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民銀資本控股有限公司  
**CMBC CAPITAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1141)**

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

The board (the “**Board**”) of directors (the “**Directors**”) of CMBC Capital Holdings Limited (the “**Company**”) announces the consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 December 2025 (the “**Reporting Year**”), together with the comparative figures for the year ended 31 December 2024 (the “**Previous Year**”), as follows:

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

*For the year ended 31 December 2025*

	<i>Notes</i>	<b>2025</b> <b><i>HK\$'000</i></b>	2024 <i>HK\$'000</i>
Commission and fee income		<b>319,934</b>	217,674
Interest income		<b>62,329</b>	53,004
Net trading and investment income		<b>85,194</b>	92,672
		<hr/>	<hr/>
Total revenue	4	<b>467,457</b>	363,350
Other income	5	<b>11,570</b>	16,715
Other gains and losses	6	<b>12,558</b>	(11,882)
Impairment losses	7	<b>(4,960)</b>	(18,189)
Staff costs		<b>(99,937)</b>	(86,725)
Depreciation		<b>(21,507)</b>	(21,398)
Other operating expenses		<b>(72,824)</b>	(66,494)
Finance costs	8	<b>(108,612)</b>	(107,275)
		<hr/>	<hr/>
Profit before taxation	9	<b>183,745</b>	68,102
Taxation	10	<b>(32,520)</b>	(17,310)
		<hr/>	<hr/>
Profit for the year		<b>151,225</b>	50,792
		<hr/> <hr/>	<hr/> <hr/>
		<b><i>HK cents</i></b>	<b><i>HK cents</i></b>
Earnings per share attributable to owners of the Company	11		
— Basic		<b>13.77</b>	4.59
— Diluted		<b>13.77</b>	4.59
		<hr/> <hr/>	<hr/> <hr/>

	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Profit for the year</b>	<b>151,225</b>	50,792
<b>Other comprehensive income for the year</b>		
Items that will not be reclassified to profit or loss:		
— Equity investments at fair value through other comprehensive income		
— net movement in fair value reserve (non-recycling)	<b>42,445</b>	42,003
Items that may be reclassified subsequently to profit or loss:		
— Financial assets at fair value through other comprehensive income		
— net movement in fair value reserve (recycling)	<b>46,054</b>	45,924
<b>Other comprehensive income for the year</b>	<b>88,499</b>	87,927
<b>Total comprehensive income for the year</b>	<b>239,724</b>	138,719

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

*At 31 December 2025*

		As at <b>31 December 2025</b>	As at 31 December 2024
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Non-current assets</b>			
Property and equipment		<b>8,866</b>	5,189
Right-of-use asset		<b>4,802</b>	36,814
Goodwill		<b>16,391</b>	16,391
Intangible assets		<b>960</b>	960
Other assets		<b>9,657</b>	11,080
		<hr/> <b>40,676</b>	<hr/> 70,434
<b>Current assets</b>			
Accounts receivable	<i>14</i>	<b>1,420,258</b>	778,325
Prepayments, deposits and other receivables		<b>17,456</b>	9,706
Interest receivables		<b>24,633</b>	27,770
Loans and advances	<i>13</i>	–	21,810
Financial assets at amortised cost		–	15,644
Financial assets at fair value through other comprehensive income	<i>15</i>	<b>1,548,748</b>	1,539,976
Financial assets at fair value through profit or loss	<i>16</i>	<b>1,196,648</b>	920,961
Cash held on behalf of customers		<b>533,933</b>	211,321
Cash and cash equivalents		<b>742,820</b>	248,550
		<hr/> <b>5,484,496</b>	<hr/> 3,774,063

