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海天地悅旅集團有限公司  
S.A.I. LEISURE GROUP COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1832)

## ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED DECEMBER 31, 2025

### GROUP FINANCIAL HIGHLIGHTS

	<b>For the year ended December 31,</b>	
	<b>2025</b>	2024
	<b>US\$'000</b>	US\$'000
Revenue	<b>45,114</b>	42,795
Operating loss	<b>(12,954)</b>	(14,454)
Loss attributable to owners of the Company	<b>(16,579)</b>	(18,955)
Profit margin (ratio of loss attributable to owners of the Company to revenue)	<b>-36.7%</b>	-44.3%
Basic loss per share ( <i>US cents</i> )	<b>(4.6)</b>	(5.3)

The board of directors (the “**Board**”) of S.A.I. Leisure Group Company Limited (the “**Company**”) is pleased to announce the consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended December 31, 2025 (the “**Year**”).

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended December 31, 2025

	Note	2025 US\$'000	2024 US\$'000
Revenue	4	45,114	42,795
Cost of inventories sold	7	(4,861)	(4,469)
Food and beverage costs	7	(3,127)	(2,545)
Employee benefit expenses	7	(14,528)	(14,613)
Utilities, repairs and maintenance		(6,792)	(6,598)
Other gains, net	5	1,277	1
Other operating costs		(28,820)	(25,535)
Other expenses, net	7	(1,217)	(3,490)
<b>Operating loss</b>		<b>(12,954)</b>	<b>(14,454)</b>
Finance income	6	45	5
Finance costs	6	(3,931)	(4,632)
Finance costs, net	6	(3,886)	(4,627)
<b>Loss before tax</b>	7	<b>(16,840)</b>	<b>(19,081)</b>
Income tax credit	8	—	5
<b>Loss for the year and total comprehensive loss for the year</b>		<b>(16,840)</b>	<b>(19,076)</b>
<b>Loss and total comprehensive loss attributable to:</b>			
Owners of the Company		(16,579)	(18,955)
Non-controlling interests		(261)	(121)
		<b>(16,840)</b>	<b>(19,076)</b>
<b>Loss per share attributable to owners of the Company</b>			
— Basic and diluted (US cents)	10	<b>(4.6)</b>	<b>(5.3)</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at December 31, 2025

	<i>Note</i>	<b>2025</b> <i>US\$'000</i>	2024 <i>US\$'000</i>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		<b>107,456</b>	117,786
Investment properties		<b>332</b>	356
Intangible assets		<b>17</b>	38
Deferred tax assets		<b>6,583</b>	6,583
Prepayments and deposits		<b>759</b>	1,422
		<hr/>	<hr/>
Total non-current assets		<b>115,147</b>	126,185
		<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
<b>Current assets</b>			
Inventories		<b>2,616</b>	3,591
Trade receivables	<i>11</i>	<b>1,818</b>	1,903
Prepayments, deposits and other receivables		<b>2,087</b>	2,501
Amounts due from related parties		<b>252</b>	181
Income tax recoverable		<b>2,549</b>	2,561
Cash and cash equivalents		<b>3,566</b>	3,192
		<hr/>	<hr/>
Total current assets		<b>12,888</b>	13,929
		<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
<b>Total assets</b>		<b>128,035</b>	140,114
		<hr style="border-top: 3px double black;"/>	<hr style="border-top: 3px double black;"/>
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Issued share capital		<b>461</b>	461
Share premium		<b>38,122</b>	38,122
Capital reserve		<b>28,854</b>	28,854
Other reserve		<b>4,836</b>	4,836
Accumulated losses		<b>(54,401)</b>	(37,822)
		<hr/>	<hr/>
		<b>17,872</b>	34,451
Non-controlling interests		<b>(734)</b>	(473)
		<hr/>	<hr/>
<b>Total equity</b>		<b>17,138</b>	33,978
		<hr style="border-top: 3px double black;"/>	<hr style="border-top: 3px double black;"/>

	<i>Note</i>	<b>2025</b> <i>US\$'000</i>	2024 <i>US\$'000</i>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Other borrowings		<b>42,483</b>	32,242
Lease liabilities		<b>15,276</b>	15,870
		<hr/>	<hr/>
Total non-current liabilities		<b>57,759</b>	48,112
		<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
<b>Current liabilities</b>			
Trade and other payables	<i>12</i>	<b>10,646</b>	11,857
Bank borrowings		<b>40,200</b>	44,500
Other borrowings		<b>1,253</b>	685
Lease liabilities		<b>569</b>	666
Amounts due to related parties		<b>433</b>	279
Income tax payable		<b>37</b>	37
		<hr/>	<hr/>
Total current liabilities		<b>53,138</b>	58,024
		<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
<b>Total liabilities</b>		<b>110,897</b>	106,136
		<hr style="border-top: 3px double black;"/>	<hr style="border-top: 3px double black;"/>
<b>Total equity and liabilities</b>		<b>128,035</b>	140,114
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## NOTES TO FINANCIAL INFORMATION

### 1 Corporate and Group Information

S.A.I. Leisure Group Company Limited (the “**Company**”) is a limited liability company incorporated in the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, and its principal place of business is at 5th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong. The shares of the Company has been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since May 16, 2019 (the “**Listing**”).

The Company is an investment holding company. During the Year, the Company and its subsidiaries (together, the “**Group**”) were principally engaged in (i) hotels and resorts operations in Saipan and Guam; (ii) travel retail business of luxury and leisure clothing and accessories in Saipan, Guam and Hawaii; and (iii) provision of destination services in Saipan and Guam.

The immediate holding company and intermediate holding company of the Company are THC Leisure Holdings Limited (“**THC Leisure**”) and Tan Holdings Corporation (“**Tan Holdings**”), respectively. Dr. Tan Siu Lin and Dr. Tan Henry (the son of Dr. Tan Siu Lin) are ultimate controlling parties.

#### 2.1 Basis of preparation and presentation

##### *Basis of preparation*

These financial statements have been prepared in accordance with HKFRS Accounting Standards (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations) as issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention. These financial statements are presented in United States dollars (“**US\$**”) and all values are rounded to the nearest thousand except when otherwise indicated.

## *Going Concern*

As at December 31, 2025, the Group had net current liabilities of US\$40,250,000 and incurred a net loss of US\$16,840,000 for the year then ended. Included in its current liabilities was an interest-bearing term loan of US\$35,200,000 and a revolving loan of US\$5,000,000, both of which are repayable on demand, for the renovation and upgrade works of hotels in Guam and Saipan.

In view of such circumstances, the Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient resources to continue as a going concern. The following plans and measures have been undertaken to mitigate the liquidity pressure and to improve the financial position of the Group:

- Pursuant to the terms and conditions of the facilities with a bank, the Group will be subject to certain undertakings including but not limited to financial covenants. The Group closely monitors its compliance with the undertakings and financial covenants of the banking facilities. As at December 31, 2025, the Group did not comply with a financial covenant of the banking facilities with an aggregate amount of US\$48,000,000. Consent waiver of non-compliance to the financial covenant has been received by the Group subsequent to the reporting period.

