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## **SHUN TAK HOLDINGS LIMITED**

**信德集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 242)**

**Website: <http://www.shuntakgroup.com>**

### **2025 Annual Results Announcement**

#### **GROUP RESULTS**

The board of directors (the “Board”) of Shun Tak Holdings Limited (the “Company”) announces the consolidated annual results for the year ended 31 December 2025 of the Company and its subsidiaries (the “Group”).

Consolidated loss attributable to owners of the Company for the year was HK\$478 million (2024: HK\$824 million). Underlying profit attributable to the owners which was adjusted for attributable unrealized fair value changes on investment properties of the Group and its joint ventures and associates (net of tax) would be HK\$182 million (2024: loss of HK\$244 million). Basic loss per share was HK15.8 cents (2024: HK27.3 cents).

#### **DIVIDENDS**

The Board does not recommend the payment of any final dividend (2024: nil) in respect of the year ended 31 December 2025. No interim dividend was declared by the Board during the year ended 31 December 2025 (2024: nil).

**CONSOLIDATED INCOME STATEMENT**  
FOR THE YEAR ENDED 31 DECEMBER 2025

	<i>Note</i>	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Revenue</b>	3	<b>2,414,937</b>	4,545,551
Other income		<b>350,437</b>	335,626
		<hr style="border-top: 1px solid black;"/>	<hr style="border-top: 1px solid black;"/>
		<b>2,765,374</b>	4,881,177
Other gains/(losses), net	4	<b>181,293</b>	(20)
Cost of inventories sold and services provided		<b>(712,006)</b>	(2,446,336)
Staff costs		<b>(679,063)</b>	(668,128)
Depreciation and amortization		<b>(173,257)</b>	(168,743)
Other costs		<b>(542,225)</b>	(720,899)
Fair value changes on investment properties		<b>(293,918)</b>	(400,019)
		<hr style="border-top: 1px solid black;"/>	<hr style="border-top: 1px solid black;"/>
<b>Operating profit</b>	3, 5	<b>546,198</b>	477,032
Finance costs	6	<b>(515,486)</b>	(695,093)
Share of results of joint ventures		<b>(342,931)</b>	(291,178)
Share of results of associates		<b>(141,241)</b>	(154,408)
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<b>Loss before taxation</b>		<b>(453,460)</b>	(663,647)
Taxation	7	<b>(9,168)</b>	(85,915)
		<hr style="border-top: 1px solid black;"/>	<hr style="border-top: 1px solid black;"/>
<b>Loss for the year</b>		<b>(462,628)</b>	(749,562)
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<b>Attributable to:</b>			
Owners of the Company		<b>(478,227)</b>	(823,951)
Non-controlling interests		<b>15,599</b>	74,389
		<hr style="border-top: 1px solid black;"/>	<hr style="border-top: 1px solid black;"/>
<b>Loss for the year</b>		<b>(462,628)</b>	(749,562)
		<hr style="border-top: 3px double black;"/>	<hr style="border-top: 3px double black;"/>
<b>Loss per share (<i>HK cents</i>)</b>	9		
— basic		<b>(15.8)</b>	(27.3)
		<hr style="border-top: 1px solid black;"/>	<hr style="border-top: 1px solid black;"/>
— diluted		<b>(15.8)</b>	(27.3)
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**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 DECEMBER 2025**

	<b>2025</b>	2024
	<b>HK\$'000</b>	HK\$'000
<b>Loss for the year</b>	<b>(462,628)</b>	(749,562)
<b>Other comprehensive income/(loss)</b>		
<b>Items that may be reclassified to profit or loss:</b>		
Reversal of asset revaluation reserve upon sales of properties, net of tax	<b>(20,302)</b>	(37,021)
Currency translation differences	<b>494,714</b>	(328,636)
Share of currency translation difference of joint ventures	<b>230,013</b>	(149,922)
Share of currency translation difference of associates	<b>71,527</b>	(124,824)
Share of other comprehensive income/(loss) of associates	<b>1,176</b>	(1,482)
<b>Items that will not be reclassified to profit or loss:</b>		
Equity instruments at fair value through other comprehensive income:		
Changes in fair value	<b>172,365</b>	191,735
Currency translation differences	<b>12,347</b>	(10,010)
<b>Other comprehensive income/(loss) for the year, net of tax</b>	<b>961,840</b>	(460,160)
<b>Total comprehensive income/(loss) for the year</b>	<b>499,212</b>	(1,209,722)
<b>Attributable to:</b>		
Owners of the Company	<b>471,266</b>	(1,274,101)
Non-controlling interests	<b>27,946</b>	64,379
<b>Total comprehensive income/(loss) for the year</b>	<b>499,212</b>	(1,209,722)

**CONSOLIDATED BALANCE SHEET**  
AS AT 31 DECEMBER 2025

	<i>Note</i>	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Non-current assets</b>			
Property, plant and equipment		<b>3,661,813</b>	3,627,526
Right-of-use assets		<b>641,043</b>	662,262
Investment properties	<i>10</i>	<b>8,779,090</b>	9,420,396
Joint ventures		<b>9,758,316</b>	9,880,735
Associates		<b>5,593,736</b>	5,499,183
Intangible assets		<b>2,009</b>	2,072
Financial assets at fair value through other comprehensive income		<b>1,718,132</b>	1,679,046
Deferred tax assets		<b>119,301</b>	64,012
Other non-current assets		<b>563,347</b>	579,953
		<b>30,836,787</b>	31,415,185
<b>Current assets</b>			
Inventories		<b>8,397,331</b>	8,463,897
Trade and other receivables, deposits paid and prepayments	<i>11</i>	<b>892,823</b>	1,285,644
Contract assets		<b>502,136</b>	1,228,916
Taxation recoverable		<b>581</b>	377
Short term deposits		<b>5,124,929</b>	2,587,447
Cash and cash equivalents		<b>4,431,309</b>	5,222,432
		<b>19,349,109</b>	18,788,713
Assets held for sale		<b>580,668</b>	—
		<b>19,929,777</b>	18,788,713
<b>Current liabilities</b>			
Trade and other payables, and deposits received	<i>11</i>	<b>838,943</b>	774,443
Contract liabilities		<b>101,833</b>	105,798
Lease liabilities		<b>20,847</b>	32,468
Bank borrowings		<b>2,715,380</b>	5,617,689
Provision for employee benefits		<b>6,912</b>	6,739
Taxation payable		<b>198,685</b>	316,917
Loans from non-controlling interests		<b>50,000</b>	35,000
		<b>3,932,600</b>	6,889,054
<b>Net current assets</b>		<b>15,997,177</b>	11,899,659
<b>Total assets less current liabilities</b>		<b>46,833,964</b>	43,314,844

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Non-current liabilities</b>		
Contract liabilities	43,713	44,159
Lease liabilities	18,600	32,819
Bank borrowings	13,232,425	9,817,943
Deferred tax liabilities	663,410	684,136
Other non-current liabilities	3,400	3,400
	<u>13,961,548</u>	<u>10,582,457</u>
<b>Net assets</b>	<u><b>32,872,416</b></u>	<u><b>32,732,387</b></u>
<b>Equity</b>		
Share capital	9,858,250	9,858,250
Other reserves	21,053,873	20,582,883
	<u>30,912,123</u>	<u>30,441,133</u>
<b>Equity attributable to owners of the Company</b>	<b>30,912,123</b>	30,441,133
Non-controlling interests	1,960,293	2,291,254
	<u>32,872,416</u>	<u>32,732,387</u>
<b>Total equity</b>	<u><b>32,872,416</b></u>	<u><b>32,732,387</b></u>

## NOTES TO THE FINANCIAL STATEMENTS

### 1 BASIS OF PREPARATION AND ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with all applicable HKFRS Accounting Standards, which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties and certain financial assets which have been measured at fair value.

