

Stock Code: 000029, 200029

Stock Name: SPG, SPG-B

Announcement No.: 2024-040

# SHENZHEN SPECIAL ECONOMIC ZONE REAL ESTATE & PROPERTIES (GROUP) CO., LTD.

## THIRD QUARTERLY REPORT 2024

Shenzhen Special Economic Zone Real Estate & Properties (Group) Co., Ltd. (hereinafter referred to as the "Company") and all the members of the Company's Board of Directors hereby guarantee that the contents of this Report are true, accurate and complete and free of any misrepresentations, misleading statements or material omissions.

Important Notes:

1. The Board of Directors, the Supervisory Committee as well as the directors, supervisors and senior management of the Company hereby guarantee that the contents of this Report are true, accurate and complete and free of any misrepresentations, misleading statements or material omissions, and collectively and individually accept legal responsibility for such contents.

2. The Company's legal representative, Chief Financial Officer, and head of the Company's financial department (equivalent to financial manager) hereby guarantee that the financial statements carried in this Report are true, accurate and complete.

3. Indicate whether the financial statements in this Report have been audited by an independent auditor.

☐ Yes ☐ No

1 Key Financial Information

(I) Key Accounting Data and Financial Indicators

Indicate whether there is any retrospectively restated datum in the table below.

☐ Yes ☐ No

	Q3 2024	YoY change (%)	Q1-Q3 2024	YoY change (%)
Operating revenue (RMB)	74,007,078.57	-18.40%	208,232,198.00	-41.23%
Net profit attributable to the listed company's shareholders (RMB)	-604,146.31	-187.97%	5,018,645.08	113.78%
Net profit attributable to the listed company's shareholders before exceptional gains and losses (RMB)	-5,743,682.96	-274.79%	-10,940,810.51	75.14%
Net cash generated from/used in operating activities (RMB)	—	—	-137,652,034.71	-117.35%
Basic earnings per share (RMB/share)	-0.0006	-185.31%	0.005	113.89%
Diluted earnings per share (RMB/share)	-0.0006	-185.31%	0.005	113.89%
Weighted average return on equity (%)	-0.02%	-0.04%	0.14%	-0.78%
	30 September 2024	31 December 2023	Change (%)	
Total assets (RMB)	6,459,864,549.07	6,485,312,507.46	-0.39%	
Equity attributable to the listed company's shareholders (RMB)	3,701,190,972.90	3,691,082,484.20	0.27%	

(II) Exceptional Gains and Losses

☒ Applicable ☐ Not applicable

Item	Q3 2024	Q1-Q3 2024	Note
Gain or loss on disposal of non-current assets (inclusive of impairment allowance write-offs)	-28,032.14	195,840.20	
Government grants recognised in profit or loss (exclusive of those that are closely related to the Company's normal business operations and given in accordance with defined criteria and in compliance with government policies, and have a continuing impact on the Company's profit or loss)		83,011.12	
Gains and losses on investment or asset management entrusted to other entities	4,243,054.54	13,964,637.73	Changes in fair value arising from investing monetary funds
Non-operating income and expense other than the above	1,223,341.62	2,381,686.58	
Less: Income tax effects	298,827.37	665,134.48	
Non-controlling interests effects (net of tax)		585.56	
Total	5,139,536.65	15,959,455.59	

Other items that meet the definition of exceptional gain/loss:

☐ Applicable ☒ Not applicable

No such cases in the Reporting Period.

Explanation of why the Company reclassifies as recurrent an exceptional gain/loss item listed in the Explanatory Announcement No. 1 on Information Disclosure for Companies Offering Their Securities to the Public—Exceptional Gain/Loss Items:

☐ Applicable ☒ Not applicable

No such cases in the Reporting Period.

(III) Changes in Key Financial Statement Line Items and Explanation of why

Operating revenue for Q1-Q3 2024 declined 41.23% as compared to the same period of last year, primarily driven by the decreased property sales revenue in the Reporting Period.

