



VC GROUP
滙盈集團

Value Convergence Holdings Limited
滙盈控股有限公司

A Hong Kong listed company with stock code: 821
香港上市公司股票代號：821
www.vcgroup.com.hk

Annual
Report
2025
年報

Delivering **Value**

Through **Excellence**

卓越 滙聚財富



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CORPORATE INFORMATION 公司資料**Executive Directors**

Mr. ZHANG Li (*Chairman*)
 Mr. WONG Kam Fat, Tony (*Vice chairman*)
 Mr. FU Yiu Man, Peter
 Mr. LIN Hoi Kwong
 Ms. LI Cindy Chen (resigned on 21 April 2026)
 Mr. CHAI Nan

Independent Non-executive Directors

Mr. WONG Chung Kin, Quentin
 Mr. SIU Miu Man, MH
 Mr. AU Tin Fung, Edmund

Executive Committee

Mr. ZHANG Li (*Chairman*)
 Mr. FU Yiu Man, Peter
 Mr. LIN Hoi Kwong
 Ms. Lai Choi Ling[^]

Audit Committee

Mr. WONG Chung Kin, Quentin (*Chairman*)
 Mr. SIU Miu Man, MH
 Mr. AU Tin Fung, Edmund

Remuneration Committee

Mr. AU Tin Fung, Edmund (*Chairman*)
 Mr. WONG Chung Kin, Quentin
 Mr. SIU Miu Man, MH

Nomination Committee

Mr. SIU Miu Man, MH (*Chairman*)
 Mr. WONG Chung Kin, Quentin
 Mr. AU Tin Fung, Edmund
 Ms. LI Cindy Chen (resigned on 21 April 2026)

[^] non-voting co-opted member

執行董事

張利先生 (*主席*)
 黃錦發先生 (*副主席*)
 符耀文先生
 連海江先生
 李晨女士 (於二零二六年四月二十一日辭任)
 柴楠先生

獨立非執行董事

黃松堅先生
 蕭妙文先生, MH
 區田豐先生

執行委員會

張利先生 (*主席*)
 符耀文先生
 連海江先生
 黎彩玲女士[^]

審核委員會

黃松堅先生 (*主席*)
 蕭妙文先生, MH
 區田豐先生

薪酬委員會

區田豐先生 (*主席*)
 黃松堅先生
 蕭妙文先生, MH

提名委員會

蕭妙文先生, MH (*主席*)
 黃松堅先生
 區田豐先生
 李晨女士 (於二零二六年四月二十一日辭任)

[^] 無投票權成員

CORPORATE INFORMATION 公司資料

Authorised Representatives

Mr. ZHANG Li
Ms. LAI Choi Ling

授權代表
張利先生
黎彩玲女士

Company Secretary

Ms. LAI Choi Ling

公司秘書
黎彩玲女士

Registered Office/Principal Place of Business

6th Floor, Centre Point
181-185 Gloucester Road
Wanchai, Hong Kong

註冊辦事處／主要營業地點
香港灣仔
告士打道181-185號
中怡商業大廈6樓

Auditor

Prism Hong Kong Limited
Registered Public Interest Entity Auditors

核數師
栢淳會計師事務所有限公司
註冊公眾利益實體核數師

Principal Bankers

Industrial and Commercial Bank of China (Asia) Limited
Hang Seng Bank Limited
Bank of China (Hong Kong) Limited

主要往來銀行
中國工商銀行(亞洲)有限公司
恒生銀行有限公司
中國銀行(香港)有限公司

Share Registrar and Transfer Office

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

股份過戶登記處
卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

Stock Code

The Stock Exchange of Hong Kong Limited: 821

股份代號
香港聯合交易所有限公司：821

Company Website

<http://www.vcgroup.com.hk>

公司網站
<http://www.vcgroup.com.hk>



CHAIRMAN'S STATEMENT 主席報告書

Hong Kong's financial markets delivered exceptional momentum in 2025, with record performance in both primary and secondary markets reaffirming the city's status as Asia's leading international financial centre. Hong Kong Exchanges and Clearing Limited ("HKEX") further strengthened its role as a global superconnector, consolidating its position as the world's leading IPO venue and setting new trading records that highlighted the dynamism and resilience of Hong Kong's markets.

In 2025, HKEX deepened international connectivity by broadening its IPO pipeline and attracting issuers from a wider range of jurisdictions, including Kazakhstan, Singapore, Thailand and the United Arab Emirates. Global capital flows were underpinned by innovative technology initiatives and extensive market reforms, with 88 biotech and specialist technology companies listing on HKEX, demonstrating strong investor appetite for cutting-edge sectors. The designation of the Stock Exchange of Thailand as a Recognised Stock Exchange and the signing of an MOU with the Abu Dhabi Securities Exchange underscored HKEX's commitment to

香港金融市場於二零二五年展現出非凡增長動力，一級及二級市場均錄得破紀錄表現，再次鞏固了香港作為亞洲領先國際金融中心之地位。香港交易及結算有限公司（「港交所」）進一步鞏固了作為全球超級聯繫人之角色，穩居全球新股融資中心之領先地位，並創下多項交易紀錄，展現了香港市場之活力及韌性。

於二零二五年，港交所透過拓寬新股上市項目儲備，成功吸引來自哈薩克斯坦、新加坡、泰國及阿拉伯聯合酋長國等更多司法權區之發行人，進一步深化國際聯繫。在創新科技舉措及多項市場改革推動下，國際資本流動頻繁，其中共有88間生物科技公司及特專科技公司於港交所上市，反映投資者對前沿領域之濃厚興趣。港交所將泰國證券交易所列為認可證券交易所，並與阿布扎比證券交易所簽署合作備忘錄，彰顯其致力為發行人創造充滿活力、互聯互通之市場。同時，

CHAIRMAN'S STATEMENT 主席報告書

building a vibrant, interconnected marketplace for issuers. At the same time, the opening of a Riyadh office and the planned launch of a Dubai-based commodities pricing subsidiary signalled HKEX's strategic ambition to enhance its regional footprint and grow its commodities franchise in the Gulf. Supported by innovation from the Chinese Mainland, Hong Kong's markets drew robust international investor participation throughout the year, with active involvement from Asian, European, Middle Eastern and North American funds in IPOs and follow-on offerings.

Also, HKEX implemented a series of market reforms aimed at enhancing liquidity, price discovery, capital-raising flexibility and overall market efficiency. Key measures are (i) trading reforms of narrowed minimum price spreads and removing the lower and upper limits on stock settlement fees and advanced preparations for shortening the cash market settlement cycle from T+2 to T+1; (ii) brought in a new Listing Rule framework on IPO price discovery and open market requirements, tightening conditions to ensure sufficient free float and trading liquidity at listing; (iii) continued the rollout of a broader reform package on public float and capital management, building on the earlier introduction of a treasury share regime and automatic share buy back programmes; (iv) tightening expectations on board practices, including "overboarding" restrictions for independent non-executive directors and enhanced disclosure in corporate governance and annual reports; (v) expanded a paperless listing regime, digitising dozens of IPO forms and substantially reducing manual paperwork and turnaround time for new listings; and (vi) launched proposals to standardise board lots into eight options to simplify trading denominations and improve secondary market liquidity. This sustained global engagement and system reforms reflects strong confidence in Hong Kong's capital markets and reinforces HKEX's expanding role as a strategic hub for capital formation and investment opportunities extending beyond IPOs.

港交所在利雅得開設辦事處，並計劃在杜拜成立大宗商品定價子公司，反映出其在擴大地區佈局及在中東地區拓展大宗商品業務方面之戰略野心。在中國內地創新科技支持下，香港市場全年吸引了眾多國際投資者參與，新股及再融資發行均獲得亞洲、歐洲、中東及北美資金積極追捧。

此外，港交所實施了一系列旨在提升流動性、價格發現效率、投資靈活性及整體市場效率之改革措施。重點舉措包括：(i)交易制度改革，例如收窄最低上落價位及取消股票交收費之最低及最高限額，以及就現貨市場結算週期由T+2縮短至T+1進行前期準備工作；(ii)就首次公開招股市場定價及公開市場規定引入新的上市規則框架，收緊相關條件以確保股票上市時擁有足夠自由流通量及交易流動性；(iii)在已提出之庫存股份機制及自動股份購回計劃之基礎上，繼續在公眾持股量及資本管理方面推行更廣泛的改革；(iv)收緊對董事會運作之預期，包括對獨立非執行董事「超額任職」設定上限，以及提升在企業管治及年報之披露要求；(v)擴大無紙化上市機制，將數十種上市表格數碼化，以大幅減少新股上市的人手作業程序及處理時間；(vi)建議將每手股數簡化為八種選擇，以簡化交易單位及促進二級市場流動性。全球投資者之持續追捧及持續進行之制度改革，體現了各界對香港資本市場之強大信心，並突顯了港交所日益重要之角色—其不僅僅是一個新股融資中心，更是提供集資及投資機遇之戰略樞紐。

CHAIRMAN'S STATEMENT 主席報告書

Building upon the advantages brought by the aforementioned HKEX and favourable capital market reforms, our focus on innovation remains unwavering. We are committed to providing world-class, smart, and professional one-stop financial services that cater to investors' evolving needs. In addition, we are committed to accelerating the growth of our brokerage business through our dedicated agents. This expansion will enable us to better serve our clients' diverse needs and enhance our overall service offerings.

Acknowledging the importance of business diversification and improved resilience amid market volatility, the Group has been diligently pursuing investment opportunities in other business segments, while endeavouring simultaneously to nurture its current operations. This strategic approach aims to augment the Group's business agility, broaden its revenue sources, and invigorate its overall business prospects amid a challenging economic environment.

I would like to take this opportunity to convey our genuine appreciation and heartfelt gratitude to the management team and all the Group's staff for their unwavering professional dedication, diligent work, steadfast commitment and valuable contributions throughout the year. With substantial efforts being made to drive growth in various parts of our operations, our longstanding ties with clients, and a healthy and balanced investment portfolio, the Group has built solid foundations to advance its development into the future.

Zhang Li*Chairman & Executive Director*

Hong Kong

30 March 2026

在上述港交所帶來的優勢及有利的資本市場改革基礎上，我們對創新的專注始終如一。我們致力提供世界級的智能及專業一站式金融服務，以滿足投資者不斷變化的需求。此外，我們依靠全心全意服務之代理，致力藉此加快經紀業務之增長。這項擴展將使我們能夠更好地滿足客戶之多元化需求，並提升我們之整體服務水平。

本集團深明業務多元化及在市場波動中提高應變能力之重要性，並因此一直致力在其他業務分部中尋求投資機遇，並同時著力發展現有業務。此策略旨在使本集團能夠在充滿挑戰之經濟環境下提升業務靈活性、擴闊收益來源，以及為整體業務前景注入新動力。

本人謹藉此機會向管理團隊及本集團全體員工致以衷心謝意，感謝彼等於年內之堅毅專業奉獻、勤奮工作、堅持投入及寶貴貢獻。憑藉在各業務領域推動增長之巨大努力、與客戶之長期聯繫、及穩健平衡的投資組合，本集團已為未來發展奠定堅實的基礎。

*主席兼執行董事***張利**

香港

二零二六年三月三十日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Value Convergence Holdings Limited, together with its subsidiaries ("VC Group" or the "Group") is an established financial services group committed to delivering premier financial services and products that fulfill various investment and wealth management needs of clients in the Greater China region. The Group's expertise includes (i) provision of financial services comprising securities brokering and dealing, financing services, corporate finance and other advisory services, asset management and insurance brokerage; (ii) proprietary trading; and (iii) property investment.

滙盈控股有限公司連同其附屬公司(統稱「滙盈集團」或「本集團」)為擁有穩固基礎的金融服務集團，致力提供優質的金融服務及產品，以滿足大中華地區客戶在投資及財富管理方面的不同需要。本集團的專業領域涵蓋(i)提供金融服務，包括證券經紀及買賣、融資服務、企業融資及其他顧問服務、資產管理及保險經紀業務；(ii)自營買賣業務；及(iii)物業投資業務。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

INDUSTRY OVERVIEW

Following cyclical adjustments, institutional reforms, and liquidity recovery, Hong Kong's capital market has broken through previous constraints and achieved a remarkable upward trajectory. In 2025, Hong Kong reclaimed the top spot in global IPO market rankings for the first time since 2019, raising over HK\$280 billion – a surge of 224% year on year. The year saw Hong Kong's stock market welcome 119 new listings, a 68% increase from 2024. The Hang Seng Index ("HSI") rose by 28% over the course of the year, marking its best annual performance since 2017. The Hang Seng TECH Index climbed by 23% during the same one-year period.

Whilst the market experienced volatility after the US announced new tariff policies in April, global trade tensions alleviated after the US signed trade deals with major trading partners and Sino-US trade negotiations progressed with positive developments. Optimism over monetary easing by major central banks and easing concerns about the global economic outlook also lent support. In 2025, the RMB strengthened by 4.5% to a 32-month high at one point, which further boosted investor interest. From international investors' perspective, a stronger RMB implies better reported earnings for Mainland stocks in Hong Kong dollar terms. In late 2025, investors became cautious about the sustainability of the market rally. Profit-taking activities grew as the market accumulated substantial gains, especially after the HSI hit a four-year high in October.

The industrial composition of Hong Kong IPOs is undergoing a historic transformation. The traditional dominance of the internet, financial, and real estate sectors has been completely overturned, with advanced technology and manufacturing, biomedicine, and new consumer industries emerging as the three pillars supporting the market. A wave of hard-core assets such as new energy, semiconductors, intelligent vehicles, and high-end equipment has listed en masse, injecting strong manufacturing fundamentals into Hong Kong stocks.

行業概覽

在經歷週期調整、制度革新與流動性修復之後，香港資本市場破局向上。於二零二五年，香港自二零一九年以來重登全球新股集資中心榜首，集資總額超過2,800億港元，按年激增224%。同年，香港股市迎來119間新上市公司，較二零二四年增加68%。恒生指數（「恒指」）全年累計上漲28%，創下自二零一七年以來最佳年度表現；恒生科技指數亦於同年攀升23%。

市場雖於四月美國公佈新的關稅政策後一度波動，惟隨著美國與主要貿易夥伴簽訂貿易協議，加上中美貿易談判取得積極進展，全球貿易緊張局勢得以緩和。投資者對主要央行之貨幣寬鬆政策感到樂觀，加上對全球經濟前景之憂慮有所減退，亦令大市表現受到支持。於二零二五年，人民幣上升4.5%，一度觸及32個月高位，進一步提振了市場情緒。對國際投資者而言，人民幣走強意味著中國內地股票以港元計價後之匯報盈利更高。於二零二五年後期，投資者對股市升勢能否持續轉趨謹慎。隨著恒指於十月升至四年來之高位，市場已累積了顯著升幅，獲利套現活動有所增加。

香港新股市場之行業結構正在發生歷史性變革。昔日由互聯網、金融及地產主導之傳統格局被徹底打破，硬科技與先進製造、生物醫藥及新消費成為支撐市場之三大支柱。隨著新能源、半導體、智能汽車、高端裝備等硬核資產批量上市，為港股注入強勁的製造業底色。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

From a macro perspective, the recovery of Hong Kong IPOs in 2025 is not accidental but rather an inevitable result of multiple converging cycles. Factors such as improved global liquidity conditions, the repair of long-term valuation troughs in Hong Kong stocks, increased demand for global financing of high-quality Mainland assets, and the continuous enhancement of Hong Kong's institutional advantages have collectively driven this market resurgence. Behind this lies the consolidation of Hong Kong's status as an international financial center, as well as a concentrated manifestation of the global appeal of Chinese assets.

BUSINESS REVIEW

Leveraging its financial prowess and extensive experience in the financial services industry throughout 2025, the Group continued to provide high-quality services to its clients. Amid market volatility, in addition to maintaining the sound operation of its core brokerage and financing businesses, the Group also sought to achieve progress in different business sector in Real-World Assets ("RWA") by set up a joint venture company. The expansion of these businesses contributed as another sources of customer bases for the Group.

While the Group still incurred losses in 2025, the results showed improvement compared the previous year. This was attributed to a slower decline in the value of proprietary holdings and a reduction in impairment losses on accounts receivable recognised during the year.

從宏觀視角審視，二零二五年香港新股市場之復甦絕非偶然，而是多重週期共振之必然結果。全球流動性環境改善、港股長期估值窪地修復、內地優質資產之全球化融資需求提升，以及香港自身制度優勢之持續強化，共同推動了這輪市場回歸。這背後不僅是香港國際金融中心地位之鞏固，更是中國資產全球吸引力之集中體現。

業務回顧

本集團於整個二零二五年憑藉其在金融服務業之雄厚實力及豐富經驗，繼續為客戶提供優質服務。在市場波動下，本集團除了繼續穩健經營其核心的經紀及融資業務外，亦透過成立合營公司致力尋求在現實世界資產（「RWA」）不同業務領域取得進展。該等業務不斷擴展，成為本集團另一個客戶基礎來源。

儘管本集團於二零二五年仍錄得虧損，但業績較去年改善。此主要歸因於自有持股價值貶值放緩，以及年內確認之應收賬款之減值虧損減少。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Group's principal revenue streams were derived from its traditional brokerage and financing operations, collectively contributing approximately 82% of its total revenue. During 2025, the Group maintained its provision of various financial services, including local and overseas securities trading, placements, underwriting, and margin financing through VC Brokerage Limited ("VC Brokerage"). Additionally, the Group offered financing services through VC Finance Limited ("VC Finance"). The Group also took on the role of placing agent and underwriter for fundraising activities of Hong Kong-listed companies. It provided a range of financial and strategic advisory support services to clients, including offering corporate finance and other advisory services such as mergers and acquisitions advisory through VC Capital Limited ("VC Capital") and company secretarial services through VC Corporate Services Limited ("VCCS"). Due to market upturn, the Group's brokerage commission and other related fees and underwriting, sub-underwriting, placing and sub-placing commissions, and asset management increased, except for insurance brokerage, which had a reduction in segment revenue.

During 2025, the Group continued to spearhead the expansion of its securities trading services through VC Brokerage. Capturing the opportunities arising from the market structure reform, the Group's senior management team proactively reached out and attracted more clientele from Mainland China and different countries.

本集團的主要收益來源來自傳統的經紀及融資業務，合計佔集團總收益約82%。於二零二五年，本集團繼續透過滙盈證券有限公司（「滙盈證券」）提供各種金融服務，包括本地及海外證券交易、配售、包銷及保證金融資。此外，本集團透過滙盈財務有限公司（「滙盈財務」）提供融資服務。本集團亦擔任配售代理及包銷商的角色，參與香港上市公司的集資活動。本集團為客戶提供一系列金融及策略顧問支援服務，包括透過滙盈融資有限公司（「滙盈融資」）提供企業融資及諸如併購顧問等顧問服務，以及透過滙盈秘書服務有限公司（「滙盈秘書服務」）提供公司秘書服務。由於市場回暖，本集團的經紀佣金及其他相關收費以及包銷、分包銷、配售及分配售佣金上升，而資產管理業務亦錄得增長，惟保險經紀業務之分部收益減少。

於二零二五年，本集團繼續透過滙盈證券引領其證券買賣業務的拓展。本集團的高級管理團隊把握市場結構改革的機遇，積極開拓了更多中國內地及不同國家的客源。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Included in financial assets at fair value through profit or loss, the Group held financial assets for trading, comprising equity securities listed in Hong Kong, worth approximately HK\$86.1 million as of 31 December 2025, a 26% decrease in market value from the previous year against the slightly drop in equity market and the disposals of holding shares. During the 2025, the Group held stocks mainly in consumer goods and services, which tumbled on weak corporate earnings. The Group generally invested in high-beta stocks whose volatility level was above that of the broader market, so the business segment faced fluctuations during the 2025.

The Group's focus on diversification was in evidence, as was its proactive approach to adapting to ever-changing market dynamics and exploring emerging opportunities.

Disclosable transaction – disposals of Virtual Mind Holding Company Limited's shares

The Company conducted a series of disposals in the open market from 5 August 2024 to 2 January 2025 and disposed a total of 31,302,000 shares of Virtual Mind Holding Company Limited (Stock Code: 1520) ("Virtual Mind") for an aggregate consideration of approximately HK\$6.67 million (excluding stamp duty and related expenses). The average price (excluding stamp duty and related expenses) for the disposals of each Virtual Mind share was approximately HK\$0.2131. The sale shares represented approximately 4.67% of the total Virtual Mind shares in issue on 3 January 2025. Since then up to 31 December 2025, a further 22,147,500 shares of Virtual Mind were disposed.

就計入按公平值列賬及在損益賬處理之財務資產而言，截至二零二五年十二月三十一日，本集團持有價值約86,100,000港元的持作買賣財務資產（包括香港上市股本證券），在股市輕微下跌及集團出售所持股份下，相關資產的市值較去年減少26%。於二零二五年，本集團持有的股票主要集中於消費品及服務，該等股票的價值受累於企業盈利欠佳而驟降。本集團一般投資於波動率高於大市的高貝塔(Beta)值股票，因此該業務分部於二零二五年面臨波動。

本集團以行動證明其專注多元發展，並以積極進取的態度適應瞬息萬變的市場動態及發掘新機遇。

須予披露交易 – 出售天機控股有限公司股份

本集團於二零二四年八月五日至二零二五年一月二日期間於公開市場進行連串出售事項，並合共出售31,302,000股天機控股有限公司（「天機」）（股票代號：1520）之股份，總代價約為6,670,000港元（不包括印花稅及相關開支）。每股天機股份之出售平均價格（不包括印花稅及相關開支）約為0.2131港元。該批出售股份佔天機於二零二五年一月三日之全部已發行股份約4.67%。自該日起至二零二五年十二月三十一日止，已進一步出售22,147,500股天機股份。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析**Issue of convertible bonds under general mandate and the memorandum of understanding (the “MOU”) in relation to the establishment of joint ventures with Monochrome Corporation Pty Ltd and its subsidiaries (the “Monochrome Group”)**

On 13 June 2025, the Company and two subscribers, namely Monochrome Corporation Pty Ltd (the “Monochrome”) and CJEF Capital Partners Pte. Ltd, entered into two subscription agreements respectively (the “CB Subscription”), pursuant to which the Company is desirous of issuing and the two subscribers are desirous of subscribing the convertible bonds issued by the Company (the “CB”) in principal amount total of HK\$5,000,000 at coupon rate of 1% per annum with 2 year maturity convertible into not more than in total of 12,500,000 conversion shares at the conversion price of HK\$0.4 per conversion share. The conversion price represents a premium of approximately 11.11% over the closing price of HK\$0.36 per Share as quoted on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on the date of the subscription agreements. The net proceeds from the CB Subscriptions were approximately HK\$4.9 million (after deducting the professional fees and other related costs and expenses incurred in the Subscriptions), and the net conversion price is approximately HK\$0.39 per conversion share. As all the conditions precedent set out in the subscription agreements have been fulfilled, the subscription of CB was completed on 25 June 2025.

根據一般授權發行可換股債券及有關與 Monochrome Corporation Pty Ltd及其附屬公司(統稱「Monochrome集團」)成立合營企業之諒解備忘錄(「諒解備忘錄」)

於二零二五年六月十三日，本公司與兩名認購人(分別為Monochrome Corporation Pty Ltd(「Monochrome」)及CJEF Capital Partners Pte. Ltd)分別訂立兩份認購協議(「可換股債券認購事項」)，據此，本公司殷切發行而兩名認購人殷切認購本公司發行之本金額合共為5,000,000港元之可換股債券(「可換股債券」)，其按票息率每年1%計息，到期日為2年，並可按換股價每股換股股份0.4港元轉換為不多於合共12,500,000股換股股份。換股價較股份於認購協議日期在香港聯合交易所有限公司(「聯交所」)所報之收市價每股0.36港元溢價約11.11%。可換股債券認購事項之所得款項淨額約為4,900,000港元(經扣除認購事項產生之專業費用及其他相關成本及開支)，而淨換股價約為每股換股股份0.39港元。由於認購協議所載之所有先決條件均已達成，認購可換股債券一事已於二零二五年六月二十五日完成。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

On the same date, the Company entered into the MOU with Monochrome, pursuant to which the Group is considering to invest in equity, debt vehicles or other financial instruments in the Monochrome Group, set up joint ventures and/or start-up operation with Monochrome Group to develop business in financial technology sector. And Monochrome Group may subscribe for further equity, convertible bonds and/or other derivatives issued by the Company. The Group and Monochrome mutually intend to collaborate on developing the crypto infrastructure and crypto business. Details of the CB and the MOU had been disclosed in the Company's announcements dated 13 June 2025 and 25 June 2025.

Note:

The information disclosed herein for the number of shares of the conversion share and the conversion price has been adjusted for the share consolidation which became effective on 28 July 2025 after the Company's announcements dated 13 June 2025 and 25 June 2025.

The net proceeds from the subscription of CB were used as follows:

同日，本公司與Monochrome訂立諒解備忘錄，據此，本集團考慮投資於Monochrome集團之股本、債務工具或其他金融票據，與Monochrome集團成立合營企業及／或初創公司，以發展金融科技業務。而Monochrome集團可進一步認購本公司發行之股本、可換股債券及／或其他衍生工具。本集團與Monochrome相互有意合作發展加密基礎設施及加密業務。有關可換股債券及諒解備忘錄之詳情於本公司日期為二零二五年六月十三日及二零二五年六月二十五日之公佈內披露。

附註：

此處所披露有關股份數目、換股股份數目及換股價之資料已於本公司發表日期為二零二五年六月十三日及二零二五年六月二十五日之公佈後，就於二零二五年七月二十八日生效之股份合併作出調整。

可換股債券認購事項之所得款項淨額按下表所載動用：

Period under review	Purpose of usage	Intended use of net proceeds	Actual use of net proceeds up to 31 December 2025 截至二零二五年十二月三十一日	Remaining balance of unutilised net proceeds	Expected timeline for utilising the unutilised net proceeds
回顧期間	用途	所得款項淨額擬定動用金額 HK\$'000 千港元	所得款項淨額實際動用金額 HK\$'000 千港元	餘下未動用所得款項淨額 HK\$'000 千港元	未動用所得款項淨額之預期動用時間表
Since completion of CB Subscription on 25 June 2025	General working capital 一般營運資金	2,900	2,900	-	N/A 不適用
自可換股債券認購事項於二零二五年六月二十五日完成起	Repayment of liabilities 償還負債	2,000	2,000	-	N/A 不適用
		4,900	4,900	-	

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Disclosable transaction – disposals of Hao Tian International Construction Investment Group Limited's shares

The Company conducted a series of disposals in the open market from 16 July 2024 to 15 July 2025 and disposed a total of 41,832,000 Hao Tian International Construction Investment Group Limited (Stock Code: 1341) ("Hao Tian") shares for an aggregate consideration of approximately HK\$15.65 million (excluding stamp duty and related expenses). The average price (excluding stamp duty and related expenses) for the disposals of each Hao Tian share was approximately HK\$0.248. The sale shares represented approximately 0.82% of the total Hao Tian shares in issue on 16 July 2025. Since then up to 31 December 2025, the Group has not held any Hao Tian Shares.

Formation of a joint venture in relation to RWA

On 6 October 2025, VC Financial Technology Limited ("VCFT"), a direct wholly owned subsidiary of the Company, Shenzhen Gaoge Investment Consulting Co., Ltd. ("Shenzhen Gaoge") and Shenzhen Fenglinhui Enterprise Management Co., Ltd. ("Shenzhen Fenglinhui") entered into an agreement pursuant to which the Parties agreed to jointly incorporate a Joint Venture Company owned as to 34% by VCFT, 33% by Shenzhen Gaoge and 33% by Shenzhen Fenglinhui (the "Joint Venture Agreement"). Pursuant to the Joint Venture Agreement, a joint venture company is proposed to be incorporated as a private company limited by shares in accordance under the laws of PRC (the "Joint Venture Company"). The Joint Venture Company will be principally engaged in the provision of training, professional consulting services, and high-end conferences around RWA. Details please refer to the announcement of the Company dated 6 October 2025.

須予披露交易 – 出售昊天國際建設投資集團有限公司股份

本集團於二零二四年七月十六日至二零二五年七月十五日期間於公開市場進行連串出售事項，並合共出售41,832,000股昊天國際建設投資集團有限公司（「昊天」）（股票代號：1341）之股份，總代價約為15,650,000港元（不包括印花稅及相關開支）。每股昊天股份之出售平均價格（不包括印花稅及相關開支）約為0.248港元。該批出售股份佔昊天於二零二五年七月十六日之全部已發行股份約0.82%。自該日起至二零二五年十二月三十一日止，本集團並無持有任何昊天股份。

成立有關RWA業務之合營公司

於二零二五年十月六日，滙盈金融科技有限公司（「滙盈金融科技」，為本公司直接全資附屬公司）、深圳市高歌投資諮詢有限公司（「深圳高歌」）及深圳市峰霖滙企業管理有限公司（「深圳峰霖滙」）訂立協議，據此各方同意共同成立一家合營公司（「合營公司」），其中滙盈金融科技持有34%權益、深圳高歌持有33%權益及深圳峰霖滙持有33%權益（「合營協議」）。根據合營協議，合營公司擬根據中國法律註冊成立為私人股份有限公司。合營公司將主要從事提供以RWA範疇的培訓、專業諮詢服務及高端會議業務。詳情請參閱本公司日期為二零二五年十月六日之公佈。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

OUTLOOK

Hong Kong's capital markets are poised for sustained recovery in 2026, driven by targeted HKEX reforms enhancing liquidity and flexibility, broader economic stabilization, and key macroeconomic influences. HKEX's public float rule amendments, effective early 2026, grant issuers greater capital management flexibility— such as market value-linked lower thresholds— while preserving transparency. These build on prior treasury share and buyback frameworks to cut transaction frictions and draw quality listings, paired with T+1 settlement for quicker capital turnover. The 2026-27 Budget advances this via IPO consultations, biotech flexibility, and OTC platforms, bolstering Hong Kong's competitive edge.

Global rate cuts combined with mainland China's stimulus will support liquidity and risk asset appetite, channeling southbound funds into Hong Kong equities. Tourism rebound and consumption recovery offset geopolitical frictions, while US policy shifts may heighten trade volatility, though Hong Kong's offshore RMB hub role provides a buffer. Mainland stimulus and tourism revival direct southbound flows to stocks, as stablecoin and custodian regimes lure institutional crypto capital. Positive 2025 momentum in tech and healthcare sustains sentiment, with reforms offering regulatory clarity against rivals like Singapore.

In the financial services sector, the Group will continue to maintain its position as a comprehensive service provider. To further strengthen its market position, it plans to adopt strategic initiatives and allocate additional resources to the development of its brokerage and financing business, which is expected to achieve attractive returns for the Group in the near future. The Group recognises the value of leveraging the established reputations and expertise of VC Brokerage Limited, which can help it attract a broader range of clients and offer them a comprehensive suite of brokerage services. In adopting business diversification and risk mitigation strategies, the Group will make every effort to accelerate the growth of its brokerage and financing business.

展望

得益於港交所旨在提高市場流動性及靈活性之改革、整體經濟漸趨穩定，以及關鍵宏觀經濟因素所帶動，香港資本市場預計將於二零二六年迎來持續復甦。港交所於二零二六年初生效之公眾持股量規則修訂，在保障透明度之同時，賦予發行人更大的資本管理靈活性（例如與市場價值掛鉤之較低持股門檻）。這些舉措連同先前之庫存股份及股份購回框架，有效降低了交易摩擦並吸引優質企業赴港上市；與此同時，T+1結算制度之實施亦進一步加快資本回籠。《二零二六至二七年度財政預算案》提出之IPO諮詢、擴大生物科技公司上市靈活性以及場外交易平台建設，均持續鞏固了香港之競爭優勢。

在全球降息潮及中國內地刺激政策之共同作用下，市場流動性及風險資產偏好將獲得支撐，進而引導南向資金流入港股。儘管美國政策變動可能加劇貿易波動，惟旅遊業回暖及消費復甦抵銷了部分地緣政治摩擦，且香港作為離岸人民幣樞紐之角色亦為此提供緩衝。內地刺激政策及旅遊業復甦將引導南向資金流入港股，而穩定幣及託管制度之實施則為香港吸引機構加密資本投資。科技及醫療保健行業將延續二零二五年之增長勢頭，配合法規改革帶來之監管明確性，使香港在與新加坡等對手之競爭中更具優勢。

在金融服務方面，本集團將繼續維持其作為綜合服務供應商之地位。為進一步鞏固其市場地位，本集團計劃策略性地增撥資源發展其經紀及融資業務，預期相關業務於不久將來可為本集團帶來可觀回報。本集團深信，善用滙盈證券有限公司之良好聲譽及專長將有助開拓客源，並為彼等提供全面的經紀服務。通過採納業務多元化及風險緩解策略，本集團將全力加快經紀及融資業務之增長步伐。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析**FINANCIAL REVIEW**

For the year ended 31 December 2025, the Group's consolidated revenue was approximately HK\$60.1 million, which decreased by about 13% as compared with the same period in 2024 of approximately HK\$69.1 million. The Group recorded a consolidated loss attributable to owners of the Company amounted to approximately HK\$62.6 million for the year ended 31 December 2025 compared to approximately HK\$128.4 million for the same period in 2024.

The loss in the Group's consolidated result mainly attributable to owners of the Company in 2025 compared to 2024 was mainly attributable to (i) decrease in impairment loss on accounts receivable of approximately HK\$36.3 million; and (ii) decrease in the net realised and unrealised loss on financial assets held-for-trading of approximately HK\$33.1 million.

財務回顧

截至二零二五年十二月三十一日止年度，本集團之綜合收益約為60,100,000港元，較二零二四年同期約69,100,000港元減少約13%。本集團於截至二零二五年十二月三十一日止年度錄得本公司擁有人應佔綜合虧損約62,600,000港元，而二零二四年同期則約128,400,000港元。

相比二零二四年，本集團於二零二五年所錄得之本公司擁有人應佔綜合業績虧損乃主要由於(i)應收賬款之減值虧損減少約36,300,000港元；及(ii)持作買賣之財務資產之已變現及未變現虧損淨額減少約33,100,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

To facilitate the review, the Group's revenue and segment information shown in Notes 5 and 6 to the consolidated financial statements is reproduced below after some rearrangements:

為便於省覽，謹將綜合財務報表附註5及6所示之本集團收益及分部資料重新整理並轉載如下：

Revenue Analysis

收益分析

		2025 二零二五年		2024 二零二四年		Increase (decrease) 增加 (減少) %
		Proportion of total revenue 佔總收益 比例 HK\$'000 千港元	%	Proportion of total revenue 佔總收益 比例 HK\$'000 千港元	%	
Revenue from continuing operations:	來自持續經營業務之收益：					
Brokerage and Financing	經紀及融資	48,828	82%	55,374	80%	(12%)
Brokerage commission and other related fees	經紀佣金及其他相關費用	5,266	9%	4,758	7%	11%
Underwriting, sub-underwriting, placing and sub-placing commission	包銷、分包銷、配售及分配售佣金	1,729	3%	689	1%	151%
Interest income from brokerage clients	來自經紀業務客戶之利息收入	17,263	29%	20,417	30%	(15%)
Interest income from money lending clients	來自放債業務客戶之利息收入	24,570	41%	29,510	42%	(17%)
Corporate Finance and Other Advisory Services	企業融資及其他顧問服務	3,360	5%	3,847	6%	(13%)
Asset Management	資產管理	3,576	6%	2,338	3%	53%
Insurance Brokerage	保險經紀	3,965	6%	7,223	10%	(45%)
Proprietary Trading	自營買賣	-	-	-	-	-
Property Investment	物業投資	420	1%	280	1%	50%
Total revenue	總收益	60,149	100%	69,062	100%	(13%)

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Segment Analysis

分部分析

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Segment results:	分部業績：		
Brokerage and Financing	經紀及融資	(13,425)	(42,250)
Corporate Finance and Other Advisory Services	企業融資及其他顧問服務	(3,002)	(4,321)
Asset Management	資產管理	2,628	588
Insurance Brokerage	保險經紀	(299)	(281)
Proprietary Trading	自營買賣	(14,641)	(50,387)
Property Investment	物業投資	7	(4,184)
Group segment loss	集團分部虧損	(28,732)	(100,835)
Gain on disposal of a subsidiary	出售附屬公司之收益	-	8
Unallocated administrative costs	未分配行政成本	(34,321)	(25,992)
Share of profit (loss) of an associate	分佔聯營公司之溢利(虧損)	50	(89)
Loss before taxation	除稅前虧損	(63,003)	(126,908)
Income tax credit (expense)	所得稅抵免(開支)	112	(121)
Loss for the year from continuing operations	持續經營業務之年度虧損	(62,891)	(127,029)
Loss for the year from discontinued operation	已終止經營業務之年度虧損	-	(2,117)
Loss for the year	年度虧損	(62,891)	(129,146)

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Brokerage and Financing

During the year ended 31 December 2025, the Company, through VC Brokerage, provides securities brokering and dealing, margin financing, and placing and underwriting services. It also through another indirect wholly owned subsidiary, VC Finance, provides money lending services. For the year ended 31 December 2025, the brokerage and financing businesses recorded total revenue of approximately HK\$48.8 million as compared with approximately HK\$55.4 million for the same period last year, representing a decrease of about 12%, and accounted for about 82% of the Group's total revenue.

Brokerage service

The Group's brokerage commission and other related fees from dealing in securities for the year ended 31 December 2025 amounted to approximately HK\$5.3 million, which was about 11% higher than that of 2024 of approximately HK\$4.8 million, and accounted for about 9% of the Group's total revenue. The Group's brokerage transactions recorded increase with average daily trading turnover increasing from approximately HK\$6.3 million in 2024 to that of 2025 of approximately HK\$7.1 million, being an increase of about 13%.

Financing service

The Group's total interest income from financing for the year ended 31 December 2025 decreased by about 16% to approximately HK\$41.8 million from approximately HK\$49.9 million for the same period last year, and accounted for about 70% of the Group's total revenue. The revenue included the interest income derived from both the brokerage business and the money lending business.

經紀及融資業務

截至二零二五年十二月三十一日止年度，本公司透過滙盈證券提供證券經紀及買賣服務、保證金融資服務，以及配售及包銷服務。本公司亦透過其另一間間接全資附屬公司滙盈財務提供放債服務。截至二零二五年十二月三十一日止年度，經紀及融資業務錄得約48,800,000港元之總收益，去年同期則約為55,400,000港元，減幅約為12%，而此收益佔本集團總收益約82%。

經紀服務

本集團於截至二零二五年十二月三十一日止年度之買賣證券之經紀佣金收入及其他相關收費約為5,300,000港元，較二零二四年約4,800,000港元增加約11%，並佔本集團總收益約9%。本集團之經紀交易有所增加，每日平均成交額由二零二四年約6,300,000港元增加約13%至二零二五年約7,100,000港元。

融資服務

本集團於截至二零二五年十二月三十一日止年度之融資業務利息收入總額由去年同期約49,900,000港元下跌約16%至約41,800,000港元，而此收益佔本集團總收益約70%。此收益包括經紀業務及放債業務產生之利息收入。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Financing service: Brokerage clients

The Group's interest income from our brokerage clients recorded approximately HK\$17.3 million for the year ended 31 December 2025, representing a decrease of about 15% as compared to approximately HK\$20.4 million for the same period last year. The decrease was mainly attributable to the decrease of average loan portfolio of our brokerage clients by about 3% for the year ended 31 December 2025 as compared with the same period last year. For the year ended 31 December 2025, there was an additional impairment loss of approximately HK\$5.2 million on brokerage client receivables (2024: HK\$19.2 million) in accordance with the Group's credit control policies and procedures and requirements of relevant accounting standard. The average interest rate for brokerage clients is approximately 12%. Almost all brokerage client receivables are pledged with securities held by the clients.

Financing service: Money lending clients

The Group's interest income generated from the money lending services was approximately HK\$24.6 million for the year ended 31 December 2025, representing a decrease of about 17% as compared to approximately HK\$29.5 million for the same period last year.

During the year, the Group did not grant any new loan (2024: nil).

As at 31 December 2025, the Group had 24 active loan accounts (comprising 15 individuals and 9 corporations) under the Company's loan portfolio. The Company provides its financing service to individual and corporation clients of different backgrounds. The money lending business was funded by the internal resources of the Group.

融資服務：經紀業務客戶

本集團於截至二零二五年十二月三十一日止年度錄得來自經紀業務客戶之利息收入約17,300,000港元，較去年同期約20,400,000港元減少約15%。收入減少主要乃由於本集團於截至二零二五年十二月三十一日止年度向經紀業務客戶提供之平均貸款組合與去年同期相比減少約3%。截至二零二五年十二月三十一日止年度，按照本集團之信貸監控政策及程序以及相關會計準則規定，應收經紀業務客戶款項錄得額外減值虧損約5,200,000港元（二零二四年：19,200,000港元）。向經紀業務客戶收取之平均利率約為12%。絕大部分應收經紀業務客戶款項均獲客戶持有之抵押品作抵押。

融資服務：放債業務客戶

本集團於截至二零二五年十二月三十一日止年度提供放債服務所產生之利息收入約為24,600,000港元，較去年同期約29,500,000港元減少約17%。

年內，本集團並無授出任何新貸款（二零二四年：無）。

於二零二五年十二月三十一日，本集團有24個（包括15名個人及9間企業）於本公司貸款組合下之活躍貸款賬戶。本公司向不同背景之個人及企業客戶提供融資服務。放債業務之資金來源為本集團之內部資源。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The average loan amount of these loan accounts was approximately HK\$15.3 million (2024: HK\$14.1 million). The percentage of amount of loans and interest receivables from the largest and the 5 largest customers to total loans and interest receivables are about 10% and 41% (2024: 10% and 40%) respectively. Certain loans are secured by collaterals including equity shares of certain listed and unlisted companies and legal charges on properties. Interest rates charged to customers range from 8% to 18% per annum as at 31 December 2025.

Additional information on money lending business

(I) Business model

The Group's money lending business is managed through our indirect wholly owned subsidiary, VC Finance, with money lenders license issued under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The Group's customers principally include high net worth individuals, private companies or listed companies introduced to the directors of the Company through business/personal networks or are referred to the Group by its existing or former customers. There is no specific target loan size but each application would be dealt on its own merit. The Group finances this money lending business mainly by internal resources. The following internal control procedures are put in place:

Assessment and approval

Prior to granting of a loan, the Group carries out credit risk assessment on the customer, taking into account, inter alias, background of the customer or the customer's shareholders (as the case maybe), purpose of the loan, source of repayment, value of collateral and guarantee(s), if any, and the financial strength of the customer/shareholders/guarantors.

該等貸款賬戶之平均貸款金額約為15,300,000港元(二零二四年:14,100,000港元)。應收最大客戶及首五位最大客戶之貸款及利息金額佔應收貸款及利息總額分別約為10%及41%(二零二四年:10%及40%)。若干貸款獲抵押品抵押,其包括若干上市及非上市公司之權益股份及物業法定押記。於二零二五年十二月三十一日向客戶收取之利率介乎每年8厘至18厘不等。

有關放債業務之額外資料

(I) 業務模式

本集團放債業務乃透過間接全資附屬公司滙盈財務進行管理。滙盈財務已持有根據《放債人條例》(香港法例第163章)發出之放債人牌照。本集團之客源主要包括高淨值人士、私人公司或上市公司,其乃經商業/私人網絡引薦予本公司董事或經由現有或前度客戶轉介予本集團而獲得。在貸款規模方面並無特定目標,但每個申請均會按其本身情況進行處理。本集團主要以內部資源為其放債業務提供資金。下文載列已制定之內部監控程序:

評估及審批

於發放貸款之前,本集團對客戶進行信貸風險評估,其評估範圍包括客戶或客戶之股東(視情況而定)之背景、貸款之目的、還款來源、抵押品及擔保(如有)之價值以及客戶/股東/擔保人之財務實力等。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The approval process for granting loans include the completion of account opening form (for new customer) and know-your-customer assessment. The Finance Department would verify the information obtained (including identity, business background information and collateral information), check against supporting documents (including identity documents, address proof, securities statements, documents by conducting public searches and financial statements (for corporate borrowers)) and initiate credit assessment form for further processing. The board of directors of VC Finance would be responsible for approving the grant of the loans. The legal and compliance department would prepare the loan documentation for signing.

In addition, the financial controller of the Group is responsible for conducting the size test to determine if a proposed loan would trigger any disclosure requirement under the Listing Rules. The financial controller will also review the information of the potential client to ascertain if a proposed loan may constitute a connected transaction under the Listing Rules. If the proposed loan triggers any disclosure requirements under the Listing Rules, the financial controller will arrange the board meeting for the directors of VC Finance and Executive Committee of the Group to resolve the resolution in relation to the approval of the proposed loan and make necessary disclosure as required by the Listing Rules.

Principal of determining the interest rate

The basic interest rate charged to clients generally starts from 18% per annum. Additionally, collateral may be required following negotiations with the clients. However, providing collateral does not automatically result in a lower interest rate, nor does the absence of collateral guarantee a higher rate. In certain cases, a lower interest rate may be accepted due to strong client requests, with the Group assessing the risk associated with lending, as well as considering its cash position, finance costs, and the opportunity cost of the funds involved.

發放貸款之審批程序包括填妥開戶表格(如為新客戶)及完成客戶資料評估。財務部將核實所獲資料(包括身份、業務背景資料及抵押品資料)，對照各項證明文件(包括身份證明文件、住址證明、證券賬單、公眾查冊文件及財務報表(如借款人為企業))，並填寫信貸評估表格以供進一步處理。滙盈財務之董事會將負責審批貸款之發放。法律及合規部門將預備貸款文件以供簽署。

此外，本集團之財務主管負責執行規模測試，以釐定擬借貸款是否觸發上市規則下之任何披露規定。財務主管亦會審閱潛在客戶之資料，以確定擬借貸款是否可能構成上市規則下之關連交易。倘擬借貸款觸發上市規則下之任何披露規定，財務主管將安排滙盈財務之董事與本集團執行委員會董事舉行董事會會議，議決有關審批擬借貸款之決議案，並根據上市規則之規定作出必要披露。

釐定利率所依據之原則

向客戶收取之基本年利率一般由18厘起跳。此外，經協商後可能需要客戶提供抵押品。然而，提供抵押品不會自動降低利率，而不提供抵押品亦不代表利率必然較高。在若干情況下，由於客戶強烈要求，本集團可能接受較低利率，就此本集團會評估與貸款相關之風險，以及考慮其現金狀況、融資成本及所涉資金之機會成本。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Monitoring and recovery

If a customer does not repay the loan principal or accrued interest in accordance with the loan agreement, the Finance Department would promptly report to the credit committee of VC Finance including all directors of VC Finance. The credit committee members of VC Finance meet once a month to review the status of all customers, discuss necessary actions required and serves as an input for loan classification in calculating impairment loss on loan receivables for financial reporting purpose.

The actions taken for recovering delinquent loans would include examination and evaluation of the relevant loan status, discussion with the customer and internal discussion about formulating possible action plan. Recovery strategy involve a wide range of actions including revision of repayment terms, addition of collaterals/guarantee, execution of settlement agreement, foreclosure of collaterals/enforcement of guarantees and commencement of legal proceedings. The Group strives to strike a successful balance in its business operations and risk management by adhering to its credit policies in order to control the quality of its loan portfolio. The Group has also appointed an independent internal control advisor to conduct independent review on adequacy and effective of internal control systems of the Group's money lending business.

監察及收回款項

倘有客戶未能按照貸款協議償還貸款本金或未償利息，財務部將迅速向滙盈財務之信貸委員會滙報，其成員包括滙盈財務全體董事。滙盈財務之信貸委員會成員每月舉行一次會議，以審視所有客戶之狀況、討論需要採取之必要行動，並就財務報告而言就計算應收貸款之減值虧損所進行之貸款分類發表意見。

為收回被拖欠之貸款款項而採取之行動將包括檢查及評估相關貸款狀況、與客戶進行討論、於內部討論有關制定可行之行動計劃。收款策略涉及一系列行動，包括修改償還條款、增加抵押品／擔保、簽立和解協議、強制收回抵押品／執行擔保權以及啟動法律程序。本集團通過恪守其信貸政策，努力在業務營運與風險管理之間取得理想平衡，以控制其貸款組合之質素。本集團亦已委聘一名獨立內部監控顧問對有關本集團放債業務之內部監控系統是否充足及有效進行獨立審查。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

(II) Major terms of the loans granted

Summary

		2025 二零二五年	2024 二零二四年
Number of active loan accounts	活躍貸款賬戶數目	24	25
Average loan amount	平均貸款額	HK\$15.3 million 15,300,000港元	HK\$14.1 million 14,100,000港元
Percentage of amount of total loans and interest receivables from the largest customer	來自最大客戶之應收貸款及利息總額佔全部應收貸款及利息之總額之百分比	10%	10%
Percentage of amount of total loans and interest receivables from the largest 5 customers	來自五大客戶之應收貸款及利息總額佔全部應收貸款及利息之總額之百分比	41%	40%
Average duration	平均期限	9.0 months 9.0個月	9.2 months 9.2個月
Interest rate range (per annum)	利率範圍(年利率)	8% to 18% 8%至18%	8% to 18% 8%至18%

(II) 貸款批授之主要條款

概要

Secured Loans

有抵押貸款

		2025 二零二五年	2024 二零二四年
Percentage of loans secured by collaterals including listed and unlisted equity securities and legal charge on properties ("Secured Loans")	獲提供抵押品(包括上市及非上市權益證券及物業法定押記)之貸款(「有抵押貸款」)佔貸款總額之百分比	45%	37%
Average duration	平均期限	11.6 months 11.6個月	11.8 months 11.8個月
Interest rate range (per annum)	利率範圍(年利率)	12% to 18% 12%至18%	12% to 18% 12%至18%

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Unsecured Loans

無抵押貸款

		2025 二零二五年	2024 二零二四年
Percentage of loans with no collateral (“Unsecured Loans”)	並無抵押品之貸款 （「無抵押貸款」） 佔貸款總額之百分比	55%	63%
Average duration	平均期限	8.0 months 8.0個月	8.0 months 8.0個月
Interest rate range (per annum)	利率範圍（年利率）	8% to 18% 8%至18%	8% to 18% 8%至18%

When determining the terms of unsecured loans, the Group paid further attention on business background, financial position, repayment ability and reputation (including but not limited to their disclosed shareholdings and directorship in various listed companies) of respective borrowers and the Group’s potential business opportunities with them. The Group will take appropriate legal actions against the unsecured borrowers with an aim of recovery from their other assets in the event of prolonged defaults.

The money lending licence has been obtained by VC Finance since 2003. The business strategy of VC Finance focuses on providing larger loan amounts to high-net-worth clients, allowing the Company to charge higher interest rates. These clients are usually being financially well-established, typically seek loans to enhance their investment opportunities. They possess strong investment strategies and a high level of financial acumen, which contributes to the protection of their wealth and the management of substantial assets, thereby presenting a relatively lower risk for the Company.

於釐定無抵押貸款之條款時，本集團特別留意借款人之業務背景、財務狀況、還款能力及信譽（包括但不限於借款人於各類上市公司之披露股權）以及本集團與各借款人在業務方面之潛在商機。倘發生長期拖欠之情況，本集團將對無抵押借款人採取法律行動，以爭取從借款人其他資產收回款項。

滙盈財務自二零零三年起取得放債人牌照。滙盈財務之業務策略著重向高資產淨值客戶提供較大額之貸款，使本公司能收取較高利息。該等客戶通常財力雄厚，一般尋求貸款以增加獲得投資之機會。彼等訂有健全的投資策略，且擁有高水平的財務敏銳度，此等種種均有助彼等保護自身財富及管理大量資產，而此亦令本公司所受之風險相對較低。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The abovementioned clients of VC Finance primarily fit this profile. They are reputable or famous in the investment field and/or possess the expertise to manage and grow their financial portfolios effectively. By targeting this specific client segment, VC Finance is able to leverage the financial stability and strategic foresight of its clients to mitigate risks and secure returns for the Group. This strategy not only supports the growth of the money lending business but also aligns with the Company's broader goals of achieving sustainability in long term.

In light of the significant changes in economic conditions following the pandemic and the current market sentiment in Hong Kong, marked by a stagnant stock market and the downturn in the property market, the directors of VC Finance have conducted a thorough review of the money lending business strategy. It is also noted that many previously successful investors (including individuals, families and/or companies), who are the target clients of the Group, are now encountering financial difficulties such as bankruptcy and liquidation, the Company has decided to adopt a more cautious approach in the money lending business. As a result, the Company will be highly selective in approving new loans until there is a clear improvement in the economic environment. Concurrently, the Company will focus on enhancing the management of existing loan receivables and strengthening its cash position. This prudent strategy will ensure that the Company remains well-positioned to capitalise on future business opportunities as they arise.

上述滙盈財務之客戶主要符合此條件。彼等在投資領域享有信譽或知名度，並且／或者擁有專門知識以有效管理及加強其金融投資組合。通過針對此特定客戶群，滙盈財務能夠依託其客戶之財務穩健性及策略遠見，減低本集團所受之風險及確保獲得回報。此策略不僅支持放債業務之增長，同時亦與本公司實現長期可持續發展之更廣大目標一致。

鑑於疫後經濟狀況出現重大變化，加上香港目前市況氣氛受到股市停滯及物業市場低迷所影響，滙盈財務之董事已對放債業務之業務策略進行徹底檢討。另一方面，本集團之目標投資者客戶（包括個人、家庭及／或公司投資者）雖於過往事業有成，但有許多目前正面臨破產及清盤等財務困難，而本公司已決定在放債業務上採取較審慎之態度。因此，本公司將嚴格篩選新貸款之審批申請，直至經濟環境有明顯改善為止。與此同時，本公司將專注加強現有應收貸款之管理及加強其現金狀況。此審慎策略將確保本公司於未來商機出現時，仍能處於有利位置。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

(III) Impairment recognition as at year end

The Group applies the general approach, which is often referred to as “three-stage model”, under HKFRS 9, in which Expected Credit Loss (“ECL”) of loan receivables are determined based on (a) the changes in credit quality of the loan receivables since initial recognition, and (b) the estimated expectation of an economic loss of the loan receivables under consideration.

Under the general approach, there are two measurement bases for allowance of ECL: (a) 12-month ECL, which are the ECL that result from default events that are possible within 12 months after the reporting date and are calculated as the allowance for ECL on loan receivables weighted by the probability of default accumulated over the 12 months after the reporting date; (b) lifetime ECL, which are the ECL that result from all possible default events over the expected life of loan receivables and are calculated as the allowance for ECL on loan receivables weighted by the probability of default accumulated over the entire life of the loan receivables.

The allowance for ECL on loan receivables are derived from gross credit exposure, recovery rate and probability of default. The Group uses the following ECL formula to calculate the allowance for ECL on its loan receivables:

Allowance for ECL = gross credit exposure × adjusted probability of default × (1 – recovery rate)

(III) 於年末之減值確認

本集團根據香港財務報告準則第9號採用一套常規做法，其通常稱為「三階段模式」，據此，應收貸款之預期信貸虧損（「預期信貸虧損」）乃根據(a)應收貸款之信貸質素自初步確認以來之變化，及(b)所考慮之應收貸款之估計經濟虧損預期而釐定。

根據常規做法，預期信貸虧損準備有兩個計量基礎：(a) 12個月預期信貸虧損，即由報告日期後12個月內可能發生之違約事件所導致之預期信貸虧損，其按報告日期後12個月內累積之違約概率加權之應收貸款之預期信貸虧損準備計算；(b) 整個存續期預期信貸虧損，即於應收貸款預期壽命內所有可能發生之違約事件所導致之預期信貸虧損，其按應收貸款整個存續期內累積之違約概率加權之應收貸款之預期信貸虧損準備計算。

應收貸款之預期信貸虧損準備乃根據信貸風險總額、收款率及違約概率得出。本集團使用以下預期信貸虧損公式來計算其應收貸款之預期信貸虧損準備：

預期信貸虧損準備 = 信貸風險總額 × 經調整違約概率 × (1 – 收款率)

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

For ECL assessment, the Group's loan receivables are classified as follows:

- (i) Stage 1 (Performing) includes loan receivables that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date. For these loan receivables, 12-month ECL are recognised.
- (ii) Stage 2 (Doubtful) includes loan receivables that have had a significant increase in credit risk since initial recognition (unless they have low credit risk at the reporting date) but that do not have objective evidence of impairment. For these loan receivables, lifetime ECL are recognised.
- (iii) Stage 3 (Default) includes loan receivables that have objective evidence of impairment and are considered as credit-impaired financial assets at the reporting date. For these loan receivables, lifetime ECL are recognised.

Details of impairment recognition is as below:

為評估預期信貸虧損，本集團之應收貸款乃分類如下：

- (i) 第一階段（良好）包括自初步確認以來信貸風險並無顯著增加，或於報告日之信貸風險偏低之應收貸款。就該等應收貸款而言，應確認12個月預期信貸虧損。
- (ii) 第二階段（懷疑）包括自初步確認以來信貸風險曾顯著增加（除非於報告日之信貸風險偏低），但並無客觀減值證據之應收貸款。就該等應收貸款而言，應確認整個存續期預期信貸虧損。
- (iii) 第三階段（違約）包括有客觀減值證據且於報告日被視為一項信貸減值財務資產之應收貸款。就該等應收貸款而言，應確認整個存續期預期信貸虧損。

減值確認之詳情如下：

		As at 31 December 2025 於二零二五年 十二月 三十一日 HK\$'million 百萬港元	As at 31 December 2024 於二零二四年 十二月 三十一日 HK\$'million 百萬港元
Stage 1	第一階段	-	-
Stage 2	第二階段	78.4	76.3
Stage 3	第三階段	177.8	149.0
Total	總計	256.2	225.3

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

For the year ended 31 December 2025, the above estimation was under the management's credit assessment on the borrowers' commitment and performance to repay the loans. The rate of loans receivable ECL range from 24% to 100% (2024: 22% to 100%).

截至二零二五年十二月三十一日止年度，上述估計乃根據管理層對借款人償還貸款之承諾及表現之信貸評估作出。應收貸款之預期信貸虧損之利率介乎24%至100%（二零二四年：22%至100%）。

(IV) Net impairment loss recognised during the year ended 31 December 2025

(IV) 截至二零二五年十二月三十一日止年度確認之減值虧損淨額

		No. of loans 貸款數目	Amount 金額 HK\$'million 百萬港元
Existing Stage 2 loans	現有第二階段貸款		
– With ECL impairment	– 錄得預期信貸虧損減值	9	13.2
– With ECL reversal	– 錄得預期信貸虧損撥回	2	(4.1)
– No movement	– 並無變動	1	–
Existing Stage 3 loans	現有第三階段貸款		
– With ECL impairment	– 錄得預期信貸虧損減值	1	24.4
– With ECL reversal	– 錄得預期信貸虧損撥回	1	(2.6)
– No movement	– 並無變動	10	–
Total	總計	24	30.9

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Analysis of significant impairment on certain customers for the year ended 31 December 2025 are presented below:

截至二零二五年十二月三十一日止年度有關若干客戶之重大減值之分析乃呈列如下：

	Impairment amount 減值金額 HK\$'million 百萬港元	Detailed reasons for additional impairment 額外減值之詳細原因
Existing Stage 2 loans 現有第二階段貸款		
Customer A 客戶A	2.7	Minimal repayment despite with collaterals 儘管有擔保但僅作最低還款
Customer B 客戶B	2.3	Minimal repayment despite with collaterals 儘管有擔保但僅作最低還款
Customer C 客戶C	2.0	No repayment despite with collaterals 儘管有擔保但仍未還款
Customer D 客戶D	1.8	Minimal repayment despite with collaterals 儘管有擔保但僅作最低還款
Customer E 客戶E	1.7	Ongoing negotiations on settlement 持續磋商還款
4 other customers 其他四名客戶	2.7	
	<hr/> <hr/> 13.2	
Existing Stage 3 loans 現有第三階段貸款		
Customer F 客戶F	24.4	Adjudged winding up during the year 年內被判定清盤
	<hr/> <hr/> 24.4	

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

In summary, aggregate ECL impairment was approximately HK\$37.6 million (2024: HK\$55.2 million) while aggregate ECL reversal was approximately HK\$6.7 million (2024: HK\$1.6 million), resulting in net ECL impairment of approximately HK\$30.9 million (2024: HK\$53.6 million) during the year.

綜合上文所述，年內預期信貸虧損減值之總額約為37,600,000港元（二零二四年：55,200,000港元），而預期信貸虧損撥回之總額約為6,700,000港元（二零二四年：1,600,000港元），就此得出預期信貸虧損減值之淨額約為30,900,000港元（二零二四年：53,600,000港元）。

Loan by categories and their collaterals details were as below:

按類型及其抵押品詳情劃分之貸款如下：

Category of borrowers	Loan products	Number of loans	Receivables gross carrying amount 應收賬面總金額 HK\$'million 百萬港元	Interest rate range per annum	Collateral details
借款人類型	貸款產品	貸款數目		年利率範圍	抵押品詳情
Corporate 企業	Term loan 定期貸款	3	70.1	15.6%-18%	Shares of certain listed companies 若干上市公司證券
	Term loan 定期貸款	6	84.9	8%-18%	Nil 無
		9	155.0		
Individual 個人	Term loan 定期貸款	1	22.5	18%	Landed properties in Hong Kong 香港物業
	Term loan 定期貸款	4	71.9	12%-18%	Shares of certain listed companies 若干上市公司證券
	Term loan 定期貸款	10	117.5	15%-18%	Nil 無
		15	211.9		
		24	366.9		

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Loan by borrowers' background or industry profile details were as below: 按借款人之背景或所在行業劃分之貸款如下：

		Number of loans 貸款數目	Receivables gross carrying amount 應收賬面 總金額 HK\$'million 百萬港元
Private investors	私人投資者	16	209.5
Substantial shareholder or director of listed companies	上市公司主要股東或董事	1	28.9
Financial services provider	金融服務提供者	3	86.0
Energy	能源業	2	21.8
Manufacturing	製造業	1	16.3
Subsidiary of delisted company	除牌公司之附屬公司	1	4.4
		24	366.9

The Group rely on its own credit assessment more particularly described in this section above in conducting the money lending business and hence does not obtain external credit rating on the borrowers.

本集團之放債業務依賴本節上文更具體描述之集團自身之信貸評估，並因此並無就借款人取得外部信貸評級。

Maturity profile of the loans were as below:

貸款之到期狀況如下：

		Receivables gross carrying amount 應收賬面 總金額 HK\$'million 百萬港元	No. of rollover times 滾轉次數
Matured	已到期	366.9	0-7

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The following factors have been principally considered when evaluating a loan rollover:

Repayment Situation

If the borrower has demonstrated the ability and commitment to meet repayment obligations and/or has made partial repayments of the loan, indicating ongoing cash flow and partial fulfillment of loan terms, the rollover will be considered.

Collateral or Security

The rollover of the loan will also be considered for any collateral, securities with value, or guarantees are provided.

Terms of Loan Rollover

The Group carefully reviews the terms of the loan rollover when approving it. The rollover period is generally assessed to provide flexibility, enabling the Company to pursue repayment at any time.

Market Conditions

It is important to emphasise that most of the loan rollovers occurred between 2020 and 2023, during the COVID-19 pandemic. The Group has also taken the then prevailing market conditions, including economic trends, interest rate movements, and market prospects as well as the specific government policy when considering a loan rollover.

For those matured loans, the Company held negotiations with the borrowers in serious manner with an aim to agree settlement plans or obtain further collaterals to protect the Company's position. For those borrowers from whom satisfactory responses are unable to obtain, the Company shall take formal legal actions to recover the loans.

評估貸款展期時主要考慮以下因素：

還款情況

倘借款人已證明有能力並承諾履行還款義務，並且／或是已償還部分貸款，種種跡象顯示其擁有持續現金流量及部分貸款條款已獲履行，則會考慮展期。

抵押品或擔保

倘獲提供任何抵押品、有價證券或擔保，則亦會考慮貸款展期。

貸款展期之條款

本集團於審批貸款展期時會仔細審查展期條款。評估展期之時間時一般以靈活性為本，以容許本公司能隨時收回還款。

市場狀況

大部分貸款展期均發生於二零二零年至二零二三年期間，即COVID-19疫情期間。本集團於考慮貸款展期時，亦會考慮當前市場狀況，包括經濟趨勢、利率變動、市場前景及個別政府政策等。

就已到期之貸款而言，本公司與借款人認真進行磋商，務求協定和解方案或獲得更多抵押品，以保障本公司利益。倘無法從該等借款人獲得滿意回覆，本公司將採取正式的法律行動，以追回貸款。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Compliance with Chapter 14 and/or 14A of the Listing Rules and Money Lenders Ordinance

The Group is required to, and has at all times, strictly comply with all relevant laws and regulations. The Company has complied with those requirements as set out in Chapter 14 and/or 14A of the Listing Rules when it granted or extended the loans to each of the respective borrower whose loan was still outstanding as at 31 December 2025.

In addition to the Listing Rules, the Money Lenders Ordinance constituted a major governance on the Group's money lending business in Hong Kong. During the year ended 31 December 2025, VC Finance did not receive any objection from and was not investigated by the Registrar of Money Lenders (currently performed by the Registrar of Companies) nor the Commissioner of Police regarding the renewal of the money lenders license.

The Company has complied with requirements set out in Chapter 14 of the Listing Rules when it granted or renewed loans to each of the borrowers. Renewal agreements were entered into with the borrowers in all renewal cases. To the best of the Directors' knowledge, information and belief based on internal records, the Company does not have any agreement, arrangement, understanding or undertaking (whether formal or informal and whether express or implied) with a connected person with respect to the grant of loans to the borrowers whose loans were still outstanding as at 31 December 2025.

The credit risk assessment of the unsecured loans was performed by the Company using an internal process with holistic consideration on background, financial resources, source of repayment and repayment history of the relevant borrowers and purpose of the loans. The Company's directors consider the terms of each of the unsecured loans are fair and reasonable and in the interests of the Company and its shareholders.

