a basic requirement for human being. As water becomes increasingly scarce globally, we are committed to conserving and consuming water wisely and responsibly in our operations. Ying Li has implemented a series of water management strategies under Construction Application Management Policy (开发报建管理制度) and Engineering Management Policy (工程管理制度) to actively reduce water consumption and increase water efficiency. The Safe and Civilized Construction Management Standard (安全文明施工管理标准) is also implemented to regulate wastewater discharge in our construction sites. We perform regular inspections of our drainage systems to ensure the effective functioning of drainage and sedimentation facilities, preventing soil erosion, sewage, and waste water from directly contaminating nearby rivers or water bodies.

At our managed properties and offices, water-efficient fittings and water meters have been installed to allow regular monitoring and ensure that all usage are tracked and reported. In case of any unusual variation or incidents, we ensure that the equipment can be fixed immediately to avoid unnecessary water consumption. Besides, water-conservation guidelines and slogans are posted in common areas to increase the awareness among employees, tenants, customers, and communities.

SUSTAINABILITY **REPORT**

Waste Management

The Group is committed to the goal of minimising waste generation and maximising diversion from landfills. Our main sources of waste are generated from construction and tenant activities. Therefore, we are constantly consolidating ideas and solutions to improve our waste management practice and adhere to the local regulations on waste segregation, collection, and disposal.

Addressing tenant activities as a significant source of waste in our managed properties is crucial to promoting sustainability. To effectively encourage waste reduction, reusability, and recycling among tenants, we have implemented several initiatives such as providing conveniently located recycling bins throughout the properties, ensuring easy access for all tenants.

Paper waste constitutes the largest portion of office waste in our operations. We extend the mindset of responsible procurement throughout our operations, for instance, all the office paper purchased is certified by the Forest Stewardship Council. We also encourage our staff to consider environmentally friendly options when purchasing other office supplies. Besides, our offices have introduced the use of online servers where all office documents and information can be accessed via laptops and electronic devices. However, where printing is required, our offices have put up posters to encourage our staff to use black and white printing, double-sided printing and recycled paper for internal documents printing wherever possible.

CASE STUDY: "ZERO WASTE BUSINESS DISTRICT" ACTIVITY

In 2024, Ying Li has launched the "Zero Waste Business District" initiative, promoting environmental consciousness among our customers and tenants, advocating for waste reduction in daily activities while supporting people in need through sustainable practices. A series of events has been organised within our managed properties, including:

"Zero Waste – Building a Better Life"

IMIX Park Daping, with guidance from the Chongqing Yuzhong District Ecological Environment Bureau, launched a sustainability initiative to promote an organic ecosystem and waste-free living through book donations, environmental education, and upcycling workshops. These activities include DIY projects that transform old items into products for newborns, encouraging resource sharing and raising awareness about waste management.

Sewing Dens for Stray Animals

To promote zero-waste living and raise awareness about animal welfare, Ying Li organised a community event that brought together families and university student volunteers. Participants worked collaboratively to create shelters for stray animals using old clothes and unused fabrics. This initiative not only reused discarded materials, contributing to waste reduction, but also provided practical support for local stray animals.

SUSTAINABILITY **REPORT**

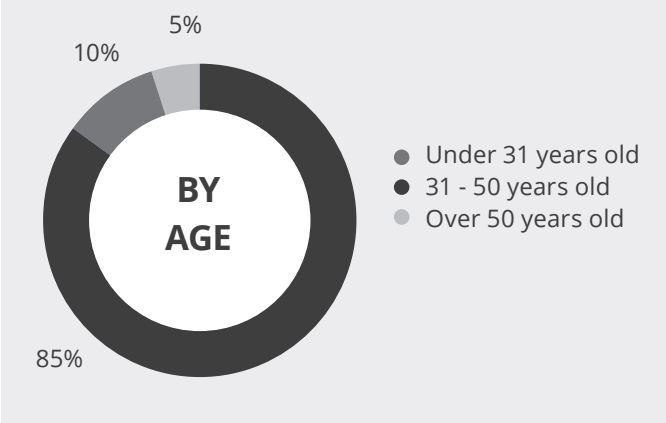
OUR PEOPLE

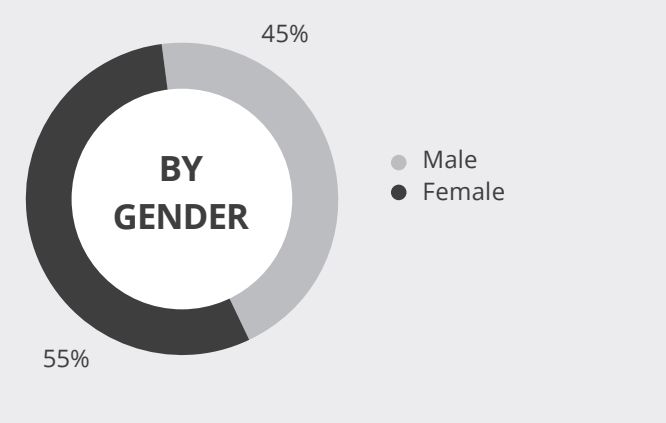
Compliance Employment

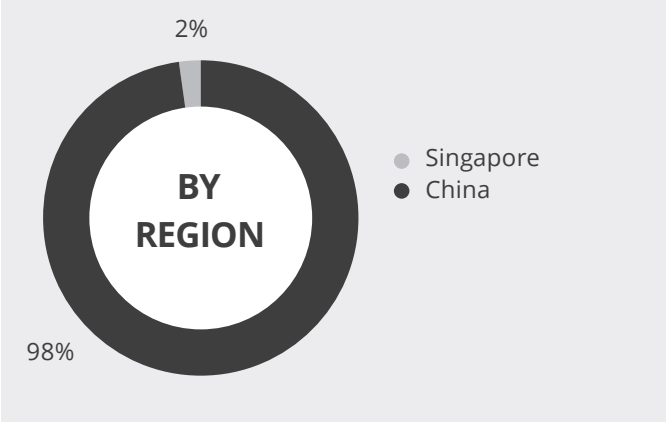
The Group understands the immense value and dedication of our employees, recognising that their talents and commitment are crucial to the success and growth of the business. The Group adheres strictly to the *Labour Law of the PRC,* the *Labour Contract Law of the PRC,* and the *Employment Act of Singapore*, ensuring that our employees receive appropriate employment protection and benefits. We have formulated and continuously enhanced the Employee Handbook, outlining our commitment to being a responsible employer, guaranteeing a fair, inclusive, safe, and productive work environment. Ying Li strictly follows the guidelines listed in the Employee Handbook on employees working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare to ensure that our employees are having a fair and compliant working environment.

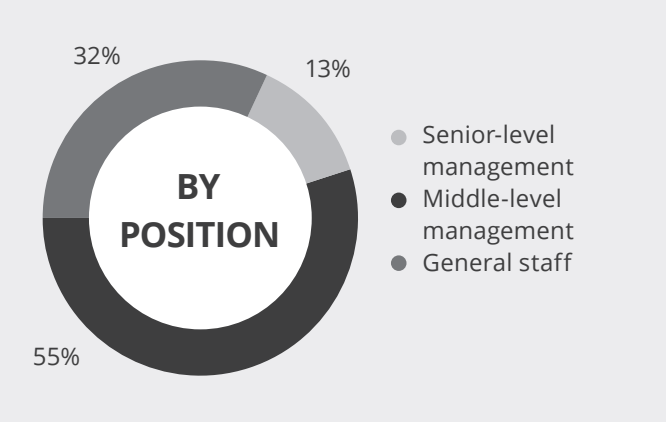
Ying Li attaches great importance to the protection of human rights and takes a strong stance against the use of child labour and forced labour. Labour union has been established to serve as a vital communication channel between the Group and employees, fostering open dialogue, addressing concerns, and safeguarding employees' legitimate rights and interests. During the Reporting Period, there were no confirmed cases of non-compliance in relation to labour standards that would have a significant impact on the Group.

As of 31 December 2024, the Group had a total of 121 employees, with a breakdown by gender, age, position and region as follows:









SUSTAINABILITY **REPORT**

Talent Recruitment and Retention

The Group places strong emphasis on attracting and retaining talent, actively bolstering our talent pool through diverse recruitment channels, including social media, online job platforms, and campus recruitment. To ensure a standardised and fair recruitment process, particularly for high-caliber candidates, we have implemented and refined our Recruitment Management Policy (招聘管理制度). This policy provides comprehensive guidelines for recruitment, interviewing, and onboarding procedures.

Our talent acquisition strategy is based on principles of fairness and transparency, adhering to the following four key recruitment principles:

Recruitment Principles

Job Competency

Employee recruitment should align the needs of business development and management improvement. Factors such as employee qualifications, position level, and role-specific competencies should be considered.

Open and Fair

In the recruitment process, we adhere to fairness and impartiality, establishing objective and fair evaluation criteria.

Avoidance System

The interview and assessment process for both the interviewer and the candidate should be devoid of any particular affiliations, strictly adhering to the principle of impartiality.

Internal Priority

We prioritise internal talent selection to fill vacant positions, emphasising efficient development and utilisation of the Group's internal human resources.

The Group is dedicated to implementing a fair promotion system, as detailed in the Employee Handbook, to recognise exceptional talent. A systematic and comprehensive evaluation process is employed which department heads and direct supervisors are tasked with assessing employee performance, providing feedback, and establishing goals. Career progression, compensation adjustments, and promotions are all linked to performance outcomes. We believe that a fair evaluation framework fosters excellence, retains valuable talent, and motivates continuous improvement, contributing to both organisational and individual growth.

Percentage of employees that were subjected to an annual performance appraisal during the Reporting Period

100%

SUSTAINABILITY **REPORT**

Diversity and Inclusion

At Ying Li, we strongly believe in fostering a diverse and inclusive work environment that enables individuals from various backgrounds to collaborate effectively and thrive. We maintain a strict zero-tolerance policy towards any form of discrimination or harassment, including but not limited to factors such as age, race, marital and family status, religion, and disability. We are pleased to report that during the Reporting Period, we have achieved a balanced gender representation within our workforce, with a female-to-male ratio of 55:45.



We will not tolerate any scale or type of harassment and discrimination in our work environment. Regular training on anti-discrimination and harassment are provided for all employees. Besides, we have set up a formal grievance channel to allow employees to express their opinions and raise complaints or issues related to harassment, discrimination or vilification without worrying about retribution.

If any risks of non-compliance are identified, immediate actions will be taken to investigate and address issues with clear procedures, if needed, internal disciplinary actions or referral to relevant authorities will take place.

Employee Training and Development

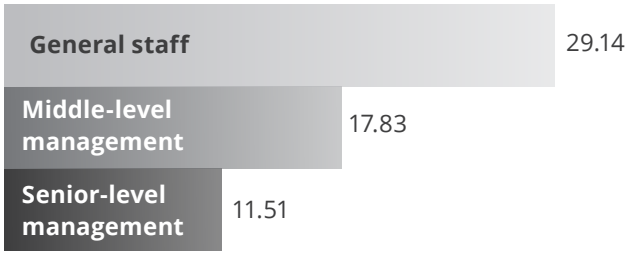
Talent has been a significant pillar underpinning our success and propelling our sustainable development. The Group firmly believes that providing equal training opportunities to all employees will not only enhance their performance but also prepare them for future challenges and opportunities by equipping them with new skills. We have implemented the Employee Training Management Policy (公司培训管理制度), systematically reviewing and planning the training framework.

We understand that nurturing talent is essential for long-term business growth, and we are open to sponsoring our employees' educational pursuits, including support for seminars and short courses, as well as bachelor's and master's degrees, enabling them to pursue external training opportunities.

In 2024, 121 employees have completed an average of 21 hours of training.

121	2,503	21
Individuals Trained	**Total Training Hours**	**Average Training Hours**

Average Training Hours by Position



Average Training Hours by Gender



During the Reporting Period, the Group conducted a range of training workshops and courses for our employees, covering important areas such as health and safety, anti-bribery and anti-corruption, asset management, effective communication skills, and customer rights protection. The aim of these training initiatives is to enhance the skill sets of our employees, support their career development, and contribute to the growth of our business.

SUSTAINABILITY **REPORT**

Occupational Health and Safety

At Ying Li, health and safety of our staff is of paramount importance to our business operations. We maintain strict compliance with all relevant laws and regulations, including the *Work Safety Law of the PRC* and the *Workplace Safety and Health Act of Singapore*, ensuring a secure, stable, and safe working environment for all employees and contractors. We have implemented a comprehensive Safety and Equipment Management Policy (公司安全生产管理制度) to reinforce our safety measures. In addition, we have established a Company Safety Production Leadership Mechanism (公司安全生产工作领导机构设置), which includes two dedicated task forces, to effectively monitor workplace safety and implement a robust safety responsibility system.

Safety Production Leadership Group	Safety Production Working Group
• Communicate national policies and significant decisions over safety production to the Group	• Assist in formulating and improving the Group's safety management system
• Formulate the Group's policies and emergency plans	• Implement and manage the safety measures of the Group
• Responsible for emergency response to major safety production accidents	• Supervise and coordinate the safety production work across different business units
• Report and review work progress	• Organise training on safety management and conduct emergency rescue drills
	• Investigate and examine safety production accidents

The Group is committed to the highest safety standards in construction and renovation projects, aiming to eliminate fatalities and serious injuries. To extend our commitment towards contractors, we provide mandatory safety training and enforce strict safety management through our Engineering Management Policy (工程管理制度), outlining clear health and safety requirements. Designated teams will conduct regular monitoring and reporting to proactively address potential risks and prevent accidents regarding the construction work, including renovations and alterations.

To minimise the impacts from unexpected incidents of any kind, the Group has implemented emergency response plans as part of the Safety and Equipment Management Policy (公司安全生产管理制度) for its Property and Project Management Division. Also, safety inspections are carried out regularly to identify potential safety hazards, protecting the safety and well-being of our building users. In addition, we have established platforms for employees to share innovative suggestions and provide feedback on our health and safety policies.

SUSTAINABILITY **REPORT**

CASE STUDY: INSPECTION AND GUIDANCE ON SAFETY PRODUCTION

The leadership and management of the Group place a strong emphasis on safety across our managed properties. In March 2024, the Executive Director and Vice President of China Everbright Limited conducted a safety inspection at Ying Li IMIX Park. They assessed key firefighting facilities, including high-voltage electrical rooms and ventilation systems, reviewed gas usage by food and beverage tenants, and evaluated the operation and management of the fire control room.

Reaffirming our commitment to safety, the Group will continue to prioritise risk prevention, proactively identify and address safety hazards, implement comprehensive emergency response plans and drills, and conduct rigorous safety inspections to ensure the effective execution of all safety measures.





CASE STUDY: SUMMER SAFETY INSPECTION WORK

In August 2024, our Safety Production Leadership Group carried out comprehensive summer fire and flood prevention safety inspections across the Group's owned properties, focusing on key facilities and equipment including power distribution systems, fire prevention measures, air conditioning units, and lifts. The team also assessed drainage systems and flood control materials at critical flood control points such as property roofs and garage entrances and conducted a review and re-evaluation of previously identified fire hazards related to evacuation routes, fire signage, and fire barriers.

By conducting detailed safety inspections on a regular basis, we aim to raise risk awareness among our employees and foster coordinated efforts in flood control, disaster preparedness, and fire safety, maintaining safe and stable operations across our properties to protect our employees and tenants from potential hazards.







There were no major incidents or confirmed incidents of non-compliance with relevant laws or regulations in our operations during the Reporting Period.

SUSTAINABILITY **REPORT**

Employee Benefits and Wellness

The Group values employee welfare and well-beings to create a positive and productive working environment. The Group has established a robust compensation and benefit mechanism to motivate employees while also recognising employee contributions. We regularly review and enhance our Company Compensation and Benefit Management Policy (公司薪酬福利管理制度) to ensure its effectiveness and to stay competitive with market standards.

Ying Li places great emphasis on meeting the needs of our female employees and fully complies with the relevant laws and regulations, such as the *Special Rules on the Labour Protection of Female Employees*. In accordance with the law, we offer maternity leave, maternity allowances, breastfeeding arrangements and various other benefits that enable them to achieve a better work-life balance while fulfilling their family responsibilities.

Percentage of employees that returned to work after parental leave during the Reporting Period

100%

In addition, the Group is committed to creating an inclusive, open-minded, and compassionate workplace that supports our employees in times of need. We make continual efforts to enhance their well-being by fostering team unity through various activities, such as periodic employee gatherings during major festivals and birthday celebrations. We strive to promote work-life balance and improve both our employees' physical and mental health.

CASE STUDY: THE DRAGON BOAT FESTIVAL TEAM-BUILDING ACTIVITY

To commemorate the Dragon Boat Festival and celebrate traditional Chinese culture, the Group organised an engaging team-building activity, featuring a variety of interactive game booths, including lantern riddles, pot-tossing challenges, and dumpling-making workshops. This vibrant celebration not only created a rich cultural atmosphere but also deepened our employees' appreciation for Chinese heritage.

Moreover, the event provided an excellent opportunity for employees to strengthen their bonds and relationships in a relaxed, enjoyable setting, whereas the cheerful ambiance offered a welcome respite from workplace stress, promoting a more balanced and positive work environment. This activity has successfully enhanced team cohesion, cultural awareness, and overall job satisfaction among our staff.





SUSTAINABILITY **REPORT**

OUR SUPPLY CHAIN

Supply Chain Management

Our supply chain consists of a large network of suppliers and contractors who provide goods and services to support our developments. We have outlined our requirements and expectations for suppliers in our Supplier Management Policy (供方管理制度) and the Bidding and Procurement Management Policy (公司招标采购管理制度). Furthermore, we established the Bidding and Procurement Management Centre, consisting of two task forces: the Leadership Group and the Working Group to promote an efficient and standardised bidding and procurement process, strengthening the Group's supplier assessment and management capacity.

We strive to incorporate sustainable practices throughout our supply chain to establish and maintain a sustainable connection with stakeholders. The Group will gradually incorporate sustainability considerations into the supplier selection and evaluation process, strengthening our suppliers' capacity to align with the Group's sustainability development and direction.

In 2024, the Group collaborated with more than 180 suppliers who have made significant contributions to the Group. The products and services provided by our suppliers are mainly related to office supplies, property maintenance and retrofitting projects.

Number of Main Suppliers by Geographical Region

China	Singapore
167	13

Ying Li has implemented a comprehensive supplier management system that includes a Supplier Rating Management Policy (供应商评审管理制度), which is designed to identify and select suppliers who offer the best quality and fit for our needs. Ying Li selects suppliers who will best meet our requirements and deliver value at an acceptable level of risk. During supplier selection process, Ying Li conducts a thorough background check on potential suppliers, including their track records, qualifications and reputation.

In order to effectively identify supply chain risks while ensuring that all suppliers remain in compliance with the Group's policies, annual supplier reviews and evaluations are conducted, assessing aspects including product and service quality, coordination, business ethics, professionalism of key personnel, risk control mechanisms, and effective communication. At the same time, we value feedback from our suppliers as this provides candid two-way communication and continuous improvement to Ying Li in the long run.

Percentage of new suppliers that underwent supplier evaluation

100%

SUSTAINABILITY **REPORT**

OUR CUSTOMERS

Product and Service Quality

At Ying Li, we consistently prioritise the needs and expectations of our customers, striving to stay at the forefront of industry practices to uphold our commitment to delivering exceptional quality products and services to all our valued customers.

To ensure the product quality, we strictly comply with the *Construction Law of the PRC*, the *Product Quality Law of the PRC*, the *Construction Quality Assessment System of Singapore*, and other applicable laws and regulations. Furthermore, we employ the Engineering Management Policy (工程管理制度) to enhance our project quality and align with national and local standards.

To ensure effective quality control, we provide continuous supervision and assistance to the contractors throughout the projects. Our professional engineers from the Engineering Department conduct on-site inspections to identify any potential risks threatening the project quality and offer suggestions for possible remedial actions. In addition, we have established an early warning and processing mechanism to swiftly address and rectify any quality-related issues that may arise. Thorough assessments of various aspects, such as designs, construction, sales, and property management were also conducted to ensure product quality.

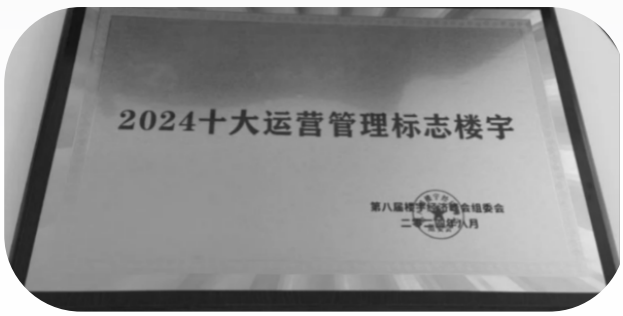
CASE STUDY: YING LI IFC WON THE "2024 TOP TEN OPERATION MANAGEMENT LANDMARK BUILDING"

Ying Li has long been recognised for its excellence in building operations and management. This year, we are honoured to announce that the Ying Li International Financial Centre (IFC) has been selected as one of the "2024 TOP TEN OPERATION MANAGEMENT LANDMARK BUILDING" at the 8th Building Economic Summit. This prestigious event aims to promote high-quality development of China's building industry and serves as a platform for cooperation and exchange.

The IFC has consistently strived to provide value-added services to its tenants. For example, we introduced shared office space and an entrepreneurs' club to expand high-end business space for VIP clients. The addition of the ISEYA Hotel and enhanced high-end business facilities has further enriched the project's business environment and atmosphere, creating an efficient and comfortable workplace for professionals.

Through the integration of a diverse range of business resources, such as shopping centre, shared space, business office and hotel, various operational activities that combine work, living, entertainment and consumption are blended in this building, fostering a highly dynamic business and social atmosphere within the building.

These achievements and initiatives underscore Ying Li's commitment to creating versatile, forward-thinking spaces that meet the evolving needs of modern businesses and urban lifestyles.





SUSTAINABILITY **REPORT**

Customer Satisfaction

We attach great importance to customer satisfaction and are dedicated to continuously enhancing our service quality. To gain a better understanding of our customers' perspectives, we have implemented a monthly customer satisfaction survey, which enables us to gather valuable feedback and insights. In 2024, the Group's overall customer satisfaction reached an impressive 100%, showcasing our commitment to exceeding customer expectations.

Overall customer satisfaction

100%

To ensure that customer complaints are resolved promptly and appropriately, and to improve our service quality and customer satisfaction, we have established a comprehensive Customer Complaint Handling Mechanism. Our complaint handling process begins with prompt acknowledgement of the complaint and documentation of all relevant details. We then thoroughly investigate the issue, implement appropriate solutions, and maintain clear and timely communication with the customer throughout the process to ensure a satisfactory resolution.

By maintaining high standards in complaint handling, we aim to enhance overall customer experience, build trust, and strengthen long-term relationships with our customers.

Customer Experience

Ying Li proactively stays ahead of market trends to meet evolving customer preferences and enhance their overall experience, providing our customers with fresh, trendy experiences that align with contemporary urban lifestyles. Our focus on customer experience drives us to regularly update and reinvent our spaces, introducing cutting-edge amenities in our office buildings or curating an exciting mix of retailers and events in our malls. We strive to create dynamic, engaging environments that resonate with modern urban dwellers and workers.

CASE STUDY: INSPIRING NEW CONSUMPTION VITALITY

During the China National Day holiday, the Group organised a series of events entitled "Super Sports Academy" at IMIX Park JFB, focusing on the theme of "Trends + Sports". This initiative was designed to revitalise urban energy through sports activities, create a unique operational appeal, generate positive word-of-mouth, enhance customer loyalty, and stimulate consumer enthusiasm.

We are committed to rejuvenating urban commercial spaces by integrating local lifestyles, continuously striving to drive innovation within our commercial establishments and exploring customised business strategies tailored to the sustainable development of urban commerce. In the future, we will continue to unleash trend-driven vitality to create new consumer experiences, explore innovative consumption environments by prioritising consumer needs, and bring in new customer experiences.





