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天津发展控股有限公司
TIANJIN DEVELOPMENT HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 882)

ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2025

FINANCIAL HIGHLIGHTS

- Revenue amounted to approximately HK\$3,196,199,000 (2024: HK\$3,359,416,000).
- Profit attributable to owners of the Company amounted to approximately HK\$427,942,000 (2024: HK\$548,069,000).
- Excluding special dividend of approximately HK\$305,076,000 from an equity instrument at FVTOCI, the recurring profit attributable to owners of the Company amounted to approximately HK\$320,509,000 (2024: approximately HK\$298,539,000 excluding one-off gains from dilution of equity interest in an associate and from disposal of an associate), representing an increase of 7.4% as compared to 2024.
- Basic earnings per share were HK39.89 cents (2024: HK51.09 cents).
- Proposed final dividend of HK8.82 cents per share (2024: HK8.82 cents per share), together with interim dividend paid, total dividends for the year amounted to HK14 cents per share (2024: HK14 cents per share).

RESULTS

The board of directors (the “**Board**”) of Tianjin Development Holdings Limited (the “**Company**”) announces that the audited consolidated results of the Company and its subsidiaries (together the “**Group**”) for the year ended 31 December 2025 together with the comparative figures for the corresponding year 2024 are as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2025

		2025	2024
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	2	3,196,199	3,359,416
Cost of sales		<u>(2,258,196)</u>	<u>(2,372,308)</u>
Gross profit		938,003	987,108
Other income	3	542,740	291,862
Other gains and losses, net	4	61,193	354,353
Selling and distribution expenses		(426,253)	(449,481)
General and administrative expenses		(454,745)	(428,524)
Other operating expenses		(175,630)	(167,810)
Finance costs	5	(95,216)	(120,730)
Share of net profit of associates and joint venture accounted for using the equity method		<u>441,234</u>	<u>419,176</u>
Profit before tax		831,326	885,954
Tax expense	6	<u>(76,215)</u>	<u>(84,789)</u>
Profit for the year	7	<u>755,111</u>	<u>801,165</u>
Attributable to:			
Owners of the Company		427,942	548,069
Non-controlling interests		<u>327,169</u>	<u>253,096</u>
		<u>755,111</u>	<u>801,165</u>
		<i>HK cents</i>	<i>HK cents</i>
Earnings per share	8		
Basic		<u>39.89</u>	<u>51.09</u>
Diluted		<u>39.88</u>	<u>51.09</u>

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME**

For the year ended 31 December 2025

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Profit for the year	<u>755,111</u>	<u>801,165</u>
Other comprehensive (expense) income		
<i>Items that will not be reclassified to profit or loss:</i>		
Change in fair value of equity instruments at fair value through other comprehensive income	(540,669)	(318,354)
Deferred taxation on fair value change of equity instruments at fair value through other comprehensive income	135,573	46,298
Share of other comprehensive income of investments accounted for using the equity method – fair value through other comprehensive income reserve, net of tax	7,888	8,399
Currency translation differences – the Group – investments accounted for using the equity method	260,190	(244,149)
	<u>132,619</u>	<u>(119,094)</u>
Other comprehensive expense for the year	<u>(4,399)</u>	<u>(626,900)</u>
Total comprehensive income for the year	<u>750,712</u>	<u>174,265</u>
Attributable to:		
Owners of the Company	578,535	226,410
Non-controlling interests	172,177	(52,145)
	<u>750,712</u>	<u>174,265</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Notes	2025 HK\$'000	2024 HK\$'000
ASSETS			
Non-current assets			
Property, plant and equipment		2,052,844	2,125,789
Land use rights		472,959	474,088
Investment properties		186,822	190,205
Investments accounted for using the equity method	10	6,248,845	6,064,989
Goodwill		79,403	77,323
Intangible assets		46,090	47,121
Financial assets at fair value through profit or loss		70,961	32,159
Finance lease receivables		114,345	96,540
Deposits paid for acquisition of property, plant and equipment		12,705	10,198
Deferred tax assets		88,890	78,412
Equity instruments at fair value through other comprehensive income	11	1,760,340	2,265,620
Time deposits with maturity over three months		2,614,037	238,734
		<u>13,748,241</u>	<u>11,701,178</u>
Current assets			
Inventories		344,302	304,722
Amounts due from investments accounted for using the equity method		13,167	16,086
Amount due from ultimate holding company		275	183
Amounts due from related companies		127,002	99,926
Contract assets		62,809	156,706
Finance lease receivables		–	14,910
Trade receivables	12	1,439,282	1,401,862
Other receivables, deposits and prepayments	12	389,248	426,410
Financial assets at fair value through profit or loss		883,799	653,229
Structured deposits	13	449,456	347,394
Entrusted deposits	14	1,107,497	1,036,909
Restricted bank balances		70,131	119,178
Time deposits with maturity over three months		1,305,397	2,379,043
Cash and cash equivalents		2,811,065	3,535,113
		<u>9,003,430</u>	<u>10,491,671</u>
Total assets		<u><u>22,751,671</u></u>	<u><u>22,192,849</u></u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*
As at 31 December 2025

	<i>Notes</i>	2025 HK\$'000	2024 HK\$'000
EQUITY			
Owners of the Company			
Share capital	<i>15</i>	5,136,285	5,136,285
Reserves		7,889,449	7,456,212
		13,025,734	12,592,497
Non-controlling interests		4,896,358	4,862,796
Total equity		17,922,092	17,455,293
LIABILITIES			
Non-current liabilities			
Lease liabilities		7,595	13,633
Bank borrowings		1,741,936	24,597
Deferred tax liabilities		67,044	205,253
		1,816,575	243,483
Current liabilities			
Trade payables	<i>16</i>	479,920	444,637
Other payables and accruals	<i>17</i>	1,297,722	1,174,570
Amounts due to related companies		157,570	141,058
Contract liabilities		768,412	670,645
Lease liabilities		7,840	10,499
Bank borrowings		238,760	1,965,216
Current tax liabilities		62,780	87,448
		3,013,004	4,494,073
Total liabilities		4,829,579	4,737,556
Total equity and liabilities		22,751,671	22,192,849
Net current assets		5,990,426	5,997,598
Total assets less current liabilities		19,738,667	17,698,776

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and by the Hong Kong Companies Ordinance (the “Companies Ordinance”).

