

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.

NANYANG HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 212)

2023 FINAL RESULTS ANNOUNCEMENT

GROUP FINANCIAL HIGHLIGHTS

	2023	2022	Variance
	HK\$'000	HK\$'000	
Revenue and other income/ (losses)	<u>196,014</u>	<u>95,070</u>	106%
Profit attributable to equity holders of the Company	48,961	12,268	299%
Profit attributable to equity holders of the Company after excluding: – changes in fair value of investment properties and related tax effects	<u>75,573</u>	<u>12,426</u>	508%
	<u>124,534</u>	<u>24,694</u>	404%
	2023	2022	
	HK\$	HK\$	
Earnings per share	1.44	0.36	299%
Earnings per share – after excluding the changes in fair value of investment properties and related tax effects	3.67	0.73	404%
Final dividend per share	0.70	0.70	–
Special dividend per share	0.60	0.30	100%
Dividend per share	1.30	1.00	30%
Net asset value per share	<u>153.36</u>	<u>149.12</u>	3%

The Board of Directors of Nanyang Holdings Limited (“the Company”) announces that for the year ended 31 December 2023 the Group reported a profit attributable to equity holders of HK\$49.0 million (2022: profit of HK\$12.3 million). The current year’s profit comprises the dividend from The Shanghai Commercial & Savings Bank, Ltd., in respect of its 2022 earnings, of approximately HK\$67.1 million (after netting 21% withholding tax); net realised and unrealised gains from financial assets at fair value through profit or loss of approximately HK\$35.7 million and the investment income from financial assets at fair value through profit or loss of HK\$4.8 million. It also includes the change in fair value of investment properties (including those owned by joint ventures) which resulted in a net loss of HK\$75.5 million (2022: loss of HK\$12.4 million). However, if excluding the net effect of the change in fair value of the investment properties (including those owned by joint ventures), 2023 would have shown a profit attributable to equity holders of HK\$124.5 million (2022: HK\$24.7 million). Total earnings per share were HK\$1.44 (2022: HK\$0.36). However, if the net effect of the change in fair value of the investment properties had been excluded, earnings per share would have been HK\$3.67 (2022: HK\$0.73). The Group’s net asset value per share increased from HK\$149.12 (at 31/12/2022) to HK\$153.36 (at 31/12/2023). A fair value gain of approximately HK\$130.7 million for the financial assets at fair value through other comprehensive income was recorded in the other comprehensive income, as compared to a fair value loss of HK\$363.3 million in 2022.

The figures in respect of the Group’s consolidated balance sheet, consolidated income statement, consolidated statement of comprehensive income and the related notes thereto for the year ended 31 December 2023 as set out in the preliminary announcement have been agreed by the Group’s auditor, PricewaterhouseCoopers, to the amounts set out in the Group’s audited consolidated financial statements for the year. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by PricewaterhouseCoopers on the preliminary announcement.

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2023

		2023	2022
	<i>Note</i>	HK\$'000	HK\$'000
Revenue	2	160,344	164,590
Other income/(losses)	2	35,670	(69,520)
Revenue and other income/(losses)	2	196,014	95,070
Direct costs		(20,149)	(18,316)
Gross profit		175,865	76,754
Administrative expenses		(36,202)	(34,005)
Other operating expense, net		(1,117)	(2,509)
Changes in fair value of investment properties		(73,000)	(5,159)
Operating profit	3	65,546	35,081
Finance income	4	1,909	813
Finance expense	4	(155)	(212)
Share of profit/(losses) of joint ventures		3,129	(541)
Profit before income tax		70,429	35,141
Income tax expense	5	(21,468)	(22,873)
Profit attributable to equity holders of the Company		48,961	12,268
Earnings per share (basic and diluted)	6	HK\$1.44	HK\$0.36

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2023

	2023	2022
	HK\$'000	HK\$'000
Profit for the year	48,961	12,268
Other comprehensive income:		
Items that may be reclassified subsequently to profit or loss		
Currency translation differences	(317)	(3,131)
Items that may not be reclassified subsequently to profit or loss		
Fair value gains/(losses) on financial assets at fair value through other comprehensive income	130,713	(363,263)
Other comprehensive income/(expense) for the year, net of tax	130,396	(366,394)
Total comprehensive income/(expense) attributable to equity holders of the Company	179,357	(354,126)

