

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



(Stock Code: 00173)

Resilience Amid Challenges: Preserving Distinctive Quality and Value

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2025

ANNUAL RESULTS HIGHLIGHTS

The Board of Directors (“**Board**”) of K. Wah International Holdings Limited (“**Company**”) is pleased to announce the consolidated annual results of the Company and its subsidiaries (together the “**Group**”) as follows:

- Revenue of the Group was HK\$1,985 million and taking into account joint ventures and associated companies, total attributable revenue of the Group was HK\$11,549 million.
- Loss attributable to equity holders of the Company was HK\$869 million.
- Attributable contracted sales of the Group amounted to HK\$5.7 billion for the year ended 31 December 2025.
- As of 31 December 2025, the Group had attributable contracted sales of HK\$6.5 billion in total yet to be recognised.
- Loss per share was 27.57 HK cents and the full year dividend per share (including final dividend per share of 1 HK cent) was 3 HK cents.
- As of 31 December 2025, net asset value per share was HK\$12.7.
- As of 31 December 2025, the gearing ratio of the Group was 17%.
- The Group, with its financial resources, will continue to assess any opportunities, where appropriate, to replenish its landbank in Hong Kong, and the Pearl River and Yangtze River Deltas, on a disciplined basis and in a cautious manner.

CONSOLIDATED PROFIT AND LOSS STATEMENT
For the year ended 31 December 2025

	<i>Note</i>	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Revenue	3	1,985,027	7,187,433
Cost of sales		(1,980,483)	(5,827,434)
Gross profit		4,544	1,359,999
Other operating income		537,929	609,704
Other net gains		50,141	96,327
Change in fair value of investment properties		524,683	(52,602)
Other operating expenses		(284,013)	(323,318)
Administrative expenses		(452,705)	(552,623)
Finance costs	4	(365,072)	(442,038)
Share of (losses)/profits of joint ventures		(465,914)	21,155
Share of losses of associated companies		(38,733)	(10,256)
(Loss)/profit before taxation	5	(489,140)	706,348
Taxation charge	6	(373,791)	(337,261)
(Loss)/profit for the year		<u>(862,931)</u>	<u>369,087</u>
Attributable to:			
Equity holders of the Company		(869,261)	335,070
Non-controlling interests		6,330	34,017
		<u>(862,931)</u>	<u>369,087</u>
		<i>HK cents</i>	<i>HK cents</i>
(Loss)/earnings per share	7		
Basic		(27.57)	10.63
Diluted		(27.57)	10.63

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 December 2025

	2025	2024
	HK\$'000	HK\$'000
(Loss)/profit for the year	(862,931)	369,087
Other comprehensive income/(loss):		
<i>Items that will not be reclassified to profit and loss:</i>		
Change in fair value of financial assets at fair value through other comprehensive income	864,415	(1,746,703)
Exchange differences arising from translation - non-controlling interests	47,796	(72,120)
<i>Items that may be reclassified to profit and loss:</i>		
Exchange differences arising from translation - subsidiaries	576,972	(601,082)
- joint ventures and associated companies	2,240	(1,515)
(Losses)/gains on net investment hedges	(330,286)	138,497
Other comprehensive income/(loss) for the year	1,161,137	(2,282,923)
Total comprehensive income/(loss) for the year	298,206	(1,913,836)
Total comprehensive income/(loss) attributable to:		
Equity holders of the Company	244,080	(1,875,733)
Non-controlling interests	54,126	(38,103)
	298,206	(1,913,836)

CONSOLIDATED BALANCE SHEET

As at 31 December 2025

	<i>Note</i>	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
ASSETS			
Non-current assets			
Property, plant and equipment		316,306	330,263
Investment properties		17,852,928	16,349,981
Right-of-use assets		74,599	77,416
Joint ventures		10,769,795	9,984,779
Associated companies		3,990,443	2,988,409
Financial assets at fair value through other comprehensive income		6,226,389	5,361,974
Deferred taxation assets		288,851	305,233
Other non-current assets		653,197	905,540
		<u>40,172,508</u>	<u>36,303,595</u>
Current assets			
Development properties		17,920,236	18,634,218
Inventories		970	897
Amounts due from joint ventures		74,260	96,167
Debtors and prepayments	9	608,801	503,910
Derivative financial instruments		-	62,202
Financial assets at fair value through profit or loss		1,274	215,895
Taxes recoverable		840,685	904,784
Cash and cash equivalents and bank deposits		6,473,137	9,649,379
		<u>25,919,363</u>	<u>30,067,452</u>
Total assets		<u>66,091,871</u>	<u>66,371,047</u>
EQUITY			
Share capital		315,273	315,273
Reserves		39,786,752	39,763,363
Shareholders' funds		<u>40,102,025</u>	<u>40,078,636</u>
Non-controlling interests		1,898,669	1,879,113
Total equity		<u>42,000,694</u>	<u>41,957,749</u>
LIABILITIES			
Non-current liabilities			
Borrowings		10,379,475	10,802,654
Lease liabilities		3,052	3,937
Deferred taxation liabilities		2,807,007	2,638,590
		<u>13,189,534</u>	<u>13,445,181</u>
Current liabilities			
Amounts due to joint ventures		826,999	808,253
Amounts due to associated companies		83,856	79,219
Creditors, accruals and other liabilities	10	1,660,137	1,539,793
Pre-sales deposits		4,355,968	4,291,758
Current portion of borrowings		3,358,853	3,759,888
Derivative financial instruments		103,360	2,553
Taxes payable		512,470	486,653
		<u>10,901,643</u>	<u>10,968,117</u>
Total liabilities		<u>24,091,177</u>	<u>24,413,298</u>
Total equity and liabilities		<u>66,091,871</u>	<u>66,371,047</u>
Net current assets		<u>15,017,720</u>	<u>19,099,335</u>
Total assets less current liabilities		<u>55,190,228</u>	<u>55,402,930</u>

NOTES

1. Basis of preparation

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards (“*HKFRSs*”) issued by the Hong Kong Institute of Certified Public Accountants under the historical cost convention as modified by the revaluation of investment properties, certain financial assets and financial instruments, which are carried at fair values. HKFRSs comprise the following authoritative literature: HKFRS Accounting Standards, Hong Kong Accounting Standards and Interpretations developed by the Hong Kong Institute of Certified Public Accountants.

The accounting policies and methods of computation used in the preparation of the consolidated financial statements are consistent with those used in the consolidated financial statements for the year ended 31 December 2024, except as stated below.

The adoption of amendments to standards

In 2025, the Group adopted the following amendments to standards, which are relevant to its operations.

HKAS 21 and HKFRS 1 (Amendments) Lack of Exchangeability

The above amendments to standards did not have significant impact on the Group’s accounting policies and did not require retrospective adjustments.