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

The Company has delivered the consolidated financial statements for the year ended 31 December 2024 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance and will deliver the consolidated financial statements for the year ended 31 December 2025 in due course.

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

Amendments to HKFRS Accounting Standard that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standard as issued by the HKICPA for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21	Lack of Exchangeability
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The application of the amendments to an HKFRS Accounting Standard in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

New and amendments to HKFRS Accounting Standards in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRS Accounting Standards that have been issued but are not yet effective:

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards - Volume 11 ²
Amendments to HKAS 21 HKFRS 18	Translation to a Hyperinflation Presentation Currency ³ Presentation and Disclosure in Financial Statements ³

¹ Effective for annual periods beginning on or after a date to be determined

² Effective for annual periods beginning on or after 1 January 2026

³ Effective for annual periods beginning on or after 1 January 2027

2. SEGMENT INFORMATION

The Group determines its operating segments based on the reports that are used to make strategic decisions and reviewed by the chief operating decision-maker (the “**CODM**”). The CODM assess the performance of the operating segments based on a measure of profit after tax.

The Group has six reportable segments. The segments are managed separately as each business offers different products and services. The following summary describes the operation in each of the Group’s reportable segments.

(a) Utilities

This segment derives revenue from distribution of water, heat and thermal power to industrial, commercial and residential customers in the Tianjin Economic and Technological Development Area, the People’s Republic of China (the “**PRC**”), while the result of electricity business of this segment is contributed by Tianjin TEDA Electric Power Co., Ltd. (天津泰達電力有限公司) (“**TEDA Power**”), an investment accounted for using the equity method of the Group.

(b) Pharmaceutical

This segment derives revenue from manufacture and sales of chemical drugs, proprietary Chinese medicines and other healthcare products as well as design, manufacture and printing for pharmaceutical packaging in the PRC, while the result of the provision of pharmaceutical research and development services of this segment for the year ended 31 December 2024 was contributed by Tianjin Institute of Pharmaceutical Research Co., Ltd. (天津藥物研究院有限公司) (“**Research Institute**”), an investment accounted for using the equity method of the Group until 25 December 2024. Upon completion of unilateral capital injection by one of its equity holders on that date, the Group lost significant influence over Research Institute and it has been accounted for an equity instrument at fair value through other comprehensive income of the Group thereafter. In this year, this segment does not recognise any profit or loss of Research Institute.

(c) Hotel

This segment derives revenue from operation of a hotel in Hong Kong.

(d) Electrical and mechanical

This segment derives revenue from manufacture and sales of hydroelectric equipment and large scale pump units.

(e) Port services

The result of this segment is contributed by a listed investment accounted for using the equity method of the Group, Tianjin Port Development Holdings Limited (天津港發展控股有限公司) (“**Tianjin Port**”), which provides port services in Tianjin.

(f) Elevators and escalators

The result of this segment is contributed by an investment accounted for using the equity method of the Group, Otis Elevator (China) Investment Company Limited (奧的斯電梯(中國)投資有限公司) (“**Otis China**”), which manufactures and sells elevators and escalators.

2. SEGMENT INFORMATION *(continued)*

Segment revenue and results

For the year ended 31 December 2025

	Utilities HK\$'000 <i>(note (i))</i>	Pharma- ceutical HK\$'000	Hotel HK\$'000	Electrical and mechanical HK\$'000	Port services HK\$'000	Elevators and escalators HK\$'000	Total HK\$'000
Segment revenue							
– external customers	<u>1,263,931</u>	<u>1,664,753</u>	<u>136,524</u>	<u>130,991</u>	–	–	<u>3,196,199</u>
Operating (loss) profit before interest	(26,508)	444,189	28,354	(90,716)	–	–	355,319
Interest income	22,963	63,808	30	368	–	–	87,169
Finance costs	–	(8,680)	–	–	–	–	(8,680)
Share of net profit of associates and joint venture accounted for using the equity method	<u>62,826</u>	–	–	–	<u>139,994</u>	<u>238,414</u>	<u>441,234</u>
Profit (loss) before tax	<u>59,281</u>	<u>499,317</u>	<u>28,384</u>	<u>(90,348)</u>	<u>139,994</u>	<u>238,414</u>	<u>875,042</u>
Tax (expense) credit	<u>(6,354)</u>	<u>(51,980)</u>	<u>130</u>	<u>(1)</u>	–	–	<u>(58,205)</u>
Segment results							
– profit (loss) for the year	<u>52,927</u>	<u>447,337</u>	<u>28,514</u>	<u>(90,349)</u>	<u>139,994</u>	<u>238,414</u>	<u>816,837</u>
Non-controlling interests	<u>480</u>	<u>(292,896)</u>	–	<u>15,594</u>	–	<u>(41,150)</u>	<u>(317,972)</u>
Profit (loss) attributable to owners of the Company	<u><u>53,407</u></u>	<u><u>154,441</u></u>	<u><u>28,514</u></u>	<u><u>(74,755)</u></u>	<u><u>139,994</u></u>	<u><u>197,264</u></u>	<u><u>498,865</u></u>
Segment results							
– profit (loss) for the year includes: Depreciation and amortisation	<u><u>45,354</u></u>	<u><u>102,396</u></u>	<u><u>13,604</u></u>	<u><u>22,740</u></u>	–	–	<u><u>184,094</u></u>

