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B & S INTERNATIONAL HOLDINGS LTD.
賓仕國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(the "**Company**")

(Stock code: 1705)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2026

FINANCIAL HIGHLIGHTS

The Group has recorded net profit of approximately HK$17.8 million for the year ended 31 March 2026 ("**FY2026**") as compared to that of approximately HK$18.9 million recorded in the previous financial year ("**FY2025**").

Further to an interim dividend of HK2.5 cents per share paid during FY2026 (FY2025: HK2.5 cents), the Board proposed the declaration and payment of a final dividend of HK2.5 cents per share (FY2025: HK2.5 cents) and a special dividend of HK5.0 cents per share (FY2025: Nil) for FY2026.

	For the year ended 31 March 2026	For the year ended 31 March 2025	**Increase/ (decrease)**
	HK$ million	*HK$ million*	*%*
Revenue	**505.4**	504.7	0.1%
Gross profit	**117.5**	110.9	6.0%
Net profit	**17.8**	18.9	(5.8%)
Basic earnings per share *(HK cents)*	**4.30**	4.45	(3.4%)

	For the year ended 31 March 2026	For the year ended 31 March 2025	**Increase/(decrease)**	
	HK$ million	*HK$ million*	*HK$ million*	*%*
Segment revenue				
– Distribution Business	**252.7**	260.5	(7.8)	(3.0%)
– Retail Business	**252.7**	244.2	8.5	3.5%
Segment results				
– Distribution Business	**54.2**	60.5	(6.3)	(10.4%)
– Retail Business	**8.9**	6.6	2.3	34.8%

ANNUAL RESULTS

The board (the "**Board**") of directors (the "**Directors**") of the Company is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 March 2026, together with the comparative figures for the year ended 31 March 2025, as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2026

	Note	2026 HK$'000	2025 HK$'000
Revenue	4	**505,405**	504,748
Cost of sales	7	**(387,867)**	(393,848)
Gross profit		**117,538**	110,900
Other losses	5	**(1,762)**	(2,180)
Other expenses	6	**(230)**	(67)
Selling and distribution expenses	7	**(44,274)**	(39,761)
Administrative expenses	7	**(47,345)**	(44,952)
Operating profit		**23,927**	23,940
Finance income		**978**	2,218
Finance costs		**(3,847)**	(4,202)
Finance costs, net	8	**(2,869)**	(1,984)
Profit before income tax		**21,058**	21,956
Income tax expense	9	**(3,217)**	(3,085)
Profit and total comprehensive income for the year		**17,841**	18,871
Profit and total comprehensive income attributable to:			
Owners of the Company		**17,146**	17,789
Non-controlling interest		**695**	1,082
		17,841	18,871
Earnings per share for profit attributable to owners of the Company during the year *(expressed in HK cents per share)*			
– basic and diluted	10	**4.30**	4.45

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2026

	Note	**2026**	2025
		HK$'000	*HK$'000*
ASSETS			
Non-current assets			
Property, plant and equipment		**7,284**	5,149
Right-of-use assets		**41,181**	51,713
Deferred income tax assets		**7,371**	7,886
Deposits and other assets		**12,326**	16,807
		68,162	81,555
Current assets			
Inventories		**22,375**	25,578
Trade receivables	*12*	**57,292**	54,942
Deposits, prepayments and other receivables		**16,144**	14,206
Income tax refundable		**1,457**	1,561
Restricted cash		**30,000**	30,000
Cash and cash equivalents		**42,488**	55,384
		169,756	181,671
Total assets		**237,918**	263,226
EQUITY			
Equity attributable to owners of the Company			
Share capital	*13*	**4,000**	4,000
Reserves		**79,794**	79,794
Retained earnings		**67,487**	70,341
		151,281	154,135
Non-controlling interest		**3,058**	3,833
Total equity		**154,339**	157,968

	Note	2026	2025
		HK$'000	HK$'000
LIABILITIES			
Non-current liability			
Lease liabilities		**15,874**	21,710
Current liabilities			
Trade and other payables	*14*	**35,010**	45,663
Income tax payable		**–**	303
Lease liabilities		**28,695**	33,582
Bank borrowings		**4,000**	4,000
		67,705	83,548
Total liabilities		**83,579**	105,258
Total equity and liabilities		**237,918**	263,226

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

B & S International Holdings Ltd. (the "**Company**") was incorporated in the Cayman Islands on 21 August 2017 as an exempted company with limited liability under the Companies Act (Cap. 22, Act 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (together, "**the Group**") are principally engaged in (i) the distribution of food and beverage products ("**Distribution Business**"), and (ii) the provision of catering services ("**Retail Business**") in Hong Kong.

The Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 14 March 2018.

These consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), unless otherwise stated.

2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Compliance with HKFRS and Hong Kong Companies Ordinance

The consolidated financial statements of the the Company have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRS**") as issued by the Hong Kong Institute of Certified Public Accountants and requirements of the Hong Kong Companies Ordinance Cap. 622.

