

# CORPORATE GOVERNANCE REPORT

(Extracted from 2025 Annual Report dated 30 March 2026)

## A. CORPORATE GOVERNANCE PRACTICES

The board of directors ("Board" or "Directors") of Shun Tak Holdings Limited (the "Company") is committed to principles of good corporate governance standards and procedures. This report describes the Company's efforts to apply the principles and comply with the provisions in the Corporate Governance Code (the "CG Code") as set out in Appendix C1 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is committed to maintaining high standards of corporate governance and fostering sustainable business growth and development. To oversee the Group's strategies and development of corporate sustainability, the executive committee ("Executive Committee") was delegated by the Board to establish a sustainability steering committee ("Sustainability Steering Committee") which is responsible for formulating the Group's sustainability vision, strategy and policy, monitoring and reviewing environmental, social and governance ("ESG") related goals and targets, evaluating the impact of initiatives and measuring the performance, and giving advice on the implementation progress of ESG goals and targets. The Sustainability Steering Committee reports to the Board through the Executive Committee on the Company's ESG issues on a regular basis. In 2014, the Executive Committee adopted a sustainability policy ("Sustainability Policy") to demonstrate the Company's commitment to sustainable business growth and development through adoption of sound ESG approaches and the Company has published its annual sustainability reports since then.

The Listing Rules require every listed company to report how it applies the principles in the CG Code and to confirm that it complies with such provisions, or provide an explanation if it does not. The Board periodically reviews the Company's practices to ensure compliance with increasingly stringent requirements and to meet rising expectations of its shareholders ("Shareholders"). A corporate governance policy (the "CG Policy") outlining the Company's governance framework and practices was adopted by the Board in 2012 and updated in August 2017.

The Board is of the opinion that the Company has complied with the CG Code provisions throughout the year ended 31 December 2025, except for Code provisions B.2.4(b) and C.2.1 as explained in the following sections.

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

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

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

## CG Code provision C.2.1

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

## Model Code for Securities Transactions

Code provision C.1.3 requires directors to comply with the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix C3 of the Listing Rules (the "Model Code").

The Model Code was adopted by the Company as its own code for Directors' securities transactions. All Directors expressly confirmed that they had fully complied with the Model Code during the year ended 31 December 2025.

## B. THE BOARD

### Corporate Culture

The Group positions itself as a cross-sector, cross-regional conglomerate in the Guangdong-Hong Kong-Macao Greater Bay Area with a strong heritage and boundless potentials. The Group creates sustainable communities by connecting families, businesses and other stakeholders with dedication and foresight.

Originating in 1962 with the inauguration of a passenger ferry service between Hong Kong and Macao, and formally established in 1972, the Group has grown into a trusted leader in property, hospitality and leisure, tourism and transportation — continuously creating shared value and nurturing cordial relationships with stakeholders and the community.

As a responsible corporate citizen, the Group is committed to playing an instrumental role in advancing sustainable development. A healthy corporate culture across the Group is vital for achieving its vision and mission of long-term and sustainable growth. The Board defines the Group's purpose, values, strategic direction, and risk appetite, fostering a culture that cultivates trusted and sustainable businesses where every customer, partner, investor, supplier and employee benefits from shared success.

The desired culture is consistently developed in the operating practices, workplace policies and stakeholder engagement. Measures for assessing and monitoring corporate culture include employee engagement, retention and training, financial reporting, whistleblowing mechanism, risk management, data privacy and security and regulatory compliance (including compliance with the Code of Conduct and other operating policies of the Group), staff safety and wellness, as well as audit and assurance.

#### VISION

To be the most trusted conglomerate in Asia, rooted in Hong Kong and Macao

#### MISSION

To create shared value for all stakeholders and the communities in which the Group operates

#### PRINCIPLES

Integrity and Virtue

# CORPORATE GOVERNANCE REPORT

## Corporate Strategy

With "Tourism+" as its growth strategy, the Group harnesses its diverse expertise in property, hospitality and leisure, transportation, infrastructure and investments to deliver cultural and economic value to the communities it serves, while contributing to national development.

The Board, together with senior management, set the tone and shape the corporate culture and strategic direction of the Group, which is underpinned by the core values of acting lawfully, ethically and responsibly across all levels of the Group. The Board promotes a culture of high standards in corporate governance and robust practices for the benefits of Shareholders and stakeholders.

By aligning the corporate culture with its purpose, values and strategy, the Board believes that the Group will continue to be a trusted partner of choice across Asia.

## Board Composition

The key principles of good governance require the Company to have an effective Board with collective responsibility for its success, values and enhancement of Shareholders' value. Non-executive Directors have particular responsibilities to oversee the Company's development, scrutinize its management performance, and advise on critical business issues. The Board is satisfied that it has met these requirements.

The Company has a balanced Board of Executive Directors and INEDs so that no individual or small group can dominate its decision-making process. To help the Board perform its duties and make decisions on the Company's affairs, Board Committees (including Executive Committee, remuneration committee ("Remuneration Committee"), nomination committee ("Nomination Committee") and audit and risk management committee ("Audit and Risk Management Committee")) have been established under the Company's Articles of Association ("Articles"). Other Board Committees may be formed from time to time. Further details about Board Committees are discussed in the latter part of this report and separate reports on pages 83 to 97 of this annual report.

Changes in members of the Board and its Committees during the year ended 31 December 2025 and up to the date of this report are set out below:

- Mr. Charles Ho, a then INED and member of the Remuneration Committee and Nomination Committee, passed away on 11 June 2025;
- Ms. Amelia Yau was appointed as an INED and a member of the Remuneration Committee, Nomination Committee and Audit and Risk Management Committee, all with effect from 2 July 2025; and
- Ms. Maisy Ho was appointed as a member of the Remuneration Committee, effective from 2 July 2025.