		As at 31 December 2025 <i>HK\$'000</i>	As at 31 December 2024 <i>HK\$'000</i>
	<i>Notes</i>		
<b>Current liabilities</b>			
Accounts payable	17	632,468	270,481
Other payables and accruals		59,552	56,710
Amount due to an intermediate holding company		9,165	103,232
Loans from an intermediate holding company	18	2,121,793	1,234,965
Tax payable		24,575	7,003
Financial assets sold under repurchase agreements	19	1,041,305	734,923
Lease liabilities		5,526	22,188
		<u>3,894,384</u>	<u>2,429,502</u>
<b>Net current assets</b>		<u>1,590,112</u>	<u>1,344,561</u>
<b>Total assets less current liabilities</b>		<u>1,630,788</u>	<u>1,414,995</u>
<b>Non-current liabilities</b>			
Lease liabilities		–	19,005
Deferred tax liabilities		2,946	7,220
		<u>2,946</u>	<u>26,225</u>
<b>NET ASSETS</b>		<u>1,627,842</u>	<u>1,388,770</u>
<b>CAPITAL AND RESERVES</b>			
Share capital	20	438,787	439,702
Reserves		1,189,055	949,068
<b>TOTAL EQUITY</b>		<u>1,627,842</u>	<u>1,388,770</u>

## NOTES:

### 1 BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards, which collective term includes all applicable individual Hong Kong Financial Reporting Standards (“**HKFRSs**”), Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong). These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair value through other comprehensive income and fair value through profit or loss at the end of each reporting period.

### 2 PRINCIPAL ACCOUNTING POLICIES

#### (a) Changes in accounting policies

The Group has applied amendments to HKAS 21, *The effects of changes in foreign exchange rates — Lack of exchangeability* issued by the HKICPA to these financial statements for the current accounting period. The amendments do not have a material impact on these financial statements as the Group has not entered into any foreign currency transactions in which the foreign currency is not exchangeable into another currency.

#### (b) New or amended HKFRS Accounting Standards which are not yet adopted

Certain new or amended HKFRS Accounting Standards have been published that are not mandatory for 31 December 2025 reporting periods and have not been early adopted by the Group. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements except for the following:

##### *HKFRS 18, Presentation and disclosure in financial statements*

HKFRS 18 will replace HKAS 1 Presentation of financial statements and aims to improve the transparency and comparability of information about an entity’s financial statements. HKFRS 18 is effective for annual reporting periods beginning on or after 1 January 2027 and is to be applied retrospectively.

Among other changes, under HKFRS 18, entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to provide specific disclosures about management-defined performance measures in a single note in the financial statements.

The Group does not plan to early adopt HKFRS 18 and is still in the process of assessing the impact of the adoption.

### 3 SEGMENT INFORMATION

In a manner consistent with the way in which information is reported internally to the Group's management, being the chief operating decision makers, for the purpose of resources allocation and assessment of segment performance focusing on types of services provided.

Specifically, the Group's reportable and operating segments under HKFRS 8 are as follows:

- the "securities" segment representing the business line of provision of brokerage services, securities margin financing services to clients and debt securities underwriting/placing;
- the "fixed-income direct investment" segment representing direct investment and trading activities in fixed-income securities;
- the "other investment and financing" segment representing investment and trading activities in equity securities, bonds and funds other than direct investment and trading activities in fixed-income securities, and provision of loan financing services;
- the "asset management" segment representing provision of asset management services to clients;
- the "corporate finance and advisory" segment representing provision of sponsorship, equity underwriting, financial advisory and financial arrangement services to clients, and provision of client referral services; and
- the "others" segment primarily includes head office operations as well as interest income and interest expense incurred for generating working capital for general operations.

(i) **Disaggregation of revenue**

Disaggregation of revenue from contracts with customers by service lines is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
Disaggregated by service lines		
— Commission income from brokerage and related services	17,617	8,401
— Commission income from underwriting, sub-underwriting, placing and sub-placing	74,828	31,234
— Financial advisory, sponsorship, arrangement fee and other service income	61,245	42,095
— Asset management fee, investment advisory services fee and performance fee income	166,244	135,944
	<u>319,934</u>	<u>217,674</u>
<b>Revenue from other sources</b>		
Loan and financing		
— Interest income from provision of finance and securities margin financing	30,532	9,219
Financial investments		
— Interest income from debt securities investments	31,797	43,785
— Dividend income from financial assets at fair value through profit or loss	22,653	2,256
— Dividend income from financial assets at fair value through other comprehensive income	56,094	64,089
— Interest income from financial assets at fair value through profit or loss	18,730	9,522
— Net gains on financial assets at fair value through profit or loss	3,651	24,379
— Net losses on financial assets at fair value through other comprehensive income	(15,934)	(7,574)
	<u>116,991</u>	<u>136,457</u>
	<u>467,457</u>	<u>363,350</u>