For the year ended 31 December 2024

	Utilities HK\$'000 <i>(note (i))</i>	Pharma- ceutical HK\$'000	Hotel HK\$'000	Electrical and mechanical HK\$'000	Port services HK\$'000	Elevators and escalators HK\$'000	Total HK\$'000
Segment revenue							
– external customers	<u>1,443,749</u>	<u>1,609,651</u>	<u>134,226</u>	<u>171,790</u>	–	–	<u>3,359,416</u>
Operating profit (loss) before interest	30,579	491,053	27,301	(128,171)	–	–	420,762
Interest income	24,029	67,617	97	446	–	–	92,189
Finance costs	–	(7,145)	–	–	–	–	(7,145)
Share of net profit (loss) of associates and joint venture accounted for using the equity method	<u>57,486</u>	<u>(62,004)</u>	–	–	<u>144,183</u>	<u>279,511</u>	<u>419,176</u>
Profit (loss) before tax	<u>112,094</u>	<u>489,521</u>	<u>27,398</u>	<u>(127,725)</u>	<u>144,183</u>	<u>279,511</u>	<u>924,982</u>
Tax (expense) credit	<u>(12,634)</u>	<u>(46,174)</u>	<u>(9,308)</u>	<u>1,071</u>	–	–	<u>(67,045)</u>
Segment results							
– profit (loss) for the year	<u>99,460</u>	<u>443,347</u>	<u>18,090</u>	<u>(126,654)</u>	<u>144,183</u>	<u>279,511</u>	<u>857,937</u>
Non-controlling interests	<u>(4,235)</u>	<u>(205,912)</u>	–	<u>21,861</u>	–	<u>(48,244)</u>	<u>(236,530)</u>
Profit (loss) attributable to owners of the Company	<u><u>95,225</u></u>	<u><u>237,435</u></u>	<u><u>18,090</u></u>	<u><u>(104,793)</u></u>	<u><u>144,183</u></u>	<u><u>231,267</u></u>	<u><u>621,407</u></u>
Segment results							
– profit (loss) for the year includes: Depreciation and amortisation	<u><u>56,362</u></u>	<u><u>74,711</u></u>	<u><u>13,680</u></u>	<u><u>23,238</u></u>	–	–	<u><u>167,991</u></u>

2. SEGMENT INFORMATION *(continued)*

	2025 HK\$'000	2024 HK\$'000
Reconciliation of profit for the year		
Total reportable segments	816,837	857,937
Corporate and others <i>(note (ii))</i>	(61,726)	(56,772)
Profit for the year	<u>755,111</u>	<u>801,165</u>

notes:

- (i) Revenue from supply of water, and heat and thermal power to external customers amounted to HK\$307,173,000 and HK\$956,758,000, respectively (2024: HK\$304,294,000 and HK\$1,139,455,000, respectively).

The above revenue included government supplemental income of HK\$102,126,000 (2024: HK\$191,596,000).

- (ii) These principally include (a) results of the Group's other non-core businesses which are not categorised as reportable segments; and (b) corporate level activities including central treasury management, administrative function and exchange gain or loss.

Segment assets and liabilities

As at 31 December 2025

	Utilities HK\$'000	Pharma- ceutical HK\$'000	Hotel HK\$'000	Electrical and mechanical HK\$'000	Port services HK\$'000	Elevators and escalators HK\$'000	Total reportable segments HK\$'000	Corporate and others HK\$'000 <i>(note)</i>	Total HK\$'000
Segment assets	<u>4,299,213</u>	<u>7,982,466</u>	<u>467,661</u>	<u>475,295</u>	<u>3,879,534</u>	<u>849,576</u>	<u>17,953,745</u>	<u>4,797,926</u>	<u>22,751,671</u>
Segment liabilities	<u>1,388,166</u>	<u>1,067,372</u>	<u>14,603</u>	<u>833,761</u>	<u>–</u>	<u>–</u>	<u>3,303,902</u>	<u>1,525,677</u>	<u>4,829,579</u>

As at 31 December 2024

	Utilities HK\$'000	Pharma- ceutical HK\$'000	Hotel HK\$'000	Electrical and mechanical HK\$'000	Port services HK\$'000	Elevators and escalators HK\$'000	Total reportable segments HK\$'000	Corporate and others HK\$'000 <i>(note)</i>	Total HK\$'000
Segment assets	<u>3,982,741</u>	<u>7,994,444</u>	<u>472,001</u>	<u>517,593</u>	<u>3,716,230</u>	<u>928,920</u>	<u>17,611,929</u>	<u>4,580,920</u>	<u>22,192,849</u>
Segment liabilities	<u>1,197,032</u>	<u>1,136,822</u>	<u>13,078</u>	<u>769,450</u>	<u>–</u>	<u>–</u>	<u>3,116,382</u>	<u>1,621,174</u>	<u>4,737,556</u>

note:

The balances represent assets and liabilities relating to corporate and other non-core businesses which are not categorised as reportable segments and principally include the attributable cash and cash equivalents, time deposits with maturity over three months, structured deposits, entrusted deposits, financial assets at fair value through profit or loss, property, plant and equipment, investment properties, equity instruments at fair value through other comprehensive income, finance lease receivables, investments accounted for using the equity method and bank borrowings.

2. SEGMENT INFORMATION *(continued)*

Other segment information

An analysis of the Group's revenue by geographical location of the operations of the relevant subsidiaries is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
The PRC	3,059,675	3,225,190
Hong Kong	136,524	134,226
	<u>3,196,199</u>	<u>3,359,416</u>

The Group's non-current assets (excluding financial assets and deferred tax assets) by geographical location of the assets are detailed below:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
The PRC	8,724,422	8,595,713
Hong Kong	375,246	394,000
	<u>9,099,668</u>	<u>8,989,713</u>

3. OTHER INCOME

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Interest income	185,631	237,322
Government grants	5,483	11,577
Dividend income from equity instruments at fair value through other comprehensive income	338,767	10,722
Rental income, net of negligible outgoings	2,389	4,036
Sales of scrap materials	1,530	869
Finance lease interest income	3,937	5,613
Sundries	5,003	21,723
	<u>542,740</u>	<u>291,862</u>

4. OTHER GAINS AND LOSSES, NET

	<i>notes</i>	2025 HK\$'000	2024 HK\$'000
Net (losses) gains on disposal/written off of property, plant and equipment		(428)	164
Gain arising from dilution of equity interest of an associate	<i>(a)</i>	–	350,233
Gain on disposal of an associate	<i>(b)</i>	–	78,138
Net exchange gains (losses)		8,315	(8,139)
Reversal of (allowance for) impairment losses:			
– trade receivables		34,554	(55,342)
– contract assets		2,045	(4,431)
– other receivables		(1,420)	1,501
– finance lease receivables		(54)	1,468
Decrease in fair value of investment properties		(8,111)	(12,453)
Net fair value gains on financial assets held for trading			
– listed		3,389	1,738
– unlisted		22,903	1,476
		61,193	354,353

notes:

- (a) On 25 December 2024, one of the equity holders of Research Institute, an independent third party of the Group, completed an unilateral capital injection of RMB300,000,000 into Research Institute resulting a dilution of the Group's equity interest in it to 31.05%. Since then, the Group lost its significant influence over Research Institute and has accounted for the remaining 31.05% equity interest in Research Institute as equity instrument at fair value through other comprehensive income, whose fair value at the date of dilution of RMB825,897,000 was determined based on the transaction price by reference to the unilateral capital injection by the aforesaid equity holder on 25 December 2024. The difference between the carrying amount of Research Institute of RMB506,134,000 and the fair value retained resulted in the recognition of a gain arising from dilution of equity interest in Research Institute of RMB319,763,000 (equivalent to approximately HK\$350,233,000) in the consolidated statement of profit or loss for the year ended 31 December 2024.
- (b) During the year ended 31 December 2024, the Group disposed of its 24.65% equity interest in Tianjin Tanabe Seiyaku Co., Ltd. (天津田邊製藥有限公司) at a consideration of RMB120,292,000 (equivalent to approximately HK\$131,755,000). Accordingly, a gain on disposal of an associate of RMB71,340,000 (equivalent to approximately HK\$78,138,000) had been recognised in the consolidated statement of profit or loss.

5. FINANCE COSTS

	2025 HK\$'000	2024 HK\$'000
Interest expenses on bank borrowings	94,633	120,058
Interest on lease liabilities	583	672
	95,216	120,730

6. TAX EXPENSE

	2025	2024
	HK\$'000	HK\$'000
Current taxation		
PRC Enterprise Income Tax (“EIT”)	68,765	66,984
Under (over) provision in prior years	21,206	(4,857)
Deferred taxation	(13,756)	22,662
	76,215	84,789

No provision for Hong Kong profits tax has been made for both years as there was no estimated assessable profit derived from Hong Kong or the estimated assessable profit is wholly absorbed by tax losses brought forward from previous years.

The Group’s PRC subsidiaries are subject to EIT at a rate of 25% except for certain PRC subsidiaries which are subject to a preferential EIT rate of 15% as they are qualified as High and New Technology Enterprises.

The Group is operating in certain jurisdictions where the Pillar Two Rules are effective. As the Group’s estimated effective tax rates of nearly all the jurisdictions in which the Group operates are higher than 15%, the resulting top-up tax is assessed to be insignificant to the Group and therefore, there is no disclosure on the Group’s exposure to the Pillar Two income taxes.

7. PROFIT FOR THE YEAR

	2025	2024
	HK\$'000	HK\$'000
Profit for the year is arrived at after charging:		
Employees’ benefits expense (including directors’ emoluments)	658,504	693,544
Cost of inventories recognised as an expense	1,819,670	1,762,580
Depreciation		
– charged to cost of sales	134,131	111,879
– charged to administrative expenses	50,842	56,679
– charged to selling expenses	360	380
– charged to other operating expenses	9,136	7,051
Depreciation of land use rights	6,489	5,578
Amortisation of intangible assets	2,200	4,929
Short-term lease expenses on		
– plants, pipelines and networks	10,671	21,576
– land and buildings	5,907	4,158
Auditor’s remuneration		
– audit services	7,706	8,874
– non-audit services	2,410	2,505
Research and development costs charged to other operating expenses	161,448	167,796

8. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Earnings		
Profit attributable to owners of the Company for the purpose of basic earnings per share	427,942	548,069
Effect of dilutive potential ordinary shares arising from restricted shares incentive scheme of Tianjin Lisheng Pharmaceutical Co., Ltd. (天津力生製藥股份有限公司) (“Lisheng Pharmaceutical”)	<u>(134)</u>	<u>—</u>
Profit attributable to owners of the Company for the purpose of diluted earnings per share	<u>427,808</u>	<u>548,069</u>
Number of shares		
	<i>Thousand</i>	<i>Thousand</i>
Number of ordinary shares for the purpose of basic and diluted earnings per share	<u>1,072,770</u>	<u>1,072,770</u>

The computation of the diluted earnings per share for the year ended 31 December 2024 did not include the unvested restricted shares granted by Lisheng Pharmaceutical, since it had no dilutive effect.

9. DIVIDENDS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Dividends recognised as distribution during the year:		
– 2025 interim dividend, paid HK5.18 cents per ordinary share (2024: HK5.18 cents per ordinary share)	55,569	55,569
– 2024 final dividend, paid HK8.82 cents per ordinary share (2023: HK8.80 cents per ordinary share)	<u>94,618</u>	<u>94,404</u>
	<u>150,187</u>	<u>149,973</u>

A final dividend of HK8.82 cents per ordinary share (2024: HK8.82 cents per ordinary share) for the year ended 31 December 2025, amounting to approximately HK\$94,618,000 (2024: HK\$94,618,000), has been proposed by the Board and will be subject to the approval by the shareholders at the forthcoming annual general meeting.

10. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
The Group's interests in associates and joint venture		
– Listed shares in Hong Kong		
– Tianjin Port	3,879,534	3,716,230
– Unlisted shares in the PRC		
– Otis China	849,576	928,920
– TEDA Power	1,519,735	1,419,839
	<u>6,248,845</u>	<u>6,064,989</u>

11. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	<i>notes</i>	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Equity securities			
Listed, at market value	<i>(a)</i>	85,781	84,228
Unlisted	<i>(b), (c), (d)</i>	1,674,559	2,181,392
		<u>1,760,340</u>	<u>2,265,620</u>

notes:

- (a) The listed securities mainly represent the Group's 4.20% (2024: 4.20%) equity interest in Binhai Investment Company Limited (“**Binhai Investment**”) which is listed on the Main Board of the Stock Exchange.

As at 31 December 2025, the market value of the Group's equity interest in Binhai Investment was HK\$68,512,000 (2024: HK\$66,770,000) and the unrealised fair value gain of HK\$1,742,000 (2024: loss of HK\$12,561,000) was recognised in other comprehensive income.