New standards, amendments and improvements to standards and interpretation that are not yet effective

		Effective for accounting periods beginning on or after
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
HKFRS 9 and HKFRS 7 (Amendments)	Contracts Referencing Nature-dependent Electricity	1 January 2026
HKFRS 9 and HKFRS 7 (Amendments)	Classification and Measurement of Financial Instruments	1 January 2026
HKAS 7, HKFRS 1, HKFRS 7, HKFRS 9 and HKFRS 10	Annual Improvements to HKFRS Accounting Standards – Volume 11	1 January 2026
HKAS 21 (Amendments)	Translation to Hyperinflationary Presentation Currency	1 January 2027
HKFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
HKFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Hong Kong Interpretation 5 (Amendment)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2027

The Group will adopt the above new standards, amendments and improvements to standards and interpretation as and when they become effective. The Group has performed a preliminary assessment of the likely impact and anticipates that the application of these new standards, amendments and improvements to standards and interpretation will have no material impact on the results and the financial position of the Group, except for the application of HKFRS 18 which is expected to primarily affect the presentation and disclosures in the consolidated financial statements. The Group will continue to assess the impact in more details.

2. Segment information

The Group is principally engaged in property development and investment in Hong Kong and the Mainland. In accordance with the internal financial reporting of the Group provided to the chief operating decision-maker for the purposes of allocating resources, assessing performance of the operating segments and making strategic decisions, the reportable operating segments are property development and property investment. The Group regards the Board as the chief operating decision-maker.

The results of the operating segments represent the adjusted earnings before interest, tax, depreciation, amortisation and certain items (the “*Adjusted EBITDA*”). Certain items include other operating income/expenses, other net gains/losses and change in fair value of investment properties. The Adjusted EBITDA excludes the share of results of joint ventures and associated companies. There are no sales or trading transactions between the operating segments. Others represent corporate level activities including central treasury management, hotel operation and administrative function.

Segment assets represent total assets excluding joint ventures, associated companies and other assets. Other assets mainly include financial assets at fair value through other comprehensive income, hotel building, inventories and other non-operating assets held by the corporate office.

	Property development		Property investment	Others	Total
	Hong Kong HK\$'000	Mainland HK\$'000	HK\$'000	HK\$'000	HK\$'000
Year ended 31 December 2025					
Revenue from contracts with customers					
- Recognised at a point in time	255,410	1,046,946	-	-	1,302,356
- Recognised over time	-	-	-	84,257	84,257
Revenue from other sources					
- Rental income	-	-	598,414	-	598,414
Revenue	255,410	1,046,946	598,414	84,257	1,985,027
Adjusted EBITDA	46,974	(743,717)	442,767	(159,402)	(413,378)
Other income and expenses/gains, net					304,057
Depreciation and amortisation					(34,783)
Change in fair value of investment properties			524,683		524,683
Finance costs					(365,072)
Share of losses of joint ventures	(444,522)	(21,392)			(465,914)
Share of losses of associated companies	(38,733)	-			(38,733)
Loss before taxation					(489,140)
Taxation charge					(373,791)
Loss for the year					(862,931)
As at 31 December 2025					
Segment assets	4,541,924	21,427,745	18,428,372	-	44,398,041
Other assets	-	-	-	6,859,332	6,859,332
Joint ventures	9,827,242	1,016,813	-	-	10,844,055
Associated companies	3,961,851	28,592	-	-	3,990,443
Total assets	18,331,017	22,473,150	18,428,372	6,859,332	66,091,871
Total liabilities	5,785,747	15,307,315	2,845,999	152,116	24,091,177

2. Segment information (Cont'd)

	Property development		Property investment	Others	Total
	Hong Kong HK\$'000	Mainland HK\$'000	HK\$'000	HK\$'000	HK\$'000
Year ended 31 December 2024					
Revenue from contracts with customers					
- Recognised at a point in time	540,491	5,913,305	-	-	6,453,796
- Recognised over time	-	-	-	90,667	90,667
Revenue from other sources					
- Rental income	-	-	642,970	-	642,970
Revenue	540,491	5,913,305	642,970	90,667	7,187,433
Adjusted EBITDA	197,349	353,227	486,538	(194,476)	842,638
Other income and expenses/gains, net					382,713
Depreciation and amortisation					(35,262)
Change in fair value of investment properties			(52,602)		(52,602)
Finance costs					(442,038)
Share of profits/(losses) of joint ventures	24,008	(2,853)			21,155
Share of losses of associated companies	(9,993)	(263)			(10,256)
Profit before taxation					706,348
Taxation charge					(337,261)
Profit for the year					369,087
As at 31 December 2024					
Segment assets	4,195,954	25,805,425	16,700,841	-	46,702,220
Other assets	-	-	-	6,599,472	6,599,472
Joint ventures	9,004,466	1,076,480	-	-	10,080,946
Associated companies	2,960,522	27,887	-	-	2,988,409
Total assets	16,160,942	26,909,792	16,700,841	6,599,472	66,371,047
Total liabilities	6,253,448	15,406,978	2,678,840	74,032	24,413,298
Additions to non-current assets					
Year ended 31 December 2025	-	9,843	33,164	243	43,250
Year ended 31 December 2024	-	9,576	67,249	291	77,116

2. Segment information (Cont'd)

Geographical segment information

The Group operates in two (2024: two) main geographical areas: Hong Kong and the Mainland.

The revenue for the years ended 31 December 2025 and 2024 and total non-current assets (other than joint ventures, associated companies, financial assets at fair value through other comprehensive income, deferred taxation assets and other non-current assets) as at 31 December 2025 and 2024 by geographical area are as follows:

Revenue

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Hong Kong	337,964	636,454
Mainland	<u>1,647,063</u>	<u>6,550,979</u>
	<u>1,985,027</u>	<u>7,187,433</u>

Non-current assets

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Hong Kong	2,643,637	2,687,570
Mainland	<u>15,600,196</u>	<u>14,070,090</u>
	<u>18,243,833</u>	<u>16,757,660</u>

3. Revenue

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Sale of properties	1,302,356	6,453,796
Rental income	598,414	642,970
Hotel operations	<u>84,257</u>	<u>90,667</u>
	<u>1,985,027</u>	<u>7,187,433</u>

4. Finance costs

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Interest expenses		
Bank loans, overdrafts and others	566,961	835,481
Lease liabilities	<u>239</u>	<u>190</u>
	<u>567,200</u>	<u>835,671</u>
Capitalised as cost of properties under development	<u>(202,128)</u>	<u>(393,633)</u>
	<u>365,072</u>	<u>442,038</u>