Disaggregation of revenue is set out below:

	Securities		Fixed-income direct investment		Other investment and financing		Asset management		Corporate finance and advisory		Total	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue from contracts with customers within the scope of HKFRS 15	73,860	41,928	-	-	-	-	166,244	135,944	79,830	39,802	319,934	217,674
<b>Revenue from other sources</b>												
Loan and financing												
— Interest income from provision of finance and securities margin financing	30,532	6,194	-	-	-	3,025	-	-	-	-	30,532	9,219
Financial investments												
— Interest income from debt securities investments	-	-	31,797	43,785	-	-	-	-	-	-	31,797	43,785
— Interest income from financial assets at fair value through profit or loss	-	-	18,500	9,026	230	496	-	-	-	-	18,730	9,522
— Dividend income from financial assets at fair value through profit or loss	-	-	-	-	22,653	2,256	-	-	-	-	22,653	2,256
— Dividend income from financial assets at fair value through other comprehensive income	-	-	56,094	64,089	-	-	-	-	-	-	56,094	64,089
— Net gains/(losses) on financial assets at fair value through profit or loss	-	-	8,933	(5,439)	(5,282)	29,818	-	-	-	-	3,651	24,379
— Net losses on financial assets at fair value through other comprehensive income	-	-	(15,934)	(7,574)	-	-	-	-	-	-	(15,934)	(7,574)
	-	-	99,390	103,887	17,601	32,570	-	-	-	-	116,991	136,457
<b>Reportable segment total revenue</b>	<b>104,392</b>	<b>48,122</b>	<b>99,390</b>	<b>103,887</b>	<b>17,601</b>	<b>35,595</b>	<b>166,244</b>	<b>135,944</b>	<b>79,830</b>	<b>39,802</b>	<b>467,457</b>	<b>363,350</b>

**(ii) Segment revenue and results**

The following is an analysis of the Group's revenue and results by operating and reportable segments:

	For the year ended 31 December 2025						Total HK\$'000
	Securities	Fixed	Other	Asset	Corporate	Others	
	HK\$'000	income direct investment	investment and financing	management	finance and advisory	HK\$'000	
Reportable segment total revenue	104,392	99,390	17,601	166,244	79,830	-	467,457
Other income	409	1,273	146	-	1	9,741	11,570
Other gains and losses	6,970	(216)	(114)	1,316	54	4,548	12,558
Segment expenses	(42,130)	(125,895)	(21,377)	(27,626)	(37,690)	(53,122)	(307,840)
Segment results	<u>69,641</u>	<u>(25,448)</u>	<u>(3,744)</u>	<u>139,934</u>	<u>42,195</u>	<u>(38,833)</u>	<u>183,745</u>
	For the year ended 31 December 2024						Total HK\$'000
	Securities	Fixed	Other	Asset	Corporate	Others	
	HK\$'000	income direct investment	investment and financing	management	finance and advisory	HK\$'000	
Reportable segment total revenue	48,122	103,887	35,595	135,944	39,802	-	363,350
Other income	3,542	2,467	147	1	53	10,505	16,715
Other gains and losses	(1,272)	1,323	(16)	(364)	(326)	(11,227)	(11,882)
Segment expenses	(44,220)	(122,267)	(22,976)	(24,619)	(31,105)	(54,894)	(300,081)
Segment results	<u>6,172</u>	<u>(14,590)</u>	<u>12,750</u>	<u>110,962</u>	<u>8,424</u>	<u>(55,616)</u>	<u>68,102</u>