These consolidated financial statements comply with the applicable requirements of Hong Kong Companies Ordinance (Cap. 622), with the exception of Section 381 which requires a company to include all the subsidiary undertakings (within the meanings of Schedule 1 to Cap. 622) in the Company’s annual consolidated financial statements. Section 381 is inconsistent with the requirements of HKFRS 10 “Consolidated Financial Statements” so far as Section 381 applies to subsidiary undertakings which are not controlled by the Group in accordance with HKFRS 10. For this reason, under the provision of Section 380(6), the Company has departed from Section 381 and has not treated such companies as subsidiaries but they are accounted for in accordance with the accounting policies in the notes to the 2025 annual consolidated financial statements. The subsidiaries excluded subsidiary undertakings of the Group are disclosed in the 2025 annual consolidated financial statements.

The financial information relating to the years ended 31 December 2025 and 31 December 2024 included in this preliminary announcement of annual results for the year ended 31 December 2025 does not constitute the Company’s statutory annual consolidated financial statements for those years but is derived from those consolidated financial statements. Further information relating to these statutory consolidated financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) is as follows:

The Company had delivered the consolidated financial statements for the year ended 31 December 2024 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance (Cap. 622).

The Company’s auditor had reported on those consolidated financial statements of the Group for both years. For the year ended 31 December 2025, the auditor’s report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or 407(3) of the Hong Kong Companies Ordinance (Cap.622).

The preparation of consolidated financial statements in conformity with HKFRS Accounting Standards 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. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in the 2025 annual consolidated financial statement.

## 2 IMPACT OF AMENDED STANDARDS

### (a) Amendments to standards adopted by the Group

The following amendments to standards are relevant to the Group's operations and first effective for the Group's financial year beginning on 1 January 2025:

Amendments to HKAS 21 and HKFRS 1	Lack of Exchangeability
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The adoption of the above amendments to standards did not have any significant impact to the Group's results for the year ended 31 December 2025 and the Group's financial position as at 31 December 2025.

### (b) New standards, amendments to standards and interpretation not yet adopted

The HKICPA has issued new standards, amendments to standards and interpretation which are relevant to the Group's operations but are not yet effective for the Group's financial year beginning on 1 January 2025 and have not been early adopted:

Amendments to HKFRS 9 and HKFRS 7 <sup>(1)</sup>	Classification and Measurement of Financial Instruments
Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7 <sup>(1)</sup>	Annual Improvements to HKFRS Accounting Standards — Volume 11
HKFRS 18 <sup>(2)</sup>	Presentation and Disclosure in Financial Statements
HKFRS 19 <sup>(2)</sup>	Subsidiaries without Public Accountability: Disclosures
Amendments to HK Interpretation 5 <sup>(2)</sup>	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKFRS 10 and HKAS 28 <sup>(3)</sup>	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

<sup>(1)</sup> Effective for annual periods beginning 1 January 2026

<sup>(2)</sup> Effective for annual periods beginning 1 January 2027

<sup>(3)</sup> Effective date to be determined

HKFRS 18 will replace HKAS 1 Presentation of Financial Statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though HKFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the consolidated income statement and providing management-defined performance measures within the financial statements.

Management is currently assessing the detailed implications of applying the new standard on the Group's consolidated financial statements. The Group expects to apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with HKFRS 18.

Except for HKFRS 18, these new standards, amendments to standards and interpretation would not be expected to have a material impact to the results of the Group, while the Group is in a process of assessing their impact.

### **3 SEGMENT INFORMATION**

#### **(a) Description of segments**

The Group's reportable segments are strategic business units that operate different activities. They are managed separately because each business has different products or services and requires different marketing strategies.

The Group currently has four reportable segments namely property, hospitality and leisure, transportation and investment. The segmentations are based on the internal reporting information in respect of the operations of the Group that management reviews regularly to make decisions on allocation of resources between segments and to assess segment performance.

The principal activities of each reportable segment are as follows:

Property	—	property development and sales, leasing and management services
Hospitality and Leisure	—	hotel and club operations and hotel management
Transportation	—	passenger transportation services
Investment	—	investment holdings and others

**(b) Segment results, assets and liabilities**

Management evaluates performance of the reportable segments on the basis of operating profit or loss before fair value changes on investment properties, non-recurring gains and losses, interest income and unallocated corporate net expenses.

Inter-segment transactions have been entered into on terms agreed by the parties concerned. The Group's measurement methods used to determine reported segment profit or loss remain unchanged from 2024.

Segment assets principally comprise all tangible assets, intangible assets and current assets directly attributable to each segment with the exception of interests in joint ventures and associates, taxation recoverable, deferred tax assets and other corporate assets.

Segment liabilities include all liabilities and borrowings directly attributable to and managed by each segment with the exception of taxation payable, deferred tax liabilities and other corporate liabilities.

The accounting policies of the reportable segments are the same as the Group's principal accounting policies as described in the notes to the consolidated financial statements.

Underlying profit as disclosed on page 1 refers to the profit attributable to owners, adjusted to exclude the attributable fair value losses on investment properties, net of tax, of HK\$188 million (which is derived from fair value losses on investment properties of HK\$294 million, netted off with the associated deferred tax credit of HK\$42 million, and deducting the share attributable to non-controlling interests of HK\$64 million) and the share of fair value losses on investment properties from associates and joint ventures, net of tax, of HK\$472 million.