Based on the latest communication between management and the bank regarding the compliance of undertakings and financial covenants, the Directors are not aware of any intention of the bank to withdraw its banking facilities or demand immediate repayment of the bank borrowings. The Group has also placed an aggregate amount equivalent to three-month loan repayments (including interest payments and principal repayments) into its Debt Service Reserve Account with the bank. Furthermore, as the banking facilities are fully secured by certain of the Group's hotel assets with ample security coverage, the Directors believe that the existing banking facilities will continue to be available to the Group given the good track records and relationship the Group has with the bank;

- The Group will continue its efforts to generate sufficient cash flows from operating activities by implementing measures in expediting the collection of outstanding trade receivables, improving sales and containing capital and operating expenditures to retain sufficient working capital for the operations of the Group;

- The Group has obtained shareholder loans facilities totaling US\$52,700,000 from Tan Holdings, of which US\$43,600,000 had been drawn down as at December 31, 2025. On March 30, 2026, the Group has entered into a deed of amendment of the payment clause with Tan Holdings for two out of seven tranches of shareholder loans, with an aggregated principal of US\$15,000,000. Under the amended terms, the contractual repayment date of the relevant loan principal and the related interest was changed from 2029 and 2030, respectively to no fixed maturity, and repayment of both principal and interest shall be made only when determined by the Company. As a result of this amendment, the Company will reclassify US\$15,000,000 of the utilized shareholder loans as perpetual loans in 2026 in accordance with the amended repayment terms;
- In March 2026, the Group also received a written commitment from Tan Holdings for a standby shareholder loan facility of US\$9,000,000. Furthermore, Tan Holdings has committed to providing financial support to enable the Group to meet its liabilities when they fall due in the foreseeable future (at least twelve months from the date of the consolidated financial statements). Tan Holdings has undertaken not to demand repayment of the amount due to it by the Group until the Group is in a position to repay without impairing its liquidity and financial position; and
- The Group will consider obtaining additional sources of funding as and when needed to enhance its financial position and support the operations of the Group.

The Directors have reviewed the Group's cash flow projections prepared by management, which cover a period of not less than twelve months from December 31, 2025. In the opinion of the Directors, taking into account the anticipated cash flows to be generated from the Group's operations as well as the above plans and measures, the Group will have sufficient working capital to meet its financial obligations and commitments as and when they fall due for a period of not less than twelve months from December 31, 2025. Accordingly, the Directors consider that it is appropriate to prepare the consolidated financial statements on a going concern basis.

The Group's ability to generate sufficient cash flows to continue as a going concern is subject to significant uncertainty and will depend on the successful outcome of the above plans and measures. Should the Group be unable to achieve the above plans and measures so as to continue as a going concern, adjustments would have to be made to reduce the carrying values of the Group's assets to their recoverable amounts, to provide for financial liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

### ***Basis of consolidation***

The consolidated financial statements include the financial statements of the Group for the year ended December 31, 2025. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e. existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve and recognizes the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognized in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

## 2.2 Changes in Accounting Policies and Disclosures

The Group has adopted amendments to HKAS 21 *Lack of Exchangeability* for the first time for the current year's financial statements. The Group has not early adopted any other standard or amendment that has been issued but is not yet effective.

Amendments to HKAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. As the currencies that the Group had transacted in and the functional currencies of overseas subsidiaries for translation into the Group's presentation currency were exchangeable, the amendments did not have any impact on the Group's financial statements.

In addition, the HKICPA has issued amendments to Illustrative Examples on HKFRS 7, HKFRS 18, HKAS 1, HKAS 8, HKAS 36 and HKAS 37 Disclosures about Uncertainties in the Financial Statements, which added illustrative examples in the corresponding HKFRS Accounting Standards. These examples reflect existing requirements in the corresponding HKFRS Accounting Standards to report the effects of uncertainties in the financial statements using climate-related examples. Therefore, the amendments do not have an effective date or transitional provisions.

## 3 Segment information

The executive directors of the Company have been identified as the Group's chief operating decision-maker (the "CODM"). The CODM has determined the operating segments based on the reports reviewed by them that are used to make strategic decisions and resources allocation. For management purposes, the Group is organized into business units based on their products and services and has three reportable operating segments as follows:

- (a) Hotels and resorts: operation of hotels and leasing of commercial premises located within the hotel buildings in Saipan and Guam (the "**Hotels & Resorts Segment**");
- (b) Luxury travel retail: sales of luxury and leisure clothing and accessories in retail stores in Saipan, Guam and Hawaii (the "**Luxury Travel Retail Segment**"); and
- (c) Destination services: provision of destination activities including (i) operation of souvenir and convenience stores in Saipan and Guam; (ii) excursion tour operation in Saipan; and (iii) provision of land arrangement and concierge services in Saipan (the "**Destination Services Segment**").

The Group's business activities are conducted predominantly in Saipan, Guam and Hawaii.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit/loss before tax except that finance income, finance costs as well as corporate and other unallocated expenses are excluded from such measurement.

Segment assets and liabilities information is not disclosed as they are not regularly reviewed by the CODM.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

The segment information provided to the Group's CODM for the reportable segments for the years ended December 31, 2025 and 2024 are as follows:

	Hotels and resorts		Luxury travel retail		Destination services		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<b>Segment revenue</b>								
Sales to external customers	<b>36,470</b>	34,458	<b>7,593</b>	7,414	<b>1,051</b>	923	<b>45,114</b>	42,795
Intersegment sales	<u>75</u>	<u>74</u>	<u>—</u>	<u>—</u>	<u>8</u>	<u>—</u>	<u>83</u>	<u>74</u>
Total segment revenue	<b><u>36,545</u></b>	<b><u>34,532</u></b>	<b><u>7,593</u></b>	<b><u>7,414</u></b>	<b><u>1,059</u></b>	<b><u>923</u></b>	<b><u>45,197</u></b>	<b><u>42,869</u></b>
Reconciliation:								
Elimination of intersegment sales							<u>(83)</u>	<u>(74)</u>
							<b><u>45,114</u></b>	<b><u>42,795</u></b>
Segment results	<b><u>(9,886)</u></b>	<b><u>(11,936)</u></b>	<b><u>(1,217)</u></b>	<b><u>(514)</u></b>	<b><u>(484)</u></b>	<b><u>(294)</u></b>	<b><u>(11,587)</u></b>	<b><u>(12,744)</u></b>
Corporate and other unallocated expenses							<b><u>(1,367)</u></b>	<b><u>(1,710)</u></b>
Finance income							<b><u>45</u></b>	<b><u>5</u></b>
Finance costs							<b><u>(3,931)</u></b>	<b><u>(4,632)</u></b>
<b>Loss before tax</b>							<b><u>(16,840)</u></b>	<b><u>(19,081)</u></b>
Income tax credit							<u>—</u>	<u>5</u>
<b>Loss for the year</b>							<b><u>(16,840)</u></b>	<b><u>(19,076)</u></b>

	Hotels and resorts		Luxury travel retail		Destination services		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<b>Other segment information:</b>								
Depreciation of property, plant and equipment:								
Segment assets	<b>9,908</b>	10,556	<b>524</b>	517	<b>47</b>	40	<b>10,479</b>	11,113
Unallocated assets							<u>—</u>	<u>1</u>
							<b><u>10,479</u></b>	<b><u>11,114</u></b>
Depreciation of investment properties								
	<b>14</b>	16	—	—	—	—	<b>14</b>	16
Amortization of intangible assets								
	<b>20</b>	20	<b>1</b>	1	<b>3</b>	1	<b>24</b>	22
Provision/(reversal of provision) for obsolete inventories								
	—	12	<b>10</b>	(91)	—	—	<b>10</b>	(79)
Reversal of impairment of trade receivables								
	—	(115)	—	—	—	—	—	(115)
Write-off of investment property								
	<b>19</b>	—	—	—	—	—	<b>19</b>	—
Write-off of property, plant and equipment								
	<b>1,186</b>	4	<b>2</b>	—	—	—	<b>1,188</b>	4
Impairment of property, plant and equipment								
	—	3,680	—	—	—	—	—	3,680
Capital expenditure*:								
Segment assets	<b>1,143</b>	2,134	—	587	<b>183</b>	19	<b>1,326</b>	2,740
Unallocated assets							<u>2</u>	<u>—</u>
							<b><u>1,328</u></b>	<b><u>2,740</u></b>

\* Capital expenditure consists of addition of property, plant and equipment, investment properties and intangible assets except right-of-use assets.