CASE STUDY: HERALDING A NEW TREND IN BUSINESS OFFICES

Ying Li is committed to staying at the forefront of evolving customer needs and industry trends. Recognising the growing demand for flexible workspace and shared office space, Ying Li IFC has taken a pioneering step by transforming part of its space into a shared office environment. The establishment of the shared space not only enhances the commercial ecosystem of IFC but also represents a crucial step towards a diverse business hub.

To commemorate the launch of this shared space at IFC, Ying Li organised an insightful event entitled "IFC Shared Space Inauguration & Partner Exchange Meeting" with the theme of "Unity and Cooperation for Mutual Benefits". The event featured discussions with industry experts who shared their perspectives on the development trends in the office building sector. This initiative demonstrates Ying Li's proactive approach to adapting to changing work dynamics and its commitment to fostering a collaborative business environment.





Responsible Marketing and Promotion

The Group has adhered to the philosophy of responsible marketing, and strictly complied with the requirements of laws and regulations such as the *Advertising Law of the PRC* and the *Singapore Code of Advertising Practice*. We have established the Compendium of Asset Sales Management Systems (资产销售管理制度汇编) which articulates a sound responsible marketing system. This system covers various aspects of sales management, including sales planning preparation, sales price management, and sales process management, ensuring that our marketing practices are transparent and compliant with industry standards. We take measures to prevent any fraudulent, misleading, or false information in our marketing materials or processes, which helps build trust with our consumers and safeguards their rights and interests.

During the Reporting Period, the Group did not receive any complaints or confirmed cases of non-compliance related to the marketing and promotional practices.

Customer Privacy Protection

The Group highly values customer privacy security and data protection. We adhere strictly to the *Data Security Law of the PRC*, the *Personal Information Protection Law of the PRC*, the *Personal Data Protection Act of Singapore*, and other relevant laws and regulations. In reinforcing the protection of data and personal information privacy for both the Group, our employees, and customers, Ying Li has developed the Measures for the Management of Company Confidential Information (公司保密信息管理办法). This document standardises the confidentiality management of the Group's materials and information, ensuring a robust framework for safeguarding sensitive data.

We are committed to effectively managing the collection, dissemination, use, and handling of customer information to minimise the risk of privacy breaches. We also optimised the information security incident handling process to enhance our emergency handling capability for security incidents, striving to comprehensively protect customer privacy.

To ensure responsible data management, we maintain clear records and documentation to ensure that data is managed in a systematic and accountable manner. Furthermore, we require authorisation for the handling of sensitive data to minimise the risk of unauthorised data access or misuse. Confidential information pertaining to the Group's business, operations, employees, customers, suppliers, products, services, and proposed transactions or investments is treated with the highest level of confidentiality. When necessary, relevant personnel are required to sign a confidentiality agreement.

During the Reporting Period, there were no major information security incidents such as personal information leakage.

SUSTAINABILITY **REPORT**

OUR COMMUNITY

Community Investment

Ying Li has a strong sense of corporate social responsibility as a devoted member of our society by contributing to communities and fostering sustainable development and environmental conservation. With a strong emphasis on public welfare and charity, Ying Li aims to make a positive impact on society as a whole. We encourage every employee to be socially responsible and actively participate in social activities such as charity programmes, educational aid programmes and environmental enhancement activities. By supporting various social initiatives, the Group strives to create a positive and lasting impact on people's lives, fostering a sense of well-being and progress.

CASE STUDY: TAG CHARITY PROJECTS

IMIX Park Daping has been actively realising its social responsibility since 2013, while seeking innovative development and creating social value. It has introduced the "TAG charity projects" and actively participated in public welfare undertakings to give back to the society. Since 2023, we have actively connected with 55 charity partner units to gather social strength to jointly protect biodiversity, help the young and respect the elderly, and spread positive energy.

A series of community activities have been launched in 2024:

"Light Because of You" Orange Distribution Project



We recognise and appreciate the tireless efforts of rural migrant workers in our cities. By having young volunteers to distribute oranges to these workers, it serves as a gesture of gratitude for their invaluable contributions. This programme also aims to increase navel orange sales and provide ongoing support for rural revitalisation efforts.

Farmers Support Project



The farmer support charity event in Chongqing successfully boosted agricultural product sales in several areas, including Shimazhen in Jiangjin, Tudixiang in Wulong, and Qianjiang District. This initiative led to a substantial increase in both customer traffic and sales volume, providing crucial support to the agricultural businesses in these areas and promoting local economic development.

Love Market – Gifts for the Elderly in Mountainous Areas

This charitable initiative calls for community-wide participation to extend love and warmth to isolated and impoverished elderly people living in mountainous regions and rural villages. The funds raised will be used to purchase and distribute daily necessities to the elderly living in the mountainous areas of Changshou District, Chongqing. This effort aims to improve the quality of life for these vulnerable seniors by ensuring they have access to basic necessities.

SUSTAINABILITY **REPORT**

CASE STUDY: "DELIVERING WARMTH AND HOPE" EDUCATION AID SERIES ACTIVITIES

In 2024, IMIX PARK JFB carried out 26 "Delivering Warmth and Hope" series of student aid activities, jointly participated by 3 brands, 21 communities, 1 media and 1 association. The activities attracted more than 1,000 people to participate, with a total donation value of more than RMB20,000. The activity is designed to help the Zhaizi Primary School in Qianjiang District, providing material assistance to the children while delivering the warmth of the society.

Boosting Rural Revitalisation

In response to national policies, the Group continues to facilitate rural revitalisation. With the focus on key areas and crucial aspects such as industry support, investment attraction, talent training, and consumer support, the collaboration aims to leverage the Group's strong industrial and financial capabilities to expand the scope of public-private partnership and create a new and sustainable model for rural revitalisation. In the future, the Group will focus on establishing a collaborative platform, innovating cooperation methods, and striving to create a multi-domain, multi-dimensional, multi-level, and open collaborative system to boost rural revitalisation.

CASE STUDY: NEW VITALITY IN RURAL REVITALISATION

Recognising that rural revitalisation is a crucial component of national rejuvenation, Ying Li continues to fulfil its corporate social responsibility. This year, we organised the "Unbounded Trends, Archery of Love" event at IMIX PARK JFB under the theme of "Trends + Sports". This initiative aimed to invigorate rural revitalisation efforts and enhance brand awareness for the ancient hawk tea from Wuxi County.

The event successfully merged sports with rural development, capturing the interest of both customers and merchants. Participants engaged in archery activities and were invited to sample Baoyuan Mountain Wuxi Ancient Hawk Tea. They also learned about history of the tea and the upcoming Wuxi Ancient Hawk Tea Experience Space, an initiative designed to promote Wuxi County's hawk tea and boost the local tea economy.

Ying Li maintains a steadfast commitment to Wuxi County's rural revitalisation efforts, working collaboratively towards common goals. Through a multifaceted approach including Party-guided initiatives, industrial empowerment, consumer support, employment facilitation, and cultural promotion, Ying Li mobilises concerted actions to bolster the rural revitalisation strategy.





SUSTAINABILITY **REPORT**

APPENDIX A: SUSTAINABILITY SCORECARD

Economic Performance

REVENUE	UNIT	2023	2024
Revenue	RMB million	209	200
GREEN DEVELOPMENT			
Investment properties (since 1997)	No.	8	8
GFA of investment properties	'000 sqm	333	324
GFA of properties for sale	'000 sqm	294	293
GFA of properties for development	'000 sqm	257	257
Total GFA of all properties	'000 sqm	884	874
Regulatory incidents	No.	0	0
LEED-certified properties in our portfolio	%	22	22

Environmental Performance

EMISSIONS	UNIT	2023	2024
Scope 1 GHG Emissions[1,4,9]	tCO_2e	2	0.32
Scope 2 GHG Emissions[2,4]		13,583	20,814
Scope 3 GHG Emissions[3,4,5]		17	86
Total GHG Emissions[6]		13,602	20,900
Total GHG Emissions Intensity[7]	tCO_2e/'000m^2	26.11	40.17
Sulphur Oxides (SOx) Emissions[8,9]	kg	0.01	0.002
Nitrous Oxides (NOx) Emissions[8,9]		0.63	0.16
Particulate Matter (PM) Emissions[8,9]		0.05	0.01
OTHER ENVIRONMENTAL ASPECTS			
Electricity Consumption[4]	MWh	23,818	36,497
Electricity Consumption Intensity[4,7]	MWh/'000m^2	45.72	70.15
Petrol Consumption[9]	L	680	121
Water Consumption[4,10,11]	m^3	400	102,083
Water Consumption Intensity[4,7,11]	m^3/'000m^2	0.8	196.2
Non-hazardous Waste Disposal[4,12]	t	4,031	4,899
Non-hazardous Waste Disposal Intensity[4,7]	t/'000m^2	7.7	9.4
Paper Consumption	t	0.4	0.5
Energy Consumption[4]	GJ	85,768	131,393

Social Performance

WORKFORCE	UNIT	2023	2024
By location			
China	No. (%)	119 (98)	118 (98)
Singapore		3 (2)	3 (2)
By gender			
Female	No. (%)	71 (58)	67 (55)
Male		51 (42)	54 (45)
By age group			
Under 31 years old	No. (%)	17 (14)	12 (10)
31 - 50 years old		99 (81)	103 (85)
Over 50 years old		6 (5)	6 (5)
By employment category			
Senior-level management	No. (%)	16 (13)	15 (13)
Middle-level management		60 (49)	67 (55)
General staff		46 (38)	39 (32)
TURNOVER RATE			
Overall turnover rate	%	11	12
By location			
China	%	10	12
Singapore		1	0
By gender			
Female	%	8	9
Male		3	3
By age group			
Under 31 years old	%	2	5
31 – 50 years old		9	7
Over 50 years old		0	0
AVERAGE TRAINING HOURS PER EMPLOYEE			
By location			
China	Hours	64	21
Singapore		25	9
By gender			
Female	Hours	69	21
Male		54	21
By employment category			
Senior-level management	Hours	44	12
Middle-level management		66	18
General staff		65	29

OCCUPATIONAL HEALTH AND SAFETY	UNIT	2023	2024
Work-related fatalities[14]	No.	0	0
Rate of work-related fatalities	per 200,000 man-hours	0	0
Work-related injuries	No.	0	1
Lost days due to work-related injuries	Days	0	10
PARENTAL LEAVE			
Employees that were entitled to parental leave	No.	2	3
Employees who took parental leave	No. (%)	2 (100)	3 (100)
Employees that returned to work during the Reporting Period after parental leave	No. (%)	2 (100)	3 (100)
Retention rate (Employees who ended their parental leave and still employed 12 months after their return to work)	%	100	100

Reporting Boundary:

Environmental performance data disclosed for 2024 includes the Group's offices, investment properties and completed properties for sale across China and Singapore. For the avoidance of doubt, all ESG data related to sold properties' occupants are not included in the Report.

Remarks:

1. Scope 1 emissions included direct GHG emissions from the consumption of fuel.
2. Scope 2 emissions included indirect GHG emissions from purchased electricity. The latest emission factors were referenced from the National Average Grid Emission Factor in China 2022 issued by the Ministry of Ecology and Environment of the PRC and the Singapore Energy Statistics 2023 issued by the Energy Market Authority of the Singapore Government.
3. Scope 3 emissions included indirect GHG emissions from water consumption, paper waste disposal and air travel.
4. In 2024, the Group expanded its reporting scope to include performance data from IMIX Park JFB and IMIX Park Daping. This expansion is part of Ying Li's ongoing process to review and broaden its data collection scope across investment properties. The inclusion of additional portions of properties aims to provide a more holistic view of the Group's environmental impacts. Consequently, the reported emissions data related to energy consumption, water usage, and waste generation has increased substantially as compared to 2023 figures. For reporting consistency and comparison, the data from IMIX Park JFB and IMIX Park Daping will be included in future reports.
5. ICAO Carbon Emissions Calculator was used to calculate air travel emission included in scope 3 emissions.
6. Carbon dioxide (CO_2), methane (CH_4) and nitrous oxide (N_2O) were included in GHG calculations.
7. All environmental intensities adopted total GFA of relevant properties as the denominator.
8. Emission factors were adopted from China Energy Statistics 2021 to estimate air emissions.
9. In February 2024, the Group disposed of its petrol car and subsequently purchased a new hybrid car in September 2024. As a result, both overall fuel consumption and distance travelled in 2024 decreased compared to 2023. This change led to a reduction in Scope 1 GHG emissions, as well as SOx, NOx, and PM emissions.
10. There was no issue in sourcing water that fits for purpose during the Reporting Period.
11. The substantial rise in water consumption is attributed primarily to the expansion of the reporting scope to include IMIX Park JFB and IMIX Park Daping, which have high water consumption due to their high visitor traffic.
12. Non-hazardous waste mainly consists of general daily waste disposed from Ying Li IFC, International Plaza, and IMIX Parks
13. Percentage may not add up to 100% due to rounding.
14. Total number of work-related fatalities in 2022 was also 0.

APPENDIX B: LIST OF POLICIES AND REGULATIONS

Emissions
In order to protect and improve the environment, prevent pollution and other hazards to the public, safeguard public health, promote the development of ecological conservation, and promote sustainable economic and social development, China has enacted a large number of laws and regulations to protect environmental resources. Key laws and regulations applicable to the Group include the Environmental Protection Law of the PRC, Law of the PRC on Environmental Impact Assessment, Water Pollution Prevention and Control Law of the PRC, Marine Environment Protection Law of the PRC, Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste, Law of the PRC on Prevention and Control of Environmental Noise Pollution and Atmospheric Pollution Prevention and Control Law of the PRC. These laws and regulations provide clear requirements on air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. The Group shall comply with all the above laws and regulations, otherwise it may be subject to penalties, suspension of operations, and/or legal actions against the Group by regulatory authorities. During the Reporting Period, there were no confirmed cases of non-compliance in relation to environmental protection that would have a significant impact on the Group.
Employment
The Labour Law of the PRC, Labour Contract Law of the PRC and the Employment Act of Singapore stipulate the legal obligations and responsibilities of employers to provide employment protection and benefits covering compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. The Social Insurance Law of the PRC is formulated for the purpose of regulating the basic old-age insurance, basic medical insurance, work injury insurance, unemployment insurance, and maternity insurance, and also clarifies the legal responsibilities of the employers. The Regulation on the Management of Housing Provident Fund of the PRC is formulated for the purpose of maintaining the lawful rights and interests of housing provident fund owners. These laws and regulations provide relevant protection for the Group's employees and safeguard their lawful rights. The Group will continue to comply with all relevant employment laws and regulations to protect the Group's most valuable asset – employees. During the Reporting Period, there were no confirmed cases of non-compliance in relation to the Group's employment practices that would have a significant impact on the Group.
Health and Safety
The Labour Law of the PRC and the Work Safety Law of the PRC commit to the protection of labour safety and production safety, and require manufacturing organisations and employers to provide a safe working environment and protect employees from occupational hazards. The Social Insurance Law of the PRC is formulated for the purpose of regulating the basic old-age insurance, basic medical insurance, work injury insurance, unemployment insurance, and maternity insurance, and also clarifies the legal liabilities of the employers. Compliance with these laws and regulations is the Group's top priority as workplace safety is of critical importance to each and every employee of the Group. As a socially responsible enterprise, the Group complies with the relevant health and safety laws to provide employees with a safe workplace and suitable insurance. During the Reporting Period, there were no confirmed cases of non-compliance in relation to health and safety that would have a significant impact on the Group.

Labour Standards
The Labour Law of the PRC and the Employment Act of Singapore set out clear rules for preventing child labour and forced labour, and provide the legal responsibilities of employers who violate the relevant laws and regulations. Ying Li highly values human rights and aims to demonstrate its people-oriented corporate spirit through strictly complying with the relevant labour standards. During the Reporting Period, there were no confirmed cases of non-compliance in relation to labour standards that would have a significant impact on the Group.
Product Responsibility
The Law of the PRC on Product Quality is formulated with the aim of strengthening product quality monitoring, improving product quality, specifying product quality responsibility, safeguarding legal rights of customers, as well as protecting social and economic order. These laws and regulations provide clear requirements on health and safety matters and remedial methods relating to products and services provided. The Group complies with the relevant laws and regulations in relation to product responsibility to ensure that customers receive safe, reliable and private services. Ying Li provides adequate customer service for all of its residential and commercial properties users. Meanwhile, the Group strictly complies with the Advertising Law of the PRC and the Singapore Code of Advertising Practice in relation to advertising, labelling and privacy matters. During the Reporting Period, there were no confirmed cases of non-compliance in relation to product responsibility that would have a significant impact on the Group.
Anti-Corruption
The Anti-Unfair Competition Law of the PRC and the Prevention of Corruption Act of Singapore set out clear rules on preventing bribery, extortion, fraud, and money laundering. These laws and regulations aim to maintain social integrity and fairness, prevent unfair competition, and protect the legal rights of service providers and customers. The Group firmly believes that misconduct such as corruption has significant negative impact to the business development. Therefore, the Group strictly complies with the relevant anti-corruption laws and regulations to maintain a good reputation and enhance its competitiveness. During the Report Period, there were no confirmed cases of non-compliance in relation to corruption and anti-competitive practices that would have a significant impact on the Group, and no legal proceedings related to corruption were initiated or concluded against the Group or its employees.

SUSTAINABILITY **REPORT**

APPENDIX C: GRI CONTENT INDEX

This SR has been prepared in accordance with the GRI Standards. The following table provides cross-reference of the relevant chapter(s) within the SR and AR as well as any clarifications or reasons for omission.

Statement of use	Ying Li has reported in accordance with the GRI Standards for the period from 1 January 2024 to 31 December 2024
GRI 1 used	GRI 1: Foundation 2021
Applicable GRI Sector Standard(s)	There is no GRI sector standards currently applicable to the Group

GRI STANDARD/ OTHER SOURCE	DISCLOSURE	LOCATION	EXPLANATION/REASON FOR OMISSION
General disclosures			
GRI 2: General Disclosures 2021	2-1 Organisational details	AR: Corporate Profile	*A grey cell indicates that reasons for omission are not permitted for the disclosure or that a GRI Sector Standard reference number is not available.*
	2-2 Entities included in the organisation's sustainability reporting	AR: Corporate Profile	
	2-3 Reporting period, frequency and contact point	SR: Reporting Scope	
	2-4 Restatements of information	There is no restatement of information for the Reporting Period.	
	2-5 External assurance	There is no external assurance for this year's sustainability report but Ying Li will consider seeking external assurance for future sustainability reports.	
	2-6 Activities, value chain and other business relationships	SR: Our responsible business practice	
	2-7 Employees	SR: Our people SR: Sustainability Scorecard	
	2-8 Workers who are not employees	SR: Our people SR: Sustainability Scorecard	

GRI STANDARD/ OTHER SOURCE	DISCLOSURE	LOCATION	EXPLANATION/REASON FOR OMISSION
	2-9 Governance structure and composition	AR: Corporate Governance SR: Our Sustainable Governance None of the members of the highest governance body comes from any underrepresented social group.	
	2-10 Nomination and selection of the highest governance body	AR: Corporate Governance	
	2-11 Chair of the highest governance body	AR: Corporate Governance SR: Our Sustainable Governance	
	2-12 Role of the highest governance body in overseeing the management of impacts	AR: Corporate Governance SR: Our Sustainable Governance	
	2-13 Delegation of responsibility for managing impacts	AR: Corporate Governance SR: Our Sustainable Governance	
	2-14 Role of the highest governance body in sustainability reporting	AR: Corporate Governance SR: Our Sustainable Governance	
	2-15 Conflicts of interest	AR: Corporate Governance	
	2-16 Communication of critical concerns	AR: Corporate Governance SR: Stakeholder Engagement	
	2-17 Collective knowledge of the highest governance body	AR: Corporate Governance	
	2-18 Evaluation of the performance of the highest governance body	AR: Corporate Governance SR: Our Sustainable Governance	

GRI STANDARD/ OTHER SOURCE	DISCLOSURE	LOCATION	EXPLANATION/REASON FOR OMISSION
	2-19 Remuneration policies	AR: Corporate Governance SR: Our People There is no difference in retirement benefits between the senior management and other employees of the Group.	
	2-20 Process to determine remuneration	AR: Corporate Governance SR: Our People The Group seeks the opinions of the employee representative assembly in the formulation of remuneration policy.	
	2-21 Annual total compensation ratio		Due to confidentiality, the Company only discloses salary-related information according to the prevailing regulations.
	2-22 Statement on sustainable development strategy	SR: Sustainability Strategy	
	2-23 Policy commitments	SR: Our Sustainable Governance SR: Our People Ying Li's ESG commitments are generally in line with relevant international initiatives including UN Guiding Principles on Business and Human Rights, OECD Guidelines for Multinational Enterprises, OECD Due Diligence Guidance for Responsible Business Conduct, and Principle 15 of the Rio Declaration on Environment and Development.	

GRI STANDARD/ OTHER SOURCE	DISCLOSURE	LOCATION	EXPLANATION/REASON FOR OMISSION
	2-24 Embedding policy commitments	SR: Our Sustainable Governance SR: Our Responsible Business Practice SR: List of Policies and Regulations	
	2-25 Processes to remediate negative impacts	SR: Our Environment SR: Our People SR: Our Supply Chain SR: Our Customers	
	2-26 Mechanisms for seeking advice and raising concerns	SR: Our Responsible Business Practice SR: Our Sustainable Governance	
	2-27 Compliance with laws and regulations	There were no fines or non-monetary sanctions for non-compliance during the Reporting Period.	
	2-28 Membership associations	SR: Membership Associations	
	2-29 Approach to stakeholder engagement	SR: Stakeholder Engagement	
	2-30 Collective bargaining agreements		There are no collective bargaining agreements. The Group and the individual employees sign a separate labour contract to stipulate the rights and obligations of both parties, and if there is a change in the policy related to the vital interests of the employee, it will also be communicated through the employee representative assembly.

SUSTAINABILITY **REPORT**

GRI STANDARD/ OTHER SOURCE	DISCLOSURE	LOCATION	EXPLANATION/REASON FOR OMISSION
Material topics			
GRI 3: Material Topics 2021	3-1 Process to determine material topics	SR: Our Materiality Approach	*A grey cell indicates that reasons for omission are not permitted for the disclosure or that a GRI Sector Standard reference number is not available.*
	3-2 List of material topics	SR: Our Materiality Approach	
Anti-corruption			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Anti-Corruption	
GRI 205: Anti-Corruption 2016	205-1 Operations assessed for risks related to corruption	SR: Anti-Corruption	
	205-2 Communication and training about anti-corruption policies and procedures	SR: Anti-Corruption	
	205-3 Confirmed incidents of corruption and actions taken	There were no confirmed cases of non-compliance in relation to corruption that would have a significant impact on the Group.	
Anti-competitive behaviour			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Anti-Corruption	
GRI 206: Anti-competitive Behaviour 2016	206-1 Legal actions for anti-competitive behavior, anti-trust, and monopoly practices	There were no confirmed cases of non-compliance in relation to anti-competitive practices that would have a significant impact on the Group.	

GRI STANDARD/ OTHER SOURCE	DISCLOSURE	LOCATION	EXPLANATION/REASON FOR OMISSION
Energy			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Our Sustainable Governance SR: Our Environment	
GRI 302: Energy 2016	302-1 Energy consumption within the organisation	SR: Sustainability Scorecard	
	302-2 Energy consumption outside of the organisation		All energy consumption data related to the activities of sold properties' occupants would be considered as energy consumption outside of the organisation in this regard. Nevertheless, such data is not available as it was not accessible by the Group.
	302-3 Energy intensity	SR: Sustainability Scorecard	
	302-4 Reduction of energy consumption	SR: Energy Usage	
	302-5 Reductions in energy requirements of products and services	SR: Energy Usage	
Water and effluents			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Our Sustainable Governance SR: Our Environment	
GRI 303: Water and Effluents 2018	303-1 Interactions with water as a shared resource	SR: Water Resources	
	303-2 Management of water discharge-related impacts	SR: Water Resources Our properties in China have followed GB 8978-1996 and equivalent standards.	

