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**China Vered Financial Holding Corporation Limited**

**中微金融控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 245)**

**ANNOUNCEMENT OF ANNUAL RESULTS  
FOR THE YEAR ENDED 31 DECEMBER 2025**

The Board (the “Board”) of Directors (the “Directors”) of China Vered Financial Holding Corporation Limited (the “Company”) hereby announces the consolidated results of the Company and its subsidiaries (hereinafter together referred as the “Group”) for the year ended 31 December 2025 together with the comparative figures of the corresponding year in 2024, as follows:

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS**

*For the year ended 31 December 2025*

		<b>2025</b>	2024
	<i>Note</i>	<b><i>HK\$’000</i></b>	<i>HK\$’000</i>
Interest income		<b>51,001</b>	62,400
Commission and fee income		<b>17,270</b>	21,036
Investment income		<b>45,616</b>	25,956
<b>Total revenue</b>	<b>4, 5</b>	<b>113,887</b>	109,392

	<i>Note</i>	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Net gain on financial assets/liabilities		<b>56,277</b>	436,481
Other income/(loss)		<b>1,331</b>	(6,078)
Trading costs		<b>(4,842)</b>	(12,872)
Staff costs and related expenses		<b>(57,375)</b>	(157,864)
Premises expenses		<b>(3,273)</b>	(11,019)
Legal and professional fees		<b>(13,419)</b>	(14,185)
Depreciation		<b>(1,896)</b>	(1,253)
Information technology expenses		<b>(3,337)</b>	(5,053)
Reversal of/(provision for) expected credit losses (“ECL”)		<b>9,369</b>	(39,179)
Other operating expenses		<b>(10,701)</b>	(14,876)
Share of post-tax profit/(loss) of associates		<b>18,623</b>	(9,167)
Finance costs		<b>(412)</b>	(700)
<b>Profit before income tax</b>	<b>6</b>	<b>104,232</b>	273,627
Income tax credit/(expense)	7	<b>19,591</b>	(50,431)
<b>Profit for the year</b>		<b>123,823</b>	223,196
<b>Profit/(loss) attributable to:</b>			
— Owners of the Company		<b>124,155</b>	222,816
— Non-controlling interests		<b>(332)</b>	380
		<b>123,823</b>	223,196
		<i>HK Cents</i> <i>per share</i>	<i>HK Cents</i> <i>per share</i> (restated)
<b>Earnings per share attributable to owners of the Company</b>			
<b>Basic earnings per share</b>	9	<b>6.68</b>	12.85
<b>Diluted earnings per share</b>	9	<b>6.68</b>	12.85

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

*For the year ended 31 December 2025*

	<i>Note</i>	<b>2025</b> <b>HK\$'000</b>	2024 HK\$'000
<b>Profit for the year</b>		<b>123,823</b>	223,196
<b>Other comprehensive (loss)/income</b>			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Net change in fair value on equity instruments at fair value through other comprehensive income, net of tax	<i>11</i> <i>(a)&amp;(b)</i>	<b>(328)</b>	(20,836)
<i>Items that may be reclassified subsequently to profit or loss</i>			
Net change in fair value on debt instruments at fair value through other comprehensive income, net of tax		<b>(11,288)</b>	2,511
Net change in ECL allowances on debt instruments at fair value through other comprehensive income	<i>11(c)</i>	<b>7,465</b>	(796)
Reclassified to profit or loss on disposal of debt instruments at fair value through other comprehensive income		<b>(1,794)</b>	5,318
Exchange differences on translation of foreign operations		<b>5,783</b>	(26,252)
<b>Other comprehensive loss for the year, net of tax</b>		<b>(162)</b>	(40,055)
<b>Total comprehensive income for the year</b>		<b>123,661</b>	183,141
<b>Total comprehensive income/(loss) for the year attributable to:</b>			
— Owners of the Company		<b>124,016</b>	183,424
— Non-controlling interests		<b>(355)</b>	(283)
		<b>123,661</b>	183,141

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2025

	<i>Note</i>	<b>2025</b> <b>HK\$'000</b>	2024 <i>HK\$'000</i>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		<b>6,697</b>	8,535
Right-of-use assets		<b>8,114</b>	10,277
Goodwill		<b>5,079</b>	5,079
Other intangible assets		–	–
Investments in associates		<b>87,354</b>	68,731
Rental and other deposits		<b>871</b>	3,385
Financial assets at fair value through profit or loss	<i>10</i>	<b>1,886,221</b>	2,850,203
Financial assets at fair value through other comprehensive income	<i>11</i>	<b>182,928</b>	254,580
Financial assets at amortised cost		<b>73,811</b>	–
Deferred tax assets		<b>145,087</b>	138,849
<b>Total non-current assets</b>		<b>2,396,162</b>	3,339,639
<b>Current assets</b>			
Margin receivables and other trade receivables	<i>12</i>	<b>8,246</b>	12,774
Other receivables, prepayments and deposits		<b>12,649</b>	11,148
Loan and interest receivables	<i>13</i>	<b>216,366</b>	118,175
Other interest receivables		<b>8,152</b>	5,865
Financial assets at fair value through profit or loss	<i>10</i>	<b>1,797,410</b>	664,944
Financial assets at fair value through other comprehensive income	<i>11</i>	<b>6,583</b>	88,874
Financial assets at amortised cost		<b>3,820</b>	26,007
Tax receivables		<b>1,405</b>	–
Deposits with brokers		<b>80,505</b>	42,537
Cash and cash equivalents		<b>302,123</b>	419,733
<b>Total current assets</b>		<b>2,437,259</b>	1,390,057
<b>Total assets</b>		<b>4,833,421</b>	4,729,696

	<i>Note</i>	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	<i>14</i>	<b>4,582,684</b>	4,582,684
Other reserves		<b>399,960</b>	(82,939)
Accumulated losses		<b>(479,878)</b>	(120,995)
		<b>4,502,766</b>	4,378,750
Non-controlling interests		<b>5,933</b>	6,288
<b>Total equity</b>		<b>4,508,699</b>	4,385,038
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Lease liabilities		<b>6,702</b>	8,956
Deferred tax liabilities		<b>32,496</b>	–
<b>Total non-current liabilities</b>		<b>39,198</b>	8,956
<b>Current liabilities</b>			
Accruals and other payables		<b>142,562</b>	138,331
Financial liabilities at fair value through profit or loss	<i>10</i>	–	9,892
Current tax liabilities		<b>140,708</b>	185,544
Lease liabilities		<b>2,254</b>	1,935
<b>Total current liabilities</b>		<b>285,524</b>	335,702
<b>Total liabilities</b>		<b>324,722</b>	344,658
<b>Total equity and liabilities</b>		<b>4,833,421</b>	4,729,696
<b>Net current assets</b>		<b>2,151,735</b>	1,054,355
<b>Total assets less current liabilities</b>		<b>4,547,897</b>	4,393,994

*Notes:*

## **1. STATUTORY FINANCIAL STATEMENTS**

The financial information relating to the years ended 31 December 2025 and 2024 included in this announcement of 2025 Annual Results does not constitute the Company's statutory annual consolidated financial statements for those years but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance Cap. 622 (the "Companies Ordinance") is as follows:

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

The Company's auditor has reported on the financial statements of the Group for the year ended 31 December 2025. The auditor's report was qualified. The auditor's report did not contain a statement under 406(2), 407(2) or (3) of the Companies Ordinance. For details, please refer to subsection under "EXTRACT FROM INDEPENDENT AUDITOR'S REPORT".

## **2. GENERAL INFORMATION**

China Vered Financial Holding Corporation Limited (the "Company") was incorporated in Hong Kong with limited liability. The address of its registered and business office is Suites 2803-04, 28/F, South Island Place, 8 Wong Chuk Hang Road, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its principal subsidiaries include investment holding, provision of asset management services, consultancy services, financing services, securities advisory and securities brokerage services.