HKFRS comprise the following authoritative literature:

- Hong Kong Financial Reporting Standards,
- Hong Kong Accounting Standards, and
- Interpretations developed by the Hong Kong Institute of Certified Public Accountants.

The preparation of the 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.

2.2 Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention.

2.3 New and amended standards adopted by the Group

The Group has applied the following amended standard at its annual reporting period commencing 1 April 2025:

Amendments to HKAS 21 and HKFRS 1	Lack of Exchangeability

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2.4 New and amended standards and interpretations not yet adopted

Certain new accounting standards and amendments to accounting standards and interpretation have been published that are not mandatory for this reporting period and have not been early adopted by the Group.

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 statement of financial performance 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. From the high-level preliminary assessment performed, the following potential impacts have been identified: although the adoption of HKFRS 18 will have no impact on the Group's net profit, the Group expects that grouping items of income and expenses in the consolidated statement of comprehensive income into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the Group has performed, the following item might potentially impact operating profit: foreign exchange difference currently aggregated in the line item "administrative expenses" in operating profit might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit.

The line items presented on the primary financial statements might change as a result of the application of the concept of "useful structured summary" and the enhanced principles on aggregation and disaggregation. In addition, since goodwill will be required to be separately presented in the consolidated balance sheet, the Group will disaggregate goodwill and other intangible assets and present them separately in the consolidated balance sheet.

The Group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for: management-defined performance measures; a break-down of the nature of expenses for line items presented by function in the operating category of the consolidated statement of comprehensive income – this break-down is only required for certain nature expenses; and for the first annual period of application of HKFRS 18, a reconciliation for each line item in the consolidated statement of comprehensive income between the restated amounts presented by applying HKFRS 18 and the amounts previously presented applying HKAS 1.

From a consolidated statement of cash flow perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received will continue to be presented investing cash flows, which is a change from current presentation as part of operating cash flows.

The Group will apply the new standard from its mandatory effective date of 1 April 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 March 2027 will be restated in accordance with HKFRS 18.

In addition to the abovementioned changes in presentation and disclosures, the Group is in the process of assessing the impact of adopting other new accounting standards and amendments to accounting standards and interpretation on its current or future reporting periods and on foreseeable future transactions.

3 SEGMENT INFORMATION

The chief operating decision-maker has been identified as the Executive Directors of the Group (collectively referred to as the "**CODM**") that make strategic decisions. The CODM reviews the internal reporting of the Group in order to assess performance and allocate resources.

The Group is principally engaged in Distribution Business and Retail Business in Hong Kong. The Executive Directors considers the business from a product perspective. They reviewed the qualitative factors such as business activities, economic and legal characteristics and quantitative factors such as the financial performance of the Distribution Business and Retail Business to assess the performance of the operating segments.

No geographical segment information is presented as all sales and operating profits of the Group are derived in Hong Kong and all operating assets of the Group are located in Hong Kong.

The segment information provided to the CODM for the reportable segments for the years ended 31 March 2026 and 2025 is as follows:

	For the year ended 31 March 2026		
	Distribution Business	**Retail Business**	**Total**
	HK$'000	***HK$'000***	***HK$'000***
Segment revenue - recognised at a point in time	**252,749**	**252,656**	**505,405**
Segment results	**54,227**	**8,911**	**63,138**
Corporate expense *(Note (a))*			**(37,219)**
Other losses			**(1,762)**
Other expenses			**(230)**
Finance costs, net			**(2,869)**
Profit before income tax			**21,058**
Income tax expense			**(3,217)**
Profit for the year			**17,841**
Segment items included:			
Depreciation of property, plant and equipment	**796**	**4,655**	**5,451**
Depreciation of right-of-use assets	**884**	**37,276**	**38,160**
Impairment loss on property, plant and equipment	**–**	**396**	**396**
Impairment loss on right-of-use assets	**–**	**1,508**	**1,508**

	For the year ended 31 March 2025		
	Distribution Business	Retail Business	Total
	HK$'000	*HK$'000*	*HK$'000*
Segment revenue - recognised at a point in time	260,523	244,225	504,748
Segment results	60,461	6,590	67,051
Corporate expense *(Note (a))*			(40,864)
Other losses			(2,180)
Other expenses			(67)
Finance costs, net			(1,984)
Profit before income tax			21,956
Income tax expense			(3,085)
Profit for the year			18,871
Segment items included:			
Depreciation of property, plant and equipment	633	3,654	4,287
Depreciation of right-of-use assets	884	37,406	38,290
Impairment loss on property, plant and equipment	–	569	569
Impairment loss on right-of-use assets	–	1,561	1,561

The segment assets as at 31 March 2026 and 2025 and the reconciliation to the total assets are as follows:

	As at 31 March 2026		
	Distribution Business	**Retail Business**	**Total**
	HK$'000	***HK$'000***	***HK$'000***
Total segment assets	**79,299**	**72,470**	**151,769**
Total segment assets include:			
Additions to non-current assets (other than financial instruments and deferred income tax assets)	**725**	**36,426**	**37,151**

	As at 31 March 2025		
	Distribution Business	Retail Business	Total
	HK$'000	*HK$'000*	*HK$'000*
Total segment assets	79,948	83,649	163,597
Total segment assets include:			
Additions to non-current assets (other than financial instruments and deferred income tax assets)	332	41,616	41,948

Reconciliation of total segment assets to total assets is provided as follows:

	2026	2025
	HK$'000	*HK$'000*
Total segment assets	**151,769**	163,597
Unallocated:		
Deferred income tax assets	**7,371**	7,886
Deposit and other assets	**4,833**	4,798
Income tax refundable	**1,457**	1,561
Restricted cash	**30,000**	30,000
Cash and cash equivalents	**42,488**	55,384
Total assets	**237,918**	263,226

The segment liabilities as at 31 March 2026 and 2025 and the reconciliation to the total liabilities are as follows:

	As at 31 March 2026		
	Distribution Business	**Retail Business**	**Total**
	HK$'000	***HK$'000***	***HK$'000***
Total segment liabilities	**15,809**	**62,969**	**78,778**

	As at 31 March 2025		
	Distribution Business	Retail Business	Total
	HK$'000	*HK$'000*	*HK$'000*
Total segment liabilities	26,495	72,976	99,471

Reconciliation of total segment liabilities to total liabilities is provided as follows:

	2026	2025
	HK$'000	*HK$'000*
Total segment liabilities	**78,778**	99,471
Unallocated:		
Other payables	**801**	1,484
Income tax payable	**–**	303
Bank borrowings	**4,000**	4,000
Total liabilities	**83,579**	105,258

Note a: Corporate expenses mainly included employee benefit expenses, depreciation of property, plant and equipment and computer hardware and software expenses for headquarters office and auditor remuneration.

4 REVENUE

The Group is principally engaged in the distribution of food and beverage products and the provision of catering services in Hong Kong.

Revenue from Distribution Business and Retail Business recognised during the year are as follows:

	2026	2025
	HK$'000	*HK$'000*
Sales of goods	**252,749**	260,523
Catering services	**252,656**	244,225
	505,405	504,748

For the year ended 31 March 2026, customer A from Distribution Business accounted for approximately 18% (2025: approximately 22%) of the Group's revenue.

All other customers individually accounted for less than 10% of the Group's revenue for the years ended 31 March 2026 and 2025.

5 OTHER LOSSES

	2026	2025
	HK$'000	*HK$'000*
Change in cash surrender value of key management life insurance contracts	**(219)**	(219)
Loss on disposal of property, plant and equipment	**(33)**	(10)
Exchange losses, net	**(1,510)**	(1,951)
	(1,762)	(2,180)

6 OTHER EXPENSES

	2026	2025
	HK$'000	*HK$'000*
Sundry loss	**(230)**	(67)

7 EXPENSES BY NATURE

Expenses included in costs of sales, selling and distribution expenses and administrative expenses are analysed as follows:

	2026	2025
	HK$'000	*HK$'000*
Cost of inventories sold	**217,390**	226,760
Advertising and promotion	**6,545**	3,180
Packing materials	**1,835**	1,758
Depreciation of property, plant and equipment	**5,451**	4,287
Depreciation of right-of-use assets	**38,160**	38,290
Employee benefit expenses	**125,401**	124,240
Short-term and variable lease payments	**17,766**	18,609
Utilities expenses	**17,163**	16,019
Transportation and logistics service expenses	**13,250**	12,633
Freight charges	**5,540**	5,448
Auditor's remuneration	**1,100**	1,000
Franchise fee	**4,627**	4,409
Impairment loss on property, plant and equipment	**396**	569
Impairment loss on right-of-use assets	**1,508**	1,561
Legal and professional fees	**2,003**	2,595
Others	**21,351**	17,203
	479,486	478,561
Representing:		
Cost of sales	**387,867**	393,848
Selling and distribution expenses	**44,274**	39,761
Administrative expenses	**47,345**	44,952
	479,486	478,561

8 FINANCE COSTS, NET

	2026 *HK$'000*	2025 *HK$'000*
Finance income		
– Bank interest income	**978**	2,218
Finance costs		
– Interest expense on bank borrowings	**(208)**	(273)
– Lease liabilities	**(3,639)**	(3,929)
	(3,847)	(4,202)
Finance costs, net	**(2,869)**	(1,984)

9 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the two-tiered rate of 8.25% for the first HK$2 million of the estimated assessable profits for one of the Group's subsidiaries in Hong Kong and 16.5% on the remaining entities estimated assessable profits for the year ended 31 March 2026 (2025: same).