CONSOLIDATED BALANCE SHEET*As at 31 December 2023*

	<i>Note</i>	2023 HK\$'000	2022 HK\$'000
ASSETS			
Non-current assets			
Property, plant and equipment		115	161
Right-of-use assets		3,933	7,429
Investment properties		2,421,000	2,494,000
Investments in joint ventures	<i>10</i>	85,314	87,171
Financial assets at fair value through other comprehensive income		2,237,597	2,106,344
Non-current financial assets at fair value through profit or loss		9,006	10,008
		4,756,965	4,705,113
Current assets			
Trade and other receivables	<i>8</i>	10,472	10,138
Financial assets at fair value through profit or loss		405,189	342,451
Cash and bank balances			
– Pledged bank deposits		3,531	3,671
– Cash and cash equivalents		125,278	96,963
		544,470	453,223
Total assets		5,301,435	5,158,336
EQUITY			
Capital and reserves attributable to the Company's equity holders			
Share capital		3,397	3,397
Other reserves		1,776,934	1,652,901
Retained profits		3,430,316	3,408,960
Total equity		5,210,647	5,065,258
LIABILITIES			
Non-current liabilities			
Lease liabilities		448	3,981
Deferred income tax liabilities		27,911	27,894
Other non-current liability		1,500	1,493
		29,859	33,368
Current liabilities			
Trade and other payables	<i>9</i>	57,267	54,049
Current income tax liabilities		129	2,220
Lease liabilities		3,533	3,441
		60,929	59,710
Total liabilities		90,788	93,078
Total equity and liabilities		5,301,435	5,158,336

NOTES TO THE FINANCIAL STATEMENTS

1 BASIS OF PREPARATION

The consolidated financial statements of Nanyang Holdings Limited have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties, financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income, which are measured at fair value.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies.

(a) New standard and amendments to standards that are effective in 2023

During the year ended 31 December 2023, the Group has adopted the following new standard and amendments to standards which are mandatory for accounting periods beginning on 1 January 2023:

HKFRS 17 and amendments to HKFRS 17	Insurance Contracts
Amendments to HKFRS 17	Initial application of HKFRS 17 and HKFRS 9 – Comparative Information
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules

The adoption of new standard and amendments to standards does not have any significant change to the accounting policies or any significant effect on the results and financial position of the Group.

(b) Amendments to standards and interpretation that are not yet effective and have not been early adopted by the Group

The following amendments to standards and interpretation have been published which are mandatory for the Group’s accounting periods beginning on or after 1 January 2024 or later periods but have not been early adopted by the Group:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ⁽¹⁾
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ⁽¹⁾
Amendments to HKAS 1	Non-current Liabilities with Covenants ⁽¹⁾
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ⁽¹⁾
Hong Kong Interpretation 5 (2020)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ⁽¹⁾
Amendments to HKAS 21	Lack of Exchangeability ⁽²⁾
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁽³⁾

1 BASIS OF PREPARATION (cont'd)

(b) Amendments to standards and interpretation that are not yet effective and have not been early adopted by the Group (cont'd)

- (1) Effective for accounting periods beginning on or after 1 January 2024
- (2) Effective for accounting periods beginning on or after 1 January 2025
- (3) Effective date is to be determined

The Group has already commenced an assessment of the impact of the above amendments to standards and interpretation and does not expect that they would have any significant impact to its results of operations and financial position.

2 REVENUE AND OTHER INCOME/(LOSSES) AND SEGMENT INFORMATION

Revenue mainly comprises rental income, investment income from financial assets at fair value through profit or loss and dividend income from financial assets at fair value through other comprehensive income. Other income/(losses) represents net realised and unrealised gains/(losses) on financial assets at fair value through profit or loss. Revenue and other income/(losses) recognised during the year comprises the following:

	2023	2022
	HK\$'000	HK\$'000
Revenue		
Gross rental income from investment properties	59,886	66,809
Investment income from financial assets at fair value through profit or loss	4,753	3,398
Dividend income from financial assets at fair value through other comprehensive income	85,155	82,794
Management fee income from investment properties	10,235	11,319
Other	315	270
	160,344	164,590
Other income/(losses)		
Net realised and unrealised gains/(losses) on financial assets at fair value through profit or loss	35,670	(69,520)
Revenue and other income/(losses)	196,014	95,070

Management fee income is recognised over a period of time when the related performance obligation is satisfied. Contract liabilities in relation to management services and the transaction price allocated to these unsatisfied contracts as at 31 December 2023 amounted to HK\$206,000 (2022: HK\$211,000) respectively.