The consolidated financial statements are presented in thousands of Hong Kong dollars ("HK\$'000"), unless otherwise stated.

### **3.1 BASIS OF PREPARATION**

The consolidated financial statements for the year ended 31 December 2025 comprise the Company and its subsidiaries (together referred to as the “Group”).

The consolidated financial statements of the Group have been prepared in accordance with HKFRS Accounting Standards, which collective term includes all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the Companies Ordinance Cap. 622. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through other comprehensive income, and financial assets and financial liabilities at fair value through profit or loss.

The preparation of financial statements in conformity with HKFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies.

### **3.2 NEW AND AMENDED STANDARDS ADOPTED BY THE GROUP**

#### **New and amended standards adopted by the Group**

The Group has applied the following standards and amendments for the first time for their annual reporting year commencing 1 January 2025:

- Amendments to HKAS 21 — Lack of Exchangeability

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future reporting periods.

## **New standards and interpretations not yet adopted by the Group**

The following new accounting standards and interpretations have been published but are not effective for 31 December 2025 reporting periods and have not been early adopted by the Group:

- Amendments to HKFRS 9 and HKFRS 7 — Amendments to the Classification and Measurement of Financial Instruments<sup>1</sup>
- Annual Improvements to HKFRS Accounting Standards — Volume 11<sup>1</sup>
- Amendments to HKFRS 9 and HKFRS 7 — Contracts Referencing Nature-dependent Electricity<sup>1</sup>
- HKFRS 18 — Presentation and Disclosure in Financial Statements<sup>2</sup>
- HKFRS 19 — Subsidiaries without Public Accountability: Disclosures<sup>2</sup>
- Amendments to HKFRS 10 and HKAS 28 — Sale or Contribution of Assets between an Investor and its Associate or Joint Venture<sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2026

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2027

<sup>3</sup> The effective date to be determined

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 consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows and disclosures in the future financial statements.

Excepted as described above, the Directors do not anticipate that the adoption of the new and amendments HKFRS Accounting Standards in future periods will have any material impact on the results of the Group.

## **4. SEGMENT INFORMATION**

Chief operating decision maker (“CODM”) has been identified as the Executive Directors of the Company. Management has determined the operating segments based on the reports reviewed by the CODM that are used to assess performance and allocate resources. The Group’s operating segments are as follows:

- the “asset management” segment representing provision of asset management services and investment advisory services to clients;
- the “securities” segment representing provision of securities brokerage services, securities margin financing services to clients, underwriting services to corporate clients for their fund raising activities in equity and debt capital markets, financial advisory and financial arrangement services to clients; and
- the “investment holding” segment representing direct investments in investment funds, listed and unlisted debts and equities, alternative investments (such as real estate investments through investment funds) and private equities, and provision of loan financing services.

Each of the Group’s operating segments represents a strategic business unit that is managed by different business unit leaders. Information provided to the CODM is measured in a manner consistent with that in the consolidated financial statements.

## For the year ended 31 December 2025

	Reportable segment				Unallocated amount HK\$'000 (Note i)	Total HK\$'000
	Asset management HK\$'000	Securities HK\$'000	Investment holding HK\$'000	Total HK\$'000		
Interest income	-	5,965	38,606	44,571	6,430	51,001
Commission and fee income	10,890	1,103	5,277	17,270	-	17,270
Investment income	-	-	45,616	45,616	-	45,616
Revenue from external customers	10,890	7,068	89,499	107,457	6,430	113,887
Net gain on financial assets/liabilities	-	-	56,277	56,277	-	56,277
	<u>10,890</u>	<u>7,068</u>	<u>145,776</u>	<u>163,734</u>	<u>6,430</u>	<u>170,164</u>
Segment profit/(loss) before income tax	<u>4,795</u>	<u>22,992</u>	<u>130,141</u>	<u>157,928</u>	<u>(53,696)</u>	<u>104,232</u>
Other segment information:						
Depreciation of property, plant and equipment	-	-	-	-	(1,896)	(1,896)
Depreciation of right-of-use assets	-	-	-	-	(2,163)	(2,163)
Reversal of/(provision for) ECL allowances	-	21,220	(11,851)	9,369	-	9,369
Staff costs and related expenses	(4,626)	(3,168)	(6,914)	(14,708)	(42,667)	(57,375)
Share of results of associates	-	-	18,623	18,623	-	18,623

## For the year ended 31 December 2024

	Reportable segment				Unallocated amount HK\$'000 (Note i)	Total HK\$'000
	Asset management HK\$'000	Securities HK\$'000	Investment holding HK\$'000	Total HK\$'000		
Interest income	-	8,862	34,883	43,745	18,655	62,400
Commission and fee income	14,991	305	4,361	19,657	1,379	21,036
Investment income	-	-	25,956	25,956	-	25,956
Revenue from external customers	14,991	9,167	65,200	89,358	20,034	109,392
Net gain on financial assets/liabilities	-	-	436,481	436,481	-	436,481
	<u>14,991</u>	<u>9,167</u>	<u>501,681</u>	<u>525,839</u>	<u>20,034</u>	<u>545,873</u>
Segment profit/(loss) before income tax	<u>3,656</u>	<u>(31,350)</u>	<u>456,378</u>	<u>428,684</u>	<u>(155,057)</u>	<u>273,627</u>
Other segment information:						
Depreciation of property, plant and equipment	-	(1)	(4)	(5)	(1,248)	(1,253)
Depreciation of right-of-use assets	-	-	-	-	(2,985)	(2,985)
Provision for ECL allowances	-	(34,021)	(5,158)	(39,179)	-	(39,179)
Staff costs and related expenses	(4,704)	(3,930)	(11,853)	(20,487)	(137,377)	(157,864)
Share of results of associates	-	-	(9,167)	(9,167)	-	(9,167)

Note i: The “unallocated amount” primarily included unallocated interest income, service fee income and expenditures for head office operations as well as interest expenses for general working capital.

Breakdown of the revenue from external customers and net gain/(loss) on financial assets and liabilities by geographical location is as follows:

**For the year ended 31 December 2025**

	Hong Kong <i>HK\$'000</i>	The PRC <i>HK\$'000</i>	Japan <i>HK\$'000</i>	Canada <i>HK\$'000</i>	Total <i>HK\$'000</i>
Revenue from external customers	99,233	1,656	12,998	–	113,887
Net gain/(loss) on financial assets/liabilities	<u>58,807</u>	<u>7,835</u>	<u>(10,365)</u>	<u>–</u>	<u>56,277</u>
	<u><u>158,040</u></u>	<u><u>9,491</u></u>	<u><u>2,633</u></u>	<u><u>–</u></u>	<u><u>170,164</u></u>

**For the year ended 31 December 2024**

	Hong Kong <i>HK\$'000</i>	The PRC <i>HK\$'000</i>	Japan <i>HK\$'000</i>	Canada <i>HK\$'000</i>	Total <i>HK\$'000</i>
Revenue from external customers	92,851	1,670	12,860	2,011	109,392
Net gain/(loss) on financial assets/liabilities	<u>453,597</u>	<u>5,293</u>	<u>(22,409)</u>	<u>–</u>	<u>436,481</u>
	<u><u>546,448</u></u>	<u><u>6,963</u></u>	<u><u>(9,549)</u></u>	<u><u>2,011</u></u>	<u><u>545,873</u></u>

Breakdown of the total non-current assets other than financial instruments and deferred tax assets by location of the assets is shown in the following:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Hong Kong	30,974	39,914
The PRC	76,270	52,668
Canada	<u>–</u>	<u>40</u>
	<u><u>107,244</u></u>	<u><u>92,622</u></u>

## 5. REVENUE

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<i>Interest income:</i>		
Interest income from loan lending business ( <i>note i</i> )	4,871	14,013
Interest income from margin financing business ( <i>note i</i> )	5,965	8,862
Interest income from debt instruments at amortised cost ( <i>note i</i> )	1,085	460
Interest income from debt instruments at fair value through other comprehensive income ( <i>note i</i> )	8,860	10,954
Interest income from financial assets at fair value through profit or loss	22,863	9,259
Other interest income	7,357	18,852
	<u>51,001</u>	<u>62,400</u>
<i>Commission and fee income (note ii):</i>		
Advisory fee income	8,334	9,120
Commission income from securities brokerage	132	1,534
Loan arrangement fee income	2,493	–
Fee income received from asset management	6,311	10,232
Underwriting fee income	–	150
	<u>17,270</u>	<u>21,036</u>
<i>Investment income:</i>		
Dividend income	45,616	25,956
	<u>45,616</u>	<u>25,956</u>
	<u><u>113,887</u></u>	<u><u>109,392</u></u>

*Note i:* Total interest income calculated using effective interest method from loan lending business, margin financing business, debt instruments at amortised cost and debt instruments at fair value through other comprehensive income amounted to approximately HK\$20,781,000 (2024: HK\$34,289,000).