遵守上市規則第14章及／或14A章及放債人條例之規定

本集團須於(並已於)任何時候嚴格遵守所有相關法律及法規。本公司向每名於截至二零二五年十二月三十一日尚未償還貸款之借款人授出或延長貸款時,已遵守上市規則第14章及／或14A章所載規定。

除上市規則外,本集團於香港之放債業務亦主要受放債人條例監管。截至二零二五年十二月三十一日止年度,滙盈財務並無就續領放債人牌照接獲放債人註冊處處長(現由公司註冊處處長兼任)或警務處處長發出之任何反對,亦無受其調查。

本公司在向各借款人授出或續借貸款時,均遵守上市規則第14章之規定。在續期情況下均與借款人訂立重續協議。據董事基於內部記錄所知、所悉及所信,本公司並無就向借款人授出貸款(而該等貸款於二零二五年十二月三十一日仍未償還)而與關連人士達成任何協議、安排、諒解或承諾(不論正式或非正式,亦不論明示或默示)。

無抵押貸款之信貸風險評估由本公司按其內部程序全面考慮相關借款人之背景、財政資源、還款來源及還款記錄以及貸款之用途而執行。本公司董事認為,各項無抵押貸款之條款公平合理,符合本公司及其股東之利益。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Group has put efforts on implementing our credit control policies and procedures to review our clients' creditworthiness and credit limits from time to time so as to minimise our credit risk exposure. The Group's credit control policies and procedures are principally based on the doubtful unsecured exposure having assessed the fair value of the clients' collaterals held, the evaluation of collectability and aging analysis of the client accounts. The Group will take all necessary legal actions against the relevant clients to follow up the settlement of the outstanding loans.

Placing and underwriting services

Meanwhile, the Group offers placing and underwriting services to our clients, and acts as placing agent and underwriter for Hong Kong listed companies' fund-raising activities. For the year ended 31 December 2025, the Group's placing and underwriting commission was approximately HK\$1.7 million as compared with approximately HK\$0.7 million for the same period last year. The Group will continue to put efforts to capture the opportunities towards the local initial public offerings and other fund-raising exercises.

Overall, the brokerage and financing businesses recorded a loss after tax of approximately HK\$13.4 million for the year ended 31 December 2025 as compared with a loss of approximately HK\$42.3 million for the same period last year. The improvement of the performance in 2025 was mainly due to the decreased of recognition of impairment loss in accounts receivable based on the ECL model.

Corporate Finance and Other Advisory Services

The Company through its indirect wholly owned subsidiary, VC Capital Limited ("VC Capital"), provides corporate finance and other advisory services to its clients. The Company through its another indirect wholly owned subsidiary, VCCS, provides corporate services, including company secretarial services, registered office and business services, etc., to listed and private companies.

本集團致力實施信貸監控政策及程序，以不時檢討客戶的信貸質素及信貸額，藉以將集團之信貸風險減至最低。本集團之信貸監控政策及程序乃主要依據無抵押呆賬之風險，就此乃評估已持有客戶抵押品之公平值、評定客戶賬項之可收回成數以及賬齡分析。本集團將向相關客戶採取一切必要法律行動，以跟進未償還貸款之收款。

配售及包銷服務

此外，本集團為客戶提供配售及包銷服務，並為多家香港上市公司出任集資活動之配售代理及包銷商。截至二零二五年十二月三十一日止年度，本集團錄得之配售及包銷佣金約為1,700,000港元，而去年同期則約為700,000港元。本集團將繼續投放資源以掌握本港首次公開發售及其他集資活動所展現之機遇。

整體而言，經紀及融資業務於截至二零二五年十二月三十一日止年度錄得約13,400,000港元之除稅後虧損，而去年同期則錄得虧損約42,300,000港元。二零二五年之表現改善主要乃由於根據預期信貸虧損模式計算之應收賬款減值虧損減少。

企業融資及其他顧問服務業務

本公司透過其間接全資附屬公司滙盈融資有限公司（「滙盈融資」）向其客戶提供企業融資及其他顧問服務。本公司透過其另一間間接全資附屬公司滙盈秘書服務為上市及私人公司提供企業服務，包括公司秘書服務、註冊辦事處及商業服務等。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

For the year ended 31 December 2025, the Company's corporate finance and other advisory services recorded revenue and loss after tax of approximately HK\$3.4 million and HK\$3.0 million as compared with revenue of approximately HK\$3.8 million and loss after tax of approximately HK\$4.3 million for the same period last year, respectively.

Asset Management

During the year ended 31 December 2025, the Group's asset management segment recorded revenue of approximately HK\$3.6 million (2024: HK\$2.3 million) and profit after tax of approximately HK\$2.6 million (2024: HK\$0.6 million). Its revenue accounted for about 6% of the Group's one, following the partnership fund investment in a new energy project in Europe.

Insurance Brokerage

The Group, through Experts Management Limited ("Experts Management"), an indirect wholly owned subsidiary, was engaged in the provision for insurance brokerage service. Experts Management owns insurance broker company licence and is entitled to conduct long term insurance business. During the year, Experts Management recorded revenue of approximately HK\$4.0 million (2024: HK\$7.2 million) with a loss after tax of approximately HK\$299,000 (2024: HK\$281,000) due to the referral by independent third parties.

截至二零二五年十二月三十一日止年度，本公司之企業融資及其他顧問服務業務分別錄得收益約3,400,000港元及除稅後虧損約3,000,000港元，至於去年同期則分別為收益約3,800,000港元及除稅後虧損約4,300,000港元。

資產管理業務

截至二零二五年十二月三十一日止年度，本集團之資產管理業務分部錄得收益約3,600,000港元（二零二四年：2,300,000港元）及除稅後溢利約2,600,000港元（二零二四年：600,000港元）。繼透過合夥基金投資於歐洲一個新能源項目後，資產管理業務收益約佔本集團收益之6%。

保險經紀業務

本集團透過間接全資附屬公司Experts Management Limited（「Experts Management」）從事提供保險經紀服務。Experts Management擁有保險經紀公司牌照，並有權經營長期保險業務。年內，由於獲得獨立第三方轉介業務，Experts Management錄得收益約4,000,000港元（二零二四年：7,200,000港元）及除稅後虧損約299,000港元（二零二四年：281,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Proprietary Trading

As at 31 December 2025, the Group held 14 equity securities listed on Stock Exchange of approximately HK\$86.1 million (31 December 2024: HK\$116.4 million) as financial assets held-for-trading, which was stated at market value. The fair value of these listed equity securities represents about 17% of the Group's total assets as at 31 December 2025 (2024: 26%). A few securities with relatively heavy weights within the portfolio were disposed and not performing well during the year ended 31 December 2025, resulting in an overall loss during the year.

Included in the financial assets held-for-trading as at 31 December 2025 was the Group's investment in 35,102,729 shares or approximately 4% of Virtual Mind with fair value of approximately HK\$37.9 million, which amounts to approximately 8% of the Group's total assets. Virtual Mind and its subsidiaries are principally engaged in the manufacturing and sale of apparels. The investment cost was approximately HK\$33.5 million. During the year ended 31 December 2025, its share price has increased by approximately 59%. During the year ended 31 December 2025, their group recorded loss attributable to the owners of the Company of approximately HK\$110 million, and no dividend was received from it. The loss was due to the increase in impairment of goodwill and administrative expenses. Virtual Mind is a conglomerate with businesses diversified into different areas and is an excellent investment target. The Group was optimistic about its future prospect and intends to hold the investment with an aim for long term capital growth.

自營買賣業務

於二零二五年十二月三十一日，本集團持有14項於聯交所上市之股本證券（屬持作買賣財務資產）約86,100,000港元（二零二四年十二月三十一日：116,400,000港元），乃按市值列賬。該等上市股本證券於二零二五年十二月三十一日之公平值佔本集團總資產約17%（二零二四年：26%）。於截至二零二五年十二月三十一日止年度有少量於證券組合中佔比較重之證券已出售及表現欠佳，導致年內錄得整體虧損。

於二零二五年十二月三十一日，持作買賣財務資產包括本集團對天機之35,102,729股或約4%股份之投資，其公平值約為37,900,000港元，佔本集團總資產約8%。天機及其附屬公司主要從事服飾製造及銷售。有關之投資成本約為33,500,000港元。於截至二零二五年十二月三十一日止年度，其股價上升約59%。於截至二零二五年十二月三十一日止年度，天機集團錄得公司擁有人應佔虧損約110,000,000港元，並無派發股息。其虧損乃由於商譽減值及行政開支增加。天機為一間涉足不同範疇業務之綜合企業，是極佳的投資標的。本集團對其未來前景感到樂觀，並擬長線持有投資，務求獲得長遠資本增長。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Group invests mainly through purchases in the secondary market. The management follows strictly the internal securities investment policy and seeks the approval from the Board, when necessary, so as to enhance the financial returns to the shareholders and limit the risk exposure associated therewith. During the year ended 31 December 2025, there was net sale in securities investment of approximately HK\$40.9 million (2024: sale of HK\$71.1 million).

The Company had set up the securities investment policy and the objective was to enhance return on cash balance not applied to daily business operations and limit the risk exposure associated therewith. The Delegated Officer-In-Charge (the "DOIC") shall be any Executive Director designated by the Board of Directors of the Company (the "Board") to capture the best opportunity for acquisition/disposal of the investments. Subject to the requirements of the relevant Listing Rules which include but not limited to Chapter 14, the aggregate investment amount was up to HK\$500 million and investments in any single stock together with warrants and/or securities convertible/exchangeable into the same stock shall not exceed HK\$70 million. Holdings of any single stock at any time shall not exceed 10% of the total number of shares outstanding and aggregate debt instruments of any single stock shall not exceed HK\$20 million. Any transaction exceeding such limits requires additional approval from the Board.

In addition, the compliance department of the Company circulated an internal trading restricted list for the Company and its subsidiaries, which covered listed issuer(s) ("Issuer") that VC Capital (a Type 6 licensed corporation), is in the course of providing advice to. The Issuer will be updated to the internal trading restricted list upon the execution of the relevant mandates, and removed upon the termination of the relevant mandate.

本集團之投資乃主要透過於第二市場購買。管理層嚴格遵守內部證券投資政策，並會於有需要時先提請董事會批准，務求在提升股東財務回報之同時，亦限制相關投資所帶來之風險。截至二零二五年十二月三十一日止年度，證券投資之淨出售額約為40,900,000港元（二零二四年：淨出售額71,100,000港元）。

本公司已制定證券投資政策，其目的在於提高未用於日常業務營運之現金結餘之回報，並限制相關風險。本公司董事會（「董事會」）從任何執行董事中指定獲授權之負責人員（「獲授權負責人」）負責捕捉任何收購／出售投資之最佳機會。受限於相關上市規則（包括但不限於第14章）之規定，投資總額不得超過500,000,000港元，且投資於任何單一股票連同可轉換／交換為同一股票之認股權證及／或證券之金額不得超過70,000,000港元。於任何時間持有任何單一股票之數量不得超過發行在外之股份總數之10%，而任何單一股票之債務工具總額不得超過20,000,000港元。任何超出上述限額之交易均須獲得董事會之額外批准。

此外，本公司合規部門已向本公司及其附屬公司傳閱一份內部交易限制名單，其涵蓋滙盈融資（第6類持牌法團）正在向其提供意見之上市發行人（「發行人」）。發行人將於相關授權生效時新增至該內部交易限制名單，並於相關授權終止時從名單移除。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The trading accounts are not just opened under VC Brokerage. Others are opened at independent brokers. The account opening and credit limits are approved and circulated through the Executive Committee of the Board for proprietary trading purposes. Margin loan payables are monitored and reviewed regularly to minimize exposure, and collateral or margin arrangements are implemented where appropriate to mitigate risks of default.

DOIC shall make investment decision from time to time and optimize the return based on the objectives of: participation in business with positive potential, diversification of portfolio and adding value to the Company and the shareholders. DOIC will assess the counterparty risk through reviewing to the financials of the investment targets and Finance Department of the Company will update the DOIC the latest development of the investment targets on a continuous basis.

The Company maintains prudent cash flow forecasting and ensures access to diversified funding sources to meet short-term and unexpected cash requirements in liquidity management. The Finance Department daily reviews liquidity positions to ensure sufficient liquidity is available to support ongoing operations and fulfil financial obligations without undue cost or loss.

交易賬戶並非只開設於滙盈證券名下。其他在獨立經紀行開立。為自營買賣目的而進行之開戶及相關信貸限額由董事會執行委員會批准及傳閱。應付保證金貸款會定期監察及檢討，以盡量減低風險，並在適當情況下實施抵押品或保證金安排，以減低違約風險。

獲授權負責人須不時作出投資決定，並根據以下目標優化回報：參與具有正面潛力之業務；分散投資組合；及為本公司及股東增值。獲授權負責人將透過審閱各項投資目標之財務狀況來評估交易方風險，本公司之財務部將持續向獲授權負責人更新投資目標之最新發展情況。

在流動資金管理方面，本公司維持審慎的現金流量預測，並確保可從不同來源取得資金，以滿足短期及突發現金需要。財務部每天檢討流動資金狀況，以確保有足夠流動資金支持持續營運及履行財務責任，而不會造成不必要成本或損失。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Company aims to optimize returns on non-operational cash by investing surplus non-operational funds in diversified stocks from minimum to low-risk, to preserve capital and maintain liquidity, minimizing credit, market, and operational risks.

Procedures for the investment decisions are as follows:

- Initiating and approving – the DOIC will submit the proposed investment stock to the compliance department of the Company, to check whether the stock is within the internal restricted list. If it is not in the list, the compliance officer will pass the application form to the other member of Executive Committee of the Board for pre-approval to trade within a specific period. The Executive Committee currently comprise of certain Company's Executive Directors, namely, Mr. Zhang Li (Chairman), Mr. Fu Yiu Man, Peter, the DOIC, and Mr. Lin Hoi Kwong and the Company's Chief Financial Officer and Company Secretary (non-voting capacity), namely, Ms. Lai Choi Ling.

本公司透過利用處於盈餘之非營運資金，投資於最低至低風險級別之不同股票，以保存資本及維持流動性，並將信貸、市場及營運風險減至最低，以從非營運現金獲得最佳回報。

作出投資決定之程序如下：

- 啟動與審批—獲授權負責人將建議投資之股票提交本公司合規部門，以檢查該股票是否在內部限制名單內。倘不在名單內，合規主管將轉交申請表格至董事會執行委員會之其他成員，以便彼等預先批准於特定期限內買賣該股票。執行委員會目前由本公司執行董事張利先生（主席）、本公司執行董事兼獲授權負責人符耀文先生、本公司執行董事連海江先生及本公司財務總監兼公司秘書（無投票權）黎彩玲女士組成。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

- Monitoring and reviewing – daily/monthly reports prepared by the Finance Department containing (i) details of all investment holdings and any marked-to-market gains/losses; and (ii) a summary of investment activities conducted during the previous month and any gains/losses realised shall be circulated to all members of the Board. All members of the Board shall be notified of any investment made/disposed of on the next business day. The Finance Department assists in the daily monitoring of the sales and/or purchase transactions. It evaluates whether any transactions on individual or aggregate situations constitute notifiable transaction for the Company under Chapter 14 of the Listing Rules, thereby triggering relevant announcement and reporting obligations. In addition, the Finance Department daily monitors news related to each investee company. It promptly alerts the Board to any developments, such as delisting, suspension, or notifiable transactions, as announced by the investee companies for the Board to reassess the investment portfolio.
- 監察及審閱－由財務部編製之每日／每月報告載有(i)所有投資持股及任何按市價計值之收益／虧損詳情；及(ii)上月進行之投資活動及任何已變現收益／虧損之摘要，並須向董事會全體成員傳閱。董事會全體成員須於下一個營業日獲通知任何已作出／出售之投資。財務部協助每日監控銷售及／或購買交易。財務部將評估任何個別或整體交易是否根據上市規則第14章構成本公司之須予公佈交易，從而觸發相關公告及申報責任。此外，財務部亦每天留意與各被投資公司相關之消息，並即時通知董事會有關被投資公司宣佈之任何事態發展，例如除牌、暫停買賣或須予公佈交易等，以便董事會重新評估投資組合。

No revenue was recorded from the proprietary trading business as at 31 December 2025 and for the same period in 2024. The Group recognised net loss of approximately HK\$10.9 million (including a realised loss of approximately HK\$34.1 million and unrealised gain of approximately HK\$23.2 million) on the trading investments for the year ended 31 December 2025 as compared to approximately HK\$44.0 million (including realised loss of approximately HK\$66.6 million and unrealised gain of approximately HK\$22.6 million) for the same period in 2024.

自營買賣業務於二零二五年十二月三十一日及二零二四年同期並無錄得收益。本集團於截至二零二五年十二月三十一日止年度就投資買賣確認虧損淨額約10,900,000港元（包括已變現虧損約34,100,000港元及未變現收益約23,200,000港元），而於二零二四年同期則約44,000,000港元（包括已變現虧損約66,600,000港元及未變現收益約22,600,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Below is an analysis of the financial assets held-for-trading held by the Group as at 31 December 2025:

本集團於二零二五年十二月三十一日持作買賣之財務資產分析如下：

Industries	行業	Market value as at 31 December 2025	Percentage to the Group's total assets	Unrealised gain (loss) for the year ended 31 December 2025
		於 二零二五年 十二月 三十一日 之市值 HK\$' million 百萬港元	佔本集團 總資產百分比	二零二五年 十二月 三十一日 止年度之 未變現收益 (虧損) HK\$' million 百萬港元
Energy	能源	2.5	0.5%	1.0
Information technology	資訊科技	3.3	0.7%	1.6
Consumer goods and services	消費品及服務	65.8	13.2%	25.1
Financials	金融	6.8	1.4%	(4.2)
Industrials	工業	7.7	1.5%	(0.3)
		86.1	17.3%	23.2

While the performance of different industries did vary, the Group cautiously monitors the investment portfolio and shall be determined to make any strategic moves. The loss incurred during year 2025 was in line with the plummet of global capital market. Overall, the Group's proprietary trading business recorded loss after tax of approximately HK\$14.6 million for the year ended 31 December 2025 (2024: HK\$50.4 million).

儘管不同行業之表現參差，惟本集團仔細檢視投資組合，並會堅定作出任何策略舉措。二零二五年度錄得虧損與全球資本市場暴跌之情況相符。整體而言，本集團之自營買賣業務於截至二零二五年十二月三十一日止年度錄得約14,600,000港元之除稅後虧損（二零二四年：50,400,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Property Investment

The Group through Polyton China Limited, recorded the revenue of approximately HK\$420,000 (2024: HK\$280,000) and a profit after tax of approximately HK\$7,000 as at the year ended 31 December 2025 (2024: loss of HK\$4.2 million).

Unallocated administrative costs

For the year ended 31 December 2025, the unallocated administrative costs amounted to approximately HK\$34.3 million as compared with approximately HK\$26.0 million for the same period last year, which mainly included the unallocated corporate operating expenses. The increase in the unallocated administrative costs of approximately HK\$8.3 million in 2025 was mainly attributable to the increased of entertainment and travels expenses and finance costs.

Income tax credit (expense)

For the year ended 31 December 2025, the Group recognised income tax credit of approximately HK\$112,000 (2024: expense of HK\$121,000) which included deferred tax credit of approximately HK\$112,000 (2024: deferred tax expense of approximately HK\$121,000) in relation to the convertible bonds issued by the Company.

Finance costs

For the year ended 31 December 2025, the finance costs of the Group amounted to approximately HK\$4.5 million (2024: HK\$4.3 million), out of which approximately HK\$1.0 million (2024: HK\$0.2 million) was incurred pursuant to the effective interest expense of convertible bonds issued by the Company during the year ended 31 December 2025, together with some finance costs incurred in relation to the Group's brokerage and financing businesses and interest expenses on lease liabilities, investment property and margin financing.

物業投資

本集團透過百利通中國有限公司於截至二零二五年十二月三十一日止年度錄得收益約420,000港元(二零二四年: 280,000港元)及除稅後溢利約7,000港元(二零二四年: 虧損4,200,000港元)。

未分配行政成本

截至二零二五年十二月三十一日止年度, 未分配行政成本約為34,300,000港元, 而去年同期則約為26,000,000港元, 主要包括未分配企業經營開支。二零二五年之未分配行政成本增加約8,300,000港元, 主要由於交際及差旅開支及融資成本增加。

所得稅抵免(開支)

截至二零二五年十二月三十一日止年度, 本集團確認所得稅抵免約112,000港元(二零二四年: 開支121,000港元), 當中包括遞延稅項抵免約112,000港元(二零二四年: 遞延稅項開支約121,000港元), 其與本公司所發行可換股債券有關。

融資成本

截至二零二五年十二月三十一日止年度, 本集團之融資成本約為4,500,000港元(二零二四年: 4,300,000港元), 當中約1,000,000港元(二零二四年: 200,000港元)乃就本公司於截至二零二五年十二月三十一日止年度所發行可換股債券之實際利息開支而產生, 另有就本集團經紀及融資業務所產生之若干融資成本以及租賃負債、投資物業及保證金融資之利息開支。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Headcount and employee information

As at 31 December 2025, the Group employed a total of 67 employees (31 December 2024: 56), which excluded 2 self-employed account executives for brokerage services (31 December 2024: 12), and 67 and nil (31 December 2024: 56 and nil) were located in Hong Kong and the PRC respectively. Salaries and staff benefit costs (including the Directors' emoluments) and staff commission amounted to approximately HK\$35.5 million and HK\$2.2 million respectively for the year ended 31 December 2025 as compared with approximately HK\$33.6 million and HK\$1.7 million respectively for the same period last year. The increase in the salaries and staff benefits costs of approximately HK\$1.9 million in 2025 was mainly attributable to employment of experienced staff for business development.

The Group's employees are selected, remunerated and promoted based on their performance and qualifications. In addition to basic salaries and participation in Mandatory Provident Fund Scheme, the Group also provides medical coverage, sales commission, discretionary and performance related bonus, discretionary share options and share awards to its employees. Meanwhile, employees are provided or funded to attend training and development programs which are relevant to their works.

Liquidity and financial resources/ capital structure

For the year ended 31 December 2025, the Group financed its business operations and investments with internal resources, cash revenue generated from operating activities, convertible bonds and margin financing.

僱員人數及僱員資料

於二零二五年十二月三十一日，本集團聘用合共67名僱員（二零二四年十二月三十一日：56名），另有2名為自僱之經紀服務客戶主任（二零二四年十二月三十一日：12名），其中67人於香港及無人於中國工作（二零二四年十二月三十一日：56人於香港及無人於中國）。截至二零二五年十二月三十一日止年度，薪金及員工福利成本（包括董事酬金）及員工佣金分別約35,500,000港元及2,200,000港元，至於去年同期則分別約33,600,000港元及1,700,000港元。二零二五年之薪金及員工福利成本增加約1,900,000港元，主要歸因於僱用經驗豐富的員工以促進業務發展。

本集團僱員的甄選、薪酬水平及擢升乃根據彼等之表現及資歷而定。除基本薪金與強制性公積金計劃外，本集團亦向其僱員提供醫療保險、銷售佣金、酌情表現花紅、酌情購股權及獎勵股份。此外，本集團亦有為僱員提供或資助與其工作相關之培訓及發展課程。

流動資金及財務資源／資本架構

截至二零二五年十二月三十一日止年度，本集團以內部資源、經營業務產生之現金收益、可換股債券及保證金融資，為其業務運作及投資提供資金。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Group adopts a prudent treasury policy. As at 31 December 2025, bank balances and cash were denominated in Hong Kong dollars and Renminbi as to approximately HK\$100.4 million and HK\$2.2 million (2024: HK\$16.9 million and HK\$1.1 million) respectively. The Group intends to maintain minimum exposure to foreign exchange risks and those Renminbi is mainly for the operation need. All the bank balances and cash were put in saving deposits and current accounts as at 31 December 2025.

As at 31 December 2025, the Group obtained margin financing facilities from certain brokerage firms in the amount of approximately HK\$14.0 million (2024: HK\$15.9 million) and margin loans obtained amounted to approximately HK\$13.1 million (2024: HK\$20.3 million).

As at 31 December 2025 and 2024, the Group did not hold any banking facilities.

As at 31 December 2025, the Group's bank balances and cash, net current assets and total equity (other than clients' segregated accounts) amounted to approximately HK\$103.0 million (31 December 2024: HK\$18.4 million), HK\$318.8 million (31 December 2024: HK\$349.6 million) and HK\$358.4 million (31 December 2024: HK\$384.7 million) respectively, representing increase of about 460%, decrease of about 9% and 7% respectively as compared with that of 31 December 2024. Current ratio, expressed as current assets over current liabilities, was at about 3 times as at 31 December 2025 (31 December 2024: 8 times).

本集團採取審慎的資金政策。於二零二五年十二月三十一日，以港元及人民幣定值之銀行結餘及現金分別約100,400,000港元及2,200,000港元（二零二四年：16,900,000港元及1,100,000港元）。本集團擬維持外匯風險於最低水平，而該等人民幣結餘及現金主要乃為經營需要而持有。於二零二五年十二月三十一日，所有銀行結餘及現金均存放於儲蓄存款及往來賬戶。

於二零二五年十二月三十一日，本集團從若干經紀公司獲取之保證金融資信貸額約為14,000,000港元（二零二四年：15,900,000港元），並取得保證金貸款約13,100,000港元（二零二四年：20,300,000港元）。

於二零二五年及二零二四年十二月三十一日，本集團並無持有任何銀行融資額。

於二零二五年十二月三十一日，本集團之銀行結餘及現金、流動資產淨值以及權益總額（不包括客戶獨立賬戶）分別約為103,000,000港元（二零二四年十二月三十一日：18,400,000港元）、318,800,000港元（二零二四年十二月三十一日：349,600,000港元）及358,400,000港元（二零二四年十二月三十一日：384,700,000港元），分別較二零二四年十二月三十一日增加約460%、減少約9%及減少約7%。於二零二五年十二月三十一日，流動比率（即流動資產除以流動負債）維持於約3倍（二零二四年十二月三十一日：8倍）。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析**Share consolidation**

On 28 July 2025, the Company put forward the share consolidation. Upon the passing of the ordinary resolution by the Shareholders on 24 July 2025, every ten existing shares of the Company were consolidated into one consolidated share. For further details, please refer to the announcements of the Company dated 23 June 2025 and 24 July 2025, and the circular of the Company dated 8 July 2025.

Capital structure and fund raising activities

The capital of the Company comprises only ordinary shares.

Convertible Bonds issued by the Company

The Company issued 2-year convertible bonds on 26 September 2024 (the "First Issue Date 1") in the principal amount of HK\$14.4 million (the "2024 CB") to not less than six placees. The 2024 CB entitled the holders to convert them into ordinary shares of the Company at any time commencing on the business day immediately after the First Issue Date 1 of 2024 CB and up to the fifth business day before the maturity date, both days inclusive, at a conversion price of HK\$0.10 per 2024 CB. The Convertible Bonds carry interests at 2% per annum and are payable in arrears on the first anniversary of the First Issue Date 1 and on the maturity date. Further details of the 2024 CB are set out in the Company's announcements dated 9 September 2024 and 26 September 2024.

股份合併

於二零二五年七月二十八日，本公司開始股份合併。待股東於二零二五年七月二十四日通過普通決議案後，本公司每十股現有股份已合併為一股合併股份。有關進一步詳情，請參閱本公司日期為二零二五年六月二十三日及二零二五年七月二十四日之公佈，以及本公司日期為二零二五年七月八日之通函。

資本架構及集資活動

本公司之資本僅由普通股組成。

本公司發行之可換股債券

本公司於二零二四年九月二十六日（「首個發行日期1」）向不少於六名承配人發行本金額為14,400,000港元之兩年期可換股債券（「二零二四年可換股債券」）。二零二四年可換股債券賦予持有人權利，可自緊隨二零二四年可換股債券之首個發行日期1後之營業日起，至到期日前第五個營業日止期間（包括首尾兩日）任何時間，按每份二零二四年可換股債券0.10港元之換股價將債券轉換為本公司普通股。該等可換股債券按年利率2%計息，利息於首個發行日期1之首個週年日及於到期日支付。有關二零二四年可換股債券之進一步詳情載於本公司日期為二零二四年九月九日及二零二四年九月二十六日之公佈。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Company also issued 2-year convertible bonds on 25 June 2025 (the "First Issue Date 2") in the principal amount of HK\$5.0 million (the "2025 CB") to two subscribers. The 2025 CB entitled the holders to convert them into ordinary shares of the Company at any time commencing on the business day immediately after six months from the First Issue Date 2 of 2025 CB and up to the fifth business day before the maturity date, both days inclusive, at a conversion price of HK\$0.04 per 2025 CB. The Convertible Bonds carry interests at 1% per annum and are payable in arrears on the first anniversary of the First Issue Date 2 and on the maturity date. Further details of the 2025 CB are set out in the Company's announcements dated 13 June 2025 and 25 June 2025.

As a result of the share consolidation (defined in the section headed "Share Consolidation" above) became effective on 28 July 2025, the conversion price of the outstanding 2024 CB and 2025 CB, being initially at HK\$0.10 and HK\$0.04 respectively per share in issue (subject to adjustment), was adjusted in accordance with the terms and conditions of the 2024 CB and 2025 CB to HK\$1.00 and HK\$0.40 per Consolidated Share respectively. Accordingly, the number of consolidated shares upon full conversion at the adjusted conversion price of HK\$1.00 and HK\$0.40 per consolidated share respectively of the 2024 CB and 2025 CB immediately after the Share Consolidation became effective, was 14,400,000 and 12,500,000 Consolidated Shares, respectively.

本公司亦於二零二五年六月二十五日（「首個發行日期2」）向兩名認購人發行本金額為5,000,000港元之兩年期可換股債券（「二零二五年可換股債券」）。二零二五年可換股債券賦予持有人權利，可自緊隨二零二五年可換股債券首個發行日期2起六個月後之營業日起至到期日前第五個營業日止（包括首尾兩日）任何時間，按每份二零二五年可換股債券0.04港元之換股價將債券轉換為本公司普通股。該等可換股債券按年利率1%計息，利息於首個發行日期2之首個週年日及於到期日支付。有關二零二五年可換股債券之進一步詳情載於本公司日期為二零二五年六月十三日及二零二五年六月二十五日之公佈。

因股份合併（定義見上文「股份合併」一節）於二零二五年七月二十八日生效，未償還之二零二四年可換股債券及二零二五年可換股債券之換股價（原分別為每股已發行股份0.10港元及0.04港元，惟可予調整）已根據二零二四年可換股債券及二零二五年可換股債券之條款及條件分別調整為每股合併股份1.00港元及0.40港元。因此，緊隨股份合併生效後，二零二四年可換股債券及二零二五年可換股債券分別按每股合併股份1.00港元及0.40港元之經調整換股價悉數轉換後，所產生之合併股份數目分別為14,400,000股及12,500,000股合併股份。

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Rights Issue and the Placing

On 6 August 2025, the Company proposed to implement the rights issue on the basis of two rights shares (the "Rights Share") for every one existing share held on 23 September 2025 (the "Rights Issue"), being the record date, at the subscription price of HK\$0.45 per rights share. The Rights Issue proceeded on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. If the Rights Issue is not fully subscribed, the number of Rights Shares that are not subscribed (the "Unsubscribed Rights Shares") will be placed to independent places on a best effort basis through the placing.

On 6 August 2025, the Company entered into the placing agreement (the "Placing Agreement") with VC Brokerage (the "Placing Agent") which shall procure on a best effort basis not less than six places to subscribe for the Unsubscribed Rights Shares (the "Placing Shares") at the placing price of HK\$0.45 per Placing Share during the placing period (the "Placing"). The Placing Shares will be allotted and issued pursuant to the specific mandate to be granted by the shareholders of the Company at the EGM.

The subscription price and the placing price represent (i) a discount of approximately 4.26% to the closing price of HK\$0.47 per share as quoted on the Stock Exchange on 6 August 2025, being the last trading day for the shares immediately before the release of the announcement of the Company on the same date in relation to, among other things, the Rights Issue; (ii) a discount of approximately 5.86% to the average closing price of HK\$0.478 per share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the last trading day; (iii) a discount of approximately 1.21% to the average closing price of HK\$0.4555 per share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the last trading day; (iv) a discount of approximately 1.53% to the theoretical ex-rights price of approximately HK\$0.457 per

供股及配售

於二零二五年八月六日，本公司建議按於記錄日期二零二五年九月二十三日每持有一股現有股份獲發兩股供股股份（「供股股份」）之基準進行供股（「供股」），認購價為每股供股股份0.45港元。不論暫定配發供股股份之接納程度如何，供股將按非包銷基準進行。倘供股未獲悉數認購，則未認購之供股股份數目（「未獲認購供股股份」）將透過配售按盡力基準配售予獨立承配人。

於二零二五年八月六日，本公司與滙盈證券有限公司（「配售代理」）訂立配售協議（「配售協議」），據此，配售代理須盡最大努力促使不少於六名承配人於配售期內按配售價每股配售股份0.45港元認購未獲認購供股股份（「配售事項」）。配售股份將根據本公司股東將於股東特別大會上授出之特別授權配發及發行。

認購價及配售價(i)較股份於二零二五年八月六日（即股份於緊接本公司於同日就（其中包括）供股發表公佈前之最後交易日）在聯交所所報之收市價每股0.47港元折讓約4.26%；(ii)較股份於截至最後交易日（包括該日）止最後連續五個交易日在聯交所所報之平均收市價每股0.478港元折讓約5.86%；(iii)較股份於截至最後交易日（包括該日）止最後連續十個交易日在聯交所所報之平均收市價每股0.4555港元折讓約1.21%；(iv)較根據股份於最後交易日在聯交所所報之收市價每股0.47港元計算得出之理論除權價每股約0.457港元折讓約1.53%；(v)導致折讓約3.11%之理論攤薄效應（定義見上市規則第7.27B條），即每股約0.4573港元之理論攤薄

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share based on the closing price of HK\$0.47 per share as quoted on the Stock Exchange on the last trading day; (v) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of a discount of approximately 3.11%, represented by the theoretical diluted price of approximately HK\$0.4573 per share to the benchmarked price of HK\$0.472 per share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of (i) the closing price of HK\$0.47 per share as quoted on the Stock Exchange on the last trading day; and (ii) the average of the closing prices of HK\$0.472 per share as quoted on the Stock Exchange for the five previous consecutive trading days prior to the date of the announcement dated 6 August 2025); and (vi) a discount of approximately 71.06% to the audited consolidated net asset value attributable to shareholders per share (the "NAV per Share") of approximately HK\$1.555 (based on the latest published audited consolidated net asset value attributable to shareholders of approximately HK\$384,727,000 and 247,352,304 shares in issue as at the date of the announcement dated 6 August 2025). The net price per rights share was approximately HK\$0.436. The Rights Issue was completed on 13 October 2025. As such, 48,784,915 Rights shares, representing approximately 9.86% of the total number of 494,704,608 Rights Shares available for subscription under the Rights Issue, were issued and allotted under the Rights Issue with net proceeds of approximately HK\$22.0 million.

Due to the result of the under-subscription of the Rights Issue and in accordance with the terms of the Placing Agreement, 445,919,693 Placing Shares procured at the placing price of HK\$0.45 per Placing Share during the placing period. All conditions precedent to the Placing were fulfilled, a total of 33,160,000 Placing Shares, representing approximately 6.70% of the total number of 494,704,608 Rights Shares available for subscription under the Rights Issue, were successfully placed. The gross proceeds raised under the Placing on a standalone basis amount to approximately HK\$14.9 million.

價較每股0.472港元之基準價(定義見上市規則第7.27B條·當中計及(i)股份於最後交易日在聯交所所報之收市價每股0.47港元;及(ii)股份於日期為二零二五年八月六日之公佈日期前過往連續五個交易日在聯交所所報之平均收市價每股0.472港元之較高者)之折讓;及(vi)較股東應佔每股經審核綜合資產淨值(「每股資產淨值」)約1.555港元(根據最近期公佈之股東應佔經審核綜合資產淨值約384,727,000港元及於日期為二零二五年八月六日之公佈日期已發行股份247,352,304股計算)折讓約71.06%。每股供股股份之淨價約為0.436港元。供股已於二零二五年十月十三日完成。因此,48,784,915股供股股份(佔供股項下可供認購之供股股份總數494,704,608股之約9.86%)已根據供股發行及配發,所得款項淨額約22,000,000港元。

由於供股認購不足,按照配售協議之條款,445,919,693股配售股份於配售期內按配售價每股配售股份0.45港元被促使認購。配售事項之所有先決條件已獲達成。合共33,160,000股配售股份(佔供股項下可供認購之494,704,608股供股股份總數約6.70%)獲成功配售。配售事項所籌集之所得款項總額(按單獨基準計算)約為14,900,000港元。

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Based on the results of acceptance of the Rights Issue and the results of the Placing, the total number of Rights Shares and Placing Shares taken by the shareholders and the placees amounted to a total of 81,944,915 Shares, representing approximately 16.56% of the total number of 494,704,608 Rights Shares available for subscription under the Rights Issue. As a result, the Rights Issue was under-subscribed by 412,759,693 Rights Shares, representing approximately 83.44% of the total number of 494,704,608 Rights Shares available for subscription under the Rights Issue.

The Company intends to apply the net proceeds of approximately HK\$34.7 million from the Rights Issue and Placing (after deducting all necessary costs and expenses) towards overhead expenses of the Group for the coming 10 months. For details of the reasons for the Rights Issue and the Placing, please refer to the announcements of the Company dated 6 August 2025, 11 September 2025, 17 October 2025 and 11 November 2025, the circular dated 26 August 2025, and the prospectus of the Company dated 24 September 2025.

As at 31 December 2025, the utilisation of proceeds from the Rights Issue was as follows:

根據供股之接納結果及配售事項之結果，股東及承配人承購之供股股份及配售股份總數合共為81,944,915股股份，佔供股項下可供認購之供股股份總數494,704,608股之約16.56%。因此，供股尚有412,759,693股供股股份未獲認購，佔供股項下可供認購之供股股份總數494,704,608股之約83.44%。

本公司擬將供股及配售事項所得款項淨額（扣除所有必要成本及開支後）約34,700,000港元用作本集團未來10個月之經常開支。有關進行供股及配售事項之理由之詳情，請參閱本公司日期為二零二五年八月六日、二零二五年九月十一日、二零二五年十月十七日及二零二五年十一月十一日之公佈、日期為二零二五年八月二十六日之通函及本公司日期為二零二五年九月二十四日之供股章程。

於二零二五年十二月三十一日，供股所得款項之使用情況如下：

Period under review	Purpose of usage	Intended use of net proceeds	Actual use of net proceeds up to 31 December 2025	Remaining balance of unutilised net proceeds as at 31 December 2025	Expected timeline for utilising the unutilised net proceeds
回顧期間	用途	所得款項淨額擬定使用金額 HK'\$000 千港元	截至二零二五年十二月三十一日 所得款項淨額 實際使用金額 HK'\$000 千港元	於二零二五年十二月三十一日 未使用之 所得款項淨額 HK'\$000 千港元	未使用之所得款項淨額之預期時間表
Since completion of the Rights Issue and the Placing on 13 October 2025 and 7 November 2025, respectively 自供股及配售事項分別於二零二五年十月十三日及二零二五年十一月七日完成起	Overhead expenses of the Group 本集團經常開支	34,700	8,700	26,000	Expected to be fully utilised on or before 31 December 2026 預期將於二零二六年十二月三十一日或之前悉數使用

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As at 31 December 2025, the total numbers of issued ordinary shares of the Company were 329,297,219 (31 December 2024: 2,473,523,040).

Charges on group assets

As at 31 December 2025, trading securities with fair value of approximately HK\$57.3 million (31 December 2024: HK\$77.1 million) were pledged with certain brokerage firms to obtain margin financing.

As at 31 December 2025, the investment property with fair value of approximately HK\$15.1 million were pledged for a loan of HK\$9 million from an independent money lender.

Foreign exchange exposure

It is the Group's policy for all operating entities to use corresponding local currency as much as possible so as to minimise exchange related risks. For the year ended 31 December 2025, majority of the Group's principal businesses were conducted and recorded in Hong Kong dollars. Impact from foreign exchange exposure mainly Renminbi was thus immaterial and no hedging against foreign currency exposure had been necessary. In view of the operational needs, the Group will continue to monitor the foreign currency exposure from time to time and take necessary action to minimise the exchange related risks.

Contingent liabilities

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

Save as the legal actions taken by the Group as mentioned in the section "Brokerage and Financing" above, so far as known to the Directors, there was no other litigation or claim of material importance in which the Group is engaged or pending or which was threatened against the Group.

於二零二五年十二月三十一日，本公司已發行普通股總數為329,297,219股（二零二四年十二月三十一日：2,473,523,040股）。

集團資產押記

於二零二五年十二月三十一日，公平值約57,300,000港元（二零二四年十二月三十一日：77,100,000港元）之交易證券已抵押予若干經紀公司，以獲取保證金融資。

於二零二五年十二月三十一日，公平值約15,100,000港元之投資物業已予抵押，以獲取獨立放債人之9,000,000港元貸款。

外匯風險

按照本集團政策，各經營實體須盡量使用當地貨幣經營，以減低外匯相關風險。截至二零二五年十二月三十一日止年度，本集團之主要業務大部分以港元進行及入賬。因此，外匯風險主要來自人民幣，其影響輕微，故毋須為外匯風險作出對沖。鑑於營運需要，本集團將繼續不時監察外匯風險，並採取必要行動以盡量降低匯兌相關風險。

或然負債

於二零二五年十二月三十一日及二零二四年十二月三十一日，本集團並無任何重大或然負債。

除上文「經紀及融資業務」一節所載本集團採取之法律行動外，就董事所知，本集團並無牽涉或尚未了結或受威脅會對本集團提出之其他重大訴訟或索償。

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Gearing ratio

As at 31 December 2025, the Group's gearing ratio, expressed as total borrowings (being the other borrowings, margin loans, lease liabilities and liability portion of convertible bonds) over shareholders' equity, was approximately 12% (31 December 2024: 13%).

Significant investments held, their performance and future prospects

Save as the holding of Virtual Mind Shares as disclosed above, the Group's did not have any significant investments held during the year ended 31 December 2025.

Material acquisitions and disposal of subsidiaries, associates and joint ventures

Save as transactions disclosed above in this Management Discussion and Analysis section, the Group's did not have any material acquisition or disposals of subsidiaries, associates and joint ventures during the year ended 31 December 2025.

Future plans for material investments or capital assets and their expected sources of funding in the coming year

As at 31 December 2025 and as at the date hereof, the Group had no other known plans with regard to material investments or capital assets and their expected sources of funding in the coming year.

Meanwhile, as at 31 December 2025, the Group did not have any significant commitments contracted but not provided for in respect of purchase of property and equipment.

資產負債比率

於二零二五年十二月三十一日，本集團以總借款（即其他借款、保證金貸款、租賃負債及可換股債券之負債部分）佔股東權益之比率表示之資產負債比率約為12%（二零二四年十二月三十一日：13%）。

所持重大投資、其表現及未來展望

除如上文所披露持有天機股份外，本集團於截至二零二五年十二月三十一日止年度並無持有任何重大投資。

重大收購及出售附屬公司、聯營公司及合營企業

除於本管理層討論及分析之上文披露之交易外，本集團於截至二零二五年十二月三十一日止年度並無進行任何重大收購或出售附屬公司、聯營公司及合營企業之交易。

來年重大投資或資本資產及其預計資金來源之未來計劃

於二零二五年十二月三十一日及於本文日期，本集團並無就來年重大投資或資本資產及其預計資金來源訂有其他已知計劃。

此外，於二零二五年十二月三十一日，本集團並無就添置物業及設備擁有任何已訂約但未作出撥備之重大承擔。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層之履歷

DIRECTORS

Mr. Zhang Li

Chairman & Executive Director

Mr. Zhang, aged 53, joined the Group and has been appointed as the Chairman and Executive Director in October 2025. (Tenure: less than 1 year) Currently, Mr. Zhang is the chairman of the Executive Committee.

Mr. Zhang obtained a Bachelor's degree in Marketing from Northwest University of Political Science and Law (西北政法大學) ("NWUPL") (previously Northwest School of Political Science and Law (西北政法學院)) in 1998. He is currently an executive director and co-chairman of China International Development Corporation Limited (Stock Code: 264) and an independent non-executive director of Ta Yang Group Holdings Limited (Stock Code: 1991). He was appointed as (i) an executive director and the co-chairman from April 2016 to July 2016 of Daohe Global Group Limited (Stock code: 915); (ii) an executive director from April 2018 to September 2019 of Renaissance Asia Silk Road Group Limited (Stock code: 274); (iii) a non-executive director from June 2021 to September 2022 of Kelfred Holdings Limited (Stock code: 1134); and (iv) an executive director and a co-chairman from July 2023 to May 2024 of China First Capital Group Limited (Stock code: 1269). All companies are listed on the Main Board of the Stock Exchange of Hong Kong. Mr. Zhang also served as a non-executive director from October 2019 to November 2019, and redesignated as an executive director from November 2019 to February 2023 of Madison Holdings Group Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8057). He has extensive experience in finance and capital markets. He has been engaged in the investment and management business in the financial market for more than 20 years, focusing on securities investment and investment banking.

董事

張利先生

主席兼執行董事

張先生，53歲，於二零二五年十月加盟本集團，並獲委任為主席兼執行董事（在任：少於1年）。張先生現為執行委員會之主席。

張先生於一九九八年取得西北政法大學（「西北政法大學」，前稱為西北政法學院）市場營銷學士學位。張先生現為中聯發展控股集團有限公司（股票代號：264）之執行董事兼聯席主席及大洋集團控股有限公司（股票代號：1991）之獨立非執行董事。彼曾獲委任為(i)道和環球集團有限公司（股票代號：915）之執行董事兼聯席主席（由二零一六年四月至二零一六年七月）；(ii)復興亞洲絲路集團有限公司（股票代號：274）之執行董事（由二零一八年四月至二零一九年九月）；(iii)恒發光學控股有限公司（股票代號：1134）之非執行董事（由二零二一年六月至二零二二年九月）；及(iv)中國首控集團有限公司（股票代號：1269）之執行董事兼聯席主席（由二零二三年七月至二零二四年五月）。該等公司均於香港聯合交易所有限公司主板上市。張先生亦曾擔任麥迪森控股集團有限公司（其股份於聯交所GEM上市，股票代號：8057）之非執行董事（由二零一九年十月至二零一九年十一月）及執行董事（由二零一九年十一月至二零二三年二月）。彼於金融及資本市場方面具有豐富經驗。彼於金融市場從事投資及管理業務超過20年，專注於證券投資及投資銀行方面。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層之履歷

WONG Kam Fat, Tony**Vice Chairman & Executive Director**

Mr. Wong, aged 63, was appointed as (Tenure: 3 years) Vice Chairman and Executive Director in April 2022. He has profound management experience in working with charities and in the education industry as well as possessing over 25 years of management experience in the printing industry. Mr. Wong was a director of Cherish Sunshine International Limited (Stock code: 1094) from July 2007 to September 2009 and GoFinTech Quantum Innovation Limited (formerly known as China Fortune Financial Group Limited) (Stock code: 290) from September 2009 to November 2015, both of which are companies listed on the main board of The Stock Exchange of Hong Kong Limited.

FU Yiu Man, Peter**Executive Director**

Mr. Fu, aged 70, joined the Group in July 2016 (Tenure: 7 years) and has been appointed as the Chairman and Executive Director in March 2018. Mr. Fu ceased to be the Chairman of the Board and remained as a member of the Executive Committee with effect from 2 October 2025. He is also a director of certain subsidiaries of the Company.

Mr. Fu obtained a bachelor's degree from Wharton Business School of the University of Pennsylvania in the U.S. He has served in various senior positions in BNP Paribas, Peregrine, Baring Securities, UBS, Citigroup Inc., CCB International and CCB International (China), etc. He served as an independent non-executive director of Beijing North Star Company Limited (Stock code: 588) from June 2000 to May 2009 and from May 2015 to May 2021 and the vice-president of GCL-Poly Group since November 2013. For the period from March 2014 to June 2016, Mr. Fu had been re-designated as the vice-president of GCL Oil and Gas Company. He was responsible for overseas finance and M&A business for the oil and gas projects of the company. Mr. Fu has over 40 years of experience in financial management, securities business.

黃錦發**副主席兼執行董事**

黃先生，63歲，於二零二二年四月獲委任為副主席兼執行董事（在任：3年）。彼在與慈善團體合作及教育行業方面擁有廣博管理經驗，並於印刷行業擁有超過25年管理經驗。黃先生於二零零七年七月至二零零九年九月為承輝國際有限公司（股票代號：1094）之董事，並於二零零九年九月至二零一五年十一月為國富量子創新有限公司（前稱中國富強金融集團有限公司）（股票代號：290）之董事，該等公司均於香港聯合交易所有限公司主板上市。

符耀文**執行董事**

符先生，70歲，於二零一六年七月加盟本集團（在任：7年），並於二零一八年三月獲委任為主席兼執行董事。符先生自二零二五年十月二日起不再擔任董事會主席，但留任執行委員會成員。彼亦為本公司若干附屬公司之董事。

符先生取得美國賓夕法尼亞大學沃頓商學院學士學位。他曾先後在法國巴黎銀行、百富勤、霸菱證券、瑞士銀行、花旗集團、建銀國際及建銀國際（中國）等出任高級職位。彼於二零零零年六月至二零零九年五月及二零一五年五月至二零二一年五月擔任北京北辰實業股份有限公司（股票代號：588）之獨立非執行董事，以及自二零一三年十一月起擔任協鑫集團副總裁。於二零一四年三月至二零一六年六月期間，符先生調任為協鑫石油天然氣公司副總裁，負責該公司之油氣項目在海外的融資和併購業務。符先生擁有超過40年的金融管理及證券業務經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層之履歷

LIN Hoi Kwong

Executive Director

Mr. Lin, aged 54, joined the Group in January 2014 (Tenure: 10 years) and has been appointed as the Executive Director in April 2015. Currently, he is a member of the Executive Committee and a director of certain subsidiaries of the Company. Mr. Lin is the Honorary Secretary of Hong Kong Skating Union Limited (the associate member of the Sports Federation and Olympic Committee of Hong Kong) and the Permanent Honorary President of the Building Healthy Kowloon City Association.

Mr. Lin holds a Bachelor Degree in Business Administration and a Master of Science Degree in Marketing. The Institute of Crisis and Risk Management awarded Mr. Lin as Fellow of Certified Risk Planner in November 2019. He has over 20 years' experience in corporate development and business strategy.

LI Cindy Chen (resigned on 21 April 2026)

Executive Director

Ms. Li, aged 56, has been appointed as the Executive Director in September 2021 (Tenure: 4 years) and has been appointed as a member of the Nomination Committee with effect from 2 July 2025. Ms. Li graduated from the Shenzhen University, majored in Chinese Literature, in 1989 and obtained International MBA from Shanghai University of Finance and Economics and MBA from Webster University in 1999. Ms. Li had held senior position in a variety of companies including Shenzhen China Motion Telecom, Shenzhen Hongbo Communication Co. Ltd., Newman & Associate Consulting Ltd., Wuhan Shun Qi Investment Ltd., Faye Consulting Ltd. and Shenzhen Han Hua Investment Co. Ltd. Ms. Li has extensive experience in business operations and has extensive business connections and industry resources in communications industry, internet technology, internet financial technology and new payment industry.

連海江

執行董事

連先生，54歲，於二零一四年一月加盟本集團（在任：10年），並於二零一五年四月獲委任為執行董事。彼現為執行委員會成員及本公司若干附屬公司之董事。連先生現為香港滑冰聯盟有限公司（為中國香港體育協會暨奧林匹克委員會會員）之義務秘書長及建設健康九龍城協會永遠名譽會長。

連先生持有工商管理學士學位及市場學理學碩士學位，並於二零一九年十一月獲商業風險評估協會授予風險評估策劃師。彼於企業發展及業務策略方面擁有超過二十年經驗。

李晨（於二零二六年四月二十一日辭任）

執行董事

李女士，56歲，於二零二一年九月獲委任為執行董事（在任：4年），並自二零二五年七月二日起獲委任為提名委員會成員。李女士於一九八九年畢業於深圳大學，主修中國文學；於一九九九年取得上海財經大學國際工商管理碩士及美國韋伯斯特大學工商管理碩士學位證書。李女士曾於多家公司出任高職，包括深圳潤迅通信、深圳鴻波通信實業有限公司、Newman & Associate Consulting Ltd.、武漢順祺投資有限公司、Faye Consulting Ltd.及深圳市漢華投資有限公司。李女士擁有豐富的企業運營經驗，在通信行業、互聯網科技、互聯網金融科技、新型支付手段等行業擁有豐富的商務人脈和行業資源。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層之履歷**Mr. Chai Nan****Executive Director**

Mr. Chai, aged 41, joined the Group as Executive Director in November 2025 (Tenure: less than 1 year). Mr. Chai holds master degrees in Physics and in Financial Math and Statistics from The Hong Kong University of Science and Technology. Mr. Chai was an independent non-executive director of Zhong Ji Longevity Science Group Limited, the company is listed on Main Board of the Stock Exchange of Hong Kong Limited (Stock code: 767) from May 2021 to April 2022. Mr. Chai worked for prominent China-based and regional investment banks and has extensive experience in investment, private equity, corporate finance and capital markets.

WONG Chung Kin, Quentin**Independent Non-executive Director**

Mr. Wong, aged 54, joined the Group as Independent Non-executive Director in March 2012 (Tenure: 13 years). Mr. Wong is the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee of the Company. He has set up his own practice, Quentin Wong & Co. Certified Public Accountants (Practising) since 1 January 2005, and set up Quentin Wong & Co. CPA Limited in 2020. Mr. Wong was an independent non-executive director of Creative Enterprises Holdings Limited (Stock Code: 3992), a company listed on the Main Board of the Stock Exchange of Hong Kong, from November 2018 to October 2021.

柴楠先生**執行董事**

柴先生，41歲，於二零二五年十一月加盟本集團出任執行董事（在任：少於1年）。柴先生擁有香港科技大學物理學碩士和金融數學與統計碩士學位。柴先生曾於二零二一年五月至二零二二年四月期間於中基長壽科學集團有限公司（其證券於香港聯合交易所有限公司主板上市，股票代號：767）擔任獨立非執行董事。柴先生曾就職於中資背景、區域性知名投資銀行，在投資、私募股權、企業融資和資本市場方面具有豐富經驗。

黃松堅**獨立非執行董事**

黃先生，54歲，於二零一二年三月加盟本集團出任獨立非執行董事（在任：13年）。黃先生為本公司審核委員會主席以及提名委員會及薪酬委員會成員。彼於二零零五年一月一日創辦黃松堅執業會計師事務所，並於二零二零年成立黃松堅會計師事務所有限公司。黃先生曾於二零一八年十一月至二零二一年十月擔任香港聯交所主板上市公司創毅控股有限公司（股票代號：3992）之獨立非執行董事。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層之履歷

Mr. Wong is a fellow member of Hong Kong Institute of Certified Public Accountants, The Taxation Institute of Hong Kong, Association of Chartered Certified Accountants and The Society of Chinese Accountants & Auditors. Meanwhile, he is a fellow member of The Institute of Chartered Accountants in England & Wales. Mr. Wong holds a bachelor of Arts degree in Accounting and Financial Management from University of Essex and a master degree of Science in Internal Auditing and Management from The City University, London. He has over 20 years working experience in audit and accounting gained from a sizeable international firm and has had over 15 years of practicing experience.

SIU Miu Man, MH

Independent Non-executive Director

Mr. Siu, aged 68, joined the Group as Independent Non-executive Director in October 2016 (Tenure: 9 years). He is the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Company.

Mr. Siu graduated from The Hong Kong Polytechnic University with a Polytechnic Associateship in Building Technology and Management and a Master of Science in Electronic Commerce. He is a corporate member of the Hong Kong Institution of Engineers, Hong Kong Institute of Surveyors (General Practice Stream), Royal Institution of Chartered Surveyors (General Practice Stream) and Chartered Institute of Arbitrator. Mr. Siu is an Authorized Person under the Hong Kong Building Ordinance of the Government of the HKSAR. He is also a Registered Professional Engineer (Building Stream) and a Registered Professional Surveyor (General Practice Stream).

黃先生為香港會計師公會、香港稅務學會、英國特許公認會計師公會及香港華人會計師公會資深會員。彼亦是英格蘭及威爾斯特許會計師公會資深會員。黃先生持有埃塞克斯大學會計及財務管理文學士學位，以及倫敦城市大學內部審核及管理理碩士學位。彼曾任職於一間大型國際機構，於審核及會計方面積累逾二十年工作經驗，並有超過十五年執業經驗。

蕭妙文，MH

獨立非執行董事

蕭先生，68歲，於二零一六年十月加盟本集團出任獨立非執行董事（在任：9年）。彼為本公司提名委員會主席以及審核委員會及薪酬委員會成員。

蕭先生畢業於香港理工大學，持有理工學院建築工藝及管理院士及電子商貿理學碩士學位。彼為香港工程師學會法定會員、香港測量師學會（產業測量）會員、英國皇家特許測量師學會（產業測量）會員及特許仲裁師學會會員。蕭先生為香港特別行政區政府香港建築物條例項下之認可人士。彼亦為註冊專業工程師（建築）及註冊專業測量師（產業測量）。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層之履歷

Currently, Mr. Siu is an independent non-executive director of HG Semiconductor Limited (Stock Code: 6908). He was an executive director from September 2025 to January 2026 and re-designated as an non-executive director in January 2026 of China International Development Corporation Limited (Stock Code: 264). Both companies listed on the Main Board of the Stock Exchange of Hong Kong. He is also a director of DBG Technology Co., Ltd. (Stock Code: 300735), a company listed on Shenzhen Stock Exchange. Meanwhile, Mr. Siu is also a director of a consultancy firm and engineering firm. He was an independent non-executive director, and later on redesignated as an executive director, of Asia Energy Logistics Group Limited (Stock Code: 351), from August 2016 to March 2018 and from March 2018 to November 2018, respectively. Mr. Siu was also an independent non-executive director of Sheung Yue Group Holdings Limited (Stock Code: 1633) from October 2016 to January 2018. Both companies above are listed on the Main Board of the Stock Exchange. Mr. Siu was also an independent non-executive director of Well Link Securities Holdings Limited (Stock Code: 8350), a company listed on the GEM of the Stock Exchange of Hong Kong from December 2017 to December 2023. He had served in many public listed companies as senior management and has over 30 years of managerial experience in general management, commerce, banking, finance, real estate development and construction business.

Mr. Siu is actively participating in public affairs and charitable activities. He is the vice president of the Association of Hong Kong Professionals and the Hong Kong Real Property Federation, the honorary president of the Hong Kong Kowloon City Industry and Commerce Association and the chairman of the Building Healthy Kowloon City Association. Due to his dedicated service to local community, he was conferred the Medal of Honour (M.H.) by The Government of the HKSAR in 2019.

蕭先生現為宏光半導體有限公司(股票代號：6908)之獨立非執行董事。彼曾於二零二五年九月至二零二六年一月擔任中聯發展控股集團有限公司(股票代號：264)之執行董事及於二零二六年一月調任為非執行董事。兩間公司均為香港聯交所主板上市公司。彼亦為深圳證券交易所上市公司惠州光弘科技股份有限公司(股票代號：300735)之董事。同時，蕭先生為一間顧問公司及一間工程公司之董事。蕭先生於二零一六年八月至二零一八年三月曾任亞洲能源物流集團有限公司(股票代號：351)之獨立非執行董事，並於二零一八年三月至二零一八年十一月調任執行董事。蕭先生亦曾於二零一六年十月至二零一八年一月期間擔任上諭集團控股有限公司(股票代號：1633)之獨立非執行董事。兩間公司均於聯交所主板上市。此外，蕭先生亦曾於二零一七年十二月至二零二三年十二月出任香港聯交所GEM上市公司立橋證券控股有限公司(股票代號：8350)之獨立非執行董事。蕭先生亦曾任多間上市公司之高級管理人員，並於商務、銀行、金融、房地產開發及建築業擁有逾三十年管理經驗。

蕭先生積極參與公共事務及慈善活動。彼現為香港專業人士協會副會長、香港房地產協會副會長、香港九龍城工商業聯會永遠名譽會長，及建設健康九龍城協會主席。由於蕭先生積極服務社會，他於二零一九年獲香港特別行政區政府頒發榮譽勳章(M.H.)。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層之履歷

AU Tin Fung, Edmund

Independent Non-executive Director

Mr. Au, aged 68, joined the Group as Independent Non-executive Director in June 2022 (Tenure: 3 years). He was graduated from the Business Management Department of the Hong Kong Baptist University in 1982. He obtained the Master of Business Administration Degree from Upper Iowa University in 2006 and the Honorary University Fellowship from Hong Kong Baptist University in 2021. Mr. Au is the founder and a director of Latitude n Longitude Consultancy Limited.

Mr. Au had worked in senior positions in a variety of companies licensed under the Securities and Futures Commission and the Insurance Authority. He was an independent non-executive director of GoFinTech Quantum Innovation Limited (formerly known as China Fortune Financial Group Limited) (stock code: 290) from December 2005 to May 2006, an independent non-executive director of Cherish Sunshine International Limited (stock: 1094) from August 2007 to September 2009; and an independent non-executive director of CCIAM Future Energy Limited (stock code: 145) in October 2009 and redesigned to executive director from October 2009 to September 2011. All companies are listed on the Main Board of the Stock Exchange of Hong Kong.

Mr. Au is currently a member of Entrepreneur Committee of Hong Kong Baptist University Foundation. He was also the Honorary President of Hong Kong Real Estate Agencies General Association Limited in 2017 and the vice president of Hong Kong Kowloon City Industrial & Commerce Association Limited from 2010 to 2012.

區田豐

獨立非執行董事

區先生，68歲，於二零二二年六月加盟本集團出任獨立非執行董事（在任：3年）。彼於一九八二年畢業於香港浸會大學工商管理系。彼於二零零六年取得美國上愛荷華大學工商管理碩士學位，並於二零二一年獲香港浸會大學頒授榮譽大學院士。區先生為經緯通諮詢有限公司之創辦人兼董事。

區先生曾於多家在證券及期貨事務監察委員會及保險業監管局下的持牌公司出任高職。彼於二零零五年十二月至二零零六年五月擔任國富量子創新有限公司（前稱中國富強金融集團有限公司）（股票代號：290）之獨立非執行董事；於二零零七年八月至二零零九年九月擔任承輝國際有限公司（股票代號：1094）之獨立非執行董事；以及於二零零九年十月擔任信能低碳有限公司（股票代號：145）之獨立非執行董事，其後於二零零九年十月至二零一一年九月調任為該公司之執行董事。該等公司均於香港聯交所主板上市。

區先生現為香港浸會大學基金企業家委員會委員。彼亦曾於二零一七年擔任香港地產代理商總會有限公司榮譽主席及於二零一零年至二零一二年擔任香港九龍城工商業聯會有限公司副會長。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層之履歷**SENIOR MANAGEMENT****Lai Choi Ling****Chief Financial Officer & Company Secretary**

Ms. Lai joined the Group in September 2013. She obtained a Bachelor Degree in Accountancy in the Queensland University of Technology. Ms. Lai has over 20 years of experience in auditing, accounting, financial management and company secretarial practice. She is a member of both The Hong Kong Institute of Certified Public Accountants and CPA Australia.

高級管理層**黎彩玲****財務總監及公司秘書**

黎女士於二零一三年九月加入本集團。彼取得昆士蘭科技大學會計學學士學位。黎女士擁有逾二十年之審計、會計、財務管理及公司秘書實務經驗。彼為香港會計師公會及澳洲會計師公會會員。

CORPORATE GOVERNANCE REPORT 企業管治報告

The board (the “Board”) of directors (the “Directors”) of Value Convergence Holdings Limited (the “Company”) believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, successful business growth and enhancing shareholders’ value. As such, the maintenance of a high standard of corporate governance has been and remains a top priority of the Group (the Company and its subsidiaries). The Group is committed to promoting and maintaining the highest standard of corporate governance, with the objectives of (i) the maintenance of responsible decision making; (ii) the improvement in transparency and disclosure of information to shareholders; (iii) the continuance of respect for the rights of shareholders and the recognition of the legitimate interests of shareholders; and (iv) the improvement in management of risk and the enhancement of performance by the Group.

COMPLIANCE OF THE CODE PROVISION OF THE CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions set out in the Corporate Governance Code (the “CG Code”) contained 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”) throughout the financial year ended 31 December 2025.

CORPORATE STRATEGY, BUSINESS MODEL AND CULTURE

The Group’s corporate strategy is to enlarge the revenue base through fostering core businesses, meanwhile tapping into new and potential markets with expanded business initiatives. Leveraging its deep customer knowledge and comprehensive portfolio of financial products and services, the Group is committed to unleashing its strengths as a professional financial service provider. The Group also manages to address the challenges ahead and strive for continuous improvements in its operations, so as to remain flexible and agile to adapt to the market changes, thus bringing long-term sustainable returns for its shareholders.

滙盈控股有限公司(「本公司」)董事(「董事」)會(「董事會」)相信良好的企業管治實為有效管理、健康的企業文化、成功的業務發展及提升股東價值的重要骨幹。因此，本集團(本公司及其附屬公司)始終視高水準的企業管治至為重要。本集團致力促進及維持最高標準的企業管治水平，宗旨在於(i)維持負責任的決策；(ii)改善對股東的透明度及披露的資料；(iii)貫徹一向對股東權益的尊重及對股東的合法權益的認同；及(iv)改善風險管理及提升本集團的表現。

企業管治守則之守則條文的遵行

本公司於截至二零二五年十二月三十一日止財政年度內一直遵守香港聯合交易所有限公司(「聯交所」)《證券上市規則》(「上市規則」)附錄C1內《企業管治守則》(「企業管治守則」)所載之守則條文。

企業策略、業務模式及文化

本集團之企業策略是通過培育核心業務以擴大收益基礎，同時通過擴大業務計劃以開拓新的潛在市場。憑藉深厚的客戶知識及全面的金融產品及服務組合，本集團致力發揮其作為專業金融服務提供者之優勢。本集團亦全力應對未來挑戰，追求業務持續改善，藉以保持靈活應變以適應市場變化，從而為股東帶來長遠可持續的回報。

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Adhering to the corporate strategy, the Group endeavours to create enterprise value as it enhances its business model by applying prudent commercial principles despite volatility within the industry, global economy, financial markets and investor sentiments. The Group is also committed to developing a positive and progressive corporate culture, and is always striving for promising business growth and enhancing shareholders' value. As such, maintaining the highest standard of corporate governance has been and remains a top priority of the Group.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the following corporate governance functions set out in code provision A.2.1 of Part 2 of the CG Code:

- 1) to formulate and review the Group's corporate governance policies and practices;
- 2) to review and oversee the training and continuous professional development of Directors and senior management of the Group;
- 3) to review and oversee the Group's policies and practices in compliance with any requirements, guidelines and rules that may be imposed by the Board or which may be incorporated into any constitutional documents of the Group or which may have been provided by the Listing Rules, applicable laws and other regulatory requirements as well as by applicable institutional governance standards;
- 4) to formulate, review and oversee the code of conduct of the employees and Directors of the Group; and
- 5) to review the Group's compliance with the CG Code as adopted by it from time to time and the disclosure in the Corporate Governance Report as set out in the annual reports of the Company.

