

DIRECTORS' REPORT



The Directors have pleasure in presenting their report together with the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2026 (the "Financial Year" or "Year").

Principal Activities and Segment Analysis of Operations

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries are set out in note 33 to the consolidated financial statements.

An analysis of the Group's turnover and results for the Year by business segments is set out in note 6 to the consolidated financial statements.

Business Review

A fair review of the Group's business is provided in the Management Discussion & Analysis section (pages 23 to 33). Description of the principal risks and uncertainties facing the Group can be found in the Enterprise Risk Management Report (pages 66 to 74). No important event affecting the Group has occurred since the end of the Financial Year. The outlook of the Group's business is discussed under Our Strategy (pages 13 to 16) and the Management Discussion & Analysis section (page 33). Certain financial key performance indicators which complement and supplement our financial disclosures are set out on pages 17 to 20. An account of the Company's relationships with its stakeholders and discussions on the Group's environmental policies and performance are included in the standalone Environmental, Social and Governance Report. To the extent necessary for an understanding of the development, performance or position of the Company's business, discussions on the Company's compliance with the relevant laws and regulations that have a significant impact on the Company are set out in the Corporate Governance Report.

A separate Environmental, Social and Governance Report is distributed electronically to reduce resources consumed in the printing and distribution of hard copies. It is available for public viewing on the Company's website (corp.sasa.com) and the Stock Exchange's website (www.hkexnews.hk).

The above sections form part of this Directors' Report.

Results and Appropriations

The results for the Year are set out in the consolidated income statement on page 95 of this annual report.

An interim dividend of 1.15 HK cents (2025: 0.75 HK cents) per Share was paid on 19 December 2025. The Board proposed the payment of a final dividend of 3.4 HK cents (2025: 1.7 HK cents) per Share and a final special dividend of 1.9 HK cents (2025: Nil) per Share for the Financial Year. Such dividends will be proposed for approval by Shareholders at the AGM to be held on Thursday, 27 August 2026, and, if approved, are payable to Shareholders whose names appear on the register of members of the Company on Thursday, 3 September 2026. Total dividends paid and to be paid in respect of the Year amounted to HK\$200,156,000.

Dividend Policy

The Company has a policy on the payment of dividends, which is set out in the Corporate Governance Report on page 65 of this annual report.

Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last 10 financial years is set out on pages 17 to 20 of this annual report.

Major Customers and Suppliers

During the Year, the percentage of purchases attributable to the Group's five largest suppliers combined and the percentage of sales attributable to the Group's five largest customers combined were both less than 30% of the Group's respective purchases and sales for the Year.

Reserves

Details of the movements in reserves of the Group and the Company during the Year are set out in notes 29 and 34 to the consolidated financial statements.

Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group during the Year are set out in note 16 to the consolidated financial statements.

Share Capital

Details of the movements in share capital of the Company during the Year are set out in note 28 to the consolidated financial statements.

Equity-linked Agreements

Save for the Share Option Schemes as set out on pages 78 to 83 of this annual report, there was no equity-linked agreement entered into by the Company during the Year or subsisted at the end of the Year.

Share Options

Share Option Schemes

- **2012 Share Option Scheme**

A share option scheme was adopted on 23 August 2012 and became unconditional and effective on 27 August 2012 (the "2012 Share Option Scheme"). The 2012 Share Option Scheme expired on 23 August 2022. Upon expiration of the 2012 Share Option Scheme, no option was available for grant as at 1 April 2025 and 31 March 2026 and no further options were granted under it during the Year but its provisions continued to govern options granted under this scheme up to and including 23 August 2022. The total number of Shares which may be issued upon exercise of all options granted under the scheme is 300,000 Shares, which represented 0.01% of the total issued share capital of the Company as at 31 March 2026. A summary of the 2012 Share Option Scheme is set out below:

(a) **Purpose**

To provide Participants (as defined below) with the opportunity to acquire proprietary interests in the Company and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

(b) **Participants**

Any directors (including executive, non-executive directors and independent non-executive directors) and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers of any members of the Group whom the Board or a duly authorised committee thereof considers, in its sole discretion, to have contributed to the Group.