*Note ii:* Commission and fee income is the only revenue arising from HKFRS 15, while interest income and investment income are under the scope of HKFRS 9. Included in revenue arising from contract with customers recognised at a point of time and over time were revenue of approximately HK\$3,842,000 (2024: HK\$3,595,000) and HK\$13,428,000 (2024: HK\$17,441,000) respectively.

## 6. PROFIT BEFORE INCOME TAX

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Profit before income tax has been arrived at after charging/(crediting):		
Auditors' remuneration		
— current year	3,150	3,150
— underprovision in prior year	–	250
Short-term leases expenses	544	5,869
Gain on disposal of property, plant and equipment	–	(277)
Loss/(gain) on disposal of subsidiaries	1,796	(251)
Write-off of property, plant and equipment	–	2
Provision for/(reversal of) ECL allowances		
— loan and interest receivables	2,744	234
— margin receivables	(21,596)	34,021
— financial assets at amortised cost	1,574	(1,113)
— financial assets at fair value through other comprehensive income	7,465	(796)
— other interest receivables	68	6,833
— other receivables	376	–
	<u>(9,369)</u>	<u>39,179</u>
Foreign exchange (gain)/loss, net	<u>(3,030)</u>	<u>8,078</u>

## 7. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2024: 16.5%) on the estimated assessable profits arising in Hong Kong during the year and taxation on profits assessable elsewhere have been calculated at the rates of income tax prevailing in the countries in which the Group operates respectively.

The PRC Enterprise Income Tax rate is 25% (2024: 25%).

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Hong Kong Profits Tax		
— charge for the year	–	61,939
— overprovision for prior year	(44,854)	(138)
PRC Enterprise Income Tax		
— charge for the year	2	431
Overseas income tax		
— charge for the year	48	2,072
— (over)/underprovision for prior year	(1,045)	117
Deferred tax		
— charge/(credit) for the year	25,729	(14,778)
— underprovision for prior year	529	788
Income tax (credit)/expense	<u>(19,591)</u>	<u>50,431</u>

## **8. DIVIDEND**

The Directors do not recommend the payment of any dividend for the year ended 31 December 2025 (2024: HK\$Nil).

## **9. EARNINGS PER SHARE**

### **Basic earnings per share**

The calculation of basic earnings per share attributable to owners of the Company for the year ended 31 December 2025 is based on the profit for the year attributable to owners of the Company of approximately HK\$124,155,000 and the weighted average number of ordinary shares of approximately 1,859,098,000 which represents the ordinary shares in issue (excluding the ordinary shares purchased by the Company under the share award plan), adjusted to reflect the share consolidation which became effective on 2 July 2025. Details of share consolidation are set out in note 14 to this announcement.

The calculation of basic earnings per share attributable to owners of the Company for the year ended 31 December 2024 is based on the profit for the year attributable to owners of the Company of approximately HK\$222,816,000 and the weighted average number of ordinary shares of approximately 1,734,047,000 which represents the ordinary shares in issue (excluding the ordinary shares purchased by the Company under the share award plan), adjusted and restated to reflect the share consolidation assuming it has become effective already in prior year. Accordingly, the basic and diluted earnings per share presented for the year ended 31 December 2024 are restated.

### **Diluted earnings per share**

Diluted earnings per share amount was the same as basic earnings per share amount as there were no potential dilutive ordinary shares outstanding for the years ended 31 December 2025 and 31 December 2024.

## 10. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS AND FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss and financial liabilities at fair value through profit or loss include the followings:

	<i>Note</i>	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Financial assets at fair value through profit or loss</b>			
Unlisted equity investments		<b>1,498,230</b>	2,382,416
Unlisted investment funds	<i>(a)</i>	<b>384,971</b>	450,460
Unlisted debt investment		<b>3,020</b>	23,200
Listed equity investments	<i>(b)</i>	<b>1,637,209</b>	650,816
Listed debt investments	<i>(b)</i>	<b>160,201</b>	8,255
Convertible loan	<i>(b)</i>	–	–
		<u><b>3,683,631</b></u>	<u>3,515,147</u>
Classified as:			
Non-current assets		<b>1,886,221</b>	2,850,203
Current assets		<b>1,797,410</b>	664,944
		<u><b>3,683,631</b></u>	<u>3,515,147</u>
		<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Financial liabilities at fair value through profit or loss</b>			
Other financial liabilities		–	9,892
		<u>–</u>	<u>9,892</u>
Classified as:			
Current liabilities		–	9,892
		<u>–</u>	<u>9,892</u>

*Notes:*

- (a) The investments in unlisted investment funds of HK\$384,971,000 (2024: HK\$450,460,000) represent investments in unconsolidated structured entities. The Group does not consolidate these structured entities as the Group does not have control over them. Such structured entities include investments in funds and partnership managed by certain subsidiaries of the Group and/or third parties. The maximum exposure to loss is HK\$384,971,000 (2024: HK\$450,460,000) which represents the fair value as at 31 December 2025.

The size of these unconsolidated structured entities is HK\$3,055,837,000 (2024: HK\$5,698,158,000).

During the year, the Group did not provide financial support to these unconsolidated structured entities and has no intention of providing financial or other support.

- (b) The interest receivables derived from convertible loan, listed debt investments and certain listed equity investments have been recognised as other interest receivables in the consolidated statement of financial position.

## 11. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Financial assets at fair value through other comprehensive income include the followings:

	<i>Note</i>	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Financial assets at fair value through other comprehensive income</b>			
Unlisted investment funds	<i>(a)</i>	–	38,761
Listed equity investments	<i>(b)</i>	<b>68,086</b>	66,294
Listed debt investments	<i>(c)</i>	<b>121,425</b>	238,399
		<u><b>189,511</b></u>	<u>343,454</u>
Classified as:			
Non-current assets		<b>182,928</b>	254,580
Current assets		<b>6,583</b>	88,874
		<u><b>189,511</b></u>	<u>343,454</u>

*Notes:*

- (a) As at 31 December 2024, the investments in unlisted investment funds of HK\$38,761,000 represented investments in unconsolidated structured entities which were designated as fair value through other comprehensive income as these investments were held for long term strategic purpose. The Group did not consolidate these structured entities as the Group did not have control over them. Such structured entities included investments in funds managed by third parties and the investment funds mainly invested in equity and debt securities issued by entities from banking and finance sector and energy and chemical sector. The maximum exposure to loss was HK\$38,761,000 which represented the fair value as at 31 December 2024.

The size of these unconsolidated structured entities was HK\$46,841,000 as at 31 December 2024.

The Group did not provide financial support to the unconsolidated structured entities and has no intention of providing financial or other support.

During the year ended 31 December 2025, the net fair value loss on investment in unlisted investment funds of approximately HK\$2,120,000 (2024: HK\$5,530,000) was recognised in other comprehensive income.