5. (Loss)/profit before taxation

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
(Loss)/profit before taxation is stated after crediting:		
Interest income from banks	98,644	186,057
Interest income from joint ventures and associated companies	50,613	66,057
Dividend income from financial assets at fair value through other comprehensive income	194,981	129,987
Gain on disposal of property, plant and equipment	37	-
Net gains on settlement of derivative financial instruments	39,527	96,942
Net fair value gains on financial assets at fair value through profit or loss	6,029	17,639
Net exchange gains	25,483	28,099
and after charging:		
Cost of properties sold	1,138,241	5,307,965
Cost of inventories consumed/sold	14,924	14,749
Impairment of development properties	715,472	393,976
Selling and marketing expenses	136,970	189,277
Depreciation for property, plant and equipment (net of capitalisation)	30,074	29,789
Depreciation for right-of-use assets	4,709	5,473
Loss on disposal of property, plant and equipment	-	807
Lease expenses	5,441	5,998
Net fair value losses on derivative financial instruments	20,935	45,546

6. Taxation charge

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Current		
Hong Kong profits tax	8,278	16,818
Mainland		
- Income tax	164,324	391,115
- Land appreciation tax	72,023	76,237
Under/(over)-provision in previous years	236	(2,113)
Deferred	128,930	(144,796)
	<u>373,791</u>	<u>337,261</u>

Hong Kong profits tax has been provided at the rate of 16.5% (2024: 16.5%) on the estimated assessable profits for the year after setting off available tax losses brought forward. Taxation assessable on profits generated for the year in the Mainland has been provided at the rate of 25% (2024: 25%). There is no income tax provided on other comprehensive income.

Land appreciation tax in the Mainland is normally provided at statutory progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including lease charges of land use rights and all property development expenditures, and is included in the profit and loss statement as taxation charge.

The Group is within the scope of the Pillar Two Rules promulgated by the Organisation for Economic Co-operation and Development (the “*Rules*”). Under the Rules, the Group is liable to pay a top-up tax in jurisdictions where its effective tax rate falls below 15%. The Group has assessed its exposure to the Rules. Based on the assessment for the year ended 31 December 2025, the Group does not expect a material impact on its income tax position resulting from the Rules.

7. (Loss)/earnings per share

The calculation of basic and diluted (loss)/earnings per share for the year is based on the following:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
(Loss)/profit attributable to equity holders of the Company	<u>(869,261)</u>	<u>335,070</u>
	Number of shares	
	2025	2024
Weighted average number of shares for calculating basic (loss)/earnings per share	3,152,728,607	3,152,728,607
Effect of dilutive potential ordinary shares - Share options	-	-
Weighted average number of shares for calculating diluted (loss)/earnings per share	<u>3,152,728,607</u>	<u>3,152,728,607</u>

8. Dividends

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Interim cash dividend of 2 HK cents (2024: 4 HK cents) per share	63,055	126,109
Proposed final cash dividend of 1 HK cent (2024: 5 HK cents) per share	<u>31,527</u>	<u>157,636</u>
	<u>94,582</u>	<u>283,745</u>

The Board recommended the payment of a final cash dividend in respect of 2025 of 1 HK cent (2024: 5 HK cents) per share. This dividend will be accounted for as an appropriation of retained earnings in the year ending 31 December 2026.

9. Debtors and prepayments

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Trade debtors	7,227	7,508
Other debtors	144,894	181,269
Tender deposits	50,000	-
Prepayments and other deposits	85,805	27,198
Sales commissions	11,483	9,027
Prepaid sales taxes	<u>309,392</u>	<u>278,908</u>
	<u>608,801</u>	<u>503,910</u>

Trade debtors mainly comprise rental receivables. Rental from tenants is due and payable in advance.

The aging analysis of the trade debtors of the Group based on the date of invoices and net of provision for bad and doubtful debts is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Within one month	5,818	4,618
Two to three months	1,409	2,541
Four to six months	-	334
Over six months	-	15
	<u>7,227</u>	<u>7,508</u>

10. Creditors, accruals and other liabilities

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Trade creditors	939,185	790,514
Other creditors	81,253	108,691
Accrued operating expenses	412,605	411,851
Rental and other deposits received	226,110	226,146
Lease liabilities - current portion	984	2,591
	<u>1,660,137</u>	<u>1,539,793</u>

Trade creditors mainly comprise construction cost payables and accrued operating expenses mainly comprise accrued sales commissions, sales taxes and other operating expenses.

The aging analysis of the trade creditors of the Group based on the date of invoices is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Within one month	938,206	788,891
Two to three months	11	123
Four to six months	124	12
Over six months	844	1,488
	<u>939,185</u>	<u>790,514</u>

11. Guarantees

As at 31 December 2025 and 2024, the Group has executed the following guarantees in respect of loan facilities granted by banks and financial institutions:

	2025		2024	
	Outstanding <i>HK\$'000</i>	Utilised <i>HK\$'000</i>	Outstanding <i>HK\$'000</i>	Utilised <i>HK\$'000</i>
Joint ventures	241,670	241,670	8,150,687	6,734,987
Associated companies	1,684,050	1,399,050	980,000	980,000
Properties buyers (note)	1,281,080	1,281,080	1,617,295	1,617,295
	<u>3,206,800</u>	<u>2,921,800</u>	<u>10,747,982</u>	<u>9,332,282</u>

Note: The Group has provided guarantees in respect of mortgage facilities granted by certain banks relating to the mortgage loans arranged for certain purchasers of the Group's properties in the Mainland. Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible for repaying the outstanding mortgage principals together with accrued interest and penalty owed by the defaulted purchasers to the banks and the Group is entitled to take over the legal title and possession of the related properties. Such guarantees shall terminate upon issuance of the relevant property ownership certificates.

MANAGEMENT DISCUSSION AND ANALYSIS

OPERATIONS REVIEW AND OUTLOOK

Operating Results

The revenue of the Group for the year ended 31 December 2025 was HK\$1,985 million, primarily derived from the property sales of K. Summit in Hong Kong, Cosmo in Guangzhou and J City in Jiangmen, and the rental income of Shanghai K. Wah Centre. The attributable revenue of the Group (comprising the revenue of the Group and attributable revenue from joint ventures and associated companies of HK\$9,564 million) was HK\$11,549 million for the year ended 31 December 2025.

Loss attributable to equity holders of the Company was HK\$869 million while the underlying loss of the Group was HK\$1,292 million before the net of tax fair value change of investment properties for the year ended 31 December 2025. The underlying loss was primarily due to the impairment provision on development properties as a consequences of market conditions, and share of losses of joint ventures which have negative project margins under price pressure. Nonetheless, the Group maintains strong liquidity, a low gearing and ample financial resources, including the cash and bank deposits amounted to HK\$6,473 million and available undrawn banking facilities amounted to HK\$15,878 million held as of 31 December 2025, and there are positive measures showing the governments' proactiveness to stabilise the markets.