GRI STANDARD/ OTHER SOURCE	DISCLOSURE	LOCATION	EXPLANATION/REASON FOR OMISSION
	303-3 Water withdrawal	All water consumed by our operations is obtained from municipal water supplies, who took the freshwater from above surface water bodies.	
	303-4 Water discharge	All consumed water by our operations is discharged to municipal sewer.	The water discharge data is not metered during the Reporting Period as it is not a requirement by the government.
	303-5 Water consumption	SR: Sustainability Scorecard	We will study water stress in the future; and water storage in our residential/ commercial buildings would not cause significant water-related impacts.
Emissions			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Sustainable Governance SR: Our Environment	
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	SR: Sustainability Scorecard Only CO_2, N_2O and CH_4 were included in the calculations and there were no biogenic GHG emissions. GWP values from IPCC AR6 were adopted.	
	305-2 Energy indirect (Scope 2) GHG emissions	SR: Sustainability Scorecard Grid emission factors were referenced from the National Average Grid Emission Factor in China 2022 issued by the Ministry of Ecology and Environment of the PRC and the Singapore Energy Statistics 2023 issued by the Energy Market Authority of the Singaporean Government.	

GRI STANDARD/ OTHER SOURCE	DISCLOSURE	LOCATION	EXPLANATION/REASON FOR OMISSION
	305-3 Other indirect (Scope 3) GHG emissions	SR: Sustainability Scorecard Scope 3 emissions included indirect GHG emissions from water consumption, paper waste disposal and air travel.	
	305-4 GHG emissions intensity	SR: Sustainability Scorecard	
	305-5 Reduction of GHG emissions	SR: Our Environment SR: Sustainability Scorecard	
	305-6 Emissions of ozone-depleting substances (ODS)	SR: Our Environment SR: Sustainability Scorecard	
	305-7 Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions	SR: Sustainability Scorecard Emissions from POP, VOC and HAP are regarded as insignificant compared to emissions from PM, NOx and SOx.	
Waste			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Our Sustainable Governance SR: Our Environment	
GRI 306: Waste 2020	306-1 Waste generation and significant waste-related impacts	SR: Waste Management	
	306-2 Management of significant waste-related impacts	SR: Waste Management	
	306-3 Waste generated	SR: Sustainability Scorecard	
	306-4 Waste diverted from disposal		The quantity of waste diverted from disposal is not recorded as it is not a requirement by the government.
	306-5 Waste directed to disposal		The amount of waste directed to disposal is not recorded as it is not a requirement by the government.

SUSTAINABILITY **REPORT**

GRI STANDARD/ OTHER SOURCE	DISCLOSURE	LOCATION	EXPLANATION/REASON FOR OMISSION
Supplier environmental assessment			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Our Supply Chain	
GRI 308: Supplier Environmental Assessment 2016	308-1 New suppliers that were screened using environmental criteria	SR: Our Supply Chain	
	308-2 Negative environmental impacts in the supply chain and actions taken	There were no significant negative environmental impacts observed in Ying Li's supply chain. Ying Li monitors actively to ensure suppliers are in compliance with relevant laws and regulations.	
Employment			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Our Sustainable Governance SR: Our People	
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	SR: Sustainability Scorecard	
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	The Group does not have any temporary or part-time employees during the Reporting Period.	
	401-3 Parental leave	SR: Employee Benefits and Wellness SR: Sustainability Scorecard	
Occupational health and safety			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Our Sustainable Governance SR: Our People	
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	SR: Occupational Health and Safety	
	403-2 Hazard identification, risk assessment, and incident investigation	SR: Occupational Health and Safety	
	403-3 Occupational health services	SR: Occupational Health and Safety	

GRI STANDARD/ OTHER SOURCE	DISCLOSURE	LOCATION	EXPLANATION/REASON FOR OMISSION
	403-4 Worker participation, consultation, and communication on occupational health and safety	SR: Occupational Health and Safety	
	403-5 Worker training on occupational health and safety	SR: Occupational Health and Safety Trainings related to fire safety were organised during the Reporting Period to enhance the fire safety awareness of our employees.	
	403-6 Promotion of worker health	SR: Occupational Health and Safety	
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	SR: Occupational Health and Safety	
	403-8 Workers covered by an occupational health and safety management system	100% of employees are covered by the Group's occupational health and safety management system.	
	403-9 Work-related injuries	SR: Sustainability Scorecard	
	403-10 Work-related ill health	SR: Sustainability Scorecard	
Training and education			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Our Sustainable Governance SR: Our People	
GRI 404: Training and Education 2016	404-1 Average hours of training per year per employee	SR: Sustainability Scorecard	
	404-2 Programs for upgrading employee skills and transition assistance programs	SR: Employee Training and Development	
	404-3 Percentage of employees receiving regular performance and career development reviews	SR: Talent Recruitment and Retention	

SUSTAINABILITY **REPORT**

GRI STANDARD/ OTHER SOURCE	DISCLOSURE	LOCATION	EXPLANATION/REASON FOR OMISSION
Diversity and equal opportunity			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Our Sustainable Governance SR: Our People	
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	AR: Corporate Governance SR: Diversity and Inclusion SR: Sustainability Scorecard There were no ethnic minorities within our staff during the Reporting Period.	
	405-2 Ratio of basic salary and remuneration of women to men		Due to confidentiality, the Company only discloses salary-related information according to the prevailing regulations.
Non-discrimination			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Our Sustainable Governance SR: Our People	
GRI 406: Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	SR: Diversity and Inclusion There were no reported incidents related to discrimination during the Reporting Period.	
Local communities			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Our Sustainable Governance SR: Our Community	
GRI 413: Local Communities 2016	413-1 Operations with local community engagement, impact assessments, and development programs	SR: Community Investment	
	413-2 Operations with significant actual and potential negative impacts on local communities	There were no significant negative impacts on local communities caused by Ying Li's business operations.	

GRI STANDARD/ OTHER SOURCE	DISCLOSURE	LOCATION	EXPLANATION/REASON FOR OMISSION
GRI 414: Supplier Social Assessment 2016	414-1 New suppliers that were screened using social criteria	SR: Supply Chain Management	
	414-2 Negative social impacts in the supply chain and actions taken	There were no significant negative social impacts observed in Ying Li's supply chain. Ying Li monitors actively to ensure suppliers are in compliance with relevant laws and regulations.	
Marketing and labeling			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Our Sustainable Governance SR: Our Customers	
GRI 417: Marketing and Labeling 2016	417-1 Requirements for product and service information and labeling	SR: Responsible Marketing and Promotion	
	417-2 Incidents of non-compliance concerning product and service information and labeling	During the Reporting Period, the Group did not receive any complaints or confirmed cases of non-compliance related to the product and service information and labeling.	
	417-3 Incidents of non-compliance concerning marketing communications	During the Reporting Period, the Group did not receive any complaints or confirmed cases of non-compliance related to the marketing and promotional practices.	
Customer privacy			
GRI 3: Material Topics 2021	3-3 Management of material topics	SR: Our Sustainable Governance SR: Our Customers	
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	SR: Customer Privacy Protection There were no complaints related to the breach of customer privacy and loss of customer data during the Reporting Period.	

DIRECTORS' **STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

The directors present their statement to the members together with the audited consolidated financial statements of Ying Li International Real Estate Limited (the "Company") and its subsidiaries (the "Group") for the financial year ended 31 December 2024 and the statement of financial position of the Company as at 31 December 2024.

In the opinion of the directors,

(a) the statement of financial position of the Company and the consolidated financial statements of the Group as set out on pages 115 to 186 are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 December 2024 and the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and

(b) at the date of this statement, there are reasonable grounds to believe that the Group and Company will be able to pay their debts as and when they fall due.

DIRECTORS

The directors of the Company in office at the date of this statement are as follows:

Chia Seng Hee, Jack	
Chen Guodong	
Ma Jieyu	
Loh Weng Seng Vincent	
Ren Chao	
An Xuesong	(Appointed on 4 December 2024)
Pan Jianyun	(Appointed on 17 March 2025)

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	HOLDINGS REGISTERED IN NAME OF DIRECTOR		HOLDINGS IN WHICH DIRECTOR IS DEEMED TO HAVE AN INTEREST	
	AT 31.12.2024	AT 01.01.2024	AT 31.12.2024	AT 01.01.2024
Company				
(No. of ordinary shares)				
Chia Seng Hee, Jack	1,000	1,000	-	-

The directors' interests in the ordinary shares of the Company as at 21 January 2025 were the same as those as at 31 December 2024.

DIRECTORS' **STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

SHARE OPTIONS

No options were granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries.

No shares were issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries.

As at the end of the financial year, there were no unissued shares of the Company under option.

AUDIT COMMITTEE

The members of the Audit Committee at the end of the financial year were as follows:

Chia Seng Hee, Jack	(Chairman and Lead Independent Director)
Ma Jieyu	(Independent Director)
Wang Yun*	(Non-Executive and Non-Independent Chairman)

* Wang Yun has resigned as the non-executive and non-independent chairman of the Company on 17 March 2025 and has ceased to be a member of the Audit Committee since then. A new member, Pan Jianyun was appointed on 17 March 2025.

All members of the Audit Committee are non-executive directors and majority are independent directors.

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act 1967. In performing those functions, the Audit Committee reviewed:

(i) the scope and the results of internal audit procedures with the internal auditor;

(ii) the audit plan and the audit findings of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;

(iii) the assistance given by the Company's management to the independent auditor; and

(iv) the statement of financial position of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2024 before their submission to the Board of Directors.

The Audit Committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any director and executive officer to attend its meetings. The independent auditor has unrestricted access to the Audit Committee.

The Audit Committee has recommended to the Board of Directors that the independent auditor, CLA Global TS Public Accounting Corporation, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

DIRECTORS' **STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

INDEPENDENT AUDITOR

The independent auditor, CLA Global TS Public Accounting Corporation, has expressed its willingness to accept re-appointment.

On behalf of the directors

.....

Pan Jianyun
Director

.....

Ren Chao
Director

26 March 2025

INDEPENDENT
AUDITOR'S REPORT

TO THE MEMBERS OF YING LI INTERNATIONAL REAL ESTATE LIMITED AND ITS SUBSIDIARIES

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of Ying Li International Real Estate Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including material accounting policies information, as set out on pages 115 to 186.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics Applicable to Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current financial year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of investment properties
(Refer to Note 16 to the financial statements)
(See accounting policies on Note 2.8 and critical accounting estimates on Note 3(a))

Area of focus

The Group has a portfolio of investment properties in the People's Republic of China (the "PRC") with an aggregate carrying values of RMB4,287.1 million representing 75.0% of the Group's total assets as at 31 December 2024. Investment properties represent the most significant asset on the consolidated statement of financial position of the Group.

The Group has accounted for its investment properties at fair value which are determined based on external valuations by independent professional valuer. The valuation process involves significant judgements in determining the appropriate valuation methodologies and in applying the key assumptions or estimates applied in the valuation which are dependent on the prevailing market conditions and require certain adjustments by the professional valuer.

Given the degree of complexity, subjective nature and the involvement of assumptions in the valuation process, additional audit focus was placed on this area. Any input inaccuracies, unreasonable bases used or any change in the key assumptions applied by the professional valuer such as the price per square metre, discount rate, occupancy rate, rental growth rates used in the valuation model could result in a material misstatement of the Group's consolidated financial statements.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

Key audit matters (continued)

Valuation of investment properties (continued)
(Refer to Note 16 to the financial statements)
(See accounting policies on Note 2.8 and critical accounting estimates on Note 3(a))

How our audit addressed the area of focus

We assessed the professional valuer's qualifications, expertise and competency. We also read the terms of engagement of the professional valuer with the Group to determine whether there were any matters that might have affected their objectivity or may have imposed scope limitations upon their work.

We considered the appropriateness of the valuation methods used, which included direct comparison method and income approach, against those applied for similar property types in the market, and held discussion with the professional valuer and management to understand the adopted valuation methodologies. Together with our internal valuation specialists, we assessed and evaluated the reasonableness of the key assumptions used in the valuation which included the suitability of comparable properties, price per square metre and adjustments made to derive the price per square metre, discount rate, occupancy rate, rental growth rates, against historical rates and available market data, taking into consideration comparability and market factors.

We also considered the adequacy of the disclosures in the financial statements, in describing the inherent degree of subjectivity and the key assumptions in the estimates. This includes the relationship between the key unobservable assumptions or inputs and the fair values.

Valuation of development properties
(Refer to Note 14 to the financial statements)
(See accounting policies on Note 2.17 and critical accounting estimates on Note 3(b))

Area of focus

Development properties (consisting of properties for development and completed properties for sale) represent a significant proportion of the assets in the Group's consolidated statement of financial position. As at 31 December 2024, the carrying value of development properties is RMB917.3 million representing 16.1% of the Group's total assets.

The Group assesses at each reporting date the net realisable value of development properties based on the requirement of SFRS(I) 1-2 *Inventories*. Management's assessment of the net realisable value of the properties is a judgemental process, which takes into account of the estimated selling price in the ordinary course of business and the estimated costs necessary to make the sale.

Weakening market conditions and slow take up rate of development properties may impact and create downward pressure on the selling prices of these properties. There is a risk that the estimates of net realisable values may exceed future selling prices, resulting in losses when properties are sold. Accordingly, the Group has engaged an independent professional valuer to estimate the net realisable value for certain development properties which have higher risk of write-down. In determining the net realisable value, the valuer uses valuation methods which involves certain estimates. In relying on the valuation report, management has exercised its judgement and is satisfied that the valuation method is reflective of current market conditions and the estimations used are appropriate.

Specific audit focus in this area is required, as the determination of the estimated net realisable value of the development properties involves significant judgements and is critically dependent upon management and/or the valuer's expectation of recent and future selling prices which are assessed with reference to market prices at the reporting date for comparable properties and estimated selling costs.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

Key audit matters (continued)

Valuation of development properties (continued)
(Refer to Note 14 to the financial statements)
(See accounting policies on Note 2.17 and critical accounting estimates on Note 3(b))

How our audit addressed the area of focus

We discussed with management regarding its basis for net realisable value including reviewing and evaluating the methods and assumptions used. As part of the evaluation, we have considered the sales patterns in the past few years, current market prices of the properties involved or the comparable properties and the prevailing property market conditions and industry outlook.

Where valuation determined by valuer was used as the basis for net realisable value of the development properties, we also assessed the valuer's qualifications, expertise and competency. We also read the terms of engagement of the valuer with the Group to determine whether there were any matters that might have affected their objectivity or may have imposed scope limitations upon their work.

We considered the appropriateness of the valuation methods used by the valuer against those applied for similar property types in the market. We assessed the reasonableness of the key assumptions used in the valuation models which included the estimated price per unit and the term yield, against historical prices and available market data, taking into consideration comparability, the specific nature of the development properties and market factors. We also considered the adequacy of the disclosures in the financial statements.

Provisions and contingent liabilities
(Refer to Note 21 to the financial statements)
(See accounting policies on Note 2.19 and critical accounting estimates on Note 3(c))

Area of focus

The Group recognises provisions on litigation cases, penalties and other charges in accordance with SFRS(I) 1-37 *Provisions, Contingent Liabilities and Contingent Assets*, when the Group assessed that present legal or constructive obligation has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation. As at 31 December 2024, the Group recognised provisions for litigation cases, penalties and other charges amounted to RMB395.9 million.

Provisions in respect of litigation cases are subject to uncertainties and the outcome of the matters cannot be predicted with assurance. Significant judgement is required in assessing probability and making estimates in respect of these contingencies, and the Group's final liabilities may ultimately be materially different. The Group's estimated liabilities in respect of litigation and regulatory proceedings are determined on a case-by-case basis and represent an estimate of probable losses after considering, among other factors, the progress of each case and the opinions and views of legal counsel.

Provisions in respect of penalties and other charges are subject to estimation on the potential financial impact arising from non-compliance with contractual terms. These estimates are based on contractual terms, legal consultation, together with considerations of historical precedents and other factors, making them inherently uncertain.

The assessment of the existence of any present legal or constructive obligations, and the analysis of the probability of the related payment and analysis of reliable estimates requires management's judgement to ensure appropriate accounting or disclosures. Due to the level of judgement relating to recognition, valuation and presentation of provisions and contingent liabilities, this is considered to be a key audit matter.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

Key audit matters (continued)

Provisions and contingent liabilities (continued)
(Refer to Note 21 to the financial statements)
(See accounting policies on Note 2.19 and critical accounting estimates on Note 3(c))

How our audit addressed the area of focus

We inquired management about the recent development, current status and progress of litigation cases, penalties and other charges matters, and their opinions on these litigations/matters. We have also obtained and read the documents related to litigation cases, penalties and other charges matters to verify management's representation. We considered the external legal opinions, where relevant, obtained by management and discussed with the legal counsel to collaborate our understanding of the matters included in the legal opinion.

On a test basis, we performed our assessment on the underlying calculations supporting the provisions and contingent liabilities. We further discussed with management regarding its assessment on the appropriateness of assumptions used in the estimation of provisions and considerations in determining the sufficiency of the provisions recorded in the financial statements as at the end of the financial year, including, evaluated management's assessment by understanding precedents set in similar cases and assessed the reliability of management's past estimates/judgements and evaluated management's assessment around those matters that are not disclosed or not considered as contingent liabilities, as the probability of material outflow is considered to be remote by management.

We also reviewed and considered the adequacy of the required disclosures in the financial statements on the provisions.

Information other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

INDEPENDENT
AUDITOR'S REPORT

TO THE MEMBERS OF YING LI INTERNATIONAL REAL ESTATE LIMITED AND ITS SUBSIDIARIES

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current financial year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

INDEPENDENT
AUDITOR'S REPORT

TO THE MEMBERS OF YING LI INTERNATIONAL REAL ESTATE LIMITED AND ITS SUBSIDIARIES

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

The engagement director on the audit resulting in this Independent Auditor's Report is Meriana Ang Mei Ling.

CLA Global TS Public Accounting Corporation
Public Accountants and Chartered Accountants

Singapore
26 March 2025

CONSOLIDATED STATEMENT OF **COMPREHENSIVE INCOME**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	NOTE	2024 RMB'000	2023 RMB'000
Revenue	4	200,096	208,518
Cost of sales		(64,165)	(68,414)
Gross profit		135,931	140,104
Other income	7	5,960	12,481
Other (losses)/gains			
- Loss allowances on trade and other receivables	27(b)	(568)	(3,301)
- Others - net	8	(64,920)	151,526
Expenses			
- Marketing		(14,708)	(19,165)
- Administrative		(82,371)	(75,309)
- Finance	9	(147,843)	(156,412)
(Loss)/profit before income tax		(168,519)	49,924
Income tax expense	10	(9,886)	(31,528)
Net (loss)/profit for the financial year		(178,405)	18,396
Other comprehensive loss			
Items that maybe reclassified subsequently to profit or loss:			
Net currency translation differences arising from consolidation	25(b)(iii)	(8,307)	(48,851)
Other comprehensive loss, net of tax		(8,307)	(48,851)
Total comprehensive loss		(186,712)	(30,455)
Net (loss)/profit attributable to:			
Equity holders of the Company		(178,466)	16,869
Non-controlling interests		61	1,527
		(178,405)	18,396
Total comprehensive (loss)/income attributable to:			
Equity holders of the Company		(186,773)	(31,982)
Non-controlling interests		61	1,527
		(186,712)	(30,455)
(Loss)/earnings per share for (loss)/profit attributable to equity holders of the Company			
Basic (loss)/earnings per share (RMB)	11(a)	(0.070)	0.007
Diluted (loss)/earnings per share (RMB)	11(b)	(0.070)	0.004

The accompanying notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF **FINANCIAL POSITION**

AS AT 31 DECEMBER 2024

	NOTE	GROUP 2024 RMB'000	GROUP 2023 RMB'000
ASSETS			
Current assets			
Cash and cash equivalents	12	108,413	318,370
Trade and other receivables	13	357,045	370,725
Development properties	14	917,331	951,564
		1,382,789	1,640,659
Non-current assets			
Financial asset, at fair value through profit or loss ("FVPL")	15	-	-
Investment properties	16	4,287,076	4,371,400
Property, plant and equipment	17	43,750	47,677
		4,330,826	4,419,077
Total assets		5,713,615	6,059,736
LIABILITIES			
Current liabilities			
Borrowings	19	1,034,267	1,605,942
Trade and other payables	20	439,919	406,227
Provisions	21	395,948	395,948
Current income tax liabilities		182,082	188,073
		2,052,216	2,596,190
Non-current liabilities			
Borrowings	19	1,201,483	825,996
Other payable – related party	20	307,018	271,619
Deferred income tax liabilities	22	406,571	396,709
		1,915,072	1,494,324
Total liabilities		3,967,288	4,090,514
NET ASSETS		1,746,327	1,969,222
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital	23	4,028,372	4,028,372
Perpetual convertible securities	24	878,970	878,970
Other reserves	25	(2,094,663)	(2,086,356)
Accumulated losses		(1,057,944)	(843,295)
Equity attributable to equity holders of the Company		1,754,735	1,977,691
Non-controlling interests	18	(8,408)	(8,469)
TOTAL EQUITY		1,746,327	1,969,222

The accompanying notes form an integral part of these financial statements.