### (iii) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segments:

As at 31 December 2025							
	Securities <i>HK\$'000</i>	Fixed income direct investment	Other investment and financing	Asset management	Corporate finance and advisory	Others	Total
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Assets</b>							
Segment assets	<u>2,495,683</u>	<u>1,983,440</u>	<u>811,610</u>	<u>133,543</u>	<u>53,941</u>	<u>46,955</u>	<u>5,525,172</u>
<b>Liabilities</b>							
Segment liabilities	<u>1,968,877</u>	<u>1,859,174</u>	<u>24,074</u>	<u>15,109</u>	<u>-</u>	<u>30,096</u>	<u>3,897,330</u>
As at 31 December 2024							
	Securities <i>HK\$'000</i>	Fixed income direct investment	Other investment and financing	Asset management	Corporate finance and advisory	Others	Total
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Assets</b>							
Segment assets	<u>1,082,353</u>	<u>1,721,494</u>	<u>830,220</u>	<u>92,038</u>	<u>33,494</u>	<u>84,898</u>	<u>3,844,497</u>
<b>Liabilities</b>							
Segment liabilities	<u>725,522</u>	<u>1,643,011</u>	<u>68,259</u>	<u>7,128</u>	<u>-</u>	<u>11,807</u>	<u>2,455,727</u>

### Geographical information

The Group's operations are carried out in Hong Kong.

The Group's revenue from external customers and its non-current assets are located in Hong Kong.

### Information about major customers

Revenue of approximately HK\$149,740,000 for the year ended 31 December 2025 was derived from asset management service to a customer and accounted for more than 10% of the total revenue (2024: HK\$119,348,000).

#### 4 TOTAL REVENUE

An analysis of the Group's total revenue for the year is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Commission income from brokerage and related services	17,617	8,401
Commission income from underwriting, sub-underwriting, placing and sub-placing	74,828	31,234
Financial advisory, sponsorship, arrangement fee and other service income	61,245	42,095
Asset management fee, investment advisory services fee and performance fee income	<u>166,244</u>	<u>135,944</u>
<b>Commission and fee income</b>	<u>319,934</u>	<u>217,674</u>
Interest income from provision of finance and securities margin financing	30,532	9,219
Interest income from debt securities investments	<u>31,797</u>	<u>43,785</u>
<b>Interest income</b>	<u>62,329</u>	<u>53,004</u>
Dividend income from financial assets at fair value through profit or loss	22,653	2,256
Dividend income from financial assets at fair value through other comprehensive income	56,094	64,089
Interest income from financial assets at fair value through profit or loss	18,730	9,522
Net gains on financial assets at fair value through profit or loss	3,651	24,379
Net losses on financial assets at fair value through other comprehensive income	<u>(15,934)</u>	<u>(7,574)</u>
<b>Net trading and investment income</b>	<u>85,194</u>	<u>92,672</u>
	<u>467,457</u>	<u>363,350</u>

**5 OTHER INCOME**

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Bank interest income	2,221	5,013
Office sharing fee income	8,880	8,880
Other income	469	2,822
	<u>11,570</u>	<u>16,715</u>

**6 OTHER GAINS AND LOSSES**

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Net exchange gains/(losses)	10,881	(11,882)
Gain on early termination of a lease	1,677	–
	<u>12,558</u>	<u>(11,882)</u>

**7 IMPAIRMENT LOSSES**

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Provision/(reversal) of impairment losses		
— Loans and advances ( <i>note 13</i> )	4,331	3,087
— Accounts receivable ( <i>note 14</i> )	(49,155)	1,424
— Financial assets at fair value through other comprehensive income ( <i>note 15</i> )	48,200	12,101
— Financial assets at amortised cost	(21)	(2)
— Interest receivables	1,605	1,579
	<u>4,960</u>	<u>18,189</u>

## 8 FINANCE COSTS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Interest expense on:		
Bank borrowings	26	240
Repurchase agreements	41,841	62,016
Loans from an intermediate holding company	65,743	43,271
Lease liabilities	1,002	1,748
	<u>108,612</u>	<u>107,275</u>

## 9 PROFIT BEFORE TAXATION

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Profit before taxation is arrived at after charging:		
Staff costs (including directors' remuneration):		
Wages and salaries	98,235	85,264
Retirement benefits contributions	1,702	1,461
Total staff costs	<u>99,937</u>	<u>86,725</u>
Auditor's remuneration	2,455	3,344
Depreciation of property and equipment	2,300	2,191
Depreciation of right-of-use asset	<u>19,207</u>	<u>19,207</u>

## 10 TAXATION

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Current tax:		
Hong Kong Profits Tax	37,916	20,975
Over-provision in prior years	<u>(1,122)</u>	<u>(623)</u>
	36,794	20,352
Deferred tax:		
Origination and reversal of temporary differences	<u>(4,274)</u>	<u>(3,042)</u>
	<u>32,520</u>	<u>17,310</u>

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both the years ended 31 December 2025 and 2024.