During the year, the revenue from individual customer contributed less than 10% of the total revenue of the Group. In 2022, revenue of approximately HK\$10,152,000 was derived from one major customer who contributed 10% or more of the total revenue from investment properties.

2 REVENUE AND OTHER INCOME/(LOSSES) AND SEGMENT INFORMATION (cont'd)

The Group is organised into two main business segments:

Real estate – investment in and leasing of industrial/office premises

Financial investments – holding and trading of investment securities

There are no sales or other transactions between the business segments.

The segment results for the year ended 31 December 2023 are as follows:

	Real estate	Financial	Total
	HK\$'000	investments	HK\$'000
	HK\$'000	HK\$'000	HK\$'000
Revenue and other income/(losses)	<u>70,121</u>	<u>125,893</u>	<u>196,014</u>
Segment results	(49,296)	114,842	65,546
Finance income			1,909
Finance expense			(155)
Share of profit of joint ventures	3,129	-	<u>3,129</u>
Profit before income tax			70,429
Income tax expense			<u>(21,468)</u>
Profit attributable to equity holders of the Company			<u>48,961</u>
Other items			
Depreciation of right-of-use assets	-	-	(3,496)
Depreciation of property, plant and equipment	(14)	(32)	(46)
Fair value losses on investment properties	(73,000)	-	<u>(73,000)</u>

2 REVENUE AND OTHER INCOME/(LOSSES) AND SEGMENT INFORMATION (cont'd)

The segment results for the year ended 31 December 2022 are as follows:

	Real estate HK\$'000	Financial investments HK\$'000	Total HK\$'000
Revenue and other (losses)/income	78,128	16,942	95,070
Segment results	25,745	9,336	35,081
Finance income			813
Finance expense			(212)
Share of losses of joint ventures	(541)	-	(541)
Profit before income tax			35,141
Income tax expense			(22,873)
Profit attributable to equity holders of the Company			12,268
Other items			
Depreciation of right-of-use assets	-	-	(3,678)
Depreciation of property, plant and equipment	(15)	(29)	(44)
Net fair value losses on investment properties	(5,159)	-	(5,159)

Reportable segments' assets and liabilities are reconciled to total assets and liabilities below. Segment assets exclude investments in joint ventures and right-of-use assets and segment liabilities exclude deferred income tax liabilities, lease liabilities and other non-current liability which are managed on a central basis.

The segment assets and liabilities as at 31 December 2023 are as follows:

	Real estate HK\$'000	Financial investments HK\$'000	Total HK\$'000
Segment assets	2,430,067	2,782,121	5,212,188
Right-of-use assets			3,933
Investments in joint ventures	85,314	-	85,314
			5,301,435
Segment liabilities	52,051	5,345	57,396
Unallocated liabilities			33,392
			90,788

2 REVENUE AND OTHER INCOME/(LOSSES) AND SEGMENT INFORMATION (cont'd)

The segment assets and liabilities as at 31 December 2022 are as follows:

	Real estate HK\$'000	Financial investments HK\$'000	Total HK\$'000
Segment assets	2,502,356	2,561,380	5,063,736
Right-of-use assets			7,429
Investments in joint ventures	87,171	–	87,171
			<u>5,158,336</u>
Segment liabilities	51,026	5,243	56,269
Unallocated liabilities			<u>36,809</u>
			<u>93,078</u>

The Company is incorporated in Bermuda and is domiciled in Hong Kong. The Group's revenue and other income/(losses) from Hong Kong and from other countries for the year ended 31 December is analysed as follows:

	2023 HK\$'000	2022 HK\$'000
Hong Kong	67,907	65,676
United States of America	24,784	(21,333)
Europe	17,563	(24,761)
Taiwan	84,916	82,855
Other countries	844	(7,367)
	<u>196,014</u>	<u>95,070</u>