The total comprehensive income attributable to equity holders of the Company was HK\$244 million for the year ended 31 December 2025 after primarily accounting for the fair value change on the non-current investment of an approximately 3.71% interest in Galaxy Entertainment Group Limited ("**GEG**") and exchange differences arising from translation of the Group's RMB denominated net assets at year-end.

Attributable contracted sales of the Group (comprised of contracted sales of the Group and attributable contracted sales from joint ventures and associated companies) in 2025 amounted to HK\$5.7 billion, mainly derived from Villa Garda, KT Marina and Grand Mayfair in Hong Kong and Cosmo in Guangzhou.

As of 31 December 2025, the Group had attributable contracted sales yet to be recognised amounted to HK\$6.5 billion, expected to be accounted for from the year of 2026 onwards.

Property Development

(A) Hong Kong

Given lower borrowing costs and an improvement in market sentiment, the Hong Kong property market has shown signs of gradual recovery in 2025. During the year, the Group continued to market remaining units across various launched projects. The market opportunity was seized to launch more batches of units of Villa Garda in Tseung Kwan O and KT Marina in Kai Tak, while Phase III of Grand Mayfair in Yuen Long was first put up for sale. These three joint venture projects received positive market responses, resulting in attributable contracted sales amounted to approximately HK\$4.1 billion.

Following the certificates of compliance being issued, the handover of pre-sold units for three joint venture projects, Grand Mayfair, Villa Garda and KT Marina, commenced in late March and early April 2025, with the corresponding attributable sales recognised in the year.

The Group will continue to market its remaining units across various launched projects. In addition, a number of projects in the sales pipeline will be launched for sale in 2026, subject to market conditions.

Construction work of projects under development are progressing as scheduled.

Details of the Group's major development projects are as follows:

2 Grampian Road, Kowloon (100% owned)

This project has 5 premium house units and is situated in one of Kowloon's prime residential areas with a total GFA of approximately 2,000 square metres. The development of the project was completed with one house unit sold.

Kabitat•Tin Hau, Hong Kong (100% owned)

This project, with a total GFA of approximately 4,000 square metres, is being redeveloped into a premium residential project and sits in close proximity to the city's central business district and within walking distance to the MTR Tin Hau Station. Construction work is well underway, and the project is targeted to be completed in 2026. Pre-sales are launched in January 2026 and received an overwhelming market response with only two special units still available.

Inland Lot No. 8872, Hospital Road, Hong Kong (100% owned)

This prime site within walking distance to the MTR Sai Ying Pun Station, offers a total GFA of approximately 4,000 square metres. Located on a hillside, it is being developed into a premium residential project and enjoys panoramic city views, while a number of historical architectural buildings are in the vicinity. Construction work is well underway and the project is targeted to be completed in 2027. Pre-sales are expected to be launched in 2026, subject to market conditions.

28 Po Shan Road, Hong Kong (50% owned)

This project is a premium luxury residence, which has a total GFA of approximately 4,100 square metres, and offers one vertical house with eight-storey over the podium. It is located in a prestigious Mid-Levels area with stunning sea views. The development of the project was completed in 2024 and is ready to be put on the market, subject to market conditions.

Grand Victoria, South West Kowloon (22.5% owned)

This project is a premium-grade residential property comprising of 1,437 units in three phases. With a total GFA of approximately 91,800 square metres, it is situated within walking distance to the MTR Nam Cheong Station in a coveted urban waterfront location featuring panoramic harbour views. The development of the project was completed and nearly all of the units were sold as of year-end.

Grand Mayfair, Yuen Long (33⅓% owned)

This premium residential project has a total GFA of approximately 114,800 square metres comprising 2,200 units in three phases. Located next to the MTR Kam Sheung Road Station, it offers convenient access to other parts of the city and to the Mainland. Pre-sales of Phases I and II began in 2022 and pre-sales of Phase III are launched in October 2025, with approximately 90% of the units sold. The development of Phases I and II are complete with the certificates of compliance obtained in March 2025. Pre-sold units of Phases I and II were handed over to buyers with corresponding attributable sales recognised for the year. Construction work of Phase III is well underway and is targeted to be completed in 2027.

Villa Garda, Tseung Kwan O (30% owned)

This premium residential project is situated on the seafront at Tseung Kwan O and is connected to the MTR LOHAS Park Station. It has a total GFA of approximately 88,800 square metres, offering 1,880 units in three phases. Pre-sales began in 2022 with over 95% of the units sold. The development is complete with the certificates of compliance obtained by May 2025. Pre-sold units were handed over to buyers with corresponding attributable sales recognised for the year.

KT Marina, Kai Tak (40% owned)

This premium residential project has a total GFA of approximately 99,900 square metres and offers 2,138 units in two phases. It is located in the Kai Tak Development Area close to the MTR Kai Tak Station. The pre-sales of Phase I began in late 2023 with approximately 85% of the launched units sold. Pre-sales of the remaining phase are expected to be launched in 2026, subject to market conditions. The development of Phase I is complete with the certificate of compliance obtained in March 2025. Pre-sold units were handed over to buyers with corresponding attributable sales recognised for the year. Construction work of the remaining phase is well underway and is targeted to be completed in 2026.

Victoria Voyage, Kai Tak (10% owned)

This premium residential project is located in the Kai Tak Development Area opposite KT Marina, offering panoramic views of Victoria Harbour. It has a total GFA of approximately 111,900 square metres, comprising 2,060 units in four phases. The development is complete and the certificate of compliance was obtained in March 2025. The sales of the first two phases were launched in August 2025 with approximately 75% of the launched units sold.

La Mirabelle, Tseung Kwan O (25% owned)

This site has a total GFA of approximately 144,000 square metres and is being developed into a premium residential project by a joint venture with other property developers, offering 2,550 units in two phases. It is located northwest of the MTR LOHAS Park Station and enjoys views of Junk Bay. Construction work is well underway and the project is targeted to be completed in 2027. Pre-sales of Phase I are launched in March 2026.

(B) Mainland

During the year, the Group continued to market remaining units of various launched projects including Cosmo in Guangzhou, VETTA in Suzhou and J City in Jiangmen, generating total contracted sales of approximately RMB1.1 billion for the Group.

The development of the Group's projects under construction is progressing on schedule and according to plan. The Group will also continue to market the remaining units of its various completed projects.

Details of the Group's major development projects are as follows:

Shanghai, Nanjing and Suzhou

Site XHPO-0001, D1-2&D5B-1, Huajing Town, Xuhui District, Shanghai (60% owned)

This project, with a total GFA of approximately 195,800 square metres, is located in a core development zone planned for artificial intelligence and life science industries. In close proximity to a multiple-railway interchange, this comprehensive development is being developed in phases, integrating residences, offices, retail and a hotel for sale/long-term investment. The residential portion, Avenir, offers the market 440 units of three- and four-

bedroom and was launched for sale in 2024 with an encouraging market response, resulting in all units pre-sold in the same year. The development of Avenir is complete in December 2025. The handover of pre-sold units to buyers commenced in January 2026 with satisfactory results and corresponding sales to be recognised in 2026. Construction work of other portions is underway and on schedule.