Set out below is the disaggregation of the Group's revenue:

**Year ended December 31, 2025**

<b>Segments</b>	<b>Hotels and resorts <i>US\$'000</i></b>	<b>Luxury travel retail <i>US\$'000</i></b>	<b>Destination services <i>US\$'000</i></b>	<b>Total <i>US\$'000</i></b>
<b>Types of goods or services</b>				
<i>Revenue from contracts with customers</i>				
— Room charge	25,947	—	—	25,947
— Food and beverage	9,384	—	—	9,384
— Sale of luxury and leisure clothing and accessories	—	7,593	—	7,593
— Sale of souvenirs and others	—	—	938	938
— Operating excursion tour and rendering of land arrangement services	—	—	113	113
— Other hospitality	940	—	—	940
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue from contracts with customers	36,271	7,593	1,051	44,915
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Revenue from other sources</i>				
— Rental income	199	—	—	199
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue	<u>36,470</u>	<u>7,593</u>	<u>1,051</u>	<u>45,114</u>

Segments	Hotels and resorts <i>US\$'000</i>	Luxury travel retail <i>US\$'000</i>	Destination services <i>US\$'000</i>	Total <i>US\$'000</i>
<b>Geographical markets</b>				
<i>Revenue from contracts with customers</i>				
— Saipan	14,003	1,235	819	16,057
— Guam	22,268	4,371	232	26,871
— Hawaii	—	1,987	—	1,987
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue from contracts with customers	36,271	7,593	1,051	44,915
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Revenue from other sources</i>				
— Rental income	199	—	—	199
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue	<u>36,470</u>	<u>7,593</u>	<u>1,051</u>	<u>45,114</u>
<b>Timing of revenue recognition</b>				
<i>Revenue from contracts with customers</i>				
— Goods transferred at a point in time	10,324	7,593	938	18,855
— Services transferred over time	25,947	—	113	26,060
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue from contracts with customers	36,271	7,593	1,051	44,915
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Revenue from other sources</i>				
— Rental income	199	—	—	199
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue	<u>36,470</u>	<u>7,593</u>	<u>1,051</u>	<u>45,114</u>

**Year ended December 31, 2024**

<b>Segments</b>	Hotels and resorts <i>US\$'000</i>	Luxury travel retail <i>US\$'000</i>	Destination services <i>US\$'000</i>	Total <i>US\$'000</i>
<b>Types of goods or services</b>				
<i>Revenue from contracts with customers</i>				
— Room charge	24,864	—	—	24,864
— Food and beverage	8,532	—	—	8,532
— Sale of luxury and leisure clothing and accessories	—	7,414	—	7,414
— Sale of souvenirs and others	—	—	799	799
— Operating excursion tour and rendering of land arrangement services	—	—	124	124
— Other hospitality	896	—	—	896
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue from contracts with customers	34,292	7,414	923	42,629
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Revenue from other sources</i>				
— Rental income	166	—	—	166
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue	<u>34,458</u>	<u>7,414</u>	<u>923</u>	<u>42,795</u>

<b>Segments</b>	Hotels and resorts <i>US\$'000</i>	Luxury travel retail <i>US\$'000</i>	Destination services <i>US\$'000</i>	Total <i>US\$'000</i>
<b>Geographical markets</b>				
<i>Revenue from contracts with customers</i>				
— Saipan	14,841	1,434	734	17,009
— Guam	19,451	3,925	189	23,565
— Hawaii	—	2,055	—	2,055
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue from contracts with customers	34,292	7,414	923	42,629
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Revenue from other sources</i>				
— Rental income	166	—	—	166
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue	<u>34,458</u>	<u>7,414</u>	<u>923</u>	<u>42,795</u>
<b>Timing of revenue recognition</b>				
<i>Revenue from contracts with customers</i>				
— Goods transferred at a point in time	9,428	7,414	799	17,641
— Services transferred over time	24,864	—	124	24,988
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue from contracts with customers	34,292	7,414	923	42,629
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Revenue from other sources</i>				
— Rental income	166	—	—	166
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue	<u>34,458</u>	<u>7,414</u>	<u>923</u>	<u>42,795</u>

#### 4 Revenue

An analysis of revenue is as follows:

	2025 <i>US\$'000</i>	2024 <i>US\$'000</i>
<i>Revenue from contracts with customers</i>		
Hotels and resorts operations	36,271	34,292
Luxury retail, souvenir and convenience stores operations	8,531	8,213
Excursion tour services	113	124
	<u>44,915</u>	<u>42,629</u>
 <i>Revenue from other sources</i>		
Rental income	199	166
	<u>45,114</u>	<u>42,795</u>

#### 5 Other gains, net

	2025 <i>US\$'000</i>	2024 <i>US\$'000</i>
Net exchange losses	(2)	(2)
Gains on disposal of property, plant and equipment	73	—
Gain on early termination of lease contract	—	3
Insurance claims for typhoon damage	1,206	—
	<u>1,277</u>	<u>1</u>

## 6 Finance costs, net

	2025 <i>US\$'000</i>	2024 <i>US\$'000</i>
Finance income:		
— Interest income from bank deposits	—	5
— Interest income on Employee Retention Credit refund	<u>45</u>	<u>—</u>
	<u>45</u>	<u>5</u>
Finance costs:		
— Interest expenses on lease liabilities	(751)	(809)
— Interest expenses on Paycheck Protection Program loans, net of amounts forgiven	(1)	(1)
— Interest expenses on bank borrowings	(2,870)	(3,583)
— Interest expenses on other borrowings	(64)	(4)
— Imputed interest expenses on other borrowings	<u>(245)</u>	<u>(235)</u>
	<u>(3,931)</u>	<u>(4,632)</u>
Finance costs, net	<u><u>(3,886)</u></u>	<u><u>(4,627)</u></u>

## 7 Loss before tax

The Group's loss before tax is arrived at after charging/(crediting):

	2025 <i>US\$'000</i>	2024 <i>US\$'000</i>
Employee benefit expenses (including directors' remuneration):		
Wages, salaries and other benefits	14,456	14,569
Pension scheme contributions (defined contribution scheme)*	72	44
	<u>14,528</u>	<u>14,613</u>
Other expenses/(income):		
Reversal of impairment of trade receivables	—	(115)
Provision/(reversal of provision) for obsolete inventories	10	(79)
Write-off of investment property	19	—
Write-off of property, plant and equipment	1,188	4
Impairment of property, plant and equipment	—	3,680
	<u>1,217</u>	<u>3,490</u>
Cost of inventories sold	4,861	4,469
Food and beverage costs	3,127	2,545
Lease payment not included in the measurement of lease liabilities**	1,144	1,022
Depreciation of property, plant and equipment**	10,479	11,114
Depreciation of investment properties**	14	16
Amortization of intangible assets**	24	22
Auditors' remuneration**	<u>222</u>	<u>222</u>

\* There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

\*\* These items are included in "Other operating costs" in the consolidated statement of profit or loss and other comprehensive income.