As at the date of this report, the Board has 9 members and its composition is as follows:

**The Board**  
(Total number of Directors: 9)

	Length of Tenure (Note 1)	Current period of appointment (Note 2)
<b>Executive Directors</b>		
Ms. Pansy Ho ( <i>Group Executive Chairman and Managing Director</i> )	31 years	2023-2026
Ms. Daisy Ho ( <i>Deputy Managing Director</i> )	31 years	2025-2028
Ms. Maisy Ho	24 years	2024-2027
Mr. David Shum	21 years	2025-2028
Mr. Rogier Verhoeven	14 years	2024-2027
Total number: 5 (Representing 56% of the total number of Directors)		
	Length of Tenure (Note 1)	Current period of appointment (Note 2)
<b>Independent Non-Executive Directors</b>		
Mr. Norman Ho	21 years	2023-2026
Mr. Michael Wu	13 years	2024-2027
Mr. Kevin Yip	10 years	2025-2028
Ms. Amelia Yau (Note 3)	8 months	2025-2026
Total number: 4 (Representing 44% of the total number of Directors)		

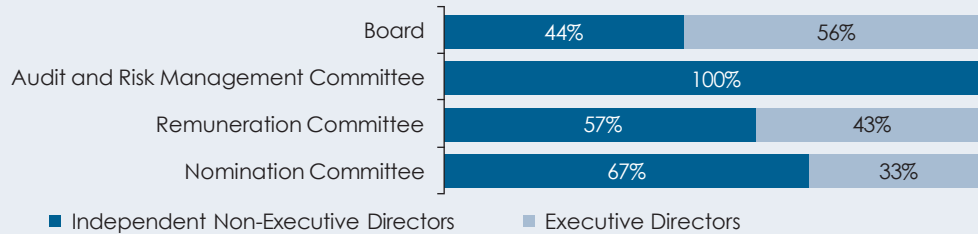
Notes:

1. Approximate number of years/months up to the date of this report.
2. From the year of appointment or last re-election, whichever is later.
3. Ms. Amelia Yau was appointed on 2 July 2025 and shall hold office until 2026 AGM.

Brief biographies of Directors are set out in "Management Profile" in this annual report.

# CORPORATE GOVERNANCE REPORT

## Board Independence



The Company has four INEDs who comprise more than one-third of the Board. Three INEDs possess professional accounting qualifications. The Company received a confirmation from each of the INEDs confirming independence under Rule 3.13 of the Listing Rules.

The Nomination Committee noted that Mr. Norman Ho (an INED of the Company) is an independent non-executive director of SJM Holdings Limited (stock code: 880) ("SJM Holdings") in which (i) Ms. Daisy Ho (an executive Director and Deputy Managing Director of the Company) is the chairman and an executive director and (ii) Mr. David Shum (an executive Director of the Company) is an executive director. Taking into consideration his role as an INED of the two companies without holding any shares in the two companies, the Nomination Committee does not consider that such cross-directorship relationship will affect Mr. Norman Ho in performing his duties as an INED. The Board and the Nomination Committee have assessed his independence in light of these circumstances, including (i) his background, experience, achievements and character, and (ii) the nature of the Company's relationship with SJM Holdings and his roles, and concluded that his independence would not be affected. It was decided that potential conflicts, which are minimal, could be managed and that the benefits of his appointment outweigh any risk of conflict. The Nomination Committee is of the view that all INEDs are independent under the Listing Rules criteria.

Ms. Pansy Ho, as the Group Executive Chairman and Managing Director of the Company, is mainly responsible for Board leadership and overall performance of the Group.

The Board is responsible for fostering and monitoring the corporate culture, defining the purpose, values and strategy direction, overseeing the Group's strategic development, setting the risk appetite and appropriate policies to manage risks in pursuit of the Group's strategic objectives, and scrutinizing operational and financial performance to ensure they align with the desired culture.

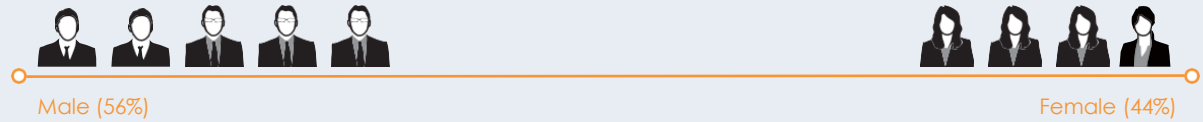
Management is delegated by the Board for carrying out the Group's day-to-day operations. The Group Executive Chairman and Managing Director together with the Deputy Managing Director, working with other Executive Directors and the executive management team, are responsible for managing the Group's businesses; formulating policies for Board consideration; carrying out strategies adopted by the Board; making recommendations on strategic planning, operating plans, major projects and business proposals; and assuming full accountability to the Board for the Group's operations. The Executive Directors conduct regular meetings with the management of the Group and associated companies during which operational issues and financial performance are reviewed. The Executive Directors regularly report to the Board and on an ad hoc basis when necessary.

