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SHUN HO HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 253)

ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31ST DECEMBER, 2024

RESULTS

The board (the “Board”) of directors (the “Directors”) of Shun Ho Holdings Limited (the “Company”) announces that the net profit after tax attributable to owners of the Company before revaluation and depreciation of land, property and equipment for the year ended 31st December, 2024 was HK\$71 million (2023: HK\$47 million), increased by HK\$24 million (+51%). The audited consolidated results of the Company and its subsidiaries (together the “Group”) for the year, together with comparative figures for the previous year, are as follows:

	2024 HK\$'000	2023 HK\$'000	Change
Loss after taxation and non-controlling interests	(166,437)	(45,018)	
Add: Revaluation loss	168,428	50,212	
Add: Properties depreciation, impairment and release of prepaid lease payments for land	<u>68,811</u>	<u>42,233</u>	
Net profit after tax attributable to owners of the Company before revaluation, depreciation, impairment and release of prepaid lease payments for land	70,802	47,427	+51%

DIVIDEND

The Board does not recommend the payment of final dividend in respect of the year ended 31st December, 2024 (2023: Nil).

Consolidated Statement of Profit or Loss

For the year ended 31st December, 2024

	NOTES	2024 HK\$'000	2023 HK\$'000
Revenue	3		
Contracts with customers		556,086	488,325
Leases		127,887	117,665
Dividend income		<u>-</u>	<u>45</u>
Total revenue		683,973	606,035
Cost of sales		(3,803)	(1,658)
Other service costs		(369,121)	(289,759)
Depreciation of property, plant and equipment		(161,424)	(120,044)
Depreciation of right-of-use asset		<u>(755)</u>	<u>(785)</u>
Gross Profit		148,870	193,789
Net decrease in fair value of investment properties		(312,632)	(93,700)
Other income and expenses and gains and losses		3,175	34,113
Administrative expenses		(67,430)	(87,181)
- Depreciation		(4,245)	(4,191)
- Others		<u>(63,185)</u>	<u>(82,990)</u>
Finance costs	5	<u>(64,989)</u>	<u>(63,175)</u>
Loss before taxation	6	(293,006)	(16,154)
Income tax expense	7	<u>(20,394)</u>	<u>(73,040)</u>
Loss for the year		<u><u>(313,400)</u></u>	<u><u>(89,194)</u></u>
Loss for the year attributable to:			
Owners of the Company		(166,437)	(45,018)
Non-controlling interests		<u>(146,963)</u>	<u>(44,176)</u>
		<u><u>(313,400)</u></u>	<u><u>(89,194)</u></u>
		HK cents	HK cents
Loss per share	9		
Basic		<u><u>(68.84)</u></u>	<u><u>(18.62)</u></u>

Consolidated Statement of Total Comprehensive Income
For the year ended 31st December, 2024

	2024 HK\$'000	2023 HK\$'000
Loss for the year	<u>(313,400)</u>	<u>(89,194)</u>
Other comprehensive (expense) income		
Item that will not be reclassified to profit or loss		
Fair value loss on investments in equity instruments at fair value through other comprehensive income	(304)	(685)
Item that may be reclassified subsequently to profit or loss		
Exchange differences arising on translation of foreign operations	<u>(29,113)</u>	<u>63,963</u>
Other comprehensive (expense) income for the year	<u>(29,417)</u>	<u>63,278</u>
Total comprehensive expense for the year	<u><u>(342,817)</u></u>	<u><u>(25,916)</u></u>
Total comprehensive expense attributable to:		
Owners of the Company	(177,819)	(20,534)
Non-controlling interests	<u>(164,998)</u>	<u>(5,382)</u>
	<u><u>(342,817)</u></u>	<u><u>(25,916)</u></u>