Net profit attributable to the listed company's shareholders for Q1-Q3 2024 rose 113.78% as compared to the same period of last year and net profit attributable to the listed company's shareholders before exceptional gains and losses for Q1-Q3 2024 rose 75.14% as compared to the same period of last year, primarily driven by the payment of land value added tax in the same period of last year.

Net cash generated from/used in operating activities for Q1-Q3 2024 declined 117.35% as compared to the same period of last year, primarily driven by the gradual inflow of pre-sale revenue of the Guangningli project in the same period of last year and the decreased property sales in the current period.

II Shareholder Information

(I) Numbers of Ordinary Shareholders and Preference Shareholders with Resumed Voting Rights as well as Holdings of Top 10 Shareholders

shareholders	54,508 rights					
	Top 10 shareholders (exclusive of shares lent in refinancing)					
Name of shareholder	Nature of shareholder	Shareholding percentage	Total shares held	Restricted shares held	Shares in pledge, marked or frozen	
Shenzhen Investment Holdings Co., Ltd.	State-owned corporation	55.78%	564,353,838	0	N/A	0
Shenzhen State-Owned Equity Operation and Management Co., Ltd.	Domestic non-state-owned legal person	6.35%	64,288,426	0	N/A	0
Yang Jianmin	Domestic natural person	1.19%	12,069,517	0	N/A	0
Zhang Xiujian	Domestic natural person	0.47%	4,760,400	0	N/A	0
Wang Yulan	Domestic natural person	0.46%	4,612,991	0	N/A	0
Hong Kong Securities Clearing Company Ltd.	Foreign legal person	0.36%	3,669,204	0	N/A	0
Industrial and Commercial Bank of China Limited – Southern China Securities Full Index Real Estate Trading Open-ended Index Securities Investment Fund	Other	0.35%	3,548,804	0	N/A	0
He Qiao	Domestic natural person	0.33%	3,332,000	0	N/A	0
China Merchants Bank Co., Ltd. – Southern China Securities 1000 Trading Open-ended Index Securities Investment Fund	Other	0.30%	3,066,396	0	N/A	0
Wang Zhengying	Domestic natural person	0.29%	2,918,100	0	N/A	0
Top 10 unrestricted shareholders (exclusive of shares lent in refinancing and locked shares of executives)						
Name of shareholder		Unrestricted shares held	Shares by type and number			
			Type	Shares		
Shenzhen Investment Holdings Co., Ltd.		564,353,838	RMB-denominated ordinary stock		564,353,838	
Shenzhen State-Owned Equity Operation and Management Co., Ltd.		64,288,426	RMB-denominated ordinary stock		64,288,426	
Yang Jianmin		12,069,517	RMB-denominated ordinary stock		12,069,517	
Zhang Xiujian		4,760,400	RMB-denominated ordinary stock		4,760,400	
Wang Yulan		4,612,991	RMB-denominated ordinary stock		4,612,991	
Hong Kong Securities Clearing Company Ltd.		3,669,204	RMB-denominated ordinary stock		3,669,204	
Industrial and Commercial Bank of China Limited – Southern China Securities Full Index Real Estate Trading Open-ended Index Securities Investment Fund		3,548,804	RMB-denominated ordinary stock		3,548,804	
He Qiao		3,332,000	RMB-denominated ordinary stock		3,332,000	
China Merchants Bank Co., Ltd. – Southern China Securities 1000 Trading Open-ended Index Securities Investment Fund		3,066,396	RMB-denominated ordinary stock		3,066,396	
Wang Zhengying		2,918,100	RMB-denominated ordinary stock		2,918,100	
Related or acting-in-concert parties among the shareholders above	Among the top 10 unrestricted shareholders of the Company, Shenzhen State-Owned Equity Operation and Management Co., Ltd. is the wholly-owned subsidiary of Shenzhen Investment Holdings Co., Ltd. The Company does not know whether there exists related-party relationship among the other shareholders, or whether they are persons acting in concert as prescribed in the Administrative Measures for the Acquisition of Listed Companies.					
Top 10 shareholders engaged in securities margin trading (if any)	Among the top 10 shareholders, the third shareholder holds 9,804,200 shares of the Company in his credit security account; the fourth shareholder holds 4,760,400 shares of the Company in her credit security account; the eighth shareholder holds 3,332,000 shares of the Company in his credit security account; the tenth shareholders holds 2,918,100 shares of the Company in his credit security account.					