At 31 December 2023, the total of non-current assets other than financial instruments located/operated in Hong Kong and in Mainland China are as follows:

	2023 HK\$'000	2022 HK\$'000
Hong Kong	2,424,990	2,501,510
Mainland China	85,372	87,251
	<u>2,510,362</u>	<u>2,588,761</u>

3 OPERATING PROFIT

Operating profit is stated after charging the following:

	2023	2022
	HK\$'000	HK\$'000
Depreciation of property, plant and equipment	46	44
Depreciation of right-of-use assets	3,496	3,678
Employee benefit expense (including directors' emoluments)	25,149	23,316
Management fee expense in respect of investment properties	13,458	13,780
	<u>13,458</u>	<u>13,780</u>

4 FINANCE INCOME/(EXPENSE)

	2023	2022
	HK\$'000	HK\$'000
Finance income		
Bank interest income	1,909	813
	<u>1,909</u>	<u>813</u>
Finance expense		
Interest expense on lease liabilities and other non-current liability	(155)	(212)
	<u>(155)</u>	<u>(212)</u>

5 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at 16.5% (2022: 16.5%) of the estimated assessable profits for the year. Withholding tax on dividend income from overseas investments has been calculated at the rates of taxation prevailing in the countries in which the investees operate.

The amount of taxation charged to the consolidated income statement represents:

	2023	2022
	HK\$'000	HK\$'000
Current income tax		
– Hong Kong profits tax	3,060	4,501
– Withholding tax on dividend income from financial assets at fair value through other comprehensive income	17,832	17,387
– Withholding tax on dividend income from a joint venture	417	564
– Under-provision in prior years	142	47
	<u>21,451</u>	<u>22,499</u>
Deferred income tax	17	374
	<u>21,468</u>	<u>22,873</u>

6 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

	2023	2022
Earnings (HK\$'000)		
Profit attributable to equity holders of the Company	48,961	12,268
Number of shares (thousands)		
Weighted average number of ordinary shares in issue	33,968	33,968
Earnings per share (HK\$)		
Basic and diluted (<i>Note</i>)	1.44	0.36

Note: The Company has no dilutive potential ordinary shares and diluted earnings per share are equal to basic earnings per share.

7 DIVIDENDS

	2023	2022
	HK\$'000	HK\$'000
2023 proposed final dividend of HK\$0.70 (2022: HK\$0.70) per share	23,778	23,778
2023 proposed special dividend of HK\$0.60 (2022: HK\$0.30) per share	20,380	10,190
	44,158	33,968

8 TRADE AND OTHER RECEIVABLES

	2023	2022
	HK\$'000	HK\$'000
Trade receivables	373	163
Other receivables, prepayments and deposits	9,341	8,611
Amounts due from joint ventures	758	1,364
	10,472	10,138

The Group does not grant any credit term to customers. At 31 December 2023, the aging analysis of the trade receivables is as follows:

	2023	2022
	HK\$'000	HK\$'000
Within 30 days	373	163

There is no concentration of credit risk with respect to trade receivables.

9 TRADE AND OTHER PAYABLES

	2023	2022
	HK\$'000	HK\$'000
Trade payables	1,927	2,341
Rental and management fee deposits	20,130	19,271
Other payables, provision and accruals	35,210	32,437
	<u>57,267</u>	<u>54,049</u>

At 31 December 2023, the aging analysis of the trade payables is as follows:

	2023	2022
	HK\$'000	HK\$'000
Within 30 days	<u>1,927</u>	<u>2,341</u>

10 INVESTMENTS IN JOINT VENTURES

In respect of a joint venture of the Group, Shanghai Sung Nan Textile Co., Ltd., its joint venture term and land use right expired on 31 May 2022 despite its business license is valid up to 31 May 2042. The Group accounted for its share of result of this joint venture up to 31 May 2022.