Consolidated Statement of Financial Position

At 31st December, 2024

	NOTES	2024 HK\$'000	2023 HK\$'000
Non-Current Assets			
Property, plant and equipment		4,619,901	4,776,307
Right-of-use asset		21,454	23,131
Investment properties		4,571,490	4,685,260
Equity instruments at fair value through other comprehensive income		<u>739</u>	<u>1,043</u>
		<u>9,213,584</u>	<u>9,485,741</u>
Current Assets			
Inventories		1,442	1,761
Trade and other receivables	10	15,454	23,880
Other deposits and prepayments		14,926	12,791
Bank balances and cash		<u>235,119</u>	<u>334,709</u>
		<u>266,941</u>	<u>373,141</u>
Current Liabilities			
Trade and other payables and accruals	11	60,590	53,957
Rental and other deposits received		17,784	7,744
Contract liabilities		10,736	7,378
Refund liabilities		-	1,754
Amount due to a fellow subsidiary		47,238	46,256
Amount due to a shareholder		7,487	5,088
Tax liabilities		6,280	34,409
Bank loans		<u>378,352</u>	<u>131,448</u>
		<u>528,467</u>	<u>288,034</u>
Net Current (Liabilities) Assets		<u>(261,526)</u>	<u>85,107</u>
Total Assets less Current Liabilities		<u>8,952,058</u>	<u>9,570,848</u>
Capital and Reserves			
Share capital		172,252	172,252
Reserves		<u>3,873,306</u>	<u>4,051,125</u>
Equity attributable to owners of the Company		4,045,558	4,223,377
Non-controlling interests		<u>4,089,653</u>	<u>4,254,651</u>
Total Equity		<u>8,135,211</u>	<u>8,478,028</u>
Non-Current Liabilities			
Bank loans		626,721	891,971
Rental deposits received		12,216	22,034
Deferred tax liabilities		<u>177,910</u>	<u>178,815</u>
		<u>816,847</u>	<u>1,092,820</u>
		<u>8,952,058</u>	<u>9,570,848</u>

NOTES:

1. GENERAL

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The financial information relating to the years ended 31st December, 2024 and 2023 included in this preliminary announcement of annual results 2024 do not constitute the Company’s statutory annual consolidated financial statements for those years but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance is as follows:

The Company has delivered the financial statements for the year ended 31st December, 2023 to the Register of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance and will deliver the financial statements for the year ended 31st December, 2024 in due course.

The Company’s auditor has reported on the financial statements of the Group for both years. The auditor’s reports were unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its reports; and did not contain a statement under sections 406(2), 407(2) or (3) of the Hong Kong Companies Ordinance.

2. APPLICATION OF AMENDMENTS TO HKFRSs

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the Group’s annual periods beginning on or after 1st January, 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Noncurrent and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

3. REVENUE

Revenue represents the aggregate of income from operation of hotels, property rental and dividend income, and are analysed as follows:

	2024 HK\$'000	2023 HK\$'000
Income from operation of hotels	556,086	488,325
Income from property rental	127,887	117,665
Dividend income	<u>-</u>	<u>45</u>
	<u>683,973</u>	<u>606,035</u>

4. SEGMENT INFORMATION

HKFRS 8 “Operating Segments” requires operating and reportable segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (the “CODM”), being the Chairman of the Company, for the purposes of allocating resources to segments and assessing their performance. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

The Group’s operating and reportable segments under HKFRS 8 are therefore as follows:

1. Hospitality services - Best Western Plus Hotel Kowloon
2. Hospitality services - Best Western Plus Hotel Hong Kong
3. Hospitality services - Magnificent International Hotel, Shanghai
4. Hospitality services - Best Western Hotel Causeway Bay
5. Hospitality services - Ramada Hong Kong Harbour View
6. Hospitality services - Ramada Hong Kong Grand
7. Hospitality services - Ramada Hong Kong Grand View
8. Hospitality services - Wood Street Hotel
9. Hospitality services - Grand Bay View Hotel
10. Property investment - 633 King’s Road
11. Property investment - Shun Ho Tower
12. Property investment - Shops, hotel and residential properties
13. Securities investment

Information regarding the above segments is reported below.

4. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments for both years:

	Segment revenue		Segment results	
	Year ended 31st December,		Year ended 31st December,	
	2024	2023	2024	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Hospitality services	556,086	488,325	23,811	80,906
- Best Western Plus Hotel Kowloon	53,177	57,624	(6,060)	4,920
- Best Western Plus Hotel Hong Kong	86,729	83,829	28,344	31,148
- Magnificent International Hotel, Shanghai	24,036	5,394	5,342	(3,129)
- Best Western Hotel Causeway Bay	51,706	53,182	1,756	8,265
- Ramada Hong Kong Harbour View	87,540	92,391	26,642	38,712
- Ramada Hong Kong Grand	86,074	86,770	7,255	13,170
- Ramada Hong Kong Grand View	74,871	73,905	6,680	11,476
- Grand Bay View Hotel	91,953	35,230	(46,148)	(23,656)
Property investments	127,887	117,665	(187,573)	19,138
- 633 King's Road	64,552	65,271	(178,673)	(9,062)
- Shun Ho Tower	14,416	14,469	(41,787)	(3,025)
- Shops, hotel and residential properties	48,919	37,925	32,887	31,225
Securities investment	-	45	-	45
	<u>683,973</u>	<u>606,035</u>	<u>(163,762)</u>	<u>100,089</u>
Other income and expenses and gains and losses			3,175	34,113
Administrative expenses			(67,430)	(87,181)
Finance costs			<u>(64,989)</u>	<u>(63,175)</u>
Loss before taxation			<u>(293,006)</u>	<u>(16,154)</u>

Geographical information

The Group's operations are located in Hong Kong, the People's Republic of China ("PRC") and the United Kingdom ("UK").

The following is an analysis of the Group's revenue primarily by geographical markets based on location of assets:

	2024	2023
	HK\$'000	HK\$'000
Hong Kong	618,426	566,077
The PRC	24,036	5,394
The UK	<u>41,511</u>	<u>34,564</u>
	<u>683,973</u>	<u>606,035</u>

5. FINANCE COSTS

	2024 HK\$'000	2023 HK\$'000
Interests on:		
Bank loans	61,354	59,927
Amount due to a fellow subsidiary	<u>3,635</u>	<u>3,248</u>
	<u>64,989</u>	<u>63,175</u>

6. LOSS BEFORE TAXATION

	2024 HK\$'000	2023 HK\$'000
Loss before taxation has been arrived at after charging:		
Auditor's remuneration	2,910	2,848
Staff costs including directors' emoluments	222,385	179,334
Depreciation of property, plant and equipment	165,669	124,235
Depreciation of right-of-use asset	755	785
Direct operating expenses incurred for investment properties that generated rental income during the year	<u>2,829</u>	<u>4,828</u>

7. INCOME TAX EXPENSE

	2024 HK\$'000	2023 HK\$'000
The taxation expense comprises:		
Current tax		
Hong Kong	16,351	47,640
PRC Enterprise Income Tax	-	14
The UK	<u>6,583</u>	<u>5,191</u>
	22,934	52,845
Overprovision in prior years		
Hong Kong	(1,558)	(477)
The UK	<u>(77)</u>	<u>(505)</u>
	21,299	51,863
Deferred tax	<u>(905)</u>	<u>21,177</u>
	<u>20,394</u>	<u>73,040</u>

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit for both years.

Taxation arising in other jurisdictions are calculated at the rates prevailing in the relevant jurisdictions.

8. DIVIDEND

No dividend was paid or proposed by the directors for ordinary shareholders of the Company during 2024 and 2023, nor has any dividend been proposed since the end of the reporting period.

9. LOSS PER SHARE

The calculation of the basic loss per share is based on the loss for the year attributable to owners of the Company of HK\$166,437,000 (2023: HK\$45,018,000) and on 241,766,000 shares (2023: 241,766,000 shares) in issue during the year. The number of shares adopted in the calculation of the loss per share has been arrived at after eliminating the shares in the Company held by a subsidiary of the Company.

Diluted loss per share for both years are not presented as there are no potential ordinary shares exist during both years.