5% or greater shareholders, top 10 shareholders and Top 10 unrestricted shareholders involved in refinancing shares lending

☒ Applicable ☐ Not applicable

5% or greater shareholders, top 10 shareholders and Top 10 unrestricted shareholders involved in refinancing shares lending								
Full name of shareholder	Shares in the common account and credit account at the period-begin		Shares lent in refinancing and not yet returned at the period-begin		Shares in the common account and credit account at the period-end		Shares lent in refinancing and not yet returned at the period-end	
	Total shares	As % of total share capital	Total shares	As % of total share capital	Total shares	As % of total share capital	Total shares	As % of total share capital
China Merchants Bank Co., Ltd.- Southern China Securities 1000 Trading Open-ended Index Securities Investment Fund	319,800	0.03%	71,800	0.01%	3,066,396	0.30%	0	0.00%

Changes in top 10 shareholders and top 10 unrestricted shareholders due to refinancing shares lending/return compared with the prior period

☒ Applicable ☐ Not applicable

Unit: share							
Changes in top 10 shareholders and top 10 unrestricted shareholders due to refinancing shares lending/return compared with the end of the prior period							
Full name of shareholder	Newly added to or exiting from top 10 shareholders in the Reporting Period		Shares lent in refinancing and not yet returned at the period-end		Shares in the common account and credit account plus shares lent in refinancing and not yet returned at the period-end		
	Total shares	As % of total share capital	Total shares	As % of total share capital	Total shares	As % of total share capital	As % of total share capital
China Merchants Bank Co., Ltd.-Southern China Securities 1000 Trading Open-ended Index Securities Investment Fund	Newly added	0	0.00%	3,066,396	0.30%		

(II) Number of Preference Shareholders and Shareholdings of Top 10 of Them

☐ Applicable ☒ Not applicable

III Other Significant Events

(I) The controlling shareholder of the Company, Shenzhen Investment Holdings Co., Ltd. intends to transfer its 71,498,100 shares in the Company (accounting for 7.07% of the Company's total share capital) to China Orient Asset Management Co., Ltd. via transfer by agreement, which is subject to the approval of the Supervision Department of State-owned Assets Supervision and Administration Commission, the confirmation of compliance by Shenzhen Stock Exchange and application to China Securities Depository and Clearing Corporation Limited for registration of transfer of the shares. Thus, it is uncertain whether this transfer by agreement can be finalized or not. For more details, please refer to the Suggestive Announcement on the Controlling Shareholder's Transfer of Part of the Company's Shares under Agreement and Equity Change (Announcement No.: 2024-021) disclosed on 29 June 2024.

(II) The Company respectively convened the 13th Meeting of the 8th Board of Directors and the 9th Meeting of the 8th Supervisory Committee on 30 September 2024, at which, the Proposal on Changing the Commitment to Avoid Horizontal Competition by the Controlling Shareholder of the Company was reviewed and approved. Relevant matters shall be submitted to the shareholders' meeting of the Company for review. For more details, please refer to the Announcement on Changing the Commitment to Avoid Horizontal Competition by the Controlling Shareholder of the Company (Announcement No.: 2024-035) disclosed on 30 September 2024.

IV Quarterly Financial Statements

(I) Consolidated Balance Sheet

Prepared by ShenZhen Special Economic Zone Real Estate & Properties (Group) Co., Ltd.  
30 September 2024