(c) **Total number of Shares available for issue**

- (i) The maximum number of Shares in respect of which options may be granted under the 2012 Share Option Scheme shall not (when aggregated with any Shares subject to any other share option scheme(s) of the Company) exceed 10% in nominal amount of the issued share capital of the Company on 23 August 2012, the date on which the 2012 Share Option Scheme was adopted (the "2012 Scheme Mandate Limit"). Option lapsed in accordance with the terms of the 2012 Share Option Scheme will not be counted for the purpose of calculating the 2012 Scheme Mandate Limit.
- (ii) The 2012 Scheme Mandate Limit may be renewed at any time subject to prior Shareholders' approval but in any event shall not exceed 10% of the issued share capital of the Company as at the date of approval of the renewal of the 2012 Scheme Mandate Limit. Options previously granted under the 2012 Share Option Scheme or any other share option schemes (including those outstanding, cancelled, lapsed in accordance with the terms or exercised options) will not be counted for the purpose of calculating the refreshed 2012 Scheme Mandate Limit.
- (iii) The maximum number of Shares in respect of which options may be granted to grantees under the 2012 Share Option Scheme and other share option schemes of the Company shall not exceed 30% in nominal amount of the issued share capital of the Company from time to time.
- (iv) As at 25 June 2026, no further options could be granted under the 2012 Share Option Scheme and the total number of Shares which may be issued upon exercise of all options granted under the scheme was 300,000 Shares, which represented 0.01% of the total issued share capital of the Company on that date.



Share Options (continued)

Share Option Schemes (continued)

• 2012 Share Option Scheme (continued)

(d) Maximum entitlement of each participant

The maximum number of Shares in respect of which options may be granted under the 2012 Share Option Scheme to a specifically identified single Participant shall not (when aggregated with any Shares subject to any other share option scheme(s) of the Company and including exercised, cancelled and outstanding options) in any 12-month period exceed 1% of the Shares in issue.

The Company may grant options beyond the said individual limit to Participants if (i) the Company has first sent a circular to Shareholders containing the identity of the Participant in question, the number and terms of the options to be granted (and options previously granted to such Participant) and other relevant information as required under the Listing Rules; and (ii) separate Shareholders' approval has been obtained in general meeting with the proposed Participant and his associates abstaining from voting.

(e) Option period

The period within which the Shares must be taken up under an option shall be notified by the Board to each grantee at the time of making an offer which shall not expire later than 10 years from the date of grant of the relevant option.

(f) Minimum period for which an option must be held before it can be exercised

The minimum period, if any, for which an option must be held before it can be exercised shall be determined by the Board at its absolute discretion. The 2012 Share Option Scheme itself does not specify any minimum holding period.

(g) Consideration on acceptance of the option

HK\$1.00 is required to be paid by the grantee to the Company on acceptance of the option offer as consideration.

(h) Basis of determining the subscription price

The subscription price shall be determined by the Board in its absolute discretion but in any event shall not be less than the highest of:

- (i) the closing price of the Company's Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant;
- (ii) the average closing price of the Company's Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; or
- (iii) the nominal value of a Share of the Company.

(i) Remaining life of the 2012 Share Option Scheme

The 2012 Share option Scheme expired on 23 August 2022.

Details of the share options granted under the 2012 Share Option Scheme and their movements during the Year are set out below:

Name	Date of grant	Exercise price per Share (HK\$)	Exercise period	Number of Share Options				
				Outstanding as at 1 April 2025	Granted during the Year	Exercised during the Year	Lapsed during the Year	Outstanding as at 31 March 2026
Directors								
Ms Ki Man Fung Leonie	13 April 2018	4.65	13 April 2020 to 12 April 2028	100,000	–	–	–	100,000
Mr TAN Wee Seng	13 April 2018	4.65	13 April 2020 to 12 April 2028	100,000	–	–	–	100,000
Ms LEE Yun Chun Marie-Christine	13 April 2018	4.65	13 April 2020 to 12 April 2028	100,000	–	–	–	100,000
				300,000	–	–	–	300,000

No share options were cancelled during the Year.

The vesting date of the share options granted on 13 April 2018 under the 2012 Share Option Scheme is 13 April 2020, being the second anniversary date from the date of grant.

Share Options (continued)

Share Option Schemes (continued)

- **2022 Share Option Scheme**

Following the expiration of the 2012 Share Option Scheme, the Company adopted a new share option scheme (the "2022 Share Option Scheme") on 31 August 2022. The number of options available for grant under the 2022 Share Option Scheme as at 1 April 2025 and 31 March 2026 was 310,318,945 and 282,318,945, respectively. The number of options available for grant under the Service Provider Sublimit (as defined below) as at 1 April 2025 and 31 March 2026 was both 31,031,894. A summary of the 2022 Share Option Scheme is set out below:

(a) **Purpose**

To reward and incentivise the Participants (as defined below) for their contribution or potential contribution to the Group and to align their interests with those of the Company and the Shareholders, and/or to recruit and retain high calibre Participants and attract human resources that are valuable to the Group.