## Board Diversity

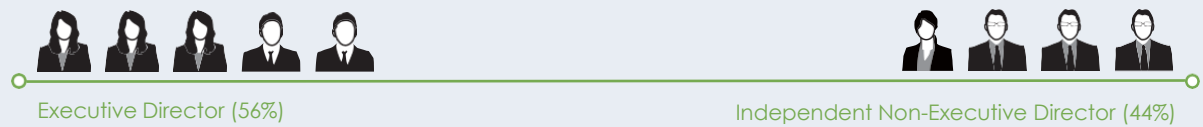
In 2013, the Board adopted a board diversity policy (the "Board Diversity Policy") to achieve a diverse Board and enhance performance quality. "Diversity" would be considered from various aspects, including gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, etc. Board appointments are based on merit and candidates will be assessed against objective criteria, with due regard for the benefits of diversity. The Nomination Committee will monitor implementation of the policy and, to ensure its effectiveness, it will review the policy and recommend revisions to the Board for consideration and approval, when necessary.

Board diversity is shown below. Directors' biographical details are set out in "Management Profile" in this annual report.

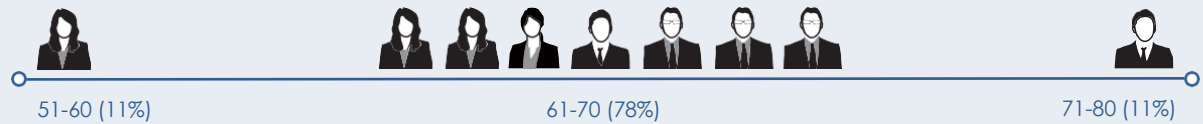
**Gender**



**Designation**



**Age group**

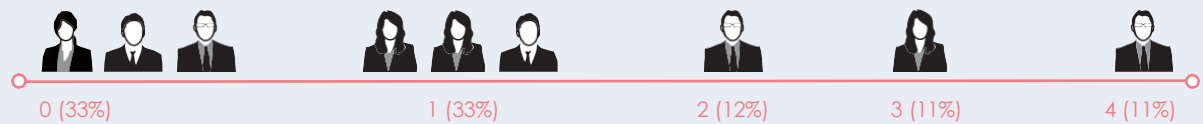


**Length of service (years)\***



\* Excluding the years of service not serving as a Director of the Company

**Directorship with other listed companies (number of companies)**



 Male Executive Director  
  Male Independent Non-Executive Director  
  Female Executive Director  
  Female Independent Non-Executive Director

Directors are from diverse and complementary backgrounds. The valuable experience and expertise they bring to our business are critical for the long-term growth of the Company. The Nomination Committee reviewed the composition of the Board under diversified perspectives and monitored the implementation and effectiveness of the Board Diversity Policy and considered that the Board Diversity Policy is effective.

Given the fairer gender proportion on the Company's Board (56% male and 44% female) as illustrated above, the Board is satisfied that gender diversity has been achieved at Board level.

# CORPORATE GOVERNANCE REPORT

The following sets out the total workforce (including senior management) by gender of the Group as at 31 December 2025:

	Number of Employees	Percentage
Male	775	47%
Female	880	53%

The Group has made progress in past years to maintain a satisfactory gender mix. All human resources processes including recruitment, promotion, rewards and career development opportunities continue to be based on competence, knowledge, experience and merit of the employees and prospective employees, regardless of gender.

The current composition of the Board under diversified perspectives is summarized as follows:

## Skills, Knowledge and Professional Experience

Accounting and Finance	8	88.9%
China Market Experience	9	100.0%
Corporate Responsibility/ Sustainability	9	100.0%
Executive Management and Leadership Skills	9	100.0%
Financial Service and Investment	8	88.9%
Global Market Experience	9	100.0%
Governance	9	100.0%
Hotel Management	8	88.9%
Human Resources	6	66.7%
Investment Banking/ Mergers and Acquisitions	8	88.9%
Other Listed Board Experience/Role	7	77.8%
Property Development and Investment	8	88.9%
Risk Management	9	100.0%
Strategic Planning	9	100.0%
Technology	8	88.9%
Transportation Service	8	88.9%

Note: The perspectives selected above have been identified as attributes of a director in alignment with the Company's nature of business.

## Board Practice

To ensure that the Board works effectively and performs its responsibilities, its members are provided with monthly updates on Company performance, financial position and prospects. Directors have full and timely access to relevant information and are properly briefed on issues considered at Board meetings. The duty of preparing the meeting agenda is delegated to the company secretary (the "Company Secretary"). Each Director may request inclusion of items on the agenda.

To make informed decisions, Directors are given information packages with explanation and analysis of agenda items not less than three days before a meeting. The Company Secretary keeps Directors informed of corporate governance issues and regulatory changes, and ensures Board procedures follow the CG Code and relevant legal requirements. The Board is provided with sufficient resources to perform its duties and, if required, an individual Director may engage independent professional advisers at the Company's expenses to provide advice on specific matters under the standard procedures adopted by the Board in 2005 (the "Mechanism").

Under the Mechanism, a Director shall give prior notice to the Company Secretary of his/her intention to seek independent professional advice and shall provide the name(s) of any independent professional advisers he/she proposes to instruct together with a brief summary of the subject matter. The Company Secretary can provide the names of suggested independent professional advisers upon request of the Director. The Company Secretary shall provide a written acknowledgment of receipt of the notification. Any advice obtained under the Mechanism shall be made available to the other members of the Board, if the Board so requests. The Mechanism is to ensure independent views and input are available to the Board under the appropriate circumstances. The Executive Committee reviewed the implementation and effectiveness of the Mechanism and considered that the Mechanism is effective.

If a Director has a conflict of interest in any matter under Board consideration, such matter will be dealt with by a physical Board meeting instead of a written resolution. Such Director shall abstain from voting, and not be counted in the quorum, for any resolution in which he or she has a material interest.