10. TRADE AND OTHER RECEIVABLES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade receivables from contracts with customers	10,088	17,781
Lease receivables	2,250	2,805
Other receivables	<u>3,116</u>	<u>3,294</u>
	<u>15,454</u>	<u>23,880</u>

Except for a credit period of 30 to 60 days granted to travel agencies and certain customers of the hotels, the Group does not allow any credit period to customers. The following is an aged analysis of the Group's trade receivables from contracts with customers and lease receivables presented based on the invoice date at the end of the reporting period:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Not yet due	12,139	19,964
Overdue:		
0 – 30 days	104	137
31 – 60 days	94	25
61 – 90 days	<u>1</u>	<u>460</u>
	<u>12,338</u>	<u>20,586</u>

11. TRADE AND OTHER PAYABLES AND ACCRUALS

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade payables	5,288	4,129
Other payables and accruals	<u>55,302</u>	<u>49,828</u>
	<u>60,590</u>	<u>53,957</u>

The following is an aged analysis of the Group's trade payables presented based on the invoice date at the end of the reporting period:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
0 – 30 days	5,281	4,118
31 – 60 days	6	9
61 – 90 days	<u>1</u>	<u>2</u>
	<u>5,288</u>	<u>4,129</u>

DIVIDEND

In deciding whether to distribute the final dividend and its amount, the Board has reviewed the Company's adopted dividend policy and considered that preserving capital would secure the Group with more cashflow under the current challenging economy and unstable hotel and commercial property rental market condition with high operating costs and interest costs, which may continue to affect the short- and mid-term business risks of the Group. Therefore, the Board does not recommend the payment of final dividend for the year ended 31st December, 2024 (2023: Nil).

BOOK CLOSURE

To ascertain shareholders' eligibility to attend and vote at the annual general meeting to be held on Friday, 23rd May, 2025 ("AGM"), the register of members will be closed from Tuesday, 20th May, 2025 to Friday, 23rd May, 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrars, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30p.m. on Monday, 19th May, 2025.

MANAGEMENT DISCUSSION AND ANALYSIS

During the year, the Group through its major subsidiaries continued with its commercial property investment, property leasing and property development, and hotel investments and hotel management.

The net profit after tax attributable to owners of the Company before revaluation and depreciation of land, property and equipment for the year ended 31st December, 2024 was HK\$71 million (2023: HK\$47 million), increased by HK\$24 million (+51%).

PERFORMANCE

1. Hotel Business

The income from hotel operations of the Group amounted to HK\$556 million (2023: HK\$488 million), increased by 14%.

The Group owns 66.18% of Shun Ho Property Investments Limited (“Shun Ho Property”) which holds 71.09% of Magnificent Hotel Investments Limited (“Magnificent Hotel”, together with its subsidiaries, “Magnificent Hotel Group”) as its hotel investment subsidiary. The Group and Magnificent Hotel Group presently own nine hotels, including: (1) Ramada Hong Kong Grand View, (2) Ramada Hong Kong Harbour View, (3) Best Western Plus Hotel Kowloon, (4) Best Western Plus Hotel Hong Kong, (5) Ramada Hong Kong Grand, (6) Best Western Hotel Causeway Bay, (7) Grand Bay View Hotel, (8) Magnificent International Hotel, Shanghai and (9) Royal Scot Hotel in London. The nine hotels have about 3,042 guest rooms and the Group is one of the largest hotel groups in Hong Kong.

The net profit after tax attributable to owners of Magnificent Hotel before revaluation and depreciation of land, property and equipment for the year ended 31st December, 2024 was HK\$104 million (2023: HK\$41 million), increased by HK\$63 million (+151%).

	2024 HK\$'000	2023 HK\$'000	Change
Net profit from operation of hotels	22,392	74,691	-70%
- Profit	158,957	170,066	
- Depreciation	(136,565)	(95,375)	
Net profit from property investment	33,511	32,346	+4%
- Profit	44,511	37,346	
- Revaluation loss	(11,000)	(5,000)	
Income from securities investments	-	45	-100%
Other income and gain and losses	<u>3,025</u>	<u>36,597</u>	-92%
	58,928	143,679	-59%
Administrative expenses	(49,517)	(70,945)	-30%
Finance costs	(45,003)	(43,780)	+3%
Income tax expense	<u>(9,810)</u>	<u>(62,005)</u>	-84%
Loss after taxation	(45,402)	(33,051)	+37%
Non-controlling interests	<u>627</u>	<u>140</u>	+348%
Loss after taxation and non-controlling interests	(44,775)	(32,911)	+36%
Add: Revaluation loss	11,000	5,000	+120%
Add: Properties depreciation and impairment and release of prepaid lease payments for land	<u>137,466</u>	<u>69,258</u>	+98%
Net profit after tax attributable to owners of the Company before revaluation and depreciation and impairment and release of prepaid lease payments for land	<u>103,691</u>	<u>41,347</u>	+151%