- (b) The unlisted equity securities mainly represented the Group's 12.15% (2024: 12.15%) equity interest in Tasly Bio-Medicine Industry Group Co., Ltd. (天士力生物醫藥產業集團有限公司) (“**Tasly Group**”) and 31.05% (2024: 31.05%) equity interest in Research Institute. Tasly Group is a conglomerate in the PRC and among its principal assets is holding Tasly Pharmaceutical Group Co., Ltd. (天士力醫藥集團股份有限公司), which is listed on the Shanghai Stock Exchange and is principally engaged in research and development, manufacturing and distribution of pharmaceutical products in the PRC.

Other unlisted equity securities are principally equity investments in certain entities established and operated in the PRC. They are mainly denominated in Renminbi. The unlisted equity instruments are measured at fair value through other comprehensive income.

- (c) Following the completion of unilateral capital injection by one of the equity holders of Research Institute on 25 December 2024, the equity interests of such equity holder and the Group in Research Institute increased to and reduced to approximately 65.95% and 31.05%, respectively, and its articles of association has also been amended on the same date. Whilst the Group retains representation of board and shareholders' meetings of Research Institute, the directors of the Company consider that the amended articles of association confers the aforesaid equity holder unilateral power to pre-determine the major operational and financial policies of the Research Institute and, therefore, the Group has lost significant influence over Research Institute upon the completion of unilateral capital injection by such equity holder and amendments to the articles of association of Research Institute on 25 December 2024. Since the Group's equity interest in Research Institute has been hold other than its trading portfolio with high-likelihood of sale, the Group considered that it is appropriate to reclassify and designate it, as permitted under HKFRS 9, as an equity instrument at fair value through other comprehensive income at initial recognition, when the Group ceased significant influence over Research Institute. Further details of which are set out in Note 4.

11. **EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME** (continued)

- (d) During the year ended 31 December 2023, Lisheng Pharmaceutical entered into an equity transfer agreement with Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited (津藥達仁堂集團股份有限公司) (“**Tianjin Pharmaceutical Da Ren Tang**”), pursuant to which, Lisheng Pharmaceutical agreed to sell and Tianjin Pharmaceutical Da Ren Tang agreed to acquire the entire 15% equity interest in Tianjin Pharmaceutical Group Finance Co., Ltd. (天津醫藥集團財務有限公司) held by Lisheng Pharmaceutical at a consideration of RMB87,824,000 (equivalent to approximately HK\$96,936,000). The disposal was completed in August 2024 and a cumulative gain on disposal of RMB10,900,000 (equivalent to approximately HK\$11,939,000) had been transferred to retained earnings for the year ended 31 December 2024.

12. **TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS**

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Trade receivables	1,251,422	1,158,105
Trade receivables backed by notes	187,860	243,757
Total trade receivables	1,439,282	1,401,862
Other receivables, deposits and prepayments	389,248	426,410
	<u>1,828,530</u>	<u>1,828,272</u>

The ageing analysis of the Group's trade receivables (net of allowance) is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Within 30 days	353,579	196,441
31 to 90 days	173,313	293,212
91 to 180 days	203,187	236,725
181 to 365 days	203,156	393,547
Over 1 year	506,047	281,937
	<u>1,439,282</u>	<u>1,401,862</u>

Various group companies have different credit policies which are dependent on the practice of the markets and the businesses in which they operate. In general, credit periods of (i) 30 days are granted to corporate customers of the Group's hotel business; (ii) 90 to 180 days are granted to customers in the electrical and mechanical segment; and (iii) 30 to 180 days are granted to customers in the pharmaceutical segment. No credit terms are granted to customers in the utilities segment.

Annual government supplemental income receivables do not have credit terms and the amounts are finalised by the relevant bureaus of TEDA from time to time. Continuous settlements have been received by the Group over the years.

The carrying amounts of trade and other receivables approximate their fair values and they are mainly denominated in Renminbi.

13. STRUCTURED DEPOSITS

As at 31 December 2025, the Group placed with four licensed commercial banks (2024: seven licensed commercial banks) in the PRC for principal-protected structured deposits denominated in Renminbi with maturity of 1 to 11 months (2024: 1 to 3 months) after the end of the reporting period. The expected annual interest rate for structured deposits was indicated at 0.1% to 4.4% per annum (2024: at 1.1% to 2.6% per annum), however, the actual interest rate to be received is uncertain until maturity. Such structured deposits were accounted for as financial assets at fair value through profit or loss.

14. ENTRUSTED DEPOSITS

As at 31 December 2025, the entrusted deposits denominated in Renminbi were placed with one financial institution (2024: two financial institutions) in the PRC, with maturity from 6 to 12 months (2024: from 6 to 12 months) after the end of the reporting period. The deposits carry the expected rates of return at 3.5% to 4.0% per annum (2024: 4.0% per annum).

15. SHARE CAPITAL

	Number of shares Thousand	Value HK\$'000
Issued and fully paid ordinary shares with no par value: At 1 January 2024, 31 December 2024 and 2025	1,072,770	5,136,285

16. TRADE PAYABLES

The ageing analysis of the Group's trade payables, based on invoice date, is as follows:

	2025 HK\$'000	2024 HK\$'000
Within 30 days	145,903	144,080
31 to 90 days	89,695	39,073
91 to 180 days	68,810	35,765
Over 180 days	175,512	225,719
	479,920	444,637

The carrying amounts of trade payables approximate their fair values and are mainly denominated in Renminbi.

17. OTHER PAYABLES AND ACCRUALS

	2025 HK\$'000	2024 HK\$'000
Accruals	764,988	590,970
Other payables	532,734	583,600
	1,297,722	1,174,570

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Utilities

The Group's utility businesses are mainly operated in the Tianjin Economic and Technological Development Area (“**TEDA**”) in the People's Republic of China (the “**PRC**”) through supplying water, heat and thermal power as well as electricity to industrial, commercial and residential customers.

TEDA is a national development zone and has long been in a leading position in terms of overall capabilities in the PRC. Situated at the centre of Bohai economic rim and also at the intersection of Beijing-Tianjin-Hebei metropolitan regions, TEDA is an ideal place for manufacturing and R&D developments.