秉承企業策略，本集團在面對行業、全球經濟、金融市場及投資者情緒等的波動下，仍通過運用謹慎的商業原則來增強其業務模式，努力創造企業價值。本集團亦致力發展積極進取的企業文化，貫徹追求可觀的業務增長及提升股東價值。因此，維持最高標準的企業管治一直是並繼續是本集團之首要任務。

企業管治職能

董事會負責履行企業管治守則第二部分之守則條文A.2.1條所載之下列企業管治職能：

- 1) 制定及檢討本集團之企業管治政策及常規；
- 2) 檢討及監督董事及本集團高級管理層之培訓及持續專業發展；
- 3) 檢討及監督本集團在遵守董事會可能施加，或可能於本集團任何憲章文件中載列，或上市規則、適用法律及其他監管規定以及適用機構管治標準可能訂明之任何規定、指引及規則方面之政策及常規；
- 4) 制定、檢討及監督本集團僱員及董事之操守守則；及
- 5) 檢討本集團遵守其不時採納之企業管治守則之情況及在本公司年報所載企業管治報告內之披露。

CORPORATE GOVERNANCE REPORT 企業管治報告

THE BOARD OF DIRECTORS

The Company has a division of functions reserved to the Board and delegated to the management. The Board provides leadership and approves strategic policies and plans with a view to enhance shareholders' interests while the day-to-day operations of the Company are delegated to the management with proper supervision from the Board. The Board reserves for its decisions on all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, corporate governance, material transactions (in particular those may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters. Each Director has a duty to act in good faith in the interests of the Company.

i. Board Composition

The Directors who were in office during the reporting year and up to the date of this report are as follows:

Executive Directors

Mr. Zhang Li (Chairman) (appointed on 2 October 2025)

Mr. Wong Kam Fat, Tony (Vice Chairman)

Mr. Fu Yiu Man, Peter

Mr. Lin Hoi Kwong

Ms. Li Cindy Chen (resigned on 21 April 2026)

Mr. Chai Nan (appointed on 25 November 2025)

Independent Non-Executive Directors

Mr. Wong Chung Kin, Quentin

Mr. Siu Miu Man, MH

Mr. Au Tin Fung, Edmund

董事會

本公司對保留予董事會與轉授予管理層之職能予以區分。董事會提供領導並批准策略性的政策及計劃，以期提高股東利益，而本公司之日常運作則在董事會之妥善監督下轉授予管理層。董事會保留對本公司所有重大事項之決策權，包括批准及監察所有政策事項、整體策略及預算、內部監控及風險管理系統、企業管治、重大交易（特別是可能涉及利益衝突之交易）、財務資料、董事任命及其他重大財務及營運事項。各董事均有責任為本公司之利益真誠行事。

i. 董事會之組成

於本報告年度內及截至本報告日期之在任董事名列如下：

執行董事

張利先生（主席）

（於二零二五年十月二日獲委任）

黃錦發先生（副主席）

符耀文先生

連海江先生

李晨女士

（於二零二六年四月二十一日辭任）

柴楠先生

（於二零二五年十一月二十五日獲委任）

獨立非執行董事

黃松堅先生

蕭妙文先生，MH

區田豐先生

CORPORATE GOVERNANCE REPORT 企業管治報告

Mr. Zhang Li and Mr. Chai Nan, who has been appointed as an executive Director of the Board during the reporting year, has obtained the legal advice referred to in Rule 3.09D of the Listing Rules as regards the requirements under the Listing Rules that are applicable to them as a Director and the possible consequences of making a false declaration or giving false information to the Stock Exchange, and they have confirmed he understood their obligations as a Director.

Pursuant to Article 96 of the Articles of Association of the Company ("Articles of Association"), any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. In accordance with this article, Mr. Zhang Li and Mr. Chai Nan shall retire at the AGM, and being eligible, offer themselves for re-election.

Pursuant to Article 105 of the Articles of Association, one third of the directors for the time being shall retire from office, thus becoming eligible for re-election at each annual general meeting of the Company. The Directors to retire every year shall be those who have been longest in office since their last election. In accordance with this article, no Directors shall retire at the forth coming AGM and being eligible, offer themselves for re-election following the resignation of Ms. Li Cindy Chen on 21 April 2026.

於報告年度內獲委任為董事會執行董事之張利先生及柴楠先生已取得上市規則第3.09D條項下所述之法律意見，明白上市規則中適用於其作為董事之規定，以及向聯交所作出虛假聲明或提供虛假信息所可能引致之後果，並已確認其了解其作為董事之責任。

根據本公司之組織章程細則（「章程細則」）第96條，任何按此條獲委任之董事僅可留任至本公司下屆股東週年大會為止，屆時將符合資格於大會上膺選連任。根據該條細則，張利先生及柴楠先生須於股東週年大會上退任，並符合資格膺選連任。

根據章程細則第105條，於本公司每屆股東週年大會上，當時三分之一董事須退任並因此符合資格於會上膺選連任。於各年退任之董事須為自彼等上一次當選以來在任最長者。根據此細則，以及由於李晨女士於二零二六年四月二十一日辭任，故並無董事須於應屆股東週年大會上退任，並符合資格膺選連任。

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Pursuant B.2.3 of Part 2 of the Corporate Governance Code, if an independent non-executive director serves more than 9 years, their further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Wong Chung Kin, Quentin and Mr. Siu Miu Man, MH have served as independent non-executive Directors for more than 9 years and shall retire at the AGM, and being eligible, offer themselves for re-election.

Biographical details of the retiring Directors have been set out in a circular, which will be sent to shareholders together with this Annual Report, to assist shareholders to make an informed decision on their re-elections.

ii. Independence of Independent Non-executive Directors

The Independent Non-executive Directors, all of whom are independent of the management of the Group's businesses, are highly experienced professionals with substantial experience in areas such as legal, accounting and financial management. Their mix of skills and business experience is a major contribution to the future development of the Group. They ensure that matters are fully debated and that no individual or group of individuals dominates the Board's decision-making processes. In addition, they facilitate the Board to maintain a high standard of financial and other mandatory reporting and provide adequate checks and balances to safeguard the interests of shareholders and the Company as a whole.

根據企業管治守則第二部分之B.2.3條，若獨立非執行董事在任已過九年，其是否獲續任應以獨立決議案形式由股東審議通過。黃松堅先生及蕭妙文先生，MH因已在任獨立非執行董事超過九年而須於股東週年大會上退任，並符合資格膺選連任。

退任董事之履歷已載於將連同本年報一併發給股東之通函內，以協助股東就退任董事之重選作出知情決定。

ii. 獨立非執行董事之獨立性

全體獨立非執行董事均獨立於本集團之業務管理，彼等均為饒富經驗的專業人士，在法律、會計及財務管理等領域擁有豐富經驗。彼等不同之技能與業務經驗，對本集團未來發展有重大貢獻。彼等可保證相關事務都得到充分討論，且董事會的決策過程不會被個別或一夥人士支配。此外，彼等能促使董事會維持高水準的財務申報及其他強制申報程序，並且令董事會充分平衡以保障股東及本公司之整體利益。

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The Company has established mechanisms to ensure independent views and input are available to the Board, including without limitation by reviewing that the Independent Non-executive Directors have appropriate qualifications and expertise from time to time with sufficient time commitment to the Group, that the number of independent non-executive Directors comply with the requirements of the Listing Rules, and that channels are established (including without limitation by questionnaires or at Board meetings) to assess and evaluate the independent non-executive Directors' contribution and views. The implementation and effectiveness of such mechanisms will be reviewed by the Board on an annual basis.

All the Independent Non-executive Directors are not appointed for specific terms but subject to re-election requirements under the Company's Articles of Association. Under Article 105 of the Company's Articles of Association, all Directors, including non-executive Directors, are subject to retirement by rotation and re-election in the Company's annual general meeting and each Director is effectively appointed under an average term of 3 years.

Each of the Independent Non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules for the year ended 31 December 2025.

Mr. Wong Chung Kin, Quentin and Mr Siu Miu Man, MH have served as independent non-executive Directors for more than 9 years.

本公司已建立機制，以確保董事會能獲得獨立的觀點及建議，有關機制包括但不限於不時審視獨立非執行董事是否具有適當的資格及專業知識，並對本集團投入了足夠的時間；審視獨立非執行董事之人數是否符合上市規則要求；及審視是否已建立渠道（包括但不限於透過問卷調查或於董事會會議上）來評估及評核獨立非執行董事之貢獻及觀點。有關機制之實施及成效將由董事會每年檢討。

全體獨立非執行董事的委任並無指定任期，但須符合本公司章程細則之膺選連任規定。按本公司之章程細則第105條，全體董事（包括非執行董事）均須於本公司之股東週年大會上輪值退任及膺選連任，而各董事之實際任期平均為三年。

各獨立非執行董事已按上市規則第3.13條就截至二零二五年十二月三十一日止年度作出年度獨立性確認。

黃松堅先生及蕭妙文先生，MH已在任獨立非執行董事超過九年。

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The nomination committee of the Company has assessed the independence of Mr. Wong Chung Kin, Quentin and Mr. Siu Miu Man, MH during a meeting held in December 2025, where the following were discussed:

- Throughout their directorship with the Company, they have not been involved in the daily operation of the Company nor in any relationship or circumstances which would affect each of their independent judgement and they have been able to provide independent and professional views to the Company's affairs.
- They have participated in Board meetings and Board committee meetings to offer impartial advice and exercise independent judgement, and have attended general meetings of the Company to gain a balanced understanding of the Shareholders' views.
- The continuous appointment of Mr. Wong Chung Kin, Quentin and Mr. Siu Miu Man, MH as an independent non-executive Director will help to maintain the stability of the Board as they have, over time, gained valuable insight into the business strategy and policies of the Group.
- They have never engaged in any executive management of the Group. Taking into consideration the independence nature of each of their roles and duties in the past years, they are considered to be independent under the Listing Rules despite their years of services with the Company.

本公司之提名委員會已於二零二五年十二月舉行之一次會議中評估黃松堅先生及蕭妙文先生，MH之獨立性，當中作出了以下討論：

- 彼等在任董事之整段期間，並未參與本公司之日常運作，亦無受任何關係或情況影響其行使獨立判斷，而彼等一直能夠就本公司之事務提供獨立及專業的觀點。
- 彼等曾參與董事會及董事委員會會議，會上提供公正無私的意見及作出獨立的判斷，並曾出席本公司之股東大會，以便對股東意見有持平的理解。
- 由於彼等多年來已深入了解本集團之業務策略及政策，故董事會相信，繼續委任黃松堅先生及蕭妙文先生，MH為獨立非執行董事將有助保持董事會之穩定。
- 彼等從未參與本集團任何行政管理。考慮到彼等於過去幾年所擔當之角色及職責之獨立性質，儘管彼等服務本公司多年，仍可視彼等為符合上市規則規定之獨立人士。

CORPORATE GOVERNANCE REPORT 企業管治報告

In view of the professional qualifications and extensive experience of Mr. Wong Chung Kin, Quentin and Mr. Siu Miu Man, MH in the financial advisory business strategy field, the Board believes that they are capable of providing constructive contributions in relation to the Company's affairs.

The nomination committee of the Company is satisfied, and the Board is of the view that Mr. Wong Chung Kin, Quentin and Mr. Siu Miu Man, MH are independent.

The Company is of the view that all Independent Non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines in 2025.

iii. Board Performance Evaluation

During the year, the Group has not conducted the evaluation of the performance of the Board (the "Board Performance Evaluation") (except for the review of the Board's composition and skills). The Board shall set up a policy for the Board Performance Evaluation during the year ending 31 December 2026. The evaluation shall at least cover the following areas:

- Board composition and skills
- Board culture and dynamics
- Board practices
- Quality and timeliness of information to the board
- Board meetings
- Compliance and training

經考慮黃松堅先生及蕭妙文先生，MH於財務顧問及業務策略領域之專業資格及豐富經驗，董事會相信，彼等有能力為本公司事務作出具建設性之貢獻。

本公司之提名委員會信納黃松堅先生及蕭妙文先生，MH為獨立人士，而董事會亦認同此一觀點。

本公司認為，於二零二五年全部獨立非執行董事均符合上市規則第3.13條所載之獨立性指引，並根據該指引之條款屬獨立人士。

iii. 董事會表現評估

年內，本集團除針對董事會組成及技能進行審視外，並無進行董事會表現評估（「董事會表現評估」）。董事會將於截至二零二六年十二月三十一日止年度內制定董事會表現評估政策。評估範圍將至少涵蓋以下領域：

- 董事會組成及技能
- 董事會文化及互動
- 董事會運作實務
- 提供予董事會之資訊品質與及時性
- 董事會會議
- 合規與培訓

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- Risk management and internal controls
- Stakeholder engagement

The process of the Board Performance Evaluation shall include: (i) identifying the approach and scope; (ii) questionnaires of the performance of the Board and each of the committees of the Board to be completed by the Directors; (iii) results of the questionnaires to be analysed by the Company Secretary and meet with individual Director if necessary; (iv) evaluation results to be presented to the Board for further discussions; (v) the Board to determine the action plan(s) to enhance the Board's performance and effectiveness; and (vi) the Board Performance Evaluation shall be conducted at least once in every two years.

iv. Model Code for Securities Transactions

The Company has adopted a code of conduct regarding Directors' securities dealings on terms as set out in the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules (the "Model Code"). Having made specific enquiry of the Directors, all Directors have confirmed that they have complied with the required standard of dealings and the Company's code of conduct regarding securities transactions by Directors during 2025.

The Board has also established a "Code of Securities Dealings by Relevant Employees" for relevant employees of the Company to regulate their dealings in the securities of the Company so as to comply with the directors' obligations under code provision C.1.3 of Part 2 of the CG Code.

- 風險管理及內部監控
- 持份者參與

董事會表現評估之程序將包括：(i)識別評估方法及範圍；(ii)由董事填寫關於董事會及各董事委員會表現之調查問卷；(iii)由公司秘書分析問卷結果，並於必要時與個別董事面談；(iv)將評估結果提交董事會進行進一步討論；(v)由董事會釐定有關提升董事會表現及有效性之行動方案；及(vi)董事會表現評估須至少每兩年進行一次。

iv. 董事證券交易之標準守則

本公司按上市規則附錄C3《上市發行人董事進行證券交易的標準守則》(「標準守則」)所載條款採納有關董事買賣證券之操守守則。經向董事提出具體徵詢，所有董事均確認，彼等於二零二五年內均已遵守有關董事進行證券交易之規定買賣準則及本公司操守守則。

為履行企業管治守則第二部分之守則條文C.1.3條規定之董事責任，董事會亦已制訂適用於本公司相關僱員的《相關僱員證券交易守則》，以規管有關彼等買賣本公司證券之交易。

CORPORATE GOVERNANCE REPORT 企業管治報告**v. Continuous Professional Development**

Every newly appointed Director receives a comprehensive, formal and tailored induction package to ensure that he/she has a proper understanding of the Company's operation and business as well as his/her duties and responsibilities of directors under statutory regulations and the Listing Rules. The Company Secretary also provides the updates on the latest development and changes in the Listing Rules and other relevant legal and regulatory requirements to the Board from time to time.

In accordance with C.1.4 of the CG Code with regards to continuous professional development, all Directors have participated in continuous professional development to develop and refresh their knowledge and skills.

Meanwhile, the Directors are provided with monthly updates on the Group's financial performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

Directors are encouraged to participate in continuing professional development to develop and refresh their knowledge and skills. During the year, each Director had participated in continuous professional development by attending seminars/workshops/reading materials on the following topics to develop and refresh their knowledge and skills and had provided the training records to the Company.

v. 持續專業發展

每名新委任之董事均會獲發一份全面、正式且專屬之入職介紹，以確保其對本公司之營運及業務，以及彼根據相關法規及上市規則所承擔之職責有透徹了解。公司秘書亦不時向董事會提供上市規則及其他相關法定及監管規定之最新發展及變動資料。

根據企業管治守則C.1.4條有關持續專業發展之規定，全體董事均已參與持續專業發展，以發展並更新其知識及技能。

此外，董事每月均獲得有關本集團財務表現、狀況及前景之最新資料，以便董事會整體及各董事履行其職務。

本公司鼓勵各董事參與持續專業培訓，以增長並對其知識及技能溫故知新。於本年度，各董事均有參與持續專業培訓，包括出席有關以下題目之座談會／工作坊／閱讀有關以下題目之資料，以增長並對其知識及技能溫故知新。彼等均已向本公司提交培訓記錄。

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During the year, the training of the Directors had covered the following topics: (i) duties of board and directors; (ii) Listing Rules and Hong Kong law compliance (including regulatory update); (iii) corporate governance and environmental, social and governance (ESG); (iv) risk management and internal controls; and (v) industry and business updates of financial market. A summary of training taken by the Directors during the year is set out as follows:

年內，董事培訓涵蓋以下主題：(i)董事會及董事職責；(ii)上市規則及香港法例合規（包括監管更新）；(iii)企業管治與環境、社會及管治；(iv)風險管理及內部監控；及(v)金融市場之行業及業務最新動態。董事於年內接受之培訓概述如下：

Training activities including in-house activities/briefings, seminars/talks held by professional organisations and/or reading materials on relevant topics
培訓活動包括內部活動／簡報、由專業機構舉辦之研討會／講座及／或有關相關課題之閱讀材料

Executive Directors

Mr. Zhang Li

執行董事

張利先生

✓

Mr. Wong Kam Fat, Tony

黃錦發先生

✓

Mr. Fu Yiu Man, Peter

符耀文先生

✓

Mr. Lin Hoi Kwong

連海江先生

✓

Ms. Li Cindy Chen

李晨女士

✓

(resigned 21 April 2026)

(於二零二六年
四月二十一日辭任)

Mr. Chai Nan

柴楠先生

✓

Independent Non-executive Director

獨立非執行董事

✓

Mr. Wong Chung Kin, Quentin

黃松堅先生

✓

Mr. Siu Miu Man, MH

蕭妙文先生，MH

✓

Mr. Au Tin Fung, Edmund

區田豐先生

✓

CORPORATE GOVERNANCE REPORT 企業管治報告

vi. Directors' Insurance

The Company has arranged appropriate directors' and officers' liability insurance ("D&O Insurance") coverage on Directors' and senior management's liabilities in respect of legal actions against them arising out of corporate activities of the Company pursuant to code provision C.1.8 of the CG Code. Throughout the year ended 31 December 2025, no claim has been made against the Directors. The D&O insurance will be reviewed and renewed annually.

BOARD MEETINGS

The Board conducts at least four regular Board meetings a year and additional meetings are held as and when required to discuss significant events or important issues. At least 14 days notice is given for regular Board meetings to all Directors enabling them to attend and reasonable notice will be given in case of special board meetings. Agenda accompanying board papers are sent to all Directors at least 3 days before each regular board meeting. The Group ensures that appropriate and sufficient information is provided to Board members in a timely manner to keep them abreast of the Group's latest developments thereby assisting them in discharge of their duties.

The Chief Financial Officer and Company Secretary of the Company attended the board meetings to advise on statutory compliance, accounting and financial matters of the Group. All businesses transacted at the meetings were documented and maintained in accordance with applicable laws and regulations.

In 2025, the Board had held a total of 6 meetings. The details of the attendance record of each member of the Board are provided in the section "ATTENDANCE RECORD OF THE DIRECTORS AT BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND GENERAL MEETINGS" below.

vi. 董事保險

根據企業管治守則C.1.8條，本公司已投購合適之董事及高級人員責任保險（「董事及高級人員保險」），就因本公司企業活動而針對董事及高級管理層之法律行動，為彼等提供責任保障。截至二零二五年十二月三十一日止年度，董事並無被提出申索。董事及高級人員保險將每年檢討及續保。

董事會會議

董事會每年最少舉行四次常規會議，並於有需要時額外舉行會議，以討論重大事項或重要事宜。全體董事於常規會議前均會獲得至少14日之通知以確保彼等出席，而特別董事會會議亦會獲得合理時間的通知。議程連同董事會文件會於各常規會議前至少3日發送予全體董事。本集團會確保適時向董事會成員提供適當而充足的資料，讓彼等緊貼本集團之最新發展，從而協助彼等履行職務。

本公司之財務總監及公司秘書亦有出席董事會會議，以就本集團之遵例、會計及財務事宜提供意見。於各會議上處理之事項均按照適用法例及法規予以存檔及保存。

於二零二五年，董事會共舉行6次會議。董事會各成員出席會議之記錄載於下文「董事會會議、董事委員會會議及股東大會之董事出席記錄」一節。

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PROCEDURE TO ENABLE DIRECTORS TO SEEK INDEPENDENT PROFESSIONAL ADVICE

To assist the Directors to discharge their duties to the Company, the Board has established written procedures to enable the Directors, upon reasonable request, to seek independent professional advice, at the Company's expense, in appropriate circumstances. No request was made by any Director for such independent professional advice in 2025.

DELEGATION BY THE BOARD

i. Management Functions

The Board delegates day-to-day operations of the Group to the board committees and the management. Both the Board and the management have clearly defined authorities and responsibilities under various internal control and check-and-balance mechanisms. The Board has established in writing which issues require decision of the full Board and which can be delegated by the Board to the board committees or management.

ii. Board Committees

To assist the Board in execution of its duties and to facilitate effective management, certain functions of the Board have been delegated by the Board to various board committees, namely,

- executive committee,
- audit committee,
- remuneration committee and
- nomination committee.

The committees review and make recommendations to the Board on specific areas.

董事尋求獨立專業意見的程序

為協助董事履行其對本公司的職責，董事會已制訂書面程序，使董事可按合理要求在適當情況下聘請獨立專業顧問提供意見，有關費用由本公司支付。於二零二五年度內概無任何董事提出尋求獨立專業意見的要求。

董事會授權

i. 管理職能

董事會將本集團日常營運的管理權轉授予董事委員會及管理層。董事會與管理層在各項內部監控和制衡機制下各自具有明確的權力及職責。董事會已以書面分別訂明須交由董事會全體決定之事項，以及可授權由董事委員會或管理層負責之事項。

ii. 董事委員會

為協助董事會履行職務及促進有效管理，董事會將其若干職能轉授予各董事委員會，即：

- 執行委員會；
- 審核委員會；
- 薪酬委員會；及
- 提名委員會。

該等委員會須就相關事項作出檢討及向董事會提出建議。

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Each committee has its defined scope of duties and terms of reference and the committee members are empowered to make decisions on matters within the terms of reference of each committee. The terms of reference of the board committees are given at the Company's website under the section "Corporate Governance".

EXECUTIVE COMMITTEE

The Executive Committee is made up of certain Company's Executive Directors, namely, Mr. Zhang Li (Chairman), Mr. Fu Yiu Man, Peter and Mr. Lin Hoi Kwong and the Company's Chief Financial Officer and Company Secretary (non-voting capacity), namely, Ms. Lai Choi Ling.

It oversees the implementation of the Company's strategic objectives and risk management policies and the business and operations of all of the business units of the Group. Meanwhile, it is also responsible to develop, review and monitor the Group's corporate governance policies and practices. It holds meetings from time to time to discuss the Group's financial and operational matters and other new projects. Other details of the roles and functions of the Executive Committee are given at the Company's website under the section "Corporate Governance".

AUDIT COMMITTEE

The Audit Committee is made up of the Company's Independent Non-executive Directors, namely, Mr. Wong Chung Kin, Quentin (Chairman), Mr. Siu Miu Man, MH and Mr. Au Tin Fung, Edmund. Mr. Wong Chung Kin, Quentin is a fellow member of Hong Kong Institute of Certified Public Accountants. He has the appropriate professional qualifications, accounting or related financial management expertise, as requested by the Rule 3.10(2) of the Listing Rules.

各委員會均有本身界定之職責範圍及職權範圍，而委員會成員獲授權就各委員會之職權範圍內之事宜作出決定。董事委員會之職權範圍載於本公司網站「企業管治」一節。

執行委員會

執行委員會由本公司若干執行董事，即張利先生(主席)、符耀文先生及連海江先生，以及本公司之財務總監及公司秘書(無投票權身份)，即黎彩玲女士組成。

執行委員會負責監督落實本公司之策略目標及風險管理政策，以及本集團所有業務單位之業務及營運。其亦負責制訂、檢討及監察本集團之企業管治政策及慣例。執行委員會不時舉行會議，商討本集團之財務及營運事宜以及其他新項目。有關執行委員會角色及職能的其他詳情載於本公司網站「企業管治」一節。

審核委員會

審核委員會由本公司之獨立非執行董事，即黃松堅先生(主席)、蕭妙文先生，MH及區田豐先生組成。黃松堅先生為香港會計師公會資深會員。彼擁有上市規則第3.10(2)條所要求之合適專業資格、會計或相關財務管理專業知識。

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The primary duties of the Audit Committee are (a) to review the Group's financial statements and published reports; (b) to provide advice and comments thereon to the Board; and (c) to review and supervise the financial reporting process and risk management and internal control systems of the Group. Other details of the roles and functions of the Audit Committee are given at the Company's website under the section "Corporate Governance".

In 2025 the Audit Committee had held a total of 5 meetings, to approve the change of auditor, to review the Group's final results for the year ended 31 December 2024 and the interim results for the six months ended 30 June 2025. The details of the attendance record of each member of the Audit Committee are provided in the section "ATTENDANCE RECORD OF THE DIRECTORS AT BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND GENERAL MEETINGS" below.

REMUNERATION COMMITTEE

The Remuneration Committee is made up of the Company's Independent Non-executive Directors, namely Mr. Au Tin Fung, Edmund (Chairman), Mr. Wong Chung Kin, Quentin and Mr. Siu Miu Man, MH.

The Remuneration Committee makes recommendations to the Board on policies and structure for remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration, assesses performance of and determines the remuneration packages for executive directors and senior management and makes recommendations to the Board on the remuneration of non-executive directors. Other details of the role and function of the Remuneration Committee are given at the Company's website under the section "Corporate Governance".

審核委員會之主要職責是(a)審閱本集團之財務報表及將刊發之報告；(b)就此向董事會提供建議及發表意見；及(c)審查及監督本集團之財務匯報過程以及風險管理及內部監控系統。有關審核委員會角色及職能的其他詳情載於本公司網站「企業管治」一節。

於二零二五年，審核委員會共舉行5次會議，藉以批准更換核數師、審閱本集團截至二零二四年十二月三十一日止年度之全年業績及截至二零二五年六月三十日止六個月之中期業績。審核委員會各成員出席會議之記錄載於下文「董事會會議、董事委員會會議及股東大會之董事出席記錄」一節。

薪酬委員會

薪酬委員會由本公司之獨立非執行董事組成，即區田豐先生(主席)、黃松堅先生及蕭妙文先生，MH。

薪酬委員會負責就董事及高級管理層的薪酬政策及架構，及就設立正規而具透明度的程序制定有關薪酬政策，向董事會提出建議。委員會亦負責評核執行董事及高級管理層的表現及釐定其薪酬方案，並就非執行董事的酬金向董事會提出建議。有關薪酬委員會角色及職能的其他詳情載於本公司網站「企業管治」一節。

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In 2025, the Remuneration Committee had held 1 meeting, among other matters, to review the remuneration package of the Directors and senior management of the Group. The details of the attendance record of each member of the Remuneration Committee are provided in the section "ATTENDANCE RECORD OF THE DIRECTORS AT BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND GENERAL MEETINGS" below.

i. Remuneration Policy

The formulation of the Group's remuneration strategy and policy is based on the principles of equity and market competitiveness so as to drive staff to work towards the mission of the Group and to retain talents. As a long-term incentive plan and with the aim of motivating Directors and employees in the continued pursuit of the Company's goal and objectives and to recognise their contributions to the Group, the Company has adopted the share option scheme under which the Company may grant share options to the Directors/selected employees/eligible persons to subscribe for the shares of the Company.

ii. Emoluments of Directors

The emoluments of the Directors are determined with regard to the performance of individuals, the Company's operating results and market standards. During the year ended 31 December 2025, the Remuneration Committee has (i) considered and reviewed the salary of Directors and senior management of the Group; and (ii) considered and reviewed the discretionary bonus payments entitlement for Directors and senior management of the Group.

於二零二五年，薪酬委員會共舉行1次會議，藉以（其中包括）檢討董事及本集團高級管理層之薪酬方案。薪酬委員會各成員出席會議之記錄載於下文「董事會會議、董事委員會會議及股東大會之董事出席記錄」一節。

i. 薪酬政策

本集團之薪酬策略及政策乃根據公平原則及市場競爭能力制訂，以推動員工致力實現本集團之宗旨及挽留人才。作為一項長期激勵計劃，並為鼓勵董事及僱員持續為實現本公司之目標及目的而努力以及對彼等為本集團作出之貢獻予以肯定，本公司已採納購股權計劃，而本公司可據此向董事／所選定僱員／合資格人士授出可認購本公司股份之購股權。

ii. 董事酬金

董事之酬金乃參考個人表現、本公司之經營業績及市場水平而釐定。截至二零二五年十二月三十一日止年度，薪酬委員會已(i)審議及檢討董事及本集團高級管理層之薪金；及(ii)審議及檢討董事及本集團高級管理層獲發酌情花紅之資格。

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NOMINATION COMMITTEE

The Nomination Committee is made up of the Company's certain Executive Director, namely, Ms. Li Cindy Chen (resigned on 21 April 2026), and Independent Non-executive Directors, namely, Mr. Siu Miu Man, MH (Chairman), Mr. Wong Chung Kin, Quentin and Mr. Au Tin Fung, Edmund.

The Nomination Committee reviews the structure, size and composition (including the skills, knowledge and experience) of the Board; identifies individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorship; assess the independence of independent non-executive Directors; and makes recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors.

Other details of the role and function of the Nomination Committee are given at the Company's website under the section "Corporate Governance".

The Board has adopted the Nomination Policy which sets out the criteria, process and procedures for the Nomination Committee to recommend suitable candidates for directorship with a view to ensuring that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business.

提名委員會

提名委員會由本公司一名執行董事，即李晨女士（於二零二六年四月二十一日辭任）；及獨立非執行董事，即蕭妙文先生，MH（主席）、黃松堅先生及區田豐先生組成。

提名委員會負責檢討董事會之架構、規模及組成（包括技能、知識及經驗）；物色具備適合資格的人士成為董事會成員，並向董事會提出選任提名人選出任董事之建議；評估獨立非執行董事之獨立性；及就與委任或重新委任董事及制定董事繼任計劃之有關事宜向董事會提出建議。

有關提名委員會角色及職能之其他詳情載於本公司網站「企業管治」一節。

董事會已採納提名政策，該政策載列提名委員會於推薦合適的董事人選時之標準、過程及程序，以期確保董事會根據本集團業務而具備適當所需之技能、經驗及多元化視角。

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When making recommendations regarding the appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board, the Nomination Committee considers the following factors in assessing the suitability of the proposed candidate(s): (a) reputation for integrity; (b) accomplishment, experience and reputation in the industry and other relevant sectors; (c) commitment in respect of sufficient time, interest and attention to the Company's business; (d) diversity in all aspects, including but not limited to gender, age, cultural/educational and professional background, skills, knowledge and experience in assessing and selecting proposed candidates for directorship; (e) the ability to assist and support management and make significant contributions to the Company's success; and (f) compliance with the criteria of independence for the appointment of an independent non-executive director as required under the Listing Rules.

The following nomination procedures shall be followed:

- The secretary of the Nomination Committee shall obtain background information about the candidates from Board members, for consideration by the Nomination Committee. The Nomination Committee itself may also nominate candidates for consideration.
- In the context of appointment of any proposed candidate to the Board, the Nomination Committee shall undertake adequate due diligence in respect of such individual and make recommendations for the Board's consideration and approval.

就委任任何建議董事會人選或重新委任任何董事會現任成員提出建議時，提名委員會於評估建議人選是否適合時會考慮以下因素：(a)關於品格方面之名聲；(b)於業界及其他相關領域之成就、經驗及聲譽；(c)在時間、關注及注意力上對本公司業務之投入是否充足；(d)所有與評估及挑選建議人選擔任董事有關之各方面之多元性，包括但不限於性別、年齡、文化／教育及專業背景、技能、知識及經驗；(e)有能力協助及支持管理層，並能對本公司之成功作出重大貢獻；及(f)就委任獨立非執行董事而言，符合上市規則所規定之獨立性標準。

以下為應予遵循之提名程序：

- 提名委員會秘書須從董事會成員中獲得有關提名人選之背景資料，以供提名委員會考慮。提名委員會本身亦可提名人選作考慮。
- 在委任任何建議人選加入董事會方面，提名委員會須對有關人選進行充分的盡職審查，並提出建議以供董事會考慮及批准。

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- In the context of re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.
- The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.
- 在重新委任任何董事會現任成員方面，提名委員會須向董事會提出建議，以供其考慮及推薦建議人選於股東大會上重選連任。
- 董事會對所有與推薦人選於股東大會上參選有關之事項擁有最終決定權。

In 2025, the Nomination Committee had held 4 meetings, among other matters, to review the structure, size and composition of the Board of the Company, independence of Independent Non-executive Directors and the Board diversity policy. During the year, Ms. Li Cindy Chen was appointed as a member of Nomination Committee with effect from 2 July 2025. Save as disclosed above, there was no change in the composition of the Board during the year. The details of the attendance record of each member of the Nomination Committee are provided in the section "ATTENDANCE RECORD OF THE DIRECTORS AT BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND GENERAL MEETINGS" below.

Board Diversity Policy

The Nomination Committee has adopted a board diversity policy, the main purpose of which is to achieve diversity on the Board. Based on the policy, the selection of candidates for board membership will be based on a range of diversity perspectives, including but not limited, to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. Details of the Board Diversity Policy are given at the Company's website under the section "Corporate Governance".

於二零二五年，提名委員會共舉行4次會議，藉以(其中包括)檢討本公司董事會之架構、人數及組成、獨立非執行董事之獨立性以及董事會成員多元化政策。於本年度，李晨女士獲委任為提名委員會成員，自二零二五年七月二日起生效。除上文所披露者外，本年度之董事會組成並無其他變動。提名委員會各成員出席會議之記錄載於下文「董事會會議、董事委員會會議及股東大會之董事出席記錄」一節。

董事會成員多元化政策

提名委員會已採納董事會成員多元化政策，該政策之主要目的在於達致董事會成員多元化。根據該政策，本公司在挑選董事會成員人選時會基於多元化之各方面考慮，包括(但不限於)性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，而在考慮人選時會根據客觀條件充份顧及董事會成員多元化之裨益。有關董事會多元化政策的詳情載於本公司網站「企業管治」一節。

CORPORATE GOVERNANCE REPORT 企業管治報告

As at 31 December 2025, the workforce consists of approximately 51% male and approximately 49% female. The Human Resources and Administration Department shall review the workforce in diversity perspective and advise the Nomination Committee should any gender diversity issues arise.

The Nomination Committee was of the view that the Company's Board Diversity Policy was suitable for the size of the Company.

Gender Diversity

As at the date of this report, the Board comprises nine Directors, one of which is female. The Company targets to avoid a single gender Board and will timely review the gender diversity of the Board in accordance with the business development of the Group. The Company believes the balance of gender in the Board would bring more inspiration to the Board and enhance the business development of the Group, thus gender diversity is the essential factor for the Company to select suitable candidate as a Director. As at the date of this report, approximately 80% of the Company's senior workforce (including the Directors and senior management) is male and approximately 20% is female. Same as the gender diversity of the Board, the Company targets to avoid a single gender senior workforce and will timely review the gender diversity of the senior workforce in accordance with the business development of the Group.

於二零二五年十二月三十一日，員工團隊中男性佔約51%而女性佔約49%。人力資源及行政部將從多元化角度審視員工團隊，並在出現任何性別多元化議題時向提名委員會提出建議。

提名委員會認為，以本公司規模來看，本公司之董事會成員多元化政策為合適。

性別多元化

於本報告日期，董事會由九名董事組成，其中一名為女性。本公司以避免董事會成員性別單一為目標，並將根據本集團之業務發展情況，適時審視董事會之性別多元化狀況。本公司相信，董事會成員性別平衡能為董事會帶來更多靈感，並促進本集團業務發展，因此，性別多元化是本公司挑選合適董事候選人之重要因素。於本報告日期，本公司之高級勞動力（包括董事及高級管理人員）中，男性約佔80%，女性約佔20%。與董事會性別多元化目標相同，本公司亦以避免高級勞動力性別單一為目標，並將根據本集團之業務發展情況，適時審視高級勞動力之性別多元化狀況。

CORPORATE GOVERNANCE REPORT 企業管治報告

The following tables further illustrate the diversity of the Board members (other than gender diversity) as of the date of this annual report:

下表進一步列示截至本年報日期，董事會成員之多元化狀況（性別多元化除外）：

Name of Directors	董事姓名	Age Group 年齡組別			
		40 to 49 40至49歲	50 to 59 50至59歲	60 to 69 60至69歲	70 to 79 70至79歲

Mr. Zhang Li	張利先生		✓		
Mr. Wong Kam Fat, Tony	黃錦發先生			✓	
Mr. Fu Yiu Man, Peter	符耀文先生				✓
Mr. Lin Hoi Kwong	連海江先生		✓		
Ms. Li Cindy Chen (Note)	李晨女士(附註)		✓		
Mr. Chai Nan	柴楠先生	✓			
Mr. Wong Chung Kin, Quentin	黃松堅先生		✓		
Mr. Siu Miu Man, MH	蕭妙文先生, MH			✓	
Mr. Au Tin Fung, Edmund	區田豐先生			✓	

Name of Directors	董事姓名	Professional Experience 專業經驗		
		Financial investment 財務投資	Accounting and Finance 會計及金融	Corporate Management and Business Strategy 企業管理及業務策略

Mr. Zhang Li	張利先生	✓		
Mr. Wong Kam Fat, Tony	黃錦發先生	✓		
Mr. Fu Yiu Man, Peter	符耀文先生	✓		
Mr. Lin Hoi Kwong	連海江先生			✓
Ms. Li Cindy Chen (Note)	李晨女士(附註)			✓
Mr. Chai Nan	柴楠先生	✓		
Mr. Wong Chung Kin, Quentin	黃松堅先生		✓	
Mr. Siu Miu Man, MH	蕭妙文先生, MH			✓
Mr. Au Tin Fung, Edmund	區田豐先生			✓

Note:

附註：

Ms. Li Cindy Chen has been resigned as Executive Director on 21 April 2026.

李晨女士於二零二六年四月二十一日辭任執行董事。

CORPORATE GOVERNANCE REPORT 企業管治報告

ATTENDANCE RECORD OF THE DIRECTORS AT BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND GENERAL MEETINGS

董事會會議、董事委員會會議及股東大會之董事出席記錄

Attendance record of Directors in 2025

二零二五年董事出席記錄

Name of Directors	董事姓名	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	2025 AGM/EGMs 二零二五年股東週年大會/股東特別大會
		董事會會議	審核委員會會議	薪酬委員會會議	提名委員會會議	
<i>Executive Directors</i> 執行董事						
Mr. Zhang Li (Note 1)	張利先生(附註1)	1/1	N/A不適用	N/A不適用	N/A不適用	N/A不適用
Mr. Wong Kam Fat, Tony	黃錦發先生	5/6	N/A不適用	N/A不適用	N/A不適用	3/3
Mr. Fu Yiu Man, Peter	符耀文先生	6/6	N/A不適用	N/A不適用	N/A不適用	3/3
Mr. Lin Hoi Kwong	連海江先生	5/6	N/A不適用	N/A不適用	N/A不適用	3/3
Ms. Li Cindy Chen (Note 3)	李晨女士(附註3)	6/6	N/A不適用	N/A不適用	3/4	3/3
Mr. Chai Nan (Note 2)	柴楠先生(附註2)	1/1	N/A不適用	N/A不適用	N/A不適用	N/A不適用
<i>Independent Non-executive Directors</i> 獨立非執行董事						
Mr. Wong Chung Kin, Quentin	黃松堅先生	6/6	5/5	1/1	4/4	3/3
Mr. Siu Miu Man, MH	蕭妙文先生, MH	6/6	5/5	1/1	4/4	3/3
Mr. Au Tin Fung, Edmund	區田豐先生	6/6	5/5	1/1	4/4	3/3

Notes:

附註:

- Mr. Zhang Li was appointed as an Executive Director on 2 October 2025.
 - Mr. Chai Nan was appointed as an Executive Director on 25 November 2025.
 - Ms. Li Cindy Chen was resigned as an Executive Director on 21 April 2026.
- 張利先生於二零二五年十月二日獲委任為執行董事。
 - 柴楠先生於二零二五年十一月二十五日獲委任為執行董事。
 - 李晨女士於二零二六年四月二十一日辭任執行董事。

CORPORATE GOVERNANCE REPORT 企業管治報告

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR ACCOUNTS

The Directors are responsible for the preparation of the consolidated financial statements. The Company's consolidated financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies have been adopted and applied consistently, and that judgements and estimates made are prudent and reasonable.

The Directors' responsibilities for preparing the financial statements and the reporting responsibilities of the external auditor are set out on pages 131 to 136 of this Annual Report.

RISK MANAGEMENT AND INTERNAL CONTROL

i. Responsibility

The Group has established Risk Management Policy to:

- a. define the roles and responsibilities of the relevant parties in the risk management process;
- b. provide a practical framework to the management for mitigating various risks; and
- c. promote risk awareness within the Group.

董事及核數師就賬目之責任

董事負責編製綜合財務報表。本公司之綜合財務報表乃按照所有相關法定規定及適用會計準則而編製。董事負責確保已貫徹採納及應用適當之會計政策，以及所作出之判斷及估計均屬審慎而合理。

董事編製財務報表之責任及外聘核數師之申報責任載於本年報第131頁至第136頁。

風險管理及內部監控

i. 責任

本集團已制訂風險管理政策，藉以：

- a. 確定風險管理過程中有關各方之角色及責任；
- b. 向管理層提交減低各類風險之實務框架；及
- c. 提高本集團上下之風險意識。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Directors and the Board Committees have an oversight role to determine that appropriate risk management processes are in place and that these processes are adequate and effective. The Directors should determine the level of risk that the Board is willing to accept in pursuit of its business objectives by considering whether the risk against reward ratio is appropriate. Management should be responsible for the identification, assessment and mitigation of material risks faced by the business unit(s)/group function(s) which they are responsible for. The management should also regularly conduct review and monitoring of the Group's compliance with the risk management process, system and internal control.

The risk management and internal control systems are designed to safeguard the Shareholders' investments and the Group's assets; to maintain proper accounting records for the provision of reliable financial information; and to ensure compliance with applicable laws and regulations. It aims to provide reasonable but not absolute assurance against material misstatement, fraud or loss and to manage rather than eliminate the risk of failure to achieve the Group's business objectives.

董事會及董事委員會擔當監督之角色，負責確定訂有合適的風險管理過程，及確定該等過程為足夠而有效。董事應考慮風險回報比率是否合適，從而釐定董事會在追求商業目標當中可以承受的風險水平。管理層負責識別、評估及減低彼等各自負責之業務單位／集團職能所面對之重大風險。管理層亦應定期檢討及監察本集團有否符合風險管理過程、制度及內部監控。

風險管理及內部監控系統乃旨在保障股東之投資與本集團之資產；保存完備的會計記錄以提供可靠的財務資料；及確保遵守適用法例及規例。該系統旨在就重大錯誤陳述、欺詐或遺漏提供合理而非絕對之保證，以及管理而非消除無法達致本集團商業目標之風險。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Board Committees review the following annually: (a) the changes, since the last annual review, in the nature and extent of significant risks (including ESG risks), and the Company's ability to respond to changes in its business and the external environment; (b) the scope and quality of management's ongoing monitoring of risks (including ESG risks) and of the internal control systems and the work of internal audit; (c) the extent and frequency of communication of monitoring results to the Board (or board committee(s)) which enables it to assess control of the Group and the effectiveness of risk management; (d) significant control failings or weaknesses that have been identified during the period. Also, the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the company's financial performance or condition; and (e) the effectiveness of the processes for financial reporting and Listing Rules compliance.

Process used to identify, assess and management of significant risks

The Group's risk management process involves the identification, evaluation, response, monitoring and reporting of risks. After risks that may potentially affect the Group's business and operations are identified by the management of the Company, the Board will perform risk assessment by prioritising the identified risks to determine key risks exposed to the Group and discuss measures to mitigate such key risks. Besides, existing risk mitigation measures are subject to regular monitoring by the management of the Company, which will review the Group's risk management strategies, and report such results and make appropriate suggestions to the Board.

If material internal control defect was noted, the Company conducted continuous tracking for the improvement of internal control defects, and counseled and supported the persons in charge of internal audit function to ensure good rectification results.

董事委員會每年檢討以下事項：(a)自上年檢討後，重大風險（包括環境、社會及管治風險）之性質及嚴重程度之轉變，以及本公司應付其業務轉變及外在環境轉變之能力；(b)管理層持續監察風險（包括環境、社會及管治風險）及內部監控系統之工作範疇及質素，及內部審核之工作；(c)向董事會（或董事委員會）傳達監控結果之詳盡程度及次數，使其能夠評核本集團之監控情況及風險管理之有效程度；(d)期內發生之重大監控失誤或發現之重大監控弱項，以及因此導致未能預見的後果或緊急情況之嚴重程度，而該等後果或情況對本公司之財務表現或情況已產生、可能已產生或將來可能會產生之重大影響；及(e)有關財務報告及遵守上市規則規定之程序是否有效。

識別、評估及管理重大風險之過程

本集團之風險管理過程涉及識別、評估、應對、監察及報告風險。本公司管理層於識別可能對本集團業務及營運有潛在影響之風險後，董事會將通過對已識別之風險進行優次排列來進行風險評估，以確定本集團所面對之關鍵風險，並討論有關緩解該等關鍵風險之措施。此外，現有之風險緩解措施獲本公司管理層定期監察，而管理層將檢討本集團之風險管理策略，並向董事會報告有關結果及提出適當建議。

倘發現有重大內部監控缺陷，本公司會對內部監控缺陷之改善進行持續跟蹤，並向內部審核職能之負責人員提供諮詢及支持，以確保取得良好的改正效果。

CORPORATE GOVERNANCE REPORT 企業管治報告**ii. Management Supervision**

The Board has assigned the Executive Committee to oversee the implementation of the Group's internal control and risk management (including ESG risk) and to monitor the business and operations continuously.

The Executive Committee and management have defined the organizational structure of the Group with clear reporting lines and authorities. Competent personnel are recruited to facilitate the establishment and maintenance of the risk management.

System and procedures are in place to identify, control and report on the major types of risks. The management endorses policies, procedures, codes and guidelines to mitigate significant inherent risks embedded in the operational and financial activities. The "Code of Business Conduct and Ethics" is formulated and communicated to all staffs with the aim of cultivating high integrity and ethical values within the Group.

ii. 管理層監督

董事會已指派執行委員會監督落實本集團之內部監控及風險管理（包括環境、社會及管治風險），以及持續監察業務及運作。

執行委員會及管理層已明確界定本集團之組織架構，制定了清晰的匯報流程及權責範圍，並已聘請勝任人員以協助制定及維持風險管理。

本集團訂有制度及程序以識別、控制及匯報各主要類別風險。管理層負責批核政策、程序、守則及指引藉以減低經營及財務活動中附帶之重大固有風險。管理層亦已制定及向全體員工傳達《商業操守及道德守則》，務求為本集團締造高水平之誠信及道德價值文化。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Group operates multiple lines of defenses to effect a robust control framework. At the first level, the operating business and support units are responsible for the day-to-day management of risks inherent in the various business activities. The second line of defense sets the policy and guidelines for managing specific risk areas, provides advice and guidance in relation to the risk. Internal audit function forms the third line of defense which evaluates significant risk exposure and contributes to the improvement of the risk management and control systems.

iii. Internal Audit Function

The Group has in place an internal audit function within the Group. The annual internal audit plan is reviewed and approved by the Audit Committee. During the year under review, the Group has engaged an independent professional adviser (“Internal Control Adviser”) to perform independent appraisal of the adequacy and effectiveness of certain subsidiaries’ risk management (including ESG risk) and internal control system for the year. The Internal Control Adviser reports directly to the Audit Committee. The Internal Control Adviser independently reviews and assesses the design and the effectiveness of the major subsidiaries’ system of internal control by adopting a risk-based audit approach, focusing on major processes and activities which are quantitatively or qualitatively significant to the Group. The Internal Control Adviser reports all significant internal control and risk management matters to the Audit Committee.

本集團設有多道防線以實行穩固的監控框架。首先，經營業務及支援單位負責各業務活動固有風險之日常管理。第二道防線訂有管理特定風險範疇之政策及指引，就有關風險提供意見及指導。第三道防線由內部審核職能組成，負責衡量重大風險，並對改善風險管理及監控系統作出建議。

iii. 內部審核職能

本集團已設立內部審核職能。年度之內部審核計劃已經由審核委員會審閱及批可。於回顧年度內，本集團已委聘獨立專業顧問（「內部監控顧問」）就若干附屬公司之風險管理（包括環境、社會及管治風險）及內部監控系統於年內是否充足及有效進行獨立評估。內部監控顧問直接向審核委員會匯報。內部監控顧問採取風險為本之審計方針，集中於在質或量方面對本集團而言屬重大之主要程序及活動，獨立審閱及評定主要附屬公司之內部監控系統的設計及有效性。內部監控顧問會向審核委員會匯報所有重大內部監控及風險管理事宜。

CORPORATE GOVERNANCE REPORT 企業管治報告**iv. Audit Committee Supervision**

The Board is responsible for maintaining and reviewing the effectiveness of risk management and internal control systems. The Audit Committee has been assigned by the Board to review and supervise the financial reporting process and internal control procedures of the Group. The Board also, through the Audit Committee, has conducted an annual review of the effectiveness of the Group's system of risk management and internal control covering all material controls, including financial, operational and compliance controls.

The Audit Committee conducts regular meetings with Senior Management, the Internal Control Adviser and external auditor to review the financial statements and auditor's reports on financial and internal control matters. The Audit Committee reports to the Board on significant internal control matters, suspected frauds or irregularities, alleged infringement of laws and regulations, which come to their attention.

The Audit Committee, through the Internal Control Adviser, has conducted comprehensive risk assessments and internal control reviews on the design and the effectiveness of the Group's system of internal control for the year ended 31 December 2025, which covers the key controls for mitigating the major risks associated with the significant processes. During the year under review, no major issue but areas for improvement have been identified.

The Audit Committee has considered that the risk management and internal control systems are appropriately designed, effective and adequate. The Audit Committee has also assessed the adequacy of resources, qualifications, experience, training programmes and budget of staff of the Group's Finance Department and considered that it is adequate.

iv. 審核委員會監督

董事會有責任維持和檢討風險管理及內部監控系統有效性。董事會已指派審核委員會檢討及監督本集團之財務匯報流程及內部監控程序。董事會亦透過審核委員會每年檢討本集團風險管理及內部監控系統在各重大監控，包括財務、營運及合規監控方面之成效。

審核委員會定期與高級管理層、內部監控顧問及外聘核數師舉行會議，以審閱財務報表及核數師就財務及內部監控事宜編製之報告書。審核委員會就其知悉之重大內部監控事宜、懷疑欺詐或不當行為，以及涉嫌違法違規事宜，向董事會作出匯報。

截至二零二五年十二月三十一日止年度，審核委員會已透過內部監控顧問進行全面風險評估及內部監控檢討，以評估及審視本集團之內部監控系統的設計及有效性，涵蓋範圍包括以減低主要程序相關之重大風險為由而採取的重要措施。於回顧年度，並無發現任何重大問題，僅發現一些可改善之處。

審核委員會認為，風險管理及內部監控系統乃設計適當、有效而充足。審核委員會亦已評定本集團財務部門職員的資源、資歷、經驗、培訓計劃和經費預算，認為有關方面均為充足。

CORPORATE GOVERNANCE REPORT 企業管治報告

v. Inside Information

With respect to procedures and internal controls for the handling and dissemination of inside information, the Group:

- a. has developed Inside Information Disclosure Policy in relation to the disclosure of inside information about the Group companies, its officers and substantial shareholders. The disclosure can communicate such information to investors for investment decision on equal and informed basis;
- b. has established Corporate Communications Policy for responding to all media related inquiries, interviews and conference on the corporate issues. Authorized persons are assigned to act as spokespersons to speak on behalf of the Group and to respond to external enquiries; and
- c. has included in its Code of Business Conduct and Ethics a strict prohibition for all employees of the Group on the unauthorized use of confidential or inside information.

ANTI-CORRUPTION AND WHISTLE-BLOWING POLICIES

The Group has adopted an anti-corruption policy to govern acceptances of advantages by employees and a whistle-blowing policy to provide guidance to employees to external stakeholders to report concerns about any suspected or actual improprieties relating to the Group.

v. 內幕消息

就處理及發佈內幕消息之程序及內部監控方面，本集團：

- a. 已制訂股價敏感資料披露政策，其涉及本集團旗下公司、高級人員及主要股東對股價敏感資料之披露。此披露能向投資者傳達該等消息以使投資者在平等及知情下作投資決定；
- b. 已制訂企業通訊政策，以處理回應所有有關企業事宜之媒體相關查詢、訪問及會議。本集團已指定獲授權人士作為發言人，代表本集團發言及回應外界查詢；及
- c. 在商業操守及行為守則訂明嚴格限制，嚴禁本集團全體僱員擅自使用機密或內幕消息。

反貪污及舉報政策

本集團已採納反貪污政策，以規管僱員收受利益之行為，另已採納舉報政策，以為僱員提供指引向外部持份者舉報有關本集團之任何可疑或實際不當行為。

CORPORATE GOVERNANCE REPORT 企業管治報告**DIVIDEND POLICY**

The Board has considered the general principles that it currently intends to apply when recommending dividends for approval by the shareholders or when declaring any interim dividends. The actual dividend that the Board may recommend or declare in respect of any particular financial year will be subject to the factors outlined below as well as any other factors deemed relevant by the Board. Dividend may be distributed either in cash, or in the form of shares.

The dividend policy is as follows:

- In determining the dividend payment ratio in respect of any particular financial year, the Board will take into account a desire to maintain and potentially increase dividend levels within the overall objective of maximizing shareholder's value over the longer term, and;
- If an annual dividend in respect of a financial year is to be paid, the dividend would generally be paid in form of an interim and a final dividend.

股息政策

董事會在建議派發股息（須股東批准）時或宣派任何中期股息時，已考慮其目前擬應用之一般原則。董事會可能就某一特定財政年度建議或宣派股息，但實際股息金額將受下述因素及董事會視作相關之任何其他因素所規限。股息可透過現金或股份形式派發。

股息政策載列如下：

- 在釐定某一特定財政年度之派息比率時，董事會希望在達到長遠為股東創造最大價值之整體目標下，能維持或甚至增加派息水平；及
- 倘決定就某一財政年度派付全年股息，該筆股息將一般以中期或末期股息之形式派付。

CORPORATE GOVERNANCE REPORT 企業管治報告

In considering the level of dividend payments, if any, upon recommendation by the Board, various factors will be taken into account, including:

- the level of cash and retained earnings;
- the expected financial performance;
- the projected levels of capital expenditure and other investment plans;
- the taxation consideration;
- the possible effects on the Group's creditworthiness;
- statutory and regulatory restrictions; and
- any other factors the Board may deem relevant.

There is no assurance that the Company will be able to declare or distribute any dividend in any financial year.

在考慮董事會建議之派息(如有)水平時，將考慮多項因素，包括：

- 現金及保留盈利水平；
- 預期財務表現；
- 資本開支之預測水平及其他投資計劃；
- 稅務考慮；
- 對本集團信貸質素之潛在影響；
- 法定及監管限制；及
- 董事會視作相關之任何其他因素。

本公司無法保證能於任何財政年度宣派或派發任何股息。

CORPORATE GOVERNANCE REPORT 企業管治報告

AUDITOR'S REMUNERATION

For the year ended 31 December 2025, audit and non-audit services provided by the external auditors of the Company, are as below:

核數師酬金

截至二零二五年十二月三十一日止年度，本公司外聘核數師所提供之審核及非審核服務如下：

	Prism Hong Kong Limited 栢淳會計師 事務所 有限公司 HK\$'000 千港元	CCT & Partners CPA Limited 浩輝會計師 事務所 有限公司 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Audit services			
	審核服務		
Audit of the consolidated financial statements and the review of the preliminary announcement of the result of the Group	審核本集團之綜合財務報表及審閱本集團之初步業績公佈		
	1,200	–	1,200
Audit of certain subsidiaries of the Group	對本集團若干附屬公司進行審核		
	–	184	184
Non-audit services	非審核服務		
	315	–	315
	1,515	184	1,699

CORPORATE GOVERNANCE REPORT 企業管治報告

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 reports to the Board and is responsible for advising the Board on governance matter. The Company Secretary has confirmed that she has taken no less than 15 hours of relevant professional training in 2025.

Ms. Lai Choi Ling ("Ms. Lai") was appointed as the Company Secretary with effect from 5 July 2024. Ms. Lai is a member of The Hong Kong Institute of Certified Public Accountants. Ms. Lai meets the qualification requirements under Rule 3.28 of the Listing Rules. During the year, Ms. Lai has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

COMMUNICATION WITH SHAREHOLDERS

The Board recognises the value of providing current and quality information to its Shareholders, both individual and institutional. It also recognises the importance of maintaining continuous communication with Shareholders and constantly looks for ways to ensure the Group maintains an open and ongoing dialogue with the existing and potential Shareholders.

i. Shareholders' Communication Policy

The Company has adopted a shareholders' communication policy to ensure an effective ongoing dialogue with Shareholders. Such policy shall be reviewed by the Board on a regular basis to ensure its effectiveness, which is confirmed by Shareholders' participation in the Annual General Meeting. During the year ended 31 December 2025, the Company has reviewed and are satisfied of the implementation and effectiveness of the shareholders' communication policy on the basis that sufficient channels of communication has been maintained with the shareholders. Details of the Shareholders' Communication Policy are given at the Company's website under the section "Corporate Governance".

公司秘書

公司秘書為本公司之全職僱員，對本公司之日常事務有所認識。公司秘書向董事會匯報，並負責向董事會提供管治事宜方面之意見。公司秘書確認，彼於二零二五年已接受不少於15小時之相關專業培訓。

黎彩玲女士（「黎女士」）自二零二四年七月五日起獲委任為本公司之公司秘書。黎女士為香港會計師公會會員，並符合上市規則第3.28條規定之資格要求。於本年度，黎女士已根據上市規則第3.29條之規定，接受不少於15小時之相關專業培訓。

與股東之間的溝通

董事會明白向個人及機構股東提供適時而優質的資訊十分寶貴。董事會亦深明與股東保持持續溝通的重要性及致力尋求方法以確保本集團與現有及潛在股東能保持公開和持續溝通。

i. 股東通訊政策

本公司已採納股東通訊政策以確保與股東有效地保持溝通。董事會將定期檢討有關政策以確保其有效落實，並由股東於股東週年大會之參與而得到確認。截至二零二五年十二月三十一日止年度，本公司已就股東通訊政策之實施及成效進行檢討，並基於與股東之間一直維持充足的通訊渠道，而對有關實施及成效感到滿意。有關股東通訊政策的詳情已於本公司網站「企業管治」一節內刊登。

CORPORATE GOVERNANCE REPORT 企業管治報告**ii. The Company's Website**

The Company's website at www.vcgroup.com.hk provides comprehensive and most updated information about the Company, including financial results, announcements, circulars, composition of the Board/Board committees and their respective terms of reference, biographical information of Directors and Senior Management, and other corporate documents such as Articles of Association and other policies adopted by the Company.

iii. Annual General Meeting

The Company regards the annual general meeting ("AGM") an important event as it provides an opportunity for the Board to communicate with the Shareholders. Notice of AGM and related papers are sent to the Shareholders at least 21 clear days before the meeting. The Company supports the CG Code's principle to encourage Shareholders' participation. Questioning by the Shareholders at the AGM is encouraged and welcomed.

iv. Enquiries

The Company Secretary responds to letters and telephone enquiries from Shareholders/investors. Shareholders and investors are welcome to raise enquiries through the Company's email contact info@vcgroup.com.hk or by mail to our Company Secretary at 6th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong.

ii. 本公司網站

本公司網站www.vcgroup.com.hk提供有關本公司的全面資料及最新消息，當中包括財務業績、公佈、通函、董事會／董事委員會之組成及相關職權範圍、董事及高級管理層之履歷，以及其他公司文件如章程細則及本公司採納之其他政策。

iii. 股東週年大會

本公司視股東週年大會（「股東週年大會」）為年中大事，因其為董事會與股東溝通之大好機會。股東週年大會通告及相關文件於大會日期起計最少二十一個完整日前送交股東。本公司支持企業管治守則之原則，鼓勵股東積極參與股東週年大會，並鼓勵及歡迎股東於股東週年大會上提問。

iv. 查詢

公司秘書負責回應股東／投資者之來函及電話查詢。股東及投資者如有查詢，可電郵至本公司電郵地址 info@vcgroup.com.hk 或以書面方式將有關查詢寄交本公司，地址為香港灣仔告士打道181-185號中怡商業大廈6樓，抬頭註明公司秘書收。

CORPORATE GOVERNANCE REPORT 企業管治報告

SHAREHOLDERS' RIGHTS

i. Convening of General Meetings

Under Section 566 of the Companies Ordinance (Chapter 622 of Laws of Hong Kong) (the "Companies Ordinance"), Shareholders of the Company who representing at least 5% of the total voting rights of all members having a right to vote at general meetings of the Company may request the Directors of the Company to convene general meetings. The requisition must state the general nature of business to be dealt with at the meeting, and must be signed by the requisitionist(s) and deposited at the registered office of the Company at 6th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong. Shareholders may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.

The Directors must proceed to convene a general meeting within 21 days from the date of receipt of the requisition. Such meeting should be held on a date not more than 28 days after the date on which the notice convening the meeting is given. If the Directors fail to convene the general meeting as aforesaid, the requisitionist(s), or any of them representing more than one-half of the total voting rights of all of them, may themselves convene the meeting. Any meeting so convened shall not be held after the expiration of three months from the date of the deposit of the requisition.

For more details, Shareholders may refer to the requirements as set out in the Companies Ordinance.

股東權利

i. 召開股東大會

根據香港法例第622章《公司條例》(「公司條例」)第566條，持有佔全體有權在本公司股東大會上表決的股東的總表決權最少5%之本公司股東，可要求本公司董事召開股東大會。該要求須列明有待於大會上處理之事務之一般性質，並須由提出要求者簽署及交回本公司註冊辦事處，地址為香港灣仔告士打道181-185號中怡商業大廈6樓。股東可連帶加入可在該大會上恰當地動議且擬在該大會上動議之決議案文本。

董事須在接獲該要求日期起計21天內召開股東大會。有關大會須於發出召開大會之通告後不超過28天內舉行。倘若董事未有按上述規定召開股東大會，該等提出要求者或佔彼等全體總表決權過半數之任何提出要求者，可自行召開大會。以上述方式召開之任何大會不得在提呈要求日期起計3個月屆滿後舉行。

股東可參閱公司條例所載之規定以獲取更多資料。

CORPORATE GOVERNANCE REPORT 企業管治報告

ii. Putting Forward Proposals at General Meeting

Under Section 615 of the Companies Ordinance, Shareholders representing at least 2.5% of the total voting rights of all the members having a right to vote, or at least 50 Shareholders who have a relevant right to vote may (a) put forward proposal at general meeting; and (b) circulate to other Shareholders written statement with respect to matter to be dealt with or other business to be dealt with at general meeting.

The requisition must be sent to the Company in hard copy or in electronic form and must identify the resolution of which notice is to be given. It must be signed by the requisitioner(s) and be received by the Company not less than six weeks before the annual general meeting to which the request related, or, if later, the time at which notice is given of that meeting.

For more details on the Shareholders' qualifications, and the procedures and timeline, in connection with the above, Shareholders may refer to the Sections 580 and 615 of the Companies Ordinance.

CONSTITUTIONAL DOCUMENTS

There was no change in the constitutional documents during the year.

The consolidated version of the Company's Articles of Association is given at the Company's website under the section "Corporate Governance".

ii. 於股東大會上提出動議

根據公司條例第615條，持有佔全體有權表決的股東的總表決權最少2.5%之股東或最少50位有相關表決權利之股東，可(a)於股東大會上提出動議；及(b)向其他股東傳閱有關於股東大會上動議之陳述書，或其他有待在該股東大會上處理之事務。

有關要求須以紙本或電子形式送交本公司，並須指明有待發出通告之相關決議案。該要求須由提出要求者簽署及在不遲於該要求所關乎之股東週年大會前或(如較遲)該大會通知發出前六個星期送達本公司。

有關於股東大會提出動議之股東資格、程序及時限之詳細資料，股東可參閱公司條例第580條及第615條。

憲章文件

憲章文件於年內並無變動。

本公司章程細則之綜合版本已登載於本公司網站「企業管治」一節。

DIRECTORS' REPORT 董事會報告書

The Board (the "Board") of Directors (the "Directors") of Value Convergence Holdings Limited (the "Company") is pleased to present their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2025, together with the audited comparative figures for the year ended 31 December 2024.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 44 to the consolidated financial statements.

BUSINESS REVIEW

A review of the Group's business during the year including the description of the Group's business and its external environment, business objectives and strategies, business model and development and principal performance drivers are provided in the Chairman's Statement and the Management Discussion and Analysis on pages 4 to 6 and pages 7 to 52 respectively of this Annual Report.

Further, the Management Discussion and Analysis also contains the information about the Group's financial performance analysis and financial position assessment, number and remuneration of employees and remuneration policies, particulars of important events affecting the Group that had occurred since the year ended 31 December 2025 and the Group's likely future development in business.

滙盈控股有限公司（「本公司」）之董事（「董事」）會（「董事會」）欣然提呈董事會年度報告書以及本公司及其附屬公司（統稱「本集團」）截至二零二五年十二月三十一日止年度之經審核綜合財務報表，連同截至二零二四年十二月三十一日止年度之經審核比較數字。

主要業務

本公司為一間投資控股公司。本公司主要附屬公司之業務載於綜合財務報表附註44。

業務回顧

年內，本集團之業務回顧包括對本集團業務及其外在環境、業務目標及策略、業務模式及發展，以及推動表現之主要因素等各項之描述，有關內容載於本年報第4頁至第6頁之主席報告書及第7頁至第52頁之管理層討論及分析。

此外，管理層討論及分析亦載有關於本集團財務表現分析及財務狀況評估、僱員數目及薪酬以及薪酬政策之資料，並載有於截至二零二五年十二月三十一日止年度以來曾發生而影響本集團之重要事件以及本集團業務之未來可能發展之詳情。

DIRECTORS' REPORT 董事會報告書**Environmental policies and performance**

The Group encourages environment protection, complies with environmental legislation and promotes awareness towards environment protection to the employees. The careful use of resources and adoption of the best practices across the Group's business shows our commitment towards environmental protection. The Group adheres to the principle of Recycling and Reducing. Stationeries such as envelopes, letterheads and business cards, as well as interim reports and annual reports delivered to the shareholders are printed on environmentally friendly paper. It also implements green office practices such as encouraging double-sided printing and copying. Obsolete computer equipments, after removal of data storage devices, are either donated to charities or passed to recyclers together with used computer consumables such as ink and toner cartridges.