## 2025

	Property HK\$'000	Hospitality and Leisure HK\$'000	Transportation HK\$'000	Investment HK\$'000	Eliminations HK\$'000	Consolidated HK\$'000
<b>Revenue and other income</b>						
<u>External revenue (note d)</u>						
Revenues from contracts with customers						
— Recognized at a point in time	934,442	166,945	—	28,763	—	1,130,150
— Recognized over time	173,671	516,449	—	—	—	690,120
	<u>1,108,113</u>	<u>683,394</u>	<u>—</u>	<u>28,763</u>	<u>—</u>	<u>1,820,270</u>
Revenues from other sources						
— Rental income	489,225	—	—	228	—	489,453
— Dividend income	—	—	—	105,214	—	105,214
	<u>489,225</u>	<u>—</u>	<u>—</u>	<u>105,442</u>	<u>—</u>	<u>594,667</u>
	<u>1,597,338</u>	<u>683,394</u>	<u>—</u>	<u>134,205</u>	<u>—</u>	<u>2,414,937</u>
Inter-segment revenue	2,348	1,714	—	—	(4,062)	—
Other income (external income and excluding interest income)	52,582 <sup>(i)</sup>	26,893	—	14,039	—	93,514
	<u>1,652,268</u>	<u>712,001</u>	<u>—</u>	<u>148,244</u>	<u>(4,062)</u>	<u>2,508,451</u>
<b>Segment results</b>	<b>756,086</b>	<b>(87,425)</b>	<b>—</b>	<b>70,291</b>	<b>—</b>	<b>738,952</b>
Fair value changes on investment properties	(293,918)	—	—	—	—	(293,918)
Interest income						256,923
Unallocated expense						(155,759)
Operating profit						546,198
Finance costs						(515,486)
Share of results of joint ventures	(317,175)	(25,756)	—	—	—	(342,931)
Share of results of associates	(76,993)	(11,946)	(11,800)	(40,502)	—	(141,241)
Loss before taxation						(453,460)
Taxation						(9,168)
Loss for the year						<u>(462,628)</u>

### Notes:

(i) Amount includes forfeiture income from property sales of HK\$37,700,000.

## 2025

	Property HK\$'000	Hospitality and Leisure HK\$'000	Transportation HK\$'000	Investment HK\$'000	Eliminations HK\$'000	Consolidated HK\$'000
<b>Assets</b>						
Segment assets	22,843,048	4,604,864	225,375	1,791,348	—	29,464,635
Joint ventures	10,000,029	(241,713)	—	—	—	9,758,316
Associates	4,550,682	87,558	377,585	577,911	—	5,593,736
Unallocated assets						5,949,877
Total assets						<u>50,766,564</u>
<b>Liabilities</b>						
Segment liabilities	743,572	221,481	25	6,528	—	971,606
Unallocated liabilities						16,922,542
Total liabilities						<u>17,894,148</u>
<b>Other information</b>						
Additions to non-current assets (other than financial instruments and deferred tax assets)	257,739	60,396	—	651	—	318,786
Depreciation						
— property, plant and equipment	24,375	85,175	—	2,112	—	111,662
— right-of-use assets	7,029	28,588	—	2,915	—	38,532
Amortization						
— intangible assets	—	—	—	63	—	63
Impairment losses provided						
— trade receivables	267	47	—	—	—	314

## 2024

	Property HK\$'000	Hospitality and Leisure HK\$'000	Transportation HK\$'000	Investment HK\$'000	Eliminations HK\$'000	Consolidated HK\$'000
<b>Revenue and other income</b>						
<u>External revenue (note d)</u>						
Revenues from contracts with customers						
— Recognized at a point in time	1,089,215	164,210	—	30,673	—	1,284,098
— Recognized over time	2,208,738	482,077	—	—	—	2,690,815
	<u>3,297,953</u>	<u>646,287</u>	<u>—</u>	<u>30,673</u>	<u>—</u>	<u>3,974,913</u>
Revenues from other sources						
— Rental income	468,410	—	—	241	—	468,651
— Dividend income	—	—	—	101,987	—	101,987
	<u>468,410</u>	<u>—</u>	<u>—</u>	<u>102,228</u>	<u>—</u>	<u>570,638</u>
	<u>3,766,363</u>	<u>646,287</u>	<u>—</u>	<u>132,901</u>	<u>—</u>	<u>4,545,551</u>
Inter-segment revenue	618	1,125	—	5,011	(6,754)	—
Other income (external income and excluding interest income)	66,431 <sup>(ii)</sup>	12,610	—	9,205	—	88,246
	<u>3,833,412</u>	<u>660,022</u>	<u>—</u>	<u>147,117</u>	<u>(6,754)</u>	<u>4,633,797</u>
<b>Segment results</b>	917,588	(179,438)	—	72,289	—	810,439
Fair value changes on investment properties	(400,019)	—	—	—	—	(400,019)
Interest income						247,380
Unallocated expense						(180,768)
Operating profit						477,032
Finance costs						(695,093)
Share of results of joint ventures	(235,170)	(56,008)	—	—	—	(291,178)
Share of results of associates	(89,943)	(15,335)	(8,174)	(40,956)	—	(154,408)
Loss before taxation						(663,647)
Taxation						(85,915)
Loss for the year						<u>(749,562)</u>

**Notes:**

(ii) Amount includes forfeiture income from property sales of HK\$48,295,000.

## 2024

	Property HK\$'000	Hospitality and Leisure HK\$'000	Transportation HK\$'000	Investment HK\$'000	Eliminations HK\$'000	Consolidated HK\$'000
<b>Assets</b>						
Segment assets	24,474,415	4,488,383	225,263	1,742,328	—	30,930,389
Joint ventures	10,118,986	(238,251)	—	—	—	9,880,735
Associates	4,401,848	101,217	387,077	609,041	—	5,499,183
Unallocated assets						3,893,591
						<u>50,203,898</u>
Total assets						<u>50,203,898</u>
<b>Liabilities</b>						
Segment liabilities	686,667	227,884	25	14,032	—	928,608
Unallocated liabilities						16,542,903
						<u>17,471,511</u>
Total liabilities						<u>17,471,511</u>
<b>Other information</b>						
Additions to non-current assets (other than financial instruments and deferred tax assets)	150,680	56,599	—	9,657	—	216,936
Depreciation						
— property, plant and equipment	16,655	86,874	—	1,246	—	104,775
— right-of-use assets	10,092	28,075	—	2,598	—	40,765
Amortization						
— intangible assets	—	—	—	62	—	62
Impairment losses provided						
— property, plant and equipment	—	—	—	1,913	—	1,913
— trade receivables	28	—	—	—	—	28
	<u>28</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>28</u>

(c) **Geographical information**

	Hong Kong <i>HK\$'000</i>	Macau <i>HK\$'000</i>	Chinese Mainland <i>HK\$'000</i>	Singapore <i>HK\$'000</i>	Others <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
<b>2025</b>						
Revenue and other income from external customers	<u>571,495</u>	<u>915,090</u>	<u>235,494</u>	<u>786,353</u>	<u>19</u>	<u>2,508,451</u>
Non-current assets*	<u>5,224,646</u>	<u>863,515</u>	<u>4,748,616</u>	<u>2,247,178</u>	<u>—</u>	<u>13,083,955</u>
<b>2024</b>						
Revenue and other income from external customers	<u>553,602</u>	<u>1,364,648</u>	<u>223,046</u>	<u>2,492,189</u>	<u>312</u>	<u>4,633,797</u>
Non-current assets*	<u>5,338,399</u>	<u>879,966</u>	<u>5,346,613</u>	<u>2,147,278</u>	<u>—</u>	<u>13,712,256</u>

\* *Amount excluded joint ventures, associates, financial instruments, deferred tax assets and other non-current assets.*

(d) **External revenue**

External revenue comprises revenue by each reportable segment and dividend income from financial assets at fair value through other comprehensive income.