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

	2026 *HK$'000*	2025 *HK$'000*
Current income tax	**2,703**	3,328
Over provision in prior year	**(1)**	(35)
Deferred income tax	**515**	(208)
	3,217	3,085

10 EARNINGS PER SHARE

(a) Basic earnings per share

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

	2026	2025
Profit attributable to owners of the Company *(HK$'000)*	**17,146**	17,789
Weighted average number of ordinary shares in issue *(thousands)*	**400,000**	400,000
Basic earnings per share *(HK cents)*	**4.30**	4.45

(b) Diluted earnings per share

For the years ended 31 March 2026 and 2025, diluted earnings per share equals basic earnings per share as there was no dilutive potential shares.

11 DIVIDENDS

	2026	2025
	HK$'000	*HK$'000*
Interim dividend, paid of HK2.5 cents (2025: HK2.5 cents) per ordinary share	**10,000**	10,000
Final dividend, proposed of HK2.5 cents (2025: HK2.5 cents) per ordinary share	**10,000**	10,000
Special dividend, proposed of HK5.0 cents (2025: Nil) per ordinary share	**20,000**	–

Dividend paid during the year ended 31 March 2026 were HK$20,000,000, HK5.0 cents per ordinary share (2025: HK$22,000,000, HK5.5 cents per ordinary share).

A final dividend in respect of the year ended 31 March 2026 of HK2.5 cents per ordinary share, totalling HK$10,000,000 and a special dividend of HK5.0 cents per ordinary share, totalling HK$20,000,000 were proposed by the Board on 26 June 2026, which are subject to the approval of shareholders at the forthcoming annual general meeting. These proposed dividends are not reflected as dividend payable in the consolidated statement of financial position.

12 TRADE RECEIVABLES

	2026	2025
	HK$'000	*HK$'000*
Trade receivables		
– third parties	**57,792**	54,942
Expected credit losses ("**ECLs**") of trade receivables	**(500)**	–
	57,292	54,942

The Group's retail sales are mainly settled on cash basis. The Group generally grants credit period ranged from 0 to 120 days to its customers of the Distribution Business.

As at 31 March 2026 and 2025, the ageing analysis of the trade receivables based on invoice date was as follows:

	2026	2025
	HK$'000	*HK$'000*
0 – 30 days	**24,466**	22,469
31 – 60 days	**11,687**	10,387
61 – 90 days	**12,876**	10,805
91 – 180 days	**7,980**	10,064
Over 180 days	**783**	1,217
	57,792	54,942

13 SHARE CAPITAL

	Number of shares	Share capital HK$'000
Authorised:		
At 1 April 2024, 31 March 2025 and 2026	10,000,000,000	100,000
Issued and fully paid:		
At 1 April 2024, 31 March 2025 and 2026	400,000,000	4,000

14 TRADE AND OTHER PAYABLES

	2026 *HK$'000*	2025 *HK$'000*
Trade payables *(Note)*	**10,792**	18,875
Accruals for employee benefits	**9,849**	9,317
Contract liabilities	**2,484**	3,834
Provision for unused annual leave	**598**	598
Provision for long service payment	**1,529**	1,262
Provision for reinstatement costs	**3,159**	3,361
Accruals for operating expenses	**4,794**	6,390
Other payables *(Note)*	**1,805**	2,026
	35,010	45,663

Note: During the year ended 31 March 2021, the Group entered into an agreement with a supplier in relation to the supply of masks with total contract value of HK$31,000,000. As at 31 March 2025, masks with invoiced value of HK$9,250,000, after deducting the sales rebates of HK$500,000, under the agreement were delivered to the Group and the Group recorded a trade payable as such in accordance with its accounting policy.

On 4 June 2025, the Group and the supplier reached consensus after mediation and entered into a settlement agreement on a confidential basis to discontinue the legal action between the Group and such supplier. The Group agreed to pay the supplier a settlement sum of HK$9,750,000 on a without admission of liability basis. The excess amount of HK$500,000 is recorded under other payables and all balances had been settled during the year ended 31 March 2026.

The ageing analysis of trade payables based on invoice date was as follows:

	2026 *HK$'000*	2025 *HK$'000*
0 – 30 days	**7,451**	4,730
31 – 60 days	**2,888**	4,352
61 – 90 days	**168**	125
Over 90 days	**285**	9,668
	10,792	18,875

15 COMMITMENTS

The Group does not have any material capital commitment as at 31 March 2026 and 31 March 2025.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group's revenue in FY2026 amounted to approximately HK$505.4 million, representing an increase of approximately 0.1% from approximately HK$504.7 million in FY2025. This represented a steady performance as compared with FY2025.