Compliance with laws and regulations in relation to financial services business

The Group's financial services business is mainly under the supervision of Securities and Futures Commission ("SFC"), including securities brokering and dealing, margin financing services, corporate finance services as well as asset management, and other authorities for the insurance brokerage and money lending services. As such, the Group has to comply with the rules and regulations of SFC and other related regulators and authorities. In order to comply with all these rules and regulations, the Group's Compliance Department has tailored-made some specific operation manuals and implemented the internal control procedures to regulate the Group's daily business activities. Regular testing are conducted on the Group's operations to minimize the risk exposures and take appropriate remedial actions, when necessary. Meanwhile, the Group will engage independent professional bodies to provide advices and assistance on the Group's compliance issues, when necessary.

環境政策及表現

本集團鼓勵環保，遵守環保法例及促進僱員之環保意識。本集團於業務中實踐節約資源及採納最佳實務，展現出本集團對推動環保之承擔。本集團堅守回收及減少使用原則。信封、信箋及卡片等文具以及送交股東之中期報告及年報均以環保紙列印。本集團亦落實綠化辦公室措施，例如鼓勵雙面列印及複印。舊電腦設備在移除數據儲存器後，會連同已耗盡之電腦消耗品（如墨盒及碳粉盒）捐贈予慈善團體或送往回收商。

遵守有關金融服務業務之法例及規例

本集團之金融服務業務（包括證券經紀及買賣、保證金融資服務、企業融資服務及資產管理）主要受證券及期貨事務監察委員會（「證監會」）監管，而保險經紀及放債服務則受其他機構監管。因此，本集團須遵守證監會以及其他相關監管機構及有關當局之規則及規例。為遵守所有該等規則及規例，本集團合規部門已度身訂做具體操作手冊及實施內部控制程序，以規管本集團之日常業務運作。本集團定期對營運操作進行檢測以減低風險，並於有需要時採取適當補救措施。本集團亦將於有需要時委聘獨立專業團體就本集團有關合規之事宜提供建議及援助。

DIRECTORS' REPORT 董事會報告書

In addition, the Group has adopted a more targeted approach to customer due diligence through the use of a sophisticated software provided by a third party financial service provider. This simplifies and accelerates the customer due diligence for the entire customer base of the Group, which includes screening for money laundering, sanctions and threat finance and also enables detailed monitoring of politically exposed person relationships and networks and is also customizable to identify a variety of specific third party risks, when necessary. All these measures are important in increasing the efficiency and effectiveness in dealing with the regulatory and operational burdens and risks the Group's regulated businesses are facing.

Relationships with customers and suppliers and major customers and suppliers

The Group understands that it is important to maintain a good relationship with its customers and suppliers. To do so, the Group delivers its financial services and products in professional attitude to procure clients' trust, which help to create new business opportunities to the Group. During the year, there was no material and significant dispute between the Group and its customers and/or suppliers.

For the year ended 31 December 2025, the aggregate revenue attributable to the Group's largest customer and five largest customers combined are approximately 12% (2024: 12%) and 35% (2024: 34%) respectively, of the Group's total revenue. During the year, none of the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) have an interest in any of the Group's five largest customers. For 2025, all the five largest customers have an average of 3 years of business relationship with the Group and none of them are listed companies in Hong Kong. Besides, the Group had no major supplier due to the nature of principal activities of the Group.

此外，本集團採用由一名第三方金融服務供應商提供之精密軟件，更針對性地進行客戶盡職審查。此舉可簡化及加快對本集團整個客戶群之客戶盡職審查，包括對清洗黑錢、財務制裁及金融威脅等進行檢測篩選，並能仔細監控政治敏感人物之關係及網絡，其亦可特定設定，以識別多個特定第三方風險（如需要）。一切有關措施均極其重要，可提升處理本集團受規管業務所面對之監管及營運負擔及風險之效率及效益。

與客戶及供應商之關係以及主要客戶及供應商

本集團明瞭與其客戶及供應商維持良好關係之重要性。為實現這一點，本集團以專業之態度提供金融服務及產品以取得客戶信任，此有助為本集團創造新業務機遇。年內，本集團與其客戶及／或供應商之間並無重大及顯著爭議。

截至二零二五年十二月三十一日止年度，來自本集團最大客戶及綜合五大客戶之收益分別佔本集團總收益約12%（二零二四年：12%）及35%（二零二四年：34%）。於本年度，各董事、彼等之聯繫人士或據董事所知擁有本公司股本5%以上之任何本公司股東概無於本集團五大客戶中擁有任何權益。於二零二五年，本集團五大客戶與本集團進行業務往來之平均年期為3年，其中並無客戶為香港上市公司。此外，由於本集團之主要業務性質使然，本集團並無主要供應商。

DIRECTORS' REPORT 董事會報告書**Relationships with employees***(a) Emolument policy and employee benefits*

The Group understands that employees are valuable assets, therefore it provides competitive remuneration package to attract and motivate the employees. The emolument policy of the Group is set up by the Remuneration Committee of the Company. The Group's employees are selected, remunerated and promoted on the basis of their merit, qualifications, performance and competence. Regular revision for each employee is conducted annually. Meanwhile, the emoluments of the Directors and senior management of the Group are decided by the Remuneration Committee and/or the Board, having regard to the performance of individuals, the Group's operating results and comparable market statistics.

Apart from the basic salaries and participation in Mandatory Provident Fund Scheme, the Group also provides medical coverage, sales commission, discretionary performance-based bonus, discretionary share options to all employees.

As above-mentioned, the Company has a share option scheme as an incentive to the eligible persons of the schemes, whom including the Directors, employees and others of the Group. Details of the schemes and the movements of the share options granted to the eligible persons during the year are set out in the sections of "DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES" and "SHARE OPTION SCHEME" in this report.

與僱員之關係*(a) 薪酬政策及僱員福利*

本集團明瞭僱員乃寶貴資產，因此，其提供具競爭力之薪酬組合，以吸引及激勵僱員。本集團之薪酬政策乃由本公司薪酬委員會制訂。本集團根據僱員之優點、資歷、表現及勝任程度進行甄選、支薪及升遷。每名僱員之定期調整將於每年進行。另一方面，本集團董事及高級管理層之薪酬乃由薪酬委員會及／或董事會參照個人表現、本集團經營業績及可資比較市場統計數據決定。

除基本工資與強制性公積金計劃外，本集團亦為全體僱員提供醫療保險、銷售佣金、酌情表現花紅、酌情購股權。

如上文所述，本公司設有購股權計劃，作為對計劃合資格人士（包括本集團董事、僱員及其他人士）之激勵。該計劃之詳情以及年內授予合資格人士購股權之變動詳情載於本報告書內「董事於股份、相關股份及債權證之權益」及「購股權計劃」各節。

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(b) *Training and development*

Employees of the Group are encouraged to attend training and development courses so as to keep abreast of their skills and knowledge. Our Compliance Department organizes in-house training courses for all employees of the Group, specifically for those are licensed persons registered under the Hong Kong Securities and Futures Ordinance, and provides ongoing compliance updates and regulatory requirements to them. The Group also funds the Directors to attend continuous professional development training including updates on regulatory requirements and corporate governance practices. Relevant employees are also funded to attend external training courses which are relevant to their work.

(c) *Health and safety*

In order to provide a safe working environment, offices' workstations are regularly checked and maintained by the Administration Department of the Group. Besides, cleaning of carpets and air-conditioning systems are regularly carried out so as to provide hygienic working conditions for the employees.

(b) 培訓及發展

本集團鼓勵僱員出席培訓及發展課程，以促使彼等之技能及知識與時並進。本公司合規部門安排本集團全體僱員參加內部培訓課程，特別是為根據香港證券及期貨條例註冊之持牌人，及向彼等提供持續合規更新及監管要求之資料。本集團亦資助董事出席持續專業發展培訓，包括有關監管要求及企業管治常規最新資料之培訓。相關僱員亦獲資助出席與其工作有關之外部培訓課程。

(c) 健康及安全

為了提供一個安全的工作環境，本集團行政部門定期檢查及維持辦公室傢具。此外，亦定期清洗地毯及空氣調節系統，為僱員提供衛生工作環境。

DIRECTORS' REPORT 董事會報告書**Principal risks and uncertainties of the Group**

The Group's core businesses are (i) provision of financial services comprising securities brokering and dealing, financing services and corporate finance and other advisory services, asset management and insurance brokerage; (ii) proprietary trading; and (iii) property investment. Due to the nature of the Group's business, the Group may be affected by a number of risks and uncertainties associated with its key financial services and products. It mainly divided into two categories, namely operational risk and financial risks. To ensure implementation of the appropriate measures in managing and monitoring these risk exposures on a timely and effective manner, policies and procedures are established by the Group. Details of the key risks and uncertainties identified by the Group and the ways on how the Group encounters these are given as follows:

(a) Operational risk

Operational risk is the risk of loss resulting from inadequate or failed operational processes, people and systems or from external events. In the other words, the operational risk arises from non-compliance of policies and procedures and lack of control. The Group has established some operational policies and guidelines, delegation of authorities and reporting requirements for helping each employee of the Group to develop a set of personal practices in performing their job to the highest level. The operational policies provide detailed guidelines for various functions of the Group in executing most of the business transactions such as accounting and finance, operations, legal and compliance, human resources, information technology and administration.

本集團所面對之主要風險及不確定因素

本集團核心業務為(i)提供金融服務，包括證券經紀及買賣、融資服務以及企業融資及其他顧問服務，以及資產管理及保險經紀；(ii)自營買賣業務；及(iii)物業投資業務。由於本集團業務之性質使然，本集團可受若干與其主要金融服務及產品有關聯之風險及不確定因素影響。其主要分成兩個類別，分別為營運風險及財務風險。為確保管理及監控該等風險之適當措施能及時有效地實施，本集團制訂政策和程序。本集團所識別之主要風險及不確定因素詳情以及本集團應對有關風險及不確定因素之方法載列如下：

(a) 營運風險

營運風險指因營運過程、個人及系統不足勝任或失效或因外在事件而導致虧損之風險。換言之，即是因不遵循政策及程序、缺乏控制而產生之營運風險。本集團已制訂若干營運政策及指引、授權及匯報規則，以協助本集團每名僱員發展一套個人實踐，好能以最高的水平執行職務。營運政策為本集團各項功能在進行大部分商業交易時提供詳細指引，如會計及財務、營運、法律及合規、人力資源、資訊科技及行政等。

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Meanwhile, detailed compliance and procedural manuals and policies are designed for the major subsidiaries of the Group which carried out the finance services business. The internal policies and manuals aim to ensure that the major subsidiaries of the Company comply with all rules, regulations, codes and legislations governing every aspect of the Group's regulated activities at all times. All sales staff and/or investment representatives are required at all times to fully understand and follow the regulated requirements, which will be updated from time to time in response to changes of rules and regulations. Training programs and active communications are continuously provided to promote their awareness. Internal control procedures are applied to monitor compliance of the Group's policies and guidelines. Appropriate disciplinary actions shall be taken against the responsible staff, who is guilty of serious misconduct. Further, for the proprietary trading business, securities investment policy has been established providing investment guidelines and reporting procedures for the responsible persons to follow.

The Group's Compliance Department and Internal Control Adviser are responsible for identifying and monitoring the key operational exposures and report regularly the potential risk issues to the management and the Audit Committee of the Group respectively.

(b) Financial risks

In the course of business activities, the Group is exposed to a variety of financial risks, including market, credit and liquidity risks.

(i) Market risk

The Group's market risk primarily includes currency risk (foreign exchange rate risk), interest rate risk and equity price risk.

同時，已為本集團經營金融服務業務之主要附屬公司設計詳細合規及程序之手冊及政策。內部政策及手冊旨在確保本公司之主要附屬公司於任何時間均遵守規管本集團受規管活動所有方面之一切規則、規例、守則及法例。所有銷售員工及／或投資代表在任何時間均須全面了解及遵循規管要求，而有關要求將不時更新，以反映規則及規例變更。為提高彼等之意識，會持續提供培訓課程及積極溝通。內部控制程序已予應用，以監控本集團政策及指引之合規情況。負責員工若有嚴重違規者，將被處適當紀律處分。此外，就自營買賣業務而言，本集團已制訂證券投資指引以向負責職員提供投資指引及申報程序。

本集團合規部門及內部監控顧問負責識別及監控主要營運風險，並定期向本集團管理層及審核委員會匯報潛在風險。

(b) 財務風險

於業務經營過程中，本集團面對多種財務風險，包括市場、信貸及流動資金風險。

(i) 市場風險

本集團之市場風險主要包括貨幣風險（外幣匯率風險）、利率風險及股本價格風險。

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- *Currency risk* – It is the Group's policy for each group entity to operate in local currencies as far as possible to minimize currency risks. Most of the Group's principal businesses are conducted in Hong Kong dollars which is also the functional currency of the Company, with a rising proportion of business in the Mainland China resulting in certain Renminbi exposure. Since the impact of foreign exchange exposure is still minimal, no hedging against foreign currency exposure has been carried out by the Group for the year. The Finance Department will manage and monitor the relevant risk from time to time.
- *Interest rate risk* – The Group is exposed to fair value interest rate risk in relation to fixed-rate accounts receivable from money lending business, in which the risk is considered to be insignificant as the majority of the amount is carried at amortised cost. The Group is also exposed to cash flow interest rate risk in relation to variable-rate accounts receivable from brokerage and financing businesses such as cash clients and margin clients, which is mainly relating to the fluctuation of prime rate or bank's cost of funding arising from the Group's interest-bearing financial instruments. The Finance Department has prepared sensitivity analysis on the exposure to cash flow interest rates for the Group's interest-bearing financial instruments on a semi-annually basis and note that such exposure to the Group is not significant.
- *貨幣風險* – 按照本集團政策，各集團實體應盡量使用當地貨幣經營，以減低貨幣風險。本集團之主要業務大部分以本公司之功能貨幣港元進行，另外中國內地業務比例正逐步上升，故須承受若干程度之人民幣風險。由於外匯風險之影響仍屬微不足道，因此本集團於本年度並無為外幣風險進行對沖。財務部門會不時管理並監察相關風險。
- *利率風險* – 本集團因放債業務產生之定息應收賬款而面對公平值利率風險，而由於大部分有關款項乃按已攤銷成本列賬，因此該等風險被視為微不足道。本集團亦因經紀及融資業務之浮息應收賬款（如應收現金客戶及保證金客戶之賬款）而面對現金流利率風險，主要與本集團計息金融票據產生之銀行最優惠利率或銀行資金成本之波動相關。財務部門每半年編製本集團計息金融票據之現金流利率風險之敏感度分析，並發現本集團承受之有關風險並不重大。

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- *Equity price risk* – The Group is exposed to equity price risk arising from fluctuation in the price through the Group's investment in listed equity securities. Management regularly reviews and monitors the Group's investment portfolio so as to limit the risk exposure.

(ii) Credit risk

The Group's credit risk is the risk of losses from a borrower or counterparty defaulting on an obligation which will result in financial loss to the Group. The risk mainly arises from the following business activities undertaken by the Group:

- *Financing from brokerage business* – In relation to the financing from brokerage business, the credit risk arises on the margin portfolio and clients' trade settlement. When the market goes downside, the possibility of doubtful debts will arise. The clients may be unable or unwilling to settle the sum owed. As such, credit assessment and continuous management of credit exposures are indispensable. The Group has established the credit policies and procedures setting out in details the structure of the credit risk management, the credit approval and monitoring mechanism, and the issue for provision for doubtful receivables. Meanwhile, the management of the Group has delegated a team forming the credit committee for setting the direction of the credit risk management and to oversee the Group's overall credit risk exposure. The credit committee reports monthly to review the work of the credit officer who is responsible for the daily credit management activities, determine and review the credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts and receivables from the clients with

- *股本價格風險* – 本集團因其於上市股本證券投資之價格波動而面對股本價格風險。管理層會定期檢討及監察本集團之投資組合，藉以限制所面對之風險。

(ii) 信貸風險

本集團之信貸風險為借款人或交易對手未能履行責任導致本集團產生財務損失之風險。該風險主要來自下列本集團從事之業務活動：

- *經紀業務之融資* – 就經紀業務之融資而言，信貸風險乃源自保證金貸款組合及客戶交易結算。當市場下滑，出現呆賬的機會將相應提高。客戶可能無力或不願意清償其結欠款項。因此，信貸評定及持續管理信貸風險實屬不可或缺。本集團已制訂信貸政策及程序，詳列信貸風險管理、信貸審批及監察機制之結構，以及應收款項呆壞賬之撥備事宜。此外，本集團管理層已指派專人成立信貸委員會，定出信貸風險管理方針並監察本集團整體之信貸風險。信貸委員會每月進行滙報以審閱負責日常信貸管理事宜之信貸主任之工作、釐定並檢討信貸限額、信貸審批及其他監察程序，從而確保會採取跟進行動以收回逾期債務及客戶欠付之應收賬款。信貸委員會亦會於有

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shortfalls. Ad hoc discussions and meetings may also be held by the credit committee whenever necessary. Moreover, the Group closely evaluates the borrower's credit rating, financial background and repayment abilities. The assessment is based on a closely monitoring and evaluation of the collectability of individual account and on management's judgement from different aspects including the current credit worthiness of the borrowers, collateral value and the past collection history of each individual borrower.

- *Money lending* – All individual loans are currently assessed and approved by the Group's management. The Group closely evaluates the borrowers' credit rating, financial background, repayment abilities and the value of securities collateral. The assessment is based on a close monitoring and evaluation of the collectability of individual borrower and on management's judgement from different aspects including the current credit worthiness of the borrower, collateral value and the past collection history of each individual borrower. The management of the Group has delegated a team forming the credit committee for setting the direction of the credit risk management and to oversee the Group's overall credit risk exposure. The credit committee reports monthly to review the status of individual borrowers and determine if any follow-up action is taken to recover overdue debts and receivables from the clients. The Finance Department is responsible for the daily monitoring of the borrowers including the adequacy of the collateral value and any default or delinquency in interest or principal payments in accordance with the contractual terms, and promptly report to the credit committee, when necessary.

需要時臨時進行討論及舉行之會議。此外，本集團會藉著密切監察及評估各別賬款之可收回成數，並基於管理層不同方面之判斷，包括借款人現時之信用、抵押品價值及過往向各別借款人收回款項之記錄，密切評估借款人之信貸評級、財政背景及還款能力。

- *放債*—所有各別貸款現時均經由本集團管理層評定及批准。本集團會藉著密切監察及評估向各別借款人收款之成數，並基於管理層不同方面之判斷，包括借款人現時之信用、抵押品價值及過往向各別借款人收回款項之記錄，密切評估借款人之信貸評級、財政背景及還款能力以及抵押證券之價值。本集團管理層已指派專人成立信貸委員會，定出信貸風險管理方針並監察本集團整體之信貸風險。信貸委員會每月進行匯報以審閱各別借款人之狀況，並釐定會否採取跟進行動以收回逾期債務及客戶欠付之應收款。財務部門負責對借款人進行日常監察，包括抵押品價值是否充足，以及有否未能根據合約條款繳付或延遲償還利息或本金，並會於有需要時即時向信貸委員會匯報。

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Furthermore, the Group has monitored its concentration of credit risk in different aspects. The Group's concentration of credit risk by geographical locations is mainly in Hong Kong. The Group has policies in monitoring both client concentration risk and stock concentration risk. The Group regularly performs stress tests on stock concentration to evaluate the Group's credit risk exposure and capital adequacy in the event of abnormal and significant changes in market condition. As at 31 December 2025, the Group has concentration of credit risk on the accounts receivable as the aggregate balances with the five largest clients representing approximately 36% (2024: 43%) of total accounts receivable. The fair values of the securities collateral held by the Group for one largest customer is in excess of the relevant carrying amounts as at 31 December 2025. Regarding the remaining four customers, as one being winding up during the year and other actions shall be followed when necessary. Accordingly, the Directors consider that the Group's credit risk is closely monitored. The Group has no other significant concentration of credit risk.

(iii) Liquidity risk

Liquidity risk is the potential that the Group will be unable to meet its obligations when they fall due. The Group's liquidity risk management includes making available standby banking facilities and diversifying the funding sources. The Group's operations are mainly financed by internal generated cash flow and margin loans. In managing the liquidity risk, it is important that the Group maintains an adequate level of cash and credit facilities to finance the Group's daily operations.

另外，本集團會從多方面監察其信貸風險過於集中的情況。按地域而言，本集團之信貸風險主要集中於香港。本集團訂有政策，監察客戶集中風險及股票集中風險。本集團會定期進行股票集中的壓力測試，藉以評估在不正常市況及市況出現重大變動下本集團之信貸風險及資本充足率。於二零二五年十二月三十一日，本集團有應收賬款之集中信貸風險，原因是與五大客戶之總結餘佔應收賬款總額約36%（二零二四年：43%）。於二零二五年十二月三十一日，本集團就其中一名最大客戶持有之抵押證券之公平值乃高於相關賬面值。至於餘下四名客戶，其中一名已於年內清盤並將於有需要時將採取其他跟進行動。因此，董事認為本集團之信貸風險已得到密切監察。本集團並無其他高度集中信貸風險。

(iii) 流動資金風險

流動資金風險指本集團可能無法履行到期責任。本集團之流動資金風險管理包括持有備用銀行融資及分散資金來源。本集團營運所用資金主要來自內部產生之現金流量及保證金貸款。於管理流動資金風險時，本集團維持充足現金及信貸融資額以撥付本集團日常營運乃至為重要。

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Indeed, the Group's major subsidiaries are regulated by SFC, which are subject to SFC's liquid capital requirements. Under the liquid capital requirements, the regulated subsidiaries must maintain the minimum liquid capital, which shall in excess of HK\$3 million or 5% of their total adjusted liabilities, whichever the higher. The Finance Department monitors the Group's major funding positions on a daily basis so as to ensure adequate financial resources are available to meet the Group's financial obligations as well as to comply with SFC requirement. It is believed that the Group has adequate working capital to meet its financial obligations and the regulated subsidiaries have no non-compliance with the liquid capital requirements during the year.

(c) For more details about the principal risks and uncertainties in which the Group are facing and also the relevant risk management objectives and policies, please refer to section "Financial Review" contained in the Management Discussion and Analysis and notes 38 and 39 to the consolidated financial statements on pages 286 to 312 of this Annual Report.

事實上，本集團之主要附屬公司乃受證監會規管，受到證監會之流動資金規定所規範。根據流動資金規定，受規管附屬公司必須維持最低流動資金，即3,000,000港元或其經調整負債總額之5%（以較高者為準）以上。財務部門每日監察本集團之主要資金狀況，確保具備充足財政資源應付本集團之財務責任以及符合證監會之規定。本集團相信其具備充足營運資金以應付其財務責任，而受規管附屬公司於年內並無違反流動資金規定。

(c) 有關本集團面對之主要風險及不確定因素，以及相關風險管理目標及政策之更多詳情，請參閱管理層討論及分析所載「財務回顧」一節以及本年報第286頁至第312頁所載之綜合財務報表附註38及39。

DIRECTORS' REPORT 董事會報告書

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2025 and the Group's financial position at that date are set out in the Group's consolidated financial statements on pages 137 to 140 of this Annual Report.

No interim dividend was paid to the Shareholders during the year (2024: Nil). The Directors do not recommend the payment of a final dividend for the year ended 31 December 2025 (2024: Nil).

PROPERTY AND EQUIPMENT

Details of the movements in property and equipment of the Group during the year are set out in note 20 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in share capital and share options of the Company during the year are set out in notes 35 and 36 respectively to the consolidated financial statements.

EQUITY-LINKED AGREEMENT

The Company has not entered into any equity-linked agreement during the year ended 31 December 2025.

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

The Company has not redeemed any of its shares during the year ended 31 December 2025. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year ended 31 December 2025.

業績及股息

本集團截至二零二五年十二月三十一日止年度之業績及本集團於該日之財務狀況載於本年報第137頁至第140頁之本集團綜合財務報表。

年內並無向股東派付中期股息(二零二四年：無)。董事並不建議就截至二零二五年十二月三十一日止年度派發末期股息(二零二四年：無)。

物業及設備

本集團於年內之物業及設備變動詳情載於綜合財務報表附註20。

股本及購股權

有關本公司於年內之股本及購股權變動詳情，分別載於綜合財務報表附註35及36。

股票掛鈎協議

本公司於截至二零二五年十二月三十一日止年度並無訂立任何股票掛鈎協議。

購買、出售或贖回本公司之上市證券

本公司於截至二零二五年十二月三十一日止年度並無贖回其任何股份。而本公司及其任何附屬公司於截至二零二五年十二月三十一日止年度亦無購買或出售本公司任何股份。

DIRECTORS' REPORT 董事會報告書

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 December 2025, the Company has no reserves available for distribution to shareholders (2024: Nil).

DONATIONS

During the year, the Group made charitable donations amounting to Nil (2024: Nil).

FIVE YEARS' FINANCIAL SUMMARY

A summary of the consolidated results and of the consolidated assets and liabilities of the Group of the past five financial years as extracted from the audited consolidated financial statements is set out on page 328 of this Annual Report. This summary does not form part of the audited consolidated financial statements.

DIRECTORS OF THE COMPANY

The Directors of the Company during the year and up to the date of this report were:

Executive Directors

Mr. Zhang Li, *Chairman*
Mr. WONG Kam Fat, Tony, *Vice chairman*
Mr. FU Yiu Man, Peter
Mr. LIN Hoi Kwong
Ms. LI Cindy Chen (resigned on 21 April 2026)
Mr. Chai Nan

Independence Non-executive Directors

Mr. WONG Chung Kin, Quentin
Mr. SIU Miu Man, MH
Mr. AU Tin Fung, Edmund

本公司可供分派儲備

於二零二五年十二月三十一日，本公司並無可供分派予股東之儲備(二零二四年：無)。

捐款

年內，本集團作出之慈善捐款金額為零(二零二四年：無)。

五個年度之財務摘要

本集團過去五個財政年度之綜合業績及綜合資產負債(乃摘錄自經審核綜合財務報表)載於本年報第328頁。此摘要並非經審核綜合財務報表之一部分。

本公司董事

本年度及直至本報告書刊發日期本公司之董事如下：

執行董事

張利先生，*主席*
黃錦發先生，*副主席*
符耀文先生
連海江先生
李晨女士(於二零二六年四月二十一日辭任)
柴楠先生

獨立非執行董事

黃松堅先生
蕭妙文先生，MH
區田豐先生

DIRECTORS' REPORT 董事會報告書

Pursuant to Article 96 of the Articles of Association of the Company ("Articles of Association"), any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. In accordance with this article, Mr. Zhang Li and Mr. Chai Nan shall retire, and being eligible, offer themselves for re-election.

Pursuant B.2.3 of Part 2 of the Corporate Governance Code, if an independent non-executive director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders. In accordance with this code provision, the continued appointment of Mr. Wong Chung Kin, Quentin and Mr. Siu Miu Man, MH should be subject to a separate resolution to be approved by shareholders, and being eligible, offer himself for re-election.

Pursuant to article 105 of the Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office. The Directors to retire every year shall be those who have been longest in office since their last election. In accordance with this article, no director shall retire at the forthcoming annual general meeting, and being eligible, offer themselves for re-election following the resignation of Ms. Li Cindy Chen on 21 April 2026.

DIRECTORS OF THE SUBSIDIARIES

During the year and up to the date of this report, Mr. Fu Yiu Man, Peter, Mr. Lin Hoi Kwong and Ms. Li Cindy Chen (resigned on 21 April 2026) are also directors in certain subsidiaries of the Company. Other directors of the Company's subsidiaries during the year and up to the date of this report include Ms. Ho Wing Man, Ginny, Ms. Chan Tik Man, Mr. Yeung Kwok Leung, Mr. Wong Chi Ming, Mr. Ma Chi Keung, Mr. Sam Hon Fai, Mr. Yu Wai Hong, Johnson, Mr. Chan Wing Kwong, Frankie, Mr Tin Ka Pak and Ms. Xiao Liang.

根據本公司之組織章程細則（「章程細則」）第96條，任何按此條獲委任之董事僅可留任至本公司下屆股東週年大會為止，屆時將符合資格於大會上膺選連任。根據此細則，張利先生及柴楠先生須退任，並符合資格膺選連任。

根據企業管治守則第二部分之B.2.3條，若獨立非執行董事在任已過九年，其是否獲續任應以獨立決議案形式由股東審議通過。根據此守則條文，黃松堅先生及蕭妙文先生，MH 是否獲續任應以獨立決議案形式由股東審議通過，而彼符合資格膺選連任。

根據章程細則第105條，三分之一當時在任的董事（或倘董事人數並非三或三之倍數，則為最接近但不少於三分之一之人數）須退任。於每年退任之董事應為自其上一次當選以來在任最長者。根據此細則，以及由於李晨女士於二零二六年四月二十一日辭任，故並無董事須於應屆股東週年大會上退任，並符合資格膺選連任。

附屬公司董事

於本年度及直至本報告書刊發日期，符耀文先生、連海江先生及李晨女士（於二零二六年四月二十一日辭任）同時為本公司若干附屬公司之董事。於本年度及直至本報告書刊發日期，本公司附屬公司之其他董事包括何詠雯女士、陳迪敏女士、楊國良先生、黃志明先生、馬志強先生、岑漢輝先生、余維康先生、陳榮光先生、田家柏先生及肖靚女士。

DIRECTORS' REPORT 董事會報告書**STATUS OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Company has received annual confirmation from each of the Independent Non-executive Directors concerning their independence to the Company pursuant to Rule 3.13 of the Rules of Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange. The Company considers all of the Independent Non-executive Directors are independent.

BIOGRAPHICAL DETAILS OF DIRECTORS OF THE COMPANY AND SENIOR MANAGEMENT OF THE GROUP

Biographical details of the Directors of the Company and senior management of the Group as at the date of this report are set out on pages 53 to 60 of this Annual Report.

DIRECTORS' SERVICE CONTRACTS

No Directors who are proposed for re-election at the AGM has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than as disclosed in note 42 to the consolidated financial statements, no contract of significance in relation to the Group's business to which the Group was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INDEMNITIES

Pursuant to the Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to be fullest extent permitted by the Companies Ordinance (Cap. 622)) which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.

獨立非執行董事之狀況

根據聯交所《證券上市規則》(「上市規則」)第3.13條，本公司已接獲各獨立非執行董事致本公司有關彼等之獨立性的年度確認書。本公司認為各獨立非執行董事均為獨立人士。

本公司董事及本集團高級管理層之履歷

於本報告書刊發日期本公司董事及本集團高級管理層之履歷載於本年報第53頁至第60頁。

董事之服務合約

概無擬於股東週年大會上膺選連任之董事訂有任何本集團不得在一年內不予賠償(法定賠償除外)而終止之服務合約。

董事於重大合約中之權益

除綜合財務報表附註42所披露者外，於年結日或於本年度內任何時間，董事概無在本集團為訂約方且與本集團業務有關之重大合約中，直接或間接擁有重大權益。

董事彌償保證

根據章程細則，每名董事有權就履行其職務或在履行其職務方面或在其他有關方面可能蒙受或招致之所有損失或責任從本公司之資產中獲取彌償(公司條例(第622章)許可者為限)。本公司亦已為本集團董事及高級職員安排適當的董事及高級職員責任保險。

DIRECTORS' REPORT 董事會報告書

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save for the share option scheme disclosed in note 36 to the consolidated financial statements, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year, none of the Director is interested in any business apart from the Group's businesses, which competes or is likely to complete, either directly or indirectly, with the Group's businesses which is required to be disclosed pursuant to the Rule 8.10 of the Listing Rules.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2025, the interests of the Directors and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by the Directors of Listed Issuers (the "Model Code"), were as follows:

Long Positions in the Shares and Underlying Shares of the Company

(a) Ordinary shares of the Company

	Number of shares 股份數目				Approximate% of shareholding 佔股權概約 百分比
	Personal interest 個人權益	Spouse interest 配偶權益	Corporate interests 法團權益	Total 總計	
Mr. Fu Yiu Man, Peter 符耀文先生	2,000,000	—	—	2,000,000	0.61%
Mr. Wong Chung Kin, Quentin 黃松堅先生	50,000	—	—	50,000	0.02%

購買股份或債權證之安排

除於綜合財務報表附註36披露之購股權計劃外，本公司或其任何附屬公司於本年度內概無訂立任何安排，致使董事可透過收購本公司或任何其他法團之股份或債權證而獲利。

董事於競爭業務之權益

於本年度，除本集團之業務外，概無董事於任何被視為與本集團業務直接或間接產生競爭或可能產生競爭之業務中擁有權益，而須根據上市規則第8.10條作出披露。

董事於股份、相關股份及債權證之權益

於二零二五年十二月三十一日，董事及彼等之聯繫人士於本公司及其相聯法團之股份、相關股份及債權證中擁有根據《證券及期貨條例》（「證券及期貨條例」）第352條列入本公司存置之登記冊內之有關權益，或根據《上市發行人董事進行證券交易的標準守則》（「標準守則」）須另行知會本公司及聯交所之權益如下：

於本公司股份及相關股份之好倉

(a) 本公司之普通股

DIRECTORS' REPORT 董事會報告書

Save as disclosed above, as at 31 December 2025, none of the Directors and their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporation (within the meaning of Part XV of the SFO) which had been entered in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零二五年十二月三十一日，董事及彼等各自之聯繫人士於本公司及其相聯法團（按證券及期貨條例第十五部之定義）之股份、相關股份或債權證中，概無擁有列入本公司根據證券及期貨條例第352條存置之登記冊內之任何權益或淡倉，或根據標準守則已另行知會本公司及聯交所之任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES OF THE COMPANY**Long positions in the shares/underlying shares of the Company****主要股東於本公司股份中之權益****於本公司股份／相關股份之好倉**

Name	Capacity/Nature of interest	Number of shares held	Number of underlying shares held	Aggregate interest	Approximate % of total issued ordinary shares
名稱	身份／權益性質	所持股份數目	所持相關股份數目	權益總額	佔已發行普通股總數概約百分比
Mr. Chung Chi Shing, Eric 鍾志成先生	Beneficial owner 實益擁有人	33,940,800	–	33,940,800	10.31%

Note:

As at 31 December 2025, the Company's total issued ordinary shares was 329,297,219.

附註：

於二零二五年十二月三十一日，本公司之已發行普通股總數為329,297,219股。

DIRECTORS' REPORT 董事會報告書

Save as disclosed above, as at 31 December 2025, the Company had not been notified of any other interests or short positions in the shares and underlying shares of the Company which had been recorded in the register to be kept under Section 336 of the SFO.

SHARE OPTION SCHEMES

On 14 June 2018, by passing an ordinary resolution at the extraordinary general meeting, the Company adopted a share option scheme (the "2018 Share Option Scheme"). Summary of the principal terms of the 2018 Share Options Scheme are listed below.

Summary of the 2018 Share Option Scheme

(a) Purpose of the 2018 Share Option Scheme

The purpose of the 2018 Share Option Scheme is to recognise the contribution made by the participants to the Group and also provide them an opportunity to have a personal stake in the Company with the view to motivating them to optimize their performance and efficiency for the benefit of the Group and to attract and retain or otherwise maintain ongoing business relationship with them whose contributions are beneficial to the long term growth of the Group.

(b) Participants of the 2018 Share Option Scheme

Pursuant to the 2018 Share Option Scheme, the Board may, at its discretion, to make an offer for the grant of share options to the employees or directors of the Group or such other persons who are eligible for participation in the 2018 Share Option Scheme to subscribe for ordinary shares in the Company subject to the terms and conditions stipulated in the 2018 Share Option Scheme.

除上文所披露者外，於二零二五年十二月三十一日，本公司概無獲知會根據證券及期貨條例第336條存置之登記冊所記錄有關本公司股份及相關股份之任何其他權益或淡倉。

購股權計劃

於二零一八年六月十四日，本公司藉著於股東特別大會上通過之普通決議案採納一項購股權計劃（「二零一八年購股權計劃」）。二零一八年購股權計劃之主要條款概要載列如下。

二零一八年購股權計劃之概要

(a) 二零一八年購股權計劃之目的

二零一八年購股權計劃之目的乃為肯定參與者向本集團所作出之貢獻及為參與者提供個人持有本公司股份權益之機會，藉以達到激勵參與者盡力提升工作表現及效率，為本集團帶來裨益；及吸引及挽留或以其他方式維持與參與者之持續業務關係，該等參與者所作出之貢獻為本集團之長遠發展帶來裨益。

(b) 二零一八年購股權計劃之參與者

根據二零一八年購股權計劃，董事會可酌情向本集團之僱員或董事或合資格參與二零一八年購股權計劃之其他人士提呈授出購股權，在二零一八年購股權計劃條款及條件規限下認購本公司之普通股。

DIRECTORS' REPORT 董事會報告書*(c) Total number of shares available for issue under the 2018 Share Option Scheme*

The maximum number of shares of the Company which may be issued upon exercise of outstanding share options granted and yet to be exercised under the 2018 Share Option Scheme must not exceed 30% of the total number of shares of the Company in issue from time to time.

The total number of shares of the Company which may be issued upon exercise of all share options to be granted under the 2018 Share Option Scheme shall not in aggregate exceed 10% of the total number of shares of the Company in issue as at the date of approval of the 2018 Share Option Scheme. The Company may seek approval of the Company's shareholders in a general meeting for refreshing the 10% limit under the 2018 Share Option Scheme save that the total number of shares of the Company which may be issued upon the exercise of all share options to be granted under the 2018 Share Option Scheme under the limit as "refreshed" may not exceed 10% of the total number of shares of the Company in issue as at the date of approval of the limit.

(d) Maximum entitlement of each participant

The total number of the shares of the Company issued and to be issued upon exercise of the share options granted and to be granted to any participant (including both exercised, cancelled and outstanding share options) in any twelve months up to the date of the grant to such participant shall not exceed 1% of the total number of shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting of the Company.

(c) 根據二零一八年購股權計劃可發行之股份總數

根據二零一八年購股權計劃已授出之尚未行使購股權於行使時可予發行之本公司股份總數，最多不得超過本公司不時全部已發行股份之30%。

根據二零一八年購股權計劃將予授出之全部購股權於行使時可予發行之本公司股份總數，合共不得超過批准二零一八年購股權計劃當日本公司全部已發行股份之10%。本公司可敦請本公司股東於股東大會上批准更新二零一八年購股權計劃之10%限額，惟於經「更新」限額下根據二零一八年購股權計劃將予授出之全部購股權於行使時可予發行之本公司股份總數，不得超過批准該限額當日本公司全部已發行股份之10%。

(d) 各參與者之最大配額

截至向任何參與者授出購股權當日止十二個月內向該參與者授出及將予授出之購股權（包括已行使、已註銷及尚未行使之購股權）於行使時將予發行之本公司股份，連同已向該參與者發行之本公司股份，合共不得超過本公司全部已發行股份之1%。如欲額外授出超過此限制之購股權，必須於本公司股東大會上取得股東批准。

DIRECTORS' REPORT 董事會報告書

(e) Time of exercise of share option

Pursuant to the 2018 Share Option Scheme, any share option may be exercised in accordance with its terms at any time during a period to be determined and notified by the Board to each grantee, save that no share option may be exercised more than 10 years from the date on which the share option is deemed to have been granted and accepted in accordance with the terms of the 2018 Share Option Scheme. The Board may provide restrictions on the exercise of a share option during the option period.

(f) Payment on acceptance of share option

Pursuant to the 2018 Share Option Scheme, HK\$1.00 is payable by the grantee to the Company on acceptance of the share option within 7 days from the date of grant of the share option.

(g) Basic of determining the subscription price of share option

The exercise price per share option under the 2018 Share Option Scheme shall be determined by the Board in its absolute discretion, but in any event shall be at least the highest of: (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date when share option is offered; and (ii) the average closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date on which share option is offered.

(e) 購股權之行使時間

根據二零一八年購股權計劃，任何購股權可根據其條款於董事會釐定並知會個別承授人之期間內任何時間行使，惟不得於購股權根據二零一八年購股權計劃之條款被視為授出及接納當日起計十年後行使。董事會可附加於購股權期間行使購股權之限制。

(f) 接納購股權時付款

根據二零一八年購股權計劃，承授人須於授出購股權當日起計7日內接納購股權，並向本公司支付1.00港元。

(g) 釐定購股權認購價之基準

根據二零一八年購股權計劃，每份購股權之行使價應由董事會全權酌情釐定，惟無論如何不得低於下列兩者中的較高者：(i)本公司股份在提呈購股權當日在聯交所日報表所報的收市價；及(ii)本公司股份在緊接提呈購股權當日前五個營業日在聯交所日報表所報的平均收市價。

DIRECTORS' REPORT 董事會報告書*(h) Remaining life of the 2018 Share Option Scheme*

The 2018 Share Option Scheme will continue to be in full force and effect for a period of 10 years commencing on 14 June 2018 (save that the Company, by ordinary resolutions in general meeting or the Board, may at any time terminate the operation of the 2018 Share Option Scheme). After termination, no further share options will be granted but the provisions of the 2018 Share Option Scheme shall in all other respects remain in full force and effect and the share options which are granted during the life of the 2018 Share Option Scheme may continue to be exercisable in accordance with their respective terms of issue.

On 31 May 2023, by passing an ordinary resolution at the annual general meeting, the Company adopted another share option scheme (the "New Share Option Scheme") and terminated the 2018 Share Option Scheme. No options were granted since the adoption of the New Share Option Scheme.

Summary of the New Share Option Scheme*(a) Purpose of the New Share Option Scheme*

The purpose of the New Share Option Scheme is (i) to enable the Group to grant options to the eligible participants as incentives or rewards for their contribution to the Group; and (ii) to enable the Group to attract and retain high calibre personnel that are valuable to the Group.

(h) 二零一八年購股權計劃之剩餘年期

二零一八年購股權計劃將由二零一八年六月十四日起計十年內具有十足效力及作用（惟本公司根據股東大會通過之普通決議案或董事會可隨時終止二零一八年購股權計劃之運作）。終止後，概不得再根據二零一八年購股權計劃授出購股權，惟二零一八年購股權計劃之條文於所有其他方面仍具十足效力及作用，且於二零一八年購股權計劃有效期內已授出之購股權仍可繼續根據其各自之發行條款予以行使。

於二零二三年五月三十一日，本公司藉著於股東週年大會上通過之普通決議案而採納另一項購股權計劃（「新購股權計劃」）並終止二零一八年購股權計劃。自採納新購股權計劃以來並無授出購股權。

新購股權計劃之概要*(a) 新購股權計劃之目的*

新購股權計劃之目的是(i)讓本集團能夠向合資格參與者授予購股權，作為彼等對本集團作出貢獻之激勵或回報；及(ii)讓本集團能夠吸引及留住對本集團為寶貴之優秀人才。

DIRECTORS' REPORT 董事會報告書

(b) Participants of the New Share Option Scheme

Eligible Participants for the New Share Option Scheme include:

- (i) Employee Participant(s) including the Directors and employees of the Company or any of its Subsidiaries (including persons who are granted Options under the New Share Option Scheme as an inducement to enter into employment contracts with these companies);
- (ii) Service Provider(s) including person(s) who provide services to the Company or any of its Subsidiaries on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group, namely:
 - a. supplier of goods or services to any member of the Group; and/or
 - b. adviser, consultant, business or joint venture partner, contractor, agent or representative of any member of the Group but, for the avoidance of doubt, excluding (i) placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions of the Company or its Subsidiaries; and (ii) professional service providers such as the Auditor or valuers who provide assurance or are required to perform their services with impartiality and objectivity; and
- (iii) Related Entity Participants including the directors and employees of the Related Entity, provided that the Board may have absolute discretion to determine whether or not one falls within the above categories.

(b) 新購股權計劃之參與者

新購股權計劃之合資格參與者包括：

- (i) 僱員參與者，包括本公司或其任何附屬公司之董事及僱員（包括根據新購股權計劃獲授購股權以促成其與此等公司訂立僱傭合約之人士）；
- (ii) 服務提供者，包括在其日常及一般業務過程中持續或重複向本公司或其任何附屬公司提供符合本集團長遠增長利益之服務之人士，即：
 - a. 本集團任何成員公司之商品或服務之供應者；及／或
 - b. 本集團任何成員公司之顧問、諮詢人、業務或合營夥伴、承包商、代理或代表，但為免生疑問，不包括(i)為本公司或其附屬公司之集資、合併或收購提供顧問服務之配售代理或財務顧問；及(ii)提供鑑證或須公正客觀地執行服務之專業服務提供者，例如核數師或估值師；及
- (iii) 關聯實體參與者，包括關聯實體之董事及僱員，惟董事會有絕對酌情權以釐定任何人士是否屬上述類別。

DIRECTORS' REPORT 董事會報告書**(c) Total number of shares available for subscription under the New Share Option Scheme**

The total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and all other share option schemes existing at such time (including the New Share Option Scheme) (the "Relevant Scheme(s)") of the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the date of approval of the New Share Option Scheme (the "Scheme Mandate Limit").

Within the Scheme Mandate Limit, the total number of Shares which may be issued upon exercise of all options to be granted to the Service Providers under Relevant Scheme(s) must not in aggregate exceed 1% of the total number of Shares in issue as at the date of approval of the New Share Option Scheme (the "Service Provider Sublimit"), which shall not be valid unless: (i) the Service Provider Sublimit is separately approved by the Shareholders in general meeting; and (ii) a circular regarding the Service Provider Sublimit has been despatched to the Shareholders in a manner complying with, and containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules (including, amongst others, the basis for determining the Service Provider Sublimit and an explanation as to why the Service Provider Sublimit is appropriate and reasonable).

The Scheme Mandate Limit and/or the Service Provider Sublimit may be refreshed by ordinary resolution of the Shareholders in general meeting after three years from the date of the Shareholders' approval for the last refreshment (or the adoption of the New Share Option Scheme).

(c) 根據新購股權計劃可供認購之股份總數

根據新購股權計劃及當時存在之所有其他股份期權計劃(包括新購股權計劃)〔相關計劃〕授出之所有購股權獲行使時可發行之股份總數，合共不得超過於批准新購股權計劃當日已發行股份總數之10%〔計劃授權限額〕。

在計劃授權限額內，因根據相關計劃授予服務提供者之所有購股權獲行使而可發行之股份總數，合共不得超過於批准新購股權計劃當日已發行股份總數之1%〔服務提供者分項限額〕。除非以下情況，否則服務提供者分項限額無效：(i) 服務提供者分項限額由股東於股東大會上另行批准；及(ii)已向股東發出有關服務提供者分項限額之通函，其方式符合上市規則第十七章之有關規定並載有該等規定訂明之事宜(包括(除其他事項外)釐定服務提供者分項限額之基準及說明為何服務提供者分項限額是適當及合理)。

計劃授權限額及／或服務提供者分項限額可於股東批准上一次更新(或採納新購股權計劃)之日起三年後，由股東於股東大會上以普通決議案予以更新。

DIRECTORS' REPORT 董事會報告書

(d) Maximum entitlement of each participant

The total number of the shares of the Company issued and to be issued upon exercise of the share options granted and to be granted to any participant (including both exercised, cancelled and outstanding share options) in any twelve months up to the date of the grant to such participant shall not exceed 1% of the total number of shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting of the Company.

(e) Time of exercise of share option

Pursuant to the New Share Option Scheme, any share option may be exercised in accordance with its terms at any time during a period to be determined and notified by the Board to each grantee, save that no share option may be exercised more than 10 years from the date on which the share option is deemed to have been granted and accepted in accordance with the terms of the New Share Option Scheme. The Board may provide restrictions on the exercise of a share option during the option period.

(f) Payment on acceptance of share option

Pursuant to the New Share Option Scheme, HK\$1.00 is payable by the grantee to the Company on acceptance of the share option within 7 days from the date of grant of the share option.

(d) 每位參與者之最大配額

截至向任何參與者授出購股權當日止十二個月內向該參與者授出及將予授出之購股權(包括已行使、已註銷及尚未行使之購股權)於行使時將予發行之本公司股份, 連同已向該參與者發行之本公司股份, 合共不得超過本公司已發行股份總數之1%。如欲額外授出超過此限制之購股權, 必須於本公司股東大會上取得股東批准。

(e) 購股權之行使時間

根據新購股權計劃, 任何購股權可根據其條款於董事會釐定並知會個別承授人之期間內任何時間行使, 惟不得於購股權根據新購股權計劃之條款被視為授出及接納當日起計10年後行使。董事會可附加於購股權期間行使購股權之限制。

(f) 接納購股權時付款

根據新購股權計劃, 承授人須於授出購股權當日起計7日內接納購股權, 並向本公司支付1.00港元。

DIRECTORS' REPORT 董事會報告書*(g) Basic of determining the subscription price of share option*

The exercise price per share option under the New Share Option Scheme shall be determined by the Board in its absolute discretion, but in any event shall be at least the highest of: (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date when share option is offered; and (ii) the average closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date on which share option is offered.

(h) Remaining life of the Share Option Scheme

The New Share Option Scheme will continue to be in full force and effect for a period of 10 years commencing on 31 May 2023 (save that the Company, by ordinary resolutions in general meeting or the Board, may at any time terminate the operation of the New Share Option Scheme). After termination, no further share options will be granted but the provisions of the New Share Option Scheme shall in all other respects remain in full force and effect and the share options which are granted during the life of the New Share Option Scheme may continue to be exercisable in accordance with their respective terms of issue.

(g) 釐定購股權認購價之基準

根據新購股權計劃，每份購股權之行使價應由董事會全權酌情釐定，惟無論如何不得低於下列兩者中之較高者：(i)本公司股份在提呈購股權當日在聯交所日報表所報之收市價；及(ii)本公司股份在緊接提呈購股權當日前五個營業日在聯交所日報表所報之平均收市價。

(h) 購股權計劃之剩餘年期

新購股權計劃將由二零二三年五月三十一日起計10年內具有十足效力及作用（惟本公司可根據在股東大會通過之普通決議案或董事會可隨時終止新購股權計劃之運作）。終止後，概不得再根據新購股權計劃授出購股權，惟新購股權計劃之條文於所有其他方面仍具十足效力及作用，且於新購股權計劃有效期內已授出之購股權仍可繼續根據其各自之發行條款予以行使。

DIRECTORS' REPORT 董事會報告書

The number of share options available for grant under the scheme mandate limit of the 2018 Share Option Scheme as at 1 January 2024 was 247,352,304. The 2018 Share Option Scheme was terminated by the shareholders at the annual general meeting of the Company held on 31 May 2023. Since then, no further options shall be granted under the 2018 Share Option Scheme. Accordingly, as at 31 December 2025, the number of options available for grant under the then available scheme mandate under the 2018 Share Option Scheme was nil. As at 31 December 2025, 8,679,986 outstanding share options granted under the 2018 Share Option Scheme but not yet exercised shall continue to be valid and exercisable in accordance with the 2018 Share Option Scheme.

As at 31 December 2025, the Company did not have any other share schemes except for the New Share Option Scheme, and no share options had been granted under the New Share Option Scheme. The number of shares that may be issued in respect of the share options granted during the year ended 31 December 2025 divided by the weighted average number of issued shares of the Company for the year ended 31 December 2025 was approximately 2%. The number of share options available for grant under the scheme mandate limit of the New Share Option Scheme as at 31 December 2025 was 24,710,230 (including the service provider sublimit of 2,471,023), representing approximately 7.50% of the issued shares of the Company.

於二零二四年一月一日根據二零一八年購股權計劃之計劃授權限額可供授出之購股權數目為247,352,304份。二零一八年購股權計劃於二零二三年五月三十一日舉行之本公司股東週年大會上被股東終止。自此，不得再根據二零一八年購股權計劃授出購股權。因此，於二零二五年十二月三十一日，根據二零一八年購股權計劃當時可供動用之計劃授權可予授出之購股權數目為零。於二零二五年十二月三十一日，根據二零一八年購股權計劃授出但尚未行使之8,679,986份尚未行使購股權將繼續有效，並可根據二零一八年購股權計劃行使。

於二零二五年十二月三十一日，除新購股權計劃外，本公司並無任何其他股份計劃，亦無根據新購股權計劃授出任何購股權。就截至二零二五年十二月三十一日止年度內授出之購股權可予發行之股份數目除以截至二零二五年十二月三十一日止年度本公司已發行股份之加權平均數之商約為2%。於二零二五年十二月三十一日根據新購股權計劃之計劃授權限額可供授出之購股權數目為24,710,230份（包括服務提供者分項限額2,471,023份），佔本公司已發行股份約7.50%。

DIRECTORS' REPORT 董事會報告書

SHARE OPTION SCHEME

Details of the movements of the share options pursuant to Rule 17.07 of the Listing Rules during the year ended 31 December 2025 are as follows:

購股權計劃

截至二零二五年十二月三十一日止年度根據上市規則第17.07條披露之購股權變動如下：

Category of Participants	Date of Grant	Closing price per Share immediately before the date of grant (note)	Exercise price (note)	Vesting period	Exercise period (note)	Outstanding at 1 January 2025	Granted during the period	Exercised during the period	Lapsed during the period	Share consolidation effective on 28 July 2025	Adjusted on 20 October 2025 after completion of the Rights Issue (note)	Outstanding at 31 December 2025	Fair value per option at the date of grant
參與者類別	授出日期	緊接授出日期前之每股收市價 (附註)	行使價 (附註)	歸屬期	行使期 (附註)	於二零二五年一月一日尚未行使	期內授出	期內行使	期內失效	於二零二五年七月二十八日生效之股份合併	於二零二五年十月二十日供股完成後予以調整 (附註)	於二零二五年十二月三十一日尚未行使	於授出日期每份購股權之公平值
Employees 僱員													
In aggregate	31 January 2023	HK\$1.45 1.45港元	HK\$1.41 1.41港元	Vesting immediately	31 January 2024 to 30 January 2027	126,200,000	-	-	(4,206,175)	(113,580,000)	266,161	8,679,986	HK\$0.0592 0.0592港元
合計	二零二三年一月三十一日			即時歸屬	二零二四年一月三十一日至二零二七年一月三十日								
Total 總計						126,200,000	-	-	(4,206,175)	(113,580,000)	266,161	8,679,986	
												8,679,986	

Exercisable as at 31 December 2025
於二零二五年十二月三十一日可予行使

Note:

附註：

- These share options can be exercised at any time commencing from the first anniversary from the date of grant up to the date falling on 3 years from the first anniversary from the date of grant.
 - As a result of the Share consolidation completed on 28 July 2025 and the Rights Issue completed on 17 October 2025, (i) the closing price per share immediately before the date of grant has been adjusted from HK\$0.145 per Share to HK\$1.45 per Share; (ii) the exercise price of the outstanding Options granted on 31 January 2023 has been adjusted from HK\$1.45 per Share to HK\$1.41 per Share and (iii) the number of Shares to be issued upon exercise of the outstanding Options granted on 31 January 2023 under the Scheme has been adjusted from 8,620,000 to 8,886,161 (i.e. increase of 266,161) with effect from 20 October 2025.
- 該等購股權可於授出日期起第一週年直至授出日期起第一週年後滿三年當日隨時行使。
 - 由於股份合併已於二零二五年七月二十八日完成及供股已於二零二五年十月十七日完成，(i)緊接授出日期前之每股收市價已由每股股份0.145港元調整至每股股份1.45港元；(ii)於二零二三年一月三十一日授出之尚未行使購股權之行使價已由每股股份1.45港元調整至每股股份1.41港元及(iii)購股權計劃下於二零二三年一月三十一日授出之尚未行使購股權獲行使後將予發行之股份數目已由8,620,000股調整至8,886,161股(即增加266,161股)，自二零二五年十月二十日起生效。

DIRECTORS' REPORT 董事會報告書

During the year ended 31 December 2025, no share option was granted, exercised, reclassified, lapsed or cancelled under the New Share Option Scheme.

During the year, no share options were cancelled under the 2018 Share Option Scheme and the New Share Option Scheme.

CONNECTED TRANSACTIONS

Significant related party transactions entered by the Group during the year ended 31 December 2025 are disclosed in note 42 to the consolidated financial statements.

None of the related party transactions fall under the definition of "connected transaction" or "continuing connected transaction" in Chapter 14A of the Listing Rules.

AUDIT COMMITTEE

The Audit Committee has reviewed the Group's audited consolidated financial statements and results for the year ended 31 December 2025 and is satisfied that these have been prepared in accordance with the applicable accounting standards and fairly presented the Group's financial positions and results for the year ended 31 December 2025.

截至二零二五年十二月三十一日止年度，於新購股權計劃下並無購股權獲授出、行使、重新分類、失效或註銷。

年內概無任何購股權根據二零一八年購股權計劃及新購股權計劃被註銷。

關連交易

本集團於截至二零二五年十二月三十一日止年度內訂立之重大關聯方交易於綜合財務報表附註42中披露。

概無任何關聯方交易屬於上市規則第十四A章所界定之「關連交易」或「持續關連交易」。

審核委員會

審核委員會已審閱本集團截至二零二五年十二月三十一日止年度之經審核綜合財務報表及業績，並信納其已根據適用會計準則編製，並公平地呈列本集團截至二零二五年十二月三十一日止年度之財務狀況及業績。

DIRECTORS' REPORT 董事會報告書

Information on the work of the Audit Committee and its composition are set out in the "Corporate Governance Report" on pages 74 and 75 of this Annual Report.

CORPORATE GOVERNANCE

The Corporate Governance Report is set out on pages 61 to 96 of this Annual Report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained a sufficient public float under the Listing Rules throughout the year ended 31 December 2025.

AUDITOR

The consolidated financial statements for the year ended 31 December 2025 have been audited by Prism Hong Kong Limited. A resolution will be submitted to the forthcoming annual general meeting to re-appoint Messrs. Prism Hong Kong Limited as auditor of the Company.

On behalf of the Board of
Value Convergence Holdings Limited
Zhang Li
Chairman & Executive Director

Hong Kong
30 March 2026

有關審核委員會之工作及組成之資料載於本年報第74頁及第75頁之「企業管治報告」內。

企業管治

企業管治報告載於本年報第61頁至第96頁。

足夠公眾持股量

於本報告書刊發日期，根據本公司公開取得之資料及就董事所知，本公司截至二零二五年十二月三十一日止年度一直維持上市規則規定之足夠公眾持股量。

核數師

截至二零二五年十二月三十一日止年度之綜合財務報表已經由栢淳會計師事務所有限公司審核。於應屆股東週年大會上將提呈決議案以續聘栢淳會計師事務所有限公司為本公司核數師。

代表董事會
滙盈控股有限公司
主席兼執行董事
張利

香港
二零二六年三月三十日

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告



TO THE MEMBERS OF VALUE CONVERGENCE
HOLDINGS LIMITED

滙盈控股有限公司

(incorporated in Hong Kong with limited liability)

OPINION

We have audited the consolidated financial statements of Value Convergence Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") set out on pages 137 to 327, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 (the "HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

致VALUE CONVERGENCE HOLDINGS
LIMITED

滙盈控股有限公司之全體股東

(於香港註冊成立之有限公司)

意見

本核數師已審核列載於第137頁至第327頁滙盈控股有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二五年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表，以及綜合財務報表的附註，包括重大會計政策資料。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則會計準則》真實而公平地反映貴集團於二零二五年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及其綜合現金流量，並已按照《香港公司條例》妥為編製。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) as issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2024 were audited by another auditor who expressed an unmodified opinion on those statements on 28 March 2025.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

意見基準

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審核。我們在該等準則下承擔的責任已在本報告「核數師就審核綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」)中適用於公眾利益實體財務報表審計的規定，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審核憑證能充足及適當地為我們的審核意見提供基礎。

其他事項

本集團截至二零二四年十二月三十一日止年度的綜合財務報表由另一位核數師審核，該核數師於二零二五年三月二十八日就該等報表發表了無保留意見。

關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。這些事項是在我們審核整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

KEY AUDIT MATTERS (continued)

Impairment allowance on accounts receivable from money lending services

Refer to note 27 to the consolidated financial statements and the accounting policies on page 172 to 188.

The key audit matter

關鍵審計事項

As at 31 December 2025, the Group had accounts receivable from money lending services with carrying amount of approximately HK\$110,695,000. The Group has identified loans based on significant increases in the likelihood or risk of a default occurring since initial recognition.

於二零二五年十二月三十一日，貴集團來自放債服務之應收賬款之賬面值約為110,695,000港元。貴集團根據自初步確認後違約可能性顯著增加或發生違約風險而識別貸款。

The assessment of impairment for accounts receivable from money lending services involves significant management judgements and estimates on the amount of expected credit loss at the reporting date.

評估來自放債服務之應收賬款之減值時涉及管理層對報告日期之預期信貸虧損金額作出重大判斷及估計。

關鍵審核事項(續)

放債服務應收賬款減值準備

請參閱綜合財務報表附註27及第172頁至第188頁之會計政策。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our audit procedures were designed to assess the assumptions and critical judgements of the Group's forward-looking expected credit loss ("ECL") model used to estimate the impairment loss.

我們的審計程序旨在評估於貴集團為估計減值虧損所用前瞻性預期信貸虧損(「預期信貸虧損」)模式內的假設及判斷。

We obtained an understanding of the Group's credit risk management, practices and key controls over the application of the impairment methodology, and assessed the Group's impairment provisioning policy in accordance with the requirements of HKFRS 9, including an evaluation of management judgement on i) the use of reasonable and supportable credit risk information that is available without undue cost or effort; and ii) the staging criteria for determining if a significant increase in credit risk has occurred.

我們已獲得對貴集團信貸風險管理、有關應用減值方法之實務及關鍵控制的了解，並評估貴集團根據香港財務報告準則第9號規定之減值撥備政策，包括評估管理層對i)使用毋須付出不必要成本或努力即可取得之合理及具支持的信貸風險資料；及ii)釐定信貸風險有否顯著增加的分階段標準作出之判斷。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

KEY AUDIT MATTERS (continued)

Impairment allowance on accounts receivable from money lending services (continued)

The key audit matter

關鍵審計事項

關鍵審核事項 (續)

放債服務應收賬款減值準備 (續)

How the matter was addressed in our audit

我們的審計如何處理該事項

We tested the appropriateness of the Group's determination of significant increase in credit risk and the basis for classification of exposures into the three stages. Our testing included checking to loan overdue information, and considering the stage classification determined by the Group.

我們已測試 貴集團在釐定信貸風險是否顯著增加及將風險分類為三個階段的基準是否合適。我們的測試包括檢查貸款逾期資料，並考慮 貴集團釐定的階段分類。

We involved our internal valuation specialists to evaluate the work of the management's external valuer, covering the appropriateness of valuation methodologies, key assumptions and the reasonableness of conclusions.

我們安排了我們的內部估值專家評估管理層委聘的外部估值師的工作，範圍涵蓋估值方法的恰當性、關鍵假設及結論的合理性。

We have evaluated the Group's estimation methodology of expected credit losses, and checked the parameters to external data sources where available, including the price volatility of selected underlying collateral, valuation of the collateral and other sources of cash flows, and developed a reasonable range of expected cash shortfall for comparison with the Group's assessment.

我們已評估 貴集團的預期信貸虧損估計方法，並檢查可取得的外部資料來源數據，包括選定相關抵押品之價格波動、抵押品估值及現金流量的其他來源，並制定合理範圍的預期現金短缺，以與 貴集團的評估作比較。

We also assessed the financial statement disclosures relating to the Group's exposure to credit risk.

我們亦已評估有關 貴集團面對信貸風險的財務報表披露。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

KEY AUDIT MATTERS (continued)

Valuation of financial assets at fair value through other comprehensive income

Refer to note 25 to the consolidated financial statements and the accounting policies on page 176.

The key audit matter

關鍵審計事項

As at 31 December 2025, the Group has financial assets at fair value through other comprehensive income, comprising unlisted equity investments, of approximately HK\$12,307,000.

於二零二五年十二月三十一日，貴集團持有按公平值列賬及在其他全面收入表處理之財務資產包括非上市股本投資約12,307,000港元。

We have identified the valuation of the investment in unlisted equity securities included in the financial assets at fair value through other comprehensive income as a key audit matter since significant judgements and estimates, including use of significant unobservable inputs, have been used in the fair value estimations by the management at the end of the reporting period.

我們將計入按公平值列賬及在其他全面收入表處理之財務資產內之非上市股本證券投資之估值識別為關鍵審計事項，因為管理層在估計於報告期末之公平值時採用重大判斷及估計，包括重大不可觀察輸入數據。

關鍵審核事項(續)

按公平值列賬及在其他全面收入表處理之財務資產之估值

請參閱綜合財務報表附註25及第176頁之會計政策。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our audit procedures were designed to challenge the reasonable of judgements and estimates, including selection of valuation technique and use of significant unobservable inputs adopted in the fair value estimation by the management.

我們的審計程序旨在對判斷及估計之合理性提出質疑，包括於管理層估計公平值之過程中所選之估值技術及所採用之重大不可觀察輸入數據。

We involved our internal valuation specialists to evaluate the work of the management's external valuer, covering the appropriateness of valuation methodologies, key assumptions and the reasonableness of conclusions.

我們安排了我們的內部估值專家評估管理層委聘的外部估值師的工作，範圍涵蓋估值方法的恰當性、關鍵假設及結論的合理性。

We have also reviewed the methodology and the input data used with reference to the latest market data.

我們亦已參照最新市場數據，以檢討所用之方法及輸入數據。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS OF THE COMPANY AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRS Accounting Standards as issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

其他資料

貴公司董事須對其他資料負責。其他資料包括刊載於年報內的所有資料，但並不包括綜合財務報表及我們就此出具的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們並無對其他資料發表任何形式的核證結論。

在我們審核綜合財務報表時，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況有重大抵觸，或是否存在重大錯誤陳述。倘我們基於已執行的工作認為其他資料存在重大錯誤陳述，則我們須報告有關事項。

就此而言，我們並無任何事項需要報告。

貴公司董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則會計準則》及《香港公司條例》編製綜合財務報表，以令綜合財務報表作出真實而公平的反映及落實其認為編製綜合財務報表所必要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

RESPONSIBILITIES OF DIRECTORS OF THE COMPANY AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Audit Committee are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion, solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance and our agreed terms of engagements, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

貴公司董事及審核委員會就綜合財務報表須承擔的責任(續)

在編製綜合財務報表時，貴公司董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案則作別論。

審核委員會須負責監督貴集團的財務報告過程。

核數師就審核綜合財務報表承擔的責任

我們的目標是合理確保綜合財務報表整體而言不存在由於欺詐或錯誤而導致的任何重大錯誤陳述，並根據《香港公司條例》第405條及我們的經協定聘約條款僅向閣下(作為整體)出具包括我們意見的核數師報告，除此之外別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理確保乃高水平的保證，但不能擔保按香港審計準則進行的審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可能由欺詐或錯誤引起，倘合理預期個別或整體錯誤陳述可能影響綜合財務報表使用者根據綜合財務報表而所作出的經濟決定，則被視作重大錯誤陳述。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF
THE CONSOLIDATED FINANCIAL STATEMENTS
(continued)**

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.