STATEMENT OF **FINANCIAL POSITION**

AS AT 31 DECEMBER 2024

	NOTE	COMPANY 2024 RMB'000	COMPANY 2023 RMB'000
ASSETS			
Current assets			
Cash and cash equivalents	12	34,396	14,071
Trade and other receivables	13	3,059,344	2,592,800
		3,093,740	2,606,871
Non-current assets			
Property, plant and equipment	17	746	1,519
Investments in subsidiaries	18	3,116,474	3,116,474
		3,117,220	3,117,993
Total assets		6,210,960	5,724,864
LIABILITIES			
Current liabilities			
Borrowings	19	941,516	472,769
Trade and other payables	20	1,194,491	1,461,506
		2,136,007	1,934,275
Non-current liabilities			
Borrowings	19	388,236	-
Other payable – related party	20	307,018	271,619
		695,254	271,619
Total liabilities		2,831,261	2,205,894
NET ASSETS		3,379,699	3,518,970
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital	23	4,028,372	4,028,372
Perpetual convertible securities	24	878,970	878,970
Other reserves	25	(55,036)	(59,579)
Accumulated losses		(1,472,607)	(1,328,793)
TOTAL EQUITY		3,379,699	3,518,970

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF **CHANGES IN EQUITY**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

		ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY								
	NOTE	SHARE CAPITAL RMB'000	PERPETUAL CONVERTIBLE SECURITIES RMB'000	REVERSE ACQUISITION RESERVE RMB'000	STATUTORY COMMON RESERVE RMB'000	CURRENCY TRANSLATION RESERVE RMB'000	ACCUMULATED LOSSES RMB'000	TOTAL RMB'000	NON-CONTROLLING INTERESTS RMB'000	TOTAL RMB'000
Group										
Balance as at 1 January 2024		4,028,372	878,970	(2,034,754)	91,018	(142,620)	(843,295)	1,977,691	(8,469)	1,969,222
Total comprehensive (loss)/income for the financial year:										
- Net (loss)/profit for the financial year		–	–	–	–	–	(178,466)	(178,466)	61	(178,405)
- Net currency translation differences arising from consolidation	25(b)(iii)	–	–	–	–	(8,307)	–	(8,307)	–	(8,307)
		–	–	–	–	(8,307)	(178,466)	(186,773)	61	(186,712)
Distribution on perpetual convertible securities	24	–	–	–	–	–	(36,183)	(36,183)	–	(36,183)
Balance as at 31 December 2024		4,028,372	878,970	(2,034,754)	91,018	(150,927)	(1,057,944)	1,754,735	(8,408)	1,746,327

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF **CHANGES IN EQUITY**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

		ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY									
	NOTE	SHARE CAPITAL RMB'000	PERPETUAL CONVERTIBLE SECURITIES RMB'000	REVERSE ACQUISITION RESERVE RMB'000	CONVERTIBLE BONDS RESERVE RMB'000	STATUTORY COMMON RESERVE RMB'000	CURRENCY TRANSLATION RESERVE RMB'000	ACCUMULATED LOSSES RMB'000	TOTAL RMB'000	NON-CONTROLLING INTERESTS RMB'000	TOTAL RMB'000
Group											
Balance as at 1 January 2023		4,028,372	878,970	(2,034,754)	42,458	91,018	(93,769)	(866,536)	2,045,759	(9,996)	2,035,763
Total comprehensive (loss)/income for the financial year:											
- Net profit for the financial year		–	–	–	–	–	–	16,869	16,869	1,527	18,396
- Net currency translation differences arising from consolidation	25(b)(iii)	–	–	–	–	–	(48,851)	–	(48,851)	–	(48,851)
		–	–	–	–	–	(48,851)	16,869	(31,982)	1,527	(30,455)
Distribution on perpetual convertible securities	24	–	–	–	–	–	–	(36,086)	(36,086)	–	(36,086)
Transfer of reserve related to convertible bonds		–	–	–	(42,458)	–	–	42,458	–	–	–
Balance as at 31 December 2023		4,028,372	878,970	(2,034,754)	–	91,018	(142,620)	(843,295)	1,977,691	(8,469)	1,969,222

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF **CASH FLOWS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	NOTE	2024 RMB'000	2023 RMB'000
Operating activities			
(Loss)/profit before income tax		(168,519)	49,924
Adjustments for:			
Fair value losses/(gains) on investment properties	8	33,000	(278,791)
Fair value loss on financial asset, at FVPL	8	–	210,000
Interest expense	9	147,843	156,412
Depreciation of property, plant and equipment	5	4,282	4,261
(Loss)/gain on disposal of investment properties - net	8	4,386	(2,876)
Reversal of provision on legal cases and penalties - net	8	–	(25,959)
Loss allowance on trade and other receivables	27(b)	568	3,301
Write-down of development properties - completed properties	8	27,000	–
Bank interest income	7	(3,159)	(9,865)
Unrealised exchange differences		(1,665)	(20,457)
Operating cash flows before movements in working capital		43,736	85,950
Trade and other receivables		13,112	16,363
Development properties		7,233	14,332
Trade and other payables		(14,363)	26,735
Cash generated from operations		49,718	143,380
Interest received		3,159	9,865
Income tax paid		(14)	(2)
Net cash generated from operating activities		52,863	153,243
Investing activities			
Purchase of property, plant and equipment		(399)	(219)
Proceeds from disposal of property, plant and equipment		28	–
Proceeds from disposal of investment properties		46,938	4,520
Net cash generated from investing activities		46,567	4,301
Financing activities			
Decrease in restricted cash		21,886	207,332
Proceeds from borrowings		894,851	1,130,562
Repayment of borrowings		(1,123,332)	(976,573)
Repayment of bond notes		–	(215,912)
Interest paid		(79,948)	(148,918)
Net cash used in financing activities		(286,543)	(3,509)

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF **CASH FLOWS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	NOTE	2024 RMB'000	2023 RMB'000
Net (decrease)/increase in cash and cash equivalents		(187,113)	154,035
Effect of exchange rate changes on cash and cash equivalents		(958)	894
Cash and cash equivalents at beginning of the financial year		266,751	111,822
Cash and cash equivalents at end of the financial year	12	78,680	266,751
Restricted bank balances	12	29,733	51,619
Cash and cash equivalents in the consolidated statement of financial position	12	108,413	318,370

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

				NON-CASH CHANGES			
	1 JANUARY RMB'000	PROCEEDS RMB'000	PRINCIPAL AND INTEREST PAYMENTS RMB'000	FOREIGN EXCHANGE MOVEMENT RMB'000	TRADE AND OTHER PAYABLES RMB'000	INTEREST EXPENSE RMB'000	31 DECEMBER RMB'000
Borrowings							
2024	2,431,938	894,851	(1,203,280)	(1,326)	(34,276)	147,843	2,235,750
2023	2,475,963	1,130,562	(1,341,403)	17,898	(7,494)	156,412	2,431,938

The accompanying notes form an integral part of these financial statements.

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. GENERAL INFORMATION

The Company is listed on the Mainboard of the Singapore Exchange Securities Trading Limited (the "Singapore Exchange" or "SGX-ST") and incorporated and domiciled in Singapore. The registered office of the Company is located at 6 Temasek Boulevard, #21-01 Suntec Tower Four, Singapore 038986. Its principal place of business is located at 28 Minquan Road, #35-08 Ying Li International Financial Center, Yuzhong District, Chongqing 400010, the People's Republic of China (the "PRC").

The Company's immediate, intermediate and ultimate holding corporations are State Alpha Limited, China Everbright Limited ("CEL") and Central Huijin Investment Ltd. respectively.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are disclosed in Note 18 to the financial statements.

2. MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards International ("SFRS(I)s") under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I)s requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

These financial statements are presented in Chinese Renminbi ("RMB") and all values are rounded to the nearest thousand ("RMB'000") except when otherwise indicated.

Interpretations and amendments to published standards effective in 2024

On 1 January 2024, the Group has adopted the new or amended SFRS(I)s and Interpretations of SFRS(I)s ("INT SFRS(I)s") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I)s and INT SFRS(I)s.

The adoption of these new or amended SFRS(I)s and INT SFRS(I)s did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial years.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.2 Revenue recognition

(a) Sales of properties

The Group develops and sells residential and commercial properties through fixed-price contracts.

Revenue from sales of properties is recognised at a point in time when or as the control of the property is transferred to the customer who obtains the physical possession or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable. Revenue consists of the fair value of the consideration received and receivable, net of value added tax, rebates and discounts. Proceeds received in advance for pre-sale are recorded as contract liabilities.

(b) Rental income

Rental income from operating leases (net of any incentives given to the lessees) is recognised on a straight-line basis over the lease term.

(c) Interest income

Interest income, including income arising from financial instruments, is recognised using the effective interest method.

2.3 Government grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

Government grants relating to assets are deducted against the carrying amount of the assets.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.4 Group accounting

(a) Subsidiaries

(i) Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on that control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests comprise the portion of a subsidiary's net results of operations and its net assets, which is attributable to the interests that are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and statement of financial position. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

(ii) Acquisitions

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and any pre-existing equity interest in the subsidiary measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill. If those amounts are less than the fair value of the identifiable net assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a gain from bargain purchase. Please refer to the paragraph "Intangible assets – Goodwill" for the subsequent accounting policy on goodwill.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.4 Group accounting (continued)

(a) Subsidiaries (continued)

(iii) Disposals

When a change in the Group's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary, including any goodwill, are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained profits if required by a specific SFRS(I)s.

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to Note 2.9 to the financial statements for the accounting policy on investments in subsidiaries in the separate financial statements of the Company.

(b) Transactions with non-controlling interests

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised within equity attributable to the equity holders of the Company.

2.5 Property, plant and equipment

(a) Measurement

(i) Property, plant and equipment

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

(ii) Components of costs

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The projected cost of dismantlement, removal or restoration is also recognised as part of the cost of property, plant and equipment if the obligation for the dismantlement, removal or restoration is incurred as a consequence of either acquiring the asset or using for purpose other than to produce inventories.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.5 Property, plant and equipment (continued)

(b) Depreciation

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Leasehold buildings	20 to 30 years
Office equipment	3 to 5 years
Computers	3 to 5 years
Furniture and fittings	20 years
Motor vehicles	5 years

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

Fully depreciated property, plant and equipment are retained in the financial statements until they are no longer in use.

(c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss.

2.6 Intangible assets

Goodwill

Goodwill on acquisitions of subsidiaries and businesses represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired. Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Gains and losses on the disposal of the subsidiaries include the carrying amount of goodwill relating to the entity sold.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.7 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.8 Investment properties

Investment properties include those portions of office buildings that are held for long-term rental yields and/or for capital appreciation and right-of-use assets relating to leasehold land that is held for long-term capital appreciation or for a currently indeterminate use. Investment properties include properties that are being constructed or developed for future use as investment properties.

Investment properties are initially recognised at cost and subsequently carried at fair value, determined annually by independent professional valuer on the highest and best use basis. Changes in fair values are recognised in profit or loss.

Investment properties are subject to renovations or improvements at regular intervals. The cost of major renovations and improvements is capitalised and the carrying amounts of the replaced components are recognised in profit or loss. The cost of maintenance, repairs and minor improvements is recognised in profit or loss when incurred.

On disposal of an investment property, the difference between the disposal proceeds and the carrying amount is recognised in profit or loss.

2.9 Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses in the Company's statement of financial position. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.10 Impairment of non-financial assets

(a) Goodwill

Goodwill recognised separately as an intangible asset is tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating-units ("CGU") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost to sell and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

(b) Property, plant and equipment
Investments in subsidiaries

Property, plant and equipment and investments in subsidiaries are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

For an asset other than goodwill, management assesses at the end of the reporting period whether there is any indication that an impairment recognised in prior periods may no longer exist or may have decreased. If any such indication exists, the recoverable amount of that asset is estimated and may result in a reversal of impairment loss. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.11 Financial assets

(a) Classification and measurement

The Group classifies its financial assets in the following measurement categories:

- Amortised cost; and
- FVPL

The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

At initial recognition

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

At subsequent measurement

(i) Debt instruments

Debt instruments mainly comprise cash and cash equivalents and trade and other receivables.

The subsequent measurement categories, depending on the Group's business model for managing the asset and the cash flow characteristics of the asset:

Amortised cost: Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

(ii) Equity investments

The Group subsequently measures all its equity investments at their fair values. Equity investments are classified as FVPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "Other gains/(losses)", except for those equity securities which are not held for trading. Dividends from equity investments are recognised in profit or loss as "dividend income".

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.11 Financial assets (continued)

(b) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt financial assets carried at amortised cost.

For trade receivables, lease receivables and contract assets, the Group applies the simplified approach permitted by the SFRS(I) 9 *Financial Instruments*, which requires expected lifetime losses to be recognised from initial recognition of these receivables.

For other financial assets at amortised cost, the general 3 stage approach is applied. Credit loss allowance is based on 12-month expected credit loss if there is no significant increase in credit risk since initial recognition of the assets. If there is a significant increase in credit risk since initial recognition, lifetime expected credit loss will be calculated and recognised.

(c) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

On disposal of an equity investment, the difference between the carrying amount and sales proceed is recognised in profit or loss if there was no election made to recognise fair value changes in other comprehensive income. If there was an election made, any difference between the carrying amount and sales proceed amount would be recognised in other comprehensive income and transferred to retained profit along with the amount previously recognised in other comprehensive income relating to that asset.

2.12 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.13 Financial guarantees

The Company has issued corporate guarantees to banks for bank borrowings of its subsidiaries. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings. Intra-group transactions are eliminated on consolidation.

Financial guarantee contracts are initially recognised at their fair value plus transaction costs and subsequently measured at the higher of:

(a) premium received on initial recognition less the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15 *Revenue from Contracts with Customers*; and

(b) the amount of expected loss computed using impairment methodology under SFRS(I) 9 *Financial Instruments*.

2.14 Borrowings

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the reporting date, in which case they are presented as non-current liabilities.

Covenants that the Group is required to comply with on or before the end of the reporting period are considered in classifying loan arrangements with covenants as current or non-current. Covenants that the Group is required to comply with after the reporting period do not affect the classification at the reporting date.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

2.15 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.16 Leases

(i) When the Group is the lessee:

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

- Right-of-use assets

  The Group recognises a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

  These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

  Right-of-use assets are presented within "Property, plant and equipment".

- Lease liabilities

  The initial measurement of lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

  Lease payments include the following:

  - Fixed payment (including in-substance fixed payments), less any lease incentives receivable;
  - Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
  - Amount expected to be payable under residual value guarantees;
  - The exercise price of a purchase option if is reasonably certain to exercise the option; and
  - Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

  For contracts that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.16 Leases (continued)

(i) When the Group is the lessee: (continued)

- Lease liabilities (continued)

  Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be re-measured when:

  - There is a change in future lease payments arising from changes in an index or rate;
  - There is a change in the Group's assessment of whether it will exercise an extension option; or
  - There is a modification in the scope or the consideration of the lease that was not part of the original term.

  Lease liability is re-measured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

- Short term and low value leases

  The Group has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

(ii) When the Group is the lessor:

The Group leases investment properties under operating leases to non-related parties.

- Lessor – Operating leases

  Leases where the Group retains substantially all risks and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to the lessees) is recognised in profit or loss on a straight-line basis over the lease term.

  Initial direct costs incurred by the Group in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognised as an expense in profit or loss over the lease term on the same basis as the lease income.

  Contingent rents are recognised as income in profit or loss when earned.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.17 Development properties

Development properties consist of properties for development, properties under development and completed properties for sale.

(a) Properties for development

Properties for development are mainly vacant leasehold land for future development and sale. They are stated at lower of cost or net realisable value.

(b) Properties under development for sale

Properties under development for sale are stated at lower of cost and net realisable value. Net realisable value takes into account the price ultimately expected to be realised and the anticipated costs to completion. Cost of property under development comprises land cost, development costs and borrowing costs capitalised during the development period. When completed, the units held for sale are classified as completed properties for sale.

(c) Completed properties for sale

Completed properties for sale are stated at lower of cost and net realisable value. Cost is determined by apportionment of the total land cost, development costs and capitalised borrowing costs based on floor area of the unsold properties. Net realisable value is determined by reference to sale proceeds of properties sold in the ordinary course of business less all estimated selling expenses; or is estimated by management in the absence of comparable transactions after taking into consideration prevailing market conditions.

2.18 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a tax authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, an associated company and joint ventures, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.18 Income taxes (continued)

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date; and

(ii) based on the tax consequence that will follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities except for investment properties. Investment property measured at fair value is presumed to be recovered entirely through sale.

Current and deferred income taxes are recognised as income or expense in profit or loss.

2.19 Provisions and contingencies

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised in the profit or loss as finance expense.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss when the changes arise.

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) a present obligation that arises from past events but is not recognised because:

  (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

  (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2.20 Employee benefits

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the statement of financial position.

(ii) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

(iii) Pension obligations

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

The Group is required to provide certain staff pension benefits to their employees under existing the PRC regulations. Pension contributions are provided at rates stipulated by the PRC regulations and are contributed to a pension fund managed by government agencies, which are responsible for administering these amounts for the subsidiaries' employees.

The Group has no further payment obligations once the contributions have been paid. Pension contributions are recognised as employee benefit expense in the period in which the related services are performed. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.21 Currency translation

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The functional currency of the Company is Singapore Dollar. The consolidated financial statements of the Group are presented in RMB and have been rounded to the nearest thousand ("RMB'000") as the Group entities operate mainly in the PRC and majority of the Group's transactions are denominated in RMB.

(b) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss. Monetary items include primarily financial assets (other than equity investments), contract assets and financial liabilities. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

All foreign exchange gains and losses impacting profit or loss are presented in the statement of comprehensive income within "Other gains/(losses)".

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

(c) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities are translated at the closing exchange rates at the reporting date;

(ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and

(iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operation.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

2 MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.22 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the executive committee whose members are responsible for allocating resources and assessing performance of the operating segments.

2.23 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits with financial institutions which are subject to an insignificant risk of changes in value. For cash subjected to restriction, assessment is made on the economic substance of the restriction and whether they meet the definition of cash and cash equivalents.

2.24 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

2.25 Dividends to Company's shareholders

Dividends to the Company's shareholders are recognised when the dividends are approved for payment.

2.26 Perpetual securities

Perpetual securities, including perpetual bonds, do not have a maturity date and the Company can at its option redeem the perpetual securities and at its discretion defer distributions subject to terms and conditions of the securities or bonds. Perpetual securities are classified as equity when there is no contractual obligation to deliver cash or other financial assets (i.e. to make principal repayments in respect of its perpetual securities) to another person or entity or to exchange financial assets or liabilities with another person or entity that is potentially unfavourable to the issuer. Incremental costs directly attributable to the issue of perpetual securities are shown in equity as a deduction, net of tax, from the proceeds. The proceeds received, net of any directly attributable transaction costs, are credited to perpetual securities. Distributions will be directly debited from equity.

3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Valuation of investment properties

The Group carries its investment properties at fair value based on the valuation performed by an independent professional valuer, with changes in fair values being recognised in profit or loss. In determining the fair value, the valuer used valuation methods which involve certain estimates. In relying on the valuation report, management has exercised its judgement and is satisfied that the valuation methods are reflective of current market conditions and the estimations used are appropriate.

The carrying amount of investment properties as at 31 December 2024 is RMB4,287,076,000 (2023: RMB4,371,400,000).

3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONTINUED)

(b) Estimation of net realisable value for development properties

Development properties are stated at the lower of cost and net realisable value.

The Group assesses at each reporting date the net realisable value of development properties based on the requirement of SFRS(I) 1-2 *Inventories*. Management's assessment of the net realisable value of the properties is a judgemental process, which takes into account of the estimated selling price in the ordinary course of business and the estimated costs necessary to make the sale. The Group also engages an independent professional valuer to estimate the net realisable value for certain properties which have higher risk of write-down. In determining the net realised value, the valuer has based on a valuation method which involves certain estimates. In relying on the valuation report, management has exercised its judgement and is satisfied that the valuation method is reflective of current market conditions and the estimations used are appropriate.

The carrying amount of the development properties as at 31 December 2024 is RMB917,331,000 (2023: RMB951,564,000).

(c) Provision on litigation cases, penalties and other charges

As disclosed in Note 21 to the financial statements, the Group recognises provisions on litigation cases, penalties and other charges. Provisions in respect of litigation cases are subject to many uncertainties and the outcome of individual matters cannot be predicted with assurance. Significant judgement is required in assessing probability and making estimates in respect of these contingencies, and the Group's final liabilities may ultimately be materially different. The Group's estimated liabilities in respect of litigation and regulatory proceedings are determined on a case-by-case basis and represent an estimate of probable losses after considering, among other factors, the progress of each case and the opinions and views of legal counsel. As at 31 December 2024, for some litigation cases, the proceedings are still on-going. The outcome of the proceedings remains uncertain.

The amount of provisions recognised as at 31 December 2024 is RMB395,948,000 (2023: RMB395,948,000).

(d) Valuation of financial asset, at FVPL

As disclosed in Note 15 to the financial statements, the fair value of financial asset, at FVPL is derived based on generally accepted valuation techniques. The valuation techniques involve the use of market inputs, discounted cash flow analysis and other unobservable inputs used by market participants. Because of the inherent valuation uncertainty, the estimated fair value may differ significantly from the value that would be used if a ready market for the financial asset existed, and those differences could be material. The fair value measurement is categorised as level 3 within the fair value hierarchy.

The carrying amount of the financial asset, at FVPL as at 31 December 2024 is RMBNil (2023: RMBNil).

(e) Assessment of expected credit loss ("ECL") of trade and other receivables

The Group's trade receivables mainly comprise lease receivables from tenants of investment properties and receivables from the customers who bought its residential and commercial properties. Generally, the Group aims for full payment from its customers or notifications from financial institution on approval of loan applications submitted by the customers. In addition, the Group collects rental deposits from its tenants to mitigate its credit risks over lease receivables.

The trade receivables are subject to the ECL model under the financial reporting standard on financial instruments. The expected lifetime losses are recognised from initial recognition of these assets. The loss rates are based on days past due for groupings of various customer segments that have similar loss patterns.

3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONTINUED)

(e) Assessment of expected credit loss ("ECL") of trade and other receivables (continued)

The loss rates are initially derived based on management's historical observed default rates. Management will calibrate and adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECL is a significant estimate. The amount of ECL is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast economic conditions may also not be representative of customer's actual default in the future. The information about the ECL on the Group's trade receivables is disclosed in Note 27(b) to the financial statements.

The gross amounts of trade receivables and loss allowance as at 31 December 2024 are RMB18,026,000 and RMB5,373,000 (2023: RMB15,312,000 and RMB4,797,000) respectively.

For other receivables, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the other receivables has not increased significantly since initial recognition, the Group measures the loss allowance for other receivables at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

The gross amounts of other receivables and loss allowance as at 31 December 2024 are RMB638,624,000 and RMB350,184,000 (2023: RMB635,978,000 and RMB350,192,000) respectively.

(f) Deferred income tax

The Group recognises income tax liabilities and assets based on an estimation of the likely taxes due, which requires significant judgement as to the ultimate tax determination of certain items. Where the actual amount arising from these differs from these estimates, such differences will have an impact on income tax and deferred tax amounts in the period when such determination is made. In addition, management judgement is required in determining the amount of current and deferred income tax recognised and the extent to which amounts should or can be recognised.

A deferred income tax asset is recognised for provisions, tax losses and capital allowances carried forward if it is probable that the entities within the Group will generate sufficient taxable profit in future periods to benefit from a reduction in tax payments. This involves the management making assumptions within its overall tax planning activities and periodically reassessing them in order to reflect changed circumstances as well as tax regulations in the respective jurisdictions in which the respective entity within the Group operates in.

If the tax authority regards the entities within the Group is not satisfying and/or meeting certain statutory requirements in their respective countries of incorporation, the unrecognised tax losses will be forfeited.

The carrying value of deferred tax liabilities as at 31 December 2024 is RMB406,571,000 (2023: RMB396,709,000).

3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONTINUED)

(g) Classification of unquoted investment in limited partnership

An investment is accounted for using the equity method in the consolidated financial statements where the Group has significant influence over the investee. Significant influence arises where the Group has the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. If an investor holds directly or indirectly 20% or more of the voting power of the investee, it is presumed that the investor has significant influence, unless it can be clearly demonstrated that this is not the case. Significant judgement is applied by management in assessing whether significant influence exists. This involves assessment of the purpose and design of the entity, identification of the activities which significantly affect the entity's returns and how decisions are made about those activities.

In assessing how decisions are made, management considers contractual arrangements with the entity or other parties, and any rights or ability to appoint, remove or direct key management personnel or entities that have the ability to direct the relevant activities of the entity. Although the Group holds more than 20% of the interest in a limited partnership entity, management concluded that the Group neither have control nor significant influence over the investee in accordance with an investment and partnership agreement. Accordingly, the Group has classified the investment as financial asset, FVPL as disclosed in Note 15 to the financial statements.

(h) Going concern

As at 31 December 2024, the Group was in net current liabilities position of RMB669.4 million (2023: RMB955.5 million) and has recorded net loss of RMB178.4 million (2023: net profit of RMB18.4 million) for the financial year then ended. Included in the Group's current liabilities as at 31 December 2024, are loans from a related party of RMB941.5 million which are due for repayment within 12 months from the end of the financial year and higher than the Group's unrestricted cash and cash equivalents of RMB78.7 million as at 31 December 2024.

Notwithstanding the above, the Group's significant operations in the PRC are expected to progressively recover as the stringent property measures would only have short term impact to the Group's business activities and the Group has been able to generate net cash from operating activities for the current and prior financial years. Accordingly, the Directors, having considered the operations of the Group and the followings, are of the view that the Group will be able to improve its financial performance and meet its obligations as and when they fall due within the next twelve months from the financial year ended 31 December 2024:

- Based on the review of the cash flows projections of the Group for the next financial year ending 31 December 2025, there is adequate liquidity to finance the working capital requirements of the Group;
- The Group is expected to continue generating positive cash flows from its operating activities;
- The Group is continuously seeking financial support from the controlling shareholder and related party who has expressed their willingness to grant extension to the existing loans; and
- The Group will be proactively reshuffling or disposing low yielding properties to reduce gearing and improve liquidity position.

Based on these factors, management has a reasonable expectation that the Group has and will have adequate resources to continue in operational existence for the foreseeable future and the use of going concern assumption in the preparation of the Group's financial statements is appropriate.

4 REVENUE

	GROUP	
	2024	**2023**
	RMB'000	**RMB'000**
Revenue from contracts with customers – the PRC:		
- Sales of completed properties – at a point in time	9,363	17,351
Property rental income – the PRC (Note 16)	190,733	191,167
	200,096	208,518

(a) Contract liabilities

	GROUP		
	31 DECEMBER		**1 JANUARY**
	2024	**2023**	**2023**
	RMB'000	**RMB'000**	**RMB'000**
Contract liabilities - sales of completed properties (Note 20)	16,417	20,936	25,284

Contract liabilities are in relation to the advance consideration received from customers. The contract liabilities are recognised as revenue when the Group fulfils its performance obligations under contract, which is when control of properties transfers to the customer.