## 8 Income tax credit

No provision for Hong Kong, the CNMI, Guam and Hawaii profits tax has been made for the year ended December 31, 2025 as the Group did not generate any assessable profits arising in Hong Kong, the CNMI, Guam and Hawaii during the year (2024: Nil).

	2025 <i>US\$'000</i>	2024 <i>US\$'000</i>
Current:		
Over-provision in prior years	<u>—</u>	<u>5</u>

## 9 Dividend

The board of directors does not recommend the payment of any dividend for the year ended December 31, 2025 (2024: Nil).

## 10 Loss per share attributable to owners of the Company

The calculation of the basic loss per share amount is based on the loss for the year attributable to owners of the Company of US\$16,579,000 (2024: US\$18,955,000), and the weighted average number of ordinary shares of 360,000,000 (2024: 360,000,000) in issue during the year.

No adjustment has been made to the basic loss per share amount presented for each of the years ended December 31, 2025 and 2024 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during each of the years ended December 31, 2025 and 2024.

## 11 Trade receivables

	<b>2025</b> <i>US\$'000</i>	2024 <i>US\$'000</i>
Trade receivables	<b>1,965</b>	2,492
Impairment	<b>(147)</b>	(589)
	<b><u>1,818</u></b>	<b><u>1,903</u></b>

Note:

The Group's sale to tour operators on a wholesale basis, traditional travel agents and several corporate customers are mainly on credit and the credit term is generally 30 days from the invoice date. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by the management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances.

The aging analysis of the trade receivables as at December 31, 2025 and 2024, based on invoice date and net of loss allowance, is as follows:

	<b>2025</b> <i>US\$'000</i>	2024 <i>US\$'000</i>
Within 30 days	<b>435</b>	575
31 to 60 days	<b>67</b>	16
61 to 90 days	<b>14</b>	8
Over 90 days	<b><u>1,302</u></b>	<u>1,304</u>
	<b><u>1,818</u></b>	<b><u>1,903</u></b>

## 12 Trade and other payables

	2025 <i>US\$'000</i>	2024 <i>US\$'000</i>
Trade payables		
— to third parties ( <i>Note (a)</i> )	2,719	3,291
— to related parties ( <i>Note (b)</i> )	864	917
	<u>3,583</u>	<u>4,208</u>
Total trade payables	3,583	4,208
Accruals and other payables		
— Accrued staff salaries	582	504
— Other taxes payable	501	503
— Other accruals and payables	5,980	6,642
	<u>7,063</u>	<u>7,649</u>
	7,063	7,649
	<u><u>10,646</u></u>	<u><u>11,857</u></u>

*Notes:*

(a) Trade payables to third parties

The aging analysis of the trade payables to third parties based on invoice date is as follows:

	2025 <i>US\$'000</i>	2024 <i>US\$'000</i>
Within 30 days	1,628	1,607
31 to 60 days	235	516
61 to 90 days	155	150
Over 90 days	701	1,018
	<u>2,719</u>	<u>3,291</u>
	<u><u>2,719</u></u>	<u><u>3,291</u></u>

(b) Trade payables to related parties

As at December 31, 2025 and 2024, the trade payables to related parties are unsecured, interest-free and with credit term of 30 days.

The aging analysis of trade payables due to related parties based on invoice date is as follows:

	2025 <i>US\$'000</i>	2024 <i>US\$'000</i>
Within 30 days	71	123
31 to 60 days	38	118
61 to 90 days	32	59
Over 90 days	723	617
	<u>864</u>	<u>917</u>

(c) The carrying amounts of trade and other payables approximate their fair values and are denominated in the following currencies:

	2025 <i>US\$'000</i>	2024 <i>US\$'000</i>
US\$	10,476	11,670
HK\$	170	187
	<u>10,646</u>	<u>11,857</u>

### 13 Event after the reporting period

On March 30, 2026, the Group has entered into a deed of amendment of the payment clause with Tan Holdings for two out of seven tranches of shareholder loans, with an aggregated principal of US\$15,000,000. Under the amended terms, the contractual repayment date of the relevant loan principal and the related interest was changed from 2029 and 2030, respectively to no fixed maturity, and repayment of both principal and interest shall be made only when determined by the Company. As a result of this amendment, the Company will reclassify US\$15,000,000 of the utilized shareholder loans as perpetual loans in 2026 in accordance with the amended repayment terms.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Overview

The recovery of the global economy has slowed down since the start of 2025 due to high tariffs imposed by the U.S., trade tensions and policy uncertainty. Stepping into the second half of 2025, with the global economy gradually stabilized and the political tensions began to reconcile, the recovery of the tourism market in Guam showed a strong resurgence in late 2025 and early 2026, whilst in the Northern Mariana Islands (the “NMI”) region, the recovery of the tourism market was stalled, and visitor arrivals remained low.

For 2025, Guam recorded approximately 783,000 visitor arrivals, which is an increase of 5.9% when compared to last year and represents approximately 47.0% of the number of visitor arrivals during 2019 (pre-pandemic). South Korea remained the leading tourist origin market of Guam (48.7% of total visitor arrivals for 2025) and the tourist arrivals from South Korea in Guam increased by 1.7% when compared to last year. Visitor arrivals from Japan, another key tourist origin market of Guam, increased by 21.5% when compared to last year, despite it represented 37.0% of the number of visitor arrivals in 2019 (pre-pandemic).

Following the tragic plane crash in South Korea in December 2024, the government of South Korea increased governmental oversight and imposed strict maintenance requirements on all Korean low-cost carriers and airlines. Since May 2025, various Korean low-cost carriers have reduced and/or suspended the number of daily flights from Seoul to Guam as part of the large-scale suspension of hundreds of routes by the airlines due to declined profitability. Having said that, stepping into the second half of 2025, the Guam Visitors Bureau (the “GVB”) continued taking action in accordance with their Short-term Tactical Plan to address the decline in tourist arrivals and achieve sustainable recovery in the tourism market. The Guam’s legislature had approved various incentives totaling US\$10.0 million to support the rebound of tourist arrivals to Guam by expanding its air services from both South Korea and Japan. In particular, the Korean airlines were upgraded to larger aircraft in response to the incentives, increasing seat capacity and improving in-flight digital infrastructure, which enhanced the travel experience and stabilized the service after years of volatility. On the other hand, riding on the incentives, the GVB has launched different marketing support to address visitor concerns about rising travel costs. For example, GVB has expanded its “GoGo! Guam” value campaign, offering added perks through participating hotels and businesses, all of which could relieve the diminished spending power of travelers due to the continuously strong U.S. dollar against both the Korean won and Japanese yen.

On the other hand, Saipan recorded approximately 148,000 visitor arrivals, which is a decrease of 35.4% when compared to last year and represented approximately 34.8% of the number of visitor arrivals when compared to 2019 (pre-pandemic). Despite South Korea remained the leading tourist origin market of the NMI region (66.0% of total visitor arrivals for 2025), the tourist arrivals from South Korea in the NMI region declined by 41.5%, when compared to last year. Same as Guam, various Korean low-cost carriers have reduced and/or suspended the number of daily flights from Seoul to Saipan since May 2025 as part of the large-scale suspension of hundreds of routes by the airlines due to declined profitability, resulting in a notable reduction in the tourist arrivals in Saipan. Furthermore, Saipan recorded a decrease in visitor arrivals from Japan of 13.6% when compared to last year, representing 69.6% of the number of visitor arrivals from Japan in 2019 (pre-pandemic).