**貴公司董事及審核委員會就綜合財
務報表須承擔的責任 (續)**

在根據香港審計準則進行審核的整個過程中，我們運用專業判斷並保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及取得充足而適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部控制的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部監控，以設計適當的審核程序，但目的並非對貴集團的內部監控是否有效發表意見。
- 評估貴公司董事所採用會計政策是否適當及作出會計估計及相關披露資料是否合理。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

- conclude on the appropriateness of the Company's directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

貴公司董事及審核委員會就綜合財務報表須承擔的責任(續)

- 對 貴公司董事採用持續經營會計基礎是否適當作出結論，及根據所得的審核憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對 貴集團持續經營的能力構成重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中的相關披露資料。倘有關的披露資料不足，則我們須修訂我們的意見。我們的結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事件或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、架構及內容，包括披露資料，以及綜合財務報表是否公平地反映相關交易及事件。
- 規劃及執行集團審計，就 貴集團內實體或業務單位的財務資料獲取充足及適當的審核憑證，作為對 貴集團財務報表形成意見的依據。我們負責指導、監督及審視就集團審計所執行的審核工作。我們就我們的審核意見承擔全部責任。

除其他事項外，我們會與審核委員會就審核的計劃範圍、時間安排及重大審核發現進行溝通，該等發現包括我們在審核過程中識別到內部監控的任何重大缺失。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the audit committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Chin Wang Leung.

Prism Hong Kong Limited

Certified Public Accountants

Chin Wang Leung

Practising Certificate Number: P07806

Hong Kong

30 March 2026

貴公司董事及審核委員會就綜合財務報表須承擔的責任(續)

我們亦向審核委員會作出聲明，指出我們已符合有關獨立性的相關道德要求。我們並會與審核委員會就可能被合理認為會影響我們獨立性的所有關係及其他事宜，以及在適用的情況下，為消除威脅採取的行動或防範措施作出溝通。

從與審核委員會溝通的事項中，我們釐定對本期間綜合財務報表的審核至關重要的事項，即關鍵審核事項。我們在核數師報告中描述該等事項，除非法例或規例不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在報告中傳達某一事項所造成的負面後果蓋過公眾利益以致我們會決定不應在報告中傳達該事項則作別論。

出具本獨立核數師報告的審核項目合夥人為錢宏亮先生。

栢淳會計師事務所有限公司

執業會計師

錢宏亮

執業證書編號：P07806

香港

二零二六年三月三十日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收入表

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

			2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Continuing operations	持續經營業務			
Revenue	收益	5	60,149	69,062
Other income	其他收入	5	300	1,301
Other gains or losses, net	其他收益或虧損淨額	7	(11,509)	(47,569)
Impairment losses on accounts receivable, net	應收賬款之減值虧損淨額	27	(36,453)	(72,775)
Impairment losses on other receivables, net	其他應收賬款之減值虧損淨額	28	-	(2,721)
Staff costs	員工成本	8	(37,680)	(35,274)
Commission expenses	佣金開支		(4,151)	(7,770)
Depreciation of property and equipment	物業及設備折舊	20	(498)	(660)
Depreciation of right-of-use assets	使用權資產折舊	23	(4,325)	(6,956)
Amortisation of other intangible assets	其他無形資產攤銷	18	(287)	(287)
Finance costs	融資成本	11	(4,532)	(4,279)
Other operating expenses	其他經營開支		(24,067)	(18,891)
Share of profit (loss) of an associate	分佔聯營公司之溢利 (虧損)		50	(89)
Loss before tax from continuing operations	持續經營業務之除稅前虧損		(63,003)	(126,908)
Income tax credit (expense)	所得稅抵免 (開支)	12	112	(121)
Loss for the year from continuing operations	持續經營業務之年度虧損	14	(62,891)	(127,029)
Discontinued operation	已終止經營業務			
Loss for the year from discontinued operation	已終止經營業務之年度虧損	13	-	(2,117)
Loss for the year	年度虧損		(62,891)	(129,146)
Other comprehensive expenses for the year	年度其他全面開支			
Items that will not be classified subsequently to profit or loss:	其後不會分類至損益賬之項目：			
Fair value change of financial assets at fair value through other comprehensive income	按公平值列賬及在其他全面收入表處理之財務資產之公平值變動	25	(2,005)	(2,127)
Exchange differences arising on translation of foreign operations	因換算海外業務而產生之滙兌差額		-	17
Total comprehensive expenses for the year	年度全面開支總額		(64,896)	(131,256)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收入表

For the year ended 31 December 2025

截至二零二五年十二月三十一日止年度

		Note 附註	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Loss for the year attributable to:	以下人士應佔年度虧損：			
Owners of the Company	本公司擁有人			
– Continuing operations	– 持續經營業務		(62,603)	(127,018)
– Discontinued operation	– 已終止經營業務		–	(1,407)
			(62,603)	(128,425)
Non-controlling interests	非控股權益			
– Continuing operations	– 持續經營業務		(288)	(11)
– Discontinued operation	– 已終止經營業務		–	(710)
			(288)	(721)
			(62,891)	(129,146)
Total comprehensive expenses for the year attributable to:	以下人士應佔全面開支總額：			
Owners of the Company	本公司擁有人			
– Continuing operations	– 持續經營業務		(64,608)	(129,145)
– Discontinued operation	– 已終止經營業務		–	(1,405)
			(64,608)	(130,550)
Non-controlling interests	非控股權益			
– Continuing operations	– 持續經營業務		(288)	(11)
– Discontinued operation	– 已終止經營業務		–	(695)
			(288)	(706)
			(64,896)	(131,256)
				(Restated) (重列)
Loss per share (HK cents)	每股虧損(港仙)	16		
From continuing and discontinued operations	持續及已終止經營業務			
– Basic and diluted	– 基本及攤薄		(23.85)	(51.73)
From continuing operations	持續經營業務			
– Basic and diluted	– 基本及攤薄		(23.85)	(51.17)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

As at 31 December 2025
於二零二五年十二月三十一日

			2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
	Notes 附註			
Non-current assets	非流動資產			
Goodwill	商譽	17	7,630	7,630
Trading rights	交易權	19	–	–
Other intangible assets	其他無形資產	18	3,713	4,000
Interest in an associate	於聯營公司之權益	24	799	749
Property and equipment	物業及設備	20	849	882
Investment property	投資物業	21	15,080	14,230
Statutory deposits	法定按金	22	1,518	1,592
Rental and utility deposits	租金及水電按金		–	1,537
Right-of-use assets	使用權資產	23	3,201	7,526
Financial assets at fair value through other comprehensive income	按公平值列賬及在其 他全面收入表處理之 財務資產	25	12,307	14,312
			45,097	52,458
Current assets	流動資產			
Accounts receivable	應收賬款	27	254,047	261,982
Prepayments, deposits, and other receivables	預付款項、按金及 其他應收賬款	28	7,724	2,334
Financial assets at fair value through profit or loss (“FVTPL”)	按公平值列賬及在損 益賬處理（「按公平值 列賬及在損益賬處 理」）之財務資產	26	86,126	116,436
Derivative financial assets	衍生財務資產	32	1,890	–
Bank balances and cash	銀行結餘及現金	29	102,974	18,391
			452,761	399,143
Current liabilities	流動負債			
Accounts payable	應付賬款	30	84,896	2,003
Accrued liabilities and other payables	應計負債及其他應付 賬款	30	10,012	13,592
Other borrowing	其他借款	33	9,000	9,000
Margin loan payables	應付保證金貸款	30	13,069	20,318
Convertible bonds	可換股債券	32	13,998	–
Lease liabilities	租賃負債	23	2,950	4,586
			133,925	49,499
Net current assets	流動資產淨額		318,836	349,644
Total assets less current liabilities	總資產減流動負債		363,933	402,102

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

As at 31 December 2025
於二零二五年十二月三十一日

			2025 二零二五年	2024 二零二四年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	31	680	690
Convertible bonds	可換股債券	32	4,536	13,476
Lease liabilities	租賃負債	23	324	3,244
			5,540	17,410
Net assets	資產淨值		358,393	384,692
Capital and reserves	資本及儲備			
Share capital	股本	35	1,846,355	1,810,848
Reserves	儲備		(1,488,321)	(1,426,121)
Equity attributable to owners of the Company	本公司擁有人應佔權益		358,034	384,727
Non-controlling interests	非控股權益		359	(35)
Total equity	權益總額		358,393	384,692

The consolidated financial statements on pages 137 to 327 were approved and authorised for issue by the board of directors on 30 March 2026 and are signed on its behalf by:

第137頁至第327頁所載之綜合財務報表經董事會於二零二六年三月三十日批准授權刊行，並由下列董事代表簽署：

Mr. Zhang Li
張利先生
Director
董事

Mr. Lin Hoi Kwong
連海江先生
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

Attributable to owners of the company
本公司擁有人應佔

		Share capital	Capital reserve	Convertible bonds reserve	Investments revaluation reserve	Share option reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	資本儲備	可換股債券儲備	重估儲備	購股權儲備	其他儲備	累計虧損	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note a) (附註a)				(note b) (附註b)				
At 1 January 2025	於二零二五年一月一日	1,810,848	123,758	885	(193,322)	8,260	(462)	(1,365,240)	384,727	(35)	384,692
Loss for the year	年度虧損	-	-	-	-	-	-	(62,603)	(62,603)	(288)	(62,891)
Other comprehensive expense for the year	年度其他全面開支										
Fair value loss on financial assets at fair value through other comprehensive income	按公平值列賬及在其他全面收入表處理之財務資產之公平值虧損	-	-	-	(2,005)	-	-	-	(2,005)	-	(2,005)
Total comprehensive expense for the year	年度全面開支總額	-	-	-	(2,005)	-	-	(62,603)	(64,608)	288	(64,896)
Recognition of non-controlling interests	確認非控股權益	-	-	-	-	-	-	-	-	682	682
Issue of new shares under rights issue	因供股而發行新股份	21,953	-	-	-	-	-	-	21,953	-	21,953
Transaction costs attributable to issue of shares upon rights issue	因供股而發行股份所產生之交易成本	(1,368)	-	-	-	-	-	-	(1,368)	-	(1,368)
Issue of shares by placement	因配售而發行股份	14,922	-	-	-	-	-	-	14,922	-	14,922
Recognition of equity component of convertible bonds	確認可換股債券之股本部分	-	-	2,510	-	-	-	-	2,510	-	2,510
Deferred tax liabilities on recognition of equity component of convertible bonds	就確認可換股債券之股本部分之遞延稅項負債	-	-	(102)	-	-	-	-	(102)	-	(102)
Adjustment of share option reserve upon issue of rights shares	因發行供股股份而調整購股權儲備	-	-	-	-	(4,994)	-	4,994	-	-	-
Lapse of share options	購股權失效	-	-	-	-	(2,753)	-	2,753	-	-	-
At 31 December 2025	於二零二五年十二月三十一日	1,846,355	123,758	3,293	(195,327)	513	(462)	(1,420,096)	358,034	359	358,393

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

		Attributable to owners of the company 本公司擁有人應佔								Non-controlling interests	Total	
		Share capital	Capital reserve	Convertible bonds reserve	Exchange reserve	Investments revaluation reserve	Share option reserve	Other reserve	Accumulated losses			
		股本	資本儲備	債券儲備	滙兌儲備	重估儲備	購股權儲備	其他儲備	累計虧損	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note a) (附註a)					(note b) (附註b)				
At 1 January 2024	於二零二四年一月一日	1,810,848	123,758	-	(677)	(191,195)	11,088	(462)	(1,239,643)	513,717	(435)	513,282
Loss for the year	年度虧損	-	-	-	-	-	-	-	(128,425)	(128,425)	(721)	(129,146)
Other comprehensive expenses for the year	年度其他全面開支											
Fair value loss on financial assets at fair value through other comprehensive income	按公平值列賬及在其他全面收入表處理之財務資產之公平值虧損	-	-	-	-	(2,127)	-	-	-	(2,127)	-	(2,127)
Exchange differences on translation of foreign operations	換算海外業務之滙兌差額	-	-	-	2	-	-	-	-	2	15	17
Total comprehensive expenses for the year	年度全面開支總額	-	-	-	2	(2,127)	-	-	(128,425)	(130,550)	(706)	(131,256)
Recognition of equity-settled share option expense (note 32)	確認以股本支付之購股權開支(附註32)	-	-	1,060	-	-	-	-	-	1,060	-	1,060
Deferred tax liabilities on recognition of equity component of convertible bonds	就確認可換股債券之股本部分之遞延稅項負債	-	-	(175)	-	-	-	-	-	(175)	-	(175)
Release upon disposal of subsidiaries (note 41)	因出售附屬公司而解除(附註41)	-	-	-	675	-	-	-	-	675	1,106	1,781
Lapse of share options (note 36)	購股權失效(附註36)	-	-	-	-	-	(2,828)	-	2,828	-	-	-
At 31 December 2024	於二零二四年十二月三十一日	1,810,848	123,758	885	-	(193,322)	8,260	(462)	(1,365,240)	384,727	(35)	384,692

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

Notes:

附註：

(a) Capital reserve

Pursuant to a scheme of capital reorganisation, which became effective on 28 May 2003, the High Court of Hong Kong had approved the reduction of the capital of Value Convergence Holdings Limited (the "Company") and the cancellation of the Company's share premium account. The credit arising from the reduction of the share capital account and cancellation of the share premium account, after eliminated against the accumulated losses, in the aggregate amount of HK\$123,758,200 was transferred to a capital reserve account of the Company. Such capital reserve account will not be treated as realised profits, and shall be treated as an undistributable reserve of the Company until and unless the creditors of the Company as at the date of the sanction are fully settled. In view of the fact that the Company had already fully settled the relevant debts due to the creditors, the Company is of the view that the reserve is distributable to the Company's shareholders.

(b) Other reserve

Other reserve represented the differences between the purchase considerations and the amounts acquired from non-controlling interests arising from acquisitions of the remaining equity interests of 9.90% in VC Capital Limited completed in 2012.

(a) 資本儲備

根據於二零零三年五月二十八日生效之股本重組計劃，香港高等法院批准削減滙盈控股有限公司（「本公司」）股本及註銷本公司之股份溢價賬。削減股本賬及註銷股份溢價賬所產生之進賬與累計虧損對銷後之總額為123,758,200港元，已撥入本公司之資本儲備賬。該資本儲備賬不會被視為已變現溢利，而被視為本公司之不可分派儲備，直至及除非本公司於該頒令當日之應付賬已悉數償付為止。鑑於本公司已悉數償付結欠債權人之有關債務，故本公司認為，此儲備已可分派予本公司股東。

(b) 其他儲備

其他儲備指向非控股權益收購滙盈融資有限公司餘下之9.90%股本權益之購買代價與所獲得款項之間的差額，有關收購已於二零一二年完成。

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Loss before tax	除稅前虧損		
– Continuing operations	– 持續經營業務	(63,003)	(126,908)
– Discontinued operations (note 13)	– 已終止經營業務 (附註13)	–	(2,183)
Adjustments for:	調整項目：		
Interest income from authorised institutions	來自認可機構之利息收入	(165)	(759)
Other interest income	其他利息收入	(31)	(495)
Interest expense on the convertible bonds	可換股債券之利息開支	992	213
Interest expense on margin loan payables	應付保證金貸款之利息 開支	2,067	3,179
Interest expense on lease liabilities	租賃負債之利息開支	293	299
Interest expense on bank overdraft	銀行透支之利息開支	6	3
Interest expense on other borrowing	其他借款之利息開支	1,170	585
Other loan interest	其他貸款利息	4	–
Gain on disposal of subsidiaries	出售附屬公司之收益	–	(424)
Share of (profit) loss of an associate	分佔聯營公司之(溢利) 虧損	(50)	89
Depreciation of property and equipment	物業及設備折舊	498	696
Depreciation of right-of-use assets	使用權資產折舊	4,325	6,956
Amortisation of other intangible assets	其他無形資產攤銷	287	287
Written off of inventory	存貨撇銷	–	688
Unrealised loss on financial assets held-for-trading	持作買賣財務資產之 未變現虧損	(23,179)	(22,594)
Fair value change of financial assets at FVTPL	按公平值列賬及在 損益賬處理之財務 資產之公平值變動	2,172	–
Gain on disposal of property and equipment	出售物業及設備之收益	(536)	(230)
Fair value change on investment property	投資物業之公平值變動	(850)	3,770
Provision for long service payments/ annual leave benefit	長期服務金/年假福利之 撥備	463	–
Impairment loss on accounts receivable, net	應收賬款之減值虧損淨額	36,453	72,775
Impairment loss on other receivables, net	其他應收賬款之減值虧損 淨額	–	2,721

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(39,084)	(61,332)
Decrease in inventories	存貨減少	-	573
Increase in accounts receivable	應收賬款之增加	(28,487)	(21,809)
Decrease in financial assets at FVTPL	按公平值列賬及在損益賬處理之財務資產之減少	51,317	73,991
(Increase) decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收賬款之(增加)減少	(5,390)	5,030
Decrease (increase) in rental and utility deposits	租金及水電按金之減少(增加)	1,537	(1,014)
Increase in accounts payable	應付賬款之增加	82,893	2,471
Decrease in margin loan payables	應付保證金貸款之減少	(9,316)	(3,699)
Decrease in accrued liabilities and other payables	應計負債及其他應付賬款之減少	(4,661)	(3,267)
Cash from (used in) operations	經營所得(所用)現金	48,809	(9,056)
Bank interest received	已收銀行利息	165	759
Income tax refund	已獲退回所得稅	-	66
NET CASH FROM (USED IN) OPERATING ACTIVITIES	經營活動所得(所用)現金淨額	48,974	(8,231)
INVESTING ACTIVITIES	投資活動		
Net cash outflow on acquisition of a subsidiary	收購附屬公司之現金流出淨額	-	(2,000)
Capital contribution to a joint venture	向合營企業注資	682	-
Proceed from disposal of property and equipment	出售物業及設備之所得款項	860	230
Purchase of property and equipment	購置物業及設備	(789)	(136)
Net cash inflow on disposal of subsidiaries	出售附屬公司之現金流入淨額	-	1,789
Payment of statutory deposits	法定按金付款	(25)	(596)
Refund of statutory deposits	法定按金退款	99	497
NET CASH FROM (USED IN) INVESTING ACTIVITIES	投資活動所得(所用)現金淨額	827	(216)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
FINANCING ACTIVITIES	融資活動		
Proceeds from issue of convertible bonds	發行可換股債券之所得款項	5,000	8,400
Proceeds from issue of shares by placement	因配售而發行股份之所得款項	14,922	–
Proceeds from issue of shares upon rights issue	因供股而發行股份之所得款項	21,953	–
New other borrowing raised	新籌措其他借款	–	9,000
Payments for transaction costs attributable to issue of shares by rights issue	支付因供股而發行股份所產生之交易成本	(1,368)	–
Repayment of lease liabilities and interest	償還租賃負債和利息	(4,849)	(7,643)
Loan from independent third party	來自獨立第三方之貸款	300	–
Interest paid	已付利息	(1,176)	(588)
NET CASH FROM FINANCING ACTIVITIES	融資活動所得現金淨額	34,782	9,169
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目之增加淨額	84,583	722
Effect of exchange rate changes	滙率變動之影響	–	(52)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	年初之現金及現金等值項目	18,391	17,721
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終之現金及現金等值項目	102,974	18,391

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

1. GENERAL INFORMATION

The Company is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 44.

The consolidated financial statements are presented in Hong Kong dollars, which is also the functional currency of the Company.

2. APPLICATION OF AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

In the current year, the Group has applied, for the first time, the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") which are effective for the Group's financial year beginning 1 January 2025:

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

1. 一般資料

本公司為一家於香港註冊成立之公眾有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處及主要營業地點之地址於年報內公司資料一節中披露。

本公司之主要業務為投資控股。其附屬公司之主要業務載於附註44。

綜合財務報表以港元列示，港元亦為本公司之功能貨幣。

2. 採用經修訂香港財務報告準則會計準則

於本年度，本集團已首次採用以下由香港會計師公會（「香港會計師公會」）頒佈並於本集團二零二五年一月一日開始之財務年度生效之經修訂香港財務報告準則會計準則：

香港會計準則 第21號之修訂	缺乏可兌換性
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於本年度採用經修訂香港財務報告準則會計準則對本年度及過往年度本集團之財務表現及財務狀況及／或綜合財務報表所載之披露事項並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (continued)

New and amendments to HKFRS Accounting Standards issued but not yet effective

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

HKFRS 18	Presentation and Disclosure in Financial Statements ²
HKFRS 19	Subsidiaries without Public Accountability: Disclosures and related amendments ²
Amendments to HKAS 21	Translation to a Hyperinflationary Presentation Currency ²
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ¹
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature - dependent Electricity ¹
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11 ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

- ¹ Effective for annual periods beginning on or after 1 January 2026.
² Effective for annual periods beginning on or after 1 January 2027.
³ Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that, except as described below, the application of the other new and amendments to HKFRS Accounting Standards will have no material impact on the results and the financial position of the Group.

2. 採用經修訂香港財務報告準則會計準則(續)

已頒佈但尚未生效之新頒佈及經修訂香港財務報告準則會計準則

本集團並無提前採用以下已頒佈但尚未生效之新頒佈及經修訂香港財務報告準則會計準則：

香港財務報告準則第18號	財務報表之呈列及披露 ²
香港財務報告準則第19號	非公眾問責附屬公司：披露及相關修訂 ²
香港會計準則第21號之修訂	換算至惡性通貨膨脹列報貨幣 ²
香港財務報告準則第9號及香港財務報告準則第7號之修訂	金融票據分類與計量之修訂 ¹
香港財務報告準則第9號及香港財務報告準則第7號之修訂	涉及依賴自然能源生產電力之合約 ¹
香港財務報告準則會計準則之修訂	香港財務報告準則會計準則之年度改進—第11卷 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業間之資產出售或注資 ³

- ¹ 於二零二六年一月一日或以後開始之年度期間生效。
² 於二零二七年一月一日或以後開始之年度期間生效。
³ 於某特定日期或以後開始之年度期間生效。

本公司董事預期，除下述者外，採用其他新頒佈及經修訂香港財務報告準則會計準則對本集團業績及財務狀況並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (continued)

New and amendments to HKFRS Accounting Standards issued but not yet effective (continued)

HKFRS 18 "Presentation and Disclosure in Financial Statements"

HKFRS 18 sets out requirements on presentation and disclosures in financial statements and will replace HKAS 1 Presentation of Financial Statements. HKFRS 18 introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. Minor amendments to HKAS 7 "Statement of Cash Flows" and HKAS 33 "Earnings per Share" are also made.

HKFRS 18, and the consequential amendments to other HKFRS Accounting Standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted.

The application of HKFRS 18 is not expected to have material impact on the financial position of the Group but is expected to affect the presentation of the statement of profit or loss and other comprehensive income and statement of cash flows and disclosures in the future financial statements. The Group will continue to assess the impact of HKFRS 18 on the consolidated financial statements of the Group.

2. 採用經修訂香港財務報告準則會計準則(續)

已頒佈但尚未生效之新頒佈及經修訂香港財務報告準則會計準則(續)

香港財務報告準則第18號「財務報表之呈列及披露」

香港財務報告準則第18號載列財務報表之呈列及披露規定，並將取代香港會計準則第1號「財務報表之呈列」。香港財務報告準則第18號引入新規定，在損益表中呈列特定之類別及經界定之小計項目；在財務報表附註中披露管理層定義之業績指標，以及改善財務報表所披露資料之滙總及分解。香港會計準則第7號「現金流量表」及香港會計準則第33號「每股盈利」亦作出輕微修訂。

香港財務報告準則第18號及其他香港財務報告準則會計準則之相應修訂將於二零二七年一月一日或以後開始之年度期間生效，並可提前應用。

應用香港財務報告準則第18號預期不會對本集團之財務狀況構成重大影響，但預期會影響日後財務報表中之損益及其他全面收入表及現金流量表之呈列及披露。本集團將繼續評估香港財務報告準則第18號對本集團綜合財務報表之影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

3. MATERIAL ACCOUNTING POLICY INFORMATION

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The material accounting policies are set out below.

3. 重大會計政策資料

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則會計準則編製。此外，綜合財務報表載列聯交所《證券上市規則》（「上市規則」）及《香港公司條例》規定之適用披露資料。

誠如下列會計政策所述，綜合財務報表乃按歷史成本基準編製，惟若干金融票據乃按各報告期末之公平值計量。

歷史成本一般是建基於就換取貨品及服務所支付之代價之公平值。

公平值是於計量日期市場參與者於主要（或最有利）市場上之有序交易中按現行市況出售資產可收取或轉讓負債須支付之價格（即退出價），而不論該價格是否可直接觀察或使用其他估值技術估計。公平值計量之詳情於下文所載之會計政策中解釋。

重大會計政策載列如下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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 listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

3. 重大會計政策資料(續)

綜合基準

綜合財務報表包括本公司及本公司所控制之實體以及其附屬公司之財務報表。如本公司符合以下情況，即為取得控制權：

- 對被投資方具有權力；
- 因參與被投資方業務而承擔可變回報之風險或享有可變回報之權利；及
- 可對被投資方使用權力以影響其回報。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對被投資方擁有控制權。

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支乃自本集團取得控制權之日期起計入綜合損益及其他全面收入表，直至本集團不再控制有關附屬公司之日期為止。

損益及其他全面收入之每個成份乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Basis of consolidation (continued)

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

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.

Business combinations or asset acquisition

The Group can elect to apply an optional concentration test, a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Assets acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

3. 重大會計政策資料(續)

綜合基準(續)

有必要時，會對附屬公司財務報表作出調整，以使彼等之會計政策與本集團之會計政策一致。

本集團內公司間之所有資產及負債、權益、收入、開支及有關本集團成員之間交易之現金流量，一概於綜合入賬時悉數對銷。

業務合併或資產收購

本集團可就每項交易自行選擇應用集中度測試。集中度測試容許實體簡單評估所收購之一組活動及資產是否並非一項業務。只要所收購之總資產之絕大部分公平值集中於一項可識別資產或一組類似之可識別資產，即符合集中度測試之結果。被評估之總資產不包括現金及現金等值項目、遞延稅項資產以及在遞延稅項負債之影響下所產生之商譽。倘符合集中度測試之結果，則該組活動及資產並非一項業務，且毋須再作評估。

資產收購

本集團於收購一組不構成業務之資產與負債時，其首先會按該等資產及負債各自之公平值將購買價分配至財務資產及財務負債，其後按該等資產及負債於購買日期各自之相對公平值，將購買價餘額分配至其他可識別資產及負債，藉此識別並確認所收購之個別可識別資產及所承擔之個別可識別負債。此類交易不會產生商譽或議價購買收益。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Business combinations or asset acquisition (continued)

Business combinations

Acquisition of businesses are accounted for by applying the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs incurred to effect a business combination are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to the acquiree's employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits, respectively;
- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of the acquiree's share-based payment transactions with the share-based payment transactions of the Group are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date (see the accounting policy below);

3. 重大會計政策資料(續)

業務合併或資產收購(續)

業務合併

業務收購採用收購法入賬。於業務合併中轉讓之代價乃按公平值計量，公平值按本集團所轉讓之資產於收購日期之公平值、本集團向被收購方之前擁有人所承擔之負債及本集團為換取被收購方之控制權而發行之股本權益總額計算。為落實業務合併而產生之收購相關成本乃於產生時於損益賬確認。

於收購日期，所收購之可識別資產及所承擔之負債乃按公平值確認，惟下列者除外：

- 遞延稅項資產或負債以及與被收購方僱員福利安排有關之資產或負債乃分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方之以股份為基礎付款交易有關之負債或股本票據或以本集團之以股份為基礎付款交易取代被收購方之以股份為基礎付款交易乃根據香港財務報告準則第2號「以股份為基礎付款」於收購日期計量（見下文會計政策）；

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Business combinations or asset acquisition (continued)

Business combinations (continued)

- assets (or disposal groups) that are classified as held-for-sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and
- lease liabilities are measured at the present value of the remaining lease payments as if the acquired lease was a new lease at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are measured at an amount equal to the lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the Group's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the aggregate of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. 重大會計政策資料(續)

業務合併或資產收購(續)

業務合併(續)

- 按照香港財務報告準則第5號「持作銷售之非流動資產及終止經營業務」分類為持作銷售之資產(或處置組)乃根據該準則計量;及
- 租賃負債按餘下租賃付款之現值計量,當中假設被收購之租賃於收購日期時為一項新租賃,除非有關租賃為(a)租期於收購日期起12個月內屆滿;或(b)相關資產屬低價值資產。使用權資產按相等於租賃負債之金額計量,並經調整以反映與市場條款作比較時租賃條款之好壞。

商譽乃計量為所轉讓之代價、於被收購方任何非控股權益之金額及本集團先前持有之被收購方股權(如有)之公平值三者之總和,較於收購日期所收購之可識別資產與所承擔之可識別負債之淨額所超出之差額。倘經過重新評估後,於收購日期所收購之可識別資產與所承擔之可識別負債之淨額高於所轉讓之代價、於被收購方任何非控股權益之金額及收購方先前持有之被收購方股權(如有)之公平值三者之總和,則差額即時於損益賬確認為議價收購收益。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Business combinations or asset acquisition (continued)

Business combinations (continued)

Non-controlling interests, unless as required by another standards, are measured at acquisition-date fair value except for non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets on a transaction-by-transaction basis.

Goodwill

Goodwill arising from a business combination is carried at cost less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGU") (or groups of CGU) that is expected to benefit from the synergies of the combination.

3. 重大會計政策資料(續)

業務合併或資產收購(續)

業務合併(續)

除非其他準則有所規定，否則非控股權益乃以收購日期之公平值計量，惟倘屬現有擁有人權益且容許其持有人於清盤時有權按比例分佔實體資產淨值之非控股權益，則可在逐項交易中按公平值或按現有擁有人權益按比例分佔被收購方之可識別資產淨值之已確認金額計量。

商譽

業務合併所產生之商譽乃按成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽乃分配至預期可自合併之協同效益獲利之本集團各個現金產生單位(「現金產生單位」)(或現金產生單位組別)。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Goodwill (continued)

A CGU (or groups of CGU) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or groups of CGU) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the CGU (or groups of CGU). Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

The Group's policy for goodwill relating to an associate that included in the carrying amount of the investment is set out in "investment in an associate" below.

Investment in an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

3. 重大會計政策資料(續)

商譽(續)

獲分配商譽之現金產生單位(或現金產生單位組別)於每年進行減值測試,或如有跡象顯示該現金產生單位可能出現減值,則更頻繁地測試。就基於報告期內進行之收購而產生之商譽而言,獲分配商譽之現金產生單位(或現金產生單位組別)乃於該報告期結束前進行減值測試。倘現金產生單位之可收回金額少於其賬面值,則首先分配減值虧損以調低該單位獲分配之任何商譽之賬面值,其後根據現金產生單位(或現金產生單位組別)內各資產之賬面值按比例分配減值虧損至該單位之其他資產。任何商譽之減值虧損乃直接於損益賬確認。就商譽確認之減值虧損不會於隨後期間撥回。

聯營公司之商譽乃計入投資之賬面值,而本集團有關此等商譽之政策載於下文「於聯營公司之投資」。

於聯營公司之投資

聯營公司指本集團對其有重大影響力之實體。重大影響力指參與被投資方財務及營運決策之權力,惟對該等政策並無控制權或共同控制權。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Investment in an associate (continued)

The results and assets and liabilities of the associate are incorporated in these consolidated financial statements using the equity method, except for the investments classified as held for sale in which case it is accounted for in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations. Under the equity method, investment in an associate is initially recognised at cost and adjusted thereafter to recognise the Group's share of the profit or loss and changes in the other comprehensive income of the associate is recognised in profit or loss and other comprehensive income respectively after the date of acquisition. If the Group's share of losses of an associate equals or exceeds its interest in the associate, which includes any long-term interests that, in substance, form part of the Group's net investment in the associate, the Group discontinues recognising its share of further losses. Additional losses are provided for, and a liability is recognised, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

If an associate uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made to make the associate's accounting policies conform to those of the Group when the associate's financial statements are used by the Group in applying the equity method.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment, any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of the associate is recognised as goodwill and is included in the carrying amount of the investment.

3. 重大會計政策資料(續)

於聯營公司之投資(續)

聯營公司之業績及資產與負債採用權益法計入綜合財務報表，惟分類為持作銷售之投資除外，該等投資按照香港財務報告準則第5號「持作銷售之非流動資產及終止經營業務」入賬。根據權益法，於聯營公司之投資初步按成本確認，並於其後調整，以確認本集團分佔聯營公司之溢利或虧損及其他全面收入之變動，其於收購日期後分別於損益賬及其他全面收入內確認。倘本集團分佔聯營公司之虧損相等於或超出其於該聯營公司之權益(包括任何實質上組成本集團於該聯營公司投資淨額部分之長期權益)，則本集團取消確認其分佔之進一步虧損。僅於本集團已產生法定或推定責任或代表聯營公司付款時，方就額外虧損作出撥備及確認負債。

倘聯營公司所用之會計政策有別於本集團於類似情況下就類似交易及事件所採用者，則在本集團應用權益法過程中使用聯營公司財務報表時，會調整聯營公司之會計政策，以使與本集團之會計政策貫徹一致。

於聯營公司之投資乃自被投資方成為聯營公司當日起使用權益法入賬。於收購投資時，收購成本超出本集團分佔聯營公司可識別資產及負債淨公平值之任何部分一概確認為商譽，並計入投資之賬面值。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Investment in an associate (continued)

Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition, after reassessment, is recognised in profit or loss in the period in which the investment is acquired.

The requirements of HKAS 36 "Impairment of Assets" issued by the HKICPA are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

Gains and losses resulting from transactions between the Group and its associate is recognised in consolidated financial statements only to the extent of unrelated investors' interests in the associate that are unrelated to the Group. The Group's share in the associate's gains or losses resulting from these transactions is eliminated.

3. 重大會計政策資料(續)

於聯營公司之投資(續)

於重新評估後，本集團分佔聯營公司可識別資產及負債淨公平值超出收購成本之任何部分一概於收購投資期間於損益賬確認。

就釐定是否需要對本集團於聯營公司之投資確認任何減值虧損而言，已應用香港會計師公會頒佈之香港會計準則第36號「資產減值」之規定。當有需要時，投資之全部賬面值（包括商譽）會作為單一資產進行減值測試，方法為比較其可收回金額（使用價值與公平值減出售成本之較高者）與其賬面值。任何經此確認之減值虧損不會分配至構成投資賬面值一部分之任何資產（包括商譽）。減值虧損之任何撥回於該項投資可收回金額其後增加時確認。

本集團與其聯營公司進行交易所得之損益，僅以與本集團並無關連之非關連投資者於該聯營公司之權益為限在綜合財務報表確認。本集團分佔聯營公司來自該等交易之損益均予以對銷。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Investment in an associate (continued)

The Group applies HKFRS 9 Financial Instruments issued by the HKICPA, including the impairment requirements, to long-term interests in an associate to which the equity method is not applied and which form part of the net investment in the investee. In applying HKFRS 9 to long-term interests, the Group does not take into account adjustments to their carrying amount required by HKAS 28 "Investments in Associates and Joint Ventures" issued by the HKICPA (i.e. adjustments to the carrying amount of long-term interests arising from the allocation of losses of the investee or assessment of impairment in accordance with HKAS 28).

Revenue from contracts with customers

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

3. 重大會計政策資料(續)

於聯營公司之投資(續)

本集團應用香港會計師公會頒佈之香港財務報告準則第9號「金融票據」(包括減值規定)，以處理不採用權益法並構成於被投資方之淨投資一部分之聯營公司長期權益。在對長期權益應用香港財務報告準則第9號時，本集團並無考慮香港會計師公會頒佈之香港會計準則第28號「於聯營公司及合營企業之投資」所規定之賬面值調整(即根據香港會計準則第28號，因分配被投資方之虧損或進行減值評估而產生之長期權益賬面值調整)。

客戶合約收益

所確認描述向客戶轉讓承諾貨品或服務之收益金額，應為能反映該實體預期就交換該等貨品或服務有權獲得之代價。具體而言，本集團使用五個步驟確認收益：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中之履約責任
- 第五步：於實體完成履約責任時(或就此)確認收益

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Revenue from contracts with customers (continued)

The Group recognised revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to customers.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- The Group’s performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct goods or services.

3. 重大會計政策資料(續)

客戶合約收益(續)

本集團於完成履約責任時(或就此)確認收益，即於特定履約責任相關之商品或服務之「控制權」轉讓予客戶時。

履約責任指一項獨特貨品及服務(或一組獨特貨品或服務)或一系列大致相同之獨特貨品或服務。

倘符合以下其中一項標準，則控制權隨時間轉移，而收益則參照完全履行相關履約責任之進展隨時間確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供之利益；
- 本集團履約製造出或提升某項資產，而該項資產於製造或提升時由客戶控制；或
- 本集團履約並無製造出對本集團而言有其他用途之資產，且本集團就迄今為止已完成之履約擁有可強制執行收款之權利。

否則，收益於客戶獲得獨特貨品或服務控制權之時間點確認。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Revenue from contracts with customers (continued)

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer, excludes amounts collected on behalf of third parties, discounts and sales related taxes.

Contract assets and contract liabilities

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

3. 重大會計政策資料(續)

客戶合約收益(續)

收益按客戶合約所訂明本集團預期享有之代價計量，惟不包括代表第三方收取之款項、折扣及銷售相關稅項。

合約資產及合約負債

合約資產指本集團就已向客戶轉讓貨品或服務而換取代價之權利(尚未成為無條件)。其根據香港財務報告準則第9號進行減值評估。相反，應收賬款指本集團收取代價之無條件權利，即代價到期付款前僅有待時間推移。

合約負債指本集團就已向客戶收取代價而須向客戶轉讓貨品或服務之責任。倘本集團於確認相關收益前擁有無條件收取代價之權利，亦會確認合約負債。在此情況下，亦會確認相應之應收賬款。

就與客戶訂立之單一合約而言，會呈列合約資產淨值或合約負債淨額。就多份合約而言，不相關合約之合約資產及合約負債不會按淨額基準呈列。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Revenue from contracts with customers (continued)

The Group recognised revenue from the following major sources:

- Brokerage commission and other related fee from dealing in securities
- Underwriting, sub-underwriting, placing and sub-placing commission
- Arrangement, advisory, referral fee and other fee income
- Insurance brokerage service
- Interest income
- Dividend income from financial assets held-for-trading

Brokerage

The Group provides broking and dealing services for securities. Commission income is recognised at a point in time on the execution date of the trades at a certain percentage of the transaction value of the trades executed. The Group provides custodian and handling services for securities, customer accounts. Fee income is recognised when the transaction is executed and service is completed (i.e. at a point in time), except for custodian service fee which is recognised over time.

3. 重大會計政策資料(續)

客戶合約收益(續)

本集團確認以下主要來源之收益：

- 買賣證券之經紀佣金及其他相關費用
- 包銷、分包銷、配售及分配售佣金
- 安排、顧問、轉介費及其他費用收入
- 保險經紀服務
- 利息收入
- 持作買賣財務資產之股息收入

經紀服務

本集團提供證券之經紀及買賣服務。佣金收入於執行買賣當日之某一時間點按所執行買賣之交易價值之若干百分比確認。本集團為證券客戶賬戶提供託管及處理服務。費用收入於執行買賣及完成服務時(即於一個時間點)確認，惟託管服務費隨時間確認。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Revenue from contracts with customers (continued)

Corporate finance and other advisory services

The Group provides underwriting, sub-underwriting, placing and sub-placing services to customers for their fund raising activities in equity and debt capital markets. Revenue is recognised when the relevant underwriting and placing are completed. Accordingly, the revenue is recognised at a point in time.

The Group also provides corporate advisory services to corporate clients for their corporate actions. The Group considers that all the services promised in a particular contract of being a corporate advisor are interdependent and interrelated and should be therefore accounted for as a single performance obligation. As there is enforceable right to payment for the Group for the performance of services completed up to date based on the contracts with customers regarding corporate advisory services, the revenue is recognised over time based on the stage of completion of the contract, the services transferred to customers up to date. The Group provides corporate secretary services to customers. Revenue is recognised over time or at a point in time with reference to the detailed terms of transactions as stipulated in the contracts entered into with its customers and counterparties.

3. 重大會計政策資料(續)

客戶合約收益(續)

企業融資及其他顧問服務

本集團為客戶提供於股本及債券資本市場集資活動之包銷、分包銷、配售及分配售服務，並於相關包銷及配售完成時確認收益。因此，收益乃於一個時間點確認。

本集團亦就公司客戶之各項企業行動提供企業顧問服務。本集團認為，於單一企業顧問合約中承諾提供之所有服務，均為互相依存及互相關聯，故應入賬為單一履約責任。由於根據與客戶訂立之企業顧問服務合約，本集團就迄今已完成履約之服務擁有收取付款之強制執行權利，故根據合約完成階段及迄今向客戶轉移之服務隨時間確認收益。本集團為客戶提供公司秘書服務，並參考與客戶及對手方訂立之合約詳細交易條款，隨時間確認或於一個時間點確認收益。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Revenue from contracts with customers (continued)

Asset management

The Group provides asset management services to customers. The customer simultaneously receives and consumes the benefit provided by the Group, hence the revenue is recognised as a performance obligation satisfied over time. Asset management fee income is charged at a fixed percentage per month of the net asset value of the managed accounts under management of the Group.

The Group is also entitled to a performance fee when there is a positive performance for the relevant performance period and it is recognised at the end of the relevant performance period, when it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Insurance brokerage

The Group owns insurance broker company licence and is entitled to conduct long term insurance business. Insurance commission income is recognised at a point in time of completion of dealing insurance brokerage service.

Interest income

Interest income is recognised and accrued using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

3. 重大會計政策資料(續)

客戶合約收益(續)

資產管理

本集團為客戶提供資產管理服務。客戶同時取得並耗用本集團提供之利益，因此，收益乃隨著履約責任達成時確認。資產管理費收入按本集團管理之管理賬戶之資產淨值之固定百分比每月收取。

本集團亦有權就於相關表現周期取得之正面表現收取表現費，並於相關表現周期期末，即可變代價之相關不確定性其後獲得解決，導致已確認之累計收益金額被大幅撥回之可能性極低時，確認有關表現費。

保險經紀

本集團持有保險經紀公司牌照，並有權進行長期保險業務。保險佣金收入於達成保險經紀服務交易之時間點確認。

利息收入

利息收入以實際利率法確認及累計。倘貸款及應收款項出現減值，本集團將其賬面值減至可收回金額，即按工具之原實際利率貼現所得之估計未來現金流量，並繼續將貼現計算為利息收入。已減值貸款及應收款項之利息收入按原實際利率確認。

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**3. MATERIAL ACCOUNTING POLICY INFORMATION
(continued)**

**Revenue from contracts with customers
(continued)**

Dividend income from financial assets held-for-trading

The Group invests mainly through purchases in the secondary market. The management follows strictly the internal securities investment policy and seeks the approval from the Board, when necessary. Dividend income from financial assets held-for-trading is recognised when the investee company declares dividend distribution.

Leasing

Definition of a lease

A contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

3. 重大會計政策資料(續)

客戶合約收益(續)

持作買賣財務資產之股息收入

本集團主要藉著於第二市場購買而作出投資。管理層嚴格遵守內部證券投資政策，並會於有需要時先提請董事會批准。持作買賣財務資產之股息收入於被投資方公司宣佈股息分派時確認。

租賃

租賃之定義

倘某合約賦予權利在一定時間內控制已識別資產之使用權以換取代價，則該合約為租賃或包含租賃。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Leasing (continued)

Definition of a lease (continued)

The Group as lessee

For contracts entered into or modified on or after the date of initial application of HKFRS 16, the Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease liabilities

At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;

3. 重大會計政策資料(續)

租賃(續)

租賃之定義(續)

本集團作為承租人

就於首次應用香港財務報告準則第16號之日期或之後訂立或修改之合約而言，本集團於合約訂立時評估該合約是否為租賃或包含租賃。本集團就其作為承租人之所有租賃安排確認使用權資產及相應租賃負債，惟短期租賃(界定為租期12個月或以下之租賃)及低價值資產租賃除外。就該等租賃而言，本集團按租期以直線法確認租賃付款為經營開支，除非以另一系統化基準更能代表消耗租賃資產所產生之經濟利益之時間模式，則作別論。

租賃負債

於開始日期，本集團按當日尚未支付租賃付款之現值計量租賃負債。租賃付款按租賃隱含之利率貼現。倘未能輕易釐定該利率，本集團將使用其增量借款利率貼現。

於租賃負債之計量中所包含之租賃付款包括：

- 固定租賃付款(包括實質固定付款)減任何應收租賃優惠；
- 可變租賃付款，其取決於指數或利率，於開始日期採用指數或利率初步計量；

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Leasing (continued)

Lease liabilities (continued)

- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease liability is remeasured (and with a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using revised discount rate.

3. 重大會計政策資料(續)

租賃(續)

租賃負債(續)

- 承租人根據剩餘價值擔保預期應付之金額；
- 購買權之行使價(倘承租人可合理肯定行使該等權利)；及
- 終止租賃之罰金付款(倘租期反映本集團行使終止租賃之權利)。

租賃負債在綜合財務狀況表中單獨呈列。

租賃負債之其後計量為增加賬面值以反映租賃負債之利息(採用實際利率法)及減少賬面值以反映作出之租賃付款。

倘出現以下情況，租賃負債將予重新計量(並對相關使用權資產予以相應調整)：

- 租期有變或發生重大事件或變化導致須改變對行使購買權之評估，在此情況下，租賃負債乃透過使用經修訂貼現率貼現經修訂租賃付款而重新計量。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Leasing (continued)

Lease liabilities (continued)

- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Right-of-use assets

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received. Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under HKAS 37 "Provision, Contingent Liabilities and a Contingent Assets". The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

The Group presents right-of-use assets as a separate line in the consolidated statement of financial position.

3. 重大會計政策資料(續)

租賃(續)

租賃負債(續)

- 因指數或利率變動或有擔保剩餘價值下之預期付款變動導致租賃付款出現變化，在此情況下，租賃負債乃透過使用初步貼現率（惟倘因浮動利率變動而導致租賃付款出現變化，則使用經修訂貼現率）貼現經修訂租賃付款而重新計量。
- 租賃合約已修改且租賃修改不作為一項單獨租賃入賬，在此情況下，租賃負債乃根據經修改租賃之租期透過使用於修改生效日期之經修訂貼現率貼現經修訂租賃付款而重新計量。

使用權資產

使用權資產包括初步計量之相應租賃負債、於開始日期或之前作出之租賃付款及任何初期直接成本，減已收取之租賃優惠。當本集團就拆除及移除租賃資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定之狀態承擔成本責任，將根據香港會計準則第37號「撥備、或然負債及或然資產」確認及計量撥備。除非成本乃因生產存貨而產生，否則該等成本乃計入相關使用權資產。

本集團將使用權資產單獨呈列在綜合財務狀況表中。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Leasing (continued)

Right-of-use assets (continued)

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses. They are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group applies HKAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

The Group as lessor

The Group enters into lease agreement as a lessor with respect to its investment property and motor vehicle. Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

Property and equipment

Property and equipment is stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

3. 重大會計政策資料(續)

租賃(續)

使用權資產(續)

使用權資產其後以成本減累計折舊及減值虧損計量。使用權資產乃按租期與相關資產之可使用年期(以較短者為準)折舊。折舊於租賃開始日期開始計提。

本集團應用香港會計準則第36號來釐定使用權資產是否已減值，並就任何已識別減值虧損入賬。

本集團作為出租人

本集團以出租人身份就其投資物業及汽車訂立租賃協議。本集團作為出租人之租賃分類為融資或經營租賃。當租賃條款將擁有權之絕大部分風險及回報轉讓予承租人時，有關合約分類為融資租賃。所有其他租賃則歸類為經營租賃。

經營租賃之租金收入於相關租期內以直線法確認。

物業及設備

物業及設備乃以成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表入賬。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Property and equipment (continued)

Depreciation is recognised so as to write off the cost of items of property and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

3. 重大會計政策資料(續)

物業及設備(續)

折舊乃按物業及設備項目於估計可使用年期內扣減剩餘價值以直線法確認所撇減其成本。估計可使用年期、剩餘價值及折舊方法於各報告期末予以檢討，而任何估計變動之影響按前瞻基準入賬。

物業及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。出售或報銷物業及設備項目所產生之任何收益或虧損按該資產之出售所得款項與賬面值之差額釐定並於損益賬中確認。

投資物業

投資物業是為賺取租金及／或資本增值而持有之物業。

投資物業初步按成本計量，其包括任何直接應佔開支。於初步確認後，投資物業按其公平值計量。投資物業公平值變動所產生之收益或虧損計入產生期間之損益賬。

投資物業於出售時或於投資物業永久不再使用且預期不會從出售中獲得未來經濟利益時取消確認。因取消確認物業而產生之任何收益或虧損(按出售所得款項淨額與資產賬面值之間之差額計算)計入取消確認物業期間之損益賬。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Intangible assets

Intangible assets acquired separately

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in business combination with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

3. 重大會計政策資料(續)

無形資產

分開收購之無形資產

分開收購並具無限期可使用年期之無形資產按成本減任何其後累計減值虧損列賬。

無形資產於出售時或當預期不會從使用或出售中獲得任何日後經濟利益時取消確認。出售無形資產所產生之任何收益或虧損按該資產之出售所得款項淨額與賬面值之差額計量並於取消確認該資產之期間在損益賬中確認。

於業務合併中收購之無形資產

於業務合併中收購之無形資產與商譽分開確認，並初步按其於收購日期之公平值(此被視為其成本)確認。

於初步確認後，於業務合併中收購並具有限期可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬，其列賬基準與分開收購之無形資產相同。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 "Revenue from Contracts with Customers" issued by the HKICPA. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

A financial asset and a financial liability is offset and the net amount presented in the consolidated statement of financial position when, and only when the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

3. 重大會計政策資料(續)

金融票據

財務資產及財務負債乃當某集團實體成為票據合約條文之訂約方時於綜合財務狀況表中確認。

除與客戶訂立合約所產生之應收賬款乃按香港會計師公會頒佈之香港財務報告準則第15號「客戶合約收益」初步計量外，財務資產及財務負債初步按公平值確認。收購或發行財務資產及財務負債（按公平值列賬及在損益賬處理（「按公平值列賬及在損益賬處理」）之財務資產及財務負債除外）之直接交易成本乃於初步確認時加入財務資產或財務負債之公平值或自財務資產或財務負債之公平值內扣除（如適用）。收購按公平值列賬及在損益賬處理之財務資產或財務負債之直接交易成本乃即時於損益賬中確認。

本集團在及只會在以下情況下，方會將財務資產及財務負債對銷，並於綜合財務狀況表呈列其淨額：當本集團現時具有可依法強制執行之權利以對銷已確認金額；並且有意按淨額結算或同時變現資產及清償負債。

財務資產

所有日常財務資產買賣按交易日基準確認及取消確認。日常買賣乃指須按照市場規定或慣例在一定時間內交付資產之財務資產買賣。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("FVTOCI") and FVTPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Financial assets at amortised cost (debt instruments)

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

所有已確認財務資產視乎財務資產之分類，其後整份按攤銷成本或公平值計量。財務資產於初步確認時分類為其後按攤銷成本、按公平值列賬及在其他全面收入表處理(「按公平值列賬及在其他全面收入表處理」)或按公平值列賬及在損益賬處理之方式計量。

初步確認時，財務資產之分類乃取決於財務資產合約現金流量特性及本集團管理該等資產之業務模式。

按攤銷成本列賬之財務資產(債務票據)

倘同時符合以下條件，則本集團其後按攤銷成本計量財務資產：

- 持有財務資產之業務模式之目的為持有財務資產藉以收取合約現金流量；及
- 財務資產合約條款令於特定日期產生之現金流量乃純粹為支付本金及未償還本金之利息。

按攤銷成本列賬之財務資產其後使用實際利率法計量並須予減值。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

攤銷成本及實際利率法

實際利率法乃計算債務票據之攤銷成本及按有關期間攤分利息收入之方法。

就並非購買或產生信貸減值財務資產(即於初步確認時已出現信貸減值之資產)之財務資產而言, 實際利率乃將初步確認時之估計日後現金收入(包括所有所支付或所收取而構成整體實際利率之費用及基點、交易成本及其他所有溢價或折讓)(不包括預期信貸虧損)按債務票據之預期年期或較短期間(如適用)實際貼現至債務票據賬面總值之利率。就購買或產生信貸減值財務資產而言, 經信貸調整實際利率乃按於初步確認時將估計日後現金收入(包括預期信貸虧損)貼現至債務票據攤銷成本之利率計算。

財務資產之攤銷成本指財務資產於初步確認時計量之金額減以本金還款, 再加以初步金額與到期金額之間的任何差額使用實際利率法計算之累計攤銷(就任何虧損準備作出調整)。財務資產之賬面總值指就任何虧損準備作出調整前之財務資產攤銷成本。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Amortised cost and effective interest method (continued)

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss and is included in the "Other income" line item (note 5).

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

攤銷成本及實際利率法(續)

其後按攤銷成本及按公平值列賬及在其他全面收入表處理之債務票據之利息收入使用實際利率法確認。就並非購買或產生信貸減值財務資產之財務資產而言，利息收入使用財務資產賬面總值之實際利率計算，惟其後出現信貸減值之財務資產除外(見下文)。就其後出現信貸減值之財務資產而言，利息收入應用財務資產攤銷成本之實際利率確認。倘於其後報告期間信貸減值金融票據之信貸風險有所改善致使財務資產不再出現信貸減值，則利息收入應用財務資產賬面總值之實際利率確認。

就購買或產生信貸減值財務資產而言，本集團應用初步確認時財務資產攤銷成本之經信貸調整實際利率確認。此計算不會回轉至總額基準，即使財務資產信貸風險其後有所改善致使財務資產不再出現信貸減值亦然。

利息收入於損益賬確認並計入「其他收入」項目(附註5)。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Equity instruments designated as at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held-for-trading or if it is contingent consideration recognised by an acquirer in a business combination.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, instead, they will be transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "Revenue" line item in profit or loss.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

指定為按公平值列賬及在其他全面收入表處理之股本票據

於初步確認時，本集團可作出不可撤回選擇(按個別票據基準)將於股本票據之投資指定為按公平值列賬及在其他全面收入表處理。倘股本票據屬持作買賣或倘屬收購方確認業務合併之或然代價，則不得指定為按公平值列賬及在其他全面收入表處理。

按公平值列賬及在其他全面收入表處理於股本票據之投資初步按公平值加交易成本計量。其後按公平值計量，公平值變動所產生之損益於其他全面收入確認並累計入投資重估儲備。於出售股本投資時，累計損益不會重新分類至損益賬，反而會撥入保留盈利。

該等於股本票據之投資之股息於確立本集團收取股息之權利時於損益賬確認，除非股息明確屬於收回投資成本之一部分則作別論。股息計入損益賬「收益」一項。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held-for-trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset. Fair value is determined in the manner described in note 39.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

按公平值列賬及在損益賬處理之財務資產

並不符合按攤銷成本計量或按公平值列賬及在其他全面收入表處理之財務資產一概按公平值列賬及在損益賬處理計量。具體而言：

- 於股本票據之投資乃分類為按公平值列賬及在損益賬處理，除非本集團於初步確認時將既非持作買賣亦非業務合併之或然代價之股本投資指定為按公平值列賬及在其他全面收入表處理。
- 不符合按攤銷成本列賬標準或按公平值列賬及在其他全面收入表處理標準之債務票據一概分類為按公平值列賬及在損益賬處理。此外，倘有關指定消除或大幅減少按不同基準計量資產或負債或確認其收益及虧損會產生之計量或確認差異，則符合按攤銷成本列賬標準或按公平值列賬及在其他全面收入表處理標準之債務票據於初步確認時可指定為按公平值列賬及在損益賬處理。本集團並無指定任何債務票據為按公平值列賬及在損益賬處理。

按公平值列賬及在損益賬處理之財務資產於各報告期末按公平值計量，在其並非指定對沖關係之一部分之情況下，任何公平值收益或虧損均於損益賬確認。於損益賬確認之收益或虧損淨額並不包括財務資產賺取之任何股息或利息。公平值按附註39所述之方式釐定。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Financial assets at FVTPL (continued)

A financial asset is held-for-trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition, it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Derivative financial instruments

Derivatives are initially recognised at fair value on the date the derivative contract is entered into and are subsequently remeasured at fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss, except when the derivative is designated as an effective hedging instrument, in which case the timing of recognition in profit or loss depends on the nature of the hedging relationship.

If the remaining maturity of a derivative exceeds 12 months and it is not expected to be realised or settled within 12 months, it is classified as a non-current asset or non-current liability. Other derivatives are classified as current assets or current liabilities.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

按公平值列賬及在損益賬處理之財務資產(續)

倘屬下列情況，則財務資產屬持作買賣：

- 購入財務資產主要為於不久將來出售；或
- 於初步確認時其構成本集團共同管理之已識別金融票據組合之一部分及具有近期實際短期獲利模式；或
- 其為一項衍生工具(屬財務擔保合約或指定及實際上為對沖票據之對沖票據除外)。

衍生金融票據

衍生工具於訂立衍生工具合約當日按公平值初步確認，其後於報告期末按公平值重新計量。由此產生之收益或虧損於損益確認，惟倘該衍生工具被指定為有效對沖工具，則於損益確認之時間點取決於對沖關係之性質。

倘衍生工具之剩餘期限超過12個月，且預期不會於12個月內變現或結算，則其將分類為非流動資產或非流動負債。其他衍生工具則分類為流動資產或流動負債。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Derivative financial instruments (continued)

Derivatives embedded in a hybrid contract (including a host financial asset within the scope of IFRS 9) are not treated as separate derivatives. The entire hybrid contract is classified and measured at either amortised cost or fair value, as appropriate.

When a derivative embedded in a non-derivative host contract (that is not a financial asset within the scope of IFRS 9) meets the definition of a derivative, its risks and characteristics are not closely related to the host contract, and the host contract is not measured at fair value through profit or loss, such embedded derivatives are treated as separate derivatives.

In general, multiple embedded derivatives in a single instrument that are separated from the host contract are treated as a single compound embedded derivative, unless they relate to different risk exposures and are readily separable and independent of each other.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

衍生金融票據(續)

嵌入於混合合約(包括國際財務報告準則第9號範圍內之主體財務資產)中之衍生工具，不應視為獨立的衍生工具。整個混合合約應視情況分類並以攤銷成本或公平值計量。

倘嵌入於非衍生工具主體合約(其不屬於國際財務報告準則第9號範圍內之財務資產)中之衍生工具符合衍生工具定義，且其風險及特徵與主體合約並非緊密關聯，而主體合約亦非按公平值列賬及在損益賬計量時，此類嵌入式衍生工具應視為獨立的衍生工具。

一般而言，單一工具中與主體合約分離之多個嵌入式衍生工具，應視為單一複合嵌入式衍生工具，除非彼等涉及不同的風險敞口，且易於分離及彼此獨立。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (“ECL”) on accounts receivable, and financial assets measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for accounts receivable from dealing in securities transactions, provision of corporate finance and other advisory services and contract assets. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

財務資產減值

本集團就應收賬款及按攤銷成本計量之財務資產確認預期信貸虧損(「預期信貸虧損」)之虧損準備。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初步確認有關金融票據以來之變動。

本集團必然確認證券交易買賣、提供企業融資及其他顧問服務之應收賬款及合約資產整個存續期之預期信貸虧損。該等財務資產之預期信貸虧損乃根據本集團過往之信貸虧損經驗採用撥備方陣估計，並就債務人獨有之因素、整體經濟狀況以及於報告日期對現行及預測經濟狀況發展方向之評估(包括金錢時間值(如適用))作出調整。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

For all other financial instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

財務資產減值(續)

就所有其他金融票據，本集團計量相等於十二個月預期信貸虧損之虧損準備，除非倘信貸風險自初步確認後顯著增加，則本集團確認整個存續期之預期信貸虧損。評估應否確認整個存續期之預期信貸虧損時，乃基於自初步確認後違約之可能性或風險有否顯著增加而進行。

信貸風險顯著增加

評估金融票據信貸風險是否自初步確認後顯著增加時，本集團將金融票據於報告日期發生違約之風險與金融票據於初步確認日期發生違約之風險加以比較。作出此評估時，本集團會考慮合理及可靠之定量及定性資料，包括過往經驗及毋須付出過多成本或努力即可取得之前瞻性資料。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

Significant increase in credit risk (continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

財務資產減值(續)

信貸風險顯著增加(續)

具體而言，於評估信貸風險自初步確認以來有否顯著增加時會考慮以下資料：

- 金融票據之外部(如可得)或內部信貸評級實際或預期顯著下跌；
- 業務、財務或經濟環境現時或預期發生不利變化，而預期足以導致大幅削弱債務人履行債務責任之能力；
- 債務人經營業績實際或預期顯著惡化；
- 同一債務人其他金融票據之信貸風險顯著增加；
- 債務人之監管、經濟或技術環境實際或預期發生重大不利變化，而導致大幅削弱債務人履行債務責任之能力。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

Significant increase in credit risk (continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, (except for term loans where a longer period of "past due" has been applied by the directors of the Company in view of the nature of the operation of the business and practice in managing the credit risk), unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) the debt instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". Performing means that the counterparty has a strong financial position and there is no past due amounts.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

財務資產減值(續)

信貸風險顯著增加(續)

不管上述評估之結果，倘合約付款逾期超過30日（惟本公司董事基於業務營運性質及信貸風險管理慣例，而對定期貸款採用較長「逾期期限」除外），本集團即假定財務資產之信貸風險自初步確認後顯著增加，除非本集團有合理及可靠資料顯示相反情況。

儘管如上文所述，惟倘債務票據於報告日期被判定為信貸風險偏低，本集團即假定債務票據之信貸風險自初步確認後並無顯著增加。倘屬下列情況，債務票據會被判定為信貸風險偏低：i)債務票據違約風險偏低；ii)借款人有很強之能力履行短期內之合約現金流量責任；及iii)經濟及商業環境之長期不利變化有可能但不一定會降低借款人履行其合約現金流量責任之能力。倘債務票據擁有「投資級別」（根據全球通用之定義）之外部信貸評級或（倘無法取得外部評級）該資產擁有「良好」之內部信貸評級，則本集團視該資產之信貸風險偏低。「良好」指交易對手財務狀況穩健且並無逾期款項。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

Significant increase in credit risk (continued)

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due, (except for term loans where a longer period of "past due" has been applied by the directors of the Company in view of the nature of the operation of the business and practice in managing the credit risk) unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

財務資產減值(續)

信貸風險顯著增加(續)

本集團定期監察用以識別信貸風險有否顯著增加之標準是否有效，並於適當時作出修訂以確保該等標準足以於款項逾期之前識別信貸風險顯著增加。

違約之定義

本集團認為以下情況就內部信貸風險管理而言構成違約事件，原因是過往經驗表明符合以下任何一項條件之財務資產一般未必能收回：

- 債務人違反財務契諾；或
- 內部產生或取自外部來源之資料表明，債務人不太可能向債權人(包括本集團)全數還款(不考慮本集團持有之任何抵押品)。

不論上述分析如何，本集團認為，倘財務資產逾期超過90日(惟本公司董事基於業務營運性質及信貸風險管理慣例，而對定期貸款採用較長「逾期期限」除外)即屬違約，除非本集團有合理可靠資料顯示較寬鬆之違約標準更為合適，則作別論。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

財務資產減值(續)

信貸減值財務資產

當發生一項或多項事件而對財務資產之估計未來現金流量產生不利影響時，該財務資產即為出現信貸減值。財務資產出現信貸減值之證據包括有關以下事件之可觀察數據：

- 發行人或借款人之重大財政困難；
- 違反合約，例如違約或逾期事件；
- 借款人之貸款人出於與借款人財政困難有關之經濟或合約原因而向借款人授出貸款人原本不會考慮之特惠；
- 借款人甚有可能破產或進行其他財務重組；或
- 因財政困難以致該財務資產之活躍市場消失。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

財務資產減值(續)

撇銷政策

當有資料顯示債務人處於嚴重財政困難且本集團沒有合理預期收回款項時，例如交易對手被清盤或進入破產程序，本集團即撇銷財務資產。已撇銷之財務資產仍可能根據本集團經考慮法律意見後(如適用)收回款項之程序實施強制執行。任何其後收回之款項會於損益賬中確認。

計量及確認預期信貸虧損

計量預期信貸虧損時，會綜合考慮違約概率、違約損失率(即發生違約時損失程度)及違約敞口之函數。違約概率及違約損失率之評定乃以根據上前瞻性資料作出調整之歷史數據為基礎。對於違約敞口，就財務資產而言，此為資產於報告日期之賬面值。

就財務資產而言，預期信貸虧損估計為根據合約結欠本集團之所有合約現金流量與本集團預期收取之所有現金流量兩者之間的差額，並按初始實際利率貼現。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

Measurement and recognition of ECL (continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for financial assets that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the consolidated statement of financial position.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

財務資產減值(續)

計量及確認預期信貸虧損(續)

本集團於損益賬確認所有金融票據減值收益或虧損，並以虧損準備賬對賬面值作出相應調整，惟按公平值列賬及在其他全面收入表處理之財務資產除外，其虧損準備乃於其他全面收入確認並累計入投資重估儲備，而並不會於綜合財務狀況表扣減財務資產之賬面值。

取消確認財務資產

本集團僅會於收取財務資產現金流量之合約權利屆滿，或轉讓財務資產並轉移絕大部分資產擁有權風險及回報予另一方時，方取消確認財務資產。倘本集團既無轉移亦無保留絕大部分擁有權風險及回報並繼續控制已轉讓資產，則本集團確認其於資產之保留權益及就其可能須支付之金額確認相應負債。倘本集團保留已轉讓資產絕大部分擁有權風險及回報，則本集團繼續確認財務資產並就已收所得款項確認有抵押借款。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets (continued)

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. 重大會計政策資料(續)

金融票據(續)

財務資產(續)

取消確認財務資產(續)

於取消確認按攤銷成本計量之財務資產時，資產賬面值與已收及應收代價總和之差額乃於損益賬中確認。此外，於取消確認本集團在初步確認時選擇按公平值列賬及在其他全面收入表處理之股本票據投資時，先前累計入投資重估儲備之累計收益或虧損不會重新分類至損益賬，惟轉撥入保留盈利。

財務負債及股本票據

分類為債務或權益

集團實體發行之債務及股本票據乃根據合約安排之實質內容與財務負債及股本票據之定義分類為財務負債或權益。

股本票據

股本票據乃證明於扣除其所有負債後在實體資產中擁有剩餘權益之任何合約。集團實體發行之股本票據乃按已收取所得款項(扣除直接發行成本)確認。

購回本公司本身之股本票據乃直接於權益確認及扣減。購買、出售、發行或註銷本公司本身之股本票據不會於損益賬確認任何收益或虧損。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies are measured in accordance with the specific accounting policies set out below.