During the year ended 31 December 2025, certain unlisted investment funds with an aggregate fair value of approximately HK\$36,641,000 (2024: HK\$Nil) were disposed of which is in line with the Group's inherent investment strategy. The cumulative loss of approximately HK\$483,038,000 that was previously included in the investment revaluation reserve (non-recycling) was transferred directly to retained earnings during the year ended 31 December 2025 (2024: HK\$Nil). As at 31 December 2025, the carrying value of remaining investments in unlisted investment funds amounted to zero.

- (b) The Group designated these investments at fair value through other comprehensive income as the investments are held for long term strategic purposes. The issuers of these listed equity investments are mainly under banking and finance sector and real estate sector.

During the year ended 31 December 2025, the net fair value gain on listed equity investments of approximately HK\$1,792,000 (2024: loss of HK\$15,306,000) was recognised in other comprehensive income.

During the year ended 31 December 2024, certain listed equity investments with fair value of approximately HK\$155,405,000 were disposed of which is in line with the Group's inherent investment strategy. The cumulative gain of approximately HK\$4,876,000 that was previously included in the investment revaluation reserve (non-recycling) was transferred directly to retained earnings during the year ended 31 December 2024. No such equity investments were disposed during the year ended 31 December 2025.

- (c) The interest receivables derived from listed debt investments have been recognised as other interest receivables in the consolidated statement of financial position.

ECL allowances attributable to debt investments at fair value through other comprehensive income as at 31 December 2025 amounted to HK\$330,575,000 (2024: HK\$553,764,000). Increase in ECL allowances of HK\$7,465,000 (2024: decrease of HK\$796,000) was recognised in the consolidated statement of profit or loss during the year.

## 12. MARGIN RECEIVABLES AND OTHER TRADE RECEIVABLES

	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Margin receivables	<b>75,991</b>	99,454
Less: ECL allowances	<b>(75,991)</b>	(97,587)
	<u>–</u>	<u>1,867</u>
Trade receivables arising from asset management business and underwriting business	<b>11,046</b>	13,707
Less: ECL allowances	<b>(2,800)</b>	(2,800)
	<u><b>8,246</b></u>	<u>10,907</u>
	<u><b>8,246</b></u>	<u>12,774</u>

As at 31 December 2025, loans to margin clients were secured by clients' pledged Hong Kong-listed securities at fair value of approximately HK\$26,500,000 (2024: HK\$4,646,000) which could be sold at the discretion of a subsidiary of the Group to settle margin call requirements imposed by their respective securities transactions. The loans are repayable on demand and bear interest at commercial rates.

ECL allowances attributable to margin receivables as at 31 December 2025 amounted to HK\$75,991,000 (2024: HK\$97,587,000). Decrease in ECL allowances of HK\$21,596,000 (2024: increase of HK\$34,021,000) was recognised in the consolidated statement of profit or loss during the year.

Except for those margin receivables in stage 3 of ECL assessment, the Group considered that the business nature of margin receivables is short-term and the Directors are of the opinion that no further aging analysis is required to be disclosed.

Trade receivables arising from asset management business are mainly due at the end of the relevant valuation period of the investment funds and managed accounts. However, some of these trade receivables are only due after the relevant valuation period as a result of credit periods granted to certain investment funds and managed accounts which are generally within three months.

These trade receivables are generally deducted from the net asset value of the investment funds and managed accounts and paid directly by the administrator or custodian of these investment funds and managed accounts at the end of the relevant valuation period or credit period, as appropriate.

ECL allowances attributable to other trade receivables as at 31 December 2025 amounted to HK\$2,800,000 (2024: HK\$2,800,000). No ECL allowance (2024: HK\$Nil) was recognised in the consolidated statement of profit or loss during the year.

Aging analysis of gross other trade receivables from the trade date is as follows:

	<b>2025</b>	2024
	<b>HK\$'000</b>	HK\$'000
0–90 days	<b>1,460</b>	2,798
91 days to 1 year	<b>5,551</b>	6,877
Over 1 year	<b>4,035</b>	4,032
	<b><u>11,046</u></b>	<u>13,707</u>

The carrying amounts of the margin receivables approximate to their fair values.

The carrying amounts of other trade receivables approximate to their fair values due to the short-term maturity. The maximum exposure to credit risk at the reporting date is the carrying amounts of the other trade receivables. The Group did not hold any collateral as security as at 31 December 2025 (2024: HK\$Nil).

### 13. LOAN AND INTEREST RECEIVABLES

As at 31 December 2025, these loan receivables bore interest at fixed rate ranging at 5% to 15% per annum (2024: 10% to 15% per annum) and were secured by deposit received of approximately HK\$110,715,000 (2024: HK\$107,987,000). Interest income derived from loan receivables was recognised and presented under “Interest income from loan lending business” in note 5 to this announcement.

Regular credit reviews on these loans receivables are conducted by the Risk Management Department based on the latest status of these loans, and the latest announced or available information about the borrowers and the underlying collateral held. Apart from collateral monitoring, the Group seeks to maintain effective control over its loans in order to minimise credit risk by regularly reviewing the borrowers’ and/or guarantors’ financial positions.

As these loan receivables will be settled within 12 months, the carrying amounts approximate to their fair values.

ECL allowances attributable to loan and interest receivables as at 31 December 2025 amounted to HK\$266,288,000 (2024: HK\$263,544,000). Increase in ECL allowances of HK\$2,744,000 (2024: HK\$234,000) was recognised in the consolidated statement of profit or loss during the year.

The following is an aging analysis of loan and interest receivables based on the contract note at the reporting date:

	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Not past due or less than 1 month past due	<b>110,311</b>	9,986
1–3 months past due	<b>250</b>	–
3–6 months past due	–	–
6–12 months past due	–	–
Over 12 months past due	<b>372,093</b>	371,733
	<hr/>	<hr/>
	<b>482,654</b>	381,719
Less: ECL allowances	<b>(266,288)</b>	(263,544)
	<hr/>	<hr/>
	<b>216,366</b>	118,175
	<hr/> <hr/>	<hr/> <hr/>

## 14. SHARE CAPITAL

	Note	2025		2024	
		Number of shares '000	Amount HK\$'000	Number of shares '000	Amount HK\$'000
Ordinary shares, issued and fully paid:					
At 1 January		37,181,959	4,582,684	34,714,459	4,454,374
Share consolidation	(a)	(35,322,861)	–	–	–
New shares issued	(b)	–	–	2,467,500	128,310
At 31 December		<u>1,859,098</u>	<u>4,582,684</u>	<u>37,181,959</u>	<u>4,582,684</u>

### Notes:

- (a) On 28 March 2025, the Directors of the Company proposes to implement a share consolidation (the “Share Consolidation”) on the basis that every twenty (20) issued existing shares in the share capital of the Company be consolidated into one (1) consolidated share. The resolution of Share Consolidation was duly passed by the shareholders of the Company as ordinary resolution at the annual general meeting held on 27 June 2025. The Share Consolidation became effective on 2 July 2025. For further information, please refer to the announcements of the Company dated 28 March 2025 and 27 June 2025, the circular of the Company dated 28 May 2025 and the next day disclosure return of the Company dated 2 July 2025.
- (b) The Group completed an acquisition of two investment holding companies for a consideration of US\$23,500,000 (equivalent to approximately HK\$183.3 million) on 7 October 2024 (the “Acquisition”). The aggregate consideration for the Acquisition had been satisfied as to (i) US\$7,050,000 (equivalent to approximately HK\$55.0 million) in cash and (ii) US\$16,450,000 (equivalent to approximately HK\$128.3 million) by way of the allotment and issue of 2,467,500,000 consideration shares at HK\$0.052 per share by the Company. These shares represent 7.11% of the issued capital before the Acquisition and 6.64% of the enlarged capital of the Company.

Please refer to the announcements of the Company dated 27 September 2024 and published on 29 September 2024 for further details of the Acquisition.