Item	30 September 2024	1 January 2024
Current assets:		
Monetary assets	583,402,066.94	871,019,268.83
Settlement reserve		
Loans to other banks and financial institutions		
Held-for-trading financial assets	933,304,839.65	879,340,201.92
Derivative financial assets		
Notes receivable		
Accounts receivable	88,684,341.22	75,100,970.83
Receivables financing		
Prepayments	2,455,137.62	409,192.07
Premiums receivable		
Reinsurance receivables		
Receivable reinsurance contract reserve		
Other receivables	20,538,725.26	15,893,736.28
Including: Interest receivable		
Dividends receivable		
Financial assets purchased under resale agreements		
Inventories	4,044,416,401.02	3,915,215,921.96
Including: Data resource		
Contract assets	26,466,060.03	27,352,596.92
Assets held for sale		
Current portion of non-current assets		
Other current assets	167,817,788.82	87,175,263.06
Total current assets	5,867,085,360.56	5,871,507,151.87
Non-current assets:		
Loans and advances to customers		
Debt investments		
Other debt investments		
Long-term receivables		
Long-term equity investments		
Investments in other equity instruments	15,326,451.57	14,324,411.35
Other non-current financial assets		
Investment property	521,455,768.09	541,542,136.17
Fixed assets	17,954,875.64	19,928,049.77
Construction in progress		
Productive living assets		
Oil and gas assets		
Right-of-use assets	12,673.50	99,641.48
Intangible assets		
Including: Data resource		
Development costs		
Including: Data resource		
Goodwill		
Long-term prepaid expense	1,029,510.15	1,598,305.56
Deferred income tax assets	36,750,203.66	36,312,811.26
Other non-current assets	249,705.90	
Total non-current assets	592,779,188.51	613,805,355.59
Total assets	6,459,864,549.07	6,485,312,507.46
Current liabilities:		
Short-term borrowings	4,363,396.09	3,550,000.00
Borrowings from the central bank		
Loans from other banks and financial institutions		
Held-for-trading financial liabilities		
Derivative financial liabilities		
Notes payable	419,905,857.76	443,259,768.78
Accounts payable		
Advances from customers	989,653.09	420,724.30
Contract liabilities	1,383,798,125.52	1,291,448,591.28
Financial assets sold under repurchase agreements		
Customer deposits and deposits from other banks and financial institutions		
Payables for acting trading of securities		
Payables for underwriting of securities		
Employee benefits payable	23,854,539.59	22,247,017.36
Taxes and levies payable	35,378,094.33	40,908,986.48
Other payables	557,817,929.91	554,469,229.59
Including: Interest payable	16,535,277.94	16,535,277.94
Dividends payable		
Fees and commissions payable		
Reinsurance payables		
Liabilities directly associated with assets held for sale		
Current portion of non-current liabilities	50,315,969.20	34,056,347.93
Other current liabilities	132,267,400.40	136,364,529.76
Total current liabilities	2,608,690,965.89	2,526,725,195.48
Non-current liabilities:		
Insurance contract reserve		
Long-term borrowings	62,336,264.42	179,431,851.02
Bonds payable		
Including: Preference shares		
Perpetual bonds		
Lease liabilities		
Long-term payables		
Long-term employee benefits payable		
Provisions		
Deferred income		
Deferred income tax liabilities	3,012,566.54	3,012,566.54
Other non-current liabilities		
Total non-current liabilities	65,348,830.96	182,444,417.56
Total liabilities	2,674,039,796.85	2,709,169,613.04
Owners' equity:		
Share capital	1,011,660,000.00	1,011,660,000.00
Other equity instruments		
Including: Preference shares		
Perpetual bonds		
Capital reserves	978,244,910.11	978,244,910.11
Less: Treasury stock		
Other comprehensive income	30,409,303.06	25,319,459.44
Specific reserve		
Surplus reserves	275,253,729.26	275,253,729.26
General reserve		
Retained earnings	1,405,623,030.47	1,400,604,385.39
Total equity attributable to owners of the Company as the parent	3,701,190,972.90	3,691,082,484.20
Non-controlling interests	84,633,779.32	85,060,410.22
Total owners' equity	3,785,824,752.22	3,776,142,894.42
Total liabilities and owners' equity	6,459,864,549.07	6,485,312,507.46

Legal representative: Tang Xiaoping      Chief Financial Officer: Wang Jianfei      Head of the financial department: Zhou Hongpu