The Group's gross profit increased from approximately HK$110.9 million in FY2025 to approximately HK$117.5 million in FY2026, representing an increase of approximately HK$6.6 million, which is equivalent to an increase of approximately 6.0%. Profit attributable to owners of the Company for FY2026 was approximately HK$17.1 million (FY2025: approximately HK$17.8 million), representing a decrease of approximately HK$0.7 million or 3.9%. The decline in profit attributable to owners of the Company was mainly due to the reduced bank interest income, as both the Group's bank balance and prevailing bank interest rates decreased during FY2026 as compared with FY2025.

The Group is a well-established food and beverage company with over 30 years of operating history in Hong Kong. It has two business segments, namely (i) the distribution business; and (ii) the retail business.

DISTRIBUTION BUSINESS

For distribution business, we distribute and market a diversified portfolio of overseas branded food and beverage products to mainly retailers, such as supermarkets, pharmacies, convenience stores and department store chains in Hong Kong. We also provide supply chain solutions from importing the products from the overseas brand owners to marketing the products to retailers in Hong Kong. Our services include (i) arranging inbound logistics; (ii) relabeling the products to comply with the relevant Hong Kong food safety and labelling laws; (iii) repackaging the products to suit the needs of the retailers or consumers; and (iv) formulating marketing and sales strategies, including advising on retail prices, organising promotion campaigns as well as designing and producing customised display racks or stands to be placed at the customers' points of sales.

The Group is able to offer a total of approximately 7,000 SKUs of food and beverage products from over 100 brands, including "UHA (味覺糖)" and "Hsin Tung Yang (新東陽)" which are regarded as popular items in the market.

During FY2026, our distribution business remained focused on promoting our existing offerings while actively sourcing new high-quality products from around the world.

For FY2026, revenue generated from the distribution business decreased to approximately HK$252.7 million (FY2025: approximately HK$260.5 million), representing a decrease of approximately HK$7.8 million. Revenue generated from the distribution business contributed to approximately 50.0% of the Group's total revenue in FY2026.

RETAIL BUSINESS

We principally prepare and sell overseas branded food and beverage products licensed to us at our self-operated retail outlets in Hong Kong. As at 31 March 2026, we had set up 65 self-operated retail outlets and details of the outlets are set out below:

	2026	2025
TenRen (天仁茗茶)	**58**	58
Chef Hung (洪師傅)	**1**	2
Other	**6**	5
	65	65

During FY2026, the number of "TenRen (天仁茗茶)" retail outlets remained unchanged at 58 stores as at 31 March 2026 (FY2025: 58 stores). Our "TenRen (天仁茗茶)" retail network spans across Hong Kong Island, Kowloon and the New Territories in Hong Kong.

During FY2026, the Group's retail business remained committed to increasing revenue and market shares through marketing and product developments. Our successful branding and product marketing campaigns contributed to our retail sales during the year, reflecting the effectiveness of our strategic initiatives.

The revenue generated from the retail business increased to approximately HK$252.7 million for FY2026 (FY2025: approximately HK$244.2 million), representing an increase of approximately HK$8.5 million. Revenue generated from the retail business contributed to approximately 50.0% of the Group's total revenue in FY2026.

Same-store sales performance

We evaluate our performance in each individual outlets by calculating the average same-store sales growth, which compares the average revenue derived from outlets that were in operation throughout the financial periods under comparison. The following table sets forth the average same-store sales performance of our "TenRen (天仁茗茶)" retail outlets:

	Year ended 31 March			
	2025	**2026**	2024	2025
Number of same-store	**55**		57	
Average same-store sales	**HK$3.61 million**	**HK$3.80 million**	HK$3.77 million	HK$3.69 million
Average same-store sales growth rate	**5.3%**		(2.1%)	

Average selling prices and volume

The average selling price of our "TenRen (天仁茗茶)" beverage products increased during FY2026. This was primarily due to the impact of inflation, rising wages, and increased raw material costs, which led us to make the decision to raise our product prices.

Despite the challenging market conditions, we remain committed to delivering high-quality products to our customers, while maintaining our competitiveness in the market. We will continue to closely monitor market trends and adjust our pricing strategies accordingly to ensure our long-term sustainability and success.

The following table sets forth the average selling price and average daily sales volume of our "TenRen (天仁茗茶)" tea drink products for the years indicated:

	Year ended 31 March	
	2026	2025
Average selling price *(HK$)*		
Tea drink products *(per cup)*	**31.0**	30.6
Packaged tea leaves products *(per unit)*	**106.1**	105.2
Average daily sales volume		
Tea drink products *(cup)*	**20,000**	18,000
Packaged tea leaves products *(unit)*	**105**	100

INDUSTRY OVERVIEW

The Hong Kong's economy continues to be volatile and remains susceptible to global economic trends, which could affect consumer spending on food and beverage products. Rising operating costs and weak consumer sentiment may also put pressure on profit margins. With intense competition and spending power remains weak due to the weak economy, local businesses are expected to be continuously affected by the adverse effects of these economic conditions.