## 15. CONTINGENT LIABILITIES

On 7 June 2022, the Group's asset management subsidiary, China Vered Asset Management (Hong Kong) Limited ("CVAM"), received a writ of summons (the "Writ of Summons") with an indorsement of claim issued by the plaintiff in the Court of First Instance of the High Court of the Hong Kong Special Administrative Region naming CVAM as a defendant. Details of the receipt of the Writ of Summons are set out in the Company's announcement dated 10 June 2022. Subsequently, on 5 August 2022, an unlisted offshore investment for which CVAM acted as investment manager (the "Fund") was also added as a defendant.

As stated in the indorsement of claim attached to the Writ of Summons, the plaintiff claims against the defendants, among others, for: (1) a sum of US\$17,090,460.61, being the original investment amount of US\$25,000,000.00 made by the plaintiff in the Fund where CVAM serves as the investment manager, less US\$7,909,539.39, being the redemption proceeds paid to the plaintiff; (2) interest for investment in the Fund; (3) loss and/or damages; (4) such further or other reliefs as the court shall deem fit; and (5) costs.

The Group has sought legal advice in respect of the litigation. At the end of the reporting period and up to the date of this announcement, based on the information available and the advice from external legal advisors, the Group's management assessed that whether any present obligation exists remains high uncertainty. Accordingly, the Group has not made any provisions for claim arising from the litigation, other than the related legal and other costs.

CVAM, as a licensed corporation registered with the Securities and Futures Commission (the "SFC"), may be required to assist in and/or are subject to inquiries by relevant regulatory authorities in Hong Kong, including the SFC, if and when necessary. CVAM has been involved in ongoing communication with regulatory authorities regarding matters being investigated by the Group in prior year and no disciplinary action has been initiated by any regulatory authorities as of the date of this announcement. The Group has not made any provision for the aforementioned contingency.

Save as disclosed above, as at 31 December 2025, the Group and the Company did not have any significant contingent liabilities (2024: HK\$Nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### MARKET REVIEW

In 2025, global economic growth remained at a relatively low level compared with 2024. According to the International Monetary Fund (IMF), global economic growth was maintained at approximately 3.3% in 2025, with a slower pace of expansion in aggregate demand. Consumption remained generally under pressure and continued to diverge across regions, while investment sustained moderate expansion, with the artificial intelligence sector becoming a key area of focus. Developed economies generally remained in the low-growth range of around 1.7%. The United States was relatively resilient, but its growth was expected to hover at around 2.0% due to macroeconomic cycle adjustments. The core reason for this moderation in growth lay in the lagged effects of prolonged monetary tightening and limited room for fiscal expansion commonly faced by developed economies. Although emerging markets and developing economies experienced volatility, they continued to serve as the main engine of global growth, with growth expected to exceed 4.0%. Mainland China maintained its development approach of seeking progress while maintaining stability in 2025, with GDP growth for the full year remaining at around 5%. Manufacturing investment continued to grow, and sectors associated with new quality productive forces became increasingly important contributors to growth. Nonetheless, structural contradictions persisted, namely the deep ongoing adjustment in the property market and the subdued pace of consumer spending recovery.

In Hong Kong, the economy demonstrated notable resilience amid a complicated domestic and external environment in 2025, with full-year GDP growth of approximately 3.5%. Overall economic performance was characterised by a divergence between domestic and external demand, as well as an uneven recovery across sectors. Merchandise trade performed strongly, supported by supply chain reconfiguration, robust market demand in Asia and solid demand for technology-related products. By contrast, growth in services exports was driven primarily by financial activity, while traditional sectors such as tourism and retail continued to recover at a slower pace. Although the unemployment rate edged higher during the year due to a combination of structural and cyclical factors, private consumption and fixed asset investment improved gradually, while active financial markets provided important support to the economic recovery.

In Hong Kong's capital market, IPO fundraising on the Stock Exchange increased further as compared with last year, maintaining a leading global ranking. Secondary market trading activity was also active. The Hang Seng Index rose by approximately 27.8% for the year, marking its best performance since 2017. The Hang Seng China Enterprises Index and the Hang Seng TECH Index increased by 22.3% and 23.5%, respectively. This upward trend in 2025 was mainly driven by the U.S. Federal Reserve's policy of interest rate cuts, optimism over the future development of artificial intelligence and continued inflows of southbound capital.

Overall, Hong Kong's economy remained stable amid domestic and external uncertainties in 2025, while structural challenges remained prominent, underscoring the urgent need to foster emerging industry clusters to enhance the economy's organic growth momentum.

## **BUSINESS REVIEW**

Looking back over 2025, the Group maintained its broadly stable business development while advancing business transformation and high-quality growth in a structured and disciplined manner. Despite a complex and evolving domestic and external environment, the Group remained strategically focused and responded to challenges in a measured way, making tangible progress in various areas and further consolidating its development foundation.

**In terms of corporate governance**, the Group continued to enhance its governance mechanism, with strategic leadership and management optimisation as central priorities. Decision-making efficiency and operational effectiveness improved further, providing stronger support for the Company's development. To comply with the latest requirements under the Listing Rules of the Hong Kong Stock Exchange, the Group established its Climate Risk Management System during the year, systematically reviewed and refined a number of internal management policies and updated the terms of reference of the Board committees. These measures helped ensure that the governance structure remained closely aligned with regulatory requirements. At the same time, adjustments to its overseas structure progressed in an orderly manner. The Group formally exited the Canadian market, while its Asia-Pacific operations entered a more normalised stage of development, with operating efficiency improving steadily. In terms of investor relations, the Group continued to strengthen communication with investors and convey the Company's value proposition. During the year, it successfully completed its share consolidation and the change in board lot size, which helped improve market recognition and enhance the trading appeal of its shares. In addition, human resources development also progressed in tandem. Efforts were made to optimise its workforce structure, improve the stability of its core team and develop its talent pipeline and succession mechanisms, providing renewed momentum for the Group's business growth.

**In terms of investment business,** the Group adhered to a prudent and diversified asset allocation strategy and continued to focus on sectors with long-term growth potential. In respect of equity investments, the Group identified and selected high-quality targets in areas such as healthcare, technological innovation and new energy, and increased its deployment where appropriate. In respect of private credit business, diversified instruments such as bridge financing and structured financing were flexibly employed to provide value-added services to investee companies. Certain projects generated satisfactory returns within a relatively short period, enriching the Group's investment track record in private credit business. In addition, the Group captured opportunities arising from the development of the digital economy. A high-quality investment target in which the Group had previously made a key investment was successfully listed, enabling part of its underlying value to be realised. The Group will continue to closely monitor its market performance and realise investment value when appropriate opportunities arise. Meanwhile, the Group closely follows regulatory developments in the digital-asset sector and actively explores compliant business opportunities in emerging areas of the digital economy, preparing itself to capture early-mover advantages in the next wave of digital-economy growth. Taken as a whole, the Group's investment portfolio remained balanced in terms of growth, return and resilience, with an improving capacity to withstand cyclical fluctuations.

**In terms of secondary market business,** the Group adjusted its investment strategy dynamically in response to changing market conditions and continued to refine the structure of its asset allocation. In respect of bond investment, the Group adhered to its diversified strategic portfolio, focusing both on subordinated bonds issued by financial institutions in order to capture medium-to-high yield opportunities and on investment-grade bonds to preserve liquidity and defensive quality. As such, bond investment income increased significantly. In respect of equities, the Group was able to capture market opportunities in a timely manner and generate steady value appreciation. Overall, through flexible allocation and refinement of strategies, the Group's secondary market business achieved an effective balance between risk and return, demonstrating sound market adaptability and strong portfolio management capability.

**In terms of projects exposed to risk,** the Group focused on establishing a multi-tiered and professional risk mitigation system to facilitate effective disposal and value regeneration of projects exposed to risk. During the year, the Group further improved its risk control system, established a cross-departmental coordination mechanism for key projects, and formed dedicated task forces to centrally advance the recovery of major non-performing projects. Several key projects achieved major breakthroughs, with substantial results in risk mitigation, effective control of secondary risks and continued optimisation of the asset structure, reflecting the Group's enhanced resilience to risk.