2. Consolidated Income Statement for Q1-Q3

Unit: RMB			
Item	Q1-Q3 2024	Q1-Q3 2023	
1. Revenues	208,232,198.00	354,316,805.85	
Including: Operating revenue	208,232,198.00	354,316,805.85	
Interest income			
Insurance premium income			
Fee and commission income			
2. Costs and expenses	221,606,819.35	404,813,647.75	
Including: Cost of sales	167,778,707.67	289,093,965.63	
Interest expense			
Fee and commission expense			
Surrenders			
Net insurance claims paid			
Net amount provided as insurance contract reserve			
Expenditure on policy dividends			
Reinsurance premium expense			
Taxes and levies			
Selling expense	10,691,316.88	63,813,731.19	
Administrative expense	8,652,895.76	17,817,886.71	
R&D expense	38,834,113.71	34,809,213.29	
Finance costs	-4,350,214.67	-721,149.07	
Including: Interest expense	1,462,486.36	427,438.60	
Interest income	6,941,761.59	1,303,132.63	
Add: Other income	83,011.12	121,159.27	
Return on investment ( "—" for loss)	777,600.00	2,516,011.35	
Including: Share of profit or loss of joint ventures and associates			
Income from the derecognition of financial assets at amortized cost ( "—" for loss)			

Exchange gain ( "—" for loss)		
Net gain on exposure hedges ( "—" for loss)		
Gain on changes in fair value ( "—" for loss)	13,964,637.73	4,987,562.50
Credit impairment loss ( "—" for loss)	187.93	529,176.78
Asset impairment loss ( "—" for loss)		
Asset disposal income ( "—" for loss)	195,840.20	0.00
3. Operating profit ( "—" for loss)	1,646,655.63	-42,342,932.00
Add: Non-operating income	2,413,776.71	19,661.14
Less: Non-operating expense	32,090.13	52,212.63
4. Gross profit ( "—" for loss)	4,028,342.21	-42,375,483.49
Less: Income tax expense	-156,327.13	-2,092,269.34
5. Net profit ( "—" for net loss)	4,184,669.34	-40,283,214.15
5.1 By operating continuity		
5.1.1 Net profit from continuing operations ( "—" for net loss)	4,184,669.34	-40,283,214.15
5.1.2 Net profit from discontinued operations ( "—" for net loss)		
5.2 By ownership		
5.2.1 Net profit attributable to shareholders of the Company as the parent ( "—" for net loss)	5,018,645.08	-36,431,405.81
5.2.2 Net profit attributable to non-controlling interests ( "—" for net loss)	-833,975.74	-3,851,808.34
6. Other comprehensive income, net of tax	5,497,188.46	-2,691,309.51
Attributable to owners of the Company as the parent	5,089,843.62	-1,899,341.33
6.1 Items that will not be reclassified to profit or loss	1,002,040.22	-51,415.57
6.1.1 Changes caused by remeasurements on defined benefit schemes		
6.1.2 Other comprehensive income that will not be reclassified to profit or loss under the equity method		
6.1.3 Changes in the fair value of investments in other equity instruments	1,002,040.22	-51,415.57
6.1.4 Changes in the fair value arising from changes in own credit risk		
6.1.5 Other		
6.2 Items that will be reclassified to profit or loss	4,087,803.40	-1,847,925.76
6.2.1 Other comprehensive income that will be reclassified to profit or loss under the equity method		
6.2.2 Changes in the fair value of other debt investments		
6.2.3 Other comprehensive income arising from the reclassification of financial assets		
6.2.4 Credit impairment allowance for other debt investments		
6.2.5 Reserve for cash flow hedges		
6.2.6 Differences arising from the translation of foreign currency-denominated financial statements	4,087,803.40	-1,847,925.76
6.2.7 Other		
Attributable to non-controlling interests	407,344.84	-791,968.18
7. Total comprehensive income	9,681,857.80	-42,974,523.66
7.1 Attributable to owners of the Company as the parent	10,108,488.70	-38,330,747.14
7.2 Attributable to non-controlling interests	-426,630.90	-4,643,776.52
8. Earnings per share		
8.1 Basic earnings per share	0.005	-0.036
8.2 Diluted earnings per share	0.005	-0.036