An open atmosphere exists for Directors to contribute alternative views at meeting. Major decisions are taken after full discussion. Minutes of Board and Board Committee meetings are recorded in detail with draft minutes circulated for comment before approval by Directors and Board Committee members, respectively. Minutes and written resolutions of the Board and Board Committees are kept by the Company Secretary and open for inspection by Directors. Such minutes and written resolutions are circulated to Directors at regular Board meetings.

The Company has appropriate directors' and officers' liability insurance for legal action against Directors.

## Board Activities

Board activities are structured to assist the Board in achieving its goal to support and advise management on the delivery of the Group's strategy within a transparent governance framework. The diagram below shows the key areas of focus for the Board and the main activities during 2025.

# CORPORATE GOVERNANCE REPORT



During the year, a total of four Board meetings were held primarily to review quarterly business performance and strategy in the business or other relevant areas.

Directors are expected to attend all meetings of the Board and the Board Committees on which they serve and to devote sufficient time to the Company to perform their duties. Where directors are unable to attend a meeting, they receive papers for that meeting giving them the opportunity to raise any issues with the Chairman in advance of the meeting. At each scheduled meeting, the Board receives updates from the relevant business/supporting units on the financial and operational performance of the Group and any specific developments in their areas of the businesses for which they are directly responsible and of which the Board should be aware. Chairpersons of the respective Board Committees would also report on matters discussed and/or approved at the relevant Board Committees' meetings held prior to the Board meetings.

## Appointments and Re-election of Directors

All INEDs are appointed for a specific term of three years. Under the Articles, every Director, including those appointed for a specific term, is subject to retirement by rotation at least once every three years at the Company's AGM. Any Director appointed by the Board is subject to re-election by Shareholders at the next AGM following his or her appointment. Directors who are subject to retirement and re-election at the forthcoming AGM are set out in "Report of the Directors" in this annual report.

## Directors' Induction, Development and Training

Each newly-appointed Director is offered training on the Company's key areas of business operations and practices. Newly-appointed Directors are offered orientation materials that set out the duties and responsibilities of directors under the Listing Rules and relevant ordinances and regulations. Directors are provided with "A Guide on Directors' Duties" issued by the Hong Kong Companies Registry and "Guidelines for Directors" issued by Hong Kong Institute of Directors ("HKIoD") which set out the general principles of directors' duties and "Corporate Governance Guide for Boards and Directors" issued by the Stock Exchange which set out a framework and clear guidance for corporate governance disclosure, application and implementation. All INEDs are given "Guide for Independent Non-Executive Directors" issued by HKIoD and "A Snapshot of INEDs' Roles and Responsibilities" issued by the Stock Exchange.

The Company encourages Directors to participate in continuing professional training and development courses to enhance relevant knowledge and skills. The Company also updates Directors on the latest development of Listing Rules and applicable laws and regulations to facilitate awareness and ensure compliance. The Executive Committee is responsible for reviewing training and continuous professional developments of Directors and senior management. During the year, the Company had provided trainings to Directors on updates covering topics of the Stock Exchange's consultation conclusion regarding review of CG Code, its e-learning on continuing obligations, revised CG Code on risk management and internal control systems, consultation conclusion regarding further paperless listing reforms, beneficial ownership regime in the British Virgin Islands, anti-corruption and ethical business culture for good Corporate Governance, IT governance, and model personal data protection Artificial Intelligence ("AI") framework, etc. The Company had also organized a training session on key considerations for generative AI adoption.

# CORPORATE GOVERNANCE REPORT

According to training records provided by Directors, a summary of their training during the year is shown below:

Directors	Area					Total no. of hours
	The Board, its committees and directors roles, responsibilities and effectiveness	Company's obligations and directors' duties, and key legal and regulatory developments	Corporate governance and ESG matters	Risk management and internal controls	Industry-specific developments, business trends and strategies	
<b>Group Executive Chairman and Managing Director</b>						
Ms. Pansy Ho	3.5	6.5	1.5	2.0	0.5 2.0 6.5	22.5
<b>Independent Non-Executive Directors</b>						
Mr. Norman Ho	7.0 3.5	15.0 6.5	5.0 1.5	2.0 2.0	0.5 2.0 2.0	47.0
Mr. Michael Wu	3.5	6.5	1.5	2.0	0.5 2.0	16.0
Mr. Kevin Yip	4.0 3.5	1.5 6.5	1.5	2.0	0.5 1.0 2.0	22.5
Ms. Amelia Yau	9.5 5.5 1.0	1.5 14.75	5.0 0.75	1.5	0.5 1.5 2.0	43.5
<b>Deputy Managing Director</b>						
Ms. Daisy Ho	3.5	6.5 6.5	1.5	2.0	0.5 2.0	22.5
<b>Executive Directors</b>						
Ms. Maisy Ho	3.5	6.5	1.5	2.0	0.5 6.5 2.0	22.5
Mr. David Shum	3.5	6.5	0.5 1.5	2.0	0.5 2.0	16.5
Mr. Rogier Verhoeven	3.5	6.5	1.5	2.0	0.5 2.0	16.0