Water

Tianjin TEDA Tsinlien Water Supply Co., Ltd. (天津泰達津聯自來水有限公司) (the “**Water Company**”) and its subsidiary are principally engaged in supply of tap water in TEDA. They also provide services in installation and maintenance of water pipes, technical consultancy, retail and wholesale of water pipes and related parts as well as provision of water testing services. The daily water supply capacity of the Water Company was approximately 325,000 tonnes (2024: 325,000 tonnes).

Revenue from the Water Company was approximately HK\$307.2 million, representing an increase of 1% from HK\$304.3 million in 2024. Profit from the Water Company amounted to approximately HK\$26.1 million, representing an increase of 50.9% from HK\$17.3 million last year. The increases in revenue and profit were primarily driven by higher sales volume and improved operational efficiency, leading to better cost control and improved gross profit. The total quantity of water sold for the year was approximately 45,549,000 tonnes, representing an increase of 1.5% over last year.

Heat and Thermal Power

Tianjin TEDA Tsinlien Heat & Power Co., Ltd. (天津泰達津聯熱電有限公司) (the “**Heat and Power Company**”) is principally engaged in distribution of steam and heat for industrial, commercial and residential customers within TEDA. The Heat and Power Company has transmission pipelines of approximately 576 kilometres (2024: 549 kilometres) and more than 120 processing stations (2024: 120 processing stations) in TEDA. The daily distribution capacity is approximately 30,000 tonnes of steam.

In 2025, the Heat and Power Company reported revenue of approximately HK\$956.7 million, representing a decline of 16% from HK\$1,139.4 million last year. The Heat and Power Company recorded a loss of approximately HK\$36 million, representing a decrease by HK\$60.7 million from profit of HK\$24.7 million in 2024. The decline in revenue was primarily attributable to a reduction of government supplemental income by HK\$89.5 million and lower volumes of steam sold during the year. Such side effect on profit was partly offset by lower operating expenses, resulting from improved cost efficiency. The total quantity of steam sold for the year was approximately 2,958,000 tonnes, representing a decrease of 9.7% over last year.

Electricity

As at 31 December 2025, the Group has 47.09% equity interest in Tianjin TEDA Electric Power Co., Ltd. (天津泰達電力有限公司) (“**TEDA Power**”). TEDA Power is principally engaged in supply of electricity in TEDA and also provides services in relation to construction of electricity supply network, application of technology related to new energy and renewable energy, electricity construction and related technical services as well as energy storage technology services. Currently, the installed transmission capacity of TEDA Power is approximately 1,360,000 kVA.

During the year, the revenue of TEDA Power amounted to approximately HK\$2,477.6 million, representing an increase of 3.3% compared with last year. TEDA Power contributed to the Group a profit of approximately HK\$62.8 million, an increase of 9.2% from HK\$57.5 million in 2024. The total quantity of electricity sold for the year was approximately 3,154,400,000 kWh, representing an increase of 2% over last year.

Pharmaceutical

Pharmaceutical segment is principally engaged in the manufacture and sale of chemical drugs, proprietary Chinese medicines and other healthcare products as well as design, manufacture and printing for pharmaceutical packaging in the PRC, and also participates in the business of research and development of new medicine technology and new products through its 31.05% equity interest in Tianjin Institute of Pharmaceutical Research Co., Ltd. (天津藥物研究院有限公司) (“**Research Institute**”), an equity instrument at fair value through other comprehensive income.

In 2025, revenue from pharmaceutical segment was approximately HK\$1,664.8 million, an increase of 3.4% from HK\$1,609.7 million last year. Of the total segment revenue, revenue from manufacture and sale of chemical drugs, proprietary Chinese medicines and other healthcare products was approximately HK\$1,508.6 million, an increase of 3.7% from HK\$1,454.9 million last year. Revenue from sale of packaging materials amounted to approximately HK\$156.2 million, an increase of 0.9% from HK\$154.8 million in 2024.

Profit from pharmaceutical segment was approximately HK\$447.3 million, compared with HK\$443.3 million last year. If not taking into account the special dividend of HK\$305.1 million distributed by Tasly Bio-Medicine Industry Group Co., Ltd. (天士力生物醫藥產業集團有限公司) (“**Tasly Group**”), profit from pharmaceutical segment amounted to approximately HK\$142.2 million, compared to a profit of approximately HK\$15 million in 2024 on a like-for-like basis. This result was primarily driven by higher gross profit from the pharmaceutical products business, attributable to an improved operating margins following the implementation of marketing strategy adjustments, and the absence of the Group’s share of losses from the Research Institute. These factors were partially offset by higher general and administrative expenses as well as research and development costs during the year.

On 1 February 2024, the Group completed the acquisition of 65% equity interest in Jiangxi Qingchun Kangyuan Pharmaceutical Co., Ltd. (江西青春康源製藥有限公司) (“**Qingchun Kangyuan**”). In accordance with the relevant terms of the sale and purchase agreement dated 29 December 2023, the guarantors of such agreement had provided performance guarantee covering the financial years of 2023, 2024, 2025 and 2026 (“**Performance Commitment Period**”) to the Group, among which, the audited consolidated net profit (after deduction of non-recurring profits and losses) (“**Audited Net Profit**”) of Qingchun Kangyuan in the financial year of 2023 should not be less than RMB11,332,200 and, during the Performance Commitment Period, (i) the Audited Net Profit of Qingchun Kangyuan in any financial year shall not be lower than that in the preceding financial year and (ii) the average growth rate of the Audited Net Profit of Qingchun Kangyuan per annum should not be lower than 10%. Upon review by the Group during the year, the requirements on Audited Net Profit of relevant financial years had been satisfied and no performance compensation is required.

Hotel

Courtyard by Marriott Hong Kong (“**Courtyard Hotel**”), situated in a prime location on the Hong Kong Island, is a 4-star hotel with 245 guest rooms. It is positioned as an ideal lodge for business and leisure travellers.

In 2025, Courtyard Hotel reported revenue of approximately HK\$136.5 million, an increase of 1.7% from HK\$134.2 million last year. Profit from the operation of Courtyard Hotel increased 57.5% to approximately HK\$28.5 million from HK\$18.1 million in 2024. The average room rate increased slightly and the average occupancy rate was approximately 91.7%, two percentage points improvement over last year.