Revenue recognised in relation to contract liabilities:

	GROUP	
	2024	**2023**
	RMB'000	**RMB'000**
Revenue recognised in the financial year that was included in the contract liabilities balance at the beginning of the financial year:		
- Sales of completed properties – at a point in time	7,744	7,390

(b) Assets recognised from costs to fulfil contracts

The Group has no other current assets in relation to costs to fulfil contracts with customers. Costs are charged to profit or loss as cost of sales on a basis consistent with the pattern of recognition of the associated revenue.

5 EXPENSES BY NATURE

	GROUP	
	2024	2023
	RMB'000	RMB'000
Advertising and promotional expenses	7,559	6,623
Costs of completed properties for sale	7,379	14,769
Consultancy and service fees	15,719	12,402
Depreciation of property, plant and equipment (Note 17)	4,282	4,261
Employee compensation (Note 6)	31,792	32,719
Property management and maintenance costs	34,165	32,395
Property taxes	17,717	15,769

6 EMPLOYEE COMPENSATION

	GROUP	
	2024	2023
	RMB'000	RMB'000
Wages and salaries	21,861	22,796
Employer's contribution to defined contribution plans	6,421	6,291
Other short-term benefits	3,510	3,632
	31,792	32,719

7 OTHER INCOME

	GROUP	
	2024	2023
	RMB'000	RMB'000
Bank interest income	3,159	9,865
Sundry income	2,801	2,616
	5,960	12,481

8 OTHER (LOSSES)/GAINS – NET

	GROUP	
	2024	**2023**
	RMB'000	**RMB'000**
Fair value (losses)/gains on investment properties (Note 16)	(33,000)	278,791
Fair value loss on financial asset, at FVPL (Note 15)	–	(210,000)
Reversal of provision on legal cases and penalties - net (Note 21)	–	25,959
Receipt from partial settlement of a legal case (Note 21)	4,340	9,564
Write-down of development properties - completed properties (Note 14)	(27,000)	–
Foreign exchange (loss)/gain - net	(3,035)	20,457
Refund of withholding tax relating to perpetual convertible securities	–	13,396
Reversal of accrued payables	–	12,841
(Loss)/gain on disposal of investment properties - net	(4,386)	2,876
Others	(1,839)	(2,358)
	(64,920)	151,526

9 FINANCE EXPENSES

	GROUP	
	2024	**2023**
	RMB'000	**RMB'000**
Interest expenses:		
- Bank borrowings	72,850	125,469
- Bond notes	–	3,229
- Loans from related parties	74,993	27,714
	147,843	156,412

10 INCOME TAX EXPENSE

	GROUP	
	2024	2023
	RMB'000	RMB'000
Tax expense attributable to profit or loss is made up of:		
For the current financial year:		
- Current income tax	24	–
- Deferred income tax (Note 22)	9,862	31,528
	9,886	31,528

No provision for income tax in Singapore has been made as the Group's taxable income neither arises in, nor is derived from, Singapore.

In 2024 and 2023, the Group's taxation arising mainly from operations in the PRC which is calculated at the prevailing rate of 25%.

The tax on the Group's (loss)/profit before income tax differs from the theoretical amount that would arise using the PRC standard rate of income tax as follows:

	GROUP	
	2024	2023
	RMB'000	RMB'000
(Loss)/profit before income tax	(168,519)	49,924
Tax calculated at tax rate of 25%* (2023: 25%*)	(42,130)	12,481
Effects of:		
- Different tax rates in other countries	13,495	9,089
- Deferred income tax not recognised	17,735	4,769
- Expenses not deductible for tax purposes	21,387	10,094
- Income not subject to tax	(601)	(4,905)
Tax expense	9,886	31,528

* This is the applicable tax rate for most of the Group's operating entities.

11 (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

Basic (loss)/earnings per share is calculated by dividing the net (loss)/profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	GROUP	
	2024	**2023**
Net (loss)/profit attributable to equity holders of the Company (RMB'000)	(178,466)	16,869
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	2,557,040	2,557,040
Basic (loss)/earnings per share (RMB per share)	(0.070)	0.007

(b) Diluted (loss)/earnings per share

For the purpose of calculating diluted (loss)/earnings per share, net (loss)/profit attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares.

	GROUP	
	2024	**2023**
Net (loss)/profit attributable to equity holders of the Company (RMB'000)	(178,466)	16,869
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	2,557,040	2,557,040
Adjustment for perpetual convertible securities ('000)	–*	1,480,000
	2,557,040	4,037,040
Diluted (loss)/earnings per share (RMB per share)	(0.070)	0.004

* For the financial year ended 31 December 2024, as the effect of conversion of shares from perpetual convertible securities is anti-dilutive, the diluted loss per share is the same as the basic loss per share.

12 CASH AND CASH EQUIVALENTS

	GROUP	
	2024	2023
	RMB'000	RMB'000
Cash and cash equivalents	108,413	318,370
Less: Restricted bank balances	(29,733)	(51,619)
Cash and cash equivalents per consolidated statement of cash flows	78,680	266,751

	COMPANY	
	2024	2023
	RMB'000	RMB'000
Cash at bank	34,396	14,071

As at 31 December 2024, restricted bank balances of the Group of RMB29,733,000 (2023: RMB51,619,000) pledged to banks were in relation to interest reserve account on borrowings and sales of mortgaged properties to customers.

13 TRADE AND OTHER RECEIVABLES

	GROUP	
	2024	2023
	RMB'000	RMB'000
Trade receivables - Non-related parties	18,026	15,312
Less: loss allowance (Note 27(b))	(5,373)	(4,797)
Trade receivables – net	12,653	10,515
Other receivables - Non-related parties	46,003	43,353
Consideration receivables from disposal of subsidiaries and a land parcel	575,350	575,350
Refundable deposits	17,271	17,275
	638,624	635,978
Less: loss allowance (Note 27(b))	(350,184)	(350,192)
Total other receivables – net	288,440	285,786
Financial assets at amortised cost	301,093	296,301
Advances to sub-contractors and vendors	3,987	4,007
Prepayments	28,705	45,011
Prepaid taxes	23,260	25,406
Total trade and other receivables	357,045	370,725

13 TRADE AND OTHER RECEIVABLES (CONTINUED)

	COMPANY	
	2024	2023
	RMB'000	RMB'000
Other receivables:		
- Non-related parties	–	20
- Subsidiaries	3,360,847	2,894,275
Refundable deposits	271	275
	3,361,118	2,894,570
Less: loss allowance	(302,056)	(302,056)
Financial assets at amortised cost	3,059,062	2,592,514
Prepayments	282	286
Total trade and other receivables	3,059,344	2,592,800

Other receivables from subsidiaries are non-trade, unsecured, interest-free and repayable on demand.

14 DEVELOPMENT PROPERTIES

	GROUP	
	2024	2023
	RMB'000	RMB'000
Completed properties for sales	794,919	829,152
Properties for development	122,412	122,412
	917,331	951,564

Properties for development and completed properties for sale are located in the PRC. Properties for development mainly comprise land costs and related taxes.

During the financial year ended 31 December 2024, the Group has recognised a write-down of development properties amounting to RMB27,000,000 (2023: RMBNil) for certain completed properties for sale (Note 8).

During the financial year ended 31 December 2023, certain property, plant and equipment with an aggregate carrying amount of RMB1,274,000 was transferred to completed properties for sales (Note 17).

Certain borrowings are secured by completed properties for sale of the Group with an aggregate carrying amounts of RMB80,277,000 (2023: RMB208,137,000) (Note 19).

15 FINANCIAL ASSET, AT FVPL

	GROUP	
	2024	2023
	RMB'000	RMB'000
Unquoted investment in limited partnership, at FVPL		
Beginning of the financial year	–	210,000
Fair value loss (Note 8)	–	(210,000)
End of the financial year	–	–

Unquoted investment in limited partnership relates to a subsidiary's investment with initial cost of RMB559 million to subscribe for 26% of the subordinated shares in Shanghai Zhaoli Investment Centre (LLP) (the "Investee") where it invested directly in Shanghai Sheng Ke Investment Centre (LLP). The objective of the investment is to jointly participate in the Beijing Tongzhou Project as Shanghai Sheng Ke Investment Centre (LLP) owns the project companies holding the Beijing Tongzhou Project (the "Project").

Although the Group holds 26% equity interest in the Investee, management has assessed that the Group neither has control nor significant influence over the investee as it does not have the power to participate in the financial and operating policy decisions of the Investee.

The unquoted investment in limited partnership is carried at fair value at the end of the financial year, based on valuation performed by Savills Valuation and Professional Services (China) Limited, an international independent firm of professional valuers who have the requisite qualification and experience in the financial asset being valued.

The valuation of the unquoted investment in limited partnership is primarily based on the fair value of the Project, which is measured using the direct comparison method, income approach, replacement cost method and residual method, depending on the stage of development of the individual project phases. The underlying assets held by the project companies are carried at fair value at the end of the financial year, based on valuation performed by Savills Real Estate Valuation (Guangzhou) Limited, an international independent firm of professional valuers who have the requisite qualification and experience in the assets being valued.

The direct comparison method involves the analysis of comparable sales of similar properties and adjusting the sale prices to that reflective of the properties. The income approach derives the value of the property by prediction of the future income generated from the property, and then use an appropriate rate of return or capitalisation rate to discount its future income into value of the property. The replacement cost method is particularly applicable when the property being appraised involves relatively new improvements which represent the highest and best use of the land or when relatively unique or specialised improvements are located on the site, for which there exist few improved sales or leases of comparable properties. The residual method derives the value of the property under development after deducting the total gross development costs and developer's profit from the gross development value.

16 INVESTMENT PROPERTIES

	GROUP	
	2024	2023
	RMB'000	RMB'000
Leasehold properties:		
Beginning of the financial year	4,371,400	4,094,253
Disposal of investment properties	(51,324)	(1,644)
Fair value (losses)/gains (Note 8)	(33,000)	278,791
End of the financial year	4,287,076	4,371,400

Certain bank borrowings are secured by investment properties of the Group with an aggregate carrying amounts of RMB2,208,740,000 (2023: RMB4,116,189,000) (Note 19).

The following amounts are recognised in profit or loss:

	GROUP	
	2024	2023
	RMB'000	RMB'000
Property rental income (Note 4)	190,733	191,167
Direct operating expenses arising from:		
- Investment properties that generate rental income	(56,785)	(53,645)
- Investment properties that do not generate rental income	(1,339)	(1,290)

At the end of the financial year, the details of the Group's investment properties are as follows:

PROJECT	LOCATION	DESCRIPTION	TENURE
Minsheng Mansion	No.181 Minsheng Road, Yuzhong District, Chongqing, PRC.	Retail, office and car parks	40-year land use rights for commercial use, expiring in September 2033.
Zou Rong Plaza	No.141 to 155 Zourong Road, Yuzhong District, Chongqing, PRC.	Retail, office and car parks	50-year land use rights for commercial use, expiring in January 2046.
Southland Garden	No.46 to 52 Cangbai Road, Yuzhong District, Chongqing, PRC.	Retail and car parks	40-year land use rights for commercial use, expiring in November 2042.
New York New York	No.108 Bayi Road, Yuzhong District, Chongqing, PRC.	Car parks	40-year land use rights for commercial use, expiring in January 2042.
Future International	No.6 Guanyinqiao, Pedestrian Street, Jiangbei District, Chongqing, PRC.	Retail and car parks	40-year land use rights for commercial use, expiring in March 2045.

16 INVESTMENT PROPERTIES (CONTINUED)

At the end of the financial year, the details of the Group's investment properties are as follows: (continued)

PROJECT	LOCATION	DESCRIPTION	TENURE
Bashu Cambridge	No.8 Bashu Road, Yuzhong District, Chongqing, PRC.	Retail and car parks	40-year land use rights for commercial use, expiring in September 2044.
Ying Li International Financial Centre	No. 26 & 28 Minquan Road, Yuzhong District, Chongqing, PRC.	Retail, office and car parks	40-year land use rights for commercial use, expiring in December 2044.
Ying Li International Plaza	No.19 Daping Zheng Jie Road, Yuzhong District, Chongqing, PRC.	Retail and car parks	40-year land use rights for commercial use, expiring in July 2050.

Fair value hierarchy - Recurring fair value measurement

	FAIR VALUE MEASUREMENT USING		
DESCRIPTION	QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS (LEVEL 1)	SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)
	RMB'000	RMB'000	RMB'000
2024			
- Retail, office and car parks – the PRC	–	–	4,287,076
2023			
- Retail, office and car parks – the PRC	–	–	4,371,400

Valuation techniques and inputs used to derive Level 3 fair values

Level 3 fair values of the Group's properties have been derived using the direct comparison method and income approach on property basis. Sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as location, building age and size. The most significant input in this valuation approach is the reference to market evidence of transaction prices for similar properties and the rental income of the properties and were performed in accordance with International Valuation Standards and the Royal Institution of Chartered Surveyors' Global Valuation Standards. In estimating the fair value of the properties, the highest and best use of the properties is their current basis. There has been no change to the valuation technique during the financial year, except as disclosed below.

Valuation process of the Group

The Group engages external, independent and qualified valuers to determine the fair value of the Group's properties at the end of every financial year based on the properties' highest and best use. As at 31 December 2024, the fair values of the properties have been determined by Knight Frank Petty Limited (2023: KPMG Advisory (China) Limited Shenzhen Branch).

16 INVESTMENT PROPERTIES (CONTINUED)

At each financial year end, management:

- verifies all major inputs to the independent valuation reports;
- assesses property valuation movements compared to the prior year valuation reports; and
- holds discussions with the independent valuer.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

There were no transfers into or out of fair value hierarchy levels for the financial years ended 31 December 2024 and 2023.

DESCRIPTION	FAIR VALUE RMB'000	VALUATION TECHNIQUE	SIGNIFICANT UNOBSERVABLE INPUT (1)	RANGE
2024				
Investment properties	4,287,076	Direct comparison method	price per square metre (2)	RMB5,860 - RMB36,573
		Income approach (discounted cash flow)	discount rate (3)	5.3% - 6.0%
			occupancy rate (2)	64% - 100%
			rental growth (2)	4% - 9%
2023				
Investment properties	4,371,400	Direct comparison method	price per square metre (2)	RMB4,640 - RMB34,000
		Income approach (term and reversion)	term and reversionary yield (3)	4.8% - 5.8%

(1) There were no significant inter-relationships between unobservable inputs.
(2) Any significant isolated increases/(decreases) in these inputs would result in a significantly higher/(lower) fair value measurement.
(3) Any significant isolated increases/(decreases) in these inputs would result in a significantly lower/(higher) fair value measurement.

17 PROPERTY, PLANT AND EQUIPMENT

	LEASEHOLD BUILDINGS RMB'000	OFFICE EQUIPMENT, COMPUTERS, FURNITURE AND FITTINGS RMB'000	MOTOR VEHICLES RMB'000	TOTAL RMB'000
Group				
2024				
Cost				
Beginning of the financial year	72,550	20,065	1,003	93,618
Additions	–	77	322	399
Disposals	–	(91)	(186)	(277)
Currency translation differences	(32)	(1)	–	(33)
End of the financial year	72,518	20,050	1,139	93,707
Accumulated depreciation				
Beginning of the financial year	26,588	18,450	903	45,941
Depreciation (Note 5)	3,837	430	15	4,282
Disposals	–	(81)	(168)	(249)
Currency translation differences	(16)	(1)	–	(17)
End of the financial year	30,409	18,798	750	49,957
Net book value				
End of the financial year	42,109	1,252	389	43,750
2023				
Cost				
Beginning of the financial year	71,598	19,882	1,003	92,483
Additions	2,172	219	–	2,391
Transfer to development properties (Note 14)	(1,313)	–	–	(1,313)
Write-off	–	(39)	–	(39)
Currency translation differences	93	3	–	96
End of the financial year	72,550	20,065	1,003	93,618
Accumulated depreciation				
Beginning of the financial year	22,757	18,078	903	41,738
Depreciation (Note 5)	3,855	406	–	4,261
Transfer to development properties (Note 14)	(39)	–	–	(39)
Write-off	–	(39)	–	(39)
Currency translation differences	15	5	–	20
End of the financial year	26,588	18,450	903	45,941
Net book value				
End of the financial year	45,962	1,615	100	47,677

17 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	LEASEHOLD BUILDINGS RMB'000	COMPUTERS RMB'000	TOTAL RMB'000
Company			
2024			
Cost			
Beginning of the financial year	2,265	113	2,378
Currency translation differences	(32)	(1)	(33)
End of the financial year	2,233	112	2,345
Accumulated depreciation			
Beginning of the financial year	755	104	859
Depreciation	749	8	757
Currency translation differences	(16)	(1)	(17)
End of the financial year	1,488	111	1,599
Net book value			
End of the financial year	745	1	746
2023			
Cost			
Beginning of the financial year	–	110	110
Additions	2,172	–	2,172
Currency translation differences	93	3	96
End of the financial year	2,265	113	2,378
Accumulated depreciation			
Beginning of the financial year	–	93	93
Depreciation	740	6	746
Currency translation differences	15	5	20
End of the financial year	755	104	859
Net book value			
End of the financial year	1,510	9	1,519

Certain bank borrowings are secured by leasehold buildings of the Group with an aggregate carrying amounts of RMBNil (2023: RMB7,362,000) (Note 19).

18 INVESTMENTS IN SUBSIDIARIES

	COMPANY	
	2024	2023
	RMB'000	RMB'000
Unquoted equity shares, at cost:		
Beginning and end of the financial year	2,966,257	2,966,257
Quasi-equity loan to a subsidiary [(1)]	150,217	150,217
	3,116,474	3,116,474

(1) The quasi-equity loan to a wholly-owned subsidiary is unsecured, interest-free with no fixed term of repayment and is therefore quasi-equity in nature. The settlement of the loan is not planned, and the repayment of the loan is solely at the discretion of the subsidiary. Accordingly, the loan, in substance, forms part of the Company's net investment in the subsidiary, and stated at cost and tested for impairment together with the cost of investment.

Management assesses for impairment whenever there is any objective evidence or indication that investments in subsidiaries may be impaired. As at 31 December 2024 and 2023, management has assessed that there is no indication that the Company's investments in subsidiaries would be impaired.

The Group has the following subsidiaries as at 31 December 2024 and 2023:

NAME OF SUBSIDIARIES	PRINCIPAL ACTIVITIES	COUNTRY OF BUSINESS/ INCORPORATION	PROPORTION OF ORDINARY SHARES DIRECTLY HELD BY PARENT		PROPORTION OF ORDINARY SHARES HELD BY THE GROUP		PROPORTION OF ORDINARY SHARES HELD BY NON-CONTROLLING INTERESTS	
			2024	2023	2024	2023	2024	2023
			%	%	%	%	%	%
Held by the Company								
Luckzone International Limited[(a)]	Investment holding	British Virgin Islands ("BVI")	100	100	100	100	–	–
Peak Century Holdings Limited[(a)]	Investment holding	BVI	100	100	100	100	–	–
Top Accurate Holdings Limited[(a)]	Investment holding	BVI	100	100	100	100	–	–
Verdant View Limited[(a)]	Investment holding	BVI	100	100	100	100	–	–
Vast Speed Holdings Limited[(a)]	Investment holding	BVI	100	100	100	100	–	–
Brandway Investments Limited[(a)]	Investment holding	BVI	100	100	100	100	–	–
Ever Perfect Enterprise Limited[(a)]	Investment holding	BVI	100	100	100	100	–	–

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

The Group has the following subsidiaries as at 31 December 2024 and 2023: (continued)

NAME OF SUBSIDIARIES	PRINCIPAL ACTIVITIES	COUNTRY OF BUSINESS/ INCORPORATION	PROPORTION OF ORDINARY SHARES DIRECTLY HELD BY PARENT		PROPORTION OF ORDINARY SHARES HELD BY THE GROUP		PROPORTION OF ORDINARY SHARES HELD BY NON-CONTROLLING INTERESTS	
			2024	2023	2024	2023	2024	2023
			%	%	%	%	%	%
Held by the Company (continued)								
Shining Valour Investments Limited[(a)]	Investment holding	BVI	100	100	100	100	–	–
Fortune Court Holdings Limited[(a)]	Investment holding	Hong Kong	100	100	100	100	–	–
First Regent International Limited[(a)]	Investment holding	Hong Kong	100	100	100	100	–	–
Chongqing Yingli Real Estate Development Co., Ltd.[(b)] ("CQYL")	Property development	The PRC	51	51	100	100	–	–
Held by Ever Perfect Enterprise Limited								
Fully Rich Industrial Limited[(a)]	Trading	Hong Kong	100	100	100	100	–	–
Held by Luckzone International Limited								
Chongqing Yingli Qipaifang Real Estate Development Co., Ltd.[(b)]	Property development	The PRC	100	100	100	100	–	–
Held by Fortune Court Holdings Limited								
CQYL[(b)]	Property development	The PRC	46.05	46.05	100	100	–	–
Held by CQYL								
Chongqing San Ya Wan Aquatic Products Integrative Trading Market Development Co., Ltd.[(b)] ("SYW")	Property development	The PRC	80	80	80	80	20	20
Chongqing Yingli Guangsheng Hardware and Electrical Market Development Co., Ltd.[(b)] ("GS")	Property development and management	The PRC	100	100	100	100	–	–
Chongqing Lu Zu Temple Real Estate Co., Ltd.[(b)] ("LZM")	Property development	The PRC	100	100	100	100	–	–

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

The Group has the following subsidiaries as at 31 December 2024 and 2023: (continued)

NAME OF SUBSIDIARIES	PRINCIPAL ACTIVITIES	COUNTRY OF BUSINESS/ INCORPORATION	PROPORTION OF ORDINARY SHARES DIRECTLY HELD BY PARENT		PROPORTION OF ORDINARY SHARES HELD BY THE GROUP		PROPORTION OF ORDINARY SHARES HELD BY NON-CONTROLLING INTERESTS	
			2024	2023	2024	2023	2024	2023
			%	%	%	%	%	%
Held by Peak Century Holdings Limited								
Yingli International Commercial Properties Management Co., Ltd.[(b)]	Property consultancy, sale, marketing and management	The PRC	100	100	100	100	–	–
Held by Yingli International Commercial Properties Management Co., Ltd.								
Chongqing Yingli Retail Management Co., Ltd.[(b)]	Property consultancy, sale, marketing and management	The PRC	52.38	52.38	100	100	–	–
Chongqing Yingli Zhuoyue Retail Management Co., Ltd.[(b)]	Property consultancy, sale, marketing and management	The PRC	100	100	100	100	–	–
CQYL[(b)]	Property development	The PRC	2.95	2.95	100	100	–	–
Held by First Regent International Limited								
Perfect Summit Limited[(a)]	Investment holding	Hong Kong	100	100	100	100	–	–
Held by Brandway Investments Limited								
Chongqing Kai Yi Yu Commercial Management Co., Ltd.[(b)]	Corporate management consultancy	The PRC	100	100	100	100	–	–

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

The Group has the following subsidiaries as at 31 December 2024 and 2023: (continued)

NAME OF SUBSIDIARIES	PRINCIPAL ACTIVITIES	COUNTRY OF BUSINESS/ INCORPORATION	PROPORTION OF ORDINARY SHARES DIRECTLY HELD BY PARENT		PROPORTION OF ORDINARY SHARES HELD BY THE GROUP		PROPORTION OF ORDINARY SHARES HELD BY NON-CONTROLLING INTERESTS	
			2024	2023	2024	2023	2024	2023
			%	%	%	%	%	%
Held by Chongqing Yingli Qipaifang Real Estate Development Co., Ltd.								
Chongqing Guang Rui Carpark Services Co., Ltd.[(b)]	Carpark, commercial property management and leasing services	The PRC	100	100	100	100	–	–
Held by Chongqing Kai Yi Yu Commercial Management Co., Ltd.								
Zhuhai Rong Guang Commercial Management Co., Ltd.[(b)]	Mall and property management and corporate management consultancy	The PRC	100	100	100	100	–	–
Chongqing Rong Guang Commercial Management Co., Ltd.[(b)]	Mall and property management and corporate management consultancy	The PRC	100	100	100	100	–	–
Chongqing Yingli Retail Management Co., Ltd.[(b)]	Property consultancy, sale, marketing and management	The PRC	47.62	47.62	100	100	–	–

(a) Audited by CLA Global TS Public Accounting Corporation for consolidation purposes.
(b) Audited by Shanghai CLA Global TS Certified Public Accountants for consolidation purposes.