DIVIDEND

The Directors recommend the payment of a final dividend of HK\$0.70 per share and a special dividend of HK\$0.60 per share, representing a total dividend distribution of approximately HK\$44.2 million (2022: final dividend of HK\$0.70 per share and a special dividend of HK\$0.30 per share, representing a total dividend distribution of approximately HK\$34.0 million). Subject to the approval by the shareholders of the Company at the forthcoming Annual General Meeting, the final and special dividends will be payable on or around 30 May 2024. These proposed dividends are not reflected as dividends payable in the financial statements for the year ended 31 December 2023, but will be reflected as appropriations of retained profits for the year ending 31 December 2024.

The register of members of the Company will be closed from 21 May 2024 to 23 May 2024, both days inclusive. To qualify for the proposed final and special dividends, shareholders should ensure that all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 20 May 2024.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any shares of the Company during the year.

BUSINESS REVIEW AND PROSPECTS

Real Estate

Hong Kong

The high interest rate environment and the sluggish local economy continued to weigh on the local property market. In the second half of 2023, leasing activities at our industrial/office (I/O) building, Nanyang Plaza, in Kwun Tong, continued to be very slow. With ample supply of space available in the Kwun Tong area, new rentals were at a minimal and rental levels declined. In order to attract new tenants and to retain existing ones, we reduced the rental rates at a large margin and offered ample provisions such as long rent free periods. Of the 290,000 sq.ft. of I/O space the Group holds, approximately 82.7% is presently leased.

Shanghai

Sung Nan's land use right and joint venture term expired on 31 May 2022 despite its business licence being extended to 31 May 2042. The business operation is ongoing. We are still in discussion with our Chinese Partner to resolve the land issue in order to continue the joint-venture.

Shenzhen

Southern Textile Company Limited, the joint venture of which the Group owns 45%, continued to report satisfactory results. Its main asset, a factory building, is fully leased to third parties. Business of the tenant who leased the ground and first floors has not improved.

Financial Investments

In the second half of 2023, the global economy performed better than expected although the economic environment remained challenging. As interest rates in the United States are expected to fall in the second half of 2024, performance of the U.S. equities market improved towards the end of the year. During this period, we increased investments in investment grade US\$ bonds and US equities and reduced investments in Emerging Market equities. For the year ended 31 December 2023, the investment portfolios, including cash held in the portfolios, increased by approximately 10.1% year on year. Financial assets at fair value through profit or loss, classified as current assets, totalled HK\$405.2 million. This represented approximately 7.6% of the total assets of the Group. They comprised approximately 400 individual holdings. The Group recorded net realised and unrealised gains from financial assets at fair value through profit or loss of approximately HK\$35.7 million and investment income from financial assets at fair value through profit or loss of HK\$4.8 million. Equities comprised approximately 69% (of which U.S. 53.9%; European 17.1%; Japanese 3.3%; Asia ex-Japan and others 13.2% and Emerging Markets 12.5%), bonds 23.7% (of which U.S. 74.7%; European 18.1%; Emerging Markets and others 7.2%), commodities 4% and cash 3.3%.

2024 outlook remains uncertain due to geopolitical issues, wars in Europe and the Middle East, and, the US presidential election which may create volatility in the markets. Also, China's recovery since reopening has proven to be slower than expected. Since the beginning of the year, we reduced China/Hong Kong equities and increased investment in India. As at 8 March 2024, the latest practicable date, the portfolios increased year-to-date by approximately 3.3% and the value, including cash held in the portfolios, stood at approximately US\$54.2 million or HK\$423.8 million. Recent measures announced by the PRC Government to support the property sector may help stabilize the economy and its equity market may perform better. As inflation is coming down and U.S. interest rates are expected to decline in the latter half of the year, we remain cautiously optimistic.

The Group has an investment in a licensed bank, The Shanghai Commercial & Savings Bank, Ltd. (“SCSB”), a company incorporated in Taiwan. These shares are listed on the Taiwan Stock Exchange Corporation (Stock Code: 5876). The Group holds a total of 190,585,095 SCSB shares. This represents approximately 3.92% of the issued share capital of SCSB. This investment of HK\$2,234.3 million has been classified under non-current assets as financial assets at fair value through other comprehensive income (representing approximately 42.1% of the total assets of the Group). There is no intention to dispose of the investment within 12 months of this report date.