**In terms of financial performance,** through asset structure adjustment and operating cost control, the Group continued to improve its financial position in 2025. During the year, the proportion of highly liquid assets increased significantly, further enhancing the efficiency of capital allocation. Against the backdrop of phased adjustments in the income contribution of certain businesses, asset quality continued to improve steadily, and the Group recorded a net profit of approximately HK\$123,823,000 for the year, maintaining profitability for two consecutive years. With sufficient liquidity reserves, it is well-positioned for business expansion in the coming year. The Group will continue to adhere to the principle of pursuing progress while maintaining stability, with equal emphasis on quality and efficiency. Leveraging the governance foundation laid in 2025, together with our optimised asset structure and solid investment experience, the Group will further strengthen its strategic focus and resource integration in the coming year, capture market opportunities in a timely manner, and enhance its cross-cycle operating capabilities and capacity for sustainable development.

## **LOOKING AHEAD**

Looking ahead to 2026, the global economy is expected to remain in a low-growth environment, with downside risks continuing to dominate the outlook. On the risk side, the negative impact of U.S. tariff policies will continue to unfold, while adverse factors such as heightened geopolitical tensions and rising sovereign debt risks will continue to weigh on the global economy. Trade protectionism and investment barriers are also expected to remain on the rise. On the opportunity side, however, positive factors such as a new round of fiscal expansion, the boom in AI investment and the deepening of South-South Cooperation may help boost growth momentum. Major central banks around the world are expected to continue adjusting their monetary policies flexibly in line with their respective economic and inflation conditions. In China, although external uncertainties remain substantial, stronger international competitiveness of China's products and their expansion into diversified markets are expected to continue supporting export growth, with GDP growth likely to remain within the target range of 4.5% to 5%. Hong Kong's economic development will face a complex and changing external environment, with the forces of globalisation and de-globalisation intertwined. Nevertheless, supported mainly by strong external trade, a recovery in domestic consumption and growth in investment, the economy is expected to maintain a steady and improving development momentum, with projected growth of approximately 3%.

At this important juncture, the Group will build on the progress made in 2025 in governance enhancement and asset structure optimisation, and will foster its future-oriented, cycle-resilient core competitiveness across four key areas, namely asset management capability building, investment strategy enhancement, disposal of existing risk exposures and deepening of governance effectiveness:

**From the perspective of asset management,** the Group will seek to expand the scale of interest-bearing assets in the portfolio. While optimising the Group's asset liquidity and revenue stability, the Group will build a competitive investment track record and a professional brand image, enhance active management capabilities, accelerate the development and market promotion of the proprietary product system, expand diversified fundraising channels and build a core engine for sustainable medium- to long-term growth.

**From the perspective of investment strategy,** the Group will continue to focus on strategic sectors with long-term growth potential and structural opportunities. Leveraging Hong Kong's position as an international financial centre, the Group will deepen the exploration of asset allocation opportunities across the Asia-Pacific region, including Hong Kong, Singapore and Japan, and across different markets. On the one hand, we will continue to deepen our presence in strategic sectors such as healthcare, technological innovation and new energy, and closely monitor industry development trends and corporate growth trajectories. Prudent assessments will be carried out regarding the investment value of high-quality targets while capital will be deployed where risk-return dynamics are appropriate, thereby deepening industrial synergies. Meanwhile, the Group will continue to monitor innovative opportunities in the digital asset sector and will make forward-looking deployments at an appropriate time. On the other hand, we will seek to capture opportunities arising from macroeconomic cycles and regional markets and will selectively consider real estate-related assets with stable cash flow profiles and inflation-hedging characteristics in Hong Kong, Singapore and Japan, so as to broaden the diversification of our asset allocation and achieve rising portfolio returns and better risk diversification.

**From the perspective of risk disposal,** the Group will, with continued resolve, advance the effective disposal of existing risks and the further optimisation of its asset structure in a steady and orderly manner. In handling certain complex projects, the Group will, while adhering to strict compliance standards and taking into account cost-benefit analysis, innovate disposal approaches, optimise business models and cooperation mechanisms, and substantially improve disposal efficiency.

**From the perspective of corporate governance,** the Group will continue to enhance organisational governance and the adjustment of its overseas structure. Efforts will be made to optimise decision-making processes and cross-departmental collaboration efficiency while placing greater emphasis on professional development, research capability and analytical depth across its team. Through improved talent incentives and succession planning, it aims to build a professional team with strong alignment and execution capability. On this basis, the Group will continue to strictly comply with applicable regulatory requirements and to review, on an ongoing basis, the effectiveness of its risk management and internal control systems, with a view to maintaining adequate and appropriate resources so as to support the Group's prudent and sustainable operations.

The Group firmly believes that the ability to navigate economic cycles depends not only on sound macro judgement, but also on internal resilience and the capacity for continuous improvement. In the year ahead, the Group will continue to uphold a prudent and pragmatic business philosophy and advance with cautious yet determined steps, promoting its steady progress towards a new stage of high-quality, sustainable and resilient development, with a view to creating long-term and sustainable returns for shareholders and business partners.

## FINANCIAL REVIEW

For the year ended 31 December 2025, the consolidated revenue of the Group was approximately HK\$113,887,000 (2024: HK\$109,392,000), representing a slight increase of approximately 4% as compared with the corresponding year in 2024, mainly due to increase in investment income arising from dividend received from fund investments and partially offset by decrease in interest income during the year.

The analysis of the Group's total revenue recognised in the consolidated statement of profit or loss for the years ended 31 December 2025 and 2024 is as follows:

	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>	Change
Interest income	<b>51,001</b>	62,400	(18%)
Commission and fee income	<b>17,270</b>	21,036	(18%)
Investment income	<b>45,616</b>	25,956	76%
Total revenue	<b>113,887</b>	109,392	4%

The Group recorded a profit of approximately HK\$123,823,000 for the year ended 31 December 2025, as compared to HK\$223,196,000 for the year ended 31 December 2024. The decrease in profit was mainly attributable to an aggregate net gain on investments (including financial assets/liabilities and associates) of approximately HK\$74.9 million for the year ended 31 December 2025, which represented a significant decrease as compared to a net gain of HK\$427.3 million for the year ended 31 December 2024. The effect of the aforesaid factor was partially offset by (i) a decrease in staff costs and related expenses with amount of approximately HK\$57.4 million recorded for the year ended 31 December 2025 as compared to HK\$157.9 million for the year ended 31 December 2024, and (ii) a reversal of impairment on financial assets of approximately HK\$9.4 million for the year ended 31 December 2025 as compared to a provision for impairment of HK\$39.2 million for the year ended 31 December 2024.

The table below presents the breakdown of segment revenue (including net gain on financial assets/liabilities) and reportable segment results for the years ended 31 December 2025 and 2024:

	<b>Segment revenue and net gain on financial assets/ liabilities</b>		<b>Segment results</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Asset management	<b>10,890</b>	14,991	<b>4,795</b>	3,656
Securities	<b>7,068</b>	9,167	<b>22,992</b>	(31,350)
Investment holding	<b>145,776</b>	501,681	<b>130,141</b>	456,378
<b>Total</b>	<b>163,734</b>	525,839	<b>157,928</b>	428,684

#### **Asset management segment**

The Group's asset management business represents the provision of asset management services to clients. The Group's asset management segment recorded revenue of approximately HK\$10.9 million for the year ended 31 December 2025 as compared to HK\$15.0 million for the year ended 31 December 2024 and profit of approximately HK\$4.8 million for the year ended 31 December 2025 as compared to HK\$3.7 million for the year ended 31 December 2024. The decrease in segment revenue was primarily due to the decrease in asset management fee income arising from the reduction of average aggregated net value of assets under management, while the increase in profit was mainly due to the decrease in segment operating costs during the year under review.