**4 OTHER GAINS/(LOSSES), NET**

	<b>2025</b> <b><i>HK\$'000</i></b>	<b>2024</b> <b><i>HK\$'000</i></b>
Net exchange gains	<b>182,292</b>	—
Net gain on deregistration of a subsidiary	<b>169</b>	—
Net loss on disposal of property, plant and equipment	<b>(1,168)</b>	(20)
	<b><u>181,293</u></b>	<b><u>(20)</u></b>

## 5 OPERATING PROFIT

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>After crediting:</b>		
Rental income from investment properties	228,332	222,039
Less: Direct operating expenses arising from investment properties	<u>(44,464)</u>	<u>(48,920)</u>
	183,868	173,119
Dividend income from listed investments	10,317	14,483
Dividend income from unlisted investments	<u>94,897</u>	<u>87,504</u>
<b>After charging:</b>		
Cost of inventories sold		
— properties	540,582	2,214,067
— others	<u>44,037</u>	<u>42,381</u>
	584,619	2,256,448
Impairment losses recognized		
— property, plant and equipment	—	1,913
— trade receivables	314	28
— other receivables	<u>2,206</u>	<u>—</u>

## 6 FINANCE COSTS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Interest on bank borrowings	486,153	665,502
Interest on lease liabilities	3,121	4,392
Other finance costs	<u>26,212</u>	<u>25,199</u>
	<u>515,486</u>	<u>695,093</u>

## 7 TAXATION

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Current taxation</b>		
Hong Kong profits tax	8,692	5,913
Non-Hong Kong taxation	87,926	219,384
<b>Deferred taxation</b>	(87,450)	(139,382)
	<hr/>	<hr/>
<b>Total tax expenses</b>	<b>9,168</b>	<b>85,915</b>
	<hr/> <hr/>	<hr/> <hr/>

Hong Kong profits tax is calculated at 16.5% (2024: 16.5%) on the estimated assessable profits for the year. Non-Hong Kong taxation is calculated at tax rates applicable to jurisdictions in which the Group operates, mainly in Macau, the Chinese Mainland and Singapore at 12%, 25% and 17% (2024: 12%, 25% and 17%) respectively.

## 8 DIVIDENDS

The Board does not recommend the payment of any final dividend (2024: nil) in respect of the year ended 31 December 2025. No interim dividend was declared by the Board during the year ended 31 December 2025 (2024: nil).

## 9 LOSS PER SHARE

The calculation of basic loss per share is based on loss attributable to owners of the Company of HK\$478,227,000 (2024: HK\$823,951,000) and the weighted average number of 3,017,661,785 shares (2024: 3,017,661,785 shares) in issue during the year.

Basic and diluted loss per share were the same as the Company had no potentially dilutive ordinary shares in issue for the year ended 31 December 2025 (2024: same).

## 10 INVESTMENT PROPERTIES

	2025			
Completed investment properties	Hong Kong <i>HK\$'000</i>	Chinese Mainland <i>HK\$'000</i>	Others <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>At valuation</b>				
As at 1 January	4,759,362	3,794,354	866,680	9,420,396
Exchange adjustment	—	179,188	—	179,188
Addition	811	987	—	1,798
Transfer to assets held for sale	—	(528,374)	—	(528,374)
Fair value changes	(60,067)	(196,361)	(37,490)	(293,918)
As at 31 December	<u>4,700,106</u>	<u>3,249,794</u>	<u>829,190</u>	<u>8,779,090</u>
Freehold properties				749,000
Leasehold properties				<u>8,030,090</u>
	2024			
Completed investment properties	Hong Kong <i>HK\$'000</i>	Chinese Mainland <i>HK\$'000</i>	Others <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>At valuation</b>				
As at 1 January	4,892,295	4,147,166	920,590	9,960,051
Exchange adjustment	—	(131,915)	—	(131,915)
Addition	2,551	—	—	2,551
Adjustment of cost for renovation	—	(10,272)	—	(10,272)
Fair value changes	(135,484)	(210,625)	(53,910)	(400,019)
As at 31 December	<u>4,759,362</u>	<u>3,794,354</u>	<u>866,680</u>	<u>9,420,396</u>
Freehold properties				783,000
Leasehold properties				<u>8,637,396</u>

The Group measures its investment properties at fair value. Independent valuations of the Group’s investment properties were performed by the valuers, Savills Valuation and Professional Services Limited (“Savills”) and Knight Frank Petty Limited (“Knight Frank”), who hold recognized relevant professional qualification and have recent experience in the locations of the investment properties being valued, to determine the fair values of the investment properties as at 31 December 2025 (2024: same). The Group employed Savills and Knight Frank to value its investment properties which are either freehold or held under leases with unexpired lease terms. The valuations conformed to the Hong Kong Institute of Surveyors Valuation Standards issued by the Hong Kong Institute of Surveyors.

## 11 TRADE RECEIVABLES AND PAYABLES

Trade receivables are managed in accordance with defined credit policies, dependent on market requirements and businesses which they operate. Subject to negotiation, credit is only available for major customers with well-established trading records. The Group offers general credit terms ranging from 0 day to 60 days to its customers, except for sales of properties the proceeds from which are receivable pursuant to the terms of the relevant agreements.

The ageing analysis of trade debtors by invoice date is as follows:

	<b>2025</b>	2024
	<b><i>HK\$’000</i></b>	<i>HK\$’000</i>
0 — 30 days	<b>51,852</b>	491,831
31 — 60 days	<b>16,190</b>	18,079
61 — 90 days	<b>5,309</b>	6,413
Over 90 days	<b>23,823</b>	12,614
	<b>97,174</b>	528,937

The ageing analysis of trade payables by invoice date is as follows:

	<b>2025</b>	2024
	<b><i>HK\$’000</i></b>	<i>HK\$’000</i>
0 — 30 days	<b>203,253</b>	146,115
31 — 60 days	<b>1,680</b>	1,850
61 — 90 days	<b>1</b>	40
Over 90 days	<b>1,341</b>	1,104
	<b>206,275</b>	149,109

## **BUSINESS REVIEW**

### **PROPERTY**

In 2025, the property division navigated a mixed macroeconomic landscape. While market conditions in Singapore remained robust, the residential and investment property sectors in the Chinese Mainland and Macao continued to face headwinds amid a softer market sentiment. Overall, the division reported a profit of HK\$756 million (2024: HK\$918 million). The performance reflected lower property sales bookings compared to the prior year, supported by favorable exchange gains.