Financial liabilities subsequently measured at amortised costs

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

3. 重大會計政策資料(續)

金融票據(續)

財務負債及股本票據(續)

財務負債

所有財務負債其後使用實際利率法按攤銷成本計量或按公平值列賬及在損益賬處理。

當轉讓財務資產(此轉讓並不符合取消確認資格)或當應用持續參與方法時產生之財務負債乃根據下文載列之特定會計政策計量。

其後按攤銷成本計量之財務負債

財務負債並非1)收購方確認業務合併之或然代價、2)持作買賣、或3)指定為按公平值列賬及在損益賬處理之財務負債，其後一概使用實際利率法按攤銷成本計量。

實際利率法乃計算財務負債之攤銷成本及按有關期間攤分利息開支之方法。實際利率乃將估計日後現金付款(包括所有所支付或所收取而構成整體實際利率之費用及基點、交易成本及其他所有溢價或折讓)按財務負債之預期年期或較短期間(如適用)實際貼現至財務負債攤銷成本之利率計算。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Financial liabilities (continued)

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Convertible bonds

Convertible bonds contain liability and equity components

Convertible bonds issued by the Group that contain both the liability and conversion option components are classified separately into respective items on initial recognition in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible bonds and the fair value assigned to the liability component, representing the conversion option for the holder to convert the loan notes into equity, is included in equity (convertible bonds reserve).

3. 重大會計政策資料(續)

金融票據(續)

財務負債及股本票據(續)

財務負債(續)

取消確認財務負債

本集團於(並僅於)其責任獲解除、取消或屆滿時,方會取消確認財務負債。取消確認之財務負債賬面值與已付或應付代價(包括任何已轉讓非現金資產或已承擔負債)之差額乃於損益賬中確認。

可換股債券

可換股債券包含負債及權益部分

本集團所發行包含負債及換股權部分之可換股債券,於初步確認時根據合約安排之實質內容與財務負債及股本票據之定義分開分類為相關項目。會以固定金額現金或其他財務資產換取固定數目之本公司本身股本票據之方式結算之換股權乃分類為股本票據。

初步確認時,負債部分之公平值按類似不可換股債務之當前市場利率釐定。發行可換股債券之所得款項總額與撥之負債部分之公平值兩者之間的差額(即持有人將貸款票據兌換為權益之換股權)列入權益(可換股債券儲備)。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Convertible bonds (continued)

Convertible bonds contain liability and equity components (continued)

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible bonds reserve until the embedded option is exercised. Where the option remains unexercised at the expiry date, the balance stated in convertible bonds reserve will be released to the accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. 重大會計政策資料(續)

可換股債券(續)

可換股債券包含負債及權益部分(續)

於隨後期間，可換股債券之負債部分使用實際利率法按攤銷成本列賬。權益部分(指可將負債部分轉換為本公司普通股之換股權)將保留於可換股債券儲備內，直至該內含換股權獲行使為止。倘換股權於到期日尚未獲行使，則可換股債券儲備所列之結餘將撥回至累計虧損。換股權獲轉換或到期概不會於損益賬確認任何收益或虧損。

與發行可換股債券有關之交易成本按所得款項總額分配比例分配至負債及權益部分。與權益部分有關之交易成本直接於權益扣除。與負債部分有關之交易成本計入負債部分之賬面值，並於可換股債券期限內按實際利率法攤銷。

借款成本

所有借款成本乃於產生之期間內於損益賬確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from (loss) profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences.

3. 重大會計政策資料(續)

稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

即期應付稅項乃按本年度應課稅溢利計算。基於在其他年度應課稅之收入或可扣稅之開支項目，以及永遠毋須課稅或可扣稅之項目，以致應課稅溢利與綜合損益及其他全面收入表中所報除稅前(虧損)溢利並不相同。本集團之即期稅項負債乃按報告期末已實行或大致上已實行之稅率計算。

遞延稅項乃就綜合財務報表之資產及負債賬面值與計算應課稅溢利所使用之相應稅基之臨時差額而確認。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產則以可能出現應課稅溢利，足以要動用可扣稅之臨時差額予以抵銷為限，就該等臨時差額確認。若於某項交易中，因初步確認(業務合併除外)資產及負債而產生既不影響應課稅溢利亦不影響會計溢利之臨時差額，且於交易時不會產生相等之應課稅及可扣稅之臨時差額，則不會確認該等遞延稅項資產及負債。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associate, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year which the asset is realised or the liability is settled, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. 重大會計政策資料(續)

稅項(續)

遞延稅項負債乃就於附屬公司及聯營公司之投資相關之應課稅臨時差額而確認，惟若本集團可控制臨時差額撥回，且臨時差額可能不會於可見未來撥回之情況除外。與該等投資及權益相關之可扣稅臨時差額產生之遞延稅項資產，僅會於可能有足夠應課稅溢利，足以要動用該臨時差額之優惠且預期會於可見未來撥回，方會確認該遞延稅項資產。

遞延稅項資產之賬面值於報告期末作檢討，並在不再可能有足夠應課稅溢利以收回全部或部分資產價值時作撇減。

遞延稅項資產及負債乃按預期於資產變現或負債償還之年度之適用稅率，基於報告期末已實行或大致上已實行之稅率(及稅法)計量。

遞延稅項資產及負債之計量，反映本集團於報告期末預期收回或償還其資產或負債賬面值之方式所帶來之稅務影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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**3. MATERIAL ACCOUNTING POLICY INFORMATION
(continued)****Taxation (continued)**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle current tax liabilities and assets on a net basis.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

Current tax and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

3. 重大會計政策資料(續)**稅項(續)**

當有可依法將即期稅項資產與即期稅項負債強制抵銷之權利，且有關遞延稅項資產及負債涉及同一稅務機關所徵收之所得稅，以及本集團擬按淨額基準結清即期稅項負債及資產時，遞延稅項資產及負債將予抵銷。

為方便計量本集團於確認使用權資產及相關租賃負債之租賃交易中之遞延稅項，本集團首先釐定各項稅項扣減乃歸屬於使用權資產還是租賃負債。

就稅項扣減乃歸屬於租賃負債之租賃交易而言，本集團就使用權資產及租賃負債分開應用香港會計準則第12號之規定。本集團以可能出現應課稅溢利，而足以要動用可扣稅之臨時差額予以抵銷為限，確認與租賃負債有關之遞延稅項資產，並就所有應課稅臨時差額確認遞延稅項負債。

即期稅項及遞延稅項於損益賬中確認，惟與於其他全面收入確認或直接於權益確認之項目有關之即期稅項及遞延稅項，亦會分別於其他全面收入確認或直接於權益確認。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to directors, employees and other eligible persons. Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

3. 重大會計政策資料(續)

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算為有關功能貨幣(即該實體經營所在主要經濟地區之貨幣)入賬。於報告期末，以外幣定值之貨幣項目均按該日之適用匯率重新換算。按公平值列賬及以外幣定值之非貨幣項目均按公平值釐定日期之適用匯率重新換算。按外幣過往成本計量之非貨幣項目毋須重新換算。

於結算貨幣項目及重新換算貨幣項目時產生之滙兌差額均於產生之期間於損益賬中確認。

以股份為基礎付款交易

以股本支付之以股份為基礎付款交易

授予董事、僱員及其他合資格人士之購股權。向僱員及其他提供類似服務之人士作出以股本支付之以股份為基礎付款乃按授出日期股本票據之公平值計量。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Share-based payment transactions (continued)

Equity-settled share-based payment transactions (continued)

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). The Group measures the recharge based on the fair value of the equity instruments of the Company at the grant date and allocates that recharge to each subsidiary based on the proportion of services received. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting condition. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss. When the share options are exercised, the amount previously recognised in the share option reserve will be transferred to share capital. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

3. 重大會計政策資料(續)

以股份為基礎付款交易(續)

以股本支付之以股份為基礎付款交易 (續)

於授出日期釐定以股本支付之以股份為基礎付款之公平值(並無計及所有非市場歸屬情況)乃基於本集團對最終將予歸屬之股本票據之估計於歸屬期間以直線法支銷，而權益(購股權儲備)亦隨之相應增加。本集團按本公司股本票據於授出日期之公平值計量有關分攤數額，並按各附屬公司收取服務之比例將有關分攤數額分配予各附屬公司。於各報告期末，本集團修訂其預期將予歸屬(基於評估所有相關非市場歸屬情況)之股本票據數目之估計。修訂有關原先估計(如有)之影響乃於損益賬中確認以使累計開支反映經修訂估計，而購股權儲備亦隨之相應調整。

對於在授出當日即時歸屬之購股權，其公平值會即時於損益賬中列支。購股權獲行使時，先前於購股權儲備中確認之金額將轉撥至股本。當購股權於歸屬日期後被收回或於屆滿日期仍未獲行使，則先前於購股權儲備中確認之金額將轉撥至累計虧損。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Fair value measurement

When measuring fair value except for the Group's share-based payment transactions, leasing transactions and value in use of property and equipment for the purpose of impairment assessment, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

3. 重大會計政策資料(續)

公平值計量

就減值評估計量公平值時(就本集團以股份為基礎付款交易、租賃交易以及物業及設備使用價值除外)，本集團計及市場參與者在計量日為該資產或負債定價時會計及之該等特徵。

非財務資產之公平值計量計及市場參與者藉著利用該資產之最高及最佳用途或向其他市場參與者(其會利用該資產之最高及最佳用途)出售該資產而產生經濟利益之能力。

本集團按情況採用適當且具備充分數據之估值技術計量公平值，盡量利用相關可觀察輸入數據並盡量減少使用不可觀察輸入數據。具體而言，本集團按輸入數據之特徵將公平值計量分為以下三個級別：

第1級— 相同資產或負債於活躍市場之報價(未經調整)。

第2級— 估值技術可直接或間接觀察得出對公平值計量而言屬重大之最低級別輸入數據。

第3級— 估值技術無法觀察得出對公平值計量而言屬重大之最低級別輸入數據。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Fair value measurement (continued)

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Retirement benefits costs

Payments to the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 重大會計政策資料(續)

公平值計量(續)

於報告期末，本集團藉著檢討按經常性基準以公平值計量之資產及負債之公平值計量，釐定其公平值層級間有否出現轉移。

政府補助

政府補助乃於能合理保證本集團將會遵守有關補助所附帶之條件，且能合理保證將會收取有關補助，方可確認。

就作為已經產生之開支或虧損之補償而應收之政府補助，或目的是為本集團提供即時財務支援(而未來不會有相關之成本)之政府補助，乃於補助成為應收款項之期間內在損益賬確認。

退休福利成本

向強制性公積金計劃支付之款項乃於僱員提供服務而致使彼等有權享有供款時確認。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS Accounting Standards requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries and annual leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS Accounting Standards requires or permits their inclusion in the cost of an asset.

3. 重大會計政策資料(續)

短期及其他長期僱員福利

短期僱員福利乃於僱員提供服務時按預期將支付之福利之未貼現金額確認。所有短期僱員福利均確認為開支，惟另一項香港財務報告準則會計準則規定或允許福利計入資產之成本值則另作別論。

僱員之工資及薪金及年假等應計福利乃於扣除任何已支付金額後確認為負債。

就其他長期僱員福利確認之負債乃按預計本集團就僱員直至報告日期提供之服務而估計之未來現金流出之現值計量。因服務成本、利息及重新計量導致負債之賬面值出現之任何變動均於損益賬確認，惟另一項香港財務報告準則會計準則規定或允許其計入資產之成本值則另作別論。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Impairment losses on property and equipment, right-of-use assets and intangible assets (other than impairment of goodwill set out in accounting policy of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its property and equipment and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. The recoverable amount of property and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives are tested for impairment annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or the CGU) for which the estimates of future cash flows have not been adjusted.

3. 重大會計政策資料(續)

物業及設備、使用權資產及無形資產之減值虧損(不包括上述商譽之會計政策所載之商譽減值)

本集團於報告期末審閱其物業及設備以及使用權資產之賬面值，以釐定是否有跡象顯示該等資產出現減值虧損。倘出現任何減值跡象，即會估計該資產之可收回金額，以釐定減值虧損(如有)之程度。物業及設備、使用權資產以及無形資產之可收回金額乃個別估計。倘不能估計個別資產之可收回金額，本集團會估計該資產所屬現金產生單位之可收回金額。如可確定一個合理貫徹之分配基準，企業資產亦會被分配至個別現金產生單位，否則會被分配至按可確定之合理貫徹分配基準之最小現金產生單位組別。

具無限定可使用年期之無形資產會每年及凡有跡象可能出現減值時進行減值測試。

可收回金額為公平值減銷售成本及使用價值之較高者。評估使用價值時，估計未來現金流量乃使用稅前貼現率貼現至其現值，該貼現率反映目前市場對資金時間值之評估以及估計未來現金流量未經調整之資產(或現金產生單位)之獨有風險。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

**Impairment losses on property and equipment, right-of-use assets and intangible assets (other than impairment of goodwill set out in accounting policy of goodwill above)
(continued)**

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of CGUs. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

3. 重大會計政策資料(續)

物業及設備、使用權資產及無形資產之減值虧損(不包括上述商譽之會計政策所載之商譽減值)(續)

倘若一項資產或現金產生單位之可收回金額預計低於其賬面值，則該資產(或該現金產生單位)之賬面值將被撇減至其可收回金額。倘若企業資產或企業資產之一部分不能按合理貫徹之基準分配至一項現金產生單位內，則本集團會將一組現金產生單位之賬面值(包括分配至該組現金產生單位之企業資產或企業資產一部分之賬面值)與該組現金產生單位之可收回金額作比較。分配減值虧損時，減值虧損會先分配以撇減任何商譽之賬面值(如適用)，其後再根據一項單位或一組現金產生單位內各項資產之賬面值按比例分配至其他資產。資產賬面值不會被撇減，以致低於以下三項之最高者：其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零。原應分配至該項資產之減值虧損金額會按比例分配至該單位或該組現金產生單位內之其他資產。除非相關資產根據另一準則而按經重估金額列賬，否則減值虧損即時於損益賬確認，有關減值虧損將根據該準則視作重估減值處理。

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Impairment losses on property and equipment, right-of-use assets and intangible assets (other than impairment of goodwill set out in accounting policy of goodwill above) (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or the CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or the CGU) in prior years. A reversal of an impairment loss is recognised as income immediately.

Cash and cash equivalents

In the consolidated statement of financial position, cash and bank balances comprise cash (i.e. cash on hand and demand deposits) and cash equivalents. Cash equivalents are short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather for investment or other purposes.

3. 重大會計政策資料(續)

物業及設備、使用權資產及無形資產之減值虧損(不包括上述商譽之會計政策所載之商譽減值)(續)

倘其後撥回減值虧損，資產(或現金產生單位)之賬面值調高至其重新估計之可收回金額，惟因此而增加之賬面值不可高於假設該資產(或該現金產生單位)於過往年度未經確認減值虧損原應釐定之賬面值。撥回之減值虧損即時確認為收入。

現金及現金等值項目

於綜合財務狀況表中，現金及現金等值項目包括現金(即手存現金及活期存款)及現金等值項目。現金等值項目為短期(一般原定到期日為三個月或更短)及流動性強之投資，可隨時轉換為已知數額之現金，其價值變化之風險可忽略不計。持有現金等值項目之目的是為了滿足短期現金承諾，而非為了投資或其他目的。

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4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimate uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4. 關鍵會計判斷及估計不確定性之主要來源

於應用附註3所述本集團之會計政策時，本公司董事須就未能自其他來源輕易取得之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及被視為屬有關之其他因素為基礎。實際結果可能有別於此等估計。

估計及相關假設會持續檢討。倘會計估計修訂僅影響該期間，則該修訂會在修訂估計期間確認。倘該修訂同時影響當期及未來期間，則該修訂會同時在修訂期間及未來期間確認。

估計不確定性之主要來源

於報告期末，有關未來之主要假設及估計不確定性之其他主要來源（為會構成重大風險導致於下個財政年度資產及負債之賬面值須作出大幅調整者）如下。

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4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Estimated impairment of accounts receivable

The impairment provisions for accounts receivable are based on assumptions about ECL. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, bases on the number of days that an individual receivable is outstanding as well as the Group's historical experience and forward-looking information at the end of the reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income. As at 31 December 2025 the carrying amount of accounts receivable from securities transactions, provision of corporate finance and other advisory services, money lending services, asset management service, insurance brokerage service, and property investment approximately HK\$134,174,000, HK\$228,000, HK\$110,695,000, HK\$8,934,000, HK\$16,000 and nil (2024: HK\$128,090,000, HK\$545,000, HK\$127,200,000, HK\$5,627,000, HK\$415,000 and HK\$105,000) respectively, net of accumulated impairment losses of approximately HK\$75,690,000 HK\$4,001,000, HK\$256,226,000, nil, nil and nil (2024: HK\$70,574,000 HK\$3,636,000, HK\$225,331,000, nil, nil and nil) respectively.

4. 關鍵會計判斷及估計不確定性之主要來源(續)

估計應收賬款減值

應收賬款減值撥備乃以有關預期信貸虧損之假設為依據。本集團於作出該等假設時運用判斷並基於個別應收款項未償還日數以及本集團過往經驗及於各報告期末之前瞻性資料而挑選減值計算之轉入數據。此等假設及估計出現變化可能嚴重影響評估結果，或須於綜合損益及其他全面收入表作出額外減值。於二零二五年十二月三十一日，證券交易之應收賬款、提供企業融資及其他顧問服務之應收賬款、放債服務之應收賬款、資產管理服務之應收賬款、保險經紀服務之應收賬款以及物業投資之應收賬款之賬面值分別約為134,174,000港元、228,000港元、110,695,000港元、8,934,000港元、16,000港元及無(二零二四年：128,090,000港元、545,000港元、127,200,000港元、5,627,000港元、415,000港元及105,000港元，扣除累計減值虧損分別約75,690,000港元、4,001,000港元、256,226,000港元、無、無及無(二零二四年：70,574,000港元、3,636,000港元、225,331,000港元、無、無及無)。

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4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Income taxes

As at 31 December 2025, no deferred tax asset has been recognised in respect of certain tax losses of approximately HK\$1,083,869,000 (2024: HK\$1,030,631,000) and deductible temporary difference of approximately HK\$5,346,000 (2024: HK\$6,376,000) due to the unpredictability of future profit streams. The realisable of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, or changes in facts and circumstances which result in revision of future taxation profits estimation, a material recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a recognition takes place.

Estimated fair value of financial assets at FVTOCI and derivative financial assets

As described in note 39, the directors of the Company use their judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. For financial assets at FVTOCI and derivative financial assets, assumptions are made based on inputs not quoted in an active market adjusted for specific features of the instrument. If the inputs and estimates applied in the model are different, the fair value of these financial instruments may change.

4. 關鍵會計判斷及估計不確定性之主要來源(續)

所得稅

於二零二五年十二月三十一日，並無就約1,083,869,000港元(二零二四年：1,030,631,000港元)之若干稅項虧損及可扣稅臨時差額約5,346,000港元(二零二四年：6,376,000港元)確認遞延稅項資產，蓋因未來溢利來源無法預測。遞延稅項資產之可變現性主要取決於未來會否有足夠未來溢利或應課稅臨時差額。倘實際產生之未來溢利少於預期，或基於事實及狀況變化致使未來應課稅溢利估計有所修改，則可能須確認重大遞延稅項資產，而此將於落實確認之期間於損益賬確認。

按公平值列賬及在其他全面收入表處理之財務資產及衍生財務資產之估計公平值

誠如附註39所述，本公司董事運用其判斷就並無於活躍市場報價之金融票據選擇適當之估值技術，並應用市場從業者常用之估值技術。對於按公平值列賬及在其他全面收入表處理之財務資產及衍生財務資產，乃基於並無於活躍市場報價之輸入數據(就票據特定性質作出調整)作出假設。倘該模式所用之輸入數據及估計不同，則該等金融票據之公平值亦可能有變。

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4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Estimated fair value of financial assets at FVTOCI and derivative financial assets (continued)

The carrying amounts of the financial assets at FVTOCI and derivative financial assets and as at 31 December 2025 was approximately HK\$12,307,000 and HK\$1,890,000 (2024: HK\$14,312,000 and nil). The directors of the Company believe that the chosen valuation techniques and assumptions are appropriate in determining the fair value of these financial instruments.

5. REVENUE AND OTHER INCOME

Revenue principally arises from the (i) financial services which consists of the provision of securities, brokering and dealing, provision of margin financing and money lending services, provision of placing and underwriting services, mergers and acquisitions services, and corporate finance and other related advisory services; (ii) asset management; (iii) insurance brokerage services and; (iv) property investment.

4. 關鍵會計判斷及估計不確定性之主要來源(續)

按公平值列賬及在其他全面收入表處理之財務資產及衍生財務資產之估計公平值(續)

按公平值列賬及在其他全面收入表處理之財務資產及衍生財務資產於二零二五年十二月三十一日之賬面值分別約為12,307,000港元及1,890,000港元(二零二四年: 14,312,000港元及無)。本公司董事認為, 所選估值技術及假設就釐定此等金融票據之公平值而言屬恰當。

5. 收益及其他收入

收益主要來自(i)金融服務, 當中包括提供證券經紀及買賣; 提供保證金融資及放債服務; 提供配售及包銷服務; 提供合併與收購服務; 及企業融資及其他相關顧問服務; (ii)資產管理; (iii)保險經紀服務; 及(iv)物業投資。

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5. REVENUE AND OTHER INCOME (continued)

5. 收益及其他收入(續)

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Continuing operations	持續經營業務		
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內與客戶訂立合約之收益		
Disaggregated by major services lines	按主要服務劃分		
– Brokerage commission and other related fees from dealing in securities	– 買賣證券所得經紀佣金及其他相關費用	5,266	4,758
– Underwriting, sub-underwriting, placing and sub-placing commission	– 包銷、分包銷、配售及分配售佣金	1,729	689
– Asset management	– 資產管理	3,576	2,338
– Arrangement, referral, advisory and other fee income	– 安排、轉介、顧問及其他費用收入	3,360	3,847
– Insurance brokerage	– 保險經紀	3,965	7,223
		17,896	18,855
Revenue from other sources	來自其他來源之收益		
– Interest income from clients	– 來自客戶之利息收入	41,833	49,927
– Rental income for investment property under operating leases – fixed lease payment (note)	– 經營租賃下投資物業之租金收入—固定租賃付款(附註)	420	280
		42,253	50,207
		60,149	69,062

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For the year ended 31 December 2025
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5. REVENUE AND OTHER INCOME (continued)

Note: An analysis of the Group's net rental income is as follows:

5. 收益及其他收入(續)

附註：本集團之淨租金收入分析如下：

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Gross rental income from investment property	來自投資物業之總租金收入	420	280
Direct operating expenses incurred for investment property that generated rental income during the year (include property expenses)	年內錄得租金收入之投資物業所產生之直接經營開支(包括物業開支)	(58)	(58)
Net rental income	淨租金收入	362	222

Disaggregation of revenue from contracts with customers by timing of recognition

按與客戶訂立合約所得收益之確認時間劃分

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Timing of revenue recognition	收益確認時間		
At a point in time	於一個時間點	11,455	13,004
Over time	於一段時間內	6,441	5,851
		17,896	18,855

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5. REVENUE AND OTHER INCOME (continued)

Transaction price allocated to the remaining performance obligations

As at 31 December 2025, the aggregate amount of transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) is approximately HK\$30,000 (2024: HK\$1,071,000). The amount represents revenue expected to be recognised in the future from corporate finance advisory service. The Group will recognise this revenue as the service is provided, which is expected to occur over the next 12 months (2024: 12 months). The above amounts do not include variable consideration which is constrained.

Other income

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Interest income from authorised institutions	來自認可機構之利息收入	165	758
Other interest income	其他利息收入	31	495
Total interest income	利息收入總額	196	1,253
Government grants (note)	政府補助(附註)	-	30
Sundry income	雜項收入	104	18
		300	1,301

Note: During the year ended 31 December 2025, the Group has not recognised government grants (2024: HK\$30,000) relating to the Hong Kong Institute of Human Resource Management Job Creation Scheme under the Anti-epidemic Fund. There are no unfulfilled conditions and other contingencies attached to the receipts of those subsidies.

5. 收益及其他收入(續)

將交易價分配至剩餘之履約責任

於二零二五年十二月三十一日，分配至未履行(或部分未履行)之履約責任之交易價總額約為30,000港元(二零二四年：1,071,000港元)。該款項為預期於未來確認之企業融資及其他顧問服務之收益。本集團將於提供服務時確認此收益，其預計將於未來12個月內發生(二零二四年：12個月)。上述金額不包括受制約之可變代價。

其他收入

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Interest income from authorised institutions	165	758
Other interest income	31	495
Total interest income	196	1,253
Government grants (note)	-	30
Sundry income	104	18
	300	1,301

附註：截至二零二五年十二月三十一日止年度，本集團並無就香港特別行政區政府之防疫抗疫基金下之香港人力資源管理學會創造職位計劃確認政府補助(二零二四年：30,000港元)。就該等補助而言，並無未達成之附帶條件及其他或然事項。

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截至二零二五年十二月三十一日止年度

6. SEGMENT INFORMATION

The Group's operating businesses are organised and managed separately, according to the nature of products and services provided, with each segment representing a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other operating segments. The Group manages its businesses by divisions, which are organised by different business lines.

Information reported to the Group's Executive Committee, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and performance assessment is prepared on this basis. The Group has identified the following six (2024: six) reportable segments under HKFRS 8 "Operating Segments" as follows:

- (i) the brokerage and financing segment engages in securities brokering and dealing, provision of margin financing and money lending, and placing and underwriting services;
- (ii) the corporate finance and other advisory services segment engages in provision of corporate financial advisory services and company secretarial services;
- (iii) the asset management segment engages in provision of asset management services;
- (iv) the insurance brokerage segment engages in provision of insurance brokerage services;
- (v) the proprietary trading segment engages in trading of equity securities, debt securities and other financial products; and
- (vi) the property investment segment engages in earning rentals from investment property.

6. 分部資料

本集團各經營業務乃按所提供產品及服務之性質分開組織及管理，各分部為一個策略業務單位，其提供之產品及服務所面對之風險及賺取之回報，有別於其他經營分部。本集團以業務分部管理其業務，並以不同業務線分類。

向本集團執行委員會（即主要營運決策者（「主要營運決策者」））彙報之資料乃用於資源分配及表現評估，並按上述基礎編製。本集團已根據香港財務報告準則第8號「經營分部」確定下列六個（二零二四年：六個）須予報告分部如下：

- (i) 經紀及融資業務分部從事證券經紀及買賣、提供保證金融資及放債，以及配售及包銷服務；
- (ii) 企業融資及其他顧問服務業務分部從事提供企業融資顧問服務及公司秘書服務；
- (iii) 資產管理業務分部從事提供資產管理服務；
- (iv) 保險經紀業務分部從事提供保險經紀服務；
- (v) 自營買賣業務分部從事股本證券、債務證券及其他金融產品買賣；及
- (vi) 物業投資業務分部從事賺取投資物業租金。

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For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

6. SEGMENT INFORMATION (continued)

Property investment segment was commenced during the year ended 31 December 2024.

The operating segment relating to the sales and marketing of digital assets was discontinued during the year ended 31 December 2024. The segment information reported on the next pages does not include any amounts for this discontinued operation, which are described in more details in note 13.

The following tables presented revenue and results of these reportable and operating segments for the years ended 31 December 2025 and 2024.

Year ended 31 December 2025

		Brokerage and financing	Corporate finance and other advisory services	Asset management	Insurance brokerage	Proprietary trading	Property investment	Segment total	Eliminations	Total
		經紀及融資業務	其他顧問服務業務	資產管理業務	保險經紀業務	自營買賣業務	物業投資業務	分部總計	對銷	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue	分部收益	48,828	3,360	3,576	3,965	-	420	60,149	-	60,149
Intra-segment sales	分部間銷售額	373	1,810	-	-	-	-	2,183	(2,183)	-
		49,201	5,170	3,576	3,965	-	420	62,332	(2,183)	60,149
Segment (loss) profit	分部(虧損)溢利	(13,425)	(3,002)	2,628	(299)	(14,641)	7	(28,732)	-	(28,732)
Unallocated administrative costs	未分配行政成本									(34,321)
Share of profit of an associate	分佔聯營公司之虧損									50
Loss before tax	除稅前虧損									(63,003)

6. 分部資料(續)

物業投資業務分部於截至二零二四年十二月三十一日止年度開始經營。

有關數碼資產銷售及推廣之經營分部已於截至二零二四年十二月三十一日止年度終止經營。下頁呈報之分部資料並無包括該已終止經營業務之任何金額，有關該已終止經營業務之詳情載於附註13。

下表載列截至二零二五年及二零二四年十二月三十一日止年度該等須予報告及經營分部之收益及業績資料。

截至二零二五年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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6. SEGMENT INFORMATION (continued)

Year ended 31 December 2025 (continued)

Other segment information

Continuing operations	Corporate finance and other advisory services	Asset management	Insurance brokerage	Proprietary trading	Property investment	Segment total	Eliminations	Total
持續經營業務	企業融資及 其他顧問 服務業務	資產管理 業務	保險經紀 業務	自營買賣 業務	物業投資 業務	分部總計	對銷	總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Amounts included in the measure of segment profit or loss:	計量分部損益時計入之金額：							
Net realised and unrealised loss on financial assets held-for-trading	持作買賣財務資產之已變現及未變現虧損淨額	-	-	-	10,948	-	10,948	-
Interest income from authorised institutions	來自認可機構之利息收入	(116)	(49)	-	-	-	(165)	-
Other interest income	其他利息收入	-	(31)	-	-	-	(31)	-
Staff costs	員工成本	9,951	3,740	1,073	736	-	15,500	22,180
Commission expenses	佣金開支	640	-	-	3,454	57	4,151	-
Fair value change on investment property	投資物業之公平值變動	-	-	-	-	-	(850)	-
Amortisation of other intangible assets	其他無形資產攤銷	-	-	287	-	-	287	-
Depreciation of property and equipment	物業及設備折舊	92	253	-	3	-	348	150
Impairment loss on accounts receivable, net	應收賬款之減值虧損淨額	36,088	365	-	-	-	36,453	-
Finance costs	融資成本	18,965	-	-	-	4,743	1,170	24,878
							(20,346)	4,532

Amounts regularly provided to the Group's Executive Committee but not included in the measure of segment profit or loss:	定期提供予本集團執行委員會但計量分部損益時並未計入之金額：							
Additions to non-current assets	非流動資產添置	25	8	-	-	-	33	756
Depreciation of right-of-use assets	使用權資產折舊	900	-	-	-	-	900	3,425
Income tax credit	所得稅抵免	-	-	-	-	-	-	(112)

6. 分部資料(續)

截至二零二五年十二月三十一日止年度
(續)

其他分部資料

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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6. SEGMENT INFORMATION (continued)

Year ended 31 December 2024 (continued)

Other segment information

Continuing operations	Corporate finance and other advisory services	Asset management	Insurance brokerage	Proprietary trading	Property investment	Segment total	Eliminations	Total
持續經營業務	企業融資及其他顧問服務業務	資產管理業務	保險經紀業務	自營買賣業務	物業投資業務	分部總計	對銷	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Amounts included in the measure of segment profit or loss:	計量分部損益時計入之金額：							
Net realised and unrealised loss on financial assets held-for-trading	持作買賣財務資產之已變現及未變現虧損淨額	-	-	-	43,999	-	43,999	43,999
Interest income from authorised institutions	來自認可機構之利息收入	(648)	(105)	-	-	(753)	(6)	(759)
Interest income from convertible bonds	可換股債券之利息收入	-	-	-	-	-	(3)	(3)
Other interest income	其他利息收入	(1)	(492)	-	(2)	(495)	-	(495)
Fair value change on investment property	投資物業之公平值變動	-	-	-	-	3,770	-	3,770
Staff costs	員工成本	8,687	3,996	1,768	605	-	15,056	35,274
Commission expenses	佣金開支	863	-	-	6,841	425	8,129	7,770
Amortisation of other intangible assets	其他無形資產攤銷	-	-	287	-	-	287	287
Depreciation of property and equipment	物業及設備折舊	93	325	-	3	-	421	660
Impairment loss on accounts receivable, net	應收賬款之減值虧損淨額	72,785	(10)	-	-	-	72,775	72,775
Impairment loss on other receivable, net	其他應收賬款之減值虧損淨額	-	-	-	-	-	2,721	2,721
Finance costs	融資成本	25,517	-	-	-	7,201	585	4,279

Amounts regularly provided to the Group's Executive Committee but not included in the measure of segment profit or loss:	定期提供予本集團執行委員會但計量分部損益時並未計入之金額：							
Additions to non-current assets	非流動資產添置	98	6	-	-	-	18,000	18,104
Depreciation of right-of-use assets	使用權資產折舊	2,701	-	-	-	-	2,701	6,956
Income tax expenses	所得稅開支	-	-	-	-	-	-	121

Note: Adjustments include the unallocated administrative costs that are not directly allocated to the six (2024: six) operating segments and also represent the intra-group sales, finance costs and management fee which are eliminated at consolidation.

6. 分部資料(續)

截至二零二四年十二月三十一日止年度
(經重列)(續)

其他分部資料

Continuing operations	Corporate finance and other advisory services	Asset management	Insurance brokerage	Proprietary trading	Property investment	Segment total	Eliminations	Total
持續經營業務	企業融資及其他顧問服務業務	資產管理業務	保險經紀業務	自營買賣業務	物業投資業務	分部總計	對銷	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Amounts included in the measure of segment profit or loss:	計量分部損益時計入之金額：							
Net realised and unrealised loss on financial assets held-for-trading	持作買賣財務資產之已變現及未變現虧損淨額	-	-	-	43,999	-	43,999	43,999
Interest income from authorised institutions	來自認可機構之利息收入	(648)	(105)	-	-	(753)	(6)	(759)
Interest income from convertible bonds	可換股債券之利息收入	-	-	-	-	-	(3)	(3)
Other interest income	其他利息收入	(1)	(492)	-	(2)	(495)	-	(495)
Fair value change on investment property	投資物業之公平值變動	-	-	-	-	3,770	-	3,770
Staff costs	員工成本	8,687	3,996	1,768	605	-	15,056	35,274
Commission expenses	佣金開支	863	-	-	6,841	425	8,129	7,770
Amortisation of other intangible assets	其他無形資產攤銷	-	-	287	-	-	287	287
Depreciation of property and equipment	物業及設備折舊	93	325	-	3	-	421	660
Impairment loss on accounts receivable, net	應收賬款之減值虧損淨額	72,785	(10)	-	-	-	72,775	72,775
Impairment loss on other receivable, net	其他應收賬款之減值虧損淨額	-	-	-	-	-	2,721	2,721
Finance costs	融資成本	25,517	-	-	-	7,201	585	4,279

附註：調整包含並無直接分配至六個(二零二四年：六個)經營分部之未分配行政成本，此外亦反映於綜合入賬時對銷之集團內公司間銷售額、融資成本及管理費。

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6. SEGMENT INFORMATION (continued)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit or loss represents the profit earned by/loss from each segment, before the deduction of unallocated administrative costs, gain on disposal of a subsidiary and share of (loss) profit of an associate. This is the measure reported to the Group's Executive Committee for the purposes of resource allocation and performance assessment.

Segment assets and liabilities are not presented as they are not regularly provided to the Group's Executive Committee.

Geographical information

The Group's operations are located in Hong Kong (country of domicile). Almost all of its non-current assets (other than financial instruments) are attributed to the operations in Hong Kong.

Information about the Group's revenue from external customers is presented based on the location of the operations. During the year ended 31 December 2025, the Group's revenue is derived from customers in Hong Kong (2024: Hong Kong). Accordingly, no analysis by geographical segment is provided for revenue.

6. 分部資料(續)

各經營分部之會計政策與附註3所述之本集團會計政策一致。分部損益指各分部所賺取之溢利／產生之虧損，並未扣除未分配行政成本、出售附屬公司之收益及分佔聯營公司之(虧損)溢利。此乃向本集團執行委員會報告以供分配資源及評定表現之基準。

由於分部資產及負債並無定期提供予本集團執行委員會，故並無呈列有關資料。

地區資料

本集團業務位於香港(常駐地)。其絕大部分非流動資產(除金融票據外)均與香港業務有關。

有關本集團來自外部客戶之收益之資料按業務所在地呈列。截至二零二五年十二月三十一日止年度，本集團之收益來自香港客戶(二零二四年：香港)。因此，並無提供按地區分類之收益分析。

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截至二零二五年十二月三十一日止年度

6. SEGMENT INFORMATION (continued)

Information about major customers

Revenue from customers of the corresponding year contributing over 10% of the total revenue of the Group are as follows:

6. 分部資料(續)

有關主要客戶之資料

於相應年度貢獻本集團總收益超過10%之客戶收益如下：

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A ¹	客戶A ¹	7,133	8,317

¹ Revenue from the segment of brokerage and financing

¹ 收益來自經紀及融資業務分部

7. OTHER GAINS OR LOSSES, NET

Continuing operations

7. 其他收益或虧損淨額

持續經營業務

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Net exchange gain (loss)	滙兌收益(虧損)淨額	225	(38)
Gain on disposal of property and equipment	出售物業及設備之收益	536	230
Fair value change of investment property	投資物業之公平值變動	850	(3,770)
Fair value change of financial assets at FVTPL	按公平值列賬及在損益賬處理之財務資產之公平值變動	(2,172)	-
Gain on disposal of a subsidiary (note 41)	出售附屬公司之收益(附註41)	-	8
Net realised and unrealised loss on financial assets held-for-trading	持作買賣財務資產之已變現及未變現虧損淨額	(10,948)	(43,999)
		(11,509)	(47,569)

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8. STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS)

Continuing operations

8. 員工成本(包括董事酬金)

持續經營業務

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Staff commission	員工佣金	2,238	1,684
Salaries and wages	薪金及工資	31,906	30,409
Staff welfare	員工福利	2,066	1,558
Recruitment costs	招聘成本	5	8
Termination benefits	離職福利	–	67
Retirement benefits scheme contributions	退休福利計劃供款	894	798
Discretionary and performance related incentive payments and provision of gratuity	酌情表現相關獎金及約滿酬金撥備	477	783
Provision (reversal) of long service payment/annual leave benefits	長期服務金/年假福利之撥備(撥回)	94	(33)
		37,680	35,274

The Group participates in a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance in December 2001. The assets of which are held in separate trustee-administered funds.

Both the Group and the employees contribute a fixed percentage of the relevant payroll to the MPF Scheme. The contribution by the Group is capped at HK\$1,500 per employee per month and is expensed as incurred.

本集團推行於二零零一年十二月根據《強制性公積金計劃條例》設立之強制性公積金計劃(「強積金計劃」)。有關計劃之資產由信託管理基金分開持有。

本集團及僱員均按有關薪金之固定百分比向強積金計劃供款。本集團之供款上限為每名僱員每月1,500港元，供款乃於發生時列作開支。

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9. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the 9 (2024: 8) directors of the Company were as follows:

9. 董事酬金

已付及應付本公司9位(二零二四年: 8位)董事之酬金如下:

		Year ended 31 December 2025 截至二零二五年十二月三十一日止年度			
		Fees	Salaries and other benefits	Retirement benefits scheme contribution	Total emoluments
		袍金	薪金及其他福利	退休福利計劃供款	總酬金
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors	執行董事				
Zhang Li (note 1)	張利(附註1)	297	-	-	297
Chai Nan (note 2)	柴楠(附註2)	60	-	-	60
Fu Yiu Man, Peter	符耀文	-	600	18	618
Wong Kam Fat, Tony	黃錦發	360	-	-	360
Lin Hoi Kwong	連海江	-	672	18	690
Li Cindy Chen (note 3)	李晨(附註3)	360	-	-	360
Independent Non-executive Directors	獨立非執行董事				
Wong Chung Kin, Quentin	黃松堅	216	-	-	216
Siu Miu Man MH	蕭妙文, MH	216	-	-	216
Au Tin Fung, Edmund	區田豐	216	-	-	216
		1,725	1,272	36	3,033

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9. DIRECTORS' EMOLUMENTS (continued)

9. 董事酬金(續)

Year ended 31 December 2024

截至二零二四年十二月三十一日止年度

		Fees	Salaries and other benefits	Retirement	Total
				benefits contribution	
			薪金及 袍金 其他福利	退休福利 計劃供款	總酬金
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors	執行董事				
Fu Yiu Man, Peter	符耀文	–	1,221	18	1,239
Wong Kam Fat, Tony	黃錦發	600	–	–	600
Lin Hoi Kwong	連海江	–	672	18	690
Li Cindy Chen (note 3)	李晨(附註3)	560	–	–	560
Zhang Nu (note 4)	張弩(附註4)	394	–	–	394
Independent Non-executive Directors	獨立非執行董事				
Wong Chung Kin, Quentin	黃松堅	216	–	–	216
Siu Miu Man MH	蕭妙文, MH	216	–	–	216
Au Tin Fung, Edmund	區田豐	216	–	–	216
		2,202	1,893	36	4,131

Notes:

附註:

- Mr. Zhang Li was appointed as an Executive Director of the Company with effect from 2 October 2025.
- Mr. Chai Nan was appointed as Executive Director of the Company with effect from 25 November 2025.
- Ms. Li Cindy Chen was resigned as an Executive Director of the Company with effect from 21 April 2026.
- Mr. Zhang Nu was resigned as Executive Director of the Company with effect from 9 July 2024.

- 張利先生於二零二五年十月二日起獲委任為本公司執行董事。
- 柴楠先生於二零二五年十一月二十五日起獲委任為本公司執行董事。
- 李晨女士於二零二六年四月二十一日辭任本公司執行董事。
- 張弩先生於二零二四年七月九日起辭任本公司執行董事。

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截至二零二五年十二月三十一日止年度

9. DIRECTORS' EMOLUMENTS (continued)

9. 董事酬金(續)

Aggregate emoluments paid to or receivable by directors in respect of their services as directors, whether of the Company or its subsidiaries undertaking		Aggregate emoluments paid to or receivable by directors in respect of their other services in connection with the management of affairs of the Company or its subsidiaries undertaking		Total	
董事就所提供之董事服務(不論是為本公司或其附屬公司)而已獲支付或應收取之酬金總額		董事就所提供與管理本公司事務有關之其他服務(不論是為本公司或其附屬公司)而已獲支付或應收取之酬金總額		總計	
2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
1,725	2,202	1,308	1,929	3,033	4,131

For the years ended 31 December 2025 and 2024, no ordinary shares were awarded to the directors of the Company in respect of their services provided to the Group. Further details of which are set out in note 36.

截至二零二五年及二零二四年十二月三十一日止年度內，概無就本公司董事向本集團提供之服務向彼等獎勵普通股。有關進一步詳情載於附註36。

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For the year ended 31 December 2025
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10. FIVE HIGHEST PAID EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, none of the director of the Company (2024: one) whose emoluments are included in the disclosures in note 9. The emoluments of the five (2024: four) individuals were as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	7,450	5,438
Retirement benefit scheme contributions	退休福利計劃供款	90	72
		7,540	5,510

Other than the emoluments of directors disclosed in note 9, the emoluments of the highest paid employee fell within the following bands:

10. 五位最高薪僱員及高級管理層之酬金

本集團五位最高薪酬人士中，概無任何人士（二零二四年：一位）為本公司董事並於附註9中披露酬金資料。餘下五位（二零二四年：四位）人士之酬金載列如下：

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	7,450	5,438
Retirement benefit scheme contributions	退休福利計劃供款	90	72
		7,540	5,510

除附註9所披露董事之酬金外，最高薪僱員之酬金介乎下列範圍：

		Number of individuals 人數	
		2025 二零二五年	2024 二零二四年
Below HK\$1,000,000	1,000,000港元以下	1	—
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2	3
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	—

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10. FIVE HIGHEST PAID EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

The senior management represents key management personnel of the Group, other than directors of the Company whose emoluments are included in note 9. The emoluments of the key management personnel are included in note 42.

During the years ended 31 December 2025 and 2024, no emoluments were paid or payable by the Group to the directors of the Company or the five highest paid individuals of the Group as inducements to join or upon joining the Group or as a compensation for loss of office.

10. 五位最高薪僱員及高級管理層之酬金(續)

高級管理層即本集團之主要管理人員(不包括本公司董事,彼等之酬金已於附註9中披露)。主要管理人員之酬金載於附註42。

截至二零二五年及二零二四年十二月三十一日止年度內,本集團並無向本公司董事或本集團五位最高薪人士支付或應付任何酬金,作為加盟本集團或於加盟時之獎勵或作為離職補償。

11. FINANCE COSTS

Continuing operations

11. 融資成本

持續經營業務

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Interests on:	以下項目之利息:		
Bank overdrafts	銀行透支	6	3
Convertible bonds issued (note 32)	已發行可換股債券(附註32)	992	213
Lease liabilities (note 23)	租賃負債(附註23)	293	299
Other loan interest	其他借款	4	–
Other borrowing (note 33)	其他借款(附註33)	1,170	585
Margin loan payables	應付保證金貸款	2,067	3,179
		4,532	4,279

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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12. INCOME TAX (CREDIT) EXPENSE

12. 所得稅(抵免)開支

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Continuing operations	持續經營業務		
Deferred tax (<i>note 31</i>)	遞延稅項(<i>附註31</i>)	(112)	121

Under the two-tiered profits tax rates of Hong Kong Profits Tax, the first HK\$2 million of profits of qualifying corporation will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. Hong Kong Profits tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other Group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.

根據香港利得稅之兩級稅率制度，合資格法團首2,000,000港元溢利之稅率為8.25%，超過2,000,000港元溢利之稅率為16.5%。本集團旗下合資格實體之香港利得率按利得稅兩級稅率制度計算。本集團其他不符合利得稅兩級稅率制度資格之香港實體則繼續按劃一稅率16.5%課稅。

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

根據中華人民共和國之企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司之稅率自二零零八年一月一日起為25%。

Pursuant to the rules and regulation of the British Virgin Islands ("BVI"), the Group is not subject to any income tax in this jurisdiction.

根據英屬處女群島(「英屬處女群島」)規則及規例，本集團毋須繳納該司法權區之任何所得稅。

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12. INCOME TAX (CREDIT) EXPENSE (continued)

The tax (credit) expense can be reconciled to loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

12. 所得稅(抵免)開支(續)

稅項(抵免)開支可與綜合損益及其他全面收入表之除稅前虧損對賬如下:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Continuing operations	持續經營業務		
Loss before tax	除稅前虧損	(63,003)	(126,908)
Calculated at Hong Kong Profits Tax rate of 16.5% (2024: 16.5%)	按香港利得稅稅率16.5% (二零二四年: 16.5%) 計算	(10,395)	(20,940)
Tax effect of share of (profit) loss of an associate	分佔聯營公司(溢利)虧損之稅務影響	(8)	15
Tax effect of income not taxable for tax purpose	就稅項而言毋須繳稅收入之稅務影響	(10,160)	(31)
Tax effect of expenses not deductible for tax purpose	就稅項而言不可扣稅開支之稅務影響	14,674	5,955
Tax effect of deductible temporary difference not recognised	未確認之可扣稅臨時差額之稅務影響	(170)	(57)
Utilisation of previously unrecognised tax losses	動用以往未確認之稅項虧損	(121)	(402)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	6,068	15,581
Tax (credit) expense for the year	年度稅項(抵免)開支	(112)	121

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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13. DISCONTINUED OPERATION

During the year ended 31 December 2025, the Group did not have any discontinued operations. The disposal of D&K Asset Management (HK) Limited, VC Technology Assets Limited and their respective subsidiaries (the "Disposal Group") was completed on 27 September 2024, and control of the Disposal Group was passed to the acquirer on that date. The Disposal Group carried out all of the Group's sales and marketing of digital assets segment, which represented a separate major line of business of the Group. Accordingly, the results of the Disposal Group for the year ended 31 December 2024 have been presented as discontinued operations in the consolidated statement of profit or loss and other comprehensive income, while the results for the year ended 31 December 2025 are all from continuing operations. The results of the Disposal Group for the year ended 31 December 2024 were analysed in the following tables.

The loss from the discontinued operation was analysed as follows:

13. 已終止經營業務

截至二零二五年十二月三十一日止年度，本集團概無任何已終止經營業務。出售德坤資產管理(香港)有限公司、匯盈科技資產有限公司及其各自附屬公司(「出售集團」)一事已於二零二四年九月二十七日完成，且出售集團之控制權亦於該日轉移至收購方。出售集團從事本集團數碼資產銷售及推廣分部下之所有業務，該分部屬本集團一項獨立的主要業務線。因此，出售集團截至二零二四年十二月三十一日止年度之業績已於綜合損益及其他全面收入表呈列為已終止經營業務，而截至二零二五年十二月三十一日止年度之業績則全部來自持續經營業務。出售集團截至二零二四年十二月三十一日止年度之業績分析如下表所示。

已終止經營業務之虧損分析如下：

		1/1/2024 – 27/9/2024 二零二四年 一月一日至 二零二四年 九月二十七日 HK\$'000 千港元
Loss of sales and marketing of digital assets segment for the period	期內數碼資產銷售及推廣業務分部之虧損	(2,533)
Gain on disposal of sales and marketing of digital assets segment (note 41)	出售數碼資產銷售及推廣業務分部之收益(附註41)	416
		(2,117)

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13. DISCONTINUED OPERATION (continued)

The results of the sales and marketing of digital assets for the period were as follows:

13. 已終止經營業務(續)

數碼資產銷售及推廣業務於期內之業績如下：

		1/1/2024 – 27/9/2024 二零二四年 一月一日至 二零二四年 九月二十七日 HK\$'000 千港元
Revenue	收益	1,345
Other income	其他收入	1
Staff costs	員工成本	(792)
Depreciation of property and equipment	物業及設備折舊	(36)
Other operating expenses	其他經營開支	(3,117)
		<hr/>
Loss before tax	除稅前虧損	(2,599)
Income tax credit	所得稅抵免	66
		<hr/>
Loss for the period	期內虧損	<u>(2,533)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
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13. DISCONTINUED OPERATION (continued)

Loss for the period from discontinued operation has been arrived at after charging:

13. 已終止經營業務(續)

已終止經營業務之期內虧損經扣除下列各項後列賬：

		1/1/2024 – 27/9/2024 二零二四年 一月一日至 二零二四年 九月二十七日 HK\$'000 千港元
Impairment loss on inventories	存貨減值虧損	688
Staff costs – salaries, allowances, other benefits and contributions to retirement benefits scheme	員工成本－薪金、津貼、其他福利及退休福利計劃供款	792
Depreciation of plant and equipment	廠房及設備折舊	36

The information on cash flows incurred by the discontinued operation is as follows:

已終止經營業務所產生之現金流量資料如下：

		1/1/2024 – 27/9/2024 二零二四年 一月一日至 二零二四年 九月二十七日 HK\$'000 千港元
Net cash used in operating activities	經營活動所用現金淨額	(893)

The carrying amounts of the total assets and liabilities of the discontinued operation at the date of disposal were disclosed in note 41.

已終止經營業務於出售日期之資產及負債總額之賬面值於附註41披露。

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14. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging:

Continuing operations

Included in other operating expenses:

Auditor's remuneration

Depreciation of property and equipment

Depreciation for right-of-use assets

Entertainment and travel expenses

(mainly incurred for business
development)

包含於其他經營開支：

核數師酬金

物業及設備折舊

使用權資產折舊

應酬差旅開支

(主要就業務發展而產生)

14. 年度虧損

年度虧損經扣除下列各項後列賬：

持續經營業務

2025	2024
二零二五年	二零二四年
HK\$'000	HK\$'000
千港元	千港元

1,384

1,595

498

660

4,325

6,956

7,606

3,168

15. DIVIDENDS

No dividend was paid or proposed during the year ended 31 December 2025, nor has any dividend been proposed since the end of the reporting period (2024: nil).

15. 股息

並無於截至二零二五年十二月三十一日止年度支付或建議任何股息，亦無自報告期末起建議任何股息（二零二四年：無）。

16. LOSS PER SHARE

From continuing and discontinued operations

The calculation of the basic and diluted loss per share from continuing and discontinued operations attributable to the owners of the Company is based on the following data:

16. 每股虧損

持續及已終止經營業務

本公司擁有人應佔持續及已終止經營業務之每股基本及攤薄虧損乃根據以下數據計算：

2025	2024
二零二五年	二零二四年
HK\$'000	HK\$'000
千港元	千港元

Loss

Loss for the purpose of basic and diluted loss per share

虧損

就計算每股基本及攤薄虧損
所用之虧損

(62,603)

(128,425)

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16. LOSS PER SHARE (continued)

From continuing and discontinued operations

16. 每股虧損(續)

持續及已終止經營業務

	2025	2024
	二零二五年	二零二四年
	'000	'000
	千股	千股
		(Restated)
		(經重列)
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	262,454	248,241

股份數目

就計算每股基本及攤薄虧損所用之普通股加權平均數

The weighted average number of ordinary shares for the year ended 31 December 2024 for the purpose of calculating the basic and diluted loss per share has been adjusted to reflect the effects of share consolidation and rights issue occurred during the year ended 31 December 2025.

截至二零二四年十二月三十一日止年度就計算每股基本及攤薄虧損所用之普通股加權平均數已作出調整，以反映於截至二零二五年十二月三十一日止年度發生之股份合併及供股之影響。

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16. LOSS PER SHARE (continued)

From continuing operations

The calculation of the basic and diluted loss per share from continuing operations attributable to the owners of the Company is based on the following data:

Earnings figures are calculated as follows:

16. 每股虧損(續)

持續經營業務

本公司擁有人應佔持續經營業務之每股基本及攤薄虧損乃根據以下數據計算：

盈利數字計算如下：

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Loss for the year attributable to the owners of the Company	(62,603)	(128,425)
Add: Loss for the year from discontinued operation	-	1,407
Loss for the purpose of basic and diluted loss per share from continuing operations	(62,603)	(127,018)

The denominators used are the same as those detailed above for both basic and diluted earnings per share.

每股基本及攤薄盈利所用之分母與上述相同。

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16. LOSS PER SHARE (continued)

From discontinued operation

Basic and diluted loss per share from the discontinued operation during the year ended 31 December 2024 was HK0.56 cents per share, based on the loss for the year from discontinued operation of approximately HK\$1,407,000 and the denominators detailed above for both basic and diluted loss per share.

The computation of diluted loss per share does not assume the conversion of the Company's outstanding convertible bonds since their exercise would result in a decrease in loss per share for the year ended 31 December 2025 and 2024.

The computation of diluted loss per share does not assume the exercise of the Company's share options because the exercise price of those share options was higher than average market price of the shares for the year ended 31 December 2025 and 2024.

17. GOODWILL

16. 每股虧損(續)

已終止經營業務

截至二零二四年十二月三十一日止年度已終止經營業務之每股基本及攤薄虧損為每股0.56港仙，乃根據已終止經營業務之年度虧損約1,407,000港元及上文詳述就每股基本及攤薄虧損之分母計算。

計算每股攤薄虧損時並無假設本公司未償還可換股債券已換股，因行使有關權利後會導致截至二零二五年及二零二四年十二月三十一日止年度之每股虧損減少。

計算每股攤薄虧損時並無假設本公司之購股權已行使，因該等購股權之行使價高於股份於截至二零二五年及二零二四年十二月三十一日止年度之平均市價。

17. 商譽

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Cost	成本		
At 1 January and 31 December	於一月一日及十二月三十一日	8,324	8,324
Accumulated impairment loss	累計減值虧損		
At 1 January and 31 December	於一月一日及十二月三十一日	694	694
Carrying amount	賬面值		
At 31 December	於十二月三十一日	7,630	7,630

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17. GOODWILL (continued)

Impairment testing on goodwill and other intangible assets

For the purposes of impairment testing, goodwill and other intangible assets including Hong Kong Securities and Futures Commission (“SFC”) licence and customer relationship set out in note 18 have been allocated to two individual cash-generating units, comprising one subsidiary in the insurance brokerage business and one subsidiary in the asset management business. The carrying amounts of goodwill and other intangible assets (net of accumulated impairment losses) as at 31 December 2025 and 2024 allocated to these units are as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Insurance brokerage business	保險經紀業務		
Experts Management Limited (Unit A)	Experts Management Limited (單位A)		
– Goodwill	– 商譽	2,016	2,016
Asset management business	資產管理業務		
VC International Asset Management Limited (“VCIAM”) (Unit B)	滙盈國際資產管理有限公司 (「滙盈國際資產管理」) (單位B)		
– Goodwill	– 商譽	5,614	5,614
– Other intangible assets	– 其他無形資產	2,467	2,754
		8,081	8,368

For the purpose of impairment assessment, other intangible assets that generate cash flows together with the related goodwill are also included in the respective cash-generating unit.

17. 商譽(續)

商譽及其他無形資產之減值測試

就減值測試而言，商譽及其他無形資產(包括附註18所載之香港證券及期貨事務監察委員會(「證監會」)牌照及客戶關係)已分配至兩個個別之現金產生單位，其為一間從事保險經紀業務之附屬公司及一間從事資產管理業務之附屬公司。分配至該等單位之商譽及其他無形資產(扣除累計減值虧損)於二零二五年及二零二四年十二月三十一日之賬面值如下：

就減值測試而言，與相關商譽一同產生現金流量之其他無形資產亦納入相應之現金產生單位。

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17. GOODWILL (continued)

Impairment testing on goodwill and other intangible assets (continued)

The basis of the recoverable amounts of the above CGUs and their major underlying assumptions are summarised below:

Unit A

The recoverable amount of the CGU is determined based on value-in-use calculation which requires the use of assumptions. The calculation used in cash flow projection was based on financial budgets approved by management covering a five-year period.

Cash flows beyond the five-year period are extrapolated using the estimated growth rate stated below. This growth rate is consistent with forecasts included in industry reports specific to the industry in which the CGU operates.

The following table sets out the key assumptions for the CGU:

17. 商譽(續)

商譽及其他無形資產之減值測試(續)

上述現金產生單位之可收回金額基準及其主要相關假設概述如下：

單位A

現金產生單位之可收回金額乃按使用價值計算法釐定，其中需要運用假設。計算中使用之現金流量預測以管理層批准之五年期財務預算為基礎。

五年期以後之現金流量乃採用下述之估計增長率推測。該增長率與針對現金產生單位經營所在行業而編製之行業報告中之預測一致。

下表載列就現金產生單位所用之主要假設：

		2025 二零二五年	2024 二零二四年
		%	%
– Budgeted gross margin	– 預算毛利率	25.0	25.0
– Terminal growth rate	– 永久增長率	3.0	3.0
– Pre-tax discount rate	– 稅前貼現率	14.8	16.9

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17. GOODWILL (continued)

Impairment testing on goodwill and other intangible assets (continued)

Unit A (continued)

The basis used to determine the value assigned to the budgeted gross margins is the average gross margin achieved in the year immediately before the budgeted year, increased for expected efficiency improvements, and expected market development. Terminal growth rate is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rate is consistent with forecasts included in industry reports. The discount rate used is before tax and reflects specific risks related to the relevant unit.

During the years ended 31 December 2025 and 2024, management of the Company determines that there is no impairment on goodwill of Unit A.

Unit B

The recoverable amount of the CGU is determined based on value-in-use calculation which requires the use of assumptions. The calculation used in cash flow projection was based on financial budgets approved by management covering a five-year period.

Cash flows beyond the five-year period are extrapolated using the estimated growth rate stated below. This growth rate is consistent with forecasts included in industry reports specific to the industry in which the CGU operates.

17. 商譽(續)

商譽及其他無形資產之減值測試(續)

單位A(續)

用於釐定預算毛利率分配值所用之基準為緊接預算年度前一年所實現之平均毛利率，再根據預期效率改善及預期市場發展而增加。永久增長率為一項加權平均增長率，用於推測預算期以後之現金流量。該利率與行業報告中之預測一致。所用之貼現率為稅前貼現率，並反映相關單位之特有風險。

截至二零二五年及二零二四年十二月三十一日止年度，本公司管理層釐定單位A並無商譽減值。

單位B

現金產生單位之可收回金額乃按使用價值計算法釐定，其中需要運用假設。計算中使用之現金流量預測以管理層批准之五年期財務預算為基礎。

五年期以後之現金流量乃採用下述之估計增長率推測。該增長率與針對現金產生單位經營所在行業而編製之行業報告中之預測一致。

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17. GOODWILL (continued)

Impairment testing on goodwill and other
intangible assets (continued)

Unit B (continued)

The following table sets out the key assumptions for the
CGU:

		2025	2024
		二零二五年	二零二四年
		%	%
– Budgeted gross margin	– 預算毛利率	55.3	63.9
– Terminal growth rate	– 永久增長率	3.0	3.0
– Pre-tax discount rate	– 稅前貼現率	15.8	15.8

The basis used to determine the value assigned to the budgeted gross margins is the average gross margin achieved in the year immediately before the budgeted year, increased for expected efficiency improvements, and expected market development. Terminal growth rate is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rate is consistent with forecasts included in industry reports. The discount rate used is before tax and reflects specific risks related to the relevant unit.

During the year ended 31 December 2025 and 2024, management of the Company determines that there is no impairment of goodwill of Unit B.

17. 商譽(續)

商譽及其他無形資產之減值測試
(續)

單位B(續)

下表載列就現金產生單位所用之主要
假設：

用於釐定預算毛利率分配值所用之基準為緊接預算年度前一年所實現之平均毛利率，再根據預期效率改善及預期市場發展而增加。永久增長率為一項加權平均增長率，用於推測預算期以後之現金流量。該利率與行業報告中之預測一致。所用之貼現率為稅前貼現率，並反映相關單位之特有風險。

截至二零二五年及二零二四年十二月三十一日止年度，本公司管理層釐定單位B之商譽並無減值。

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18. OTHER INTANGIBLE ASSETS

18. 其他無形資產

		SFC licence 證監會牌照 HK\$'000 千港元	Customer relationship 客戶關係 HK\$'000 千港元	Club membership 會所會籍 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本				
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	於二零二四年一月一日、 二零二四年十二月三十一日、 二零二五年一月一日及 二零二五年十二月三十一日	1,536	1,720	1,538	4,794
Accumulated amortisation and impairment	累計攤銷及減值				
At 1 January 2024	於二零二四年一月一日	-	215	292	507
Charge for the year	年內開支	-	287	-	287
At 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及 二零二五年一月一日	-	502	292	794
Charge for the year	年內開支	-	287	-	287
At 31 December 2025	於二零二五年十二月三十一日	-	789	292	1,081
Carrying value	賬面值				
At 31 December 2025	於二零二五年十二月三十一日	1,536	931	1,246	3,713
At 31 December 2024	於二零二四年十二月三十一日	1,536	1,218	1,246	4,000

The above intangible asset other than SFC licence, club membership's, entrance fee and debenture has finite useful lives. Such intangible asset is amortised on a straight-line basis over the following period:

上述除證監會牌照、會所會籍、參與費及債權證外之無形資產具限定可使用年期。該等無形資產於下列期間以直線法攤銷：

Customer relationship	6 years	客戶關係	6年
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18. OTHER INTANGIBLE ASSETS (continued)

Other intangible assets include club membership with indefinite useful lives and are tested for impairment annually by comparing their carrying amounts with their recoverable amounts based on fair value less costs to sell. The fair value is determined using an observable market price or recent market transaction price and no indication of impairment was noted during the years ended 31 December 2025 and 2024.

18. 其他無形資產(續)

其他無形資產包括具無限定可使用年期之會所會籍，並以公平值減銷售成本為基準逐年比較其賬面值及其可收回金額，以進行減值測試。公平值採用可觀察之市價或近期市場交易價格釐定，於截至二零二五年及二零二四年十二月三十一日止年度內並無出現減值跡象。

19. TRADING RIGHTS

19. 交易權

		HK\$'000 千港元
Cost	成本	
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	於二零二四年一月一日、二零二四年 十二月三十一日、二零二五年一月一日 及二零二五年十二月三十一日	4,198
Amortisation	攤銷	
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	於二零二四年一月一日、二零二四年 十二月三十一日、二零二五年一月一日 及二零二五年十二月三十一日	4,198
Carrying values	賬面值	
At 31 December 2024 and 31 December 2025	於二零二四年十二月三十一日及 二零二五年十二月三十一日	-

Trading rights are amortised over 10 years from 6 March 2000, the effective date of the merger of the Stock Exchange, HKFE and Hong Kong Securities Clearing Company Limited ("HKSCC").

交易權由二零零零年三月六日(即聯交所、香港期交所及香港中央結算有限公司(「香港結算」)合併生效當日)起分十年攤銷。

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20. PROPERTY AND EQUIPMENT

20. 物業及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、固定裝置及設備 HK\$'000 千港元	Computer equipment and software 電腦設備及軟件 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本					
At 1 January 2024	於二零二四年一月一日	5,883	3,492	6,011	3,278	18,664
Additions	添置	–	6	110	20	136
Write-off	撇銷	–	–	–	(960)	(960)
Disposals	出售	–	–	(23)	–	(23)
Disposal of subsidiaries (note 41)	出售附屬公司 (附註41)	–	(43)	(156)	–	(199)
At 31 December 2024	於二零二四年十二月三十一日	5,883	3,455	5,942	2,338	17,618
Additions	添置	–	14	69	706	789
Write-off	撇銷	(195)	–	–	–	(195)
Disposals	出售	–	–	–	(1,589)	(1,589)
At 31 December 2025	於二零二五年十二月三十一日	5,688	3,469	6,011	1,455	16,623
Depreciation	折舊					
At 1 January 2024	於二零二四年一月一日	5,883	3,327	5,726	2,241	17,177
Charge for the year	年內開支	–	61	176	459	696
Write-off	撇銷	–	–	–	(960)	(960)
Disposals	出售	–	–	(23)	–	(23)
Disposal of subsidiaries (note 41)	出售附屬公司 (附註41)	–	(28)	(126)	–	(154)
At 31 December 2024	於二零二四年十二月三十一日	5,883	3,360	5,753	1,740	16,736
Charge for the year	年內開支	–	50	127	321	498
Write-off	撇銷	(195)	–	–	–	(195)
Disposals	出售	–	–	–	(1,265)	(1,265)
At 31 December 2025	於二零二五年十二月三十一日	5,688	3,410	5,880	796	15,774
Carrying values	賬面值					
At 31 December 2025	於二零二五年十二月三十一日	–	59	131	659	849
At 31 December 2024	於二零二四年十二月三十一日	–	95	189	598	882

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20. PROPERTY AND EQUIPMENT (continued)

The above items of property and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold improvements	Over the lease term not exceeding three years
Furniture, fixtures and equipment	20%
Computer equipment and software	33%
Motor vehicles	20%

20. 物業及設備 (續)

上述物業及設備項目乃以直線法按以下年率計算折舊：

租賃物業裝修	不超逾三年之租期
傢俬、固定裝置及設備	20%
電腦設備及軟件	33%
汽車	20%

21. INVESTMENT PROPERTY

21. 投資物業

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
At fair value	按公平值		
At 1 January	於一月一日	14,230	–
Acquisition of a subsidiary accounted for as asset acquisition (<i>note 40</i>)	收購附屬公司入賬列作資產收購 (<i>附註40</i>)	–	18,000
Fair value change	公平值變動	850	(3,770)
At 31 December	於十二月三十一日	15,080	14,230

The above investment property represented a residential property being leased in Hong Kong.