## 11 EARNINGS PER SHARE

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

	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Earnings</b>		
Profit attributable to owners of the Company for the purpose of basic and diluted earnings per share	<u><b>151,225</b></u>	<u>50,792</u>
	<b>2025</b> <i>'000</i>	2024 <i>'000</i>
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	<u><b>1,098,466</b></u>	<u>1,107,589</u>

The denominators used are the same as those detailed above for the basic and diluted earnings per share.

There was no dilutive items during the years ended 31 December 2025 and 2024.

## 12 DIVIDENDS

No dividend has been declared or paid by the Company during the years ended 31 December 2025 and 2024.

### 13 LOANS AND ADVANCES

	<b>As at 31 December 2025</b>	<b>As at 31 December 2024</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Loans and advances	<b>239,021</b>	256,500
Less: Allowance for expected credit losses	<b>(239,021)</b>	(234,690)
	<u>          </u>	<u>          </u>
	<b>–</b>	<b>21,810</b>
	<u>          </u>	<u>          </u>

The carrying amounts of the above loans and advances as at 31 December 2025 and 2024 are due within one year and presented under current assets.

During the year ended 31 December 2025, impairment losses of HK\$4,331,000 (2024: HK\$3,087,000) was recognised in the consolidated statement of profit or loss and other comprehensive income. As at 31 December 2025, loans and advances to independent third parties with gross carrying amount of HK\$239,021,000 (2024: HK\$256,500,000) were assessed as credit-impaired and be included in Stage 3.

Movement in expected credit losses is as follows:

	2025				2024			
	Expected credit losses				Expected credit losses			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January	–	–	234,690	234,690	42	–	231,561	231,603
Impairment losses charged/(released) to profit or loss (note 7)	–	–	4,331	4,331	(42)	–	3,129	3,087
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
At 31 December	–	–	239,021	239,021	–	–	234,690	234,690
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

## 14 ACCOUNTS RECEIVABLE

	As at 31 December 2025 HK\$'000	As at 31 December 2024 HK\$'000
Accounts receivable arising from the ordinary course of business of securities brokerage, futures and options dealing services:		
— Clearing houses	205,084	306,354
— Cash clients	4,991	42,358
— Margin clients	1,138,017	476,217
— Brokers	60,423	18,265
	<u>1,408,515</u>	843,194
Accounts receivable arising from the ordinary course of business of securities underwriting services	5,506	6,808
Accounts receivable arising from the ordinary course of business of advisory and client referral services	9,878	2,368
Accounts receivable arising from the ordinary course of business of asset management services	52,751	31,502
	<u>1,476,650</u>	883,872
Less: Allowance for expected credit losses	<u>(56,392)</u>	<u>(105,547)</u>
	<u><u>1,420,258</u></u>	<u><u>778,325</u></u>

Movement in expected credit losses is as follows:

	2025				2024			
	Stage 1	Expected credit losses			Stage 1	Expected credit losses		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January	38	-	105,509	105,547	4	-	104,119	104,123
Impairment losses (released)/charged to profit or loss (note 7)	<u>16</u>	<u>-</u>	<u>(49,171)</u>	<u>(49,155)</u>	<u>34</u>	<u>-</u>	<u>1,390</u>	<u>1,424</u>
At 31 December	<u><u>54</u></u>	<u><u>-</u></u>	<u><u>56,338</u></u>	<u><u>56,392</u></u>	<u><u>38</u></u>	<u><u>-</u></u>	<u><u>105,509</u></u>	<u><u>105,547</u></u>

## Accounts receivable arising from the business of dealing in securities

The Group seeks to maintain tight control over its outstanding accounts receivable and has procedures and policies to assess its clients' credit quality and defines credit limits for each client. All client acceptances and credit limit are approved according to the clients' credit worthiness by designated approvers.

