

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



MODERN LAND (CHINA) CO., LIMITED

當代置業(中國)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1107)

**FULFILMENT OF RESUMPTION GUIDANCE
AND
RESUMPTION OF TRADING**

This announcement is made by Modern Land (China) Co., Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

FULFILMENT OF RESUMPTION GUIDANCE

References are made to (i) the announcement of the Company dated 27 June 2024 in relation to, among others, the resumption guidance; (ii) the announcement of the Company dated 3 January 2025 in relation to, among other things, the additional resumption guidance (collectively, the “**Resumption Guidance**”).

The Company is pleased to announce that it has fulfilled the requirements under the Resumption Guidance with details as follows:

Resumption guidance 1 — publish all outstanding financial results required under the Listing Rules and address any audit modifications

Publication of Outstanding Financial Results

The Company published all outstanding results announcements namely, the 2023 annual results announcement, the 2024 interim results announcement, the 2024 annual results announcement and the 2025 interim results announcement, on 30 September 2025.

The Company intends to publish the 2023 annual report, the 2024 interim report, the 2024 annual report and the 2025 interim report in accordance with the content requirements under the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as soon as reasonably practicable and, in any event, expectedly no later than 12 December 2025.

Reasons for Delay in Publication of Financial Results

The delay in publishing the Company’s financial results was mainly due to a combination of complex audit and operational challenges.

First, the Company changed its auditor from KPMG to BDO Limited (“**BDO**”) in April 2024, several months after the 2023 year-end. This late change resulted in BDO having to conduct extensive onboarding procedures, including reviewing the Group’s opening balances, prior year figures, and accounting policies.

Second, BDO was required to audit both the 2023 and 2024 financial statements concurrently, as well as to perform additional work on opening balances and subsidiaries that had been disposed of, deregistered, or entered into bankruptcy. The Company and BDO had difficulty obtaining original accounting records for these entities, resulting in unavoidable audit scope limitations.

Third, the Group’s ongoing restructuring, significant impairments, and legal matters further complicated the audit process and required additional review and confirmation procedures.

Fourth, BDO spent several months conducting on-site field work and audit procedures at various subsidiaries of the Company located in different regions across China.

As a result of these factors, the Company was only able to finalise and publish all outstanding annual and interim results announcements on 30 September 2025.

Disclaimer of Opinion

In respect of each of the 2023 annual results and the 2024 annual results of the Company, BDO has expressed a disclaimer of opinion with (i) multiple uncertainties relating to going concern; and (ii) scope limitation on the work of certain subsidiaries due to unavailability of books and records.

BDO also stated that, in all other respects, in their opinion, the consolidated financial statements for each of two years ended 31 December 2024 had been properly prepared in compliance with the disclosure requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). For details of the basis of BDO’s disclaimer of opinion, please refer to the section headed “Disclaimer of Opinion” in each of the 2023 annual results announcement and the 2024 annual results announcement.

(a) Actions to Address Going Concern Uncertainties

The Company acknowledges that the auditors' disclaimer of opinion on the Group's consolidated financial statements is primarily due to the existence of multiple material uncertainties relating to the Group's ability to continue as a going concern. In response, the Group has formulated and is actively implementing the following key plans and measures to address these uncertainties:

1. **Repayment or Extension of Senior Notes:** As at 30 June 2025, the Group had outstanding senior notes of RMB14,168,150,000. In 2022, the Group restructured all senior notes into five tranches (with staggered maturities from 30 December 2023 to 30 December 2027), and further adjusted the terms in 2023. However, due to prolonged severe liquidity pressure, the Group failed to fulfil the settlement obligations of the newly issued 2023 notes and 2024 notes when they became due in December 2024, and did not pay interest on the 2025, 2026 and 2027 notes throughout the year 2024. Subsequently, the Group also failed to pay cash interest on the notes due in 2025, 2026 and 2027 on their maturity dates as at 30 June 2025. The Group is in close negotiations with the senior noteholders regarding the restructuring and/or extension of the senior notes.
2. **Extension and Repayment of Corporate Bonds:** As at 30 June 2025, the Group had outstanding corporate bonds with a carrying amount of RMB898,030,000. The Group is seeking approval from its corporate bondholders to further extend the maturity date of its corporate bonds to 30 July 2026, and intends to repay the bonds by such extended maturity date. If necessary, the Group will seek further extensions beyond 30 July 2026.
3. **Negotiation with Lenders:** Moreover, as at 30 June 2025, the Group was in breach of certain covenants relating to bank and other borrowings amounting to RMB161,461,500, which would have been due in more than one year after the reporting date but now require to be repaid upon demand. Consequently, these borrowings have been reclassified as current liabilities in the statement of financial position as at 30 June 2025. In addition, bank and other borrowings of RMB6,024,164,000 were in default as at 30 June 2025. The Group is continuing negotiations with existing lenders regarding the renewal of certain borrowings and is committed to maintaining stable and cooperative relationships with current finance providers, with the aim of securing continued support and preventing demands for immediate repayment until sufficient cash inflows are generated from completed projects.
4. **Maintaining Relationships with Constructors and Suppliers:** As at 30 June 2025, the Group had bank and other borrowings amounting to RMB7,370,251,000. The Group is in active discussions with the other existing lenders to renew the Group's certain borrowings and/or not to demand immediate repayment until the Group has successfully completed the property construction projects and generated sufficient cash flows therefrom. These discussions have been constructive and focused on possible actions in light of current circumstances but do require time to formulate or implement due to ongoing changes in market conditions. In addition, the Group

is working closely with major constructors and suppliers to agree on suitable payment arrangements, thereby ensuring the continuity of construction progress and the timely completion of projects as scheduled.

5. **Accelerating Sales and Collection of Receivables:** The Group is implementing measures to accelerate the pre-sales and sales of properties under development and completed properties, and to expedite the collection of outstanding sales proceeds and other receivables to enhance liquidity. Subject to the market sentiment, the Group will actively adjust sales and pre-sale activities to better respond to changing markets to achieve the latest budgeted sales and pre-sales volumes and amounts.
6. **Securing Additional Financing:** The Group is actively seeking additional new sources of financing from existing shareholders and potential equity investment partners or to seek suitable opportunities to dispose of its equity interest in certain project development companies to generate additional cash inflows. The Group's properties are predominantly located in higher tier cities that make them relatively more attractive to potential buyers and retain a higher value in current market conditions.
7. **Business Plan Execution and Cost Control:** The Group is committed to executing its business plan and enforcing strict cost control measures to improve its working capital and overall financial position.
8. **Resolution of Claims and Litigations:** For the six months ended 30 June 2025, the Group made provisions for claims and litigations of RMB764,252,000. The Group is pursuing amicable solutions regarding the charges and payment terms in respect of claims and litigations that have not yet reached a definite outcome.

The validity of the going concern basis for the Group's consolidated financial statements is dependent on the successful outcome of the above plans and measures, which are subject to material uncertainties. BDO is of the view that should the Group fail to achieve one or more of the above-mentioned plans and measures on a timely basis, it may not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying amounts of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The consolidated financial statements for the two years ended 31 December 2024 do not include any of these adjustments.

The board (the "**Board**") of directors (the "**Director(s)**") of the Company has prepared a detailed consolidated cash flow forecast covering the 15 months ending 31 December 2026. This forecast takes into account the above measures, scheduled project sales and deliveries, ongoing cost controls, and anticipated restructuring progress. The forecast reflects the Board's careful assessment of available information and prudent assumptions regarding the Group's operations and market environment.

As with all cash flow forecasts in the real estate sector, there are inherent uncertainties, particularly given the reliance on market demand and homebuyer sentiment, which are subject to fluctuations and may affect actual results. While the Directors believe that, provided the Group continues to implement the above measures and business strategies as planned, and in the absence of any material adverse changes in market conditions or regulatory environment, the Group will be able to maintain sufficient liquidity to meet its financial obligations as and when they fall due during the forecast period, the Board will continue to closely monitor the Group's financial position and cash flows, maintain active dialogue with creditors and investors, and take all appropriate actions to safeguard the Group's financial stability and support ongoing business operations

The Board remains fully committed to implementing these actions in order to restore financial stability and support the Group's continuing operations and will publish an announcement every three months regarding the Company's actions taken in resolving this disclaimer until it is resolved. The first update announcement will be issued within three months after the publication of the 2024 annual report.