(b) **Participants**

The Board shall, in accordance with and subject to the provisions of the 2022 Share Option Scheme and the Listing Rules, be entitled but shall not be bound at any time within the period of ten years commencing on 31 August 2022, the date on which the 2022 Share Option Scheme was adopted (the "Adoption Date"), to make an offer to any person belonging to the following classes of participants to subscribe, subject to such conditions as the Board may think fit, and no person other than the Participant named in such offer may subscribe, for such number of Shares at such subscription price as the Board shall determine:

- (i) any employee (whether employed on a full-time or part-time basis, including any executive director but excluding any non-executive director) of the Company or its subsidiaries (including persons who are granted options as an inducement to enter into employment contracts with the Group) (the "Eligible Employee");
- (ii) any non-executive director (including independent non-executive director) of the Company or its subsidiaries;
- (iii) any director and employee of any holding company, fellow subsidiary or associated company of the Company;
- (iv) any shareholder of any member of the Group; and
- (v) any person(s) who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are material to the long term growth of the Group as determined by the Remuneration Committee, including advisers, consultants, distributors, contractors, suppliers, agents, business partners, joint venture partners, promoters and service providers of any member of the Group, but excluding placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, or consultants providing professional services to the Group (the "Service Providers").

and, for the purposes of the 2022 Share Option Scheme, the offer may be made to a trust or similar arrangement for the benefit of a specified Participant subject to the fulfilment of requirements of the Listing Rules (including waiver from the Stock Exchange, where applicable).



Share Options (continued)

Share Option Schemes (continued)

- **2022 Share Option Scheme (continued)**

- (c) **Total number of Shares available for issue**

- (i) The maximum number of Shares in respect of which options may be granted under the 2022 Share Option Scheme shall not (when aggregated with any Shares subject to any other share option scheme(s) and share award scheme(s) that involve(s) the issuance of new Shares) exceed 10% of the total number of Shares in issue on the Adoption Date (the "Scheme Mandate Limit"), and in respect of options that may be granted to Service Providers, a sublimit of 1% of the total number of Shares in issue on the Adoption Date (the "Service Provider Sublimit"). Option lapsed in accordance with the terms of the 2022 Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit and the Service Provider Sublimit.
 - (ii) Where applicable under the Listing Rules, the Company may seek approval by the Shareholders in general meeting to refresh the Scheme Mandate Limit (and the Service Provider Sublimit) after three years from the date of Shareholders' approval for the last refreshment (or the adoption of the 2022 Share Option Scheme), provided that:
 - (a) the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the 2022 Share Option Scheme and any other share option schemes and all awards to be granted under any share award schemes that involve the issuance of new Shares under the scheme mandate as refreshed shall not exceed 10% of the total number of the Shares in issue as at the date of approval of the refreshed scheme mandate;
 - (b) the Company has first sent a circular to the Shareholders containing the number of options that were already granted under the existing Scheme Mandate Limit and the Service Provider Sublimit, and the reason for such refreshment; and
 - (c) any additional refreshment within any three-year period must be approved by independent Shareholders in accordance with the relevant requirement of the Listing Rules.
 - (iii) Where applicable under the Listing Rules, the maximum number of Shares in respect of which options may be granted to grantees under the 2022 Share Option Scheme and other share option schemes of the Company shall not exceed 30% of the total number of the Shares in issue from time to time or such limit in accordance with the Listing Rules.
 - (iv) As at 25 June 2026, the total number of Shares available for issue under the 2022 Share Option Scheme and the total number of Shares which may be issued upon exercise of all options to be granted under the scheme was 310,318,945 Shares and 282,818,945 Shares, respectively, which represented 10.00% and 9.11% of the total issued share capital of the Company as at that date, respectively.

- (d) **Maximum entitlement of each Participant**

The maximum number of Shares in respect of which options may be granted to a specifically identified single Participant under the 2022 Share Option Scheme in any 12-month period up to and including the date of such grant shall not (when aggregated with any Shares subject to any other share option scheme(s) and share award scheme(s) that involve(s) the issuance of new Shares excluding any options lapsed in accordance with the terms of the 2022 Share Option Scheme) exceed 1% of the Shares in issue (the "Individual Limit").