Cavendish, Jiangning District, Nanjing (100% owned)

This project is located in Jiangning District, close to several railway and transportation networks and within walking distance from Nanjing South Railway Station. It has a total GFA of approximately 49,700 square metres, offering 381 residential units and ancillary commercial facilities. The development of the project was completed with approximately 70% of the units sold as of year-end.

Site 2020G72, Hexi New Town, Jianye District, Nanjing (100% owned)

This project, located in a core urban district, is in close proximity to the central business district of Hexi and next to Wuhoujie Metro Station with a total GFA of approximately 477,000 square metres. This comprehensive project is being developed in phases integrating residences, apartments, retail, offices and a hotel for sale/long-term investment. The residential portion, Sierra, consists of 11 towers with 856 three- to five-bedroom units ranging in size from 103 to 211 square metres. The development of Sierra was completed in 2024 and 10 residential towers were put on the market with approximately 95% units sold as of year-end. Sales of the remaining tower will launch once the relevant documents have been obtained. The development of the first phase of the commercial portion is complete in the second half of 2025. One tower of apartments was transferred as investment property in late 2025 and leasing activities have commenced.

VELTA, Xiangcheng District, Suzhou (100% owned)

This project is located in Suzhou Xiangcheng District, next to the Suzhoubei Railway Station and the Suzhou Rail Transit Line 2. It has a total GFA of approximately 70,400 square metres, offering 588 three- and four-bedroom residential units. The development was completed with approximately 90% of the units sold as of year-end.

Avanti, National Hi-Tech District, Suzhou (100% owned)

This project is located in Suzhou National Hi-Tech District, next to the Suzhou Xinqu Railway Station, the Suzhou Rail Transit Line 3 and the Suzhou Rail Transit Line 6. With a total GFA of approximately 59,000 square metres, it offers 514 residential units. The development of the project was completed with approximately 60% of the launched units sold.

Guangzhou, Dongguan and Jiangmen

Phases III&IV of K. Wah Plaza, Huadu District, Guangzhou (100% owned)

Consisting of four buildings including apartments, offices and retail facilities, this completed project is close to Baiyun International Airport and has a total GFA of approximately 86,000 square metres. Approximately 90% of the apartments have been sold as of year-end and the offices and retail portions are held for long-term investment purposes.

Cosmo, Xinhuaazhen West Site, Huadu District, Guangzhou (99.99% owned)

This project sits just steps away from Baiyun District and is poised to benefit from enhanced transportation networks. It has a total GFA of approximately 579,000 square metres and is being developed in phases for residential units and commercial complexes. The first phase, offering residential units with a GFA of approximately 187,000 square metres, provides 1,474 units of two- to four-room types in 12 towers and a commercial complex of 23,000 square metres. The development of the first phase was completed with approximately 80% of the launched units sold as of year-end. The development of the second phase is well underway and on schedule.

Bayview, Songshan Lake District, Dongguan (100% owned)

This project, situated in a prominent location in Songshan Lake District, Dongguan, is close to the central living area of Chashan Town with panoramic river views and in close proximity to Chashan Station on Dongguan's Rail Transit Line 2. It has a total GFA of approximately 159,000 square metres, providing 1,196 units, mainly of three- and four-bedroom and some special units, with ancillary commercial facilities. The development was completed with approximately 80% of the launched units sold as of year-end.

J City, Jianghai District, Jiangmen (100% owned)

Located in Jianghai District and next to the Jiangmendong Railway Station of the Guangzhou-Zhuhai Intercity Railway, J City comprises two adjacent land sites with a total aggregate GFA of approximately 278,600 square metres, providing 2,111 residential units available for sale with ancillary commercial facilities and a hotel. The development was completed with approximately 80% of the launched units sold as of year-end.

Property Investment

The Group's leasing performance continued to be satisfactory during the year. The overall occupancy remained stable and continues to deliver the Group steady recurrent income.

Details of the Group's major investment projects are as follows:

(A) Hong Kong

J SENSES at J Residence, Johnston Road, Wan Chai (100% owned)

With a total GFA of approximately 3,400 square metres, J SENSES is a premium dining and shopping arcade located in a prime Hong Kong Island location that offers the neighbourhood a high-end dining and leisure environment. It was fully leased as of year-end and continues to deliver the Group stable rental income.

Commercial Complex at Twin Peaks, Tseung Kwan O (100% owned)

With a total GFA of approximately 3,500 square metres, this complex serves the residents of Twin Peaks and the surrounding neighbourhood. It was almost fully leased for the year and continues to deliver the Group stable rental income.

Chantilly, 6 Shiu Fai Terrace, Stubbs Road (100% owned)

Located in a highly desirable area of Hong Kong Island, Chantilly offers a total GFA of approximately 4,700 square metres and is held for long-term investment, with overall occupancy of approximately 90% for the year.

Shops at K. Summit, Kai Tak (100% owned)

With a total GFA of approximately 1,200 square metres, this complex serves the residents of K. Summit and the surrounding neighbourhood. The shops were fully leased as of year-end.

(B) Mainland

Shanghai K. Wah Centre, Shanghai (69.6% effective interest)

This prime investment property is situated on Huaihai Zhong Road in Xuhui District, a central business district of Shanghai, with a total GFA of approximately 72,000 square metres. It continues to be one of the city's landmark offices and the choice of multinational corporate tenants. The property achieved an average occupancy rate of approximately 85% as of year-end and continues to provide the Group stable rental income.

Stanford Residences, Shanghai (100% owned)

The Group continues to be dedicated to providing a privileged residential lifestyle environment for tenants seeking high-end modern living. "Stanford Residences", including "Jing An" and "Xu Hui" with a total GFA of approximately 57,000 square metres, offer everything from five-star management services to sophisticated and contemporary interiors that feature stylish furniture and fittings. Throughout the year, they continued to enjoy high occupancy with an overall occupancy rate of over 90%, delivering the Group stable rental income. The strong rental rate and high occupancy drove the change in fair value this year.

Palace Lane, Shanghai (100% owned)

To serve its prestigious residents at The Palace and Xuhui's high-end retail market, Palace Lane, with a total GFA of approximately 8,000 square metres, offers consumers a variety of leisure, food and beverage experiences. The overall occupancy rate was approximately 60% for the year. Alternative usage is under consideration, subject to market conditions.