#### **Property Development**

In Macao, the Group's landmark residential projects maintained steady sales under a soft market sentiment. At Nova Grand, Phase V of Nova City, 19 units were transacted and 33 units were recognized in the year, bringing the number of units sold to 94% as of 31 December 2025. While at Nova Park, Phase IV of Nova City, 2 units were sold and 4 units were recognized during the year, 99% of its units have been sold.

In Hengqin, the Group's Integrated Development benefits from its proximity to Hengqin Port, the crossing linking Macao's Cotai with Chinese Mainland, where cross-border passenger trips have grown 33% year-on-year to over 30 million in 2025 driven by the new multiple-entry policy for Mainland visitors. A major strategic highlight was the sale of partial premises of the Hengqin integrated development project, with a coverage that includes 12 office floors and a retail unit spanning a gross floor area of approximately 19,781 square meters, to SJM – Investment Limited in July 2025 for hotel conversion, aligning with supportive government policies in the Guangdong-Macao In-Depth Cooperation Zone in Hengqin (the "Zone"). Meanwhile, the shopping mall will be opened according to market conditions.

In Singapore, the premium residential market maintained a favorable momentum. The Group's high-quality offerings continued to attract strong demand. At Les Maisons Nassim, a previously cancelled unit was successfully re-contracted in 2025 at a notable premium to its original price. Similarly, at Park Nova, 4 units were transacted while 3 of these units and 1 unit from prior year were recognized in 2025. Among the sales in 2025, one flagship penthouse was transacted and was recorded as one of the highest-priced condominiums (in terms of per square foot) in Singapore, underscoring the sustained demand for the Group's prime residential offerings.

## **Property Investment**

Across the Group's investment property portfolio, operating conditions remained challenging as shifting consumer behaviors, such as increased northbound travel and the continued rise of online retail, placed pressure on footfall and tenant sales performance. In response, the Group focused on tenant retention, trade-mix refinement, and targeted asset upgrades to sustain occupancy rate and underpin rental income.

### **Chinese Mainland**

While the broader office leasing market struggled, the Group's Suhe Centre in Shanghai remained resilient and secured several sizable leases, significantly boosting its occupancy rate to approximately 80% (2024: 58%), while MixC World maintained stable operations with occupancy rates at 96% (2024: 94%). The shopping mall benefited from an increased number of Intellectual Property events, which successfully drove stronger footfall and consumer engagement. At Qiantan, NEW BUND 31 further reinforced its positioning as a premier cultural-commercial hub; however, amid the challenging office leasing environment, it recorded softer retail and office occupancy rates of 78% (2024: 87%) and 72% (2024: 70%), respectively. Elsewhere in the Chinese Mainland, Shun Tak Tower in Beijing navigated a challenging office market to achieve an occupancy rate of 68% (2024: 79%). In response to the prevailing trend of consumption downgrade and competition, the local operating team adopted a diverse leasing strategy, offering flexible terms to drive occupancy and tenant acquisition. Additionally, the Group's high-speed railway integrated developments advanced steadily; construction of the Tianjin project has been completed and commercial operations have commenced, while the Kunming project launched phased openings in 2025.

### **Hong Kong**

The Group's key neighborhood malls delivered a solid performance, with liberté place achieving 100% occupancy (2024: 100%) and The Westwood recording 90% (2024: 87%). At Shun Tak Centre, following the successful completion of its major uplift in 2025, ongoing repositioning and tenant mix refresh initiatives have yielded an occupancy rate of 72% (2024: 71%), with the final vertical connectivity enhancement works targeted for completion by the third quarter of 2026.

## **Macao**

NOVA Mall faced continued trading headwinds from cross-border consumption trends, prompting a comprehensive repositioning toward broader, customer segments to achieve an 85% occupancy rate (2024: 82%). One Central Shopping Mall also adapted to a softer luxury retail environment by completing a second-floor renovation to introduce nine new Food and Beverage concepts, diversifying its lifestyle-oriented offerings. Shun Tak House remained fully let.

## **Singapore**

111 Somerset recorded an overall occupancy rate of 96% (2024: 95%). Despite a broader global economic slowdown prompting some tenants to consolidate their office space, the property maintained operational stability through the strategic tenant mix optimization across its office, retail, and medical sectors.

Looking ahead, the Group's leasing teams will maintain an agile approach, dynamically adjusting strategies and leveraging digital initiatives to enhance service quality, while preserving project occupancy levels and ensuring sustainable cash flow. During the year, 5 office units were recognized. The property sales team will continue to drive sales in response to prevailing market conditions.

## **HOSPITALITY AND LEISURE**

In 2025, the hospitality and leisure division benefited from the continued global recovery in travel and tourism. While strong visitor arrivals supported occupancy across core markets, evolving travel patterns – characterized by shorter stays and heightened competition in the food and beverage sector – posed ongoing challenges. Guided by the Group's "Tourism+" strategy, the division continued to position its properties to capture cross-border and experiential travel demand within the Greater Bay Area ("GBA") and further afield. Bolstered by effective cost management and new management initiatives at Artyzen Hospitality Group ("AHG"), the division successfully narrowed its loss by 52% year-on-year to HK\$87 million (2024: HK\$180 million).

## **Chinese Mainland**

Performance was supported by robust domestic and inbound travel demand. Driven by the steady recovery of the travel and tourism sector and the division's continued efforts to ramp up operations at newly established properties, the average occupancy rate across the Chinese Mainland portfolio recorded an encouraging increase of 8 percentage points to 61% (2024: 53%). At the individual property level, Artyzen Habitat Hengqin Zhuhai capitalized on its strategic location to capture spillover demand from Macao's concert and event visitors, recording an occupancy rate

of 65% (2024: 44%). In Shanghai, properties such as Artyzen Habitat Hongqiao Shanghai and YaTi by Artyzen Hongqiao Shanghai benefited from visa-free policies driving international arrivals, achieving occupancy rates of 65% (2024: 61%) and 50% (2024: 39%) respectively. Although the broader Shanghai market faced intense competitive pressure on hotel operations, Artyzen NEW BUND 31 Shanghai successfully navigated these headwinds and improved its occupancy by 15 percentage points, achieving a rate of 65%. This performance was notably driven by strong synergies with the adjacent Bank of Communications NEW BUND 31 Performing Arts Center. A robust lineup of local and international events – including the musical *Cats*, Shanghai International Arts Festival, Shanghai Fashion Week, and high-profile concerts – attracted a growing number of performing arts enthusiasts, which directly translated into higher footfall and hospitality revenue for the hotel, further reaffirming NEW BUND 31's position as a premier commercial and cultural hub.