Where applicable under the Listing Rules, the Company may grant options beyond the Individual Limit to Participants if (i) the Company has first sent a circular to Shareholders containing the identity of the Participant in question, the number and terms of the options to be granted (and options previously granted to such Participant in the aforesaid 12-month period), the purpose of granting the options to the Participant and an explanation as to how the terms of the options serve such purpose; (ii) the number and terms of the options to be granted to the Participant has been fixed before Shareholders' approval; and (iii) separate Shareholders' approval has been obtained in general meeting with the proposed Participant and his close associates (or his associates if the Participant is a connected person) abstaining from voting.

Share Options (continued)

Share Option Schemes (continued)

• 2022 Share Option Scheme (continued)

(e) Period within which the option may be exercised by the grantee

The period to be notified by the Board to each grantee as being the period during which an option may be exercised as the Board determines at its discretion, save that such period shall not be more than ten years from the date of grant of the relevant option.

(f) Vesting period of options granted

The minimum period for which an option must be held before it can be exercised, which shall not be less than 12 months, save where applicable under the Listing Rules when the Remuneration Committee has approved the offer of options to a specifically identified Participant who is an Eligible Employee or a non-executive director (including independent non-executive director) of the Company or its subsidiaries with a shorter vesting period, and the Company has clearly explained the reason for so doing in the announcement regarding the relevant grant of options published by the Company as required under the Listing Rules.

(g) Consideration on acceptance of the option

HK\$1.00 is required to be paid by the grantee to the Company on acceptance of the option offer as consideration and the option offer must be accepted by not later than 30 days from the date of grant.

(h) Basis of determining the subscription price

The subscription price shall be determined by the Board in its absolute discretion but in any event shall not be less than the higher of:

- (i) the closing price of the Company's Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant;
- (ii) the average closing price of the Company's Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; or
- (iii) the nominal value of a Share of the Company.

(i) Remaining life of the 2022 Share Option Scheme

The 2022 Share Option Scheme is valid for a period of ten years commencing on 31 August 2022. The remaining life of the 2022 Share Option Scheme is around 6 years and 2 months.

Details of the share options granted under the 2022 Share Option Scheme and their movements during the Year are set out below:

						Number of Share Options				
Name	Date of grant	Closing price of the Shares immediately before the date on which the share options were granted (HK\$)	Exercise period	Exercise price per Share (HK\$)	Fair value of share options on the date of grant (HK\$)	Outstanding	Granted	Exercised	Lapsed	Outstanding
						as at 1 April 2025	during the Year	during the Year	during the Year	as at 31 March 2026
Director										
Mrs CHAN KWOK Sze Wai Melody	8 October 2025	0.62	8 October 2027 to 7 October 2035	0.65	0.2256	–	1,100,000	–	–	1,100,000
Ms KWOK Sea Nga Kitty	8 October 2025	0.62	8 October 2027 to 7 October 2035	0.65	0.2256	–	1,100,000	–	–	1,100,000
Mr CHUNG Ming Kit	8 October 2025	0.62	8 October 2027 to 7 October 2035	0.65	0.2256	–	1,100,000	–	–	1,100,000
Employees	8 October 2025	0.62	8 October 2027 to 7 October 2035	0.65	0.2215	–	27,190,000	–	(2,490,000)	24,700,000
						–	30,490,000	–	(2,490,000)	28,000,000



Share Options (continued)

Share Option Schemes (continued)

- **2022 Share Option Scheme (continued)**

The share options granted on 8 October 2025 are subject to achievement of personal performance target based on the Company's Performance Management System before they can be vested.

No share options were cancelled during the Year.

The vesting periods of the share options granted on 8 October 2025 under the 2022 Share Option Scheme shall be no less than 12 months from the date of grant and the share options shall be vested and become exercisable in four tranches as set out below:

- (a) 10% of the share options granted are exercisable during the period from 8 October 2027 to 7 October 2035 (both days inclusive).
- (b) 20% of the share options granted are exercisable during the period from 8 October 2028 to 7 October 2035 (both days inclusive).
- (c) 30% of the share options granted are exercisable during the period from 8 October 2029 to 7 October 2035 (both days inclusive).
- (d) 40% of the share options granted are exercisable during the period from 8 October 2030 to 7 October 2035 (both days inclusive).