EDGE, Shanghai (53.61% owned)

EDGE, located by Suzhou Creek in Jingan District, with a total GFA of approximately 21,000 square metres, is close to various public transportation networks and connected to Qufu Road Station, an interchange station for Line 8 and Line 12 of the Shanghai Metro. Sustainability is integrated into its building design by incorporating green building features and the use of energy-efficient technologies and materials. It has been well received and maintained full occupancy throughout the year.

WYSH, Shanghai (100% owned)

WYSH, on Wuyi Road in Changning District, is situated in a historical and cultural heritage area and offers a well-developed community with good public transport networks. With a total GFA of approximately 13,300 square metres, it is positioned as an urban oasis integrating commerce, dining, leisure and entertainment, featuring both modern and traditional architectural elements. It became operational in 2024, with approximately 90% leased as of year-end.

Cavendish's commercial portions, Nanjing (100% owned)

This commercial complex has a total GFA of approximately 7,300 square metres, with approximately 90% leased as of year-end.

Citta Residences Hexi, Nanjing (100% owned)

These residences are situated within the comprehensive project in Hexi New Town next to Sierra, and has a total GFA of approximately 25,200 square metres. High-quality serviced apartments ensure comfortable and convenient smart living spaces for residents, bringing warmth and tranquillity to the rhythm of urban life. The development is complete in September 2025 and the leasing campaigns have been rolled out.

Cove Gala, Dongguan (100% owned)

This commercial complex situated within Silver Cove has a total GFA of approximately 11,600 square metres. It provides daily needs for residents and also serves the surrounding neighbourhood by offering consumers a wide variety of leisure and dining experiences. The occupancy rate was approximately 70% as of year-end.

K. Wah Plaza, Guangzhou (100% owned)

Situated in a prime location in Huadu District and offering convenient access to a number of public transportation networks, this retail space and offices held for rental have a total GFA of approximately 51,000 square metres, with occupancy of approximately 65% as of year-end.

Cosmo Avenue, Guangzhou (99.99% owned)

This commercial complex situated within Cosmo has a total GFA of approximately 23,000 square metres. It serves the residents of Cosmo and the neighbourhood by offering the community convenient living facilities and enjoying a wide variety of leisure, entertainment and dining experiences. It became operational in late 2024 with approximately 85% leased as of year-end.

Land Bank Replenishment

The Group remains vigilant in monitoring the land markets both in Hong Kong and the Mainland, exercising discipline and sound judgment in evaluating opportunities for land replenishment. The aim is to maximise earning potential while exploring diverse avenues for new investment prospects.

Investment in GEG

The Group has an investment of 162 million shares, or approximately 3.71% (2024: 3.71%) interest, in GEG, measured at fair value and classified as non-current assets. As of 31 December 2025, GEG represented 9% (2024: 8%) of the Group's total assets and its share price increased to HK\$38.32 (2024: HK\$33). The increase in fair value of HK\$864 million (2024: a decrease of HK\$1,747 million) was recorded to reserves. During the year, dividends of HK\$195 million (2024: HK\$130 million) were received from GEG.

The principal activities of GEG are gaming, the provision of hospitality and the sale, manufacture and distribution of construction materials. The audited consolidated profit attributable to equity holders of GEG for the year ended 31 December 2025 was HK\$10,674 million (2024: HK\$8,759 million), while the audited consolidated net asset value attributable to equity holders of GEG as at 31 December 2025 was HK\$83,143 million (2024: HK\$75,946 million). A final dividend of HK\$0.8 per share was just declared.

As stated in its 2025 annual results announcement, GEG continues to have confidence in the longer-term outlook of Macau. With its healthy and liquid balance sheet, solid financial foundation and cash flow from operations, it enables GEG to return capital to shareholders, fund its development pipelines, pursue international expansion opportunities and ensure that a strong balance sheet remains in the event of unforeseeable circumstances such as economic shocks.

The Board continues to view its investment in GEG as sound and for the long-term.

MARKET REVIEW AND OUTLOOK

Global, Mainland and Hong Kong

The global economy grew at a subdued pace of 3.2% in 2025, slightly slower than the 3.3% seen in 2024. While geopolitical tensions and supply chain adjustments persisted, a key shift was the significant easing of U.S. monetary policy. The Federal Reserve cut interest rates to a target range of 3.5%-3.75% by year-end, down from 4.5% in 2024, as inflation moderated to approximately 2.7% in the U.S. and approximately 2.0%-2.1% in Europe. Although this policy shift provided some relief, softer demand in key regions continued to weigh on export-oriented economies. Geopolitical instability remained a top concern for businesses, although earlier anxieties over trade policy began to recede.

The Mainland's economy met its growth target with a 5.0% expansion in 2025, matching the 2024 rate. However, the recovery was uneven. Growth was primarily driven by strong industrial production, particularly in advanced manufacturing, while domestic consumer confidence remained subdued amid ongoing real estate market uncertainties. To stabilise the property sector, the government continued targeted measures including enhanced support for homebuyers and incentives for financial institutions to increase lending.

Hong Kong's economy demonstrated resilience, with growth accelerating to approximately 3.2%-3.5% in 2025, up from 2.5% in 2024. This performance was supported by a sustained rebound in tourism, a recovery in cross-border trade, and effective government fiscal policies aimed at boosting consumption. The overall environment remained stable, with the unemployment rate steady at 3.8% and consumer price inflation staying modest at approximately 1.1%-1.2%.

Hong Kong Property Market

In 2025, Hong Kong's property market experienced continued recovery momentum, with first-hand residential transactions reaching 20,540 units, an approximate 21% year-on-year increase. This growth was driven by sustained government policies including extended stamp duty relief, interest rate cuts, and higher loan-to-value ratios, all of which further reduced home-buying costs and stimulated market activity. Additionally, enhancements to investor immigration schemes, talent programmes and Greater Bay Area developments contributed to increase housing demand, supporting a more robust market recovery.

Mainland Property Market

The Mainland property market showed signs of stabilisation in 2025, bolstered by a series of supportive measures such as further reductions in down payments, competitive mortgage rates, and continued loosening of purchase restrictions. However, buyer confidence remained cautious amid ongoing economic uncertainties. Nationwide, the volume of new residential property sales declined by approximately 10.0% year-on-year, while the value of these sales dropped by approximately 13.6%. This reflected a slight improvement in the rate of decline compared to the previous year, indicating a slow path towards stabilisation. The central government's commitment to stabilising the real estate market and promoting corporate liquidity reflects a proactive approach to supporting sector recovery.

Outlook for 2026

Looking ahead to 2026, the global economic environment is expected to remain subdued. Amid ongoing volatility and policy shifts, the International Monetary Fund forecasts global real gross domestic product growth of 3.3% and 3.2%, for 2026 and 2027 respectively. Monetary policy in major economies will continue to influence financial conditions.