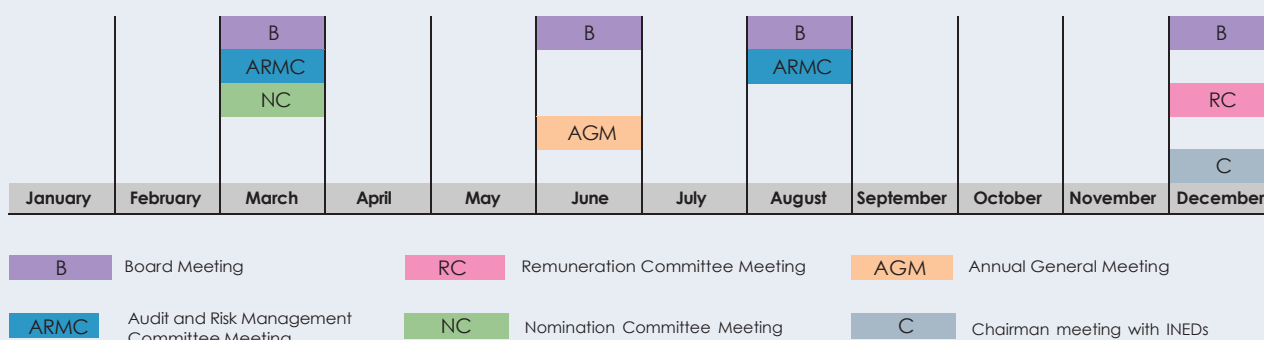
- – Internal training provided/organized by the Company
- – External training provided/organized by other corporations
- – Self-study for reading materials provided by the Company or access to web-based e-learning courses
- – Attending conference and/or forum

Ms. Amelia Yau, who has been appointed as an INED and a member of the Remuneration Committee, Nomination Committee and Audit and Risk Management Committee on 2 July 2025, has obtained legal advice pursuant to Rule 3.09D of the Listing Rules on 26 June 2025, and has confirmed that she understood her obligations as a Director. Ms. Amelia Yau has completed no less than 24 hours of the continuous professional development required by Rule 3.09F within 18 months of the date of her appointment pursuant to Rule 3.09H.

## Meeting Attendance by Directors during the year

Regular Board meetings are held at least four times every year at approximately quarterly intervals. Additional Board meetings are held if required. During the year ended 31 December 2025, the Board held four meetings, and the Group Executive Chairman and Managing Director held one meeting with INEDs without the presence of Executive Directors.

The timeline for meetings of the Board, Board Committee and Shareholders held in 2025 is set out below:



Attendance by Directors at meetings of the Board, Audit and Risk Management Committee, Remuneration Committee, Nomination Committee and 2025 AGM during the year is shown below:

Name of Director	Board	Audit and Risk Management Committee (Note 4)	Remuneration Committee	Nomination Committee	2025 AGM (Note 4)
(Number of Meetings Attended/Entitled to Attend)					
<b>Group Executive Chairman and Managing Director</b>					
Ms. Pansy Ho	4/4	n/a	1/1	1/1 <sup>C</sup>	1/1
<b>Independent Non-Executive Directors</b>					
Mr. Norman Ho	4/4	2/2 <sup>C</sup>	1/1	1/1	1/1
Mr. Charles Ho (Note 1)	1/2	n/a	n/a	1/1	0/1
Mr. Michael Wu	4/4	2/2	1/1 <sup>C</sup>	1/1	1/1
Mr. Kevin Yip	4/4	2/2	1/1	1/1	1/1
Ms. Amelia Yau (Note 2)	2/2	1/1	1/1	n/a	n/a
<b>Deputy Managing Director</b>					
Ms. Daisy Ho	4/4	n/a	1/1	1/1	1/1
<b>Executive Directors</b>					
Ms. Maisy Ho (Note 3)	3/4	n/a	1/1	n/a	1/1
Mr. David Shum	4/4	n/a	n/a	n/a	1/1
Mr. Rogier Verhoeven	4/4	n/a	n/a	n/a	1/1

C – Chairman of the Board Committee

Notes:

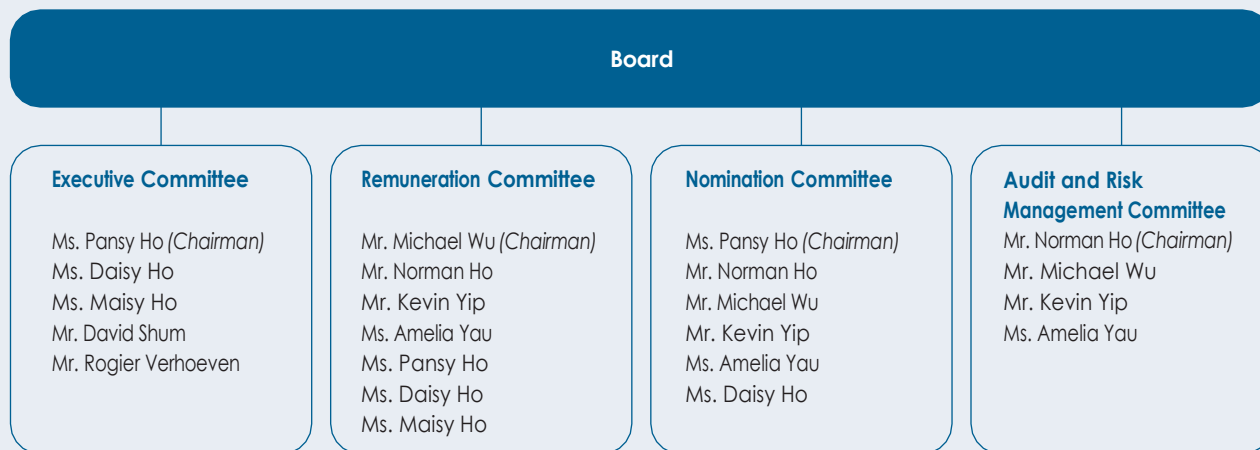
- Mr. Charles Ho passed away on 11 June 2025.
- Ms. Amelia Yau was appointed as an INED and a member of the Remuneration Committee, Nomination Committee and Audit and Risk Management Committee, all with effect from 2 July 2025.
- Ms. Maisy Ho was appointed as a member of the Remuneration Committee with effect from 2 July 2025.
- Representatives of the external auditor participated in two Audit and Risk Management Committee Meetings held in March and August 2025, and also attended the 2025 AGM.