In accordance to Rule 716 of The Singapore Exchange Securities Trading Limited – Listing Rules, the Audit Committee and Board of Directors of the Company confirmed that they are satisfied that the appointment of different auditors for its subsidiaries would not compromise the standard and effectiveness of the audit of the Group.

18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Carrying value of non-controlling interests

	GROUP	
	2024	2023
	RMB'000	RMB'000
SYW	(8,408)	(8,469)

Set out below are the summarised financial information for the subsidiary with non-controlling interests that are material to the Group. These are presented before inter-company eliminations.

Summarised statement of financial position of SYW

	2024	2023
	RMB'000	RMB'000
Current assets	173,517	174,000
Non-current assets	40	44
Total assets	173,557	174,044
Current liabilities	215,597	216,390
Total liabilities	215,597	216,390
Net liabilities	(42,040)	(42,346)

Summarised statement of comprehensive income of SYW

	2024	2023
	RMB'000	RMB'000
Revenue	3,264	5,809
Total comprehensive income, representing net profit	306	7,636
Total comprehensive income allocated to non-controlling interests	61	1,527

Summarised statement of cash flows of SYW

	2024	2023
	RMB'000	RMB'000
Net cash generated from/(used in) operating activities	259	(709)

19 BORROWINGS

	GROUP	
	2024	2023
	RMB'000	RMB'000
Current		
Financial instruments with floating interest rates:		
Bank borrowings (secured)	92,751	1,133,173
Financial instruments with fixed interest rates:		
Loans from a related party (unsecured)	941,516	472,769
	1,034,267	1,605,942
Non-current		
Financial instruments with floating interest rates:		
Bank borrowings (secured)	733,247	825,996
Financial instruments with fixed interest rates:		
Loans from a related party (unsecured)	388,236	–
Loans from a related party (secured)	80,000	–
	1,201,483	825,996
Total	2,235,750	2,431,938

	COMPANY	
	2024	2023
	RMB'000	RMB'000
Current		
Financial instruments with fixed interest rates:		
Loans from a related party (unsecured)	941,516	472,769
Non-current		
Financial instruments with fixed interest rates:		
Loans from a related party (unsecured)	388,236	–
Total	1,329,752	472,769

The exposure of the borrowings of the Group to interest rate changes and the contractual repricing dates at the end of the financial year are as follows:

	GROUP	
	2024	2023
	RMB'000	RMB'000
6 months or less	825,998	1,959,169

19 BORROWINGS (CONTINUED)

The weighted effective interest rates are as follows:

	GROUP		COMPANY	
	2024	2023	2024	2023
	%	%	%	%
Bank borrowings	5.58	6.22	–	–
Loans from related parties	7.02	7.33	7.07	7.33

The fair value of the borrowings is a reasonable approximation of the carrying amount due to their short-term nature or that they are floating rate instruments that are frequently re-priced to market interest rates, except for the non-current borrowings with fixed interest rates. The fair value of non-current borrowings is computed based on cash flows discounted at market borrowing rate. The fair value is within level 2 of the fair value hierarchy.

At the end of the financial year, the Group's borrowings are secured by:

(a) mortgage over certain investment properties with an aggregate carrying amounts of RMB2,208,740,000 (2023: RMB4,116,189,000) (Note 16);

(b) mortgage over certain development properties with an aggregate carrying amounts of RMB80,277,000 (2023: RMB208,137,000) (Note 14); and

(c) mortgage over certain property, plant and equipment with an aggregate carrying amounts of RMBNil (2023: RMB7,362,000) (Note 17).

(d) pledged over certain bank deposits with balance of RMB29,733,000 (2023: RMB51,619,000) (Note 12).

Security granted

As at 31 December 2023, the Company has provided guarantees to a bank in respect of banking facilities granted to Group entities amounting to RMB1,054,065,000. The interest rate charged by the bank on the bank borrowings to the subsidiaries is at market rate and is consistent with the borrowing cost of the subsidiaries without corporate guarantees. The Company has assessed that the fair value of corporate guarantees is immaterial. These guarantees have been discharged during the financial year following the settlement of the bank borrowings by the subsidiaries, accordingly, the Company is no longer expose to credit risk related to these guarantees.

20 TRADE AND OTHER PAYABLES

	GROUP	
	2024 RMB'000	2023 RMB'000
Trade payables - Non-related parties	43,024	42,458
Other payables:		
- Non-related parties	146,294	110,188
- Related party	307,018	271,619
	496,336	424,265
Accruals for operating expenses	140,517	108,333
Deposits received	43,068	45,787
Other tax payables	27,170	19,322
Financial liabilities, at amortised cost	707,091	597,707
Less: non-current liability		
Other payable – related party	(307,018)	(271,619)
	400,073	326,088
Advances received	23,429	59,203
Contract liabilities (Note 4(a))	16,417	20,936
Total trade and other payables – current liabilities	439,919	406,227

The Group's other payable to a related party relates to the unpaid distribution on perpetual convertible securities ("PCS") (Note 24). Based on the terms of the PCS, the Group may elect to defer the payment of the distribution on any distribution payment date by giving written notice to the holder of the PCS and the Group is not subject to any limits as to the number of times which it may defer the payment of the distributions. As at 31 December 2024, the Group has no intention to pay the distribution within the next 12 months and accordingly, the other payable – related party had been classified as non-current liability.

	COMPANY	
	2024 RMB'000	2023 RMB'000
Other payables:		
- Subsidiaries	1,108,556	1,401,551
- Related party	307,018	271,619
	1,415,574	1,673,170
Accruals for operating expenses	63,587	50,451
Other tax payables	22,348	9,504
Financial liabilities, at amortised cost	1,501,509	1,733,125
Less: non-current liability		
- Other payable – related party	(307,018)	(271,619)
Total trade and other payables – current liabilities	1,194,491	1,461,506

The Company's other payables to subsidiaries are non-trade, unsecured, interest free and repayable on demand.

The Company's other payable to a related party relates to the unpaid distribution on PCS (Note 24). Based on the terms of the PCS, the Company may elect to defer the payment of the distribution on any distribution payment date by giving written notice to the holder of the PCS and the Company is not subject to any limits as to the number of times which it may defer the payment of the distributions. As at 31 December 2024, the Company has no intention to pay the distribution within the next 12 months and accordingly, the other payable – related party had been classified as non-current liability.

21 PROVISIONS

	GROUP	
	2024	2023
	RMB'000	RMB'000
Current		
Provision on litigation case	270,000	270,000
Provision on penalties and other charges	125,948	125,948
	395,948	395,948
Movement:		
Beginning of the financial year	395,948	421,907
Amount recognised in profit or loss (Note 8):		
- Provision made	–	41,818
- Reversal of provision	–	(67,777)
	–	(25,959)
End of the financial year	395,948	395,948

Provision on litigation case

In May 2017, CQYL entered into certain agreements (the "Agreements") with various non-related parties (the "Non-Related Parties"), in relation to, inter alia, the acquisition of shares in a company located in the PRC. Under the Agreements, the total amount payable by CQYL was approximately RMB372,000,000.

In 2017 and 2018, certain Non-Related Parties commenced legal proceedings against CQYL in respect of disputes arising out of the Agreements (the "Disputes"). The total remaining quantum of the claims under the disputes, amounted to approximately RMB337,777,000. During the financial year ended 31 December 2023, CQYL has discharged its obligation as guarantor as the Non-Related Parties had paid off the debts and thus the Group has recognised a reversal of provision for RMB67,777,000. This has resulted in the reduction of the claims under disputes to RMB270,000,000 as at 31 December 2024 and 2023.

In 2021, CQYL entered into settlement agreements with the Non-Related Parties, where the Non-Related Parties had agreed to repay CQYL RMB49,970,000, based on an agreed repayment schedule. As no security was provided by the Non-Related Parties in respect of the agreed repayments, the Group will only reverse the provisions upon receiving the cash repayment. On 2 November 2022, CQYL has reached the revised settlement agreement with the Non-Related Parties, of which the agreed repayment schedule has been revised and extended with the final instalment to be received in September 2023, however the Non-Related Parties have not made repayments in accordance with the repayment schedule and there are still amount outstanding to be received from the Non-Related Parties as at 31 December 2024. Management is closely following up with the Non-Related Parties on the remaining outstanding amount.

During the financial year ended 31 December 2024, CQYL had received repayment of a total amount of RMB4,340,000 (2023: RMB9,564,000) from the Non-Related Parties, and the amount had been recognised in profit or loss (Note 8).

However, the Disputes have not been concluded as the revised settlement agreement was only in respect of certain elements of the Disputes. Taking into account the information available to management and the advice obtained from the Group's Chinese legal counsel in respect of the potential outcome of the Disputes, it is uncertain at this stage whether CQYL would be discharged from any of the remaining liabilities arising from the Disputes. Accordingly, no further adjustment was made by management on provisions in respect of such remaining liabilities in the financial statements for the financial year ended 31 December 2024.

21 PROVISIONS (CONTINUED)

Provision on penalties

Provisions were made for potential penalties charged by local authorities for certain non-compliance matters in relation with the projects developed.

During the financial year ended 31 December 2023, the Group recognised additional provision for potential penalties payable to local authorities amounting to RMB41,818,000 in relation to a development project of the Group as the subsidiary did not complete the development within the stipulated period. Management has assessed the provision for penalties based on current market condition and legal advice from the Group's Chinese legal counsel, and is of the opinion that based on current assessment, no further provision is required as at 31 December 2024.

Legal proceedings

As announced by the Company on 3 February 2021, legal proceedings (the "Legal Proceedings") had been commenced against CEL, together with the Company and various of its subsidiaries in Chongqing, the PRC by Mr. Fang Ming, the former Chief Executive Officer and a former controlling shareholder of the Company (the "Plaintiff"). The Plaintiff is claiming an amount of up to RMB1.172 billion from CEL, the controlling shareholder of the Company, in connection with the sale of the Plaintiff's shares in the Company to the indirect subsidiaries of CEL (the "Sale"). The Plaintiff had also applied for the Company and various of its subsidiaries to be jointly liable.

On 7 April 2023, the Chongqing No. 5 Intermediate People's Court of the PRC (the "Court") served the Company and various of its subsidiaries the first-instance judgement relating to the Legal Proceedings (the "First-Instance Judgement"). The First-Instance Judgement ruled that CEL is liable for the monies that the Plaintiff is claiming and dismissed the Plaintiff's application to make the Company and various of its Subsidiaries to be jointly liable with CEL, which the Company and various of its subsidiaries are not liable whatsoever.

CEL is dissatisfied with the First-Instance Judgement and had filed an appeal to the Chongqing Higher People's Court (the "Higher Court") in accordance with the laws of the PRC and the Higher Court accepted the case on 31 May 2023.

On 9 September 2024, the Higher Court served on the Company and various of its subsidiaries a civil judgement which states that the basic facts identified by the first-instance trial were unclear and the First-Instance Judgement was incorrect. Accordingly, the Higher Court ruled that the First-Instance Judgement issued by the Court shall be revoked; and the Legal Proceedings shall be remanded to the Court for retrial.

On 11 November 2024, a new civil complaint has been commenced by the Plaintiff against CEL, the Company and various of its subsidiaries in the Court in connection with the Sale. The plaintiff has alleged that there was disagreement over the consideration of the Sale and demanded CEL to restitute and compensate for the Plaintiff's properties, loss of funds corresponding to the alleged unpaid consideration and other related losses. The Plaintiff had also applied for the Company and various of its subsidiaries to be jointly liable.

Based on current information available and the legal advice from the Group's Chinese legal counsel, management is of the view that the legal proceedings instituted by the Plaintiff will not have any material impact on the financial position and performance of the Group. In addition, management is of the opinion that the legal proceedings will not significantly affect the daily operations of the Group. Further details on this ongoing litigation proceedings were set out in the announcements, which were uploaded on the Company's website as well as SGXNET.

21 PROVISIONS (CONTINUED)

Arbitration proceedings

As announced by the Company on 21 February 2023, the Company and its subsidiary, CQYL commenced an arbitration with the China Chongqing Arbitration Commission in January 2023 against, among others, Shengyu (BVI) Limited ("Shengyu") and Hengda Real Estate Group (Chongqing) Company Limited (恒大地产集团重庆有限公司) ("Hengda Chongqing") (collectively, the "Debtors") in respect of the Debtors' failure to make payment for its purchase of the entire issued and paid-up share capital in the Company's wholly-owned subsidiary Shiny Profit Enterprises Limited and a separate parcel of land pursuant to a conditional sale and purchase agreement entered into between the Company and Shengyu.

On 6 December 2024, the Company has been notified of the arbitral award in which the arbitration tribunal ruled in favour of the Group, and the Debtors have been ordered to pay the consideration of RMB503,759,490, along with the legal fees incurred by the Group and a portion of the arbitration costs incurred.

As at 31 December 2024, the net outstanding receivables from the Debtors included in non-trade receivables from non-related parties amounts to RMB262,710,000 (2023: RMB262,710,000) (Note 13), calculated based on the gross outstanding balance of RMB575,350,000 (2023: RMB575,350,000) net of loss allowance of RMB312,640,000 (2023: RMB312,640,000) recognised in previous financial years.

Management has reviewed the recoverability of the outstanding receivables from the Debtors and is of the opinion that the expected credit loss allowance had been adequately provided for as at 31 December 2024. In assessing the adequacy of ECL, management has taken into consideration the arbitral award granted by China Chongqing Arbitration Commission and the advice from the Group's Chinese legal counsel to continue to trace the significant assets owned by Shengyu and to enforce against such assets located in the PRC and/or to commence legal proceedings against the other Debtors to hold them jointly liable to make payment.

22 DEFERRED INCOME TAXES

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same taxation authority.

Movement in deferred income tax account is as follows:

	GROUP	
	2024	2023
	RMB'000	RMB'000
Beginning of the financial year	(396,709)	(365,181)
Charged to profit or loss (Note 10)	(9,862)	(31,528)
End of the financial year	(406,571)	(396,709)

22 DEFERRED INCOME TAXES (CONTINUED)

The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same tax jurisdiction) are as follows:

	GROUP			
	INVESTMENT PROPERTIES RMB'000	FINANCIAL ASSET, AT FVPL RMB'000	OTHERS RMB'000	TOTAL RMB'000
Deferred income tax assets				
2024				
Beginning and end of the financial year	–	139,750	–	139,750
2023				
Beginning of the financial year	–	87,250	–	87,250
Credited to profit or loss	–	52,500	–	52,500
End of the financial year	–	139,750	–	139,750

	GROUP			
	INVESTMENT PROPERTIES RMB'000	FINANCIAL ASSET, AT FVPL RMB'000	OTHERS RMB'000	TOTAL RMB'000
Deferred income tax liabilities				
2024				
Beginning of the financial year	510,650	–	25,809	536,459
(Credited)/charged to profit or loss	(8,250)	–	18,112	9,862
End of the financial year	502,400	–	43,921	546,321
2023				
Beginning of the financial year	440,952	–	11,479	452,431
Charged to profit or loss	69,698	–	14,330	84,028
End of the financial year	510,650	–	25,809	536,459

Deferred income tax not recognised

At the end of the financial year, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised is RMB1,370,150,000 (2023: RMB1,393,621,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future. Accordingly, withholding tax amounting to RMB137,015,000 (2023: RMB139,362,100) relating to the undistributed earnings has not been recognised.

23 SHARE CAPITAL

	NUMBER OF ORDINARY SHARES	AMOUNT RMB'000
Company		
2024 and 2023		
Beginning and end of the financial year	2,557,040,024	4,028,372

Fully paid ordinary shares, which have no par value, carry one vote per share and carry a right to dividends as and when declared by the Company.

24 PERPETUAL CONVERTIBLE SECURITIES

In October 2014, the Company issued perpetual subordinated convertible securities (the "Perpetual Convertible Securities" or "PCS") with an initial aggregate principal amount of Singapore dollar ("SGD") 185 million comprising Tranche 1 and Tranche 2 amounting to SGD165 million and SGD20 million, respectively. The details of the Perpetual Convertible Securities are set out in the circular dated 18 August 2014. The issue of the Perpetual Convertible Securities generated gross proceeds of RMB902,097,000 and net proceeds of RMB878,970,000 after deducting RMB23,127,000 of transaction costs. The Perpetual Convertible Securities have no fixed maturity.

Tranche 1 Perpetual Convertible Securities can be redeemed by the Company after the date of the fifth anniversary of the relevant issue date. Tranche 2 Perpetual Convertible Securities can be redeemed by the Company during the following periods: (i) between the second anniversary of the issue date (including the date of the second anniversary of the issue date) and the third anniversary from the issue date (but excluding the date of the third anniversary from the Issue Date); and (ii) after the date of the fifth anniversary from the issue date.

On 7 November 2022, the Company announced that it had entered into an amendment and supplemental deed (the "Amendment Deed") with Everbright Hero Mauritius Limited (the "Bondholder") pursuant to which, the Company and the Bondholder agreed to, among others, amend the Tranche 1 PCS conditions and Tranche 2 PCS conditions. For more details, please refer to the circular dated 7 November 2022 made available on SGXNET.

Following the approval from shareholders at the Extraordinary General Meeting dated 29 December 2022 in relation to the Amendment Deed, the Perpetual Convertible Securities are convertible into 1,480,000,000 new shares of the Company at a conversion price of SGD0.125 per share.

The Perpetual Convertible Securities confer on the holder a right to receive a distribution at a pre-determined date at a rate at 4% (2023: 4%). The Company may elect to defer distribution and is not subject to any limits as to the number of times distribution can be deferred.

While any distributions are unpaid or deferred, the Company shall not declare or pay any dividends, distributions or make payment on, and will procure that no dividend or other payment is made on or redeem, reduce, cancel, buyback or acquire for any consideration any share capital thereof (including preference shares) or security issued by the Company which ranks or is expressed to rank pari passu with Perpetual Convertible Securities.

Distribution for the financial year ended 31 December 2024 was RMB36,183,000 (2023: RMB36,086,000).

The holder of the convertible securities has the right to convert such convertible securities into shares of the Company at any time between the expiry of three years from the issue date (including the date of the third anniversary from the issue date) and the expiry of six years from the issue date (excluding the date of the sixth anniversary of the issue date), except if an offer is made to shareholders of the Company for all the outstanding shares of the Company, or if an event of default or change of control event occurs.

24 PERPETUAL CONVERTIBLE SECURITIES (CONTINUED)

Given that both a change of control event occurred and an offer was made to the shareholders of the Company for all the shares of the Company prior to the expiry of three years, the holder remains to have right for conversion under the conversion option of the terms and conditions of the Perpetual Convertible Securities.

As the Perpetual Convertible Securities impose no contractual obligation on the Group to repay its principal, they do not meet the definition for classification as financial liabilities. Accordingly, the whole instrument is classified as equity, and respective distributions, if and when declared, are treated as dividends.

25 OTHER RESERVES

		GROUP	
		2024	2023
		RMB'000	RMB'000
(a)	Composition:		
	Reverse acquisition reserve	(2,034,754)	(2,034,754)
	Statutory common reserve	91,018	91,018
	Currency translation reserve	(150,927)	(142,620)
		(2,094,663)	(2,086,356)
(b)	Movements:		
	(i) *Reverse acquisition reserve*		
	Beginning and end of the financial year	(2,034,754)	(2,034,754)
	(ii) *Statutory common reserve*		
	Beginning and end of the financial year	91,018	91,018
	(iii) *Currency translation reserve*		
	Beginning of the financial year	(142,620)	(93,769)
	Net currency translation differences arising from consolidation	(8,307)	(48,851)
	End of the financial year	(150,927)	(142,620)

		COMPANY	
		2024	2023
		RMB'000	RMB'000
(a)	Composition:		
	Currency translation reserve	(55,036)	(59,579)
		(55,036)	(59,579)
(b)	Movements:		
	Beginning of the financial year	(59,579)	(41,098)
	Net currency translation differences	4,543	(18,481)
	End of the financial year	(55,036)	(59,579)

25 OTHER RESERVES (CONTINUED)

The reverse acquisition reserve relates to the excess of purchase consideration over the fair value of the net assets of subsidiaries acquired under a reverse acquisition.

The statutory common reserve represents the amount transferred from profit after taxation of the subsidiaries incorporated in the PRC in accordance with the PRC requirement. The statutory common reserve cannot be reduced except where approval is obtained from the relevant PRC authority to apply the amount either in setting off the accumulated losses or increasing capital.

The currency translation reserve records exchange differences arising from the translation of the financial statements of Group entities whose functional currencies are different from that of the Group's presentation currency.

The other reserves are not distributable unless realised.

26 COMMITMENTS

Operating lease commitments – where the Group is a lessor

The Group sublets its investment properties to non-related parties under non-cancellable operating leases. The lessees are required to pay the fixed component of the rent under the lease arrangements, adjusted for increases in rent where such increases have been provided for under lease agreements.

The future minimum lease receivables under non-cancellable operating leases, contracted for at the reporting date but not recognised as receivables, are as follows:

	GROUP	
	2024	2023
	RMB'000	RMB'000
Not later than one year	191,143	166,048
Between one and five years	348,428	450,166
Later than five years	144,245	233,562
	683,816	849,776

27 FINANCIAL RISK MANAGEMENT

Financial risk factors

The Group's activities expose it to market risk (including currency risk, price risk and interest rate risk), credit risk, liquidity risk and capital risk. The Group's overall risk management strategy seeks to minimise any adverse effects from the unpredictability of financial markets on the Group's financial performance. It is, and has been throughout the year under review, the Group's policy that no trading in derivative financial instruments shall be undertaken.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group. This includes establishing policies such as authority levels, oversight responsibilities, risk identification and measurement and exposure limits.

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management is carried out by the finance department in accordance with the policies set. The finance personnel identifies and evaluates financial risks in close co-operation with the Group's operating units. The finance personnel measures actual exposures against the limits set and prepares regular reports for review by the Chief Financial Officer. Regular reports are also submitted to the Board of Directors.

(a) Market risk

(i) Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises when transactions are denominated in foreign currencies.

The Group has currency exposures arising from transactions denominated in currencies other than their respective functional currencies. The foreign currencies giving rise to this risk are primarily the RMB, United States Dollar ("USD") and SGD. The Group does not use any financial derivatives such as foreign currency forward contracts, foreign currency options or swaps for hedging purposes.