#### **Securities segment**

The Group's securities business mainly includes the provision of brokerage services, securities margin financing to clients, underwriting services to corporate clients for their fund raising activities in equity and debt capital market, financial advisory and financial arrangement services to clients. The Group's securities segment recorded revenue of approximately HK\$7.1 million for the year ended 31 December 2025 as compared to HK\$9.2 million for the year ended 31 December 2024 and profit of approximately HK\$23.0 million for the year ended 31 December 2025 as compared to a loss of approximately HK\$31.4 million for the year ended 31 December 2024. The decrease in segment revenue was mainly due to the decrease in interest income from margin financing, partially offset by the increase in fees received from clients, while the turnaround from loss to profit was principally attributable to the reversal of impairment on margin receivables during the year under review.

## Investment holding segment

The Group's investment holding business mainly represents direct investments in investment funds, listed and unlisted debts and equities, alternative investments (such as real estate investments through investment funds) and private equities, and provision of loan financing services.

The Group's investment holding segment recorded revenue (including net gain on financial assets/liabilities) of approximately HK\$145.8 million for the year ended 31 December 2025 as compared to HK\$501.7 million for the year ended 31 December 2024 and profit of approximately HK\$130.1 million for the year ended 31 December 2025 as compared to HK\$456.4 million for the year ended 31 December 2024. The decrease in segment revenue and profit was mainly due to the impact of net gain on financial assets/liabilities of approximately HK\$56.3 million recorded for the year ended 31 December 2025, which represented a significant decrease as compared to HK\$436.5 million for the year ended 31 December 2024.

The total operating costs (including staff costs, premises expenses, legal and professional fees, depreciation, information technology expenses, finance costs, trading costs and other operating costs) for the year ended 31 December 2025 was approximately HK\$95,255,000 (2024: HK\$217,822,000), representing a decrease of approximately 56% which was primarily due to the decrease in staff costs and related expenses and the effective cost control measures implemented by the Group on the overall operating expenses for the year ended 31 December 2025.

On financial position and cash flows:

- the Group's total assets were approximately HK\$4,833,421,000 as at 31 December 2025 (as at 31 December 2024: HK\$4,729,696,000), representing an increase of approximately 2.2%; and
- net cash (outflows)/inflows from operating activities, investing activities and financing activities were approximately HK\$(121,099,000), HK\$619,000 and HK\$(1,935,000) respectively for the year ended 31 December 2025 (2024: HK\$(218,525,000), HK\$(8,114,000) and HK\$(29,024,000) respectively).

## **Key financial and business performance indicators**

The key financial and business performance indicators of the Group are comprised of profitability; loan receivables; impaired loan receivables to total loan receivables ratio; and gearing ratio.

The Group recorded a profit attributable to owners of the Company of approximately HK\$124,155,000 for the year ended 31 December 2025 as compared to HK\$222,816,000 for the year ended 31 December 2024.

Loan and interest receivables balance arising from lending business increased to approximately HK\$216,366,000 as at 31 December 2025 (as at 31 December 2024: HK\$118,175,000).

Based on HKFRS 9 ECL assessment on margin receivables, loan and interest receivables, financial assets at amortised cost, debt investments at fair value through other comprehensive income, other trade receivables and other interest receivables, the Group recognised a reversal of ECL allowances of approximately HK\$9,369,000 in consolidated statement of profit or loss for the year ended 31 December 2025 (2024: provision for ECL allowances of HK\$39,179,000). ECL allowances to total margin receivables, loan and interest receivables, financial assets at amortised cost, debt investments at fair value through other comprehensive income, other trade receivables and other interest receivables ratio was approximately 68.3% as at 31 December 2025 (as at 31 December 2024: 71.4%). The Group aims to further enhance its credit policy and assessment so as to maintain credit quality of its loan receivables and to take prompt actions to pursue loans recovery regarding potential problem credits.

As at 31 December 2025, the Group's gearing ratio (defined as total debt to total equity) was 0% (as at 31 December 2024: 0%). The Group strives to achieve appropriate leverage level in order to grow its business effectively, and at the same time continues to monitor its liquidity prudently, manage key risks cautiously and set appropriate yet flexible business development strategies to strike a balance between business growth and risk management.

## **LIQUIDITY AND FINANCIAL RESOURCES**

As at 31 December 2025, the Group's cash and bank balances amounted to approximately HK\$302,123,000 (as at 31 December 2024: HK\$419,733,000) and the total debts amounted to HK\$Nil (as at 31 December 2024: HK\$Nil). The current ratio as at 31 December 2025 was approximately 853.6% (as at 31 December 2024: 414.1%), which indicated that the Group's overall financial position remained strong.

The Directors are of the opinion that there are sufficient financial resources for the Group to meet its obligations and business requirements.

## **OPERATIONAL REVIEW**

### **Funding, capital structure and capital management**

The main objective of the Group's funding activities is to ensure the availability of funds at reasonable costs to meet all contractual financial commitments and to generate reasonable returns from available funds. The Group has implemented adequate measures to monitor the liquidity for business operations and any investment opportunities, and the foreseeable funding requirements to ensure certain subsidiaries of the Company continuously comply with the relevant rules and regulations.

The Group relies principally on its share capital, internally generated capital and other borrowings to fund its investments and loan lending business. The Group had no interest-bearing borrowings as at 31 December 2025 (as at 31 December 2024: HK\$Nil). Based on the level of total debt to total equity of the Group, the Group's gearing ratio stood at a healthy level of 0% as at 31 December 2025 (as at 31 December 2024: 0%). The Group's cash and cash equivalents were mainly denominated in Hong Kong dollars, US dollars, Renminbi and Japanese Yen. There were no foreign currency net investments hedged by foreign currency borrowings and other hedging instruments by the Group during the year under review.

With regard to the capital structure of the Company, on 28 March 2025, the Board proposed to implement a share consolidation (the "Share Consolidation") on the basis that every twenty (20) issued existing shares in the share capital of the Company be consolidated into one (1) consolidated share capital of the Company. The resolution of Share Consolidation was duly passed by the shareholders of the Company as ordinary resolution at the annual general meeting held on 27 June 2025. The Share Consolidation became effective on 2 July 2025. For further information, please refer to the announcements of the Company dated 28 March 2025 and 27 June 2025, the circular of the Company dated 28 May 2025 and the next day disclosure return of the Company dated 2 July 2025.

### **Asset quality and credit management**

The Group will continue to manage key risks cautiously and set appropriate yet flexible business development strategies to strike a balance between business growth and risk management. Based on HKFRS 9 ECL assessment on loan and interest receivables, margin receivables, financial assets at amortised cost, debt instruments at fair value through other comprehensive income, other receivables and other interest receivables, the Group recognised a provision for/(reversal of) ECL allowances of approximately HK\$2,744,000, HK\$(21,596,000), HK\$1,574,000, HK\$7,465,000, HK\$376,000 and HK\$68,000 respectively in consolidated statement of profit or loss for the year ended 31 December 2025 (2024: HK\$234,000, HK\$34,021,000, HK\$(1,113,000), HK\$(796,000), HK\$Nil and HK\$6,833,000 respectively).

Furthermore, the Group aims to further enhance its credit policy and assessment so as to maintain credit quality of its financial assets. Further, the Group's investments and cash and bank balances are placed with a diversified portfolio of reputable financial institutions.

### **Human resources management**

The objective of the Group's human resources management is to reward and recognise well performing staff by providing a competitive remuneration package and implementing a sound performance appraisal system with appropriate incentives, and to promote career development and progression within the Group. Staff enrolled in external training courses, seminars, professional and technical courses in order to update their technical knowledge and skills, to increase their awareness of the market developments, and to improve their management and business skills.

### **EXPOSURE TO EXCHANGE RATE FLUCTUATION AND RELATED HEDGING**

The Directors consider that the Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in foreign currencies other than its functional currency, which is Hong Kong dollars. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency should the need arises.

### **STAFF AND REMUNERATION POLICY**

As at 31 December 2025, the Group had 40 employees (as at 31 December 2024: 48 employees).