The normal settlement terms of accounts receivable from clients and clearing house, except for accounts receivable due from margin clients, arising from the ordinary course of business of securities brokerage services, are two trading days after the trade date.

### *Accounts receivable due from margin clients*

Accounts receivable due from margin clients are repayable on demand and the fair values of the pledged securities as at 31 December 2025 was approximately HK\$4,292,556,000 (2024: HK\$2,790,299,000). Securities are assigned with specific margin ratios for calculating their margin values. Additional funds or collateral are required if the amount of accounts receivable outstanding exceeds the eligible margin value of securities deposited.

As at 31 December 2025, approximately 94.9% (2024: 70%) of the balance were secured by sufficient collateral on an individual basis. The corresponding collaterals held could be sold at the Group's discretion to settle any outstanding amounts owed by the margin clients when the loan to value ratio (after margin ratio haircut) is over 100%. The Group did not repledge collaterals held for financing as at 31 December 2024 and 2025.

No ageing analysis in respect of accounts receivable from margin clients is disclosed as, in the opinion of directors of the Company, an ageing analysis does not give additional value in view of the nature of this business.

Accounts receivable arising from the business of dealing in securities are assessed for expected credit losses. During the year ended 31 December 2025, reversal of impairment losses of HK\$49,155,000 (2024: provision for impairment losses of HK\$1,424,000) was recognised in the consolidated statement of profit or loss and other comprehensive income.

Movement in the allowance for expected credit losses on accounts receivable arising from the business of dealing in securities are as follows:

	<b>Cash clients</b>	<b>Margin clients</b>	<b>Total</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Balance at 1 January 2024	–	101,410	101,410
Impairment loss recognised during the year	–	1,424	1,424
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2024	–	102,834	102,834
Impairment loss reversed during the year	–	(49,155)	(49,155)
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2025	–	53,679	53,679
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The Group is allowed to offset certain accounts receivable and accounts payable when the Group currently has a legally enforceable right to set off the balances, and intends to settle on a net basis or to realise the balances simultaneously.

**Accounts receivable arising from the businesses of securities underwriting, advisory and client referral services**

Ageing of accounts receivable arising from the ordinary course of businesses of securities underwriting, advisory and client referral services, based on the due date, is as follows:

	<b>As at 31 December 2025</b>	As at 31 December 2024
	<b>HK\$'000</b>	HK\$'000
Not past due	<b>1,037</b>	2,529
Less than 31 days past due	<b>2,702</b>	459
31-60 days past due	<b>4,564</b>	1
61-90 days past due	<b>5</b>	1,820
Over 90 days past due	<b>7,076</b>	4,367
	<b>15,384</b>	9,176
Less: Allowance for expected credit losses	<b>(2,713)</b>	(2,713)
Total	<b>12,671</b>	6,463

The Group applies HKFRS 9 simplified approach to measure the expected credit losses for accounts receivable arising from the business of securities underwriting, advisory and client referral services. During the year ended 31 December 2025, no impairment losses (2024: Nil) was recognised in the consolidated statement of profit or loss and other comprehensive income.

**Accounts receivable arising from asset management services**

Accounts receivable arising from asset management services represented the receivables from the counterparties for the assets managed by the Group. The Group considers that the accounts receivable arising from asset management service have low credit risk as the Group has right to discharge the asset management fee from its managed assets directly on the date that the asset management fee confirmed. As such, no ageing analysis in respect of accounts receivable from asset management fee is disclosed as, in the opinion of directors of the Company, an ageing analysis does not give additional value in view of the nature of this business.

## 15 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	As at 31 December 2025 HK\$'000	As at 31 December 2024 HK\$'000
Listed, unlisted or quoted investments at fair value:		
Debt investments	563,525	703,534
Equity investments	985,223	836,442
	<u>1,548,748</u>	<u>1,539,976</u>

Movement in expected credit losses is as follows:

	2025				2024			
	Expected credit losses				Expected credit losses			
	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000	Total HK\$'000	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000	Total HK\$'000
At 1 January	1,619	-	494,065	495,684	2,190	-	639,626	641,816
Impairment losses (released)/charged to profit or loss (note 7)	(241)	-	48,441	48,200	(165)	-	12,266	12,101
Derecognition	(777)	-	(83,074)	(83,851)	(406)	-	(157,827)	(158,233)
At 31 December	<u>601</u>	<u>-</u>	<u>459,432</u>	<u>460,033</u>	<u>1,619</u>	<u>-</u>	<u>494,065</u>	<u>495,684</u>