The overall increase in profit for the Magnificent Hotel Group for the year ended 31st December, 2024 was mainly due to increase in hotel revenue by 16%, no more pre-operating expenses and repair and refurbishment costs of Grand Bay View Hotel, and no more extra-ordinary tax expenses.

During the year, the total income for the Magnificent Hotel Group increased by 16% from approximately HK\$452 million to approximately HK\$526 million compared with last year.

As at 31st December, 2024, an independent third-party valuation of Royal Scot Hotel, London was GBP88,500,000 (2023: GBP88,500,000). The rental income of Royal Scot Hotel, London for the year was GBP4,172,000 (2023: GBP3,546,000). During the year, the management succeeded in increasing the annual rental by 34% from GBP3,546,000 to GBP4,737,000. The new rental income was reflected in the 2nd half of 2024.

2. Commercial Properties Rental Income

The commercial properties rental income was derived from the hotel property in UK, Royal Scot Hotel in London, office buildings of Shun Ho Tower, 633 King's Road and shops from Best Western Plus Hotel Kowloon, Best Western Plus Hotel Hong Kong and Ramada Hong Kong Grand amounted to HK\$128 million (2023: HK\$118 million).

As at 31st December, 2024, the occupancy rates of the Hong Kong commercial properties of the Group are as follows:

Shun Ho Tower	89%
633 King's Road	77%

During the year, the **ADMINISTRATIVE EXPENSES** excluding depreciation was HK\$63 million (2023: HK\$83 million).

LIQUIDITY

As at 31st December, 2024, the **OVERALL DEBTS** of the Group including Shun Ho Property and Magnificent Hotel and their subsidiaries were HK\$1,060 million (2023: HK\$1,075 million). The gearing ratio of the Group in terms of overall debts against funds employed was 13% (2023: 13%).

The Group's bank borrowings carry interest at floating rates and are mainly denominated in Hong Kong dollar and Pound Sterling. Accordingly, the Group exposes to exchange risk and the management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

As at 31st December, 2024, the Group had a total number of 643 employees (2023: 562 employees). Remuneration and benefit were set with reference to the market.

BUSINESS HIGHLIGHTS

During the year ended 31st December, 2024, the number of overnight visitors in Hong Kong amounted to around 21.9 million against 23.8 million in 2019 pre-pandemic year, among which 68% were mainland visitors and 32% were non-mainland visitors. Per-capita spending of mainland visitors continued to drop to HK\$5,100. The pace of recovery of the tourism industry continues to be affected by the more expensive HKD vs RMB and declining per-capita spending of mainland visitors.

The large increase in hotel operating costs was most significant (29%) due to increase in necessary staffs, cost of salary, cleaning and laundry, etc. and the additional months of operations of the new Grand Bay View Hotel and the newly renovated Magnificent International Hotel, Shanghai.

Throughout the year, the Group achieved an average hotel occupancy rate of over 90%. Compared with last year, the hotel income of the Group increased by 14% to HK\$556 million and the total income of the Group increased by 13% to HK\$684 million.

During the year, the management succeeded in increasing the annual rental of Royal Scot Hotel, London by 34% from GBP3,546,000 to GBP4,737,000. The new rental income was reflected in the 2nd half of 2024.

The Group acquired Wood Street Police Headquarter building in the centre of City of London for GBP40 million on 29th January, 2020 which has a gross internal area of 117,472 s.f. on a 20,000 s.f. island site and obtained planning consents approval to refurbish a deluxe hotel of about 216 guest rooms, restaurant, bar and facilities.

On 15th April, 2024, the Group acquired Jessville Manor located at Jessville, No. 128 Pok Fu Lam Road, Hong Kong from Samsbury Investments Limited at a consideration of HK\$207,000,000 which has a gross floor area of 12,288 sq. ft. (HK\$21,112 per sq. ft. calculated based on 9,805 sq. ft. internal saleable area).