The employees are remunerated based on their work performance, professional experiences and prevailing industry practices. The remuneration policy and package of the Group's employees are periodically reviewed by the Group's management. In addition, the Group adopts a share award plan for eligible employees (including Directors) to provide incentives to participants for their contributions and continuing efforts to promote the interests of the Group.

### **CHARGES ON THE GROUP'S ASSETS**

As at 31 December 2025, the Group did not have any charges on its assets (as at 31 December 2024: HK\$Nil).

### **CONTINGENT LIABILITIES**

Details of the Group's contingent liabilities as at 31 December 2025 and 2024 are set out in note 15 to this announcement.

## **CAPITAL COMMITMENTS**

The Group has entered into contracts to commit investing into certain unlisted investment funds. The aggregate non-cancellable capital commitment as at 31 December 2025 amounted to approximately HK\$51,831,000 (as at 31 December 2024: HK\$12,292,000).

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATES**

The Group had no material acquisition and disposal of subsidiaries and associated companies during the year ended 31 December 2025.

## **FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

Save as disclosed elsewhere in this announcement, the Group currently does not have any concrete plan for material investments or capital assets.

## **CORPORATE GOVERNANCE PRACTICES**

The Company's corporate governance practices are based on the principles and code provisions (the "Code Provisions") set out in the Corporate Governance Code (the "CG Code") contained in Appendix C1 of the Listing Rules.

The Company has complied with the Code Provisions of the CG Code throughout the year ended 31 December 2025.

The Board will continue to review and monitor the corporate governance practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.

## **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. All the Directors have confirmed, following specific enquiries made by the Company, that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2025.

The Company's employees, who are likely to be in possession of unpublished inside information of the Company, are also subject to the Model Code during the year ended 31 December 2025.

## AUDIT COMMITTEE

### Composition

The Company established an audit committee of the Company (the “Audit Committee”) with written terms of reference in compliance with the requirements as set out in the Listing Rules for the purposes of reviewing and supervising the financial reporting process, risk management and internal controls of the Group. As at 31 December 2025, the Audit Committee consisted of four independent non-executive Directors, namely Mr. Wong Ka Wai (chairman of Audit Committee), Mr. Cheng Tai Sheung, Mr. Ko Ming Tung, Edward and Mr. Sun Junchen respectively. The Audit Committee meets with the external auditor twice a year on a half year basis, or more frequently if required.

### Functions and Role

The primary functions of the Audit Committee are, inter alia, to assist the Board in fulfilling its overseeing responsibilities with respect to maintaining appropriate relationship with external auditor, and, to review the annual and interim report and other financial information provided by the Company to its shareholders, the public and other matters within the scope of the terms of reference. The terms of reference setting out the Audit Committee’s authority, duties and responsibilities are available on both the websites of the Company and the Stock Exchange.

In discharging its responsibilities, the Audit Committee performed duties summarised below during the year of 2025:

- (i) reviewed and monitored the scope, extent and effectiveness of audit process in accordance with applicable standards;
- (ii) reviewed and made recommendations to the Board for the approval of the consolidated financial statements and reports and monitored and reviewed the change in accounting principles and policies and assessment of potential impacts on the Group’s consolidated financial statements;
- (iii) reviewed the Group’s risk management and internal control systems and discussed the relevant issues including financial, operational and compliance controls;
- (iv) reviewed the internal control matters reported by Internal Audit Department and external auditor and ensure the Board will provide a timely response to the issues raised therein;
- (v) oversaw the relationship between the Company and the external auditor, assessed the independence and performance of the external auditor and recommended the re-appointment of the external auditor;

- (vi) reviewed the audit and non-audit services provided by the external auditor; and
- (vii) took up responsibilities delegated by the Board to handle ad hoc matters and to consider various matters to improve the Board's communication.

During the year ended 31 December 2025, five Audit Committee meetings were held and two of which related to the review of the interim and annual financial results and reports of the Group with the external auditor. In addition, one of the five Audit Committee meetings was held with the external auditor in the absence of management. The Audit Committee has reviewed the annual results of the Group for the year ended 31 December 2025.

### **SCOPE OF WORK OF FORVIS MAZARS CPA LIMITED**

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and consolidated statement of comprehensive income and the related notes thereto for the year ended 31 December 2025 as set out in this announcement have been agreed by the Group's auditor, Forvis Mazars CPA Limited, to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by Forvis Mazars CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no opinion or assurance conclusion has been expressed by Forvis Mazars CPA Limited on the preliminary announcement.

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

The auditor has issued a qualified opinion in the independent auditor's report on the consolidated financial statements of the Group for the year ended 31 December 2025. The details of which are extracted as follows:

#### **“Qualified Opinion**

In our opinion, except for the possible effects of the matters described in the “Basis for Qualified Opinion” section of our report, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2025, and of its financial performance and 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 Companies Ordinance.

## **Basis for Qualified Opinion**

*Comparability of the current year's figures and the corresponding figures for the year ended 31 December 2024 in the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in equity*

The Group held an investment in a fund (the “Fund F”) as disclosed in note 20 to the consolidated financial statements. We have previously qualified our opinion in respect of the Group’s consolidated financial statements for the year ended 31 December 2024 as we were unable to obtain sufficient appropriate audit evidence to verify the opening carrying value of the Fund F as at 1 January 2024 and the timing of the relevant fair value loss on investment recognised in relation to the Fund F. Therefore, we were unable to determine whether any adjustments to the opening carrying value of the Fund F as at 1 January 2024 and the relevant fair value loss on investment recognised in respect of the Fund F for the years ended 31 December 2023 and 2024, were necessary, which may have a significant impact on the financial performance and the elements making up the consolidated statement of cash flows of the Group for the year ended 31 December 2024. Details of the qualified opinion were set out in the independent auditor’s report in respect of the year ended 31 December 2024 dated 28 March 2025 which were included in the Company’s 2024 annual report.

Because of the possible effects of these matters on the comparability of the current year’s figures and the corresponding figures for the year ended 31 December 2024 in the consolidated financial statements, our opinion on the consolidated financial statements for the year ended 31 December 2025 is also modified.

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) 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, and we have 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 qualified opinion.”

## **SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD**

Subsequent to the reporting period, the Group noted a significant decline in the market value of certain listed equity investments classified as financial assets at fair value through profit or loss, as compared to their fair values as at 31 December 2025, which may be primarily attributable to market sentiment and/or sector performance.

Save as disclosed above and elsewhere in this announcement, there was no other significant events after the year ended 31 December 2025 and up to the date of this announcement.

## **PURCHASE, SALE OR REDEMPTION OF SECURITIES**

During the year ended 31 December 2025, neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities. As of 31 December 2025, the Company did not hold any treasury shares.

## **ANNUAL GENERAL MEETING**

The 2026 annual general meeting (the "2026 AGM") is expected to be held in June 2026. A further announcement in relation to the date of the 2026 AGM and the closure of the register of members will be published on the websites of the Company and the Stock Exchange in accordance with the Listing Rules.

## **PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT**

This announcement is published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under "Latest Listed Company Information" and on the website of the Company at [www.chinavered.com](http://www.chinavered.com) under "Investor Relationship" respectively.

The annual report of the Company for the year ended 31 December 2025 will be dispatched to the shareholders of the Company and be published on the aforementioned websites in due course.

On behalf of the Board  
**China Vered Financial Holding Corporation Limited**  
**Ng Kian Guan**  
*Chairman*

Hong Kong, 27 March 2026

*As at the date of this announcement, the Board comprises (1) Mr. Li Feng and Mr. Xie Fang as executive directors of the Company; (2) Mr. Ng Kian Guan and Ms. Sun Haoshu as non-executive directors of the Company; and (3) Mr. Cheng Tai Sheung, Mr. Ko Ming Tung, Edward, Mr. Sun Junchen, and Mr. Wong Ka Wai as independent non-executive directors of the Company.*