(b) Resolution of Audit Scope Limitation Relating to Disposed Subsidiaries

As disclosed in the annual results announcements for the years ended 31 December 2023 and 2024, the auditors included a disclaimer of opinion due to a scope limitation concerning certain subsidiaries that were disposed of, deregistered, or liquidated during those years (the “**Disposed Subsidiaries**”).

Upon completion of these disposals, the Group no longer had access to the original accounting books and records of the Disposed Subsidiaries, as these had been transferred to the purchasers or, in the case of bankruptcy, were under the exclusive control of court-appointed administrators. Despite retaining electronic copies of the relevant accounting data, the Group and its auditors were unable to obtain or inspect the original supporting documents and vouchers for these subsidiaries after disposal, nor were they able to access the predecessor auditors' working papers for prior periods. As a result, the auditors were unable to perform certain necessary audit procedures on the financial information of the Disposed Subsidiaries for the relevant periods, including verification of revenue, costs, income and expenses, assets and liabilities, as at and up to the respective disposal dates, as well as the opening balances as at 1 January 2023.

This scope limitation was clearly set out in the 2023 and 2024 annual results announcements, with details of the affected balances and transactions disclosed in accordance with the applicable accounting standards and Listing Rules.

The Board confirms that this scope limitation relates solely to the Disposed Subsidiaries and does not affect the continuing businesses or subsidiaries of the Group. As all disposals were completed prior to the commencement of the audit for the year ended 31 December 2024, and no further such disposals have occurred, this specific audit scope limitation and the related disclaimer are now resolved and will not recur in future financial periods.

The Board will continue to enhance internal controls and cooperate fully with the auditor to ensure the completeness and reliability of the Group's financial reporting going forward.

Resumption guidance 2 — demonstrate the Company’s compliance with Rule 13.24 of the Listing Rules

Strategic Position and Core Competitiveness

The Company has established a unique market position through over two decades of sustained investment and innovation in green technology for real estate, positioning itself as an industry leader as the sector undergoes significant transformation in China.

(1) Pioneer in Green Strategy

The Company was among the first developers in Mainland China to elevate “green technology” to the core of its strategy. The MOMA brand, synonymous with healthy and sustainable living, is widely recognized in the market. Unlike many peers who have only recently adopted green concepts, the Company’s dedication is deep-rooted and intrinsic, resulting in lasting capabilities in technology R&D, talent, and project management. These form a competitive moat not easily replicated.

(2) Technology Leadership

The Company’s proprietary green technology platform integrates ten core “hard tech” systems (e.g., geothermal pumps, radiant heating/cooling, displacement ventilation, external insulation, and smart home systems) with five extended systems (e.g., healthy lighting, natural ventilation), delivering superior energy efficiency, comfort, and health across projects. The Company holds more than 200 patents, over 200 green building awards, nearly 30 green community projects, and almost 50 green building certifications, including international standards such as LEED-ND and WELL Building.

(3) Business Model Innovation

Proactively transforming its business model, the Company now also provides green EPC (Engineering, Procurement, Construction) services, urban renewal and building retrofits, and extends its industry chain into green building materials and smart living solutions. This shift from an asset-heavy developer to a green technology service provider opens new revenue streams and strengthens resilience against market cycles.

(4) Continued Market Influence

With a diverse project footprint in top-tier and regional cities such as Beijing, Shanghai, Guangzhou, Suzhou, Nanjing, Taiyuan, Wuhan, Huizhou, and others, the Company remains a benchmark in green technology real estate and is committed to leading future technical evolution in the sector.

Current Scale of Operations and Asset Base

Despite challenging macroeconomic conditions and recent revenue declines, the Group continues to maintain a substantial operational scale and asset base.