上述投資物業指一項位於香港正在出租之住宅物業。

The Group's investment property is located in Hong Kong and held under operating leases to earn rentals or for capital appreciation purposes, which is measured using the fair value model and is classified and accounted for as investment property.

本集團之投資物業位於香港，其以經營租賃方式持有以賺取租金或作資本增值用途，並以公平值模式計量，並分類及入賬為投資物業。

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21. INVESTMENT PROPERTY (continued)

The fair value of the Group's investment property as at 31 December 2025 and 2024 have been arrived at on the basis of a valuation carried out by an independent qualified professional valuer.

The valuation was arrived at by using market comparable approach, which reflects recent transaction prices for similar properties in the similar locations and conditions.

The following table gives information about how the fair value of the investment property as at 31 December 2025 and 2024 is determined (in particular, the valuation technique and inputs used):

	Fair value hierarchy	Fair value as at	Fair value as at	Valuation technique and key inputs
		31 December 2025	31 December 2024	
		於二零二五年十二月三十一日之公平值	於二零二四年十二月三十一日之公平值	
		HK\$	HK\$	
		港元	港元	
Investment property located in Hong Kong	Level 2	15,080,000	14,230,000	Market comparison approach – by reference to recent sale price of comparable properties on a price per square feet basis using market data which is publicly available
位於香港之投資物業	第2級			市場比較法—參考可比較物業之近期售價，以每平方呎價格為基礎，並採用可公開獲得之市場數據。

There were no transfers between levels of fair value hierarchy during the years ended 31 December 2025 and 2024.

At 31 December 2025 and 2024, the Group's investment property was pledged to other borrowing (note 33).

21. 投資物業(續)

本集團投資物業於二零二五年及二零二四年十二月三十一日之公平值乃根據獨立合資格專業估值師進行之估值計算得出。

估值按市場可比較法(反映類似地點及狀況之類似物業之近期交易價格)計算得出。

下表載列有關如何釐定投資物業於二零二五年及二零二四年十二月三十一日之公平值之資料(特別是所採用之估值技術及輸入數據):

截至二零二五年及二零二四年十二月三十一日止年度，公平值各層級之間並無轉撥。

於二零二五年及二零二四年十二月三十一日，本集團之投資物業已質押予其他借款(附註33)。

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22. STATUTORY DEPOSITS

22. 法定按金

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
The Stock Exchange	聯交所		
– Compensation fund deposit	– 賠償基金按金	200	200
– Fidelity fund deposit	– 互保基金按金	200	200
HKSCC	香港結算		
– Guarantee fund deposit	– 保證基金按金	200	299
– Admission fee deposit	– 參與費按金	200	200
– Stamp duty deposit	– 印花稅按金	30	5
China Securities Depository and Clearing Corporation Limited	中國證券登記結算有限 責任公司	688	688
		1,518	1,592

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23. LEASES

(i) Right-of-use assets

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Leased properties	租賃物業	2,726	6,897
Motor vehicles	汽車	475	629
		3,201	7,526

During the year ended 31 December 2025, the lease arrangement for staff quarters was expired in April 2025. As at 31 December 2025, the Group has lease arrangements for its office premises and motor vehicles (2024: office premises, staff quarters and motor vehicles), with lease terms generally ranging from one to five years.

Additions to the right-of-use assets for the year ended 31 December 2025 were nil (2024: approximately HK\$7,312,000, which was attributable to the new lease of a property and a motor vehicle).

23. 租賃

(i) 使用權資產

截至二零二五年十二月三十一日止年度，員工宿舍之租賃安排於二零二五年四月屆滿。於二零二五年十二月三十一日，本集團已就其寫字樓物業及汽車訂立租賃安排（二零二四年：寫字樓物業、員工宿舍及汽車），租期一般為一至五年。

截至二零二五年十二月三十一日止年度之使用權資產添置為無（二零二四年：約7,312,000港元，此乃歸因於物業及汽車之新訂租約）。

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23. LEASES (continued)

(ii) Lease liabilities

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Non-current	非流動	324	3,244
Current	流動	2,950	4,586
		3,274	7,830
		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	2,950	4,586
After one year but within two years	一年後但兩年內	175	2,950
After two years but within five years	兩年後但五年內	149	294
		3,274	7,830
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內須結清之款項(列於流動負債下)	(2,950)	(4,586)
Amount due for settlement after 12 months	12個月後須結清之款項	324	3,244

During the year ended 31 December 2025, no new lease agreements were entered into by the Group (2024: two). Accordingly, no new lease liabilities were recognised for the year ended 31 December 2025 (2024: approximately HK\$7,312,000, which was in respect of a property and a motor vehicle leased).

截至二零二五年十二月三十一日止年度，本集團並無訂立新租賃協議(二零二四年：兩項)。因此，於截至二零二五年十二月三十一日止年度並無確認新的租賃負債(二零二四年：約7,312,000港元，涉及一項物業租賃及一項汽車租賃)。

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23. LEASES (continued)

(iii) Amounts due recognised in profit or loss

Depreciation expense on right-of-use assets	使用權資產之折舊開支		
– Office premises	– 寫字樓物業	3,271	4,114
– Staff quarters	– 員工宿舍	900	2,701
– Motor vehicle	– 汽車	154	141
Expense relating to short-term leases	與短期租賃有關之開支	1,109	557
Interest expense on lease liabilities (note 11)	租賃負債之利息開支 (附註11)	293	299

(iv) Others

During the year ended 31 December 2025, the total cash outflow for leases amount to approximately HK\$5,958,000 (2024: HK\$8,200,000).

23. 租賃(續)

(iii) 於損益賬確認之應付款項

2025	2024
二零二五年	二零二四年
HK\$'000	HK\$'000
千港元	千港元

(iv) 其他

截至二零二五年十二月三十一日止年度，租賃所產生之總現金流出約為5,958,000港元（二零二四年：8,200,000港元）。

24. INTEREST IN AN ASSOCIATE

Cost of investment in an associate	於聯營公司之投資成本	360	360
Share of post-acquisition profit and other comprehensive income	分佔收購後溢利及其他全面收入	439	389

24. 於聯營公司之權益

2025	2024
二零二五年	二零二四年
HK\$'000	HK\$'000
千港元	千港元

		799	749
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24. INTEREST IN AN ASSOCIATE (continued)

As at 31 December 2025 and 2024, the details of the Group's associate are as follows:

Name of entity 實體名稱	Form of entity 實體形式	Country of incorporation 註冊成立國家	Principal place of operation 主要營業地點	Class of shares held 所持股份類別	Proportion of ownership interests held by the Group 本集團所持擁有權權益比例		Proportion of voting power held 所持投票權比例		Principal activities 主要業務
					2025 二零二五年	2024 二零二四年	2025 二零二五年	2024 二零二四年	
Speedy Billion Holdings Limited 捷億集團有限公司	Incorporated 註冊成立	Hong Kong 香港	Hong Kong 香港	Ordinary 普通股	20%	20%	20%	20%	Operation of catering business 經營餐飲業務

24. 於聯營公司之權益(續)

於二零二五年及二零二四年十二月三十一日，本集團之聯營公司詳情載列如下：

25. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

25. 按公平值列賬及在其他全面收入表處理之財務資產

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Unlisted equity securities designated as at FVTOCI (note a) 指定為按公平值列賬及在其他全面收入表處理之非上市股本證券(附註a)	12,307	14,312
Analysed for reporting purpose as non-current assets 就報告目的分析作非流動資產	12,307	14,312

Notes:

(a) According to the valuation as at 31 December 2025 performed by an independent professional valuer, the fair value of these securities acquired was approximately HK\$12,307,000 (2024: HK\$14,312,000), a fair value loss of approximately HK\$2,005,000 (2024: HK\$2,127,000) was recognised in other comprehensive expense.

附註：

(a) 根據獨立專業估值師於二零二五年十二月三十一日進行之估值，所收購證券之公平值約12,307,000港元(二零二四年：14,312,000港元)。於其他全面開支中確認公平值虧損約2,005,000港元(二零二四年：2,127,000港元)。

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25. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (continued)

Notes: (continued)

(b) The investment in equity instrument is not held for trading. Instead, it is held for medium to long-term strategic purposes. Accordingly, the directors of the Company have elected to designate these investments in equity instrument as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Details of financial assets at FVTPL are set out as follows:

25. 按公平值列賬及在其他全面收入表處理之財務資產(續)

附註：(續)

(b) 於股本票據之投資並非持作買賣，而是作中至長期策略用途持有。因此，本公司董事已選擇將該等於股本票據之投資指定為按公平值列賬及在其他全面收入表處理，原因是董事認為，於損益賬確認該等投資之短期公平值波動將與本集團長期持有該等投資及變現該等投資之長遠表現潛力之策略不符。

26. 按公平值列賬及在損益賬處理之財務資產

按公平值列賬及在損益賬處理之財務資產之詳情載列如下：

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Financial assets mandatorily measured at FVTPL	強制按公平值列賬及在損益賬處理之財務資產		
Listed equity securities listed in Hong Kong	於香港上市之上市股本證券	86,126	116,436
Analysed for reporting purpose:	就報告目的分析：		
– Current assets	– 流動資產	86,126	116,436

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26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

On 6 January 2022, the Company had acquired a 3-year 2%, unsecured non-redeemable convertible bonds by Virtual Mind Holding Company Limited (“VM” Stock Code: 1520) issued on 6 January 2022 for a principal amount of HK\$10,000,000 at a consideration of HK\$10,000,000 (“VM Convertible Bond”) through a placement. The initial conversion price of the convertible bonds is HK\$0.1496 per share. The transaction was completed on 6 January 2022.

The fair value of the VM Convertible Bond was approximately HK\$12,700,000, HK\$18,100,000 and HK\$17,600,000 as at 31 December 2023, 31 December 2022 and 6 January 2022 respectively. The fair values were calculated using Binomial Model by an independent professional valuer in which the parameters were summarised as follows:

		31 December 2023 二零二三年 十二月三十一日	31 December 2022 二零二二年 十二月三十一日	6 January 2022 二零二二年 一月六日
Share price of the issuer	發行人之股價	HK\$0.157港元	HK\$0.239港元	HK\$0.244港元
Effective interest rate of the issuer	發行人之實際利率	14.20%	14.00%	14.00%
Risk free rate	無風險利率	4.07%	4.14%	0.99%
Expected volatility of the issuer	發行人之預期波幅	70.09%	85.00%	112.36%
Dividend yield of the issuer	發行人之股息率	0%	0%	0%

26. 按公平值列賬及在損益賬處理之財務資產(續)

於二零二二年一月六日，本公司透過配售獲得天機控股有限公司(「天機」，股票代號：1520)於二零二二年一月六日發行之三年期2%票息無抵押不可贖回可換股債券(本金額為10,000,000港元)，代價為10,000,000港元(「天機可換股債券」)。可換股債券之初步換股價為每股0.1496港元。有關交易已於二零二二年一月六日完成。

天機可換股債券於二零二三年十二月三十一日、二零二二年十二月三十一日及二零二二年一月六日之公平值分別約為12,700,000港元、18,100,000港元及17,600,000港元。該公平值由獨立專業估值師採用二項式模式計算，當中所用參數概述如下：

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26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

The effective interest rate of the issuer was determined with reference to the average of the bond yields of the comparable companies with similar businesses and credit rating of the issuer. Risk free rate was determined with reference to yield of Hong Kong government bonds over the exercise period near the valuation dates of 31 December 2023, 31 December 2022 and 6 January 2022 respectively. Expected volatility of the issuer was determined using the historical volatility of the issuer's share price over the exercise period as at the valuation dates of 31 December 2023, 31 December 2022 and 6 January 2022 respectively.

The conversion of the VM Convertible Bonds, which was approved by VM in 2024, was completed on 17 January 2025. All VM Convertible Bonds were converted into VM shares and resulted in a fair value loss of approximately HK\$2,172,000 at initial recognition of the equity investment.

26. 按公平值列賬及在損益賬處理之財務資產(續)

發行人之實際利率乃參考與發行人業務及信貸評級相若之可資比較公司之平均債券回報率釐定。無風險利率乃參考香港政府債券於估值日期二零二三年十二月三十一日、二零二二年十二月三十一日及二零二二年一月六日前後於行使期內之回報率釐定。發行人之預期波幅乃使用於估值日期二零二三年十二月三十一日、二零二二年十二月三十一日及二零二二年一月六日於行使期內之發行人股價歷史波幅釐定。

於二零二四年獲天機批准之天機可換股債券轉換已於二零二五年一月十七日完成。所有天機可換股債券已轉換為天機之股份，並導致於初步確認股本投資時確認公平值虧損約2,172,000港元。

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27. ACCOUNTS RECEIVABLE

27. 應收賬款

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Accounts receivable arising from the ordinary course of business of dealing in:	在日常業務過程中因進行以下交易而產生之應收賬款：		
Securities transactions (note a):	證券交易(附註a)：		
Clearing house	結算所	4,300	1,314
Rolling balance cash clients	滾存結餘現金客戶	101,630	82,059
Less: Impairment loss	減：減值虧損	(18,234)	(14,267)
		87,696	69,106
Accounts receivable arising from the ordinary course of business of provision of corporate finance and other advisory services (note b)	在日常業務過程中因提供企業融資及其他顧問服務而產生之應收賬款(附註b)		
Less: Impairment loss	減：減值虧損	4,229 (4,001)	4,181 (3,636)
		228	545
Accounts receivable arising from the ordinary course of business of money lending services (note c)	在日常業務過程中因進行放債服務業務而產生之應收賬款(附註c)		
Less: Impairment loss	減：減值虧損	366,921 (256,226)	352,531 (225,331)
		110,695	127,200
Accounts receivable arising from the ordinary course of business of dealing in:	在日常業務過程中因進行以下交易而產生之應收賬款：		
Securities transactions (note d):	證券交易(附註d)：		
Margin clients	保證金客戶	103,935	115,291
Less: Impairment loss	減：減值虧損	(57,457)	(56,307)
		46,478	58,984
Accounts receivable arising from the ordinary course of business of asset management (note e)	在日常業務過程中因進行資產管理業務而產生之應收賬款(附註e)	8,934	5,627
Accounts receivable arising from the ordinary course of business of insurance brokerage (note f)	在日常業務過程中因進行保險經紀業務而產生之應收賬款(附註f)	16	415
Accounts receivable arising from the ordinary course of business of property investment (note g)	在日常業務過程中因進行物業投資業務而產生之應收賬款(附註g)	-	105
		254,047	261,982

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27. ACCOUNTS RECEIVABLE (continued)

As at 31 December 2025, the gross amount of accounts receivables arising from contracts with customers amounted to approximately HK\$119,109,000 (2024: HK\$93,596,000).

The Group measures the loss allowance for accounts receivable other than accounts receivable from rolling balance cash clients, margin clients and money lending clients, at an amount equal to lifetime ECL. The ECL on these accounts receivable are estimated using a provision matrix by reference to past default experience of the debtors' and an analysis of the debtors' current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

27. 應收賬款(續)

於二零二五年十二月三十一日，與客戶訂立合約所產生之應收賬款總額約為119,109,000港元(二零二四年：93,596,000港元)。

本集團按相等於整個存續期預期信貸虧損之金額計量應收賬款(應收滾存結餘現金客戶、保證金客戶及放債客戶之賬款除外)之虧損準備。該等應收賬款之預期信貸虧損乃參考債務人過往之違約經驗及對債務人現時財務狀況之分析，採用撥備方陣估計，並按債務人獨有之各項因素、債務人所經營行業之整體經濟狀況以及於報告日期對現行及預測狀況發展方向之評估作出調整。

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27. ACCOUNTS RECEIVABLE (continued)

Notes:

- (a) The settlement terms of accounts receivable arising from the ordinary course of business of dealing in securities transactions are two trading days after the trade date. Accounts receivable from clearing house and majority of accounts receivable from rolling balance cash clients represent trades pending settlement arising from the business of dealing in securities transactions.

In respect of the accounts receivable arising from dealing in securities, except for those amounts due from margin clients, the aging analysis based on the trade date is as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Within 30 days	30日內	8,518	992
31 – 90 days	31至90日	29,871	6,034
Over 90 days	超過90日	49,307	62,080
		87,696	69,106

During the year ended 31 December 2025, the accounts receivable for rolling balance cash clients, of approximately HK\$101,630,000 (2024: HK\$82,059,000) were secured by the clients' pledged listed securities which carried a fair value of approximately HK\$156,489,000 (2024: HK\$169,164,000).

Accounts receivable for rolling balance cash clients of approximately HK\$55,530,000 (2024: HK\$42,734,000), which are not fully secured by the respective clients' listed securities, are considered impaired. Total impairment of HK\$18,234,000 (2024: HK\$11,066,000) was made by the management after taking into account subsequent additional cash and securities collateral. Such accounts receivable due from rolling balance cash clients were assessed to be credit impaired and classified as stage 3 during the year as it became default to repay the outstanding balance for a period of time.

27. 應收賬款(續)

附註：

- (a) 在日常業務過程中因進行買賣證券交易而產生之應收賬款之結算期為買賣日期後兩個交易日。應收結算所賬款及大部分應收滾存結餘現金客戶賬款指因進行買賣證券交易業務而產生之待結算交易。

因買賣證券而產生之應收賬款(應收保證金客戶賬款除外)之賬齡分析(按買賣日期計算)如下：

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Within 30 days	8,518	992
31 – 90 days	29,871	6,034
Over 90 days	49,307	62,080
	87,696	69,106

截至二零二五年十二月三十一日止年度，滾存結餘現金客戶之應收賬款為數約101,630,000港元(二零二四年：82,059,000港元)以公平值約156,489,000港元(二零二四年：169,164,000港元)之客戶已質押上市證券作抵押。

為數約55,530,000港元(二零二四年：42,734,000港元)應收滾存結餘現金客戶之應收賬款並無以相關客戶之上市證券作全數抵押，並已視作出現信貸減值。管理層經計及其後收到之額外現金及證券抵押品，就應收賬款作出18,234,000港元(二零二四年：11,066,000港元)之全額減值。該等應收滾存結餘現金客戶之應收賬款因其未償還結餘已拖欠一段時間，故已被評定為出現信貸減值並已於年內分類為第3階段。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

- (a) Analysis of the gross carrying amount on accounts receivables from rolling balance cash clients as at 31 December 2025 and 2024 by the Group's internal credit rating and year end classification:

For the year ended 31 December 2025

Internal credit rating	內部信貸評級	12-months ECL (Stage 1)	Lifetime	Lifetime	Total
			ECL not credit- impaired (Stage 2)	ECL credit- impaired (Stage 3)	
		十二個月 預期信貸虧損 (第1階段)	整個 存續期預期 信貸虧損— 並無信貸減值 (第2階段)	整個 存續期預期 信貸虧損— 已信貸減值 (第3階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Performing	良好	28,606	—	—	28,606
Doubtful	懷疑	—	—	—	—
Default	違約	—	—	73,024	73,024
		28,606	—	73,024	101,630

27. 應收賬款(續)

附註:(續)

- (a) 按本集團內部信貸評級及年末分類對於二零二五年及二零二四年十二月三十一日應收滾存結餘現金客戶之應收賬款之賬面總值分析如下:

截至二零二五年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

- (a) Analysis of the gross carrying amount on accounts receivables from rolling balance cash clients as at 31 December 2025 and 2024 by the Group's internal credit rating and year end classification: (continued)

For the year ended 31 December 2024

Internal credit rating	內部信貸評級	12-months ECL (Stage 1)	Lifetime	Lifetime ECL	Total
			credit- impaired (Stage 2)	credit- impaired (Stage 3)	
		十二個月 預期信貸虧損 (第1階段)	整個 存續期預期 信貸虧損— 並無信貸減值 (第2階段)	整個 存續期預期 信貸虧損— 已信貸減值 (第3階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Performing	良好	410	—	—	410
Doubtful	懷疑	—	38,915	—	38,915
Default	違約	—	—	42,734	42,734
		410	38,915	42,734	82,059

27. 應收賬款(續)

附註：(續)

- (a) 按本集團內部信貸評級及年末分類對於二零二五年及二零二四年十二月三十一日應收滾存結餘現金客戶之應收賬款之賬面總值分析如下：(續)

截至二零二四年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

(a) (continued)

Movements of the provision for impairment loss on accounts receivable from rolling balance cash clients are as follows:

27. 應收賬款(續)

附註:(續)

(a) (續)

應收滾存結餘現金客戶之應收賬款之減值虧損撥備變動如下:

		12-months ECL (Stage 1)	Lifetime ECL not credit- impaired (Stage 2)	Lifetime ECL credit- impaired (Stage 3)	Total
		十二個月 預期信貸虧損 (第1階段)	整個 存續期預期 信貸虧損— 並無信貸減值 (第2階段)	整個 存續期預期 信貸虧損— 已信貸減值 (第3階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
ECL allowances as at 1 January 2024	於二零二四年一月一日之 預期信貸虧損準備	—	1,629	3,392	5,021
Impairment loss recognised for the year	年內確認之減值虧損	—	1,572	7,674	9,246
31 December 2024	於二零二四年 十二月三十一日	—	3,201	11,066	14,267
Transfer to 12-months ECL	轉入十二個月預期信貸虧 損	975	—	(975)	—
Transfer to lifetime ECL credit — impaired	轉入整個存續期預期信貸 虧損—已信貸減值	—	(3,201)	3,201	—
Impairment loss reversed during the year	年內撥回之減值虧損	(975)	—	(2,641)	(3,616)
Impairment loss recognised for the year	年內確認之減值虧損	—	—	7,583	7,583
31 December 2025	於二零二五年 十二月三十一日	—	—	18,234	18,234

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For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

- (b) The settlement terms of accounts receivable arising from provision of corporate finance and other advisory services are normally due immediately from date of billing but the Group may grant a credit period of 30 days on average to its clients. The aging analysis of these receivables, net of impairment loss based on the invoice date is as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Within 30 days	30日內	96	129
31 – 90 days	31至90日	132	28
Over 90 days	超過90日	–	388
		228	545

Movements of the provision for impairment loss on accounts receivable from the provision of corporate finance and other advisory services are as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
As at 1 January	於一月一日	3,636	3,646
Impairment losses reversed on trade receivables	就應收賬款撥回之減值虧損	(30)	(505)
Impairment losses recognised on trade receivables	就應收賬款確認之減值虧損	395	495
As at 31 December	於十二月三十一日	4,001	3,636

27. 應收賬款(續)

附註：(續)

- (b) 因提供企業融資及其他顧問服務而產生之應收賬款之結算期一般自發單日期起即時到期，但本集團可給予其客戶平均30日之信貸期。該等應收款項(扣除減值虧損)之賬齡分析(按發票日期計算)如下：

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Within 30 days	96	129
31 – 90 days	132	28
Over 90 days	–	388
	228	545

年內因提供企業融資及其他顧問服務業務而產生之應收賬款之減值虧損撥備變動如下：

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
As at 1 January	3,636	3,646
Impairment losses reversed on trade receivables	(30)	(505)
Impairment losses recognised on trade receivables	395	495
As at 31 December	4,001	3,636

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

- (b) Analysis of the gross carrying amount on accounts receivables from provision of corporate finance and other advisory services as at 31 December 2025 and 2024 by the Group's internal credit rating and year end classification:

For the year ended 31 December 2025

Internal credit rating	內部信貸評級	12-months	Lifetime ECL	Lifetime ECL	Total
		ECL	not credit-	credit-	
		(Stage 1)	impaired	impaired	
			(Stage 2)	(Stage 3)	
			整個存續期	整個存續期	
			預期信貸	預期信貸	
			虧損—並無	虧損—	
			信貸減值	已信貸減值	
			(第1階段)	(第2階段)	(第3階段)
			HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元
Performing	良好	461	—	—	461
Doubtful	懷疑	—	—	—	—
Default	違約	—	—	3,768	3,768
		461	—	3,768	4,229

For the year ended 31 December 2024

Internal credit rating	內部信貸評級	12-months	Lifetime ECL	Lifetime ECL	Total
		ECL	not credit-	credit-	
		(Stage 1)	impaired	impaired	
			(Stage 2)	(Stage 3)	
			整個存續期	整個存續期	
			預期信貸	預期信貸	
			虧損—並無	虧損—	
			信貸減值	已信貸減值	
			(第1階段)	(第2階段)	(第3階段)
			HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元
Performing	良好	412	—	—	412
Doubtful	懷疑	—	408	—	408
Default	違約	—	—	3,361	3,361
		412	408	3,361	4,181

27. 應收賬款(續)

附註：(續)

- (b) 按本集團內部信貸評級及年末分類對於二零二五年及二零二四年十二月三十一日提供企業融資及其他顧問服務之應收賬款之賬面總值分析如下：

截至二零二五年十二月三十一日止年度

截至二零二四年十二月三十一日止年度

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For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

- (c) As at 31 December 2025, accounts receivable arising from money lending services bear fixed-rate interest of 0.667% to 1.5% per month or 8% to 18% per annum (2024: 0.667% to 1.5% per month or 8% to 18% per annum). The accounts receivable had remaining contractual maturity date falling within one year as at the end of each reporting period. As at 31 December 2025, accounts receivable with net carrying amount of approximately HK\$113 million (2024: HK\$82 million) were secured by the client's listed securities and client's properties.

Analysis of the gross carrying amount on accounts receivables from money lending as at 31 December 2025 and 2024 by the Group's internal credit rating and year end classification:

For the year ended 31 December 2025

Internal credit rating	內部信貸評級	12-months	Lifetime ECL	Lifetime ECL	Total
		ECL	not credit-	credit-	
		(Stage 1)	impaired	impaired	
			整個	整個	
			存續期預期	存續期預期	
		十二個月	信貸虧損－	信貸虧損－	
		預期信貸虧損	並無信貸減值	已信貸減值	
		(第1階段)	(第2階段)	(第3階段)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Performing	良好	-	-	-	-
Doubtful	懷疑	-	184,339	-	184,339
Default	違約	-	-	182,582	182,582
		-	184,339	182,582	366,921

27. 應收賬款 (續)

附註：(續)

- (c) 於二零二五年十二月三十一日，因放債服務而產生之應收賬款按每月0.667厘至1.5厘或每年8厘至18厘（二零二四年：每月0.667厘至1.5厘或每年8厘至18厘）之固定利率計息。於各報告期末，該等應收賬款之剩餘合約年期為少於一年。於二零二五年十二月三十一日，賬面淨值約113,000,000港元（二零二四年：82,000,000港元）之應收賬款以客戶上市證券及客戶物業為抵押。

按本集團內部信貸評級及年末分類對因放債業務而產生之應收賬款於二零二五年及二零二四年十二月三十一日之賬面總值分析如下：

截至二零二五年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

(c) (continued)

For the year ended 31 December 2024

Internal credit rating	內部信貸評級	12-months	Lifetime ECL	Lifetime ECL	Total
		ECL	not credit-impaired	credit-impaired	
		(Stage 1)	(Stage 2)	(Stage 3)	
		十二個月	整個	整個	
		預期信貸虧損	存續期預期	存續期預期	
		(第1階段)	信貸虧損—	信貸虧損—	
			並無信貸減值	已信貸減值	
		HK\$'000	(第2階段)	(第3階段)	總計
		千港元	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元
Performing	良好	—	—	—	—
Doubtful	懷疑	—	203,569	—	203,569
Default	違約	—	—	148,962	148,962
		—	203,569	148,962	352,531

27. 應收賬款(續)

附註：(續)

(c) (續)

截至二零二四年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

(c) (continued)

Movements of the provision for impairment loss on accounts receivable from money lending services are as follows:

27. 應收賬款(續)

附註：(續)

(c) (續)

年內因放債服務而產生之應收賬款之減值虧損撥備變動如下：

		12-months ECL (Stage 1)	Lifetime ECL not credit- impaired (Stage 2)	Lifetime ECL credit- impaired (Stage 3)	Total
		十二個月 預期信貸虧損 (第1階段)	整個 存續期預期 信貸虧損－ 並無信貸減值 (第2階段)	整個 存續期預期 信貸虧損－ 已信貸減值 (第3階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2025	二零二五年一月一日	-	76,369	148,962	225,331
Transfer to lifetime ECL credit-impaired	轉入整個存續期預期信貸 虧損－已信貸減值	-	(7,150)	7,150	-
Impairment loss reversed during the year	年內撥回之減值虧損	-	(4,051)	(2,641)	(6,692)
Impairment loss recognised during the year	年內確認之減值虧損	-	13,205	24,382	37,587
At 31 December 2025	於二零二五年 十二月三十一日	-	78,373	177,853	256,226

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For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

(c) (continued)

27. 應收賬款(續)

附註：(續)

(c) (續)

		12-months ECL (Stage 1)	Lifetime ECL not credit- impaired (Stage 2)	Lifetime ECL credit- impaired (Stage 3)	Total
		十二個月 預期信貸虧損 (第1階段)	整個 存續期預期 信貸虧損— 並無信貸減值 (第2階段)	整個 存續期預期 信貸虧損— 已信貸減值 (第3階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
1 January 2024	於二零二四年一月一日	106	93,172	78,470	171,748
Transfer to lifetime ECL not credit-impaired	轉入整個存續期預期信貸 虧損—並無信貸減值	(106)	(43,531)	43,637	—
Impairment loss reversed during the year	年內撥回之減值虧損	—	(1,618)	—	(1,618)
Impairment loss recognised during the year	年內確認之減值虧損	—	28,346	26,855	55,201
At 31 December 2024	於二零二四年 十二月三十一日	—	76,369	148,962	225,331

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For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

- (d) The accounts receivable from margin clients of approximately HK\$103,935,000 (2024: HK\$115,291,000) were secured by the clients' pledged listed securities which carried a fair value of approximately HK\$88,972,000 (2024: HK\$91,141,000).

Securities are assigned with specific margin ratios for calculating margin values. Additional funds or collateral are required if the amount of accounts receivable from margin clients outstanding exceeds the eligible margin value of the securities deposited. The collateral held can be re-pledged up to 140% of the accounts receivable from margin clients amounts and the corresponding collateral held can be sold at the Group's discretion to settle any outstanding amounts owed by the margin clients. Accounts receivable from margin clients are repayable on demand and bear interest at commercial rates.

Accounts receivable for margin clients of approximately HK\$69,924,000 (2024: HK\$69,099,000), which are not fully secured by the respective clients' listed securities, are considered impaired. Total impairment of HK\$57,456,000 (2024: HK\$56,307,000) was made by the management after taking into account subsequent additional cash and securities collateral. Such accounts receivable due from margin clients were assessed to be credit impaired and classified as stage 3 during the year as it became default to repay the outstanding balance for a period of time.

27. 應收賬款(續)

附註：(續)

- (d) 為數約103,935,000港元(二零二四年：115,291,000港元)應收保證金客戶之應收賬款乃以公平值約88,972,000港元(二零二四年：91,141,000港元)之已抵押上市證券作抵押。

證券均設有特定保證金比率以計算保證金價值。倘應收保證金客戶之未償還賬款金額超過所寄存證券之合資格保證金價值，則須提供額外資金或抵押品。所持有之抵押品可再質押，金額最高至應收保證金客戶之應收賬款之140%，而所持有之相關抵押品亦可由本集團酌情決定出售以清償保證金客戶結欠之任何未償還款項。應收保證金客戶之應收賬款須於要求時償還並按商業利率計息。

為數約69,924,000港元(二零二四年：69,099,000港元)應收保證金客戶之應收賬款並無以相關客戶之上市證券作全數抵押，並已視作出現信貸減值。管理層經計及其後收到之額外現金及證券抵押品，就應收賬款作出57,456,000港元(二零二四年：56,307,000港元)之全額減值。該等應收保證金客戶之應收賬款因其未償還結餘已拖欠一段時間，故已被評定為出現信貸減值並已於年內分類為第3階段。

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For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

(d) (continued)

No aging analysis is disclosed in the opinion of directors of the Company as aging analysis is not meaningful in view of the revolving nature of the business of margin loan financing.

Analysis of the gross carrying amount on accounts receivables from margin clients as at 31 December 2025 and 2024 by the Group's internal credit rating and year end classification:

For the year ended 31 December 2025

Internal credit rating	內部信貸評級	12-months	Lifetime ECL	Lifetime ECL	Total
		ECL	not credit-	credit-	
		(Stage 1)	impaired	impaired	
			整個	整個	
			存續期預期	存續期預期	
		十二個月	信貸虧損－	信貸虧損－	
		預期信貸虧損	並無信貸減值	已信貸減值	
		(第1階段)	(第2階段)	(第3階段)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Performing	良好	34,054	–	–	34,054
Doubtful	懷疑	–	–	–	–
Default	違約	–	–	69,881	69,881
		34,054	–	69,881	103,935

27. 應收賬款(續)

附註：(續)

(d) (續)

本公司董事認為，基於保證金貸款融資業務之循環性質，賬齡分析並無意義，並因此並無披露賬齡分析。

按本集團內部信貸評級及年末分類對於二零二五年及二零二四年十二月三十一日應收保證金客戶之應收賬款之賬面總值分析如下：

截至二零二五年十二月三十一日止年度

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For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

(d) (continued)

For the year ended 31 December 2024

27. 應收賬款(續)

附註：(續)

(d) (續)

截至二零二四年十二月三十一日止年度

Internal credit rating	內部信貸評級	12-months ECL (Stage 1)	Lifetime	Lifetime ECL	Total
			ECL not credit- impaired (Stage 2)	credit- impaired (Stage 3)	
		十二個月 預期信貸虧損 (第1階段)	整個 存續期預期 信貸虧損－ 並無信貸減值 (第2階段)	整個 存續期預期 信貸虧損－ 已信貸減值 (第3階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Performing	良好	866	–	–	866
Doubtful	懷疑	–	45,326	–	45,326
Default	違約	–	–	69,099	69,099
		866	45,326	69,099	115,291

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截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

(d) (continued)

Movements of the provision for impairment loss on accounts receivable from margin clients are as follows:

27. 應收賬款(續)

附註：(續)

(d) (續)

應收保證金客戶之應收賬款之減值虧損撥備變動如下：

		12-months ECL (Stage 1)	Lifetime ECL not credit- impaired (Stage 2)	Lifetime ECL credit- impaired (Stage 3)	Total
		十二個月 預期信貸虧損 (第1階段)	整個 存續期預期 信貸虧損— 並無信貸減值 (第2階段)	整個 存續期預期 信貸虧損— 已信貸減值 (第3階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
ECL allowances as at 1 January 2024	於二零二四年一月一日之 預期信貸虧損準備	2	198	46,151	46,351
Transfer to lifetime ECL credit-impaired	轉入整個存續期預期信貸 虧損—已信貸減值	(2)	(198)	200	—
Impairment loss recognised for the year	年內確認之減值虧損	—	—	10,659	10,659
Impairment loss reversed for the year	年內撥回之減值虧損	—	—	(703)	(703)
ECL allowances as at 31 December 2024 and 1 January 2025	於二零二四年 十二月三十一日及 二零二五年一月一日之 預期信貸虧損準備	—	—	56,307	56,307
Impairment loss recognised for the year	年內確認之減值虧損	—	—	8,550	8,550
Impairment loss reversed for the year	年內撥回之減值虧損	—	—	(7,400)	(7,400)
ECL allowances as at 31 December 2025	於二零二五年 十二月三十一日之 預期信貸虧損準備	—	—	57,457	57,457

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For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

- (e) The settlement terms of accounts receivable arising from the ordinary course of business of asset management are normally due immediately from date of billing but the Group may grant a credit period of 30 days on average to its clients. The aging analysis of these receivables based on the invoice date is as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Within 30 days	30日內	338	49
31 – 90 days	31至90日	628	94
Over 90 days	超過90日	7,968	5,484
		8,934	5,627

- (f) The settlement terms of accounts receivable arising from the ordinary course of business of insurance brokerage are normally due immediately from date of billing but the Group may grant a credit period of 30 days on average to its clients. The aging analysis of these receivables based on the invoice date is as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Within 30 days	30日內	16	415

27. 應收賬款(續)

附註：(續)

- (e) 在日常業務過程中因進行資產管理業務而產生之應收賬款之結算期一般自發單日期起即時到期，但本集團可給予其客戶平均30日之信用期。該等應收賬款之賬齡分析(按發票日期計算)如下：

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
30日內	338	49
31至90日	628	94
超過90日	7,968	5,484
	8,934	5,627

- (f) 在日常業務過程中因進行保險經紀業務而產生之應收賬款之結算期一般自發單日期起即時到期，但本集團可給予其客戶平均30日之信用期。該等應收賬款之賬齡分析(按發票日期計算)如下：

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
30日內	16	415

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For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

27. ACCOUNTS RECEIVABLE (continued)

Notes: (continued)

- (g) The settlement terms of accounts receivable arising from the ordinary course of business of property investments are normally due immediately from date of billing. The aging analysis of these receivables based on the invoice date is as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Within 30 days	30日內	-	35
31 – 90 days	31至90日	-	70
		-	105

28. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

Other receivables 其他應收賬款
Less: impairment loss 減：減值虧損

Prepayments and other deposits (including rental and utility deposits) 預付款項及其他按金(包括租金及水電按金)

7,724 2,334

Note: For other receivables, the Group measures the loss allowance at an amount equal to 12 - month ECL. The Group uses past due information to assess whether credit risk has increase significantly since initial recognition. The Group measures the loss allowance for other receivables under general approach in HKFRS 9.

27. 應收賬款(續)

附註：(續)

- (g) 在日常業務過程中因進行物業投資業務而產生之應收賬款之結算期限一般自發單日期起即時到期。該等應收賬款之賬齡分析(按發票日期計算)如下：

28. 預付款項、按金及其他應收賬款

2025
二零二五年
HK\$'000
千港元

2024
二零二四年
HK\$'000
千港元

- 2,721
- (2,721)

7,724 2,334

附註：就其他應收賬款而言，本集團計量相等於十二個月預期信貸虧損之虧損準備。本集團使用逾期資料以評估信貸風險是否自初步確認後顯著增加。本集團根據香港財務報告準則第9號之常規做法為其他應收賬款計量虧損準備。

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截至二零二五年十二月三十一日止年度

28. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

Analysis of the gross carrying amount on other receivables as at 31 December 2024 by the Group's internal credit rating and year end classification:

For the year ended 31 December 2024

Internal credit rating	內部信貸評級	12-months ECL (Stage 1)	Lifetime ECL	Lifetime ECL	Total
			not credit- impaired (Stage 2)	credit- impaired (Stage 3)	
			整個 存續期預期 信貸虧損－ 並無信貸減值 (第2階段)	整個 存續期預期 信貸虧損－ 已信貸減值 (第3階段)	總計
		十二個月 預期信貸虧損 (第1階段)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Default	違約	－	－	2,721	2,721

28. 預付款項、按金及其他應收賬款 (續)

按本集團內部信貸評級及年末分類對於二零二四年十二月三十一日之其他應收賬款之賬面總值分析如下：

截至二零二四年十二月三十一日止年度

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For the year ended 31 December 2025
截至二零二五年十二月三十一日止年度

28. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

Movements of the provision for impairment loss on other receivables are as follows:

28. 預付款項、按金及其他應收賬款 (續)

年內其他應收賬款之減值虧損撥備變動如下：

	12-months ECL (Stage 1)	Lifetime ECL not credit-impaired (Stage 2)	Lifetime ECL credit-impaired (Stage 3)	Total
	十二個月 預期信貸虧損 (第1階段)	整個 存續期預期 信貸虧損－ 並無信貸減值 (第2階段)	整個 存續期預期 信貸虧損－ 已信貸減值 (第3階段)	總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
ECL allowances as at 1 January 2024,				
31 December 2024 and 1 January 2025				
		於二零二四年一月一日、 二零二四年十二月 三十一日及二零二五年 一月一日之預期 信貸虧損準備		
		–	–	2,721
			2,721	2,721
Bad debt written off during the year				
		年內撇銷之壞賬		
		–	–	(2,721)
			(2,721)	(2,721)
At 31 December 2025		於二零二五年 十二月三十一日		
		–	–	–

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29. BANK BALANCES AND CASH

Bank balances and cash comprise cash and short-term bank deposits held by the Group at market interest rates ranging from 0.001% to 2.95% (2024: 0.0625% to 4.25%) per annum with an original maturity of one month.

In the course of the conduct of the regulated activities of its ordinary business, VC Brokerage Limited act as trustees that result in the holding of clients' monies on behalf of clients and other institutions. These assets are not assets of the Group and, therefore, are not included in its consolidated statement of financial position. As at 31 December 2025, the Group maintained segregated accounts at other authorised institutions of approximately HK\$60,595,000 (2024: HK\$94,762,000) in conjunction with its securities, as a result of the normal business transactions, which are not otherwise dealt with in these consolidated financial statements.

29. 銀行結餘及現金

銀行結餘及現金包括本集團所持現金及原到期日為一個月、按市場年利率介乎0.001厘至2.95厘(二零二四年: 0.0625厘至4.25厘)計息之短期銀行存款。

在日常業務過程中經營受規管活動時，滙盈證券有限公司充當受託人，代客戶及其他機構持有客戶款項。該等資產並非本集團之資產，故不計入其綜合財務狀況表內。於二零二五年十二月三十一日，本集團就其正常業務交易而於其他認可機構設立其證券之獨立賬戶，金額約60,595,000港元(二零二四年: 94,762,000港元)，有關賬戶不會在綜合財務報表中處理。

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30. ACCOUNTS PAYABLE, ACCRUED LIABILITIES AND OTHER PAYABLES AND MARGIN LOAN PAYABLES

30. 應付賬款、應計負債及其他應付賬款以及應付保證金貸款

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Accounts payable arising from the ordinary course of business of dealing in securities transactions (note a):	在日常業務過程中因進行證券買賣交易而產生之應付賬款 (附註a):		
Clearing house	結算所	-	109
Rolling balance cash clients	滾存結餘現金客戶	84,596	1,047
Margin clients	保證金客戶	288	473
		84,884	1,629
Accounts payable arising from insurance brokerage (note b)	因進行保險經紀業務而產生之應付賬款 (附註b)	12	374
		84,896	2,003
Margin loan payables	應付保證金貸款	13,069	20,318
Accrued liabilities and other payables:	應計負債及其他應付賬款:		
Accrued expenses	應計開支	8,071	6,337
Receipt in advance	預收款項	35	35
Other payables	其他應付賬款	1,906	7,220
		10,012	13,592

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30. ACCOUNTS PAYABLE, ACCRUED LIABILITIES AND OTHER PAYABLES AND MARGIN LOAN PAYABLES (continued)

Notes:

- (a) Accounts payable to clearing house represent trades pending settlement arising from dealing in securities which are usually due within two trading days after the trade date.

The accounts payable to rolling balance cash clients and margin clients are repayable on demand except where certain balances represent trade pending settlement which are usually due within two trading days after the trade date or deposits received from clients for their securities dealing activities. Only the excessive amounts over the required deposits stipulated are repayable on demand.

No aging analysis on accounts payable arising from dealing in securities is disclosed in the opinion of the directors of the Company as the aging analysis does not give additional value in view of the nature of this business.

- (b) The settlement terms of accounts payable arising from the ordinary course of business of insurance brokerage are normally due immediately upon presentation of statements. The aging analysis of this payable based on the statement dates is as follows:

30. 應付賬款、應計負債及其他應付賬款以及應付保證金貸款(續)

附註：

- (a) 應付結算所賬款指買賣證券產生之待結算交易，一般於買賣日期後之兩個交易日內到期。

應付滾存結餘現金客戶及保證金客戶之賬款須於要求時償還，惟若干待結算交易結餘（一般於買賣日期後之兩個交易日內到期）或就客戶證券買賣活動向其收取之按金除外。僅有多於指定按金之數額為須於要求時償還。

基於此業務之性質，本公司董事認為因進行證券買賣而產生之應付賬款之賬齡分析並無任何額外價值，故未有披露賬齡分析。

- (b) 在日常業務過程中因進行保險經紀業務而產生之應付賬款之結算期限一般於呈交賬單時即時到期。該應付賬款之賬齡分析（按賬單日期計算）如下：

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Within 30 Days	30日內	12	374

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31. DEFERRED TAX LIABILITIES

The following is the analysis of the deferred tax after set off certain deferred tax assets against deferred tax liabilities of the same taxable entity, for financial reporting purposes:

31. 遞延稅項負債

經對銷同一應課稅實體之若干遞延稅項資產與遞延稅項負債後，就財務報告而言之遞延稅項分析如下：

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Deferred tax liabilities 遞延稅項負債	680	690

The following is the major deferred tax (assets) liabilities recognised and movements thereon during the current and prior years.

已確認之主要遞延稅項(資產)負債以及其於本年度及過往年度之變動如下。

		Tax losses 稅項虧損 HK\$'000 千港元	Unrealised gain on financial assets held for trading 持作買賣 財務資產之 未變現收益 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Right-of-use assets 使用權資產 HK\$'000 千港元	Convertible bonds 可換股債券 HK\$'000 千港元	Other intangible assets 其他無形資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2024 於二零二四年一月一日		(5,007)	4,864	(1,183)	1,183	-	537	394
Charge to convertible bond reverse 於可換股債券儲備扣除		-	-	-	-	175	-	175
Charge (credit) to profit or loss 於損益賬扣除(抵免)		2,290	(2,147)	(59)	59	(22)	-	121
At 31 December 2024 and 1 January 2025 於二零二四年十二月三十一日及二零二五年一月一日		(2,717)	2,717	(1,242)	1,242	153	537	690
Charge to convertible bond reverse 於可換股債券儲備扣除		-	-	-	-	102	-	102
Charge (credit) to profit or loss 於損益賬扣除(抵免)		1,299	(1,299)	714	(714)	(112)	-	(112)
At 31 December 2025 於二零二五年十二月三十一日		(1,418)	1,418	(528)	528	143	537	680

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31. DEFERRED TAX LIABILITIES (continued)

At 31 December 2025, the Group has estimated unused tax losses of approximately HK\$1,083,869,000 (2024: HK\$1,047,095,000) available for offset against future profits. As at 31 December 2025, deferred tax asset and liability have been recognised in respect of tax losses of approximately HK\$8,596,000 (2024: HK\$16,464,000) and taxable temporary difference of approximately HK\$8,596,000 (2024: HK\$16,464,000).

During the year ended 31 December 2025, no deferred tax asset has been recognised in respect of the remaining tax losses of approximately HK\$1,075,273,000 (2024: HK\$1,030,631,000) due to the unpredictability of future profit streams. The estimated unused tax losses have no expiry date but are subject to further approval of the Hong Kong Inland Revenue Department.

At 31 December 2025, the Group has deductible temporary differences of HK\$5,346,000 (2024: HK\$6,376,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

31. 遞延稅項負債(續)

於二零二五年十二月三十一日，本集團有估計未動用稅項虧損約1,083,869,000港元(二零二四年：1,047,095,000港元)可供抵銷未來溢利。於二零二五年十二月三十一日，本集團就稅項虧損約8,596,000港元(二零二四年：16,464,000港元)及應課稅臨時差額約8,596,000港元(二零二四年：16,464,000港元)確認遞延稅項資產及負債。

截至二零二五年十二月三十一日止年度，並無就餘下稅項虧損約1,075,273,000港元(二零二四年：1,030,631,000港元)確認遞延稅項資產，蓋因未來溢利來源無法預測。該等估計未動用稅項虧損不設屆滿日，但須經香港稅務局另行批准，方可動用。

於二零二五年十二月三十一日，本集團有可扣稅臨時差額5,346,000港元(二零二四年：6,376,000港元)。並無就該等可扣稅臨時差額確認遞延稅項資產，蓋因不大可能會錄得應課稅溢利可用作抵銷可扣稅臨時差額。

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32. CONVERTIBLE BONDS AND DERIVATIVE FINANCIAL ASSETS

On 26 September 2024, the Company issued convertible bonds ("CB1") with a 2% coupon rate at a total principal value of HK\$14,400,000 to six independent third parties. The convertible bonds will mature on the second anniversary of the date of issue of the convertible bonds. After the share consolidation of 10 existing shares into 1 consolidated share, the convertible bonds may be converted into 14,400,000 ordinary shares of the Company at any time between the date of issue and the maturity date (both dates inclusive) at an adjusted conversion price of HK\$1.00 per new ordinary share (the initial conversion price was HK\$0.10 per share for 144,000,000 ordinary shares before the share consolidation effective on 28 July 2025).

On 25 June 2025, the Company issued convertible bonds ("CB2") with a 1% coupon rate at a total principal value of HK\$5,000,000 to two independent third parties. The convertible bonds will mature on the second anniversary of the date of issue of the convertible bonds. After the share consolidation of 10 existing shares into 1 consolidated share, the convertible bonds may be converted into 12,500,000 ordinary shares of the Company at any time between the date of issue and the maturity date at an adjusted conversion price of HK\$0.40 per new ordinary share (the initial conversion price was HK\$0.04 per share for 125,000,000 ordinary shares before the share consolidation). In addition, the Company has the right to redeem all or part of the convertible bonds at par (together with accrued interest) at any time prior to maturity. The CB 1 and CB 2 comprise liability components and equity conversion components. The residual amounts, representing the value of the equity components are included in the convertible bonds reserve under equity attributable to the owners of the Company.

32. 可換股債券及衍生財務資產

於二零二四年九月二十六日，本公司向六名獨立第三方發行本金總額14,400,000港元之2%票面息率可換股債券（「可換股債券1」）。該可換股債券將於發行可換股債券日期後第二週年到期。於進行每十股現有股份合併為一股合併股份之股份合併後，可換股債券可於發行日期至到期日（包括首尾兩日）期間任何時間按經調整換股價每股新普通股1.00港元轉換為14,400,000股本公司普通股（於進行二零二五年七月二十八日生效之股份合併前，144,000,000股普通股之初步換股價為每股0.10港元）。

於二零二五年六月二十五日，本公司向兩名獨立第三方發行本金總額5,000,000港元之1%票面息率可換股債券（「可換股債券2」）。該可換股債券將於發行可換股債券日期後第二週年到期。於進行每十股現有股份合併為一股合併股份之股份合併後，可換股債券可於發行日期至到期日期間任何時間按經調整換股價每股新普通股0.40港元轉換為12,500,000股本公司普通股（於進行股份合併前，125,000,000股普通股之初步換股價為每股0.04港元）。此外，本公司有權於到期前任何時間按面值（連同未償利息）贖回全部或部分可換股債券。可換股債券1及可換股債券2由負債部分及權益換股部分組成。殘值（即權益部分之價值）計入本公司擁有人應佔權益下之可換股債券儲備。

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32. CONVERTIBLE BONDS AND DERIVATIVE
FINANCIAL ASSETS (continued)

The movement of liability component of the convertible bonds is as follows:

32. 可換股債券及衍生財務資產(續)

可換股債券負債部分之變動如下：

		Issued by the Company	
		CB1 issued on	CB2 issued on
		26 September	25 June
		2024	2025
		於二零二四年	於二零二五年
		九月二十六日	六月二十五日
		發行之	發行之
		可換股債券1	可換股債券2
		HK\$'000	HK\$'000
		千港元	千港元
Liability component at 1 January 2024	於二零二四年一月一日之 負債部分	-	-
Liability component on initial recognition	初步確認時之負債部分	13,340	-
Effective interest expenses (note 11)	實際利息開支(附註11)	213	-
Interest payable	應付利息	(77)	-
Liability component at 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及 二零二五年一月一日之 負債部分	13,476	-
Liability component on initial recognition	初步確認時之負債部分	-	4,380
Effective interest expenses (note 11)	實際利息開支(附註11)	810	182
Interest payable	應付利息	(288)	(26)
Liability component at 31 December 2025	於二零二五年十二月三十一日之 負債部分	13,998	4,536

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32. CONVERTIBLE BONDS AND DERIVATIVE FINANCIAL ASSETS (continued)

The convertible bonds issued at their issue dates recognised in the consolidated statement of financial position are as follows:

32. 可換股債券及衍生財務資產 (續)

於相關發行日期發行之可換股債券於綜合財務狀況表確認如下：

		Issued by the Company 由本公司發行	
		CB1 issued on 26 September 2024 於二零二四年 九月二十六日 發行之 可換股債券1	CB2 issued on 25 June 2025 於二零二五年 六月二十五日 發行之 可換股債券2
Maturity date	到期日	26 September 2026 二零二六年 九月二十六日	25 June 2027 二零二七年 六月二十五日
Remaining principal not yet converted as at 31 December 2025	於二零二五年十二月三十一日 尚未兌換之餘下本金	HK\$14,400,000 14,400,000港元	HK\$5,000,000 5,000,000港元
Remaining principal not yet converted as at 31 December 2024	於二零二四年十二月三十一日 尚未兌換之餘下本金	HK\$14,400,000 14,400,000港元	—
Conversion price	換股價	HK\$1.0 per share 每股1.0港元	HK\$0.4 per share 每股0.4港元
Analysis as:	分析：		
		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Current liability	流動負債	13,998	—
Non-current liability	非流動負債	4,536	13,476

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**32. CONVERTIBLE BONDS AND DERIVATIVE
FINANCIAL ASSETS (continued)**

32. 可換股債券及衍生財務資產(續)

Derivative financial assets

衍生財務資產

	2025	2024
	二零二五年	二零二四年
	HK\$'000	HK\$'000
	千港元	千港元
Issuer's redemption right for convertible bonds	1,890	-

The derivative financial asset represents the redemption right at initial recognition and measured at fair value through profit or loss.

該衍生財務資產代表於初步確認時之贖回權，其按公平值列賬及在損益賬計量。

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33. OTHER BORROWING

33. 其他借款

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Other borrowing, secured	其他借款(有抵押)	9,000	9,000
Carrying amount of the above borrowing is repayable (<i>note</i>) – More than two years, but not exceeding five years	上述借款之賬面值須按以下期限償還(附註) – 超過兩年，但不超過五年	9,000	9,000
Carrying amount of other borrowing that is not repayable within one year from the end of the reporting date but:	其他借款之賬面值毋須於報告期末起一年內償還，但：		
– Contain a repayment on demand clause	– 訂有按要求償還條款	9,000	9,000
Amount shown under current liabilities	列於流動負債下之金額	9,000	9,000

Note: The amounts due are based on scheduled repayable dates set out in loan agreement.

附註： 到期金額按貸款協議所載預定須還款之日期償還。

As at 31 December 2025, the other borrowing amounted of HK\$9,000,000 (2024: HK\$9,000,000) is secured by an investment property located in Hong Kong held by the Group. The borrowing carry interest rate at a fixed rate 13% per annum (2024: 13%) and is repayable at maturity date on 3 June 2027.

於二零二五年十二月三十一日，其他借款9,000,000港元(二零二四年：9,000,000港元)以本集團持有之位於香港之投資物業作抵押。借款按固定年利率13厘計息(二零二四年：13%)，並須於到期日二零二七年六月三日償還。

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34. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

34. 融資活動產生之負債對賬

下表載列本集團融資活動產生之負債變動詳情，包括現金及非現金變動。融資活動產生之負債為其有關之現金流量或未來現金流量於本集團綜合現金流量表中分類為融資活動產生之現金流量之負債。

		Convertible bonds 可換股債券 HK\$'000 千港元 (note 32) (附註32)	Other loan and interest payable from bank overdraft and other borrowing 其他貸款以及銀行透支及其他借款之應付利息 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元 (note 23) (附註23)	Other borrowing 其他借款 HK\$'000 千港元 (note 33) (附註33)
At 1 January 2024	於二零二四年十二月三十一日	-	-	7,862	-
Financing cash inflows (outflows)	融資現金流入(流出)	8,400	(588)	(7,643)	9,000
<i>Non-cash changes</i>	<i>非現金變動</i>				
New lease arrangement	新租賃安排	-	-	7,312	-
Bond redemption payable	應付債券贖回款項	6,000	-	-	-
Recognition of equity component of convertible bond	確認可換股債券之股本部分	(1,060)	-	-	-
Interest expenses accrued (note 11)	應計利息開支(附註11)	213	588	299	-
Interest payable	應付利息	(77)	-	-	-
At 31 December 2024	於二零二四年十二月三十一日	13,476	-	7,830	9,000
At 1 January 2025	於二零二五年一月一日	13,476	-	7,830	9,000
Financing cash inflows (outflows)	融資現金流入(流出)	5,000	(1,180)	(4,849)	-
<i>Non-cash change</i>	<i>非現金變動</i>				
Derivative financial assets	衍生財務資產	1,890	-	-	-
Recognition of equity component of convertible bond	確認可換股債券之股本部分	(2,510)	-	-	-
Interest expenses accrued (note 11)	應計利息開支(附註11)	992	1,180	293	-
Interest payable	應付利息	(314)	-	-	-
At 31 December 2025	於二零二五年十二月三十一日	18,534	-	3,274	9,000

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35. SHARE CAPITAL

35. 股本

		Number of ordinary shares 普通股數目 '000 千股	Share capital 股本 HK\$'000 千港元
At 1 January 2024, 31 December 2024 and 1 January 2025	於二零二四年一月一日、 二零二四年十二月 三十一日及二零二五年 一月一日	2,473,523	1,810,848
Consolidation of 10 existing shares into 1 consolidated ordinary share (note a)	10股現有股份合併為1股 合併普通股(附註a)	(2,226,171)	-
Issue of shares upon rights issue (note b)	因供股而發行股份(附註b)	48,785	21,953
Payments for transaction costs attributable to issue of shares by rights issue (note b)	因供股而發行股份所產生之 交易成本付款(附註b)	-	(1,368)
Issue of shares upon placing of shares (note c)	因配售股份而發行股份 (附註c)	33,160	14,922
At 31 December 2025	於二零二五年十二月三十一日	329,297	1,846,355

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35. SHARE CAPITAL (continued)

Notes:

- (a) On 24 July 2025, the Company approved by ordinary resolution passed at the extraordinary general meeting of shareholders the consolidation of every 10 issued existing ordinary shares into 1 consolidated ordinary share, which became effective on 28 July 2025. Upon completion of the share consolidation, the number of issued ordinary shares of the Company was reduced from 2,473,523,000 shares to 247,352,300 shares, the par value per share was increased proportionally, and the total share capital of the Company remained unchanged at HK\$1,810,848,000. To ensure the comparability of financial information, the Company has retrospectively restated the share-based financial indicators such as earnings per share and net asset value per share in the prior year's financial statements based on the share base after the consolidation.
- (b) On 26 August 2025, the Company proposed a non-underwritten rights issue on the basis of 2 rights shares for every 1 existing share held, which became unconditional on 13 October 2025. The total number of rights shares available for subscription under the rights issue was 494,704,608 shares. As at the latest acceptance time of 10 October 2025, the Company received valid acceptances and applications for a total of 48,785,000 shares. In connection with the rights issue transaction cost of HK\$1,368,000 were incurred, which directly attributable to the issue of the rights shares and were deducted from share capital in accordance with the requirements of HKFRS Accounting Standards. The fully paid-up rights shares commenced trading on The Stock Exchange of Hong Kong Limited on 21 October 2025, result in an increase in the Company's share capital by HK\$21,953,000.
- (c) Due to the under-subscription of the rights issue mentioned in note (b), the unsubscribed rights shares were converted into placing shares. The Company appointed a placing agent to place such shares at a placing price of HK\$0.45 per share. The placing became unconditional on 7 November 2025 and was completed on 11 November 2025. A total of 33,160,000 placing shares were successfully issued, result in an increase in the Company's share capital by HK\$14,922,000. In connection with the placing, transaction costs of HK\$373,000 were incurred, which were directly attributable to the issue of the placing shares and were deducted from share capital in accordance with the requirements of HKFRS Accounting Standards.

35. 股本(續)

附註：

- (a) 於二零二五年七月二十四日，本公司透過在股東特別大會上通過普通決議案，以批准將每10股已發行現有普通股合併為1股合併普通股，該合併已於二零二五年七月二十八日生效。股份合併完成後，本公司已發行普通股數目由2,473,523,000股減少至247,352,300股，每股面值按比例增加，而本公司之總股本維持於1,810,848,000港元不變。為確保財務資料之可比性，本公司已根據合併後之股份基數，對過往年度財務報表中之每股盈利及每股資產淨值等以股份為基礎之財務指標進行追溯重列。
- (b) 於二零二五年八月二十六日，本公司建議按每持有1股現有股份獲發2股供股股份之基準進行非包銷供股，該供股已於二零二五年十月十三日成為無條件。根據供股可供認購之供股股份總數為494,704,608股股份。於二零二五年十月十日之最後接納時間，本公司已接獲合共48,785,000股股份之有效接納及申請。與供股相關之交易成本為1,368,000港元，該等成本乃直接因發行供股股份而產生，並已根據香港財務報告準則會計準則之規定自股本扣除。繳足股款之供股股份已於二零二五年十月二十一日開始在香港聯合交易所有限公司買賣，導致本公司股本增加21,953,000港元。
- (c) 由於附註(b)所述之供股認購不足，未獲認購之供股股份已轉換為配售股份。本公司委任配售代理，以按每股0.45港元之配售價配售該等股份。該配售已於二零二五年十一月七日成為無條件，並於二零二五年十一月十一日完成。合共33,160,000股配售股份已成功發行，導致本公司股本增加14,922,000港元。就配售而言，其乃產生373,000元之交易成本，該等成本乃直接因發行配售股份而產生，並已根據香港財務報告準則會計準則之規定自股本扣除。

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36. SHARE OPTIONS

Share option scheme

The Company offered the share option scheme under which share options are granted to the directors, employees and other eligible persons of the Group to subscribe for shares of the Company in recognising their contributions and in retaining employees who will continue to make valuable contribution to the Group.

Pursuant to an extraordinary resolution passed at the extraordinary general meeting of the Company held on 14 June 2018, the Company adopted a share option scheme (the "2018 Share Option Scheme").

On 31 January 2023, employees of the Group were granted share options to subscribe for 170,100,000 underlying shares under the 2018 Share Option Scheme. These share options were vested on 31 January 2024 and have duration of 4 years from the date of grant i.e. from 31 January 2023 to 31 January 2027.

On 31 May 2023, by passing an ordinary resolution at the annual general meeting, the Company adopted another share option scheme (the "New Share Option Scheme") and terminated the 2018 Share Option Scheme.

As at 31 December 2025, the number of shares in respect of which share options had been granted and remained outstanding under the 2018 Share Option Scheme was 8,679,986 (2024: 126,200,000), representing approximately 2.6% (2024: 5.1%) of the shares of the Company in issue 4,206,175 (2024: 43,200,000) share options lapsed during the year ended 31 December 2025 due to the staff resignation.

The estimated fair values of the options granted under the 2018 Share Option Scheme on 31 January 2023 is approximately HK\$11,134,000 recognised in the share option reserve, which was calculated using the binomial model with the key inputs into the model as disclosed below.

36. 購股權

購股權計劃

本公司提供購股權計劃，據此授出可認購本公司股份之購股權予本集團董事、僱員及其他合資格人士，以肯定彼等之貢獻及吸引會繼續為本集團作出寶貴貢獻之僱員留任。

本公司根據於二零一八年六月十四日舉行之股東特別大會上通過之決議案，採納一項新購股權計劃（「二零一八年購股權計劃」）。

於二零二三年一月三十一日，本公司根據二零一八年購股權計劃向本集團僱員授出可認購170,100,000股相關股份之購股權。該等購股權已於二零二四年一月三十一日歸屬，並由授出日期起計有效期為四年（即二零二三年一月三十一日至二零二七年一月三十一日）。

於二零二三年五月三十一日，本公司藉著於股東週年大會上通過之普通決議案採納另一項購股權計劃（「新購股權計劃」）並終止二零一八年購股權計劃。

於二零二五年十二月三十一日，根據二零一八年購股權計劃已授出但尚未行使之購股權所涉及之股份數目為8,679,986股（二零二四年：126,200,000股），相當於本公司已發行股份約2.6%（二零二四年：5.1%）。截至二零二五年十二月三十一日止年度有4,206,175份（二零二四年：43,200,000份）購股權因員工辭職而失效。

根據二零一八年購股權計劃於二零二三年一月三十一日授出之購股權之估計公平值約為11,134,000港元（於購股權儲備確認），乃採用二項式模式計算，其中該模式之主要輸入數據於下表披露。

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36. SHARE OPTIONS (continued)

Share option scheme (continued)

36. 購股權 (續)

購股權計劃 (續)

		31 January 2023 二零二三年 一月三十一日
Share price at the date of grant	於授出日期之股價	HK\$0.145 0.145港元
Exercise price (after share consolidation)	行使價 (於股份合併後)	HK\$1.45 1.45港元
Exercise price (upon the allotment and issue of the rights issue)	行使價 (於進行供股配發及發行時)	HK\$1.41 1.41港元
Risk-free rate	無風險利率	3.255%
Expected volatility	預期波幅	63%
Exercise multiples – employees	行使倍數 – 僱員	2.2

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36. SHARE OPTIONS (continued)

Share option scheme (continued)

Movements in the number of share options granted to the directors of the Company, employees of the Group and other eligible persons outstanding under the 2018 Share Option Scheme during the year are as follows:

Year ended 31 December 2025

Categories of grantees	Grant date	Exercise Price Per share	Balance as at 1 January 2025 於二零二五年 一月一日 之結餘	Number of share options 購股權數目					Adjusted as a result of rights issue	Balance as at 31 December 2025 於二零二五年 十二月三十一日 之結餘
				Granted during the year	Exercised during the year	Lapsed during the year	Share Consolidation effective			
承授人類別	授出日期	每股行使價		於年內授出	於年內行使	於年內失效	股份合併生效	因供股而調整		
Employees 僱員	31 January 2023 二零二三年一月三十一日	HK\$1.41 1.41港元	126,200,000	-	-	(4,206,175)	(113,580,000)	266,161	8,679,986	
Exercisable as at 31 December 2025 於二零二五年十二月三十一日 可予行使									8,679,986	
Weighted average exercise price 加權平均行使價			HK\$0.145 0.145港元	-	-	HK\$1.45 1.45港元	HK\$1.45 1.45港元	HK\$1.41 1.41港元	HK\$1.41 1.41港元	

Year ended 31 December 2024

Categories of grantees	Grant date	Exercise Price Per share	Balance as at 1 January 2024 於二零二四年 一月一日 之結餘	Number of share options 購股權數目			Balance as at 31 December 2024 於二零二四年 十二月三十一日 之結餘
				Granted during the year	Exercised during the year	Lapsed during the year	
承授人類別	授出日期	每股行使價		於年內授出	於年內行使	於年內失效	
Employees 僱員	31 January 2023 二零二三年一月三十一日	HK\$0.145 0.145港元	169,400,000	-	-	(43,200,000)	126,200,000
Exercisable as at 31 December 2024 於二零二四年十二月三十一日可予行使							126,200,000
Weighted average exercise price 加權平均行使價			HK\$0.145 0.145港元	-	-	HK\$0.145 0.145港元	HK\$0.145 0.145港元

36. 購股權 (續)

購股權計劃 (續)

於年內根據二零一八年購股權計劃授予本公司董事、本集團僱員及其他合資格人士之尚未行使購股權數目變動如下：

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37. CAPITAL COMMITMENTS

As at the end of the reporting period, the Group's commitments contracted but not provided for in respect of capital contribution are as follows:

- (a) On 16 March 2023, Astral Wealth Limited, a direct wholly-owned subsidiary of the Company, entered into an exclusive agreement with two independent third parties to acquire a property located in Hong Kong, through acquisition of a Hong Kong private company that is holding the said property, at a consideration of HK\$18,000,000 of which HK\$16,000,000 was paid as deposit during the year ended 31 December 2023. The transaction was completed on 30 April 2024 as disclosed in note 40.