Electrical and Mechanical

Electrical and mechanical segment is principally engaged in the manufacture and sale of hydroelectric equipment as well as large scale pump units in the PRC.

In 2025, revenue from electrical and mechanical business was approximately HK\$131 million, representing a decrease of 23.7% over last year. Loss from electrical and mechanical business was approximately HK\$90.3 million compared to a loss of HK\$126.7 million in 2024. The reduction in loss was mainly due to lower administrative expenses and reversal of impairment loss on contract assets, partly offset by lower revenue and narrow operating margins on a number of contract works completed during the year. The Group will continue to adopt a cautious stance toward the operating performance of electrical and mechanical business, and may critically assess the potential benefits of its operational restructuring.

Strategic and Other Investments

Port Services

As at 31 December 2025, the Group has 21% equity interest in Tianjin Port Development Holdings Limited (“**Tianjin Port**”) (stock code: 3382). Tianjin Port is engaged in the provision of port services including container and cargo handling services, sales and other port ancillary services in Tianjin, the PRC.

During the year, total revenue of Tianjin Port amounted to approximately HK\$14,466.8 million, representing an increase of 5.5% compared with last year.

In 2025, profit attributable to owners of Tianjin Port was approximately HK\$666.6 million. Tianjin Port contributed to the Group a profit of approximately HK\$140 million, representing a decrease of 2.9% over last year.

Elevators and Escalators

As at 31 December 2025, the Group has 16.55% equity interest in Otis Elevator (China) Investment Company Limited (奧的斯電梯(中國)投資有限公司) (“**Otis China**”). Otis China is engaged in the manufacture and sale of elevators and escalators in the PRC.

During the year, the revenue of Otis China decreased by 11.2% to approximately HK\$16,542.2 million. Otis China contributed to the Group a profit (after non-controlling interests) of approximately HK\$197.3 million, representing a decline of 14.7% over 2024.

Investment in Binhai Investment Company Limited

As at 31 December 2025, the Group has 4.2% equity interest in Binhai Investment Company Limited (“**Binhai Investment**”) (stock code: 2886) and on that date, the market value of the Group’s interest in Binhai Investment was approximately HK\$68.5 million (2024: approximately HK\$66.8 million) and the unrealised fair value gain of approximately HK\$1.7 million (2024: unrealised fair value loss of HK\$12.5 million) was recognised in other comprehensive income.

Investment in Tasly Bio-Medicine Industry Group Co., Ltd.

As at 31 December 2025, the Group had 12.15% equity interest in Tasly Group, a non-core passive investment in relation to the Group’s pharmaceutical segment which was acquired indirectly from the controlling shareholder in 2015 by using merger accounting at an investment costs of HK\$191.5 million and is now held by Tianjin Central Pharmaceutical Co., Ltd. (天津市中央藥業有限公司) (“**Central Pharmaceutical**”), a wholly-owned subsidiary of Tianjin Lisheng Pharmaceutical Co., Ltd. (天津力生製藥股份有限公司). Tasly Group is a conglomerate established under the laws of the PRC on 30 March 2000 and among its principal assets is holding of 257,164,534 A shares in Tasly Pharmaceutical Group Co., Ltd. (天士力醫藥集團股份有限公司) (“**Tasly Pharmaceutical**”), representing approximately 17.21% of Tasly Pharmaceutical’s total issued A shares. Tasly Pharmaceutical is principally engaged in the research and development, manufacturing and distribution of pharmaceutical products in the PRC.

As at 31 December 2025, the fair value of investment in Tasly Group was approximately HK\$850.9 million (2024: approximately HK\$1,272.7 million), accounting for approximately 3.7% of the Group’s total assets, and on that date the fair value loss together with the exchange effect amounted to approximately HK\$421.8 million has been recognised in other comprehensive income. During the year, dividend income from Tasly Group was approximately HK\$331.6 million (2024: HK\$4 million). The holding of 12.15% equity interest in Tasly Group is not held for trading and not expected to be sold in the foreseeable future.

PROSPECT

Looking ahead to 2026, the global economy confronts high uncertainty, as geopolitical conflicts and international trade tensions persist. The external environment will face more complex and severe challenges. The Chinese economy has entered a new phase of development, and its long-term fundamentals and underlying supporting conditions remain solid. It is expected that the implementation of various policy measures will provide an impetus for China’s sustainable and steady economic development.

The Group with solid foundations and financial strength will be capable of dealing with the complex environment and challenges ahead. While maintaining steady development of existing businesses, the Group will continue to deepen the development of transformation, upgrading and innovation. The Group will actively involve in the further reform of state-owned enterprise in Tianjin City, so as to proactively identify and seize new development opportunities.

LIQUIDITY, CAPITAL RESOURCES AND PRINCIPAL RISK

As at 31 December 2025, the total cash on hand and total bank borrowings of the Group stood at approximately HK\$6,800.6 million and HK\$1,980.7 million respectively (2024: approximately HK\$6,272.1 million and HK\$1,989.8 million respectively).

The Group's sources of funding comprise cash flow generated from operations and loan facilities. The bank borrowings of HK\$238.8 million (2024: HK\$1,965.2 million) will mature within one year. During the year ended 31 December 2025, the Group entered into a revolving loan facility and a three-year term loan facility with commercial banks in Hong Kong. Aggregate loan facilities amounting to HK\$1,820 million were made available to the Group, bearing floating rates at a spread of 1.5% to 1.6% over HIBOR for the respective interest periods. The gearing ratio as measured by total borrowings to shareholders' funds was at approximately 15.2% as at 31 December 2025 (2024: approximately 15.8%).

Of the total HK\$1,980.7 million bank borrowings outstanding as at 31 December 2025, HK\$1,906 million were subject to floating rates with spread of 1.4% to 1.6% over HIBOR of the relevant interest periods, of which the amount of HK\$1,706 million is linked to the sustainability performance of the Group's environmental, social and governance performance metrics and that its interest rate may be reduced depending on the extent of pre-determined key performance indicators being met, and RMB67.5 million (equivalent to approximately HK\$74.7 million) of bank borrowings were fixed-rates debts with annual rates at 2.8% to 3.1%.