## 16 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 31 December 2025 HK\$'000	As at 31 December 2024 HK\$'000
Listed equity investments	1,226	118,488
Unlisted equity investments	48,760	40,552
Debt investments	411,814	70,889
Quoted investment fund	8,442	-
Unlisted investment funds	726,406	691,032
	<u>1,196,648</u>	<u>920,961</u>

The fair values of the listed equity investments, debt investments and quoted investment fund were determined based on the quoted market prices.

## 17 ACCOUNTS PAYABLE

	As at 31 December 2025 <i>HK\$'000</i>	As at 31 December 2024 <i>HK\$'000</i>
Accounts payable arising from the ordinary course of business of securities brokerage, futures and options dealing services:		
— Cash clients	365,547	99,978
— Margin clients	266,295	99,401
— Clearing house	626	603
— Broker	—	70,499
	<u>632,468</u>	<u>270,481</u>

### Accounts payable arising from the business of dealing in securities

The accounts payable balances arising from the ordinary course of business of securities brokerage services are normally settled in two trading days after the trade date except for the money held on behalf of clients at the segregated bank accounts which are repayable on demand. No ageing analysis is disclosed as, in the opinion of directors of the Company, an ageing analysis does not give additional value in view of the nature of this business.

## 18 LOANS FROM AN INTERMEDIATE HOLDING COMPANY

	As at 31 December 2025 <i>HK\$'000</i>	As at 31 December 2024 <i>HK\$'000</i>
Loans from an intermediate holding company	<u>2,121,793</u>	<u>1,234,965</u>
The carrying amounts of the above borrowings are repayable:		
Within one year	<u>2,121,793</u>	<u>1,234,965</u>

As at 31 December 2025, the Group had loans amounting to approximately HK\$2,091,535,000 (2024: HK\$1,216,061,000) from CMBC International Holdings Limited, an intermediate holding company and interest payable amounting to approximately HK\$30,258,000 (2024: HK\$18,904,000). The loans are unsecured, bear interest at rate of 4.5% per annum (2024: interest at rate of 4% per annum) and are repayable within one year. The Group's undrawn amount of the loan facilities is approximately HK\$7,908,465,000 (2024: HK\$8,783,939,000).

## 19 FINANCIAL ASSETS SOLD UNDER REPURCHASE AGREEMENTS

	As at 31 December 2025 HK\$'000	As at 31 December 2024 HK\$'000
Bonds	<u>1,041,305</u>	<u>734,923</u>

As at 31 December 2025, the Group entered into repurchase agreements with financial institutions to sell bonds recognised as financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss with carrying amount of approximately HK\$1,313,993,000 (2024: financial assets at fair value through other comprehensive income, financial assets at amortised cost and financial assets at fair value through profit or loss with carrying amount of approximately HK\$957,725,000), which are subject to the simultaneous agreements to repurchase these investments at the agreed dates and prices.

Sales and repurchase agreements are transactions in which the Group sells bonds and simultaneously agrees to repurchase them (or assets that are substantially the same) at the agreed dates and prices. The repurchase prices are fixed and the Group is still exposed to substantially all the credit risks, market risks and rewards of those bonds sold. The bonds are not derecognised from the financial statements but regarded as “collaterals” for the liabilities because the Group retains substantially all the risks and rewards of the bonds.