# CORPORATE GOVERNANCE REPORT

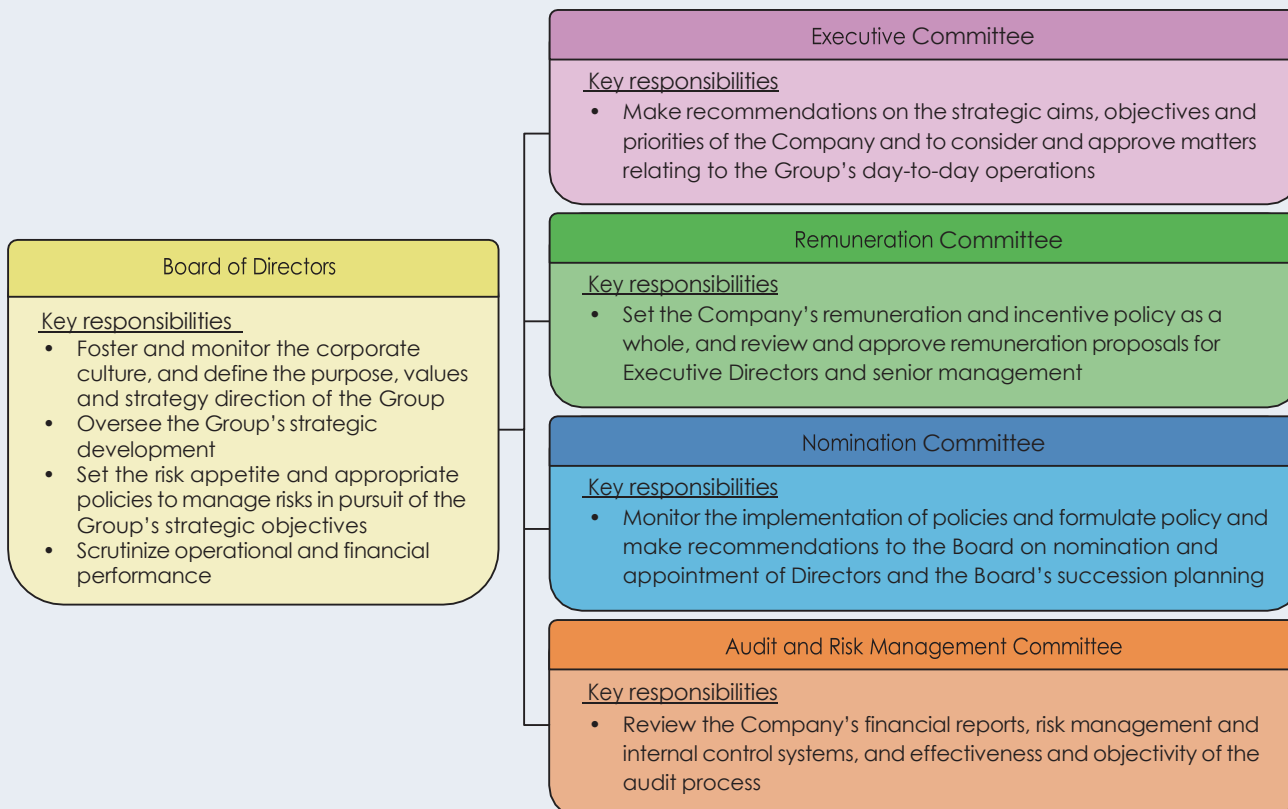
## C. BOARD COMMITTEES

The Board has established four Board Committees, namely the Executive Committee, Remuneration Committee, Nomination Committee and Audit and Risk Management Committee, to assist it in carrying out its responsibilities.

The current composition of the Board Committees is as follows:



Each of the Board Committees has defined duties and responsibilities set out in their respective terms of reference which are no less exacting than those in the CG Code and which are regularly reviewed and updated upon regulatory changes or Board direction. Other Board Committees for dealing with ad hoc matters when necessary are delegated with specific duties and authorities by the Board. All Board Committees are provided with sufficient resources to perform their duties.



## Executive Committee

### Composition

The Executive Committee consists of five members, namely, Ms. Pansy Ho (Group Executive Chairman and Managing Director), Ms. Daisy Ho (Deputy Managing Director), Ms. Maisy Ho, Mr. David Shum and Mr. Rogier Verhoeven. Ms. Pansy Ho is the chairman of the Executive Committee.

### Duties and Responsibilities

To operate more efficiently, the Executive Committee was established to make recommendations on the strategic aims, objectives and priorities of the Company and to consider and approve matters relating to the Group's day-to-day operations. The duties and responsibilities of the Executive Committee are set out in its terms of reference. Meetings are held as required by its work.

The Executive Committee was delegated by the Board to perform corporate governance functions set out in Code provision A.2.1 of the CG Code including:

- (i) developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board;
- (ii) reviewing and monitoring training and professional development of Directors and senior management;
- (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and Directors; and
- (v) reviewing compliance with the CG Code and disclosure in the corporate governance report.

As at the date of this report, the Executive Committee has reviewed the Company's policies and practices including:

- the Company's compliance with the CG Code and its disclosure in this report;
- Directors' participation in continuous professional development;
- Shareholders' Communication Policy;
- Dividend Policy;
- CG Policy;
- Policies and Procedures on Risk Management;
- Inside Information Policy;
- Share Repurchase Policy; and
- the Company's Mechanism and procedures to ensure that independent views and input are available to the Board.