Retail sector

Retail business operators in Hong Kong, especially the tea drinks serving retailers, continue to face the following challenges:

Fierce competition in the tea drinks serving industry

The competition within the tea drinks serving industry in Hong Kong is still fierce because of the large number of market participants, particularly the entry of new tea drinks brands from the PRC.

Given the keen competition, tea drinks operators would need to spend more effort on product offering and marketing to attract more consumers.

Severe labour shortage in Hong Kong

The food and beverage serving establishments in Hong Kong have been facing significant challenges due to the severe labour shortage in Hong Kong, which has made it extremely difficult to recruit and retain staff. Such labour shortage has resulted in an increase in market wages, together with the already high rental costs of private retail premises, has imposed a significant financial burden on food and beverage serving establishments in Hong Kong.

Distribution sector

In the distribution sector, distribution business operators in Hong Kong continue to face the following challenges:

High operating costs

Distribution business operators continue to face high rental costs for warehouses and retail premises. This has constrained business expansion and increased operating costs across the distribution sector. On the other hand, as the distribution business is highly labour intensive and service-oriented, the persistent labour shortage in Hong Kong has placed further pressure on the distribution business operators.

The ease of online retailing

Nowadays, consumers can access to almost all products and services via the Internet, contributed by the growth of online retailing and the emergence of various payment platforms. Also, many food and beverage brands allow online purchases and offer fast delivery services, providing greater convenience to customers. This has intensified competition for traditional brick-and-mortar retailers, as customers can directly purchase online rather than through the franchised outlets of these brands.

PROSPECTS

Looking forward to the opportunities and challenges in the upcoming financial year, the Group will continue to adhere to products of high quality and the multi-brand development strategy.

In the retail business, the weak consumer market sentiment is expected to continue to pose challenges to our revenue growth. To mitigate this challenge, we have prepared a comprehensive set of sales and marketing initiatives which aimed at revitalising consumer interest and driving sales. The Group also plans to strengthen the leading market position of our TenRen business through brand building, improving customer experience, product innovations, digitalisation and automation.

On the other hand, the Group is proactively reviewing its lease agreements with landlords to optimise its cost structure and business model for the future. At the same time, we will continue to implement stringent cost-control measures, including managing manpower, rental expenses and other operating expenses, while further improving operational efficiency.

In the distribution business, the Group aims to enlarge its brand and product portfolio to remain competitive in the market and capitalise any potential opportunities that may arise despite the challenging economic environment in Hong Kong. This can be achieved by identifying overseas brands and products that suit the preferences of Hong Kong consumers.

FINANCIAL OVERVIEW

Revenue

For the year ended 31 March 2026, the Group's revenue amounted to approximately HK$505.4 million, representing an increase of approximately 0.1% from approximately HK$504.7 million for the same period in 2025. The revenue generated from the retail business increased to approximately HK$252.7 million for the year ended 31 March 2026, representing an increase of approximately HK$8.5 million (FY2025: approximately HK$244.2 million), which has contributed to approximately 50.0% of the Group's total revenue in FY2026. Such increase was mainly attributable to the Group's effective sales and marketing initiatives, which successfully boosted sales volume.

The revenue generated from the distribution business decreased to approximately HK$252.7 million for the year ended 31 March 2026, representing a decrease of approximately HK$7.8 million (FY2025: approximately HK$260.5 million), which has contributed to approximately 50.0% of the Group's total revenue in FY2026. Such decrease was mainly attributable to the intense competition from other distributors in the wholesale market.

Cost of sales

For the year ended 31 March 2026, the Group's cost of sales amounted to approximately HK$387.9 million, representing a decrease of approximately 1.5% from approximately HK$393.8 million for the same period in 2025. Such decrease was mainly due to the margin enhancing strategy implemented by the Group in our distribution segment. Our cost of sales accounted for approximately 76.8% of the Group's total revenue for the year ended 31 March 2026 (FY2025: approximately 78.0%).

Gross profit and gross profit margin

For the year ended 31 March 2026, the Group's gross profit amounted to approximately HK$117.5 million, representing an increase of approximately 6.0% from approximately HK$110.9 million for the same period in 2025. The Group's gross profit margin for the year ended 31 March 2026 increased by approximately 1.2% to approximately 23.2% as compared to that of approximately 22.0% for the same period in 2025. The increase in gross profit margin was mainly due to the margin enhancing strategy implemented by the Group in our distribution segment.

Selling and distribution expenses

For the year ended 31 March 2026, selling and distribution expenses of the Group amounted to approximately HK$44.3 million, representing an increase of approximately 11.3% from approximately HK$39.8 million for the same period in 2025. Such increase was mainly due to the increase in advertising and promotion expenses as a result of increased marketing activities.