SCSB has 75 branches in Taiwan, one each in Hong Kong, Vietnam, Singapore and Wuxi, China. They also have four representative offices, in Jakarta, Indonesia, Bangkok, Thailand, Phnom Penh, Cambodia and Bac Ninh, Vietnam. In 2021, SCSB commenced redevelopment of its headquarters in Taipei. It is expected that the new headquarters should be completed and ready for occupation in 2024. SCSB holds a 57.6% interest in Shanghai Commercial Bank Limited (“SCB”) in Hong Kong. SCB has 44 branches in Hong Kong, three in China and four branches overseas. The audited net profit attributable to owners of SCSB for the year ended 31 December 2023 was approximately NT\$14,660.0 million (2022 same period: net profit of NT\$14,937.9 million). Total equity attributable to owners of SCSB at 31 December 2023 was approximately NT\$183,317.0 million (31/12/2022: approximately NT\$169,780.9 million). (These figures were extracted from SCSB’s website at <http://www.scsb.com.tw>.)

FINANCIAL POSITION

The Group’s investment properties with an aggregate carrying value of HK\$2,256 million (31/12/2022: HK\$2,317 million) have been mortgaged to a bank to secure general banking facilities. As at 31 December 2023 and 31 December 2022, no bank facilities were utilized. Debt to equity ratio decreased from 0.15% as at 31 December 2022 to 0.08% as at 31 December 2023. Debt was represented by lease liabilities, equity was total equity of the Group. At the end of the year, the Group had net current assets of HK\$483.5 million (31/12/2022: HK\$393.5 million).

EMPLOYEES

Ms. Yung Ka Sing, Kathryn, a daughter of Mr. Lincoln C.K. Yung (the Managing Director of the Company), a sister of Mr. John Con-sing Yung (Non-Executive Director of the Company) and a granddaughter of the late Mr. Hung Ching Yung, was appointed as Chief Investment Officer of the Company, with effect from 14 March 2024. Her job duties include review of the financial portfolios and all other investments held by the Company and evaluation of new investment opportunities. She was the Regional Client Leader of the Asia Pacific region for Allspring Global Investments (Hong Kong) Limited (previously known as Wells Fargo Asset Management (“WFAM”)) and has over 25 years experience in the asset management and banking industries. She holds a bachelor’s degree in economics (cum laude) from Harvard University and has earned the right to use the Chartered Financial Analyst® (CFA®) designation and is a member of CFA Institute and CFA Society Hong Kong.

The Group employed 13 employees as at 31 December 2023 (2022: 12). Remuneration is determined by reference to the qualifications and experience of the staff concerned. Salaries and discretionary bonuses are reviewed annually. The Group also provides other benefits including medical cover and provident fund.

Thanks to all the staff for their loyalty and support during this past year. Our prime interest has always been to ensure the wellbeing and health of our staff.

CORPORATE GOVERNANCE

None of the Directors of the Company is aware of any information that would reasonably indicate that the Company is not, or was not for any part of the year ended 31 December 2023, in compliance with the code provisions of the Corporate Governance Code as set out in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

CODE FOR DEALING IN COMPANY’S SECURITIES BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 of the Listing Rules (the “Model Code”). Having made specific enquiry of all Directors, the Company’s Directors confirmed that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2023.

AUDIT COMMITTEE AND REVIEW OF RESULTS

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal controls, risk management and financial reporting matters including a review of the consolidated financial statements for the year ended 31 December 2023 with the management.

PUBLICATION OF RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This announcement is published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company's website at www.nanyangholdingslimited.com. The 2023 annual report containing the information required by the Listing Rules will be despatched to the shareholders of the Company and published on the websites of The Stock Exchange of Hong Kong Limited and the Company in due course.

By Order of the Board
Lee Sheung Yee
Company Secretary

Hong Kong, 14 March 2024

As at the date of this announcement, the Board comprises seven Directors as follows:

Executive Directors:

Lincoln C.K. Yung, JP, FHKIB
(Managing Director)

Jennie Chen *(Assistant Managing Director and
Financial Controller)*

Non-Executive Director:

John Con-sing Yung

Independent Non-Executive Directors:

Nicholas Timothy James Colfer
(Chairman)

Rudolf Bischof

Robert T. T. Sze

Wong Chi Kwong Patrick