As at 31 December 2025, 96% (2024: 96%) of the Group's total bank borrowings was denominated in Hong Kong dollar, 4% (2024: 4%) was denominated in Renminbi.

The Group's activities expose itself to a variety of financial risks. The major financial assets and financial liabilities of the Group include cash and cash equivalents, time deposits with maturity over three months, structured deposits, entrusted deposits, other financial assets and bank borrowings. The Group's financial risk management is aimed at mitigating the impact of fluctuations in interest rates and exchange rates on the Group's overall financial position and to minimise the Group's interest rate, foreign currency and credit risk exposures. The Group regularly reviews its liquidity and financing requirements to ensure that sufficient financial resources are maintained to cover the funding needs.

During the year, the Group has not entered into any derivative contracts or hedging transactions. The Group manages its foreign currency risk by closely reviewing the movement of the foreign currency rate and shall consider hedging foreign currency exposure should the need arise.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2025, the Group had a total of approximately 2,796 employees (2024: 2,729) of which approximately 244 (2024: 259) were management personnel and 990 (2024: 894) were technical staff, with the balance being production workers.

The Group contributes to an employee pension scheme established by the PRC government which undertakes to assume the retirement benefit obligations of all existing and future retired employees of the Group in the PRC. The Group also contributes to a mandatory provident fund scheme for all Hong Kong employees. The contributions are based on a fixed percentage of the employees' salaries. Meanwhile, certain employees and employee groups of the Group's subsidiary in the PRC are also eligible for the relevant restricted share incentive scheme. During the year ended 31 December 2025, the Group had no forfeited contributions under the retirement benefits scheme that might be used by the Group to reduce the existing level of contributions (2024: Nil).

CHARGE ON ASSETS

As at 31 December 2025, restricted bank balances of HK\$70.1 million (2024: HK\$119.2 million) was pledged to financial institutions by the Group to secure general banking facilities.

LITIGATION

As disclosed in the 2024 annual report of the Company (terms defined therein shall have the same meanings when used here), the Higher People's Court of Tianjin had revoked the appeals from both Central Pharmaceutical and the Agent. Thus, the First Judgement remains unchanged and is final. The management of the Group maintains the opinion that such litigation has no material adverse effect on the financial position of the Group.

FINAL DIVIDEND

The Board recommends the payment of a final dividend of HK8.82 cents per share for the year ended 31 December 2025 (2024: HK8.82 cents per share) to the shareholders whose names appear on the Company's register of members on 9 July 2026 (Thursday). Subject to the approval by the shareholders at the forthcoming annual general meeting of the Company to be held on 23 June 2026 (Tuesday), the final dividend will be paid on 31 July 2026 (Friday).

The final dividend together with the interim dividend of HK5.18 cents per share paid on 31 October 2025 makes a total of HK14 cents per share for the year (2024: HK14 cents per share).

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 17 June 2026 (Wednesday) to 23 June 2026 (Tuesday), both days inclusive, during which period no transfer of shares will be registered. The record date for determining the eligibility of the shareholders of the Company to attend and vote at the annual general meeting will be 23 June 2026 (Tuesday). In order to determine the entitlement to attend and vote at the annual general meeting of the Company, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 16 June 2026 (Tuesday).

The register of members of the Company will be closed from 6 July 2026 (Monday) to 9 July 2026 (Thursday), both days inclusive, during which period no transfer of shares will be registered. The record date for entitlement of the proposed final dividend will be 9 July 2026 (Thursday). In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 3 July 2026 (Friday).

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares during the year ended 31 December 2025.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions of the Corporate Governance Code* (the “**CG Code**”) as set out in Part 2 of Appendix C1 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) throughout the year ended 31 December 2025, except for the deviation from code provision C.5.1 of the CG Code, which stipulates that the board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals.

During the year ended 31 December 2025, three regular board meetings were held to consider and approve, among other things, the final results and the interim results of the Group. In order to timely and efficiently deal with the Company’s affairs, certain Board approvals were obtained through the circulation of written resolutions as permitted under the articles of association of the Company. No matter where any substantial shareholder or director had a conflict of interest which the Board considered to be material was dealt with by way of written resolution. The management has also regularly updated the Board on the Group’s key financial and operating performance by electronic means (for example, emails and WeChat groups). As such, the Board considers that sufficient measures have been taken to ensure that there is efficient communication among the directors, enabling the directors to make an informed decision and perform their duties and responsibilities.

The Board will continue to develop, monitor and review the Company’s corporate governance practices and procedures and make necessary changes when it considers appropriate.

* The amendments to the CG Code effective on 1 July 2025 will apply to corporate governance reports and annual reports for financial years commencing on or after 1 July 2025. For this announcement, the Company shall refer to the then effective CG Code.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

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

The Company has also established written guidelines regarding securities transactions on no less exacting terms than the Model Code for senior management and specific individuals who may have access to price-sensitive information in relation to the securities of the Company.

AUDIT COMMITTEE

The Audit Committee of the Company currently comprises four independent non-executive directors, namely Ms. Ng Yi Kum, Estella (Chairman of the Committee), Mr. Wong Shiu Hoi, Peter, Mr. Lau Ka Keung and Mr. Sin Hendrick. Regular meetings have been held during the year to review the accounting principles and practices adopted by the Group and discussed with the management the effectiveness of the Company’s risk management (including ESG risks) and internal control systems, auditing and financial reporting matters. The final results for the year ended 31 December 2025 have been reviewed by the Audit Committee of the Company.

SCOPE OF WORK OF MESSRS. DELOITTE TOUCHE TOHMATSU

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

PUBLICATION OF ANNUAL REPORT

The 2025 Annual Report will be published on the websites of the Company and the Stock Exchange and despatched to the shareholders of the Company in due course.

By Order of the Board
Tianjin Development Holdings Limited
Teng Fei
Chairman and Executive Director

Hong Kong, 30 March 2026

As at the date of this announcement, the Board consists of Mr. Teng Fei, Dr. Zhai Xinxiang, Mr. Xia Binhui, Mr. Sun Lijun, Ms. Ng Yi Kum, Estella**, Mr. Wong Shiu Hoi, Peter**, Mr. Lau Ka Keung** and Mr. Sin Hendrick**.*

* *non-executive director*

** *independent non-executive director*