Mainland China is another key tourist origin market for Saipan. However, with an abrupt suspension in the processing of travelers' applications under the CNMI Economic Vitality & Security Travel Authorization Program (the "CNMI EVS-TAP") by the U.S. Customs and Border Protection in April 2025, the recovery of the visitor arrivals from Mainland China to the NMI region was halted and it heavily impacted the tourism-related businesses in the NMI region. Due to this, the direct flight from Hong Kong to Saipan was suspended from late April 2025 until late September 2025, resulting in a 38.1% decrease in annual visitor arrivals from Mainland China when compared to last year.

In July 2025, the CNMI Department of Public Lands issued a "Notice of Intent to Award" in relation to the granting of a Master Concession Agreement for Managaha Island to the Group and the Managaha Island Master Concession Agreement was signed on December 23, 2025. Managaha Island is an iconic, small and uninhabited island off the west coast of Saipan. It sits in Saipan's lagoon and is known for its beautiful beaches, clear water and various water activities. Managaha Island is a popular day-trip destination for tourists and is about ten-minute boat ride from our Crowne Plaza Resort Saipan. By entering into the Master Concession Agreement, the Group was granted the right to operate businesses relating to transportation to and from Managaha Island, non-motorized marine sports, recreational activities, food, beverages and souvenirs, which could enhance the overall experience of our hotel guests, gain competitive advantages over our competitors and expand the Group's excursion tours business in Saipan under the Destination Services Segment.

Throughout the Year, Crowne Plaza Resort Guam, Crowne Plaza Resort Saipan and Century Hotel continued to be open for business. On March 27, 2025, after careful consideration as regards the pace of recovery of the leisure tourism market of Saipan and the substantial amount of capital expenditure required for the renovation and rebranding of Kanoa Resort, the Group has decided not to renew the land lease of Kanoa Resort upon its expiry on June 15, 2025. Accordingly, Kanoa Resort was permanently closed and the property was returned to the Department of Public Lands on the lease expiry date. All luxury travel retail boutiques in Guam, Saipan and Hawaii as well as some of the Group's excursion tours in Saipan continued to be open for business throughout the Year.

## **Revenue and Operating Loss**

For the Year, the Group recorded a revenue of approximately US\$45,114,000, representing an increase of US\$2,319,000 or 5.4% from approximately US\$42,795,000 in the preceding year. The total revenue from our Guam businesses increased by 14.1% when compared to the preceding year, which was offset by a decrease of 5.5% in the total revenue from our Saipan businesses when compared to the preceding year.

During the Year, the increase in revenue from our Guam businesses was mainly due to the increase in occupancy rates and average room rates of Crowne Plaza Resort Guam as compared to the preceding year. Besides, riding on the effort of the GVB in boosting the number of tourist arrivals in Guam, the revenue from the luxury travel retail business increased by 11.4%. On the contrary, despite the average room rate of Crowne Plaza Resort Saipan increased by 1.6% due to the dedicated efforts of the Hotel Manager, the abrupt halt in the processing of the CNMI EVS-TAP of tourists from Mainland China and the reduction of flights from Seoul to Saipan substantially impacted the number of tourists arrivals. Hence, the occupancy rate of our Crowne Plaza Resort Saipan, as well as the business of our luxury travel retail boutiques and our destination services in Saipan were negatively impacted during the Year.

For the Year, the operating loss of the Group was approximately US\$12,954,000, representing a decrease in loss of US\$1,500,000 or 10.4% when compared with the operating loss of approximately US\$14,454,000 last year. With the continuous efforts of the management of the Group in improving operation efficiency as well as enforcing effective cost-saving measures, the increase in revenue from our Guam businesses demonstrated the effectiveness of the Group's costs control measures. It should also be noted that the said amount of operating loss during the Year has taken into account, amongst others, the recognition of depreciation and amortization expenses (non-cash items) relating to the Group's assets of approximately US\$10,517,000.

Performance of the Group's business is covered in more detail under the "Segmental Review" section below.

## **Segmental Review**

The Hotels & Resorts Segment, Luxury Travel Retail Segment and Destination Services Segment respectively accounted for approximately 80.8%, 16.8% and 2.4% of the Group's total revenue for the Year.

## *Hotels & Resorts Segment*

During the Year, revenue generated from the Hotels & Resorts Segment was approximately US\$36,470,000, representing an increase of US\$2,012,000 or 5.8% when compared to the preceding year of approximately US\$34,458,000. As mentioned above, Crowne Plaza Resort Guam increased its revenue by 14.5% due to the increase in both the occupancy rate and the average room rates. Unfortunately, such increase was offset by a decrease of 5.3% in the revenue of Crowne Plaza Resort Saipan due to an abrupt suspension in the processing of travelers' application under the CNMI EVS-TAP by the U.S. Customs and Border Protection as well as the reduction in the number of flights from Seoul to Saipan, which resulted in a decline in occupancy rate and limited the growth in the average room rates of Crowne Plaza Resort Saipan despite the Hotel Manager's dedicated efforts in raising the average room rates. Throughout the Year, no revenue was generated by Kanoa Resort as it remained closed until the expiry of the land lease.

For the Year, the Hotels & Resorts Segment has a negative segmental margin of approximately US\$9,886,000, representing a decrease of 17.2% in loss when compared to the preceding year. The management of the Group continued to reinforce effective cost-saving measures and strived to improve the operation efficiency of both Crowne Plaza resorts to improve the segmental margin. The said amount of negative segmental margin has taken into account, amongst others, the recognition of depreciation and amortization expenses (non-cash items) relating to the Group's assets of approximately US\$9,942,000.

### *Crowne Plaza Resort Guam*

Crowne Plaza Resort Guam was honored to be recognized with the Tripadvisor Traveler's Choice Award 2025, placing us among the top 10% of hotels worldwide. For the Year, revenue from Crowne Plaza Resort Guam increased by US\$2,844,000, representing an increase of 14.5% as compared to the preceding year and an increase of 11.2% as compared to the revenue of Fiesta Resort Guam (now rebranded as Crowne Plaza Resort Guam) for 2019 (pre-pandemic).

Riding on the effort of the GVB in boosting the number of tourist arrivals in Guam, the occupancy rate as well as the average room rates of Crowne Plaza Resort Guam increased during 2025, in particular, the second half of 2025. The Group benefits from the use of the booking engines of the InterContinental Hotels Group (the "IHG") and enjoys IHG's marketing and operational support. In addition, perpetual improvement in operation efficiency and optimization of our sales channels and business mix helped enhance customers' loyalty and reduced our reliance on wholesales agents. During the Year, Crowne Plaza Resort Guam achieved a positive gross operating profit, which was 47.0 % higher than the preceding year.

### *Crowne Plaza Resort Saipan*

For the Year, revenue from Crowne Plaza Resort Saipan decreased by approximately US\$764,000 or 5.3% as compared to the preceding year and represented 46.5% of the revenue of Fiesta Resort Saipan (now rebranded as Crowne Plaza Resort Saipan) for 2019 (pre-pandemic). Having said that, Crowne Plaza Resort Saipan was honored to be recognized with the Tripadvisor Traveler's Choice Award 2025, placing us among the top 10% of hotels worldwide. Besides, it also demonstrated our popularity and the recognition of our excellent service quality among travelers.