The fair values of the share options granted during the Year as determined using the binomial pricing model and prepared by International Valuation Limited were listed below:

Date of grant	Number of share options granted	Exercise period of share options	Fair value per share option granted to directors (HK\$)	Fair value per share option granted to employees (HK\$)
8 October 2025	30,490,000	3,049,000 share options may be exercised from 8 October 2027 to 7 October 2035	0.2256	0.2215
		6,098,000 share options may be exercised from 8 October 2028 to 7 October 2035	0.2256	0.2215
		9,147,000 share options may be exercised from 8 October 2029 to 7 October 2035	0.2256	0.2215
		12,196,000 share options may be exercised from 8 October 2030 to 7 October 2035	0.2256	0.2215

The significant inputs into the model were share price of HK\$0.65 on the grant date, exercise price of HK\$0.65, volatility of 42.99%, dividend yields of 4.38%, based on the stock price and historical dividend payout of the Company and an annual risk-free interest rate of 3.00%. The volatility measured based on historical volatility of the Company, excluding abnormalities (if any), for the period before the valuation date (8 October 2025) with length best commensurate to remaining contractual life of the options. The fair values calculated by adopting the closing price of the Company's publicly traded share as of the valuation date (8 October 2025). The value of an option varies with different variables of certain subjective assumptions. Any change in variables so adopted may materially affect the estimation of the fair value of an option.

Share Award Scheme

The share award scheme was adopted by the Board on 11 April 2014 (the "Share Award Scheme"). The awarded Shares are acquired by the independent trustee, at the costs of the Company, and held under a trust on and subject to, among others, the terms and conditions of the Share Award Scheme. Awarded Shares will be vested in the selected employees according to the terms of grant determined by the Board.

As at 31 March 2026, a total of 8,032,000 awarded Shares had been granted pursuant to the Share Award Scheme, out of which 210,000 awarded Shares remained unvested. During the Year, a total of 565,000 awarded Shares were lapsed and remained part of the trust fund under the Share Award Scheme. A summary of the Share Award Scheme is set out below:

(a) Purposes

The purposes of the Share Award Scheme are: (a) to recognise the contributions by certain employees and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (b) to attract suitable personnel for further development of the Group.

(b) Participants

The Board may, from time to time, at its absolute discretion select any individual being an employee (including without limitation any executive director) of any member of the Group (other than any employee who is resident in a place where the award of the awarded Shares and/or the vesting and transfer of the awarded Shares pursuant to the terms of the Share Award Scheme is not permitted under the laws or regulations of such place or where in the view of the Board or the trustee (as the case may be), compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such employee) for participation in the Share Award Scheme as a selected employee, and grant such number of awarded Shares to any employee(s) selected by the Board pursuant to the scheme rules for participation in the Share Award Scheme at no consideration and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine.

(c) Administration

The Share Award Scheme may be subject to the administration of the Board and the trustee in accordance with the scheme rules and the trust deed.

(d) Maximum limit

The maximum number of Shares which may be granted under the Share Award Scheme shall not exceed 5% of the total issued Shares from time to time. The maximum number of Shares which may be awarded to a selected employee under the Share Award Scheme within a period of 12 months shall not exceed 1% of the total issued Shares from time to time.

(e) Vesting period of awarded Shares granted

A selected employee shall be entitled to receive the awarded Shares vested in him/her in accordance with the vesting schedule (if any) and subject to the selected employee having satisfied all vesting conditions (if any) specified by the Board at the time of making the award. Vesting of the awarded Shares will be conditional on the selected employee remaining an employee of the Group as provided in the scheme rules on the relevant vesting dates.

(f) Consideration on acceptance of the awarded Shares

No consideration.

(g) Basis of determining the purchase price of awarded Shares

No such provision in the Share Award Scheme.

The Board shall from time to time cause to be paid funds out of the Group's resources to the trustee sufficient for the acquisition of the awarded Shares. The trustee shall keep the Board informed from time to time of the number of Shares purchased and the price at which those Shares have been purchased. The Shares so purchased and any balance of the funds after completion of the purchase shall also form part of the trust fund.

(h) Remaining life of the Share Award Scheme

Subject to any early termination as may be determined by the Board pursuant to the scheme rules, the Share Award Scheme shall be valid and effective for a term of 15 years commencing from 11 April 2014, the date on which the Share Award Scheme was adopted. The remaining life of the Share Award Scheme is around 2 years and 10 months.



Share Award Scheme (continued)

(i) Voting rights

The trustee shall not exercise the voting rights in respect of any Shares held by it under the trust.