Administrative expenses

For the year ended 31 March 2026, administrative expenses of the Group amounted to approximately HK$47.3 million, representing an increase of approximately 5.1% from approximately HK$45.0 million for the same period in 2025. Such increase was primarily attributable to the expected credit losses provision of approximately HK$0.5 million recognised on trade receivables during FY2026.

Finance costs, net

For the year ended 31 March 2026, net finance costs of the Group amounted to approximately HK$2.9 million, representing an increase of approximately 45.0% from approximately HK$2.0 million for the same period in 2025, which was mainly attributable to the decrease in bank interest income as both the Group's bank balance and prevailing bank interest rates decreased during FY2026 as compared with FY2025.

Income tax expense

For the year ended 31 March 2026, the Group recorded income tax expense of approximately HK$3.2 million (FY2025: approximately HK$3.1 million), representing an effective tax rate of approximately 15.1% (FY2025: approximately 14.1%). The increase in effective tax rate was primarily attributable to a significant decrease in non-taxable bank interest income recognised in FY2026.

Net profit

Profit attributable to owners of the Company for the year ended 31 March 2026 was approximately HK$17.1 million, which decreased by approximately 3.9% from approximately HK$17.8 million in FY2025. The net profit margin (calculated as the ratio of the net profit for the year to the revenue) for the year ended 31 March 2026 was approximately 3.5%, which decreased as compared to that of approximately 3.7% for the same period in 2025. Basic earnings per share for the year ended 31 March 2026 amounted to approximately HK4.30 cents, as compared to that of approximately HK4.45 cents for the same period in 2025. Such decrease was mainly attributable to the reduced bank interest income, as both the Group's bank balance and prevailing bank interest rates decreased during FY2026 as compared with FY2025.

Capital expenditure

During the year ended 31 March 2026, capital expenditure amounted to approximately HK$37.2 million (FY2025: approximately HK$41.9 million). This amount was used mainly for the addition of right-of-use assets.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving and maintaining the highest standard of corporate governance to safeguard Shareholder's interests.

During the year ended 31 March 2026, the Company has applied the principles in the Corporate Governance Code (the "**CG Code**") as set out in Part 2 of Appendix C1 to the Rules (the "**Listing Rules**") Governing the Listing of Securities on the Stock Exchange. The corporate governance principles of the Company emphasise an effective Board with a high level of integrity, sound internal controls, as well as a high degree of transparency and accountability, which does not only enhance corporate value for shareholders of the Company (the "**Shareholders**") but also protect the long-term sustainability of the Group.

In the opinion of the Board, during FY2026 and up to the date of this announcement, the Company has complied with all the code provisions of the CG Code, save and except for code provision C.2.1 which states that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Mr. Chan Kam Chuen Andrew is both our chairman and chief executive officer and is responsible for the overall management of the Group and directing the strategic development and business plans of the Group.

The Board believes that vesting the roles of the chairman and chief executive officer in the same individual (that is, Mr. Chan Kam Chuen Andrew) would enable the Company to achieve higher responsiveness, efficiency and effectiveness when formulating business strategies and executing business plans. The Board believes that the balance of power and authority is sufficiently maintained by the operation of the senior management and the Board, which is comprised of experienced and high-calibre individuals. The Board currently comprises four executive Directors (including Mr. Chan Kam Chuen Andrew) and three independent non-executive Directors and therefore has a fairly strong independence element in its composition.

The Board will nevertheless review the structure and composition of the Board from time to time in light of prevailing circumstances, in order to maintain a high standard of corporate governance practices of the Company and ensure compliance with the code provisions of the CG Code.

Liquidity and financial resources review

The Group is financially sound with cash and cash equivalents of approximately HK$42.5 million as at 31 March 2026 (2025: approximately HK$55.4 million). As at 31 March 2026, the gearing ratio of the Group was approximately 23.9% (2025: approximately 27.3%), which was calculated based on the total debt divided by the total capital as at the end of the financial year. Debt of the Group refers to bank borrowings and lease liabilities. As at 31 March 2026, the Group has total banking facilities of approximately HK$113.7 million (2025: approximately HK$113.7 million) of which approximately HK$4.0 million (2025: approximately HK$4.0 million) has been utilised. We aim to maintain flexibility in funding by keeping sufficient bank balances, committed credit lines available and interest bearing borrowings which enable us to continue our business in a manner consistent with the short-term and long-term financial strategies of the Group.

Foreign currency risk

The Group operates in Hong Kong and is exposed to foreign exchange risk from the purchase of goods from overseas suppliers and cash and cash equivalents denominated in foreign currencies, primarily with respect to the Japanese yen, the New Taiwan dollar and the United States dollar.

The Group will continue to take proactive measures and monitor closely of its exposure to such currency movement.