For Hong Kong, the residential market recovery is forecast to extend into 2026, with mass residential prices projected to rise by approximately 5%-7%. This momentum is expected to be supported by stable interest rates, continued demand from mainland buyers, and a normalised supply pipeline. However, the commercial real estate sector may continue to face headwinds.

In the Mainland, the market is expected to continue its transition toward the new development model. Policy support is likely to remain targeted, focusing on ensuring delivery of pre-sold homes, mitigating financial risks, and boosting affordable housing. The performance gap between core first-tier cities and lower-tier cities is anticipated to persist.

Despite the challenging environment, the Group remains committed to delivering high-quality products, maintaining strong branding, and exercising disciplined cost and project management. Leveraging its strong financial position, the Group will continue to focus on prime projects in key areas of Hong Kong and the Mainland's first-tier cities, actively seeking opportunities to capitalise on the market recovery.

REVIEW OF FINANCE

Financial Position

The financial position of the Group remained satisfactory throughout the year. As of 31 December 2025, total funds employed (being total equity and total borrowings) were HK\$56 billion (2024: HK\$57 billion). The number of issued shares of the Company was 3,152,728,607 as of 31 December 2025 without any movement since last year end.

Group Liquidity, Financial Resources and Gearing Ratio

The Group monitors its liquidity requirements on a short-to-medium-term rolling basis and arranges refinancing of the Group's borrowings when appropriate. As of 31 December 2025, the Group's borrowings were HK\$13,738 million (2024: HK\$14,563 million) and 24% is repayable within one year. The maturity profile of the borrowings is spread over a period of up to five years except for an amount of HK\$432 million which is due after five years. The average interest rate for the Group during the year decreased to 3.1% from last year's average of 4.3%.

As of 31 December 2025, the Group had available undrawn banking facilities totaling HK\$15,878 million (2024: HK\$17,666 million) comprising HK\$12,999 million (2024: HK\$14,416 million) for working capital and HK\$2,879 million (2024: HK\$3,250 million) for project facility purposes.

As of 31 December 2025, the Group's cash and bank deposits amounted to HK\$6,473 million (2024: HK\$9,649 million), with approximately 73% held in Renminbi. The decrease in cash and bank deposits was mainly due to the repayments of substantial project loans of joint venture projects during the year to lower their associated finance costs. The gearing ratio, defined as the ratio of total borrowings less cash and bank deposits to total equity, increased to 17% as of 31 December 2025 from 12% as of last year end.

Several 4/5-year revolving credit/term facilities in total approximately HK\$2 billion were executed during the year, as well as a 3-year syndicated loan of approximately HK\$4 billion in November 2025, for refinancing at favourable cost and enhancing the Group's funding capability. The ample financial resources will provide adequate funding for the Group's operational and capital expenditure requirements.

Treasury Policies

In order to minimise risk, the Group continues to adopt a prudent approach regarding foreign exchange exposure. Forward foreign exchange contracts are utilised when considered appropriate and when attractive pricing opportunities arise to mitigate foreign exchange exposures. Interest rate swap contracts are also utilised as appropriate to mitigate the impact of any undue interest rate fluctuations on the Group's operations in the medium and longer term. The interest rate swap contracts were expired during the year and no outstanding amount as of year-end (2024: HK\$1.4 billion).

In addition, the Group entered into cross currency swap contracts to hedge a portion of its net investment in the Mainland's operations, which are designated as net investment hedges. The net investment hedges offset the risk of changes in the value of the investment in the Mainland due to the fluctuation of the Renminbi exchange rate. As of the year end, the notional principal amount of the cross currency swap contracts was approximately HK\$2.8 billion (2024: HK\$2.8 billion). After the year-end, all outstanding cross currency swap contracts were fully ceased.

The Group do not utilise derivative financial instruments for speculative purpose and the use of derivative financial instruments is strictly monitored and controlled. The derivative financial instruments entered into by the Group were solely used for management of the Group's interest rate and foreign exchange exposures.

Of the Group's bank loans of HK\$13,738 million as of 31 December 2025, approximately 65% was denominated in Hong Kong dollars, with the remainder in Renminbi. Approximately 55% of such borrowings were on a floating rate basis, with the remainder on fixed rate basis.

Charges on Group Assets

As of 31 December 2025, certain subsidiaries of the Group pledged assets (comprising investment properties and development properties) with aggregate carrying values of HK\$4,171 million (2024: HK\$4,341 million) to banks in order to secure the Group's borrowing facilities.

Guarantees

As of 31 December 2025, the Group has executed guarantees in favour of banks in respect of facilities granted to certain joint ventures and associated companies, amounting to HK\$242 million (2024: HK\$8,151 million) and HK\$1,684 million (2024: HK\$980 million) respectively, of which facilities totaling HK\$242 million (2024: HK\$6,735 million) and HK\$1,399 million (2024: HK\$980 million) respectively have been utilised. In addition, the Group provided guarantees amounting to HK\$1,281 million (2024: HK\$1,617 million) in respect of mortgage facilities granted by banks relating to mortgage loans arranged for purchasers of the Group's properties.

As of 31 December 2025, the Company has executed guarantees in favour of banks in respect of facilities granted to certain subsidiaries, joint ventures and associated companies, amounting to HK\$25,335 million (2024: HK\$28,471 million), HK\$242 million (2024: HK\$7,622 million) and HK\$1,684 million (2024: HK\$980 million) respectively. Of these, facilities totaling HK\$12,335 million (2024: HK\$13,517 million), HK\$242 million (2024: HK\$6,713 million) and HK\$1,399 million (2024: HK\$980 million) respectively have been utilised.

EMPLOYEES AND REMUNERATION POLICY

The Group believes its long-term growth and success depend upon the quality, performance and commitment of its employees. The Group's remuneration policy aims to offer competitive remuneration packages to attract, retain and motivate talents. With result-driven incentive programmes which are built upon our established performance management framework, the Group believes the remuneration packages of its employees are fair, reasonable and competitive in relation to comparable organisations with similar business interests.

The Group has put in place a share option scheme for its executives and employees since 1989 for the purposes of providing competitive remuneration package as well as retaining talents in the long term. The Group puts emphasis on employees' training and development opportunities which form an important component of the Group's human resources strategy. Training and development programmes are provided through internal and external resources in each year to address the needs of our employees for the sustainable development of our businesses.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICIES

Adhering to its philanthropic spirit of "giving back to the society", the Group takes a holistic approach in taking tangible steps to minimise any negative impacts associated with its operations on the environment and keep abreast of industry best practices as it works to build a sustainable and resilient future.

As an integral part of the Group's operation, engaging its stakeholders in a collaborative manner is essential. To maintain a healthy relationship with employees, customers and suppliers, we constantly communicate with them and understand their needs and expectations. The Group works diligently to provide a safe working environment as well as attractive remuneration packages and self-learning platforms for our staff. To improve our products and customer service quality, we handle complaints in accordance with standard procedures in a timely and consistent manner. For the suppliers, we strictly comply with our standard operating procedures in the communication with them of our expectations on quality, Occupational Health and Safety requirements and regulatory compliance. Our management approach stresses quality control measures and regular audits to ensure our stringent requirements are met.