Details of the awarded Shares granted under the Share Award Scheme and their movements during the Year are set out below:

Name	Date of award	Average fair value [#] per Share (HK\$)	Closing price of the Shares immediately before the date on which the awarded Shares were granted (HK\$)	Vesting period [*]	Weighted average closing price of the Shares immediately before the date on which the awarded Shares were vested (HK\$)	Number of awarded Shares				
						Outstanding as at 1 April 2025	Awarded during the Year	Vested during the Year	Lapsed during the Year	Outstanding as at 31 March 2026
Director										
Mr CHUNG Ming Kit	16 July 2025	0.59	0.60	16 July 2025 to 2 December 2027	-	-	100,000	-	-	100,000
Employees	8 February 2024	0.82	0.85	8 February 2024 to 19 August 2025	-	25,000	-	-	(25,000)	-
				8 February 2024 to 19 September 2025	-	25,000	-	-	(25,000)	-
				8 February 2024 to 20 November 2025	-	15,000	-	-	(15,000)	-
	12 December 2024	0.71	0.71	12 December 2024 to 1 August 2027	-	50,000	-	-	-	50,000
				12 December 2024 to 2 July 2027	-	30,000	-	-	-	30,000
	16 July 2025	0.59	0.60	16 July 2025 to 11 February 2030	-	-	300,000	-	(300,000)	-
				16 July 2025 to 20 January 2030	-	-	200,000	-	(200,000)	-
				16 July 2025 to 3 February 2028	-	-	30,000	-	-	30,000
						145,000	630,000	-	(565,000)	210,000

[#] The fair value of awarded Shares was determined with reference to market price of the Shares at the date of award.

^{*} The period during which all the specified vesting conditions of the awarded Shares are to be satisfied.

No awarded Shares were cancelled during the Year.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's articles of association and there are no restrictions against such rights under the laws in the Cayman Islands where the Company was incorporated.

Buy-back, Sale or Redemption of Shares

During the Year, there was no buy-back, sale or redemption of the Company's listed securities (including sale of treasury Shares (if any)) by the Company or any of its subsidiaries, except that the trustee of the Share Award Scheme, pursuant to the rules and trust deed of the Share Award Scheme, purchased on the Stock Exchange a total of 2,664,000 Shares at a total consideration of approximately HK\$1,551,000.

As at 31 March 2026, the Company did not hold any treasury Shares.

Subsidiaries

Details of the Company's principal subsidiaries as at 31 March 2026 are set out in note 33 to the consolidated financial statements.

Capitalised Interest

No interest was capitalised by the Group during the Year (2025: Nil).

Distributable Reserves

As at 31 March 2026, the reserves of the Company available for distribution amounted to HK\$1,576,393,000 (2025: HK\$1,667,707,000).

Donations

The Group made donations during the Year totalling HK\$3,776,000 (2025: HK\$2,518,600).

Directors

The Directors who held office during the Year were:

Executive Directors

Dr KWOK Siu Ming Simon, *SBS, JP* (Chairman and CEO)

- date of appointment: 3 December 1996*
- date of last re-election in AGM as a Director: 22 August 2024

Dr KWOK LAW Kwai Chun Eleanor, *BBS, JP* (Vice-chairman)

- date of appointment: 3 December 1996*
- date of last re-election in AGM as Director: 22 August 2024

Mrs CHAN KWOK Sze Wai Melody, *MH, JP*

- date of appointment: 2 September 2019*
- date of last re-election in AGM as Director: 21 August 2025

Ms KWOK Sea Nga Kitty

- date of appointment: 31 August 2022*
- date of last re-election in AGM as a Director: 21 August 2025

Mr CHUNG Ming Kit (CFO and Company Secretary)

- date of appointment: 19 June 2025*
- date of last re-election in AGM as a Director: 21 August 2025

Independent Non-executive Directors

Ms KI Man Fung Leonie, *GBS, SBS, JP*

- date of appointment: 15 December 2006
- date of last re-election in AGM as a Director: 22 August 2024
- term of directorship: three years commencing on 15 December 2024*

Mr TAN Wee Seng

- date of appointment: 26 June 2012
- date of last re-election in AGM as Director: 24 August 2023
- term of directorship: three years commencing on 26 August 2025*

Prof The Hon CHAN Hiu Fung Nicholas, *BBS, MH, JP*

- date of appointment: 2 September 2019
- date of last re-election in AGM as Director: 24 August 2023
- term of directorship: three years commencing on 27 August 2023*

Ms LEE Yun Chun Marie-Christine

- date of appointment: 2 September 2024
- date of last re-election in AGM as Director: 21 August 2025
- term of directorship: three years commencing on 22 August 2025*

Pursuant to Article 116 of the articles of association of the Company, Dr KWOK Siu Ming Simon, Dr KWOK LAW Kwai Chun Eleanor, Mr TAN Wee Seng and Prof The Hon CHAN Hiu Fung Nicholas will retire by rotation at the forthcoming AGM and, all being eligible, each of them will offer herself/himself for re-election.