(1) Inventory and Project Coverage

As at 30 June 2025, the Group's consolidated inventory (properties under development and completed properties held for sale) amounted to approximately RMB20 billion on a net basis after impairment, with the original gross value close to RMB25 billion. This inventory spans a wide geographical footprint, including Beijing, Shanghai, Guangzhou, Suzhou, Nanjing, Taiyuan, Wuhan, Huizhou, Jiuhuashan and other cities, covering both completed and under-construction projects.

(2) Project Delivery Capabilities

Since 2023, the Company has demonstrated robust project delivery ability, having completed 27 projects across 58 separate batches. These represent a total of 21,848 units meeting delivery conditions, with 14,564 units handed over to homeowners up to October 2025.

It should be noted that the above delivery figures are compiled based on the PRC government's regulatory/statistical reporting requirements under the "Ensured Delivery" (保交樓) policy, which aims to safeguard the delivery of residential units to homebuyers as part of government oversight. The criteria and timing for delivery under this policy may differ from those used for revenue recognition or delivery as reflected in the Group's audited financial statements.

The Company adopts a proactive, multi-pronged approach to delivery — securing relief funding, revitalizing restricted funds, and maintaining close coordination with stakeholders to ensure steady project progression. Financial controls and risk management throughout development and delivery have ensured the safe and timely handover of properties, fulfilling the Company's social responsibility and maintaining public confidence.

(3) Operational Focus

The Company continues to maximize value realization from existing inventory, ensure sufficient funding for construction and delivery, and maintain its competitive edge through continued investment in green building technology and smart-living solutions.

Revenue Recognition, Forecast and Cash Flow

(1) Revenue Recognition and Forecast for 2H2025 and 2026

The Group recorded revenue of approximately RMB420 million in 1H2025, compared to RMB1 billion in 1H2024. For the nine months ended 30 September 2025, contracted sales were RMB1.348 billion, down 48.82% from RMB2.634 billion in the same period of 2024. This reflects the challenging macroeconomic environment facing the entire residential property sector in the PRC.

Crucially, the decline in revenue and contracted sales is primarily attributable to a significant drop in overall market demand — namely, fewer homebuyers in the market — rather than a shortage of saleable inventory. As at 30 June 2025, the Company’s consolidated inventory remains at approximately RMB20 billion net. This provides a strong foundation for potential revenue recovery as and when market sentiment improves.

The year-on-year fluctuations in property delivery primarily reflect earlier trends in contracted sales. Revenue from sales increased from RMB5,441.6 million (2022) to RMB5,621.8 million (2023), but declined by approximately 46.7% in 2024 and continued to fall in the first half of 2025. This is explained by a lag between contracted sales (which occur first) and revenue recognition/delivery (which follow project completion, usually a 1–2 year lag). The decline in contracted sales in 2022–2023 thus resulted in fewer units delivered and recognized as revenue in 2024–2025 — a sector-wide lag effect, not a construction issue.

For the second half of 2025, the Group estimates that revenue may be up to approximately RMB860 million, primarily related to properties for which sales contracts were signed in prior years (contracted sales). Most of these projects are at an advanced stage or already substantially built. Revenue is recognized only upon (i) the grant of the completion acceptance certificate and (ii) receipt of payment, typically through customer mortgages or substantial instalments. This estimate is based on the latest available information and the Group’s current business assumptions.

However, shareholders and investors should note that this figure is not a guaranteed target or committed amount, and actual revenue for the period will depend on a multitude of factors — many of which involve significant uncertainties and are outside the Group’s control. These factors include, among others, the timing of completion acceptance filings, the speed and success of customer payments, broader market sentiment, regulatory developments, operational circumstances, and other variables which may arise as the year-end approaches. As such, actual revenue may be materially higher or lower than this estimate.

Currently, most of these projects have completed physical construction, with the main outstanding item being completion acceptance filing. Only limited additional capital outlay is required to obtain acceptance. Upon certificate issuance and payment, revenue is recognized. For completed properties held for sale (RMB5.5 billion as at 30 June 2025), revenue is recognized upon sale and payment collection. The average period from completion to revenue recognition is typically six months to one year.