In late April 2025, an abrupt suspension in the processing of travelers' applications under the CNMI EVS-TAP by the U.S. Customs and Border Protection halted the recovery of tourist arrivals from Mainland China to the NMI region and led to the suspension of the direct flight service from Hong Kong to Saipan for five months. On the other hand, following the tragic plane crash in South Korea in December 2024, the government of South Korea has increased governmental oversight and imposed strict maintenance requirements on all Korean low-cost carriers and airlines. Since May 2025, various Korean low-cost carriers have reduced and/or suspended the number of daily flights from Seoul to Saipan due to declined profitability, which shrank the number of tourist arrivals in Saipan. The decline in tourist arrivals adversely impacted on the occupancy rate and limited the growth in the average room rates of Crowne Plaza Resort Saipan despite the management's continuous dedication in pushing up its average room rate. Furthermore, the Group's other tourism-related businesses operated in Saipan were also impacted due to the decline in the number of tourist arrivals.

### *Kanoa Resort*

Kanoa Resort completed the emergency contract with the CNMI Homeland Security and Emergency Management in July 2022 and remained closed since then. Accordingly, no revenue was generated from Kanoa Resort during the Year. On March 27, 2025, after careful consideration as regards the pace of recovery of the leisure tourism market of Saipan and the substantial amount of capital expenditure required for the renovation and rebranding of Kanoa Resort, the Group has decided not to renew the land lease of Kanoa Resort upon its expiry on June 15, 2025. Accordingly, Kanoa Resort was permanently closed and the property was returned to the Department of Public Lands on the lease expiry date.

### ***Luxury Travel Retail Segment***

For the Year, revenue from the Luxury Travel Retail Segment was approximately US\$7,593,000, representing an increase of US\$179,000 or 2.4% as compared to the preceding year. Revenue from our Guam and Hawaii Luxury Travel Retail businesses increased by US\$378,000 or 6.3% as compared to the preceding year, contributed by the increase in the number of tourist arrivals from Japan to Guam, who generally have higher spending power. Nevertheless, revenue from our Saipan Luxury Travel Retail business decreased by US\$199,000 or 13.9% as compared to the preceding year, which offset the growth of our Guam and Hawaii Luxury Travel Retail businesses. This is a result of the decline in the number of tourist arrivals in Saipan from Mainland China and South Korea as mentioned above, coupled with the impact of the continuously strong U.S. dollar against the Korean Won, which lead to an adverse impact on the travelers' spending power.

The franchise agreements between various brands and the Group in relation to the operation of luxury travel retail boutiques in Saipan expired on December 31, 2025. After careful consideration as regards the pace of recovery of the leisure tourism market in Saipan as well as the fact that the luxury travel retail boutiques in Saipan continue suffering from losses after the pandemic, the management of the Group were of the view that it is in the interests of the Group and the Shareholders as a whole for the Group to close all luxury travel retail boutiques in Saipan upon the expiry of the franchise agreements on December 31, 2025.

For the Year, the Luxury Travel Retail Segment had a negative segmental margin of approximately US\$1,217,000. The said negative segmental margin has taken into account, amongst others, higher discount rates offered to push for more sales in Saipan and the recognition of depreciation and amortization expenses (non-cash items) relating to the Group's assets of approximately US\$525,000. During the Year, the management of the Group continued to reinforce cost-saving measures to alleviate the negative financial impact on the segmental results. The renovation of all of our boutiques in Guam was completed with all boutiques relocated to stronger retail spaces. The management of the Group is cautiously optimistic that segmental profitability would gradually pick up.

### ***Destination Services Segment***

For the Year, revenue from the Destination Services Segment was approximately US\$1,051,000, representing an increase of US\$128,000 or 13.9% as compared to the preceding year. The increase in revenue was mainly contributed by the two convenience stores located within the hotel premises of Crowne Plaza Resort Guam and Crowne Plaza Resort Saipan.

For the Year, the segmental loss of the Destination Services Segment was approximately US\$484,000, representing an increase in loss of US\$190,000 when compared to the preceding year. The decrease in the number of tourist arrivals in Saipan adversely impacted the excursion tours business. Depreciation and amortization expenses (non-cash items) recognized during the Year under the Destination Services Segment was approximately US\$50,000. On December 23, 2025, the Group entered into the Managaha Island Master Concession Agreement with the CNMI Department of Public Lands. Under the Managaha Island Master Concession Agreement, the Group was granted the right to operate businesses relating to transportation to and from Managaha Island, non-motorized marine sports, recreational activities, food, beverages and souvenirs, which could enhance the overall experience of our hotel guests, gain competitive advantages over our competitors and expand the excursion tours businesses in Saipan under the Destination Services Segment. The management of the Group is cautiously optimistic that the performance of the Destination Service Segment would improve along with the commencement of operation on the Managaha Island.

### **Acquisitions and Investments**

During the Year, the Group did not make any material acquisition and disposals of subsidiaries, associates, or joint ventures.

The Group has no significant investments held during the Year.

### **Events Subsequent to the End of the Financial Year**

Subsequent to the Year, the Group continues its efforts in expanding its share of the tourism markets in Guam and Saipan. For Guam, the GVB continues to take action in accordance with their Short-term Tactical Plan. In January 2026, the GVB successfully concluded the “One Guam Roadshow 2026” across Tokyo, Nagoya and Osaka, launching its 2026 Japan-market initiatives. The mission began with a partnership between the GVB and two travel agencies to strengthen collaboration and solidify Guam as a priority destination for the Japan market. Seminars highlighted the 2026 marketing and trade initiatives offered by the GVB, including different promotional campaigns, Guam bonus programs, as well as new educational group and airline charter support programs, drawing strong industry engagement. Besides, the business-to-business sessions served as a core component of the roadshow, bringing nearly 410 business meetings to deepen the commercial ties. Being one of the twenty-two GVB member companies participated in this year’s One Guam Roadshow, we demonstrated our strong commitment to support the Government of Guam and GVB to rebuilding and expanding Guam’s presence in this important tourist origin market. Besides, the level of engagement and confidence we showed during roadshow reflected our shared belief in the long-term potential of the Japan market. With Japanese outbound travel continuing to gain positive momentum, the roadshow drew strong engagement from travel trade partners and thus positioned Guam for sustainable growth in the tourism market.

For Saipan, there has been a continuous growth in the number of travelers from Mainland China to Saipan via Hong Kong. There is also ongoing liaison regarding the increase of direct flight service from Hong Kong to Saipan between relevant parties, aiming to increase the volume and secure better time slots for the existing flights. Furthermore, the management of the Group continues to work with different airlines in Mainland China with the hope of resuming direct flight services from select cities to Saipan in the foreseeable future. All of these are expected to reinforce the tourist arrivals from Mainland China to Saipan.

On December 23, 2025, the Managaha Island Master Concession Agreement was signed between the CNMI Department of Lands and the Group. Managaha Island is an iconic, small and uninhabited island off the west coast of Saipan, it sits in Saipan's lagoon and is known for its beautiful beaches, clear water and various water activities. Managaha Island is a popular day-trip destination for tourists and is about ten-minute boat ride from our Crowne Plaza Resort Saipan. On February 15, 2026, the Group officially started the operations of transportation to and from Managaha Island, non-motorized marine sports, recreational activities, food, beverages and souvenirs. A convenience store located on Managaha Island was newly opened together with other excursion tours businesses. Such operations could enhance the overall experience of our hotel guests, gain competitive advantages over our competitors, as well as expand the excursion tours businesses in Saipan under the Destination Services Segment.