### **Hong Kong**

The SkyCity Marriott Hotel delivered another year of solid performance with an average occupancy rate of 79% (2024: 75%). Despite new market supply, robust demand from major recurring exhibitions at the adjacent AsiaWorld-Expo, alongside the successful renewal of its service contract to host Emirates Airline crew for a further three years, continued to drive room demand, cementing its popularity in the airport hotel segment.

### **Macao**

Tourism remained resilient. Celebrating its 15th anniversary, Mandarin Oriental, Macau recorded an occupancy rate of 79% (2024: 71%), driven by sustained demand from premium leisure and business travelers. Grand Coloane Resort achieved an occupancy rate of 73% (2024: 67%) through deepened collaboration with travel agencies. Meanwhile, Artyzen Grand Lapa Macau, managed by AHG, became the city's first hotel to achieve LEED Gold Certification (O+M) for existing buildings.

### **Singapore**

The tourism sector demonstrated robust growth, with the Singapore Tourism Board reporting 16.9 million international visitor arrivals in 2025 and tourism receipts surpassing pre-pandemic levels. Operating in a premium yet highly competitive market, Artyzen Singapore focused on strengthening its presence in the luxury segment, registering an occupancy rate of 61% (2024: 48%). Making a remarkable debut in the market, the property earned prestigious international accolades during the year, most notably by One MICHELIN Key in the inaugural Global MICHELIN Keys selection – an exclusive distinction awarded to only seven hotels in the city.

Underpinning these regional achievements, AHG, the Group’s hotel management arm, navigated a highly competitive regional environment by advancing internal initiatives focused on service excellence, sustainability, and organizational capability. These efforts aimed to strengthen its operating platform and long-term brand positioning amid shifting consumer behaviors. As at 31 December 2025, the Group holds equity interests in 10 hotels operating in the Chinese Mainland, Hong Kong, Macao and Singapore; and manages 14 hotels and serviced residences under the brands: Artyzen Hotels and Resorts, Artyzen Habitat, YaTi by Artyzen, The Shàng by Artyzen, and the Grand Coloane Resort, through AHG.

## **TRANSPORTATION**

The cross-boundary passenger transportation, particularly the Hong Kong-Macao ferry industry, faced headwinds from intense regional competition and extreme weather. The division responded proactively by enhancing marketing, upgrading passenger experience, and providing more convenient, efficient services. Aligned with national strategies, it has refined its GBA-focused multimodal network, expanded its business, and explored opportunities in the low-altitude economy. The Group reported a shared loss of HK\$12 million (2024: HK\$8 million) including derecognition of deferred tax asset.

Supporting national development and deeper regional integration, the division expanded its multimodal transport network across the GBA. A key milestone was partnering with Shenzhen Airport Group to launch a direct ferry route linking Shenzhen Airport Ferry Terminal and Macao Outer Harbour Ferry Terminal, strengthening air-sea connectivity. Meanwhile, China Travel Tours Transportation Services Hong Kong Limited extended its land transport network with a new stop at Kai Tak Cruise Terminal and new cross-border routes to Guangdong.

To further elevate the seamless travel experience, TurboJET enhanced its Premier Grand Class services by introducing “Premier Limo”, a cross-border limousine service integrated into its ferry services, offering flexibility in travel.

These service enhancements were backed by digitalization progress and the Group’s “Tourism+” collaborations. The electronic boarding system was upgraded with seat selection and onboard shopping functions, while CTG Bus and TurboJET launched a 24-hour AI voice support system. To boost travel demand, TurboJET also partnered with Macau Tower, One Central Macau and NOVA Mall to launch a popular “Mickey & Friends” themed campaign covering the winter holidays and Chinese New Year period.

## **INVESTMENTS**

The Group continued to implement its “Tourism+” strategy by strategically deploying resources across a range of investments in the diversified tourism, retail, and integrated leisure segments. These strategic investments serve as integral enablers to capture new growth drivers that support and reinforce the Group’s core hospitality and MICE components. Overall, the division reported a profit of HK\$70 million (2024: HK\$72 million).

As a long-term strategic investor in Sociedade de Turismo e Diversões de Macau, S.A. (“STDMA”), the Group received a dividend of HK\$95 million during the year (2024: HK\$88 million).

At the Kai Tak Cruise Terminal, Worldwide Cruise Terminals recorded continued operational progress in 2025 despite regional cruise traffic lagging behind pre-pandemic levels. Key highlights included improved passenger throughput supported by the commencement of a year-round homeport deployment by Piano Land, and the achievement of full leasing across all terminal retail units. Looking ahead, the terminal is well-positioned to benefit from supportive Central Government measures facilitating GBA cruise tourism, including expanded visa-free access to additional nearby ports, alongside ongoing transport connectivity enhancements in the Kai Tak district.

Within the retail segment, Retail Matters Company Limited delivered mixed performances across its portfolio. Toys‘R‘Us reinforced its position as a leading toy destination in Macao, recording steady sales and profit growth at its flagship stores driven by a balanced mix of trending products and family-focused events. Conversely, Stecco Natura Gelaterie undertook a strategic review of its footprint during the year and resolved to consolidate its focus on the GBA to optimize resource deployment and operational efficiency.

## **RECENT DEVELOPMENTS AND PROSPECTS**

The Group remains cautiously confident in the long-term fundamentals of the regional Travel and Tourism (“T&T”) sector. As the travel industry enters a more mature and resilient stage of recovery, sustained demand for cultural, leisure, and experiential travel is expected to drive ongoing growth momentum into 2026. This positive outlook is substantially supported by deepening regional integration and continued policy facilitation, notably the extension of the Chinese Mainland’s unilateral visa-free entry arrangements to a broader list of countries. Such measures are poised to stimulate inbound tourism and elevate cross-boundary mobility across the Greater Bay Area (“GBA”) and the broader Asia-Pacific region.

Against this operating backdrop, the Group will resolutely embed its guiding “Tourism+” strategy across its fully integrated business platform spanning Property, Hospitality and Leisure, Transportation, and Investments. By capitalizing on resilient tourism demand amid shifting consumption behaviors – such as a growing preference for shorter stays and culturally immersive itineraries – the Group is strategically positioned to capture emerging market opportunities while mitigating the impacts of broader geopolitical uncertainties and economic volatility.

Within the property division, the Group’s high-end residential projects in Singapore continue to demonstrate exceptional market appeal, reflecting the enduring value of its premium asset portfolio. Building on the strong sales momentum achieved in 2025, one unit at Park Nova was contracted in early 2026. In the Chinese Mainland, the Group’s integrated developments continue to progress in alignment with its long-term strategic goals. For the Tongzhou Integrated Development in Beijing, the application for bareshell completion certificate is scheduled by our joint venture partner for 2026. The joint venture partner continues to monitor policy implementation and market conditions to determine the optimal timing for the launch of its commercial apartment offering. In Hengqin, sustained visitor growth and active cross-boundary mobility are reinforcing the Cooperation Zone’s tourism positioning. The Group sold certain premises within the Hengqin Integrated Development project to SJM – Investment Limited, poised to benefit by the policy measures promoting the integration of Hengqin and Macao while further enhancing the area’s tourism offerings. The purchaser’s planned conversion of the property into hotel facilities is intended to promote the coordinated development of cultural tourism, convention and exhibition, and commercial and trade industries in the Zone.