Looking ahead to 2026, the Group will continue to adhere to the principle of “seeking progress while maintaining stability” in the face of ongoing market uncertainties. While the recovery of the real estate sector is expected to remain gradual and differentiated, the Group believes that continued policy support, improving market sentiment, and the Group’s ongoing transformation efforts and resilience will provide a solid foundation for further improvement in business performance. The Group will continue to focus on safeguarding project delivery, enhancing product quality, driving green technology and business model innovation, and strengthening cost control and risk management. Although uncertainties and challenges remain, the Board is cautiously optimistic that,

provided the market environment remains stable and the Group's strategic initiatives are effectively implemented, the Group's operating results in 2026 will show steady progress and gradual improvement compared to 2025.

(2) *Cash Flow and Payables*

The sale of completed properties is an important source of cash inflow to support ongoing construction and settle payables. The Group's ability to continue construction and pay suppliers is directly tied to the pace of sales of both completed and under-construction projects. Sales proceeds are prioritized for contractor payments and construction progress. The Group recognizes that operational cash inflows alone may not fully settle all payables in the short term; thus, it is pursuing a broader restructuring plan and discussions with potential investors. Successful restructuring and capital injection will be critical for liquidity recovery and orderly payables settlement.

Debt Restructuring and Corporate Recovery Measures

To address its financial challenges, restore business viability, and ensure long-term sustainable development, the Company has formulated a comprehensive recovery and restructuring plan. This multi-faceted strategy encompasses both internal and external restructuring, focusing on several key pillars:

(1) *Maintaining Overseas Listing and Separation of Onshore/Offshore Operations:*

The Company is firmly committed to maintaining its listing status on the Stock Exchange, thereby ensuring transparency, regulatory compliance, and ongoing access to international capital markets. It has also designed a structure to separate and independently manage onshore and offshore debt obligations, allowing for more focused and effective restructuring in each jurisdiction.

(2) *Comprehensive Segregation and Resolution of Legacy Debts*

A holistic package solution is being implemented to address legacy debts, involving the packaging and restructuring of the entire portfolio or existing projects to enhance value and maximize creditor recoveries. Key restructuring tools include extension of debt maturities, principal reductions (haircuts), debt-for-equity swaps, sale and transfer of existing shares, and targeted issuance of new shares.

(3) *Risk Isolation and Independent Growth for New Business*

The Company will ensure that new business platforms operate under fully independent financial and legal structures, ring-fencing them from historical risks and enabling healthy, sustainable growth. In parallel, the business model for new (incremental) projects is being revamped to optimize valuation and operational efficiency.

(4) *Optimizing Capital and Corporate Governance Structure*

Measures are being taken to improve the shareholding structure, restore credit profiles, and enhance investor confidence through prudent governance and capital management initiatives.

(5) *Project-Level and Operational Restructuring Initiatives*

At the project level, the Company has classified projects into self-balancing, common-interest, and ballast projects to tailor restructuring approaches. Priority is given to the settlement of secured and project-guaranteed debts through asset disposals, restructuring, or debt-for-equity arrangements. Efforts are also underway to stabilize operations, maximize cash flow, and enhance value, including strengthening direct management of key projects and accelerating the recovery of idle assets.

(6) *Onshore Debt Restructuring*

The Company is progressing through a pre-reorganization process for onshore entities, including the appointment of a restructuring administrator and formulation of a detailed restructuring plan. Active negotiations with domestic creditors, including banks and suppliers, are ongoing to secure agreements on debt extensions, discounts, and settlements.

(7) *Offshore Debt Restructuring*

The Company has taken a proactive, market-oriented approach to its offshore USD-denominated senior notes, having completed a consensual restructuring as early as 2022 — well ahead of many peers. It is now advancing a second, larger-scale restructuring, reflecting current market norms such as debt-for-equity swaps, principal haircuts, and equity-linked instruments in lieu of cash repayment. The process is governed by New York law, requiring a restructuring support agreement (RSA) by at least 25% of noteholders before publicizing and implementing new terms. The support of key institutional investors and the formation of an ad hoc group are pivotal to the process, and the Company has already received confirmation of support from prominent holder groups.