The Group's foreign currency exposure based on the information provided to key management is as follows:

	RMB RMB'000	SGD RMB'000	USD RMB'000	TOTAL RMB'000
Group				
2024				
Financial assets				
Cash and cash equivalents	72,684	1,411	34,318	108,413
Trade and other receivables	300,822	271	–	301,093
Intra-group receivables	4,565,323	653,995	2,917,359	8,136,677
	4,938,829	655,677	2,951,677	8,546,183
Financial liabilities				
Trade and other payables	(339,403)	(339,696)	(27,992)	(707,091)
Borrowings	(1,335,998)	(95,472)	(804,280)	(2,235,750)
Intra-group payables	(4,565,323)	(653,995)	(2,917,359)	(8,136,677)
	(6,240,724)	(1,089,163)	(3,749,631)	(11,079,518)
Net financial liabilities	(1,301,895)	(433,486)	(797,954)	(2,533,335)
Less: Net financial liabilities denominated in the respective entities' functional currencies	1,302,163	433,486	–	1,735,649
Currency exposure of financial assets/ (liabilities) net of those denominated in the respective entities' functional currencies	268	–	(797,954)	(797,686)

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(i) Currency risk (continued)

The Group's foreign currency exposure based on the information provided to key management is as follows: (continued)

	RMB	SGD	USD	TOTAL
	RMB'000	RMB'000	RMB'000	RMB'000
Group				
2023				
Financial assets				
Cash and cash equivalents	276,655	12,327	29,388	318,370
Trade and other receivables	296,006	295	–	296,301
Intra-group receivables	4,962,637	823,882	2,368,807	8,155,326
	5,535,298	836,504	2,398,195	8,769,997
Financial liabilities				
Trade and other payables	(290,569)	(289,765)	(17,373)	(597,707)
Borrowings	(1,506,104)	(89,575)	(836,259)	(2,431,938)
Intra-group payables	(4,962,637)	(823,882)	(2,368,807)	(8,155,326)
	(6,759,310)	(1,203,222)	(3,222,439)	(11,184,971)
Net financial liabilities	(1,224,012)	(366,718)	(824,244)	(2,414,974)
Less: Net financial liabilities denominated in the respective entities' functional currencies	1,323,052	366,718	–	1,689,770
Currency exposure of financial assets/ (liabilities) net of those denominated in the respective entities' functional currencies	99,040	–	(824,244)	(725,204)

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(i) Currency risk (continued)

The Company's foreign currency exposure based on the information provided to key management is as follows:

	RMB	SGD	USD	TOTAL
	RMB'000	RMB'000	RMB'000	RMB'000
Company				
2024				
Financial assets				
Cash and cash equivalents	44	509	33,843	34,396
Trade and other receivables	1,226,948	367,649	1,464,465	3,059,062
	1,226,992	368,158	1,498,308	3,093,458
Financial liabilities				
Trade and other payables	(82,206)	(707,143)	(712,160)	(1,501,509)
Borrowings	(430,000)	(95,472)	(804,280)	(1,329,752)
	(512,206)	(802,615)	(1,516,440)	(2,831,261)
Net financial assets/ (liabilities)	714,786	(434,457)	(18,132)	262,197
Less: Net financial liabilities denominated in the Company's functional currencies	–	434,457	–	434,457
Currency exposure of financial assets/ (liabilities) net of those denominated in the Company's functional currency	714,786	–	(18,132)	696,654

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(i) Currency risk (continued)

The Company's foreign currency exposure based on the information provided to key management is as follows: (continued)

	RMB	SGD	USD	TOTAL
	RMB'000	RMB'000	RMB'000	RMB'000
Company				
2023				
Financial assets				
Cash and cash equivalents	15	10,981	3,075	14,071
Trade and other receivables	1,226,948	329,004	1,036,562	2,592,514
	1,226,963	339,985	1,039,637	2,606,585
Financial liabilities				
Trade and other payables	(485,115)	(657,928)	(590,082)	(1,733,125)
Borrowings	–	(89,575)	(383,194)	(472,769)
	(485,115)	(747,503)	(973,276)	(2,205,894)
Net financial assets/ (liabilities)	741,848	(407,518)	66,361	400,691
Less: Net financial liabilities denominated in the Company's functional currencies	–	407,518	–	407,518
Currency exposure of financial assets net of those denominated in the Company's functional currency	741,848	–	66,361	808,209

Sensitivity analysis

A 1% (2023: 1%) strengthening of RMB and USD against the functional currencies of the Group entities at the reporting date would increase/(decrease) the profit before income tax by the amounts shown below. This analysis assumes that all other variables being held constant.

	GROUP		COMPANY	
	2024	2023	2024	2023
	RMB'000	RMB'000	RMB'000	RMB'000
RMB	3	990	7,148	7,418
USD	(7,980)	(8,242)	(181)	664

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(ii) Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices.

The Group and the Company are not exposed to any movement in price risk as it does not hold any quoted or marketable financial instruments.

(iii) Cash flow and fair value interest rate risks

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from interest-earning financial assets and interest-bearing financial liabilities. All of the Group's and the Company's financial assets and liabilities at floating rates are contractually re-priced at intervals of less than 6 months from the reporting date.

The Group obtains additional financing through bank borrowings arrangements and related party. The Group's policy is to obtain the most favourable interest rates available without increasing its exposure.

The following table sets out the carrying amounts, by maturity or repricing, whichever is earlier, of the financial instruments of the Group that are exposed to interest rate risk:

	GROUP		COMPANY	
	2024	2023	2024	2023
	RMB'000	RMB'000	RMB'000	RMB'000
Financial liabilities				
Fixed rate				
Loans from related parties	1,409,752	472,769	1,329,752	472,769
	1,409,752	472,769	1,329,752	472,769
Floating rate				
Bank borrowings	825,998	1,959,169	–	–
	825,998	1,959,169	–	–

Fair value sensitivity analysis for fixed rate instruments

The Group and the Company are not exposed to changes in interest rates for fixed rate financial liabilities.

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(iii) Cash flow and fair value interest rate risks (continued)

Cash flow sensitivity analysis for variable rate instruments

For the variable rate financial liabilities, a change of 50 basis points (2023: 50 basis points) in interest rate at the reporting date would (decrease)/increase profit before income tax by the amounts shown below. This analysis assumes that all other variables being held constant.

	PROFIT OR LOSS	
	50 BASIS POINTS	
	INCREASE	DECREASE
	RMB'000	RMB'000
Group		
2024		
Floating rate instruments	(4,130)	4,130
2023		
Floating rate instruments	(9,796)	9,796

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group and the Company.

Risk management

The Group adopts the following policy to mitigate the credit risk.

For banks and financial institutions, the Group mitigates its credit risks by transacting only with counterparties who are rated "A" and above by independent rating agencies. The cash balances are measured on 12-month expected credit loss and subject to immaterial credit loss.

For sales of properties, the Group typically requires advanced payment by the customers or notifications from financial institution on approval of loan applications submitted by the customers upon entering into sales agreement, and sales proceeds are typically fully settled concurrent with delivery of properties. For leasing of properties, rental deposits and advanced payments from the tenants are required prior to the lease term commenced to mitigate their credit risks over lease receivables.

The Group believes that ECL for trade receivables is insignificant as these receivables relate mainly to tenants that have good records with the Group or have sufficient rental deposits as collateral.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics and has no concentration of credit risk with respect to trade receivables, as there is a large number of customers.

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk (continued)

Trade receivables

The Group uses a provision matrix to measure the lifetime expected credit loss allowance for trade receivables.

In measuring the ECL, trade receivables are grouped based on similar credit risk characteristics and days past due. In calculating the ECL, the Group considers historical loss rates and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the gross domestic product (GDP) in which it sells goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes on the factor.

Trade receivables are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where receivables are written off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

Other financial assets, at amortised cost

The Group's and the Company's other financial assets recognised at amortised cost mainly comprised other receivables, i.e. non-trade amount due from non-related parties and subsidiaries and deposits.

The Group's current credit risk grading framework comprises the following categories:

CATEGORY	DESCRIPTION	BASIS FOR RECOGNISING ECL
Performing	The counterparty has a low risk of default and does not have any pass-due amounts.	12-month ECL
Doubtful	There has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit impairment
In default	There is evidence indicating the asset is credit impaired.	Lifetime ECL – credit impairment
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off

Movement in loss allowances on trade and other receivables:

	TRADE RECEIVABLES RMB'000	OTHER RECEIVABLES RMB'000	TOTAL RMB'000
Group			
2024			
Beginning of the financial year	4,797	350,192	354,989
Charged/(credited) to profit or loss	576	(8)	568
End of the financial year (Note 13)	5,373	350,184	355,557

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk (continued)

Other financial assets, at amortised cost (continued)

Movement in loss allowances on trade and other receivables: (continued)

	TRADE RECEIVABLES	OTHER RECEIVABLES	TOTAL
	RMB'000	RMB'000	RMB'000
Group			
2023			
Beginning of the financial year	1,568	350,192	351,760
Charge to profit or loss	3,301	–	3,301
Utilised during the financial year	(72)	–	(72)
End of the financial year (Note 13)	4,797	350,192	354,989

As at 31 December 2024, the Company held net non-trade receivables from its subsidiaries amounting to RMB3,058,791,000 (2023: RMB2,592,219,000). These balances are amounts funded to subsidiaries as working capital. The Company used general approach for assessment of ECL for these receivables. Based on an assessment of qualitative and quantitative factors that are indicative of the risk of default (including but not limited to external ratings, audited financial statements, management accounts and cash flow projections, and available press information, if available, and applying experienced credit judgement), these exposures are considered to have low credit risk. Therefore, loss allowance on these balances has been measured on the 12-month ECL basis and the amount of the loss allowance provided as at 31 December 2024 is RMB302,056,000 (2023: RMB302,056,000).

(c) Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet its financial obligations as and when they fall due. The Group's approach in managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or rising damage to the Group's and the Company's reputation.

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuation in cash flows. The Group also ensures the availability of funding through committed bank facilities and lines.

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Liquidity risk (continued)

The table below analyses the non-derivative financial liabilities of the Group and the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

	LESS THAN 1 YEAR RMB'000	BETWEEN 1 TO 5 YEARS RMB'000	OVER 5 YEARS RMB'000
Group			
2024			
Trade and other payables	400,073	307,018	–
Borrowings	1,034,267	1,019,504	382,942
	1,434,340	1,326,522	382,942
2023			
Trade and other payables	326,088	271,619	–
Borrowings	1,605,942	566,485	458,734
	1,932,030	838,104	458,734

	LESS THAN 1 YEAR RMB'000	BETWEEN 1 TO 5 YEARS RMB'000
Company		
2024		
Trade and other payables	1,194,491	307,018
Borrowings	941,516	432,398
	2,136,007	739,416
2023		
Trade and other payables	1,461,506	271,619
Borrowings	472,769	–
Financial guarantee contracts	1,054,065	–
	2,988,340	271,619

(d) Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on a gearing ratio. The Group's and the Company's strategies, which were unchanged, are to maintain gearing ratios of less than 100%.

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Capital risk (continued)

The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings less cash and cash equivalents. Total capital is calculated as total equity plus net debt.

	GROUP		COMPANY	
	2024	2023	2024	2023
	RMB'000	RMB'000	RMB'000	RMB'000
Borrowings	2,235,750	2,431,938	1,329,752	472,769
Cash and cash equivalents	(108,413)	(318,370)	(34,396)	(14,071)
Net debt	2,127,337	2,113,568	1,295,356	458,698
Total equity	1,746,327	1,969,222	3,379,699	3,518,970
Total capital	3,873,664	4,082,790	4,675,055	3,977,668
Gearing ratio	55%	52%	28%	12%

The Group and the Company are not subject to any externally imposed capital requirements for the financial years ended 31 December 2024 (2023: The Group and the Company were required to maintain certain level of consolidated net worth and certain leverage and financial gearing ratios and were in compliance).

(e) Fair value measurements

The table below presents assets and liabilities measured and carried at fair value and classified by level of the following fair value measurement hierarchy:

(a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

(b) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and

(c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

Financial asset, at FVPL is measured at fair value at each reporting date. The fair value is within Level 3 of the fair value hierarchy.

There were no transfers between Level 1, Level 2 and Level 3 of fair value measurement hierarchy during the financial years ended 31 December 2024 and 2023.

The fair value of financial instruments traded in active markets (such as trading and available-for-sale securities) is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

(e) Fair value measurements (continued)

The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at the reporting date. Quoted market prices or dealer quotes for similar instruments are used to estimate fair value for long-term debt for disclosure purposes. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. These investments are classified as Level 2 and comprise debt investments and derivative financial instruments. In infrequent circumstances, where a valuation technique for these instruments is based on significant unobservable inputs, such instruments are classified as Level 3.

The carrying amount less impairment allowance of trade and other receivables and the carrying amount of trade and other payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosures purposes is estimated based on quoted market prices or dealer quotes for similar instruments by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments. The carrying amounts of current borrowings approximate their fair values.

Valuation techniques and inputs used in Level 3 fair value measurements

VALUATION TECHNIQUE	SIGNIFICANT UNOBSERVABLE INPUT[3]	RANGE
2024		
Direct comparison method, income approach, replacement cost method, and residual method	selling price per square metre [1]	RMB37,900 – RMB38,900
	discount rate [2]	5%
	occupancy rate [1]	66% - 88%
	rental growth rate [1]	3%
	gross development value per square metre [1]	RMB20,900
	value of to-be-developed land per square metre [1]	RMB14,400
2023		
Direct comparison method, income approach, replacement cost method, and residual method	selling price per square metre [1]	RMB43,300 - RMB44,400
	discount rate [2]	5%
	occupancy rate [1]	44% - 88%
	rental growth rate [1]	3%
	gross development value per square metre [1]	RMB22,900
	value of to-be-developed land per square metre [1]	RMB15,300

27 FINANCIAL RISK MANAGEMENT (CONTINUED)

(e) Fair value measurements (continued)

Valuation techniques and inputs used in Level 3 fair value measurements (continued)

(1) Any significant isolated increases/(decreases) in these inputs would result in a significantly higher/ (lower) fair value measurement.
(2) Any significant isolated increases/(decreases) in these inputs would result in a significantly (lower)/ higher fair value measurement.
(3) There were no significant inter-relationships between unobservable inputs.

There were no changes in valuation techniques during the financial years ended 31 December 2024 and 2023.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

There were no transfers into or out of fair value hierarchy levels for the financial years ended 31 December 2024 and 2023.

(f) Financial instruments by category

The carrying amount of the different categories of financial instruments is as follows:

	GROUP		COMPANY	
	2024	2023	2024	2023
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets, at amortised cost	409,506	614,671	3,093,458	2,606,585
Financial liabilities, at amortised cost	2,942,841	3,029,645	2,831,261	2,205,894

28 RELATED PARTY TRANSACTIONS

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Group and other related parties at terms agreed between the parties:

(a) Key management personnel compensation

The remuneration of key management personnel during the financial year is as follows:

	GROUP	
	2024	2023
	RMB'000	RMB'000
Key management personnel		
- salaries, wages and other related costs	5,654	5,365

28 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Related party transactions

Other than as disclosed elsewhere in the financial statements, transactions with related parties based on terms agreed between the parties are as follows:

	GROUP	
	2024	2023
	RMB'000	RMB'000
Interest expenses charged by related parties	74,993	27,714
Management fees and related costs charged by an associate of controlling shareholder	6,018	6,533
Distribution on perpetual convertible securities payable to an associate of controlling shareholder	36,183	36,086

Outstanding balances as at 31 December 2024, arising from transactions with related parties, are unsecured and are disclosed in Notes 13, 19 and 20 respectively.

29 SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the Executive Committee, designated as the Chief Operating Decision Maker ("CODM"), that are used to make strategic decisions, allocate resources, and assess performance.

The CODM considers the business from both a geographic and business segment perspective. Geographically, management manages and monitors the business in three primary geographic areas namely, Singapore, the PRC and Hong Kong. From a business segment perspective, management separately considers the business activities in these geographic areas.

The Group has three reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different services, and are managed separately because they require different marketing strategies. For each of the strategic business units, the CODM reviews the internal management reports on a quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

Property investment	:	Leasing of investment properties to generate rental income, facilities management income and holding of properties for capital appreciation
Property development	:	Development and sales of residential, commercial and other types of properties and equity investment in property development companies
Others	:	Mainly related with corporate office functions and investment holding

The CODM assesses the performance of the operating segments based on a measure of earnings before interest and tax ("Adjusted EBIT") for continuing operations. This measurement basis excludes the effects of accounting adjustment from the operating segments such as fair value changes on investment properties and financial asset, at FVPL that are not expected to recur regularly in every period and are separately analysed.

29 SEGMENT INFORMATION (CONTINUED)

There are no sales between operating segments. The revenue from external parties reported to the CODM is measured in a manner consistent with that in the consolidated statement of comprehensive income.

The segment information provided to the CODM for the reportable segments and the reconciliation to the Group's loss before income tax is as follows:

	PROPERTY INVESTMENT RMB'000	PROPERTY DEVELOPMENT RMB'000	OTHERS RMB'000	TOTAL RMB'000
2024				
Revenue				
Total segment revenue	190,733	9,363	–	200,096
Adjusted EBIT	94,710	(28,712)	(56,833)	9,165
Fair value loss on investment properties	(33,000)	–	–	(33,000)
Finance expenses				(147,843)
Interest income				3,159
Loss before income tax				(168,519)
Segment results include:				
Depreciation of property, plant and equipment	–	–	4,282	4,282
Write-down of development properties - completed properties	–	27,000	–	27,000
Loss allowances on trade and other receivables	568	–	–	568
Segment assets	4,305,556	1,241,659	166,400	5,713,615
Segment assets include:				
Additions to:				
- Property, plant and equipment	–	–	399	399
Segment liabilities	518,905	440,571	772,062	1,731,538
Borrowings				2,235,750
Total liabilities				3,967,288

29 SEGMENT INFORMATION (CONTINUED)

The segment information provided to the CODM for the reportable segments and the reconciliation to the Group's profit before income tax is as follows: (continued)

	PROPERTY INVESTMENT	PROPERTY DEVELOPMENT	OTHERS	TOTAL
	RMB'000	RMB'000	RMB'000	RMB'000
2023				
Revenue				
Total segment revenue	191,167	17,351	–	208,518
Adjusted EBIT	93,766	(22,312)	56,226	127,680
Fair value gains on investment properties	278,791	–	–	278,791
Fair value loss on financial asset, at FVPL	–	(210,000)	–	(210,000)
Finance expenses				(156,412)
Interest income				9,865
Profit before income tax				49,924
Segment results include:				
Depreciation of property, plant and equipment	–	–	4,261	4,261
Loss allowances on trade and other receivables	3,301	–	–	3,301
Segment assets	4,384,444	1,369,002	306,290	6,059,736
Segment assets include:				
Additions to:				
- Property, plant and equipment	–	–	2,391	2,391
Segment liabilities	499,134	458,266	701,176	1,658,576
Borrowings				2,431,938
Total liabilities				4,090,514

(a) Geographical information

The Group's three business segments operate in three main geographical areas:

- Singapore and Hong Kong – the Company is headquartered in Singapore. The operations in Singapore and Hong Kong are principally investment holding; and
- The PRC – the operations in this area are principally the property development and property investment and facility management.

29 SEGMENT INFORMATION (CONTINUED)

(a) Geographical information (continued)

	2024 RMB'000	2023 RMB'000
Revenue – the PRC	200,096	208,518
Non-current assets		
- The PRC	4,330,080	4,417,558
- Singapore	746	1,519
	4,330,826	4,419,077

(b) Revenue from major services

Revenue from external customers is derived mainly from sales of properties and property rental as disclosed in Note 4 to the financial statements.

Revenue of RMB34,226,000 (2023: RMB33,228,000) is derived from a single external customer. This revenue is attributable to the property rental income under property investment segment.

30 NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Group's accounting periods beginning on or after 1 January 2025 and which the Group has not early adopted.

Amendments to SFRS(I) 1-21 - Lack of Exchangeability (effective for annual periods beginning on or after 1 January 2025)

SFRS(I) 1-21 is amended to add requirements to help entities to determine whether a currency is exchangeable into another currency, and the spot exchange rate to use when it is not. Prior to these amendments, SFRS(I) 1-21 set out the exchange rate to use when exchangeability is temporarily lacking, but not what to do when lack of exchangeability is not temporary.

The amendments are not expected to have a material impact on the Group's financial statements.

Amendments to SFRS(I) 9 and SFRS(I) 7 - Amendments to the Classification and Measurement of Financial Instruments (effective for annual reporting periods beginning on or after 1 January 2026)

SFRS(I) 9 and SFRS(I) 7 are amended to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- clarify the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

30 NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS (CONTINUED)

SFRS(I) 18 - Presentation and Disclosure in Financial Statements (effective for annual reporting periods beginning on or after 1 January 2027)

SFRS(I) 18 replaces SFRS(I) 1-1 Presentation of Financial Statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though SFRS(I) 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance (comprising of the statement of profit or loss and other comprehensive income) and providing management-defined performance measures within the financial statements.

SFRS(I) 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes.

In addition, narrow-scope amendments have been made to SFRS(I) 1-7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

Management is currently assessing the detailed implications of applying the new standard on the Group's consolidated financial statements.

SFRS(I) 19 - Subsidiaries without Public Accountability: Disclosures (effective for annual reporting periods beginning on or after 1 January 2027)

SFRS(I) 19 allows for certain eligible subsidiaries of parent entities that report under SFRS(I) Accounting Standards to apply reduced disclosure requirements. This new standard works alongside other SFRS(I). An eligible subsidiary applies the requirements in other SFRS(I) except for the disclosure requirements; and it applies instead the reduced disclosure requirements in SFRS(I) 19.

SFRS(I) 19 is a voluntary standard for eligible subsidiaries. A subsidiary is eligible if:

- it does not have public accountability; and
- it has an ultimate or intermediate parent that produces consolidated financial statements available for public use that comply with SFRS(I) Accounting Standards.

As the Group's equity instruments are publicly traded, it is not eligible to elect to apply SFRS(I) 19.

31 AUTHORISATION OF FINANCIAL STATEMENTS

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Ying Li International Real Estate Limited on 26 March 2025.

SHAREHOLDERS' **INFORMATION**

As at 13 March 2025

Issued and Fully Paid-up Capital	:	S$855,835,508.311
Number of Shares	:	2,557,040,024
Class of Shares	:	Ordinary shares
Voting Rights	:	1 vote per share

The Company does not hold any treasury shares and subsidiary holdings.

STATISTICS OF SHAREHOLDINGS AS AT 13 MARCH 2025

SIZE OF SHAREHOLDING	NUMBER OF SHAREHOLDERS	%	NUMBER OF SHARES	%
1-99	4	0.11	138	0.00
100 -1,000	75	2.02	56,622	0.00
1,001-10,000	1,084	29.12	8,434,701	0.33
10,001-1,000,000	2,502	67.22	217,061,264	8.49
1,000,001 and above	57	1.53	2,331,487,299	91.18
Total	**3,722**	**100.00**	**2,557,040,024**	**100.00**

SUBSTANTIAL SHAREHOLDERS AS AT 13 MARCH 2025

(As recorded in the Register of Substantial Shareholders)

	DIRECT INTEREST	%	DEEMED INTEREST	%
Everbright Hero Limited [1]	381,000,000	14.90%	–	–
State Alpha Limited [2]	1,461,011,837	57.14%	–	–
Everbright Hero Holdings Limited [3]	–	–	381,000,000	14.90%
Everbright Hero, L.P. [4]	–	–	381,000,000	14.90%
Everbright Hero LP Limited [5]	–	–	381,000,000	14.90%
Aerial Victory Limited [6]	–	–	381,000,000	14.90%
China Everbright Limited [7]	–	–	1,842,011,837	72.04%
Honorich Holdings Limited [8]	–	–	1,842,011,837	72.04%
China Everbright Holdings Company Limited [9]	–	–	1,842,011,837	72.04%
China Everbright Group Ltd. [10]	–	–	1,842,011,837	72.04%
Central Huijin Investment Ltd. [11]	–	–	1,842,011,837	72.04%

SHAREHOLDERS' **INFORMATION**

As at 13 March 2025

Notes:

(1) Everbright Hero Limited has a total beneficial interest in 381,000,000 shares, of which all of such 381,000,000 shares are held in the names of nominees.

(2) State Alpha Limited has a total beneficial interest in 1,461,011,837 shares, out of which 1,125,474,562 shares are held in the names of nominees.

(3) Everbright Hero Holdings Limited holds 100% of the shareholding in Everbright Hero Limited and is therefore deemed interested in the shares held by Everbright Hero Limited.

(4) Everbright Hero, L.P. holds 100% of the shareholding in Everbright Hero Holdings Limited which in turn holds 100% shares of the shareholding in Everbright Hero Limited. Everbright Hero, L.P. is therefore deemed interested in the shares held by Everbright Hero Limited.

(5) Everbright Hero LP Limited holds a majority partnership interest in Everbright Hero, L.P. Everbright Hero, L.P. in turn holds 100% of the shareholding in Everbright Hero Holdings Limited which in turn holds 100% of the shareholding in Everbright Hero Limited. Everbright Hero LP Limited is therefore deemed interested in the shares held by Everbright Hero Limited.

(6) Aerial Victory Limited holds 100% of the shareholding in Everbright Hero LP Limited. Everbright Hero LP Limited holds a majority partnership interest in Everbright Hero, L.P. Everbright Hero, L.P. in turn holds 100% of the shareholding in Everbright Hero Holdings Limited which in turn holds 100% of the shareholding in Everbright Hero Limited. Aerial Victory Limited is therefore deemed interested in the shares held by Everbright Hero Limited.