# CORPORATE GOVERNANCE REPORT

In light of Code provision D.2, the Executive Committee was delegated by the Board to (i) assist the Board in evaluating and determining the nature and extent of risks the Board is willing to take to achieve the Group's strategic objectives; and (ii) oversee management in the design, implementation and ongoing monitoring of risk management (including, among others, risks relating ESG) and internal control systems and to ensure their appropriateness and effectiveness.

## Other Board Committees

Details of the Remuneration Committee, Nomination Committee and Audit and Risk Management Committee, including their composition, duties and responsibilities, annual work summary and applicable policies are set out in the separate reports on pages 83 to 97 of this annual report.

## D. INTERNAL CONTROL AND RISK MANAGEMENT

The Board has overall responsibility for ensuring that appropriate and effective risk management and internal control systems are established and maintained for the purpose of dealing with identified risks (including, ESG risks and in particular, climate-related risks and opportunities), safeguarding of assets, preventing and detecting fraud, misconduct and loss, ensuring the accuracy of financial reports and achieving compliance with applicable laws and regulations. The Executive Committee assists the Board in designing, implementing and monitoring the Group's risk management and internal control systems. Through the Audit and Risk Management Committee, the Board is responsible for the continuous review of the effectiveness of the Group's risk management and internal control systems, including financial, operational, compliance, information technology and security, fraud prevention and detection and risk management controls. Such process includes a self-assessment from the head of each business or supporting unit and subsidiary, the Executive Committee's annual review and confirmation and internal audit reviews conducted by the Group Internal Audit Department. For the year under review, there is no significant change in the assessment of risks and the risk management and internal control systems and there is no significant control failings and weaknesses identified. The Board considers the risk management and internal control systems of the Group to be adequate and effective and the Company has complied with the risk management and internal control code provisions set out in the CG Code. Further information about the Group's risk management and internal control framework and process are set out in the "Audit and Risk Management Committee Report" on pages 85 to 97 of this annual report.

## Inside Information Policy

The Company adopted a policy and procedure on disclosure of inside information (the "Inside Information Policy") setting out the Group's procedure in handling such information to ensure its equal and timely dissemination to comply with the requirements under Part XIVA of the Securities and Futures Ordinance and the Listing Rules. The Executive Committee was delegated by the Board to monitor the Inside Information Policy and assess the nature and materiality of relevant information and determine appropriate actions. An Inside Information Taskforce has also been set up to assist the Executive Committee on disclosure matters. The Group will provide appropriate training to officers and employees likely to be in possession of inside information.

## Auditor's Remuneration

For the year ended 31 December 2025, the fees paid/payable by the Group to PricewaterhouseCoopers ("PwC") for their audit and non-audit services amounted to approximately HK\$13.4 million and HK\$4.3 million respectively, while the audit and non-audit fees paid/payable by the Group to other auditors were HK\$0.5 million and HK\$0.2 million respectively. The non-audit services mainly included interim review, taxation, due diligence and other services.

## Accountability and Audit

For each financial year, the Directors acknowledge their responsibility for preparing the financial statements which give a true and fair view of the state of affairs, profit and cash flow of the Company and the Group in accordance with HKFRS Accounting Standards, the Hong Kong Companies Ordinance and the Listing Rules. In preparing financial statements for the year ended 31 December 2025, the Directors have selected suitable accounting policies and applied them consistently. The Directors also made judgments and estimates that are prudent and reasonable and prepared the financial statements on a going concern basis. The Company announced its interim and annual results in a timely manner following the relevant periods as required by the Listing Rules.

The statement from the Company's external auditor about the auditor's responsibilities for the audit of the Company's financial statements is set out in the "Independent Auditor's Report" in this annual report.

## E. PROACTIVE INVESTOR RELATIONS

The Company aims to maintain an ongoing dialogue and communication with its Shareholders. It is the Board's responsibility to ensure that satisfactory dialogue takes place. The Board adopted a shareholders' communication policy (the "Shareholders' Communication Policy") setting out the Company's principles in relation to Shareholders' communication, with the objective to ensure direct, open and timely communications. The primary channel between the Company and Shareholders is the publication of interim reports, annual reports, circulars and notices to Shareholders. The Company's share registrar, Computershare Hong Kong Investor Services Limited (the "Share Registrar"), serves Shareholders on all share registration matters. General meetings further provide the forum and opportunity for Shareholders to exchange views directly with Board members. The Executive Committee recently reviewed the implementation and effectiveness of the Shareholders' Communication Policy and considered that the Shareholders' Communication Policy is effective.

The Company continues its proactive policy to promote investor relations by regular meetings with institutional investors and research analysts. Our Investor Relations Department maintains open communications with the investment community. To ensure investors have an informed understanding of the Company's strategies, operations and management, our management engages in proactive investor relation activities. These include participating in regular one-on-one meetings, post-results analyst briefings, investor conferences and international non-deal roadshows. Our Investor Relations Department also actively provides the investment community with the Company's latest news and developments as they arise through other channels such as IR Newsletters. The Company garnered multiple industry awards in recognition of the Investor Relations Department's proactive engagement with the investment community.

The Company maintains a corporate website ([www.shuntakgroup.com](http://www.shuntakgroup.com)) which provides Shareholders, investors and the public with updated information on the Group's activities and development. The Corporate Presentation which includes an overview of the Group's businesses and latest financial results is also available on the corporate website. Corporate information on the Group's businesses, statutory announcements and notices are distributed by emails to the registered mailing list which can be joined by interested parties on the Company's website. The Company Secretary and the Investor Relations Department serve as the major channels of communication between Directors, Shareholders, investors and the public. The public is encouraged to contact the Group as appropriate.