Treasury policies

The Group adopts prudent treasury policies. The Group's management has monitoring procedures to ensure that follow- up action is taken to recover overdue debts. In addition, management reviews regularly the recoverable amount of each individual trade receivable by taking into account the market conditions, customers' profiles and contractual terms to ensure that adequate impairment is made for irrecoverable amounts. On top of these ongoing credit evaluations, the Board also closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

Capital structure

The shares of the Company (the "**Shares**") were successfully listed on the Main Board of the Stock Exchange on 14 March 2018. There has been no change in the capital structure of the Group during FY2026. The share capital of the Company only comprises ordinary Shares. As at 31 March 2026, the Company had 400,000,000 Shares in issue.

Capital commitments, contingent liabilities and charged assets

The Group has no material capital commitments, contingent liabilities nor charges on the Group's assets as at 31 March 2026.

Employees and remuneration policies

As at 31 March 2026, the Group employed a total of 608 employees (2025: 638) and the employee benefit expenses including directors' emoluments were approximately HK$125.4 million (2025: approximately HK$124.2 million). The Group offers a comprehensive remuneration package which is reviewed by the management on a regular basis.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

For the year ended 31 March 2026, the Group did not have any significant investments, acquisitions or disposals of subsidiaries/associates and joint ventures.

EVENTS AFTER THE REPORTING DATE

There were no significant events after the reporting period up to the date of this announcement.

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The audit committee of the Board comprises three independent non-executive Directors, namely, Mr. Chung Kwok Mo John, Mr. Pang Koon Kwai and Mr. See Hung Yan Peter. The audit committee of the Board has reviewed the accounting principles and practices adopted by the Group and discussed risk management, internal control and financial reporting matters with management including a review of the audited consolidated financial statements of the Group for the year ended 31 March 2026.

SCOPE OF WORK OF PRICEWATERHOUSECOOPERS

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of comprehensive income and the related notes thereto for the year ended 31 March 2026 as set out in the preliminary announcement have been agreed by the Group's auditor, PricewaterhouseCoopers, to the amounts set out in the Group's audited consolidated financial statements for the year.

The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by PricewaterhouseCoopers on the preliminary announcement.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules as its own code of conduct governing the Directors' transactions in the listed securities of the Company. Employees of the Group (the "**Relevant Employees**") who, because of their office or employment, are likely to possess inside information in relation to the Company or its securities are also subject to compliance with the Model Code.

The Company has made specific enquiry with all Directors, and each Director has confirmed that he or she has complied with the standards as set out in the Model Code during the year ended 31 March 2026 and up to the date of this announcement. No incident of non-compliance of the Model Code by the Relevant Employees was noted by the Company during the year ended 31 March 2026 and up to the date of this announcement.

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 (including treasury Shares, if any) during the year ended 31 March 2026 and up to the date of this announcement.

DIVIDENDS

The Board recommends the declaration and payment of a final dividend of HK2.5 cents per Share (2025: HK2.5 cents) for the year ended 31 March 2026 and a special dividend of HK5.0 cents per share (2025: Nil) payable to Shareholders whose names appeared on the register of members of the Company on Friday, 18 September 2026. Subject to the approval of the Shareholders at the forthcoming annual general meeting (the "**AGM**"), the final dividend and the special dividend will be paid on or around Wednesday, 30 September 2026.

CLOSURE OF REGISTER OF MEMBERS

For ascertaining Shareholders' right to attend and vote at the AGM

Shareholders whose names appear on the register of members of the Company on Friday, 4 September 2026 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from Tuesday, 1 September 2026 to Friday, 4 September 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date will be Friday, 4 September 2026 and in order to qualify for attending and voting at the AGM, Shareholders should ensure that all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Monday, 31 August 2026.

For ascertaining Shareholders' entitlement to the proposed final dividend and special dividend

For ascertaining Shareholders' entitlement to the proposed final dividend and special dividend, the register of members of the Company will be closed from Wednesday, 16 September 2026 to Friday, 18 September 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date will be Friday, 18 September 2026 and in order to qualify for the proposed final dividend and special dividend, Shareholders should ensure that all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Tuesday, 15 September 2026.

ANNUAL GENERAL MEETING

The AGM will be held on Friday, 4 September 2026. Notice of the AGM will be sent to the Shareholders in due course.

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This announcement will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.bandshk.com. The annual report of the Company for the year ended 31 March 2026 and the notice of the AGM will be despatched to the Shareholders and made available on the websites of the Stock Exchange and the Company in due course.

By order of the Board
B & S International Holdings Ltd.
Chan Kam Chuen Andrew
Chairman and Chief Executive Officer

Hong Kong, 26 June 2026

As at the date of this announcement, the Board comprises Mr. Chan Kam Chuen Andrew, Mr. Chan Siu Cheung Stephen, Mr. Chau Wing Kong William and Ms. Tin Hau Ling Janny as executive Directors; and Mr. Pang Koon Kwai, Mr. See Hung Yan Peter and Mr. Chung Kwok Mo John as independent non-executive Directors.