Subsequent to the end of the Year, the management of the Group and the Hotel Manager continue their efforts in pushing up the average room rates and improving the operational efficiency of both Crowne Plaza resorts, as well as continuing to reinforce the effective cost-saving measures to improve the segmental margin of our Hotels & Resorts Segment. Both Crowne Plaza resorts and Century Hotel remain open for business. For the Luxury Travel Retail Segment, all luxury travel retail boutiques in Guam and Hawaii remain in operation under normal business hours on a daily basis. The luxury travel retail boutiques in Saipan were permanently closed upon the expiry of the relevant franchise agreements on December 31, 2025. Under the Destination Services Segment, the convenience stores located within the hotel premises of the Crowne Plaza resorts and the Group's existing excursion tours continue to operate, and the Group's business operations on Managaha Island commenced on February 15, 2026.

On March 30, 2026, the Group has entered into a deed of amendment of the payment clause with Tan Holdings for two out of seven tranches of shareholder loans, with an aggregated principal of US\$15,000,000. Under the amended terms, the contractual repayment date of the relevant loan principal and the related interest was changed from 2029 and 2030, respectively to no fixed maturity, and repayment of both principal and interest shall be made only when determined by the Company. As a result of this amendment, the Company will reclassify US\$15,000,000 of the utilized shareholder loans as perpetual loans in 2026 in accordance with the amended repayment terms.

## **Future Plans and Market Prospects**

The strong outbound travel momentum across Japan, South Korea and Taiwan supported a favorable tourism outlook for Guam in 2026. As mentioned above, the GVB continues to enhance Guam’s market presence through cultural events, digital partnerships, and cross-market engagement, including festivals, Japan and Korea promotional activities, and Taiwan market cultivation. On the other hand, the Recovery Committee of the GVB continues to expand airline capacity, pursuing destination reinvestment and developing new attractions. Furthermore, the Sports & Events Committee of the GVB recommended expanding Guam’s presence in regional sports tourism, all of which are to achieve a sustainable recovery in the tourism market.

For Saipan, the Marianas Visitors Authority (the “MVA”) has approved a US\$3.8 million spending plan for 2026, which prioritized core tourism-driving activities in Saipan. Half of the funding was budgeted for marketing promotions and various signature events. The MVA refined its strategic approach to ensure limited resources support clear and measurable objectives, such as stabilizing and expanding the number of air seats, enhancing the visitor experience and strengthening public-private partnerships across the tourism section. In December 2025, Philippine Airlines has announced the return of the twice-weekly direct flights between Manila and Saipan beginning March 29, 2026. The resumption of the route was not only aimed at the Philippines market but also provided an additional gateway for travelers from Mainland China seeking new and quicker ways to transit through regional hubs. Furthermore, continuous efforts were put in the discussion with Hong Kong Airline, hoping to achieve additional direct flight services between Hong Kong and Saipan in the near future. On the other hand, MVA continues to liaise with the Government of the CNMI to secure supplemental funding on promotion and marketing efforts for the South Korean market, the NMI region’s largest source of visitors, as it works to stabilize the tourism arrivals.

### ***Hotels & Resorts Segment***

As the date of this announcement, the Hotel Manager of the two Crowne Plaza resorts continues its efforts in expanding the hotels’ respective share of the tourism markets in Guam and Saipan, improving operational efficiency as well as pushing up the average room rates of both Crowne Plaza resorts. The Hotel Manager continues to reach out to our tourism origin markets through participation in various marketing campaigns and international travel fairs held in South Korea, Japan and Taiwan. Riding on the use of IHG’s booking engines, coupled with the marketing and operational support from IHG, the management of the Group expects to be able to continue to optimize the sales channels and business mix of the Crowne Plaza resorts, which will help maintain or even increase the hotels’ average room rates and further enhance customer loyalty.

### ***Luxury Travel Retail Segment***

All boutiques in Guam have been settled in stronger retail spaces with a view to improving segmental profitability. All boutiques in Guam and Hawaii continue to operate under normal business hours on a daily basis.

### ***Destination Services Segment***

By entering into the Managaha Island Master Concession Agreement with the CNMI Department of Public Lands, the Group was granted the right to operate businesses relating to transportation to and from Managaha Island, non-motorized marine sports, recreational activities, food, beverages and souvenirs. Such operations could create positive synergy by enhancing the overall guest experience in Saipan, which will be beneficial to the long-term growth of the Group.

### ***Other plans and prospects***

To maintain the Group's long-term growth and for the best interests of the Group and the shareholders of the Company as a whole, the Group's management continues to cautiously explore possible merger and acquisition opportunities.

### **Investor Relations and Communications**

The Group acknowledges the importance of communication with our shareholders. The Group promotes investor relations proactively through meeting with analysts and investors, media luncheon and company interviews. Each year, an annual general meeting will be called by giving not less than 20 clear business days' notice and the Directors will be available at the annual general meeting to answer questions on the Group's business.

The Group encourages two-way communication with both private and institutional investors and responds to their enquiries in an informative and timely manner. The Group has established various forms of communication channels to improve its transparency, including proactive and timely issuance of press releases to inform investors of our latest development. The Group regularly updates its corporate information on the Company's website ([www.saileisuregroup.com](http://www.saileisuregroup.com)) in both English and Chinese.

### **Contingent Liabilities**

As at December 31, 2025 and 2024, the Group did not have any material contingent liabilities.

## Liquidity, Financial Resources and Capital Structure

During the Year, the financial position of the Group remained healthy. The Group generally finances its operations with internally generated cash flows, shareholder's loans and external financing. As at December 31, 2025, the total amount of cash and bank deposits of the Group was approximately US\$3,566,000, which is slightly increased as comparable to that as at December 31, 2024.

As at December 31, 2025, the Group had an interest-bearing term loan of US\$35,200,000 (As at December 31, 2024: US\$39,500,000) and a revolving loan of US\$5,000,000 (As at December 31, 2024: US\$5,000,000). The relevant banking facilities were fully drawn down as at December 31, 2025. Based on the scheduled repayments set out in the relevant banking facility letter, the maturity profile of the term loan is spread over a period of five years, with approximately US\$7,800,000 repaid as at December 31, 2025, approximately US\$15,833,000 repayable within 2026 and approximately US\$19,367,000 repayable within 2027.

Since 2022, the Group entered into seven loan agreements with Tan Holdings, a controlling shareholder of the Company, for a total of seven unsecured, interest-bearing loan facilities for the purpose of financing the general working capital of the Group, as detailed below:

	<b>Date of Loan Agreement</b>	<b>Amount of Loan Facility</b>	<b>Interest Rate</b>	<b>Maturity Date</b>
1.	August 30, 2022	US\$5,000,000	2% per annum	August 29, 2030*
2.	December 16, 2022	US\$8,000,000	2% per annum	December 15, 2029*
3.	February 28, 2023	US\$8,000,000	2% per annum	February 27, 2030*
4.	August 1, 2023	US\$7,000,000	5% per annum	July 31, 2030*
5.	February 29, 2024	US\$4,000,000	5% per annum	February 28, 2031*
6.	November 26, 2024	US\$11,000,000	5% per annum	November 25, 2029
7.	November 25, 2025	US\$9,700,000	5% per annum	November 24, 2030

\* On December 2, 2024, the Group obtained an extension of 5 years on the loan repayment dates of each of the loan agreements with Tan Holdings.