# CORPORATE GOVERNANCE REPORT

Shareholders may at any time send their enquiries to the Board, addressed to the Company Secretarial Department or Investor Relations Department with contact details set out below:

Registered Office : Penthouse 39th Floor, West Tower, Shun Tak Centre  
200 Connaught Road Central  
Hong Kong  
Telephone : (852) 2859 3111  
Facsimile : (852) 2857 7181  
E-mail : enquiry@shuntakgroup.com  
ir@shuntakgroup.com

In relation to enquiries on the shareholding matters of the Company, Shareholders could send enquiries to the Share Registrar with their contact details set out below:

Address : Shops 1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Telephone : (852) 2862 8555  
Facsimile : (852) 2865 0990  
E-mail : hkinfo@computershare.com.hk

## F. DETAILS OF SHAREHOLDERS

### Shareholding of the Company

Shareholding distribution based on the Company's register of members as at 31 December 2025 is shown below:

Size of Registered Shareholding	Number of Shareholders	Percentage of Shareholders	Number of shares held	Percentage of shares in issue
1 to 2,000	943	61.80%	386,245	0.01%
2,001 to 10,000	244	15.99%	1,234,548	0.04%
10,001 to 100,000	286	18.74%	8,812,521	0.29%
100,001 to 500,000	36	2.36%	7,107,319	0.24%
500,001 or above	17	1.11%	3,000,121,152	99.42%
Total	1,526 (Note 2)	100.00%	3,017,661,785 (Note 1)	100.00%

Notes:

- 76.19% of the Company's shares in issue were held through Central Clearing and Settlement System of Hong Kong ("CCASS").
- Actual number of Shareholders is much bigger as many shares are held through intermediaries including CCASS.

## Details of the Shareholders' Meetings

The last Shareholders' meeting was the Company's 2025 AGM held at Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Wednesday, 11 June 2025 at 2:30 p.m.. The notice for the 2025 AGM setting out details of each proposed resolution and other relevant information in the circulars were distributed to all Shareholders more than 21 days before the 2025 AGM. Separate resolutions were proposed on each substantially separate issue, including re-election of individual Directors. In strict compliance with Rule 13.39(4) of the Listing Rules, the Company's Articles stated that all resolutions proposed in a general meeting will be decided on poll except for procedural or administrative matters. The Share Registrar was appointed as the scrutineer for vote-taking at the 2025 AGM. Procedures for conducting a poll were explained by the Share Registrar before commencement of poll voting at the 2025 AGM.

All resolutions at the 2025 AGM were duly passed including (i) receipt of the audited financial statements of the Company for the year ended 31 December 2024 and the reports of Directors and the independent auditor; (ii) re-election of Mr. Charles Ho, Mr. Kevin Yip, Ms. Daisy Ho and Mr. David Shum as Directors of the Company; (iii) approval of the Directors' fees; (iv) re-appointment of PwC as auditor of the Company and authorization to the Board to fix its remuneration; (v) granting of the general mandate to the Board to buy back the Company's shares; (vi) granting of the general mandate to the Board to issue new shares of the Company; and (vii) authorization to the Board to extend the general mandate to issue new shares by adding the number of shares bought back.

The poll results were posted on the websites of the Company and the Stock Exchange in accordance with the Listing Rules as soon as after the closure of the 2025 AGM.

## Important Shareholders' Dates

Important Shareholders' dates in the financial year 2026 are set out in "Financial Highlights and Calendar" in this annual report.

## Dividend Information

The Company's dividend policy is set out in "Report of the Directors" in this annual report. Dividend payment history is available on the Company's website.

## Shareholders' Rights

### Procedures for Shareholders to Convene a General Meeting

In accordance with Section 566 of the Hong Kong Companies Ordinance (Chapter 622) (the "Ordinance"), Shareholders representing at least 5% of the total voting rights of all Shareholders having a right to vote at general meetings can make a requisition to convene a general meeting. The requisition must state the objects of the meeting, and be signed by the Shareholders concerned and deposited at the registered office of the Company for the attention of the Company Secretary. The requisition must also (a) state the name(s) of the requisitionist(s), (b) the contact details of the requisitionist(s) and (c) the number of ordinary shares of the Company held by the requisitionist(s).

### Procedures for Shareholders to Put Forward Proposals at General Meeting

According to the Ordinance, Shareholder(s) representing at least 2.5% of the total voting rights of all Shareholders who have a relevant right to vote; or at least 50 Shareholders who have a relevant right to vote can submit a written request to move a resolution at the general meeting of the Company. The written request must state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution, signed by the relevant Shareholder(s) and deposited at the registered office of the Company.

# CORPORATE GOVERNANCE REPORT

## G. COMPANY SECRETARY

The Company Secretary is a full-time employee of the Company and has day-to-day knowledge of the Company's affairs. The Company Secretary is responsible for advising the Board on governance matters. For the year under review, the Company Secretary has taken no less than 15 hours of relevant professional training.

## H. OTHERS

### Constitutional Documents

During the year ended 31 December 2025, no amendment was made to the Company's Articles. The latest version of the Articles is available on the websites of the Company and the Stock Exchange.

Resolution for the adoption of new Articles of Association of the Company, mainly to align with the requirements under the Ordinance, the Listing Rules and current corporate practices, will be proposed at the forthcoming AGM for the Shareholders' approval.

### Looking Forward

The Company will continue to review its corporate governance practices on a timely basis and take necessary and appropriate actions to ensure compliance with the required practices and standards including code provisions in the CG Code.