Beyond property development, the Group’s investment and retail property portfolio is proactively adapting to structural shifts in retail consumption and cross-boundary spending habits. Moving forward, the Group will focus heavily on deepening community engagement through dynamic tenant remixing and experiential positioning. Assets in Hong Kong, such as The Westwood, will reinforce their roles as district community hubs through the clustering of education and edutainment offerings, while Macao properties will refine their retail mix to cater to a broader spectrum of local and visitor segments.

The hospitality and leisure division remains steadfast in its commitment to strengthening its cultural tourism footprint across key gateway destinations. Guided by the philosophy of integrating culturally rooted experiences with responsible and sustainable hospitality, Artyzen Hospitality Group (“AHG”) continues to elevate its brand presence. Capitalizing on recent prestigious international accolades – including the highly coveted One MICHELIN Key awarded to Artyzen Singapore, while Artyzen Grand Lapa Macau and Artyzen Habitat Hengqin Zhuhai received the industry-leading LEED Gold and China Green Hotel certifications respectively – AHG is well-positioned to attract modern travelers who prioritize both

uncompromising luxury and environmental stewardship. A major highlight within the division's robust development pipeline is the highly anticipated Artyzen Xi'an, a 296-room luxury property scheduled to open in 2029. Strategically located in a city globally renowned for its rich heritage and UNESCO World Heritage sites, this project honors Xi'an's legacy as the eastern gateway of the Overland Silk Road. It perfectly aligns with the nation's Belt and Road Initiative and will serve as a foundational pillar for introducing the Artyzen brand to a major historic tourism hub in the Chinese Mainland.

Empowered by the "Tourism+" strategy, the Group actively embraces its stewardship role in leading market trends within the unique experience-led travel arena. Driven by an evolving traveler preference for highly immersive and thrilling experiences, the joint development project with AJ Hackett International group to operate the Adventure Zone at Ocean Park Hong Kong is advancing smoothly. Covering 120,000 square meters set against the city's spectacular natural terrain, this transformative project will introduce a suite of world-class outdoor adventure attractions, ranging from bungee jumping to zipline courses. With construction scheduled to commence in 2026 and overall completion targeted for 2028, the project is poised to set a new benchmark for immersive tourism in the region, acting as a powerful catalyst to draw international thrill-seekers and leisure travelers to the GBA.

As a regional "Super Connector" in the GBA integrated transport ecosystem, the transportation division is dedicated to strengthening its sea-land-air multimodal network. Amid a dynamic operating environment, it has actively enhanced intermodal synergies to support the region's long-term vision of integrated mobility. Going forward, the division will keep optimizing services and advancing digital initiatives such as AI-enabled customer service and enhanced electronic boarding to boost operational efficiency amid growing volume of travelers navigating the GBA. Aligned with national development goals, the Group's established foundation in air transportation also positions it well to explore new opportunities in the emerging low-altitude economy.

Looking ahead to 2026 and beyond, the Group remains confident in the resilience and long-term potential of the cultural tourism and real estate sectors. By leveraging its integrated multi-sector platform and unparalleled "Super Connector" role, the Group will maintain a prudent and agile business approach. Through disciplined growth, sustained operational resilience, and continued execution of its "Tourism+" strategy, the Group is exceptionally well-equipped to navigate the evolving regional business landscape and drive sustainable, long-term value creation for its shareholders.

## GROUP FINANCIAL REVIEW

### Liquidity, Financial Resources and Capital Structure

The Group's bank balances and deposits amounted to HK\$9,556 million as at 31 December 2025, representing an increase of HK\$1,746 million as compared with the position as at 31 December 2024. It is the Group's policy to secure adequate funding to satisfy cash flows required for working capital and investing activities. Total bank loan facilities available to the Group as at 31 December 2025 amounted to HK\$19,369 million, of which HK\$3,366 million remained undrawn. The principal amount of Group's bank borrowings outstanding at the year end amounted to HK\$16,003 million.

Based on a net borrowings of approximately HK\$6,392 million at the year end, the Group's gearing ratio (expressed as a ratio of net borrowings to equity attributable to owners of the Company) was 20.7% (2024: 25.1%). The Group will continue with its financial strategy of maintaining a healthy gearing ratio and consider steps to reduce its finance costs.

The maturity profile of the principal amount of Group's borrowings is set out below:

#### Maturity Profile

Within 1 year	1-2 years	2-5 years	over 5 years	Total
17%	25%	57%	1%	100%

#### Material Acquisitions, Disposals and Commitments

There was no material acquisition or disposal of the Group during the year.

In July 2025, the Group entered into a sale and purchase agreement with SJM – Investment Limited, an indirect subsidiary of SJM Holdings Limited. Pursuant to the agreement, the Group has conditionally agreed to sell, and SJM – Investment Limited has conditionally agreed to buy, office units and a retail unit located in Zhuhai, PRC, for a consideration of RMB724 million. Subject to the fulfilment of conditions precedent including, among others, approvals by the relevant governmental authorities for the hotel conversion and settlement of consideration instalments, the disposal is expected to be completed in the second half of 2026.

As at 31 December 2025, the Group had outstanding commitments of approximately HK\$27 million for development of an adventure zone at a theme park in Hong Kong.

In January 2018, the Group entered into an agreement with other partners to jointly invest in Perennial HC Holdings Pte. Ltd. (“HC Co”), which will invest in potential real estate projects in the Chinese Mainland predominantly for healthcare usage, with hotel and/or with retail components, complemented by healthcare-related amenities and mixed use properties. The total committed capital for HC Co is US\$500 million. The Group holds 30% equity interest in HC Co and thus has its share of commitment at US\$150 million. As at 31 December 2025, the Group has an outstanding commitment to contribute capital of approximately US\$53 million (equivalent to approximately HK\$413 million) to HC Co.

### **Charges on Assets**

At the year end, bank loans with principal amount of approximately HK\$4,643 million (2024: HK\$4,976 million) were secured with charges on certain assets of the Group amounting to an aggregate carrying value of HK\$11,236 million (2024: HK\$10,983 million). Out of the above secured bank loans, an aggregate principal amount of HK\$518 million (2024: HK\$533 million) was also secured by pledges of shares in certain subsidiaries.

### **Contingent Liabilities**

There was no material contingent liabilities of the Group at the year end. As at 31 December 2024, the Company had provided a corporate guarantee for securing a banking facility granted to an associate and the amount utilized was HK\$100 million.