* Subject to the provisions on rotation and retirement in the articles of association of the Company.



Confirmation of Independence from INEDs

The Company has received a written confirmation from each INED of his/her independence pursuant to Rule 3.13 of the Listing Rules which has been reviewed by the Nomination Committee. Both the Nomination Committee and the Board consider all INEDs to be independent throughout the Year and that they remain so as at the date of this annual report.

Directors' Service Contracts

None of the Directors offering himself/herself for re-election at the forthcoming AGM has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

Contracts of Significance

No transaction, arrangement and contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which any Director or his/her connected entity is or was materially interested, either directly or indirectly, subsisted during or at the end of the Year.

Indemnification of Directors

The articles of association of the Company provide that Directors shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him/her as a Director in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour, or in which he/she is acquitted. All Directors have the benefit of directors' and officers' liability insurance. The Company has taken out and maintained director's and officers' liability insurance throughout the Year.

Biographical Details of Directors and Senior Management

The updated biographical information of the Directors and senior management is set out on pages 37 to 42 of this annual report.

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 March 2026, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code are set out below:

(I) Long Position in the Shares, Underlying Shares and Debentures of the Company

Name of Director	Number of Shares in the Company					Approximate percentage of the Shares in issue ⁽¹⁾
	Personal interests	Family interests	Corporate interests	Derivatives interests	Total interests	
Dr KWOK Siu Ming Simon	40,728,000	–	1,948,734,297 ⁽²⁾	–	1,989,462,297	64.1102%
Dr KWOK LAW Kwai Chun Eleanor	–	40,728,000	1,948,734,297 ⁽²⁾	–	1,989,462,297	64.1102%
Mrs CHAN KWOK Sze Wai Melody	110,000	6,000	–	1,100,000 ⁽³⁾	1,216,000	0.0392%
Ms KWOK Sea Nga Kitty	110,000	–	–	1,100,000 ⁽³⁾	1,210,000	0.0390%
Mr CHUNG Ming Kit	1,000,000	–	–	1,200,000 ⁽³⁾	2,200,000	0.0709%
Ms KI Man Fung Leonie	–	–	–	100,000 ⁽³⁾	100,000	0.0032%
Mr TAN Wee Seng	–	–	–	100,000 ⁽³⁾	100,000	0.0032%
Ms LEE Yun Chun Marie-Christine	–	–	–	100,000 ⁽³⁾	100,000	0.0032%

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures (continued)

(I) Long Position in the Shares, Underlying Shares and Debentures of the Company (continued)

Notes:

- (1) Based on 3,103,189,458 Shares in issue as at 31 March 2026.
- (2) These Shares are held as to 1,506,926,594 Shares by Sunrise Height Incorporated, as to 440,407,703 Shares by Green Ravine Limited and as to 1,400,000 Shares by Million Fidelity International Limited. All of these companies are owned as to 50% each by Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor.
- (3) Details of the derivatives interests in the Shares of the Directors and their movement during the Year are disclosed in the sections of share options schemes on pages 79 and 82 and share award scheme on page 85 of this annual report.

(II) Long Position in the Shares, Underlying Shares and Debentures of Associated Corporations

Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor are each taken to be interested in all the issued non-voting deferred shares (the "Deferred Shares") of Base Sun investment Limited ("Base Sun"), Matford Trading Limited ("Matford"), Sa Sa Cosmetic Company Limited and Sa Sa Investment (HK) Limited, all of which are wholly-owned subsidiaries of the Company.

Details of interests in the Deferred Shares as at 31 March 2026 are set out below:

Dr KWOK Siu Ming Simon: Number of Deferred Shares in associated corporation

Name of associated corporation	Personal interests	Family interests	Corporate interests	Other interests	Total interests	Percentage of shareholding to all the Deferred Shares of associated corporation
Base Sun Investment Limited	–	–	2 ⁽¹⁾	–	2	100%
Matford Trading Limited	3 ⁽²⁾	–	–	–	3	50%
Sa Sa Cosmetic Company Limited	1	–	–	–	1	50%
Sa Sa Investment (HK) Limited	1	–	–	–	1	50%

Dr KWOK LAW Kwai Chun Eleanor: Number of Deferred Shares in associated corporation