As at December 31, 2025, the Company had drawn down the full loan facility amount of Loans 1 to 6 and an amount of US\$600,000 of Loan 7.

In March 2026, the Group also received a written commitment from Tan Holdings for a standby shareholder loan facility of US\$9,000,000. Furthermore, Tan Holdings has committed to providing financial support to enable the Group to meet its liabilities when they fall due in the foreseeable future (at least twelve months from the date of the consolidated financial statements). Tan Holdings has undertaken not to demand repayment of the amount due to it by the Group until the Group is in a position to repay without impairing its liquidity and financial position; and

On March 30, 2026, the Group has entered into a deed of amendment of the payment clause with Tan Holdings for Loan 2 and 4 above, with an aggregated principal of US\$15,000,000. Under the amended terms, the contractual repayment date of the relevant loan principal and the related interest was changed from 2029 and 2030, respectively to no fixed maturity, and repayment of both principal and interest shall be made only when determined by the Company. As a result of this amendment, the Company will reclassify US\$15,000,000 of the utilized shareholder loans as perpetual loans in 2026 in accordance with the amended repayment terms.

The Directors are of the view that the Group has adequate liquidity to meet its expected working capital requirements and capital expenditure requirements in the coming twelve months from December 31, 2025.

The gearing ratio of the Group is calculated based on the total interest-bearing bank borrowings divided by total equity as at the end of respective periods and multiplied by 100%. As at December 31, 2025, the gearing ratio of the Group was 234.6% (2024: 131.0%). The significant increase in the gearing ratio is due to the increase in the accumulated losses of the Group, which thus reduced the total equity.

The capital structure of the Group consists of debts which include bank borrowings, shareholder's loans, net of cash and cash equivalents and equity attributable to owners of the Company, which comprises issued share capital, share premium and various reserves as shown in the consolidated statement of financial position. There has been no change in the share capital structure of the Company since the date of Listing.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximize the return to the Shareholders through the optimization of the debt and equity balance. The Directors review the capital structure regularly, taking into account the cost of capital and the risk associated with the capital.

### **Charge on Assets**

As at December 31, 2025 and 2024, the Group had aggregate banking facilities of US\$48,000,000 and US\$48,000,000, respectively, which were fully utilized and were secured by certain buildings and investment properties owned by the Group.

## **Foreign Exchange Risk Management**

The subsidiaries of the Group mainly operate in Saipan, Guam and Hawaii with most transactions settled in United States dollars (“**US Dollars**”). Foreign exchange rate risk arises when recognized financial assets and liabilities are denominated in a currency that is not the entity’s functional currency. As at December 31, 2025, the financial assets and liabilities of the subsidiaries of the Group in Saipan, Guam and Hawaii are also primarily denominated in US Dollars. Therefore, the Group’s foreign exchange risk is insignificant.

## **Employees and Emolument Policy**

As at December 31, 2025, the Group had a total of 329 (as at December 31, 2024: 331) full-time employees, including 196 employed in Saipan, 123 employed in Guam, 5 employed in Hawaii and 5 employed in Hong Kong. During the Year, all of our business segments, in particular, Crowne Plaza Resort Guam and the Luxury Travel Retail Segment reviewed their operation efficiency and reduced their respective headcount as of December 31, 2025. As a responsible employer, the Group continues to value its employees and continues to strive to provide an excellent working environment. The Group has complied with all relevant labor laws and regulations and has formulated a set of human resources policies relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal employment opportunity, diversity, anti-discrimination and other benefits and welfare. Remuneration is determined with reference to market terms and performance, qualification and experience of individual directors and employees. During the Year, the total staff costs (including directors’ emoluments) amounted to US\$14,528,000 (2024: US\$14,613,000). The Company has adopted the Post-IPO Share Option Scheme on April 9, 2019 for the purpose of providing incentives and rewards to eligible persons, including the employees of the Group, for their contribution to the Group.

## **Purchase, Sale or Redemption of Listed Securities of the Company**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed shares during the Year. As at December 31, 2025 and the date of this announcement, the Company does not hold any treasury shares.

## **CORPORATE GOVERNANCE PRACTICES**

The Company has adopted the principles in the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as its code of corporate governance.

During the Year and up to the date of this announcement, the Company has complied with all applicable code provisions of the CG Code.

## **AUDIT COMMITTEE**

The Audit Committee of the Company was established on the Listing Date with written terms of reference in compliance with the CG Code.

The consolidated financial statements of the Group for the Year have been reviewed with no disagreement by the Audit Committee. The Audit Committee is of the view that these financial statements have been prepared in accordance with the applicable accounting standards, the Listing Rules, statutory provisions, and sufficient disclosures have been made.

## **THE EXTERNAL AUDITOR**

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the Year as set out in the preliminary announcement have been agreed by the Company's auditor, Ernst & Young, to the amounts set out in the Group's draft consolidated financial statements for the Year. The work performed by Ernst & Young in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Ernst & Young on the preliminary announcement.

## **EXTRACT OF INDEPENDENT AUDITOR'S REPORT**

The following is the extract of the Independent Auditor's Report from the auditor of the Company, Ernst & Young on the Group's draft consolidated financial statements:

### **Opinion**

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### **Material Uncertainty Related to Going Concern**

We draw attention to note 2.1 to the consolidated financial statements which indicates that the Group had net current liabilities of US\$40,250,000 as at December 31, 2025 and incurred a net loss of US\$16,840,000 for the year then ended. Included in its current liabilities was an interest-bearing term loan of US\$35,200,000 and a revolving loan of US\$5,000,000, both of which are repayable on demand. These conditions, along with other matters as set forth in note 2.1 to the consolidated financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## **FINAL DIVIDEND**

No interim dividend (2024: Nil) was declared during the Year. The Board has resolved not to recommend the payment of a final dividend for the Year (2024: Nil).

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of ascertaining shareholders' right to attend and vote at the upcoming annual general meeting of the Company intended to be held on May 28, 2026 ("AGM"), the register of members of the Company will be closed from May 22 to May 28, 2026 (both days inclusive), during which period no transfers of shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on May 21, 2026.

## **PUBLIC FLOAT**

As at the date of this announcement, the Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors.

## **PUBLICATION OF ANNUAL REPORT**

The annual report of the Company for the Year containing the information required by the Listing Rules will be dispatched to the shareholders and published on the websites of the Company ([www.saileisuregroup.com](http://www.saileisuregroup.com)) and the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) in due course.

On behalf of the Board  
**S.A.I. Leisure Group Company Limited**  
**Henry Tan, SBS, BBS, JP**  
*Vice Chairman, Executive Director  
and Chief Executive Officer*

Hong Kong, March 30, 2026

*As at the date of this announcement, the Board comprises: (1) Dr. TAN Henry, Mr. CHIU George, Mrs. SU TAN Jennifer Sze Tink and Ms. CHEUNG Pik Shan Bonnie as the Executive Directors; (2) Dr. TAN Siu Lin (Chairman) and Mr. TAN Willie as the Non-Executive Directors; and (3) Mr. CHAN Leung Choi Albert, Mr. MA Andrew Chiu Cheung and Mr. WONG Chun Tat as the Independent Non-Executive Directors.*