### **Financial Risk**

The Group adopts a prudent approach to financial risk management to minimize currency exposure and interest rate risks. Majority of funds raised by the Group are on a floating rate basis. Except for bank loans with principal amount of RMB226 million and SGD640 million, the Group’s outstanding borrowings at year-end were not denominated in foreign currencies. Approximately 75% of the bank deposits, cash and bank balances are denominated in Hong Kong dollar (“HKD”), Macau pataca (“MOP”) and US dollar (“USD”) and the remaining balance mainly in Singapore dollar (“SGD”) and Renminbi (“RMB”). MOP and USD are pegged to HKD. The Group’s principal operations are primarily conducted in HKD while its financial assets and liabilities are denominated in USD, MOP, SGD and RMB. The Group will from time-to-time regularly review its foreign exchange and market conditions to determine if hedging is required.

## **Human Resources**

The Group, including subsidiaries but excluding joint ventures and associates, employed approximately 1,700 employees at the year end. The Group adopts competitive remuneration packages for its employees. Promotion and salary increments are based on performance. Social activities are organized to foster team spirit amongst employees and they are encouraged to attend training classes that are related to the Group's businesses and developments.

## **PROPOSED AMENDMENTS TO AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION**

The Board proposes to adopt a new set of articles of association of the Company (the "New Articles of Association") to incorporate certain amendments to the existing articles of association of the Company (the "Existing Articles of Association") for the purpose of aligning the Existing Articles of Association with the latest legal and regulatory requirements, including:

- (A) the amendments made in accordance with the amended Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to (i) permit the Company to hold hybrid or virtual general meetings; (ii) allow the Company to hold shares bought back in the treasury and to dispose of the treasury shares; and (iii) adopt the implied consent mechanism for disseminating corporate communications by means of a website;
- (B) the amendments made in line with the expanded paperless listing regime introduced by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to permit receipt of instructions and other communications from the shareholders of the Company (the "Shareholders") by electronic means, and to enable real time electronic payment of dividends and other corporate action proceeds by such methods as the directors of the Company may determine, in compliance with the Listing Rules and applicable laws of Hong Kong; and
- (C) other corresponding as well as house-keeping amendments.

(collectively, the "Proposed Amendments").

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the 2026 annual general meeting of the Company currently scheduled to be held on 10 June 2026, and will become effective upon the approval by the Shareholders at the annual general meeting.

A circular of the annual general meeting containing, among other matters, details of the Proposed Amendments and the adoption of the New Articles of Association, together with a notice of the 2026 annual general meeting will be despatched to the Shareholders in due course.

**CLOSURE OF REGISTER OF MEMBERS**

For the purposes of determining Shareholders’ eligibility to attend and vote at the 2026 annual general meeting of the Company, the register of members of the Company will be closed. Details of such closure are set out below:

Latest time to lodge transfer documents  
for registration .....4:30 p.m. on Wednesday,  
3 June 2026

Closure of register of members .....Thursday, 4 June 2026  
to Wednesday, 10 June 2026  
(both days inclusive)

Record date .....Wednesday, 10 June 2026

During the above closure period, no transfer of shares will be registered. To be eligible to attend and vote at the 2026 annual general meeting of the Company, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than the aforementioned latest time.

**ANNUAL GENERAL MEETING**

The annual general meeting of the Company is currently scheduled to be held on Wednesday, 10 June 2026 subject to any contingency measures which may be announced as appropriate. The notice of annual general meeting will be published on the websites of the Company and the Stock Exchange and despatched to the Shareholders in due course.

**PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

During the year ended 31 December 2025, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

## **CORPORATE GOVERNANCE**

The Company is committed to maintaining high standards of corporate governance and fostering sustainable business growth and development. The Board periodically reviews the Company's practices to ensure compliance with the increasingly stringent requirements and to meet rising expectations of the Shareholders. The Board is of the opinion that the Company has complied with all code provisions of the Corporate Governance Code ("CG Code") as set out in Appendix C1 of the Listing Rules throughout the year ended 31 December 2025, except for code provisions B.2.4(b) and C.2.1 as explained in the following sections.

### **CG Code provision B.2.4(b)**

Pursuant to code provision B.2.4(b) of the CG Code, where all the independent non-executive directors ("INEDs") of the Company have served more than nine years on the Board, the Company should appoint a new INED at the forthcoming annual general meeting. During the period from 11 June 2025 (being the date of 2025 annual general meeting of the Company ("2025 AGM")) and up to 1 July 2025, although Mr. Norman Ho, Mr. Michael Wu and Mr. Kevin Yip have served as INEDs for more than nine years, in view of the streamlined structure of the Company, the Board as a whole is responsible for formulating the Company's strategy, policies and guidelines. None of the INEDs is involved in the daily management of the Company. All the INEDs are familiar with the Company's operations and continue to provide objective input and invaluable contributions to the Board. The Board is of the view that the long service of the then INEDs will not affect their independence judgements and considered them to remain independent under the Listing Rules despite the fact that they have served the Company for more than nine years.

The Company had been actively identifying a suitable candidate to be appointed as an INED at 2025 AGM through both internal and external sources and used its best endeavours to finalize the appointment as soon as practicable. However, additional time was required for identifying and selecting a suitable candidate, as well as completing the internal procedures for the appointment. On 2 July 2025, the Company appointed a new INED to the Board and had complied with CG Code provision B.2.4(b) accordingly.

## **CG Code provision C.2.1**

Pursuant to code provision C.2.1 of the CG Code, the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual. The Board is of the view that since all major decisions have been made in discussion among Board members and appropriate Board committees, the allocation of power and authority within the corporate structure is adequately balanced to satisfy the objective of this code provision. In addition, there are four INEDs on the Board who offer their respective experience, expertise and independent advice and views from different perspectives. Therefore, it is in the best interest of the Company that Ms. Pansy Ho, with her in-depth knowledge of the businesses and extensive experience in the operations of the Group, assumes her dual capacity.

## **REVIEW BY AUDIT AND RISK MANAGEMENT COMMITTEE**

The Group's consolidated financial statements for the year ended 31 December 2025 have been reviewed by the audit and risk management committee of the Company. 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 2025, as set out in the preliminary announcement, have been agreed by the Company's auditor, PricewaterhouseCoopers, to the amounts set out in the Group's consolidated financial statements for the year. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by PricewaterhouseCoopers on this preliminary announcement.

By order of the Board  
**SHUN TAK HOLDINGS LIMITED**  
**Pansy Ho**  
*Group Executive Chairman and Managing Director*

Hong Kong, 30 March 2026

*As at the date of this announcement, the executive directors of the Company are Ms. Pansy Ho, Ms. Daisy Ho, Ms. Maisy Ho, Mr. David Shum and Mr. Rogier Verhoeven; and the independent non-executive directors are Mr. Norman Ho, Mr. Michael Wu, Mr. Kevin Yip and Ms. Amelia Yau.*