Name of associated corporation	Personal interests	Family interests	Corporate interests	Other interests	Total interests	Percentage of shareholding to all the Deferred Shares of associated corporation
Base Sun Investment Limited	–	–	2 ⁽¹⁾	–	2	100%
Matford Trading Limited	3 ⁽³⁾	–	–	–	3	50%
Sa Sa Cosmetic Company Limited	1	–	–	–	1	50%
Sa Sa Investment (HK) Limited	1	–	–	–	1	50%

Notes:

- (1) Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor together hold two Deferred Shares in Base Sun through Win Win Group International Limited ("Win Win") and Modern Capital Investment Limited ("Modern Capital"). Win Win and Modern Capital are companies beneficially owned as to 50% each by Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor and each of Win Win and Modern Capital holds one Deferred Share in Base Sun.
- (2) Dr KWOK Siu Ming Simon holds three Deferred Shares in Matford through Mr YUNG Leung Wai Tony who acts as a nominee shareholder.
- (3) Dr KWOK LAW Kwai Chun Eleanor holds three Deferred Shares in Matford through Ms KWOK Lai Yee Mabel who acts as a nominee shareholder.



Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures (continued)

(II) Long Position in the Shares, Underlying Shares and Debentures of Associated Corporations (continued)

Save as disclosed above, no Director or chief executive of the Company has any interests or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' Benefits from Rights to Acquire Shares or Debentures

Save as disclosed under the sections of share option schemes on pages 79 and 82 and share award scheme on page 85 of this annual report, at no time during the Year was the Company or its subsidiaries, a party to any arrangements which enabled the Directors (including their spouses or children under 18 years of age), to acquire benefits by means of acquisition of shares in or debenture of the Company or any other body corporate.

Interests and Short Positions in Shares and Underlying Shares of Substantial Shareholders

As at 31 March 2026, substantial Shareholders (as defined in the Listing Rules), other than a Director or chief executive of the Company, who had interests and short positions in the Shares and underlying Shares which were recorded in the register of interests required to be kept by the Company under Section 336 of the SFO are as follows:

Long Position of Substantial Shareholders in the Shares

Name of Substantial Shareholders	Capacity	No. of Shares held	Approximate percentage shareholding ⁽¹⁾
Sunrise Height Incorporated ⁽²⁾	Beneficial owner	1,506,926,594	48.56%
Green Ravine Limited ⁽²⁾	Beneficial owner	440,407,703	14.19%

Notes:

(1) Based on 3,103,189,458 Shares in issue as at 31 March 2026.

(2) Both Sunrise Height Incorporated and Green Ravine Limited are owned as to 50% each by Dr KWOK Siu Ming Simon and Dr KWOK LAW Kwai Chun Eleanor.

Interests and Short Positions in Shares and Underlying Shares of Other Persons

As at 31 March 2026, the Company has not been notified of any persons (other than the Directors or chief executives or substantial shareholders of the Company) who had interests or short positions in the Shares or underlying Shares as recorded in the register to be kept under Section 336 of the SFO.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

Related Party Transactions

The transactions with related parties disclosed in note 32 to the consolidated financial statements do not constitute discloseable connected transactions under the Listing Rules.

Connected Transactions

During the Year, there were no connected transactions or continuing connected transactions that were not fully exempted from shareholders' approval, annual review and all disclosure requirements under the Listing Rules.

Specific Performance Obligation on Controlling Shareholder

As disclosed in the Company's announcement dated 7 August 2020, Sa Sa Cosmetic Company Limited (an indirect wholly-owned subsidiary of the Company) as borrower obtained general banking facilities from a bank to finance the working capital requirements of the Group. Such banking facilities are provided by way of two revolving loan facilities up to an aggregate amount of HK\$80,000,000 with no specific tenor, which may be modified, cancelled or suspended at any time without prior notice at the bank's sole discretion.

It is a condition of the banking facilities, among others, that Dr KWOK Siu Ming Simon and/or his family members shall maintain (whether directly or indirectly) not less than 51% shareholding of the Company, and Dr KWOK Siu Ming Simon shall remain as chairman of the Board.

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the total issued share capital of the Company is held by the public as at the date of this report.

Auditor

The financial statements for the Year have been audited by PricewaterhouseCoopers who retired and, being eligible, offered itself for re-appointment. A resolution to re-appoint it and to authorise the Directors to fix its remuneration will be proposed for approval at the forthcoming AGM. There has been no change of auditor in the preceding three years.

On behalf of the Board

KWOK Siu Ming Simon

Chairman and CEO

Hong Kong, 25 June 2026