LOOKING AHEAD

The Group has nine income producing hotels, seven in Hong Kong, one in Shanghai, one in London, and the Wood Street Hotel refurbishment project in London.

With the weak economy of the PRC and the expensive HKD vs RMB, more PRC tourists choose to stay in the Greater Bay area and visit Hong Kong on day trips. However, the future prospect of further Multiple-entry Endorsement of other major PRC cities such as Beijing and Shanghai would be most encouraging.

Most of the tenants at the Group's 633 King's Road office building and Shun Ho Tower are multinational trading companies. Due to the US/China trade war and downturn of Hong Kong's import/export volumes, those trading company tenants are experiencing difficulties and therefore the occupancies are being affected.

Future prospect of the hotel business and rental incomes may continue to be challenging. The management will keep its effort to increase incomes and control costs.

MATERIAL ACQUISITION OF THE GROUP

On 22nd March, 2024, Miluda Limited, a subsidiary of the Company, entered into a formal sale and purchase agreement with Samsbury Investments Limited, an independent third party to the Company (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) for the acquisition of Jessville Manor located at Jessville, No. 128 Pok Fu Lam Road, Hong Kong at a total consideration of HK\$207,000,000 (the “Acquisition”), which constituted a major transaction for the Company that required approval of shareholders of the Company. Since no shareholders of the Company were required to abstain from voting at the general meeting to approve the Acquisition, written shareholder approval was accepted in lieu of holding general meeting of the Company to approve the Acquisition. The Acquisition was completed on 15th April, 2024. Further details of the Acquisition were disclosed in the Company’s announcement dated 22nd March, 2024 and circular dated 21st May, 2024.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the year ended 31st December, 2024.

CORPORATE GOVERNANCE

(a) Compliance with the Corporate Governance Code

During the year ended 31st December, 2024, the Company has complied with all the code provisions of the Corporate Governance Code set out in Appendix C1 of the Listing Rules with the exception of the following deviation:

Code Provision C.2.1: chairman and chief executive should not be performed by the same individual

The Company does not have separate appointments for the Chairman and the Chief Executive Officer. Mr. William Cheng Kai Man holds both positions. The Board believes that vesting the roles of both the Chairman and the Chief Executive Officer in the same person enables the Company to have a stable and consistent leadership. It also facilitates planning and execution of the Company’s strategy and is hence, for the interests of the Company and its shareholders. It is also significantly cost-saving for Mr. Cheng, the Chairman to also serve as the Chief Executive Officer, which would have otherwise been recruited from the market at a heavy cost.

(b) Compliance with the Model Code

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 of the Listing Rules (the “Model Code”) as the code of conduct regarding securities transactions by Directors. All Directors have confirmed, following specific enquiry by the Company, their compliance with the required standard set out in the Model Code throughout the year.

REVIEW BY THE AUDIT COMMITTEE

The audit committee has reviewed the unaudited financial results of the Group for the year ended 31st December, 2024.

SCOPE OF WORK OF MESSRS. DELOITTE TOUCHE TOHMATSU

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of total comprehensive income and the related notes thereto for the year ended 31st December, 2024 as set out in the preliminary announcement have been agreed by the Group's auditor, Messrs. Deloitte Touche Tohmatsu, to the amounts set out in the audited consolidated financial statements of the Group for the year as approved by the Board on 14th March, 2025. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Messrs. Deloitte Touche Tohmatsu on the preliminary announcement.

By Order of the Board

William CHENG Kai Man

Chairman

Hong Kong, 14th March, 2025

As at the date hereof, the Board of the Company comprises four Executive Directors, namely Mr. William Cheng Kai Man (Chairman), Mr. Albert Hui Wing Ho, Madam Kimmy Lau Kam May and Madam Ng Yuet Ying; one Non-executive Director, namely, Madam Mabel Lui Fung Mei Yee; and three Independent Non-executive Directors, namely, Mr. Chan Kim Fai, Mr. Lam Kwai Cheung and Mr. Warren Liu Yuk Cho.