During the reporting year, the Group did not receive any reported cases of non-compliance with the relevant laws and regulations regarding the environment, labour standards, occupational health and safety, anti-corruption, or data privacy in Hong Kong and the Mainland. The Group has prepared a report for 2025 in compliance with Appendix C2 to the Rules Governing the Listing of Securities (“*Listing Rules*”) on The Stock Exchange of Hong Kong Limited on “Environmental, Social and Governance Reporting Code” (the “*ESG Report*”). A full version of the ESG Report will be available on the websites of the Company at (www.kwih.com) and Hong Kong Exchanges and Clearing Limited (“*HKEx*”) at (www.hkexnews.hk) respectively in late April 2026.

CORPORATE GOVERNANCE

The Board and the management of the Company are committed to observing good corporate governance, consistent with prudent management and the enhancement of shareholders’ value. The full Board is entrusted with the overall responsibility of developing, overseeing and ensuring adherence to the Company’s Corporate Governance Policy and the Shareholders Communication Policy. The Company is also committed to maintaining high standards of corporate governance and to enhancing corporate transparency and accountability.

Throughout the year under review, the Company had complied with the applicable code provisions (“*CPs*”) set out in the Corporate Governance Code in Appendix C1 to the Listing Rules, apart from the deviations from (i) CPs C.2.2 to C.2.6 and C.2.8 to C.2.9 (responsibilities of the chairman of the board); (ii) CP C.6.3 (the company secretary should report to the chairman of the board); and (iii) CP B.3.5 (gender diversity on the nomination committee).

As explained in the section headed “CORPORATE GOVERNANCE” in the Company’s 2025 Interim Report, following the appointment of the Chairman of the Board and the Co-Managing Directors of the Company with effect from 27 March 2025 as disclosed in the relevant announcement of the Company dated 27 March 2025, the Board considers that the circumstances of such temporary deviations had been addressed appropriately and the Company had thereafter complied with each of the CPs as set out in the abovementioned deviations numbered (i) and (ii).

The Board recognises the importance of gender diversity within the Nomination Committee. The Company is presently unable to appoint a director of a different gender to the Committee but is actively identifying suitable candidate(s) of a different gender for appointment to the Committee as soon as practicable in order to ensure compliance with the relevant CP.

Detailed information of the Company’s corporate governance practices will be disclosed in the Corporate Governance Report to be contained in the Company’s 2025 Annual Report.

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“*Model Code*”) as set out in Appendix C3 of the Listing Rules as the Company’s code of conduct regarding securities transactions by the Directors. Having made specific enquiries with all Directors, the Company confirmed that all Directors have complied with the required standards as set out in the Model Code during the year ended 31 December 2025.

REVIEW OF ANNUAL RESULTS

The Group's annual results for the year ended 31 December 2025 have been reviewed by the Audit Committee of the Company. The figures in the preliminary announcement relating to the results of the Group for the year ended 31 December 2025 have been agreed to the amounts set out in the Group's draft consolidated financial statements for the year by the auditor of the Company, PricewaterhouseCoopers. The work of 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.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2025. The Company did not hold any treasury shares as at 31 December 2025.

FINAL DIVIDEND

The Board has resolved to recommend at the forthcoming annual general meeting to be held on 17 June 2026 ("**2026 AGM**") a final cash dividend for the year ended 31 December 2025 of 1 HK cent per share, totaling HK\$31,527,000, shall be payable on 31 July 2026 to the shareholders (except for the holders of treasury shares, if any) whose names appear on the registers of members of the Company at the close of business on 30 June 2026, being the record date for determining shareholders' entitlement for the proposed final cash dividend (2024: a final cash dividend of 5 HK cents per share totaling HK\$157,636,000). Including the interim cash dividend of 2 HK cents per share (2024: interim cash dividend of 4 HK cents per share), the total dividends per share for the year ended 31 December 2025 is 3 HK cents (2024 total: 9 HK cents).

CLOSURE OF REGISTERS OF MEMBERS

Entitlement to attend and vote at the 2026 AGM

The record date for ascertaining the eligibility of shareholders (except for the holders of treasury shares, if any) to attend and vote at the 2026 AGM is 17 June 2026. The registers of members of the Company will be closed from 12 June 2026 to 17 June 2026, both dates inclusive, during which period no transfer of shares will be registered in order to ascertain shareholders' eligibility to attend and vote at the 2026 AGM, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 11 June 2026.

Entitlement to Final Dividend

The registers of members of the Company will be closed from 25 June 2026 to 30 June 2026, both dates inclusive, during which period no transfer of shares will be registered in order to ascertain shareholders' entitlement for the proposed final dividend, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 24 June 2026.

PROPOSED ADOPTION OF NEW BYE-LAWS

The Board proposed to make certain amendments to the existing bye-laws of the Company ("***Bye-laws***") in order to (i) provide the Company with the flexibility to hold its repurchased shares as treasury shares; (ii) align the Bye-laws with the relevant provisions of the Listing Rules relating to further expansion of paperless listing regime, which provides for hybrid general meeting and electronic voting; and (iii) incorporate other consequential and house-keeping amendments to better align the Bye-laws with the Listing Rules and applicable laws of Bermuda (collectively, "***Proposed Amendments***"). In view of the Proposed Amendments, the Board proposes to adopt a new set of Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws, which is subject to the approval from the shareholders of the Company by way of a special resolution at the 2026 AGM.

A circular containing, among others, details of the Proposed Amendments, together with a notice convening the 2026 AGM, will be dispatched to the shareholders of the Company in due course.

PUBLICATION OF FURTHER INFORMATION

This announcement is published on the websites of the Company (*www.kwih.com*) and the HKEx (*www.hkexnews.hk*). The Company's 2025 Annual Report containing all the relevant information as required by the Listing Rules will be available on the respective websites of the Company and HKEx and dispatched to the shareholders as per the Company's corporate communications arrangements in late April 2026.

DIRECTORS

As at the date of this announcement, the Executive Directors are Mr. Francis Lui Yiu Tung (Chairman), Mrs. Paddy Tang Lui Wai Yu (Co-Managing Director) and Mr. Alexander Lui Yiu Wah (Co-Managing Director); the Non-executive Director is Dr. Moses Cheng Mo Chi; and the Independent Non-executive Directors are Mr. Wong Kwai Lam, Mr. Nip Yun Wing and Mr. Cheung Kin Sang.

By Order of the Board of
K. Wah International Holdings Limited
Miranda Tse
Company Secretary

Hong Kong, 27 March 2026