(7) China Everbright Limited holds 100% of the shareholding in Aerial Victory Limited, which in turn is deemed interested in the shares held by Everbright Hero Limited. China Everbright Limited also holds 100% of the shareholding in State Alpha Limited. China Everbright Limited is therefore deemed interested in the shares held by Everbright Hero Limited and State Alpha Limited.

(8) Honorich Holdings Limited holds approximately 49.39% of the shareholding in China Everbright Limited. China Everbright Limited in turn holds 100% of the shareholding in Aerial Victory Limited, which in turn is deemed interested in the shares held by Everbright Hero Limited and holds 100% of the shareholding in State Alpha Limited. Honorich Holdings Limited is therefore deemed interested in all the shares held by Everbright Hero Limited and State Alpha Limited.

(9) China Everbright Holdings Company Limited holds 100% of the shareholding in Honorich Holdings Limited. Honorich Holdings Limited in turn holds approximately 49.39% of the shareholding in China Everbright Limited. China Everbright Limited in turn holds 100% of the shareholding in Aerial Victory Limited, which in turn is deemed interested in the shares held by Everbright Hero Limited, and also holds 100% of the shareholding in State Alpha Limited. China Everbright Holdings Company Limited is therefore deemed interested in all the shares held by Everbright Hero Limited and State Alpha Limited.

(10) China Everbright Group Ltd. ("**CEG**") holds 100% of the shareholding in China Everbright Holdings Company Limited. China Everbright Holdings Company Limited in turn holds 100% of the shareholding in Honorich Holdings Limited. Honorich Holdings Limited in turn holds approximately 49.39% of the shareholding in China Everbright Limited. China Everbright Limited in turn holds 100% of the shareholding in Aerial Victory Limited, which in turn is deemed interested in the shares held by Everbright Hero Limited, and also holds 100% of the shareholding in State Alpha Limited. CEG is therefore deemed interested in all the shares held by Everbright Hero Limited and State Alpha Limited.

(11) Central Huijin Investment Ltd ("**Central Huijin**") holds approximately 63.16% of the shareholding in CEG. CEG in turn holds 100% of the shareholding in China Everbright Holdings Company Limited. China Everbright Holdings Company Limited in turn holds 100% of the shareholding in Honorich Holdings Limited. Honorich Holdings Limited in turn holds approximately 49.39% of the shareholding in China Everbright Limited. China Everbright Limited in turn holds 100% of the shareholding in Aerial Victory Limited, which in turn is deemed interested in the shares held by Everbright Hero Limited, and also holds 100% of the shareholding in State Alpha Limited. Central Huijin is therefore deemed interested in all the shares held by Everbright Hero Limited and State Alpha Limited.

Central Huijin mandated to exercise the rights and the obligations as an investor in major state-owned financial enterprises, on behalf of the State. In September 2017, the Ministry of Finance issued special treasury bonds and acquired all the shares of Central Huijin from the People's Bank of China. The acquired shares were injected into China Investment Corporation ("**CIC**") as part of its initial capital contribution. However, Central Huijin's principal shareholder rights are exercised by the State Council. The members of Central Huijin's Board of Directors and Board of Supervisors are appointed by and are accountable to the State Council.

Accordingly, China Everbright Limited and its associates as defined under Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST Listing Manual**"), are considered controlling shareholders of the Company and to be interested persons under the SGX-ST Listing Manual.

SHAREHOLDERS' **INFORMATION**

As at 13 March 2025

TWENTY LARGEST SHAREHOLDERS AS AT 13 MARCH 2025

NO.	NAME OF SHAREHOLDERS	NUMBER OF SHARES	%
1.	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	1,507,008,562	58.94
2.	STATE ALPHA LIMITED	335,537,275	13.12
3.	CITIBANK NOMINEES SINGAPORE PTE LTD	121,484,940	4.75
4.	DBS NOMINEES PTE LTD	99,549,964	3.89
5.	PHILLIP SECURITIES PTE LTD	36,283,800	1.42
6.	OCBC SECURITIES PRIVATE LTD	27,552,650	1.08
7.	LIM HONG CHING	25,208,000	0.99
8.	UOB KAY HIAN PTE LTD	23,709,800	0.93
9.	POH CHOO BIN	14,096,000	0.55
10	UNITED OVERSEAS BANK NOMINEES PTE LTD	9,834,600	0.38
11.	MAYBANK SECURITIES PTE. LTD.	8,731,100	0.34
12.	DB NOMINEES (SINGAPORE) PTE LTD	7,820,000	0.31
13.	RAFFLES NOMINEES (PTE) LIMITED	7,703,200	0.30
14.	LEE EE @ LEE ENG	6,021,600	0.24
15.	PENG XIALIN	5,944,000	0.23
16.	TAN OOI NYUK	5,500,000	0.21
17.	LOH KERN SIANG	5,500,000	0.21
18.	CHEONG CHOONG KONG	4,788,900	0.19
19.	CGS INTERNATIONAL SECURITIES SINGAPORE PTE LTD	4,134,908	0.16
20.	YUN KWANG HUN	4,000,000	0.16
		2,260,409,299	**88.40**

PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

27.96% of the Company's shares are held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.

SHAREHOLDERS' **INFORMATION**

As at 13 March 2025

PERPETUAL SUBORDINATED CONVERTIBLE CALLABLE SECURITIES

Principal Size of Perpetual Subordinated Convertible Securities ("**Perpetual Convertible Securities**"):	S$185,000,000 in aggregate principal amount of Perpetual Convertible Securities comprising two tranches. Tranche 1 comprises S$165,000,000 in aggregate principal amount of Perpetual Convertible Securities and may be redeemed by the Company after five (5) years from the Issue Date (including the date of the fifth anniversary from the Issue Date). Tranche 2 comprises S$20,000,000 in aggregate principal amount of Perpetual Convertible Securities and may be redeemed by the Company during the following periods: (i) between the period of two (2) years from the Issue Date (including the date of the second anniversary from the Issue Date) and three (3) years from the Issue Date (but excluding the date of the third anniversary of the Issue Date); and (ii) after five (5) years from the Issue Date (including the date of the fifth anniversary of the Issue Date).
Holder of Perpetual Convertible Securities:	Everbright Hero Mauritius Limited, the nominee of Everbright Hero Holdings Limited
Issue Date:	17 October 2014
Voting Rights:	The Perpetual Convertible Securities do not confer any voting rights on its holder.
Maturity date:	No maturity date
Initial Conversion Price:	S$0.318 per Share but subject to adjustments in accordance with the Terms and Conditions of the Perpetual Convertible Securities, a summary of which is set out in the Appendix of the Company's Circular to Shareholders dated 18 August 2014
Conversion Price Amendment:	The amendment to the Conversion Price in the Terms and Conditions of the Perpetual Convertible Securities Condition from S$0.318 per Share to S$0.125 per Share as approved by Shareholders on 29 December 2022.
Conversion Shares:	Based on the Initial Conversion Price and assuming there are no adjustments thereto, the number of Conversion Shares to be allotted and issued by the Company pursuant to the full conversion of the principal amount of the Perpetual Convertible Securities is 581,761,006 Conversion Shares. As a result of the Conversion Price Amendment, the maximum number of Conversion Shares that could be allotted and issued by the Company pursuant to the full conversion of the principal amount of the Perpetual Convertible Securities is 1,480,000,000 Conversion Shares. The Conversion Shares will rank, upon issue, pari passu in all respects with the Shares in issue on the date the relevant Conversion Shares are credited to the accounts of person or persons designated in the conversion notice with The Central Depository (Pte) Limited or he is or they are registered as such in the Company's register of members ("**Registration Date**"), save that the holders of the Conversion Shares shall not be entitled to any rights the record date of which precedes the relevant Registration Date.

For more information on the Perpetual Convertible Securities, please refer to the Company's Circulars dated 18 August 2014 and 14 December 2022.

NOTICE OF THE **ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**" or the "**Meeting**") of Ying Li International Real Estate Limited (the "**Company**") will be held at Training Room 3-1, 60 Cecil Street, ISCA House, Singapore 049709 on Wednesday, 23 April 2025 at 2.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Auditors' Report thereon. **(Resolution 1)**

2. To re-elect the following Directors of the Company ("**Directors**") retiring pursuant to the Company's Constitution:

Mr Pan Jianyun	(retiring pursuant to Article 90)	**(Resolution 2)**
Mr An Xuesong	(retiring pursuant to Article 90)	**(Resolution 3)**
Mr Chia Seng Hee, Jack ("**Jack Chia**")	(retiring pursuant to Article 106)	**(Resolution 4)**
Ms Ma Jieyu	(retiring pursuant to Article 106)	**(Resolution 5)**
[See Explanatory Note (i)]		

3. To approve the payment of Directors' fees of S$300,000 for the financial year ending 31 December 2025, payable quarterly in arrears.
[See Explanatory Note (ii)] **(Resolution 6)**

4. To re-appoint Messrs CLA Global TS Public Accounting Corporation as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without modifications:-

6. **SHARE ISSUE MANDATE**

THAT pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors to:-

I. (a) issue and allot shares in the capital of the Company ("**Shares**"), whether by way of rights, bonus or otherwise; and/or

(b) make or grant offers, agreements or options that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares (collectively, "**Instruments**"),

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

II. (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:-

(a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);

(b) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the percentage of issued Shares (excluding treasury Shares and subsidiary holdings) shall be calculated based on the total number of issued Shares (excluding treasury Shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:-

(i) new Shares arising from the conversion or exercise of any convertible securities which were issued and outstanding or subsisting at the time of the passing of this Resolution;

(ii) new Shares arising from exercise of share options or vesting of share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(iii) any subsequent bonus issue, consolidation or subdivision of Shares;

(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(d) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)] **(Resolution 8)**

By Order of the Board

Toh Li Ping, Angela
Company Secretary

8 April 2025

NOTICE OF THE **ANNUAL GENERAL MEETING**

Explanatory Notes:

(i) Mr Pan Jianyun will, upon re-election as a Director, remain as the Non-Executive and Non-Independent Chairman of the Company and members of the Audit Committee ("**AC**") and the Remuneration Committee, and will be considered non-independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr An Xuesong will, upon re-election as a Director, remain as a Non-Executive and Non-Independent Director of the Company and a member of the Risk Management Committee ("**RMC**"), and will be considered non-independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr Jack Chia will, upon re-election as a Director, remain as the Lead Independent Director of the Company, and Chairman of the AC, the Nominating Committee and the RMC, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Ms Ma Jieyu will, upon re-election as a Director, remain as an Independent Director of the Company, a member of the AC and the RMC, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

The information relating to the Directors of the Company seeking re-election as required under Rule 720(6) of the Listing Manual of the SGX-ST is set out under the Additional Information on Directors seeking re-election in the Annual Report.

(ii) The Ordinary Resolution 6 proposed in item 3 above, if passed, will facilitate the payment of Directors' fees during the financial year in which the fees are incurred. The Directors' fees will be paid quarterly in arrears. The aggregate amount of Directors' fees provided in the resolution is calculated on the assumption that all the Directors will hold office for the whole of the financial year ending 31 December 2025 ("**FY2025**").

Should any Director hold office for only part of FY2025 and not the whole of FY2025, the Director's fee payable to him/her will be appropriately pro-rated.

(iii) The Ordinary Resolution 8 proposed in item 6 above, if passed, will empower the Directors, effective until (i) the conclusion of the next AGM of the Company; or (ii) the date by which the next AGM of the Company is required by law to be held, or (iii) the date on which such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings), of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury Shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury Shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:-

(a) new Shares arising from the conversion or exercise of any convertible securities which were issued and outstanding or subsisting at the time of the passing of Resolution 8;

(b) new Shares arising from the exercise of share options or vesting of share awards which were issued and outstanding or subsisting at the time of the passing of Resolution 8, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares.

Notes:

General

1. The AGM of the Company will be held in a wholly physical format at Training Room 3-1, 60 Cecil Street, ISCA House, Singapore 049709 and there will be no option for Shareholders to participate virtually ("**Physical Meeting**"). Shareholders and other attendees who are feeling unwell on the date of the AGM are advised not to attend the Physical Meeting.

2. Authenticated shareholders and proxy(ies) will be able to ask questions in person at the Physical Meeting. Arrangements have also been put in place to permit shareholders to submit their questions ahead of the AGM. Please refer to Notes 12 to 14 below for further details.

3. Live voting by poll will be conducted during the AGM for shareholders and proxy(ies) attending the Physical Meeting.

NOTICE OF THE **ANNUAL GENERAL MEETING**

Voting by Proxy

4. A member who is not a relevant intermediary, is entitled appoint one or two proxies to attend the meeting and vote at the AGM. Where a member who is not a relevant intermediary appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.

5. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

   "Relevant intermediary" means:

   (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or

   (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 and who holds shares in that capacity; or

   (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore (the "**CPF Act**"), in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

6. A proxy need not be a member of the Company.

7. The completed and signed Proxy Form must be submitted to the Company in the following manner:

   (a) by depositing a hard copy by post at the registered office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or

   (b) by sending a scanned PDF copy by email to main@zicoholdings.com,

   in either case by no later than 2.00 p.m. on 21 April 2025 ("**Proxy Deadline**"), being forty-eight (48) hours before the time appointed for the AGM.

8. A member who wishes to submit a Proxy Form must first **complete and sign** the Proxy Form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

9. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

10. Investors who hold shares under the Central Provident Fund ("**CPF**") Investment Scheme and/or the Supplementary Retirement Scheme ("**SRS**") (as may be applicable) and wishes to appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM, in which case should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. 11 April 2025 at 5.00 p.m.).

11. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (including any related attachment) (such as in the case where the appointor submits more than one Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

NOTICE OF THE **ANNUAL GENERAL MEETING**

Submission of questions prior to the AGM

12. Members (including CPF and SRS Investors) may also submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations ahead of the AGM.

13. To do so, all questions must be submitted by 2.00 p.m. on 16 April 2025 through any of the following means:

    (a) in physical copy by depositing the same at the registered office of the Company's share registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or

    (b) by email to the Company at main@zicoholdings.com.

    If the questions are deposited in physical copy at the Company's registered office of the Company's share registrar or sent via email, and in either case not accompanied by the completed and executed Proxy Form, the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.

14. The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM or the Company's business and operations by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: https://www.yingligj.com/ and on SGXNet at the following URL: https://www.sgx.com/securities/company-announcements at least forty-eight (48) hours prior to the deadline for submission of Proxy Forms, or otherwise at the AGM. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the AGM through publication on SGXNet, or at the AGM.

Personal Data Privacy:

By submitting a Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of such member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where such member discloses the personal data of such member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such member's breach of warranty.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING FOR RE-ELECTION

Additional Information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Directors seeking for re-election (as at 8 April 2025)

The following additional information on Mr Pan Jianyun ("**Mr Pan**"), Mr An Xuesong ("**Mr An**"), Mr Chia Seng Hee, Jack ("**Mr Chia**") and Ms Ma Jieyu ("**Ms Ma**"), all of whom are seeking re-election as Directors at this Annual General Meeting ("**AGM**"), is to be read in conjunction with their respective biographies in the Annual Report.

	PAN JIANYUN	AN XUESONG	CHIA SENG HEE, JACK	MA JIEYU
Date of Appointment	17 March 2025	4 December 2024	27 July 2018	28 May 2021
Date of last re-appointment (if applicable)	Not Applicable	Not Applicable	27 April 2023	27 April 2022
Age	54	54	64	65
Country of principal residence	China	China	Singapore	China
The Board's comments on this ~~appointment~~ / re-election (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The Nominating Committee ("**NC**") having considered the attendance and participation of the Director at Board and Board Committees meetings, and taking into account Mr Pan's track record, experience and capabilities to, amongst others, provide insight and guidance to the Group's business and strategies, had recommended to the Board the re-election of Mr Pan who will be retiring pursuant to Article 90 of the Company's Constitution at the forthcoming AGM. The Board supported the NC's recommendation. Mr Pan had abstained from voting on any resolution and making any recommendation and/or participate in respect of his own re-election.	The NC having considered the attendance and participation of the Director at Board and Board Committees meetings, and taking into account Mr An's track record, experience and capabilities to, amongst others, provide insight and guidance to the Group's business and strategies, had recommended to the Board the re-election of Mr An who will be retiring pursuant to Article 90 of the Company's Constitution at the forthcoming AGM. The Board supported the NC's recommendation. Mr An had abstained from voting on any resolution and making any recommendation and/or participate in respect of his own re-election.	The NC having considered the attendance and participation of the Director at Board and Board Committees meetings, and taking into account Mr Chia's track record, experience and capabilities to, amongst others, provide insight and guidance to the Group's business and strategies, had recommended to the Board the re-election of Mr Chia who will be retiring pursuant to Article 106 of the Company's Constitution at the forthcoming AGM. The Board supported the NC's recommendation. Mr Chia had abstained from voting on any resolution and making any recommendation and/or participate in respect of his own re-election.	The NC having considered the attendance and participation of the Director at Board and Board Committees meetings, and taking into account Ms Ma's track record, experience and capabilities to, amongst others, provide insight and guidance to the Group's business and strategies, has recommended to the Board the re-election of Ms Ma who will be retiring pursuant to Article 106 of the Company's Constitution at the forthcoming AGM. The Board supported the NC's recommendation. Ms Ma had abstained from voting on any resolution and making any recommendation and/or participate in respect of her own re-election.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING FOR RE-ELECTION

	PAN JIANYUN	AN XUESONG	CHIA SENG HEE, JACK	MA JIEYU
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive and Non-Independent Chairman of the Company and members of the Audit Committee ("**AC**") and the Remuneration Committee	Non-Executive and Non-Independent Director and a member of the Risk Management Committee ("**RMC**")	Lead Independent Director of the Company and Chairman of the AC, the NC and the RMC.	Independent Director of the Company and members of the AC and the RMC.
Professional qualifications	Please refer to the Directors' respective biographies in the Annual Report.			
Working experience and occupation(s) during the past 10 years	Please refer to the Directors' respective biographies in the Annual Report.			
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil	Direct interest of 1,000 ordinary shares in the Company	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Mr Pan is a representative from China Everbright Limited ("**CEL**"), the controlling shareholder of the Company	Mr An is a representative from CEL, the controlling shareholder of the Company	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil	Nil	Nil
Undertaking (in the format set out in Appendix 7.7 under Rule 720(1) has been submitted to the listed issuer – Yes / No	Yes	Yes	Yes	Yes

ADDITIONAL INFORMATION ON DIRECTORS SEEKING FOR RE-ELECTION

	PAN JIANYUN	AN XUESONG	CHIA SENG HEE, JACK	MA JIEYU
Other Principal Commitments*	Please refer to the Directors' respective biographies in the Annual Report.			
Other Directorships for the past 5 years	- China Everbright Group Ltd. - Everbright Securities Company Limited - China Everbright Holdings Company Limited	- China Everbright Water Limited - China Everbright Environment Group Limited	- CFM Holdings Limited - Will Int'l Holdings Ltd - Debao Property Development Limited - China Shenshan Orchard Holdings Co. Ltd.	Nil
Other Present Directorships	- China Everbright Environment Group Limited - China Aircraft Leasing Group Holdings Limited - China Asset Leasing Company Limited - Aircraft Recycling International Limited - China Everbright Limited	- China Everbright Limited - China Aircraft Leasing Group Holdings Limited	- mm2 Asia Ltd - CDW Holding Limited - Jack Capital Pte. Ltd.	Nil
Disclosure applicable to appointment of Director only				
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable as this disclosure is in relation to the re-election of Director. Disclosure on the training concerning the Directors to be re-elected had been disclosed in the respective announcement of appointment of each of these Directors when they were appointed.			

	PAN JIANYUN	AN XUESONG	CHIA SENG HEE, JACK	MA JIEYU
The Company confirms that there is no change in the responses to declaration items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual concerning the Directors to be re-elected, which are a "No", except for item (k) in respect of Mr Chia as follows:				
k. Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency whether in Singapore or elsewhere?			Yes, on 16 Feb 2022 SGX reprimanded Debao Property Development Limited on breaches on Listing Rules	

* The term "principal commitments" shall include all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments

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YING LI INTERNATIONAL REAL ESTATE LIMITED
(Incorporated in the Republic of Singapore)
(Co. Reg. No.: 199106356W)

PROXY FORM

This Proxy Form has also been made available on SGXNET at the following URL: https://www.sgx.com/securities/company-announcements and the Company's corporate website at the following URL: https://www.yingligj.com/.

IMPORTANT:

1. A relevant intermediary may appoint more than two proxies to attend the Annual General Meeting ("**AGM**" or "**Meeting**") and vote (please see note 4 for the definition of "**Relevant Intermediary**").
2. For investors who have used their Central Provident Fund ("**CPF**") monies to buy the Company's shares, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
3. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") and wishes to vote should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes to appoint the Chairman of the AGM as their proxy, at least seven (7) working days before the AGM (i.e. 11 April 2025 at 5.00 p.m.).
4. **This Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.**

I/We, _____ (Name) _____ (NRIC/Passport No./Co. Reg No.)*

of _____ (Address)

being a member/members of Ying Li International Real Estate Limited (the "**Company**"), hereby appoint(s):

NAME	ADDRESS	EMAIL ADDRESS	NRIC/PASSPORT NO.	PROPORTION OF SHAREHOLDINGS	
				NO. OF SHARES	%

and/or (delete as appropriate)

NAME	ADDRESS	EMAIL ADDRESS	NRIC/PASSPORT NO.	PROPORTION OF SHAREHOLDINGS	
				NO. OF SHARES	%

or failing the person, or either or both of the persons, referred to above, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the AGM of the Company to be held at Training Room 3-1, 60 Cecil Street, ISCA House, Singapore 049709 on Wednesday, 23 April 2025 at 2.00 p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the Meeting and at any adjournment thereof.

NO.	RESOLUTIONS RELATING TO:	FOR**	AGAINST**	ABSTAIN**
ORDINARY BUSINESS				
1	Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2024			
2	Re-election of Mr Pan Jianyun as a Director			
3	Re-election of Mr An Xuesong as a Director			
4	Re-election of Mr Chia Seng Hee, Jack as a Director			
5	Re-election of Ms Ma Jieyu as a Director			
6	Approval of Directors' fees amounting to S$300,000 for the financial year ending 31 December 2025, to be paid quarterly in arrears			
7	Re-appointment of Messrs CLA Global TS Public Accounting Corporation as Auditors of the Company			
SPECIAL BUSINESS				
8	Share Issue Mandate			

* *Delete where inapplicable*

** *If you wish to use your votes "For", "Against" or Abstain, please indicate with a "√" within the box provided under "For" or "Against". Otherwise, please indicate number of votes "For", "Against" or "Abstain" for each resolution within the box provided. Of you mark "√" in the "Abstain" box for a particular resolution, you are directing your proxy(ies) not to vote on that resolution.*

Dated this _____ day of _____ , 2025

TOTAL NUMBER OF SHARES HELD IN:	
CDP Register	
Register of Members	

_____

Signature(s) of member(s)
or Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ OVERLEAF.

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this form of proxy shall be deemed to relate all the Shares held by you.

2. A member of the Company entitled to attend and vote at the meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

3. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.

4. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

   "Relevant intermediary" means:

   (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

   (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

5. The completed and signed Proxy Form must be submitted to the Company in the following manner:

   a. by depositing a hard copy (whether in person or by post) at the registered office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or

   b. by sending a scanned PDF copy by email to main@zicoholdings.com,

   in either case **by no later than 2.00 p.m. on 21 April 2025, being forty-eight (48) hours before the time appointed for the AGM.**

   A member who wishes to submit a Proxy Form must first **complete and sign the Proxy Form**, before submitting it by depositing to the address provided above, or scanning and sending it by email to the email address provided above.

6. Completion and return of this Proxy Form shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the Meeting.

7. This Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where this Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of an officer or attorney duly authorised. Where this Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.

8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act 1967 of Singapore.

PERSONAL DATA PRIVACY:

By submitting a Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 8 April 2025.

GENERAL:

The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form. In addition, in the case of Shares entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

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YING LI INTERNATIONAL REAL ESTATE LIMITED

6 Temasek Boulevard
#21-01 Suntec Tower Four
Singapore 038986

Tel: (65) 6334 9052
Fax: (65) 6334 9058
Website: www.yingligj.com