Notably, throughout the period of financial distress and as at the date of this announcement, no noteholder and other debtholder of the Group has initiated liquidation or winding-up proceedings, reflecting constructive engagement and mutual understanding. This has provided a stable environment conducive to successful restructuring.

(8) *Settlement of Loan with Mega Gains Global Limited*

The Company received a statutory demand from Mega Gains Global Limited (“**Mega Gains**”), dated 28 September 2023, in respect of outstanding obligations relating to a facility guaranteed by the Company. The total amount claimed was approximately US\$32.5 million as at 28 September 2023.

The Company entered into a settlement agreement with Mega Gains in 2023, resolving outstanding debt. In early 2025, the disposal of land and associated assets in Qingdao was completed, resulting in the distribution of RMB60.77 million to Mega Gains. The Company will continue to work closely with Mega Gains to achieve a comprehensive and amicable resolution of all outstanding obligations.

(9) Potential Strategic Investment and Cooperation

The Company is in advanced discussions with a well-established private conglomerate in China regarding a potential strategic investment and cooperation, which would be conditional upon the resumption of trading in the Company's shares and the completion of due diligence and necessary approvals. The potential investor has indicated a strong intention to: (i) subscribe for new shares to be issued by the Company and/or purchase existing shares from current shareholders, thereby providing immediate capital support and strengthening the Company's capital base; (ii) acquire interests in selected existing projects of the Group, which may include direct equity participation or joint venture arrangements to revitalize key assets and ensure project continuity; and (iii) establish a long-term strategic partnership for the joint development of new real estate projects, including possible co-investment, joint ventures, and resource sharing in project development, financing, and operations.

The proposed investment and cooperation arrangements are designed to provide both immediate financial support and long-term industrial synergy, leveraging the potential investor's substantial resources and industry expertise to support the Group's business recovery and sustainable growth. All arrangements remain subject to the successful resumption of trading, finalization of definitive agreements, and all necessary regulatory and corporate approvals.

As at 30 June 2025, the Company was in a net liabilities position, with total equity of approximately negative RMB23.8 billion. The Board acknowledges this severe financial position but anticipates that, through diligent execution of the above measures, a material recovery in the real estate market, and a reversal of impairment trends, the Company will achieve a financial turnaround and gradually restore a positive equity position. The Board remains fully committed to executing these initiatives to secure the Group's long-term stability and sustainable growth.

Conclusion

Based on the aforesaid, the Company considers that it carries out a business with a sufficient level of operations and assets of sufficient value to support its operations in compliance with Rule 13.24 of the Listing Rules.

Resumption guidance 3 — inform the market of all material information for the Company's shareholders and other investors to appraise the Company's position

The Company has continued to update the market on its development since the suspension of trading in its shares to keep the Company's shareholders and other investors informed of the latest development in order to appraise the Company's position.

Resumption guidance 4 — re-comply with Rule 13.92 of the Listing Rules

Following the appointment of Ms. Zhu Caiqing as an independent non-executive Director with effect from 4 March 2025, the Company has complied with the requirement under Rule 13.92 of the Listing Rules.

RESUMPTION OF TRADING

At the request of the Company, the trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 April 2024. Application has been made by the Company for the resumption of trading in the shares of the Company from 9:00 a.m. on 26 November 2025.

Holders of the Company's securities and potential investors are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
Modern Land (China) Co., Limited
Zhang Peng
Chairman, President and Executive Director

Hong Kong, 25 November 2025

As at the date of this announcement, the Board comprises eight Directors, namely executive Directors: Mr. Zhang Peng, Mr. Zhang Lei and Mr. Chen Yin; non-executive Directors: Mr. Han Shuchang and Mr. Zeng Qiang; and independent non-executive Directors: Mr. Hui Chun Ho, Eric, Mr. Gao Zhikai and Ms. Zhu Caiqing.