37. 資本承擔

於報告期末，本集團就注資已訂約但未撥備之承擔如下：

- (a) 於二零二三年三月十六日，本公司直接全資附屬公司星豐有限公司與兩名獨立第三方訂立獨家協議，以透過收購一間香港私人公司而購買該公司持有之一項位於香港之物業，所涉代價為18,000,000港元，而於截至二零二三年十二月三十一日止年度已支付其中16,000,000港元作為按金。誠如附註40所披露，交易已於二零二四年四月三十日完成。

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38. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure each group entity will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt and equity attributable to owners of the Company (comprising issued share capital and reserves).

The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group manages its overall capital structure through payment of dividends and issuance of new shares.

Several subsidiaries of the Group (the "Regulated Subsidiaries") are registered with the SFC for the business they operate in. The Regulated Subsidiaries are subject to liquid capital requirements under the Hong Kong Securities and Futures (Financial Resources) Rules (the "SF(FR)R") adopted by the SFC. Under the SF(FR)R, the Regulated Subsidiaries must maintain their liquid capital (assets and liabilities adjusted as determined by the SF(FR)R) in excess of HK\$3 million or 5% of their total adjusted liabilities, whichever is higher. The required information is filed with the SFC on a monthly basis. The Regulated Subsidiaries have no non-compliance with the liquid capital requirements imposed by the SF(FR)R during the year.

38. 資本風險管理

本集團之資本管理乃旨在確保各集團實體將可以持續方式經營，同時透過適當平衡資本與負債結構為股東帶來最大回報。本集團之整體策略與過往年度維持不變。

本集團之資本結構包括債務及本公司擁有人應佔權益(包括已發行股本及儲備)。

管理層透過考量資本成本及與各類資本有關之風險檢討資本結構。為此，本集團透過派付股息及新股發行，管理其整體資本架構。

本集團若干附屬公司(「受規管附屬公司」)就其所經營業務向證監會註冊。受規管附屬公司受證監會採納之香港《證券及期貨(財務資源)規則》(「財務資源規則」)之流動資金規定所規範。根據財務資源規則，受規管附屬公司之流動資金(資產與負債，經財務資源規則決定予以調整)必須維持於3,000,000港元或其經調整負債總額之5%(以較高者為準)以上。此外，亦須每月向證監會提交所需資料。年內，受規管附屬公司並無違反財務資源規則訂明之流動資金規定。

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38. CAPITAL RISK MANAGEMENT (continued)

One of the subsidiaries, a member of the Insurance Authority, was required to maintain a minimum net asset value and share capital of HK\$500,000 during both the years ended 31 December 2025 and 2024. There was no non-compliance with the capital requirements imposed by the Insurance Authority during the years ended 31 December 2025 and 2024, except for the period from 1 January 2024 to 19 June 2024.

38. 資本風險管理(續)

其中一間附屬公司為保險業監管局之會員，並按規定須於截至二零二五年及二零二四年十二月三十一日止年度維持500,000港元之最低資產淨值及股本。於截至二零二五年及二零二四年十二月三十一日止年度，除於二零二四年一月一日至二零二四年六月十九日期間外，並無違反該項由保險業監管局訂明之資本規定。

39. FINANCIAL INSTRUMENTS

Categories of financial instruments

39. 金融票據

金融票據類別

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Financial assets	財務資產		
Financial assets at amortised costs	按攤銷成本列賬之財務資產	358,315	282,484
Financial assets at FVTOCI	按公平值列賬及在其他全面 收入表處理之財務資產	12,307	14,312
Financial assets at FVTPL	按公平值列賬及在損益賬處 理之財務資產		
– Derivative financial assets	– 衍生財務資產	1,890	–
– Held for trading	– 持作買賣	86,126	116,436
Financial liabilities	財務負債		
Amortised cost	已攤銷成本	133,580	53,179

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

The Group's major financial instruments include statutory deposits, rental and utility deposits, financial assets at FVTPL, financial assets at FVTOCI, accounts receivable, deposits and other receivables, bank balances and cash, accounts payable, accrued liabilities and other payables, margin loan payables, other borrowing and convertible bonds. Details of these financial instruments are disclosed in their respective notes. The risks associated with these financial instruments include market risk, credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

It is the Group's policy for each group entity to operate in local currencies as far as possible to minimise currency risks. Almost all of the Group's principal businesses are conducted in Hong Kong dollars which is also the functional currency of the respective entities of the Group, with small amounts of bank deposits denominated in RMB and USD amounted to approximately HK\$2,208,000 and HK\$339,000 respectively (2024: HK\$1,122,000 and HK\$336,000 respectively). Since the impact of foreign exchange exposure is minimal, no hedging against foreign currency exposure has been carried out by the Group for the year. Accordingly, no sensitivity analysis on currency risk was presented.

39. 金融票據(續)

財務風險管理之宗旨及政策

本集團之主要金融票據包括法定按金、租金及水電按金、按公平值列賬及在損益賬處理之財務資產、按公平值列賬及在其他全面收入表處理之財務資產、應收賬款、按金及其他應收賬款、銀行結餘及現金、應付賬款、應計負債及其他應付賬款、應付保證金貸款、其他借款以及可換股債券。該等金融票據之詳情於相關附註中披露。與該等金融票據相關之風險包括市場風險、信貸風險及流動資金風險。如何減輕該等風險之政策載列如下。管理層對該等風險進行管理及監察，確保及時有效實行適當措施。

市場風險

貨幣風險

本集團之政策為各集團實體均盡可能以當地貨幣經營，以減低貨幣風險。本集團絕大部分之主要業務均以本集團各實體之功能貨幣港元進行，只有少數銀行存款以人民幣及美元列值，金額分別約為2,208,000港元及339,000港元(二零二四年：分別為1,122,000港元及336,000港元)。由於外匯風險之影響屬微不足道，因此本集團於本年度並無為外幣風險進行對沖。因此，並無呈列貨幣風險之敏感度分析。

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Market risk (continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate accounts receivable from money lending business (see note 27). The management considered that the risk associated within these balances are insignificant.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate accounts receivable from brokerage and financing business such as rolling balance cash clients and margin clients (see note 27). Bank balances are excluded from the interest rate sensitivity analysis as they are not sensitive to the change in market interest rates.

The Group currently does not have any interest rate hedging policy. It is the Group's policy to keep accounts receivable from brokerage and financing business and short-term bank borrowing at floating rate as to minimise the cash flow interest rate risk.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of the variable-rate accounts receivable from brokerage and financing business and variable-rate bank borrowings.

39. 金融票據(續)

財務風險管理之宗旨及政策(續)

市場風險(續)

利率風險

本集團面對與放債服務定息應收賬款(見附註27)有關之公平值利率風險。管理層認為該等結餘內之相關風險並不重大。

本集團亦面對與滾存結餘現金客戶及保證金客戶(見附註27)等浮息應收經紀及融資業務賬款有關之現金流利率風險。利率敏感度分析並不計及銀行結餘,因其對市場利率變動之敏感度不大。

本集團現時並無任何利率對沖政策。本集團之政策為將應收經紀及融資業務賬款及短期銀行借款保持以浮動利率計息藉以將現金流量利率風險減至最低。

本集團面對之財務負債利率風險於本附註流動資金風險管理一節詳述。本集團之現金流量利率風險主要集中於浮息應收經紀及融資業務賬款及短期銀行借款之利率波動。

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Market risk (continued)

Interest rate risk (continued)

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments. The analysis is prepared assuming the financial instruments outstanding were outstanding for the whole year. A 10 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 10 basis points (2024: 10 basis points) higher/lower and all other variables were held constant, the Group's post-tax loss would decrease/increase by approximately HK\$134,000 for the year ended 31 December 2025 (2024: HK\$127,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate accounts receivable from brokerage and financing business and variable-rate bank borrowings.

Other price risk

The Group is exposed to equity price risk through the Group's investment in listed equity securities as at 31 December 2025. If the market price of the listed equity securities is 10% higher/lower as at 31 December 2025 (2024: 10% higher/lower), the Group's post-tax loss would have decreased/increased by approximately HK\$8,613,000 for the year ended 31 December 2025 (2024: HK\$11,644,000) as a result of the change in fair value of the listed equity securities.

39. 金融票據(續)

財務風險管理之宗旨及政策(續)

市場風險(續)

利率風險(續)

敏感度分析

以下敏感度分析乃根據非衍生工具利率風險而釐定。該分析乃假設尚未結算之金融票據乃於整個年度均無結算而編製。內部向主要管理人員匯報利率風險時乃使用上升或下降10個基點，即管理層評估有可能發生之合理利率變動。

倘利率上升／下降10個基點(二零二四年：10個基點)而所有其他不定因素均保持不變，則本集團截至二零二五年十二月三十一日止年度之除稅後虧損會減少／增加約134,000港元(二零二四年：127,000港元)。這主要源自本集團所面對浮息應收經紀及融資業務賬款及短期銀行借款之利率風險。

其他價格風險

於二零二五年十二月三十一日，本集團因其於上市股本證券之投資而承受股本價格風險。倘於二零二五年十二月三十一日上市股本證券之市價上升／下跌10%(二零二四年：上升／下跌10%)，則本集團於截至二零二五年十二月三十一日止年度之除稅後虧損會由於上市股本證券之公平值變動而減少／增加約8,613,000港元(二零二四年：11,644,000港元)。

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk

As at 31 December 2025, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The credit risk of our Group mainly arises from accounts receivable, deposits, other receivables and bank balances. The carrying amounts of these balances represent our Group's maximum exposure to credit risk in relation to financial assets.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts and receivables from margin clients with shortfalls in relation to the business of VC Brokerage, the indirect wholly-owned subsidiary of the Company. In addition, the Group reviews the recoverable amount of each individual receivable at the end of the reporting period to ensure that adequate loss allowance are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

39. 金融票據(續)

財務風險管理之宗旨及政策(續)

信貸風險

於二零二五年十二月三十一日，由於交易對手未能履行責任導致本集團須承受會產生財務損失之最大信貸風險，為產生自綜合財務狀況表所列各已確認財務資產之賬面值。

本集團之信貸風險主要產生自應收賬款、按金、其他應收賬款以及銀行結餘。此等結餘之賬面值為本集團就財務資產承受最大之信貸風險。

為了將信貸風險減至最低，本集團管理層已委派專責小組負責釐定信貸限額、信貸審批及其他監察程序，以確保採取跟進措施收回本公司間接全資附屬公司滙盈證券有關之逾期債務及保證金客戶欠付之應收賬款。此外，本集團會於各報告期末評估各應收賬款之可收回金額，以確保就不可收回金額作出足夠虧損準備。就此而言，本公司董事認為本集團之信貸風險已大幅降低。

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

For money lending business of VC Finance Limited (“VC Finance”) and corporate finance business of VC Capital Limited (“VC Capital”), both are the indirect wholly-owned subsidiaries of the Company, the Group closely evaluates the borrowers’ credit rating, financial background and repayment abilities so as to minimise the Group’s exposure to credit risk. The assessment is based on a close monitoring and evaluation of the collectability of individual account and on the management’s judgement, including the current creditworthiness of the borrowers, collateral value and the past collection history of each individual borrower within the Group. The Group will take necessary action to follow up the overdue loans and ensure that adequate loss allowances are made for individual loans. As at 31 December 2025, the Group recognised a loss allowance of approximately HK\$256,226,000 (2024: HK\$225,331,000) for the loans with ECL.

The Group has applied the simplified approach in HKFRS 9 for accounts receivable other than money lending and margin clients to measure the loss allowance at lifetime ECL for accounts receivable. The Group determines the ECL on an individual basis for customer with significant balances and collectively by using a provision matrix with reference to past default experience of the accounts receivable, adjusted for factors that are specific to the accounts receivable, latest collateral valuation general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date. In this regard, the directors of the Company consider that the Group’s credit risk is significantly reduced.

39. 金融票據(續)

財務風險管理之宗旨及政策(續)

信貸風險(續)

就本公司間接全資附屬公司滙盈財務有限公司(「滙盈財務」)之放債業務及滙盈融資有限公司(「滙盈融資」)之企業融資業務而言，為盡量減低本集團之信貸風險，本集團密切評估借款人之信貸評級、財務背景及還款能力。有關評估乃基於對個別賬項可收回成數之密切監察及評估，以及管理層之判斷(包括借款人現時之信用、各個別借款人之抵押品價值及過往向本集團還款記錄)。本集團將採取必要行動以跟進逾期貸款及確保會就個別貸款作出足夠虧損準備。於二零二五年十二月三十一日，本集團已就有預期信貸虧損之貸款確認約256,226,000港元(二零二四年：225,331,000港元)之虧損準備。

本集團就應收賬款(放債及保證金客戶除外)應用香港財務報告準則第9號之簡化方法，以計量應收賬款之整個存續期預期信貸虧損之虧損準備。本集團參考應收賬款過往之違約經驗，個別釐定(就結餘龐大之客戶而言)及採用撥備方陣集體釐定預期信貸虧損，並就應收賬款獨有之因素、抵押品最近期估值、整體經濟狀況以及於報告日期對現行及預測狀況發展方向之評估作出調整。就此而言，本公司董事認為本集團之信貸風險已大幅降低。

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

The accounts receivable from margin clients and money lending services are pledged by listed securities. The maximum exposure to credit risk in respect of the accounts receivable at the end of the reporting period, without taking into account the collateral is disclosed in note 27. The management considers that the credit risk arising from the accounts receivable is significantly mitigated by the listed equity securities held as collateral, with reference to the market value of the listed equity securities at 31 December 2025.

Management considered deposits and other receivables to be low credit risk and thus the impairment provision recognised during the year was limited to 12-month ECL, except for deposits and other receivables are considered that the credit risk is significantly increased or defaulted will be measure at lifetime ECL.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

39. 金融票據(續)

財務風險管理之宗旨及政策(續)

信貸風險(續)

應收保證金客戶賬款及放債服務之應收賬款乃以上市證券作抵押。於報告期末，就該等應收賬款所承擔之最大信貸風險(並無計及抵押品)於附註27披露。管理層認為，參考上市股本證券於二零二五年十二月三十一日之市值，應收賬款產生之信貸風險已基於持作抵押品之上市股本證券而大幅降低。

管理層認為，按金及其他應收賬款之信貸風險偏低，因此於年內確認之減值撥備僅限於十二個月預期信貸虧損，惟倘按金及其他應收賬款被視為信貸風險顯著增加或已違約，則以整個存續期預期信貸虧損計量。

流動資金之信貸風險有限，因交易對手為國際信貸評級機構賦予高信貸評級之銀行。

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements
- significant increase in credit risk on other financial instruments of the borrower
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower

39. 金融票據(續)

財務風險管理之宗旨及政策(續)

信貸風險(續)

本集團於初步確認在資產時考慮違約之可能性，及評估於報告期間內信貸風險有否持續顯著增加。於評估信貸風險有否顯著增加時，本集團將報告日期資產發生違約風險與初步確認日期發生違約風險作比較。本集團亦考慮可獲得之合理及支持前瞻性資料。尤其是結合以下指標：

- 內部信貸評級
- 外部信貸評級
- 業務、財務或經濟環境之實際或預期發生重大不利變化，而預期足以導致借款人履行責任之能力產生重大變化
- 借款人經營業績實際或預期發生重大變化
- 支持責任之抵押品價值或第三方擔保或信貸增益之質素發生重大變化
- 借款人其他金融票據之信貸風險發生重大變化
- 借款人之預期表現或行為發生重大變化，包括本集團借款人之付款情況之變化及借款人經營業績之變化

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

The Group's exposure to credit risk

In order to minimise credit risk, the Group has tasked its credit committee to develop and maintain the Group's credit risk grading to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the credit department uses other publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

39. 金融票據(續)

財務風險管理之宗旨及政策(續)

信貸風險(續)

本集團面對之信貸風險

為盡量降低信貸風險，本集團已委派其信貸委員會制訂及維持本集團信貸風險等級，以根據違約風險程度將風險分類。信貸評級資料由獨立評級機構提供(如可得)，否則信貸部門使用其他公開可得財務資料及本集團自有交易記錄對其主要客戶及其他債務人評級。本集團持續監察其風險及其交易對手之信貸評級，並將所達成之交易總值在經核准交易對手間攤分。

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

The Group's current credit risk grading framework comprises the following categories:

39. 金融票據(續)

財務風險管理之宗旨及政策(續)

信貸風險(續)

本集團現行信貸風險評級框架包括以下類別：

Category 類別	Description 描述	Basis for recognising ECL 確認預期信貸虧損之依據
Performing 良好	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit impaired (refer to as Stage 1) 違約風險低或自初步確認以來信貸風險並無顯著增加，且無信貸減值之財務資產(為第1階段)	12-month ECL 十二個月預期信貸虧損
Doubtful 懷疑	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit impaired (refer to as Stage 2) 自初步確認以來信貸風險顯著增加但並無信貸減值之財務資產(為第2階段)	Lifetime ECL – not credit impaired 整個存續期預期信貸虧損—並無信貸減值
Default 違約	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3) 當一項或多項對財務資產估計未來現金流量有不利影響之事件發生時，該資產即被評定為信貸減值(為第3階段)	Lifetime ECL – credit impaired 整個存續期預期信貸虧損—已信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重財務困難，因而本集團收回款項之希望渺茫	Amount is written off 款項已撇銷

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

The tables below detail the credit quality of the Group's financial assets as well as the Group's maximum exposure to credit risk by credit risk rating grades.

39. 金融票據 (續)

財務風險管理之宗旨及政策 (續)

信貸風險 (續)

下表根據信貸風險評級詳列本集團財務資產之信貸質素及本集團所面對最大之信貸風險。

	External credit rating	Internal credit rating	12-month or lifetime ECL 十二個月或 整個存續期預 期信貸虧損	31 December 2025 二零二五年十二月三十一日			31 December 2024 二零二四年十二月三十一日		
				Gross carrying amount	Loss allowance	Net carrying amount	Gross carrying amount	Loss allowance	Net carrying amount
	外部信貸評級	內部信貸評級		賬面總值	虧損準備	賬面淨值	賬面總值	虧損準備	賬面淨值
Rental and utility deposits 租金及水電按金	N/A 不適用	Performing 良好	12-month ECL 十二個月預期 信貸虧損	1,301	-	1,301	1,537	-	1,537
Accounts receivable (other than money lending and margin clients) 應收賬款 (放債及保證金客戶除外)	N/A 不適用	N/A 不適用	Lifetime ECL (Simplified approach) 整個存續期預期 信貸虧損 (簡化方法)	119,109	(22,235)	96,874	93,701	(17,903)	75,798
Accounts receivable from money lending and margin clients 應收放債及保證金客戶之 應收賬款	N/A 不適用	Performing 良好	12-month ECL 十二個月預期 信貸虧損	34,054	-	34,054	866	-	866
Accounts receivable from money lending and margin clients 應收放債及保證金客戶之 應收賬款	N/A 不適用	Doubtful 懷疑	Lifetime ECL – not credit- impaired 整個存續期預期 信貸虧損 – 並無信貸減值	184,339	(78,373)	105,966	248,895	(76,369)	172,526
Accounts receivable from money lending and margin clients 應收放債及保證金客戶之 應收賬款	N/A 不適用	Default 違約	Lifetime ECL – credit- impaired 整個存續期預期 信貸虧損 – 已信貸減值	252,463	(235,310)	17,153	218,061	(205,269)	12,792
Deposits and other receivables 按金及其他應收賬款	N/A 不適用	Performing 良好	12-month ECL 十二個月預期 信貸虧損	1,294	-	1,294	574	-	574
Deposits and other receivables 按金及其他應收賬款	N/A 不適用	Default 違約	Lifetime ECL – credit- impaired 整個存續期預期 信貸虧損 – 已信貸減值	-	-	-	2,721	(2,721)	-

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

The carrying amount of the Group's financial assets at FVTPL, as disclosed in note 26 represents their respective maximum exposure to credit risk. The Group holds no collateral over any of these balances.

The Group's concentration of credit risk by geographical location is mainly in Hong Kong as at 31 December 2025 and 2024. As at 31 December 2025, the Group has concentration of credit risk on the accounts receivable as the aggregate balances with the five largest clients represent approximately 36% (2024: 43%) of total accounts receivable. However, the fair values of the securities collateral held by the Group for these balances are either in excess to the relevant carrying amounts or have no overdue amounts as at the end of each reporting period. Accordingly, the directors of the Company consider that the Group's credit risk is closely monitored. The Group has no other significant concentration of credit risk.

Liquidity risk

The Group's liquidity risk management includes maintaining adequate internally generated cash flows and diversifying funding sources, including equity financing activities such as rights issue and placing undertaken during the year. The Group regularly reviews the major funding positions to ensure adequate financial resources are available to meet their respective financial obligations.

39. 金融票據(續)

財務風險管理之宗旨及政策(續)

信貸風險(續)

附註26所披露本集團按公平值列賬及在損益賬處理之財務資產之賬面值代表相關資產各自面對之最高信貸風險。本集團並無就任何該等結餘持有任何抵押品。

按地域而言，於二零二五年及二零二四年十二月三十一日，本集團之信貸風險主要集中於香港。於二零二五年十二月三十一日，本集團有應收賬款之集中信貸風險，因與五大客戶之總結餘佔應收賬款總額約36%（二零二四年：43%）。然而，本集團就該等結餘持有之抵押證券之公平值高於相關賬面值或於各報告日期並無逾期款項。因此，本公司董事認為本集團之信貸風險已得到密切監察。本集團並無其他高度集中信貸風險。

流動資金風險

本集團之流動資金風險管理包括維持足夠內部現金流量及分散資金來源，包括於年內進行之供股及配售等股本融資活動。本集團定期檢討各主要資金狀況，以確保各財政資源足以迎合其財務承擔所需。

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity table

The following tables detail the Group's remaining contractual maturity for their non-derivative financial liabilities based on the agreed repayment terms. The tables have been drawn up based on the undiscounted cash flows of financial liabilities with the earliest date on which the Group are required to settle. The tables include both principal and interest cash flows. To the extent that the interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period.

39. 金融票據(續)

財務風險管理之宗旨及政策(續)

流動資金風險(續)

流動資金表

下表基於本集團非衍生財務負債之協定還款期詳列該等負債之剩餘合約期限。下表為基於本集團於須予結算之最早日期之財務負債之未貼現現金流量編製。下表包括本金及利息現金流量。在利率屬浮動利率之情況下，未貼現金額乃由報告期末利率曲線衍生。

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity table (continued)

At 31 December 2025

39. 金融票據(續)

財務風險管理之宗旨及政策(續)

流動資金風險(續)

流動資金表(續)

於二零二五年十二月三十一日

		On demand or less than 1 month 於要求時 償還或 一個月以內	1-3 months	3 months to 1 year	1-5 years	Total undiscounted cash flows 未貼現 現金流量總額	Total carrying amount 賬面總值
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Accounts payable	應付賬款	84,896	-	-	-	84,896	84,896
Other payables	其他應付賬款	7,183	784	114	-	8,081	8,081
Margin loan payables	應付保證金貸款	13,069	-	-	-	13,069	13,069
Other borrowing	其他借款	9,000	-	-	-	9,000	9,000
Convertible bonds	可換股債券	28	82	14,551	5,024	19,685	18,534
		114,176	866	14,665	5,024	134,731	133,580

In addition, the Group's maturity profile of its lease liabilities is as follow:

此外，本集團租賃負債之到期情況如下：

		Weighted average interest rate (p.a.) 加權平均利率 (每年) %	On demand or less than 1 month 於要求時 償還或 一個月以內	1-3 months	3 months to 1 year	1-5 years	Total undiscounted cash flows 未貼現 現金流量 總額	Total carrying amount 賬面總值
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Lease liabilities	租賃負債	5.40%	329	658	2,018	365	3,370	3,274

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity table (continued)

Other borrowing with a repayment on demand clause are included in the “on demand or less than 1 month” time band in the above maturity analysis. As at 31 December 2025, the aggregate undiscounted principal amounts of these other borrowing amounted to HK\$10,755,000 (2024: HK\$11,925,000). Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the lender will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such other borrowing will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to HK\$10,755,000, with the details as follow:

39. 金融票據 (續)

財務風險管理之宗旨及政策 (續)

流動資金風險 (續)

流動資金表 (續)

其他附有按要求償還條款之借款已計入上述到期日分析中之「於要求時償還或一個月以內」時間段內。於二零二五年十二月三十一日，該等其他貸款之未貼現本金總額為10,755,000港元（二零二四年：11,925,000港元）。考慮到本集團之財務狀況，本公司董事認為貸款人行使酌情權要求即時還款之可能性不大。本公司董事相信，該等銀行貸款將按貸款協議所載之預定還款日期償還。屆時，本金及利息現金流出總額將為10,755,000港元，詳情如下：

	Less than 1 year	1 year to 2 years	2-5 years	> 5 years	Total undiscounted cash flows 未貼現 現金流量	Total carrying amount 賬面總值
	一年以內 HK\$'000 千港元	一年至兩年 HK\$'000 千港元	兩至五年 HK\$'000 千港元	五年以上 HK\$'000 千港元	總值 HK\$'000 千港元	賬面總值 HK\$'000 千港元
At 31 December 2025	1,170	9,585	-	-	10,755	9,000
於二零二五年十二月三十一日	1,170	9,585	-	-	10,755	9,000

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity table (continued)

At 31 December 2024

39. 金融票據(續)

財務風險管理之宗旨及政策(續)

流動資金風險(續)

流動資金表(續)

於二零二四年十二月三十一日

		On demand or less than 1 month 於要求時 償還或 一個月以內	1-3 months 一至三個月	3 months to 1 year 三個月至一年	1-5 years 一至五年	Total undiscounted cash flows 未貼現 現金流量總額	Total carrying amount 賬面總值
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Accounts payable	應付賬款	2,003	-	-	-	2,003	2,003
Margin loan payables	應付保證金貸款	20,318	-	-	-	20,318	20,318
Other payables	其他應付賬款	6,710	1,550	122	-	8,382	8,382
Other borrowing	其他借款	9,000	-	-	-	9,000	9,000
Convertible bonds	可換股債券	24	71	193	14,611	14,899	13,476
		38,055	1,621	315	14,611	54,602	53,179

In addition, the Group's maturity profile of its lease liabilities is as follow:

此外，本集團租賃負債之到期情況如下：

		Weighted average interest rate (p.a.) 加權平均利率 (每年) %	On demand or less than 1 month 於要求時 償還或 一個月以內	1-3 months 一至三個月	3 months to 1 year 三個月至一年	1-5 years 一至五年	Total undiscounted cash flows 未貼現 現金流量 總額	Total carrying amount 賬面總值
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Lease liabilities	租賃負債	5.59%	577	1,154	3,122	3,370	8,223	7,830

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39. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity table (continued)

39. 金融票據 (續)

財務風險管理之宗旨及政策 (續)

流動資金風險 (續)

流動資金表 (續)

	Less than 1 year	1 year to 2 years	2-5 years	> 5 years	Total undiscounted cash flows 未貼現 現金流量 總額	Total carrying amount 賬面總值
	一年以內 HK\$'000 千港元	一年至兩年 HK\$'000 千港元	兩至五年 HK\$'000 千港元	五年以上 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 December 2024 於二零二四年十二月三十一日	1,170	1,170	9,585	-	11,925	9,000

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39. FINANCIAL INSTRUMENTS (continued)

Fair value measurement recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured at fair value at the end of each reporting period for recurring and non-recurring measurement, grouped into Levels 1 to 3 based on the degree to which the fair value is observable in accordance to the Group's accounting policy. The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

39. 金融票據(續)

於綜合財務狀況表確認之公平值計量

下表載列於各報告期末公平值計量之金融票據有關經常性及非經常性計量之分析，乃基於根據本集團會計政策該公平值之可觀察程度而劃分入第1至3級。本公司董事認為於綜合財務報表按攤銷成本列賬之財務資產及財務負債之賬面值與其公平值相若。

		31 December 2025 二零二五年十二月三十一日			
		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at FVTPL	按公平值列賬及 在損益賬處理之 財務資產				
Derivative financial assets	衍生財務資產	-	-	1,890	1,890
Listed equity securities	上市股本證券	86,126	-	-	86,126
Financial assets at FVTOCI	按公平值列賬及在 其他全面收入表 處理之財務資產				
Unlisted equity securities	非上市股本證券	-	-	12,307	12,307
Total	總計	86,126	-	14,197	100,323

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39. FINANCIAL INSTRUMENTS (continued)

Fair value measurement recognised in the consolidated statement of financial position (continued)

39. 金融票據(續)

於綜合財務狀況表確認之公平值計量(續)

		31 December 2024 二零二四年十二月三十一日			
		Level 1 第1級	Level 2 第2級	Level 3 第3級	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets at FVTPL	按公平值列賬及 在損益賬處理之 財務資產				
Listed equity securities	上市股本證券	116,436	–	–	116,436
Financial assets at FVTOCI	按公平值列賬及在 其他全面收入表 處理之財務資產				
Unlisted equity securities	非上市股本證券	–	–	14,312	14,312
Total	總計	116,436	–	14,312	130,748

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39. FINANCIAL INSTRUMENTS (continued)

Fair value measurement recognised in the consolidated statement of financial position (continued)

The valuation techniques and inputs used in the fair value measurements of each financial instrument on a recurring basis are set out below:

39. 金融票據(續)

於綜合財務狀況表確認之公平值計量(續)

各金融票據按經常性基準之公平值計量所用之估值技術及輸入數據載列如下：

Financial instruments	Fair value hierarchy	Fair values as at 31 December		Valuation technique and key inputs	Significant unobservable inputs	Relationship of key inputs and significant unobservable inputs to fair value
金融票據	公平值層級	於十二月三十一日之公平值 2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	估值技術及主要輸入數據	重大不可觀察輸入數據	主要輸入數據及重大不可觀察輸入數據與公平值之關係
Financial assets at FVTPL 按公平值列賬及在損益賬處理之財務資產						
Derivative financial assets	Level 3	1,890	-	2025: Binomial model: By reference to the risk free rate of 1.82% and effective interest rate of 8%	2025: Volatility of underlying shares: 93%	The higher the expected volatility, the higher of the fair value of the option
衍生財務資產	第3級			2024: N/A 二零二五年: 二項式模式: 參考無風險利率1.82%及實際利率8% 二零二四年: 不適用	2024: N/A 二零二五年: 相關股份之波幅: 93% 二零二四年: 不適用	預期波幅越高, 購股權之公平值越高
Listed equity securities 上市股本證券	Level 1 第1級	86,126	116,436	Quoted bid prices in an active market 活躍市場所報買入價	N/A 不適用	N/A 不適用
Financial assets at FVTOCI 按公平值列賬及在其他全面收入表處理之財務資產						
Unlisted equity securities	Level 3	12,307	14,312	2025: Market approach	2025: Marketability discount of 20.4%	2025: By reference to price-to-book value ratio of 0.276
非上市股本證券	第3級			2024: Market approach 二零二五年: 市場法 二零二四年: 市場法	2024: Marketability discount of 20.4% 二零二五年: 市場流通性折扣20.4% 二零二四年: 市場流通性折扣20.4%	2024: By reference to price-to-book value ratio of 0.328 二零二五年: 參考市賬率0.276倍 二零二四年: 參考市賬率0.328倍
Financial liabilities at FVTPL 按公平值列賬及在損益賬處理之財務負債						
Convertible Bonds	Level 3	4,536	-	2025: Binomial model: By reference to the risk free rate of 1.82% and effective interest rate of 8%	2025: Volatility of CBs: 93% 2024: N/A	The higher the volatility, the higher of the fair value of the CBs
可換股債券	第3級			2024: N/A 二零二五年: 二項式模式: 參考無風險利率1.82%及實際利率8% 二零二四年: 不適用	二零二五年: 可換股債券之波幅: 93% 二零二四年: 不適用	波幅越高, 可換股債券之公平值越高

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39. FINANCIAL INSTRUMENTS (continued)

Fair value measurement recognised in the consolidated statement of financial position (continued)

Reconciliation of Level 3 fair value measurements of financial assets on recurring basis are as follows:

39. 金融票據(續)

於綜合財務狀況表確認之公平值計量(續)

按經常性基準以第3級公平值計量之財務資產對賬：

		Financial assets at FVTPL 按公平值 列賬及在 損益賬處理之 財務資產	Financial assets at FVTOCI 按公平值列賬 及在其他全面 收入表處理之 財務資產	Derivative financial assets 衍生財務資產	Total 總計
		Convertible bonds 可換股債券	Unlisted equity securities 非上市股本證券	Call option 認購期權	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As 1 January 2024	於二零二四年一月一日	12,700	16,439	-	29,139
Fair value loss through other comprehensive income	在其他全面收入表確認之公平值虧損	-	(2,127)	-	(2,127)
Redeemed during the year	年內贖回	(12,700)	-	-	(12,700)
As 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	-	14,312	-	14,312
Recognition of derivative financial assets upon issuance of CB2	因發行可換股債券2而確認衍生財務資產	-	-	1,890	1,890
Fair value loss through other comprehensive income	在其他全面收入表確認之公平值虧損	-	(2,005)	-	(2,005)
At 31 December 2025	於二零二五年十二月三十一日	-	12,307	1,890	14,197

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39. FINANCIAL INSTRUMENTS (continued)

Offsetting financial assets and financial liabilities

The disclosures set out in the tables below include financial assets and financial liabilities that:

- are offset in the Group's consolidated statement of financial position; or
- are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments, irrespective of whether they are offset in the Group's consolidated statement of financial position.

Under the agreement of continuous net settlement made between the Group and HKSCC and brokers, the Group has a legally enforceable right to set off the money obligation receivable and payable with HKSCC and brokers on the same settlement date and the Group intends to set off on a net basis.

In addition, the Group has a legally enforceable right to set off the accounts receivable and payable with brokerage clients that are due to be settled on the same date and the Group intends to settle these balances on a net basis.

Except for balances which are due to be settled on the same date which are being offset, amounts due from/to brokerage clients that are due to be settled on delivery versus payment basis, amounts due from/to HKSCC, brokers and brokerage clients that are not to be settled on the same date, financial collateral including cash and securities received by the Group, deposit placed with HKSCC and brokers do not meet the criteria for offsetting in the statement of financial position since the right of set-off of the recognised amounts is only enforceable following an event of default.

39. 金融票據(續)

財務資產及財務負債抵銷

下表載列之披露資料包括屬於以下情況之財務資產及財務負債：

- 於本集團綜合財務狀況表內抵銷；或
- 受涵蓋同類金融票據並可強制執行之淨額對銷總安排或同類協議所規限，不論其是否於本集團綜合財務狀況表內抵銷。

根據本集團與香港結算及經紀作出之持續淨額結算協議，本集團擁有可依法強制執行之權利，將與香港結算及經紀之間在同一個結算日到期且本集團有意按淨額基準抵銷之應收及應付賬款責任抵銷。

此外，本集團擁有可依法強制執行之權利，將與經紀客戶之間在同一個結算日到期且本集團有意按淨額基準抵銷之應收及應付賬款抵銷。

除於同一日到期結算之結餘予以抵銷外，到期按貨銀對付基準結算之應收／應付經紀客戶賬款、並非於同一日結算之應收／應付香港結算、經紀及經紀客戶賬款、本集團收取之財務抵押品(包括現金及證券)，以及存放於香港結算及經紀之按金，一概不符合於財務狀況表內抵銷之標準，因抵銷已確認金額之權利僅於違約事件後方可強制執行。

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39. FINANCIAL INSTRUMENTS (continued)

Offsetting financial assets and financial liabilities
(continued)

At 31 December 2025

39. 金融票據 (續)

財務資產及財務負債抵銷 (續)

於二零二五年十二月三十一日

	Gross amounts of accounts payable set off in the consolidated statement of financial position 於綜合財務 狀況表內 應收 賬款總額	Gross amounts of accounts receivable in the consolidated statement of financial position 於綜合財務 狀況表內 應付賬款總額	Net amounts of accounts receivable in the consolidated statement of financial position 於綜合財務 狀況表內之 應收賬款淨額	Related amounts not set off in the consolidated statement of financial position Financial instruments 並無於綜合財務狀況表內 抵銷之相關款額	Collateral received 已收抵押品	Net amount
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	Financial instruments HK\$'000 千港元	Collateral received HK\$'000 千港元	Net amount HK\$'000 千港元
Accounts receivable arising from the ordinary course of business of dealing in securities transactions		在日常業務過程中因進行買賣證券交易而產生之應收賬款				
	135,945	(1,771)	134,174	-	(129,984)	4,190

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39. FINANCIAL INSTRUMENTS (continued)

Offsetting financial assets and financial liabilities
(continued)

At 31 December 2024

39. 金融票據(續)

財務資產及財務負債抵銷(續)

於二零二四年十二月三十一日

	Gross amounts of accounts payable set off in the consolidated statement of financial position 於綜合財務 狀況表內 應收 賬款總額 HK\$'000 千港元	Gross amounts of accounts receivable set off in the consolidated statement of financial position 於綜合財務 狀況表內 抵銷之 應付賬款總額 HK\$'000 千港元	Net amounts of accounts receivable in the consolidated statement of financial position 於綜合財務 狀況表內之 應收賬款淨額 HK\$'000 千港元	Related amounts not set off in the consolidated statement of financial position 並無於綜合財務狀況表內 抵銷之相關款額 Financial instruments 已收抵押品 HK\$'000 千港元	Collateral received HK\$'000 千港元	Net amount HK\$'000 千港元
Accounts receivable arising from the ordinary course of business of dealing in securities transactions	在日常業務過程中因進行買賣證券交易而產生之應收賬款					
	135,171	(7,081)	128,090	-	(120,247)	7,843

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For the year ended 31 December 2025
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39. FINANCIAL INSTRUMENTS (continued)

Offsetting financial assets and financial liabilities
(continued)

As at 31 December 2025

39. 金融票據 (續)

財務資產及財務負債抵銷 (續)

於二零二五年十二月三十一日

	Gross amounts of accounts receivable set off in the consolidated statement of financial position 於綜合財務 狀況表內 應付 賬款總額	Net amounts of accounts payable in the consolidated statement of financial position 於綜合財務 狀況表內 之應付 賬款淨額	Related amounts not set off in the consolidated statement of financial position Financial instruments 並無於綜合財務狀況表內 抵銷之相關款額	Collateral pledged 已質押抵押品	Net amount
	Gross amounts of accounts payable	financial position	Financial instruments	Collateral pledged	Net amount
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Accounts payable arising from the ordinary course of business of dealing in securities transactions	145,478	(60,594)	84,884	(1,772)	83,112
在日常業務過程中因進行買賣證券交易而產生之應付賬款					

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39. FINANCIAL INSTRUMENTS (continued)

Offsetting financial assets and financial liabilities
(continued)

As at 31 December 2024

39. 金融票據(續)

財務資產及財務負債抵銷(續)

於二零二四年十二月三十一日

	Gross amounts of accounts receivable set off in the consolidated statement of financial position 於綜合財務 狀況表內 應付 賬款總額 HK\$'000 千港元	Gross amounts of accounts payable 於綜合財務 狀況表內 抵銷之 應收賬款總額 HK\$'000 千港元	Net amounts of accounts payable in the consolidated statement of financial position 於綜合財務 狀況表內 之應付 賬款淨額 HK\$'000 千港元	Related amounts not set off in the consolidated statement of financial position Financial instruments 並無於綜合財務狀況表內 抵銷之相關款額 金融票據 HK\$'000 千港元	Collateral pledged 已質押抵押品 HK\$'000 千港元	Net amount 淨額 HK\$'000 千港元		
Accounts payable arising from the ordinary course of business of dealing in securities transactions		在日常業務過程中因進行 買賣證券交易而產生之 應付賬款	96,304	(94,675)	1,629	-	(7,167)	(5,538)

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40. ACQUISITION OF A SUBSIDIARY

On 30 April 2024, the Group completed the acquisition of 100% equity interest in Polyton China from two independent third parties for a cash consideration of HK\$18,000,000 (the "Acquisition"). The directors of the Company were of the opinion that the Acquisition did not constitute business combination as defined in HKFRS 3, therefore, the Acquisition had been accounted for as asset acquisition.

Consideration transferred

Net assets of Polyton China acquired:

		30/4/2024 二零二四年 四月三十日 HK\$'000 千港元
Investment property	投資物業	18,000
Amount due from former shareholder assigned to the Group	轉讓予本集團之應收前股東款項	(19,852)
		(1,852)
Add: Amount due from former shareholder assigned to the Group	加：轉讓予本集團之應收前股東款項	19,852
		18,000
Net assets of outflow on acquisition of Polyton China:	因收購百利通中國而流出之淨資產：	HK\$'000 千港元
Cash consideration paid	已付現金代價	18,000
Less: Deposit paid	減：已付按金	(16,000)
Net cash outflow arising on acquisition	因收購而產生之現金流出淨額	2,000

40. 收購附屬公司

於二零二四年四月三十日，本集團完成以現金代價18,000,000港元向兩名獨立第三方收購百利通中國之100%股權（「收購事項」）。本公司董事認為，收購事項並不構成香港財務報告準則第3號所界定之業務合併，因此，收購事項已入賬為資產收購。

所轉讓代價

所收購之百利通中國淨資產：

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41. DISPOSAL OF SUBSIDIARIES**Disposal of D&K Asset Management (HK) Limited and VC Technology Assets Limited**

On 19 December 2024, the Group agreed to dispose of the 100% equity interests in D&K Asset Management (HK) Limited and VC Technology Assets Limited to an independent third party for a cash consideration of an aggregate amount of HK\$60,000.

As disclosed in note 13, on 27 September 2024, the Group disposed its sales and marketing of digital assets segment at the time of disposal of the Disposal Group. The net liabilities of the Disposal Group at the date of disposal were as follows:

41. 出售附屬公司**出售德坤資產管理(香港)有限公司及滙盈科技資產有限公司**

於二零二四年十二月十九日，本集團同意向獨立第三方出售德坤資產管理(香港)有限公司及滙盈科技資產有限公司之100%股權，總現金代價為60,000港元。

誠如附註13所披露，於二零二四年九月二十七日，本集團於出售集團被出售之時出售其數碼資產銷售及推廣業務分部。出售集團於出售日期之負債淨額如下：

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41. DISPOSAL OF SUBSIDIARIES (continued)

Disposal of D&K Asset Management (HK) Limited and VC Technology Assets Limited (continued)

Analysis of assets and liabilities of D&K Asset Management (HK) Limited and VC Technology Assets Limited over which control was lost:

41. 出售附屬公司(續)

出售德坤資產管理(香港)有限公司及滙盈科技資產有限公司(續)

已失去控制權之德坤資產管理(香港)有限公司及滙盈科技資產有限公司之資產及負債分析：

		27/9/2024 二零二四年 九月二十七日 HK\$'000 千港元	27/9/2024 二零二四年 九月二十七日 HK\$'000 千港元	27/9/2024 二零二四年 九月二十七日 HK\$'000 千港元
			VC D&K Asset Management (HK) Limited 德坤資產 管理(香港) 有限公司	Total 總計
Property and equipment	物業及設備	45	-	45
Bank balances and cash	銀行結餘及現金	369	98	467
Accounts receivable	應收賬款	-	94	94
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	1,312	-	1,312
Accounts payable	應付賬款	(3,548)	(171)	(3,719)
Accrued liabilities and other payables	應計負債及其他應付賬款	(321)	(15)	(336)
Amount due to ultimate holding company	應付最終控股公司款項	(15,156)	(20)	(15,176)
Amount due to immediate holding company	應付直接控股公司款項	-	(64)	(64)
Net liabilities disposed of	所出售之負債淨額	(17,299)	(78)	(17,377)

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41. DISPOSAL OF SUBSIDIARIES (continued)

Disposal of D&K Asset Management (HK)
Limited and VC Technology Assets Limited
(continued)

41. 出售附屬公司(續)

出售德坤資產管理(香港)有限公司
及滙盈科技資產有限公司(續)

Gain on disposal of subsidiaries	出售附屬公司之收益	HK\$'000 千港元
Cash consideration received	已收現金代價	60
Net liabilities disposed of	所出售之負債淨額	17,377
Amount due to ultimate holding company assigned to acquirer	轉讓予收購方之應付最終控股公司 款項	(15,176)
Amount due to immediate holding company assigned to acquirer	轉讓予收購方之應付直接控股公司 款項	(64)
Non-controlling interests	非控股權益	(1,106)
Release of exchange reserve upon disposal	因出售而解除滙兌儲備	(675)
		416

The gain on disposal is included in profit for the year ended 31 December 2024 from discontinued operations (see note 13).

出售收益乃計入已終止經營業務之截至二零二四年十二月三十一日止年度溢利(見附註13)。

Net cash outflow arising on disposal:

因出售而產生之現金流出淨額：

		HK\$'000 千港元
Cash consideration	現金代價	60
Less: bank balances and cash disposed of	減：所出售之銀行結餘及現金	(467)
		(407)

The impact of the Disposal Group on the Group's results and cash flows in the prior periods are disclosed in note 13.

出售集團對過往期間本集團之業績及現金流量之影響於附註13披露。

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41. DISPOSAL OF SUBSIDIARIES (continued)

Disposal of 深圳市滙盈智創科技有限公司

On 27 December 2024, the Group entered into a sales and purchase agreement with an independent third party to dispose of its entire equity interest in 深圳市滙盈智創科技有限公司 at a consideration of HK\$1 (equivalent to RMB1). The disposal was completed on 31 December 2024.

Analysis of assets and liabilities over which control was lost:

41. 出售附屬公司(續)

出售深圳市滙盈智創科技有限公司

於二零二四年十二月二十七日，本集團與獨立第三方訂立買賣協議，以代價1港元(相當於人民幣1元)出售其於深圳市滙盈智創科技有限公司之全部股權。有關出售已於二零二四年十二月三十一日完成。

失去控制權之資產及負債分析：

		31/12/2024 二零二四年 十二月三十一日 HK\$'000 千港元
Bank balances and cash	銀行結餘及現金	2
Accrued liabilities and other payables	應計負債及其他應付賬款	(10)
Net liabilities disposed of	所出售之負債淨額	(8)

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41. DISPOSAL OF SUBSIDIARIES (continued)

**Disposal of 深圳市滙盈智創科技有限公司
(continued)**

The loss arising from the disposal shown in the consolidated statement of profit or loss and other comprehensive income is calculated as follows:

Gain on disposal of a subsidiary	出售附屬公司之收益	HK\$'000 千港元
Cash consideration	現金代價	—*
Net liabilities disposed of	所出售之負債淨額	8
Release of exchange reserve upon disposal	因出售而解除滙兌儲備	—*
		8

Net cash outflow arising on disposal:

因出售而產生之現金流出淨額：

		HK\$'000 千港元
Cash consideration	現金代價	—*
Less: bank balances and cash disposed of	減：所出售之銀行結餘及現金	(2)
		(2)

* Less than HK\$500

* 少於500港元

41. 出售附屬公司(續)

**出售深圳市滙盈智創科技有限公司
(續)**

綜合損益及其他全面收入表所列之出售所產生之虧損計算如下：

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42. RELATED PARTY TRANSACTIONS

Other than as disclosed elsewhere in these consolidated financial statements, during the year, the Group entered into the following transactions with related parties:

42. 關聯方交易

除綜合財務報表其他章節所披露者外，年內，本集團曾與關聯方進行以下交易：

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Brokerage commission income earned from certain directors of the Company or close family members of or entities controlled by these directors and key management	39	80
向本公司若干董事或該等董事及主要管理人員之近親或彼等控制之實體所賺取之經紀佣金收入		

Compensation of key management personnel

The remuneration of directors of the Company and other members of key management personnel during the year is as follows:

主要管理人員之報酬

年內本公司董事及其他管理層要員之酬金如下：

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Short term benefits	3,843	5,580
Post-employment benefits	54	56
Other long term benefits	12	18
	3,909	5,654

The remuneration is determined by the Remuneration Committee of the Company having regard to the performance of individuals and market trends.

酬金乃由本公司薪酬委員會考慮到個別人士表現及市場趨勢後釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2025
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43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

43. 本公司之財務狀況表

			2025 二零二五年	2024 二零二四年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司之投資	(i)	2,688	2,688
Amount due from a subsidiary	應收附屬公司款項	(ii)	503,727	502,597
			506,415	505,285
Current assets	流動資產			
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款		151	305
Financial assets at FVTPL	按公平值列賬及在損益賬處理之財務資產		69,406	105,143
Amounts due from subsidiaries	應收附屬公司款項	(iii)	607,186	595,380
Derivative financial asset	衍生財務資產		1,890	–
Bank balances	銀行結餘		2,025	114
			680,658	700,942
Current liabilities	流動負債			
Accrued liabilities and other payables	應計負債及其他應付賬款		2,242	1,993
Margin loan payable	應付保證金貸款		10,245	18,627
Amounts due to subsidiaries	應付附屬公司款項	(iii)	846,502	831,238
Convertible bonds	可換股債券		13,998	–
			872,987	851,858
Net current liabilities	流動負債淨額		(192,329)	(150,916)
Total assets less current liabilities	總資產減流動負債		314,086	354,369

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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43. STATEMENT OF FINANCIAL POSITION OF THE
COMPANY (continued)

43. 本公司之財務狀況表(續)

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Non-current liabilities	非流動負債		
Convertible bonds	可換股債券	4,536	13,476
Deferred tax liabilities	遞延稅項負債	143	153
		4,679	13,629
Net assets	資產淨值	309,407	340,740
Capital and reserves	資本及儲備		
Share capital	股本	1,838,492	1,803,718
Reserves	儲備	(1,529,085)	(1,462,978)
Total equity	權益總額	309,407	340,740

The Company's statement of financial position was approved and authorised for issue by the board of directors on 30 March 2026 and are signed on its behalf by:

本公司之財務狀況表經董事會於二零二六年三月三十日批准授權刊行，並由下列董事代表簽署：

Mr. Zhang Li
張利先生
Director
董事

Mr. Lin Hoi Kwong
連海江先生
Director
董事

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43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

- (i) As at 31 December 2025, investments in subsidiaries are carried at cost of approximately HK\$2,688,000 (2024: HK\$2,688,000). No impairment loss was recognised for the year ended 31 December 2025 (2024: nil).
- (ii) The amount from a subsidiary of approximately HK\$503,727,000 (2024: HK\$502,597,000) is unsecured and interest-free. The directors of the Company do not expect repayments from a subsidiary within next twelve months from the end of the reporting period. An impairment loss of HK\$28,907,000 (2024: HK\$91,189,000) was recognised during the year ended 31 December 2025.
- (iii) The amounts due from subsidiaries included loan and interest of approximately HK\$348,825,000 (2024: HK\$338,021,000), in which a loan of approximately HK\$18,208,000 (2024: HK\$18,208,000) is unsecured, interest-bearing at Hong Kong prime rate 1.25% (2024: 1.25%) and repayable on demand and a loan of approximately HK\$330,617,000 (2024: HK\$319,813,000) is unsecured, interest-bearing at Hong Kong prime rate plus 10% (2024: plus 10%) per annum and repayable within one year as at the end of the reporting date. The remaining amounts due from subsidiaries of approximately HK\$258,361,000 (2024: HK\$257,359,000) are unsecured, interest-free and repayable on demand. An impairment loss of HK\$20,951,000 (2024: HK\$2,742,000) was recognised during the year ended 31 December 2025.

The amounts due to subsidiaries included loan and interest of approximately HK\$321,890,000 (2024: HK\$337,431,000) are unsecured, interest-bearing at Hong Kong below prime rate 4.5% (2024: below prime rate 4.5%) per annum and repayable on demand. The remaining amounts due to subsidiaries of approximately HK\$524,612,000 (2024: HK\$493,807,000) are unsecured, interest-free and repayable on demand.

43. 本公司之財務狀況表(續)

- (i) 於二零二五年十二月三十一日，於附屬公司之投資按約2,688,000港元(二零二四年：2,688,000港元)之成本列賬。截至二零二五年十二月三十一日止年度概無確認減值虧損(二零二四年：無)。
- (ii) 約503,727,000港元(二零二四年：502,597,000港元)之應收附屬公司款項為無抵押及不計息。本公司董事並不預期附屬公司於報告期末起計十二個月之內還款。截至二零二五年十二月三十一日止年度已確認減值虧損為28,907,000港元(二零二四年：91,189,000港元)。
- (iii) 約348,825,000港元(二零二四年：338,021,000港元)之應收附屬公司款項(包括貸款及利息)中，約18,208,000港元(二零二四年：18,208,000港元)之貸款為無抵押、按港元最優惠利率加1.25厘(二零二四年：1.25厘)計息及須於要求時償還，另外約330,617,000港元(二零二四年：319,813,000港元)之貸款為無抵押、按港元最優惠利率加10厘(二零二四年：加10厘)之年利率計息，須於報告期末後一年內償還。其餘約258,361,000港元(二零二四年：257,359,000港元)之應收附屬公司款項為無抵押、不計息及須於要求時償還。截至二零二五年十二月三十一日止年度已確認減值虧損為20,951,000港元(二零二四年：2,742,000港元)。
- 約321,890,000港元(二零二四年：337,431,000港元)之應付附屬公司款項(包括貸款及利息)為無抵押、按港元最優惠利率減4.5厘(二零二四年：最優惠利率減4.5厘)之年利率計息及須於要求時償還。其餘約524,612,000港元(二零二四年：493,807,000港元)之應付附屬公司款項為無抵押、不計息及須於要求時償還。

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43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

(iv) Movement in the Company's capital and reserves

43. 本公司之財務狀況表(續)

(iv) 本公司資本及儲備變動

		Share capital	Capital reserve	Convertible bonds reserve	Share option reserve	Accumulated losses	Total
		股本	資本儲備	可換股債券儲備	購股權儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2025	於二零二五年一月一日	1,803,718	123,758	885	8,260	(1,595,881)	340,740
Loss and total comprehensive expenses for the year	年度虧損及全面開支總額	-	-	-	-	(68,515)	(68,515)
Recognition of equity component of convertible bonds	確認可換股債券之股本部分	-	-	2,510	-	-	2,510
Deferred tax liabilities on recognition of equity component of convertible bonds	就確認可換股債券之股本部分之遞延稅項負債	-	-	(102)	-	-	(102)
Issue of new shares under rights issue	因供股而發行新股份	21,953	-	-	-	-	21,953
Transaction cost attributable to issue of shares by rights issue	因供股而發行股份所產生之交易成本	(1,728)	-	-	-	-	(1,728)
Issue of shares by placement	因配售而發行股份	14,922	-	-	-	-	14,922
Transaction costs attributable to issue of shares by placement	因配售而發行股份所產生之交易成本	(373)	-	-	-	-	(373)
Lapse of share options	購股權失效	-	-	-	(2,753)	2,753	-
Adjustment of share option reserve upon issue of rights shares	因發行供股股份而調整購股權儲備	-	-	-	(4,993)	4,993	-
At 31 December 2025	於二零二五年十二月三十一日	1,838,492	123,758	3,293	514	(1,656,650)	309,407
		Share capital	Capital reserve	Convertible bonds reserve	Share option reserve	Accumulated losses	Total
		股本	資本儲備	可換股債券儲備	購股權儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2024	於二零二四年一月一日	1,803,718	123,758	-	11,088	(1,429,294)	509,270
Loss and total comprehensive expenses for the year	年度虧損及全面開支總額	-	-	-	-	(169,415)	(169,415)
Recognition of equity component of convertible bonds	確認可換股債券之股本部分	-	-	1,060	-	-	1,060
Deferred tax liabilities on recognition of equity component of convertible bonds	就確認可換股債券之股本部分之遞延稅項負債	-	-	(175)	-	-	(175)
Lapse of share options	購股權失效	-	-	-	(2,828)	2,828	-
At 31 December 2024	於二零二四年十二月三十一日	1,803,718	123,758	885	8,260	(1,595,881)	340,740

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44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Group's principal subsidiaries as at the end of each reporting period are set out below:

44. 本公司之主要附屬公司詳情

於各報告期末，本集團之主要附屬公司詳情載列如下：

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Class of shares held 所持股份類別	Paid up issued registered ordinary share capital 繳足已發行註冊普通股本	Proportion of ownership interest held by the Company 本公司所持擁有權權益比例				Proportion of voting power held by the Company 本公司所持投票權比例		Principal activities and place of operation 主要業務及經營地點
				Directly 直接		Indirectly 間接		31 December 十二月三十一日		
				2025 二零二五年	2024 二零二四年	2025 二零二五年	2024 二零二四年	2025 二零二五年	2024 二零二四年	
				%	%	%	%	%	%	
VC Financial Group Limited 滙盈金融集團有限公司	BVI 英屬處女群島	Ordinary share 普通股	US\$1 1美元	100%	100%	N/A 不適用	N/A 不適用	100%	100%	Investment holding in Hong Kong 於香港從事投資控股
VC Brokerage Limited 滙盈證券有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$400,000,000 400,000,000港元	N/A 不適用	N/A 不適用	100%	100%	100%	100%	Provision of brokerage and securities margin financing services in Hong Kong 於香港提供經紀及證券保證金融服務
VC Capital Limited 滙盈融資有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$72,550,000 72,550,000港元	N/A 不適用	N/A 不適用	100%	100%	100%	100%	Provision of corporate finance and advisory services in Hong Kong 於香港提供企業融資及顧問服務
VC Finance Limited 滙盈財務有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$1,000,000 1,000,000港元	N/A 不適用	N/A 不適用	100%	100%	100%	100%	Money lending in Hong Kong 於香港放債
VC Corporate Services Limited 滙盈秘書服務有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$13,490,100 13,490,100港元	N/A 不適用	N/A 不適用	100%	100%	100%	100%	Provision of corporate services in Hong Kong 於香港提供秘書服務

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44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Details of the Group's principal subsidiaries as at the end of each reporting period are set out below: (continued)

44. 本公司之主要附屬公司詳情(續)

於各報告期末，本集團之主要附屬公司詳情載列如下：(續)

Name of subsidiary	Place of incorporation	Class of shares held	Paid up issued registered ordinary share capital 繳足已發行註冊普通股本	Proportion of ownership interest held by the Company				Proportion of voting power held by the Company		Principal activities and place of operation
				本公司所持擁有權權益比例		本公司所持投票權比例				
附屬公司名稱	註冊成立地點	所持股份類別	註冊普通股本	Directly 直接	Indirectly 間接	31 December 十二月三十一日				主要業務及經營地點
				2025 二零二五年	2024 二零二四年	2025 二零二五年	2024 二零二四年	2025 二零二五年	2024 二零二四年	
				%	%	%	%	%	%	
VC Services Limited 滙盈服務有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$10,000 10,000港元	100%	100%	N/A 不適用	N/A 不適用	100%	100%	Provision of management services to group companies in Hong Kong 於香港向集團公司提供管理服務
VC Research Limited 滙盈研究有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$500,000 500,000港元	N/A 不適用	N/A 不適用	100%	100%	100%	100%	Provision of research services in Hong Kong 於香港提供研究服務
Easy Task Holdings Limited	BVI 英屬處女群島	Ordinary shares 普通股	US\$1 1美元	N/A 不適用	N/A 不適用	100%	100%	100%	100%	Investment holding in Hong Kong 於香港從事投資控股
Century Race Investments Limited	BVI 英屬處女群島	Ordinary shares 普通股	US\$1 1美元	N/A 不適用	N/A 不適用	100%	100%	100%	100%	Investment holding in Hong Kong 於香港從事投資控股
Experts Management Limited	Hong Kong 香港	Ordinary shares 普通股	HK\$4,090,000 4,090,000港元	N/A 不適用	N/A 不適用	100%	100%	100%	100%	Provision of insurance broker in Hong Kong 於香港提供保險經紀服務

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44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Details of the Group's principal subsidiaries as at the end of each reporting period are set out below: (continued)

Name of subsidiary	Place of incorporation	Class of shares held	Paid up issued registered ordinary share capital 繳足已發行註冊普通股本	Proportion of ownership interest held by the Company				Proportion of voting power held by the Company		Principal activities and place of operation
				Directly 直接		Indirectly 間接		31 December 十二月三十一日		
附屬公司名稱	註冊成立地點	所持股份類別	註冊普通股本	2025 二零二五年	2024 二零二四年	2025 二零二五年	2024 二零二四年	2025 二零二五年	2024 二零二四年	主要業務及經營地點
				%	%	%	%	%	%	
VC International Asset Management Limited 匯盈國際資產管理有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$11,080,000 11,080,000港元	N/A 不適用	N/A 不適用	100%	100%	100%	100%	Provision of asset management services to clients in Hong Kong 於香港向客戶提供資產管理服務
Polyton China Limited (Note a) 百利通中國有限公司 (附註a)	Hong Kong 香港	Ordinary shares 普通股	HK\$10,000 10,000港元	N/A 不適用	N/A 不適用	100%	100%	100%	100%	Provision of rental services in Hong Kong 於香港提供租賃服務

Notes:

(a) Polyton China Limited was acquired on 30 April 2024.

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

44. 本公司之主要附屬公司詳情 (續)

於各報告期末，本集團之主要附屬公司詳情載列如下：(續)

附註：

(a) 百利通中國有限公司於二零二四年四月三十日被收購。

上表列出本公司董事認為主要影響本集團業績或資產之本集團附屬公司。本公司董事認為，列出其他附屬公司之詳情將令篇幅過於冗長。

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截至二零二五年十二月三十一日止年度

44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. A majority of these subsidiaries are either inactive or investment holding companies. A summary of these subsidiaries are set out as follows:

Principal activities 主要業務	Principal place of business 主要經營地點	Number of subsidiaries 附屬公司數目	
		2025	2024
		二零二五年	二零二四年
Investment holding 投資控股	Hong Kong 香港	14	12
Investment holding 投資控股	BVI 英屬處女群島	10	10
Investment holding 投資控股	Cayman Islands 開曼群島	3	3
Investment holding 投資控股	PRC 中國	1	—
		28	25

45. EVENTS AFTER REPORTING PERIOD

On 26 January 2026, the Company granted 24,700,000 share options to directors and employees under its share option scheme. Each option gives the holder the right to subscribe for one ordinary share at an exercise price of HK\$0.295 per share. The options are valid for four years and will fully vest on 27 January 2027. This grant does not affect the financial position as at the reporting date but may increase the Company's share capital in the future if the options are exercised.

44. 本公司之主要附屬公司詳情(續)

於報告期末，本公司有其他對本集團而言並不重要之附屬公司。該等附屬公司當中大部分均暫無營業或為投資控股公司。該等附屬公司之概要載列如下：

45. 報告期後事項

於二零二六年一月二十六日，本公司根據其購股權計劃向董事及僱員授出24,700,000份購股權。每份購股權賦予持有人權利以行使價每股0.295港元認購一股普通股。該等購股權有效期為四年，並將於二零二七年一月二十七日悉數歸屬。此項授出並不影響於報告日期之財務狀況，但倘購股權獲行使，則可能於未來增加本公司之股本。

FIVE YEARS' FINANCIAL SUMMARY 五個年度之財務摘要

A summary of the consolidated results and of the consolidated assets and liabilities of the Group of the past five financial years is set out below.

本集團過去五個財政年度之綜合業績以及綜合資產及負債摘要載列如下。

		For the year ended 31 December 截至十二月三十一日止年度				
		2025 二零二五年	2024 二零二四年	2023 二零二三年	2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Consolidated results 綜合業績						
Revenue	收益	60,149	69,062	73,315	73,281	90,554
(Loss) profit before tax	除稅前(虧損)溢利	(63,003)	(129,025)	(293,668)	(178,166)	17,653
Income tax credit (expenses)	所得稅抵免(開支)	112	(121)	5,470	74	(10,859)
(Loss) profit for the year	年度(虧損)溢利	(62,891)	(129,146)	(288,198)	(178,092)	6,794
Other comprehensive expenses for the year	年度其他全面開支	(2,005)	(2,110)	(6,243)	(1,152)	(6,344)
Total comprehensive (expenses) income for the year	年度全面(開支)收入總額	(64,896)	(131,256)	(294,441)	(179,244)	450
(Loss) earnings per share (HK cents)	每股(虧損)盈利(港仙)		(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)
Basic	基本	(23.85)	(51.73)	(115.9)	(85.32)	7.28
Diluted	攤薄	(23.85)	(51.73)	(115.9)	(85.32)	7.26

		As at 31 December 於十二月三十一日				
		2025 二零二五年	2024 二零二四年	2023 二零二三年	2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Consolidated assets and liabilities 綜合資產及負債						
Total assets	總資產	497,858	451,601	569,152	808,901	999,065
Total liabilities	總負債	(139,465)	(66,909)	(55,870)	(61,251)	(72,171)
Total equity	總權益	358,393	384,692	513,282	747,650	926,894



VC GROUP
滙盈集團

Value Convergence Holdings Limited
滙盈控股有限公司