## 20 SHARE CAPITAL

	Number of shares		Amount	
	As at 31 December 2025 '000	As at 31 December 2024 '000	As at 31 December 2025 HK\$'000	As at 31 December 2024 HK\$'000
Authorised:				
Ordinary shares at HK\$0.4 each	<u>2,500,000</u>	2,500,000	<u>1,000,000</u>	1,000,000
Issued and fully paid:				
At the beginning of the year	1,099,256	1,119,362	439,702	447,745
Cancellation for shares repurchased (i)	<u>(2,287)</u>	<u>(20,106)</u>	<u>(915)</u>	<u>(8,043)</u>
At the end of the year	<u>1,096,969</u>	<u>1,099,256</u>	<u>438,787</u>	<u>439,702</u>

*Note:*

- (i) During the year ended 31 December 2025, the Company repurchased an aggregate of 2,287,000 ordinary shares of the Company on market at prices ranging from HK\$0.235 to HK\$0.330 per share with a total consideration of approximately HK\$652,000 (before transaction costs). These repurchased shares were cancelled during the year ended 31 December 2025. The discount of approximately HK\$263,000 on the repurchase of shares was credited to share premium account.

During the year ended 31 December 2024, the Company repurchased an aggregate of 10,643,000 ordinary shares of the Company on market at prices ranging from HK\$0.16 to HK\$0.56 per share with a total consideration of approximately HK\$2,651,000 (before transaction costs). These repurchased shares were cancelled during the year ended 31 December 2024. The discount of approximately HK\$880,000 on the repurchase of shares was credited to share premium account.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

The Group is currently licensed to engage in Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities, as well as financing and money lending business with the capacity as “exempted person” defined in the Money Lenders Ordinance (no license required pursuant to the Money Lenders Ordinance). In addition, the Group has obtained approval from the SFC to provide virtual asset trading services and virtual asset deposit and withdrawal services to clients, including both non-professional and professional investors. The Group has all material licenses required for provision of services currently expected to be requested by most of its existing and potential clients.

During the Reporting Year, the Group’s profit attributable to owners of the Company amounted to approximately HK\$151.2 million (Previous Year: approximately HK\$50.8 million), representing an increase of 197.7% from the Previous Year. The Group’s basic and diluted earnings per share was HK13.77 cents for the Reporting Year (Previous Year: HK4.59 cents).

The Group’s total revenue increased by approximately 28.7% to approximately HK\$467.5 million during the Reporting Year, compared to approximately HK\$363.4 million in the Previous Year. This was primarily attributable to the notable results achieved in the Group’s transformation development, and significant year-on-year increase in revenue from securities underwriting, asset management, sponsorship services and wealth management related fee-based businesses during the Reporting Year.

The table below presents the breakdown of segment total revenue and segment results:

	Segment Total Revenue		Segment Results	
	For the year ended 31 December 2025 HK\$'000	For the year ended 31 December 2024 HK\$'000	For the year ended 31 December 2025 HK\$'000	For the year ended 31 December 2024 HK\$'000
Securities	104,392	48,122	69,641	6,172
Fixed-income direct investment	99,390	103,887	(25,448)	(14,590)
Other investment and financing	17,601	35,595	(3,744)	12,750
Asset management	166,244	135,944	139,934	110,962
Corporate finance and advisory	79,830	39,802	42,195	8,424
Others	–	–	(38,833)	(55,616)
Total	<u>467,457</u>	<u>363,350</u>	<u>183,745</u>	<u>68,102</u>

### *Securities*

The Group's securities business mainly includes the provision of brokerage services, securities margin financing and bond underwriting services to clients.

During the Reporting Year, total revenue and profit contributed by the securities segment amounted to approximately HK\$104.4 million and HK\$69.6 million respectively, representing a significant increase compared to approximately HK\$48.1 million and HK\$6.2 million respectively for the Previous Year. The increase in segment total revenue was primarily attributable to the increase in the revenue of bond underwriting, interest income from margin financing and commission income from brokerage and related services. Against the backdrop of business development and the increase in segment total revenue, segment expenses such as funding costs, brokerage commissions, and system setup also recorded year-on-year increase during the Reporting Year. In addition, the full repayment by a margin financing client during the Reporting Year led to a reversal of impairment losses in the margin financing business, resulting in a higher growth rate for segment profit compared to segment total revenue.

During the Reporting Year, driven by refinancing needs, the number and size of Chinese offshore bond issuances increased significantly as compared to the Previous Year. The Group's bond underwriting business clients are still mainly financial institutions and local state-owned enterprises. During the Reporting Year, the Group completed the underwriting and issuance of 295 bonds with a total issuance size of more than US\$60.5 billion. Our credit qualifications as an underwriter remained sound and healthy.

The Group's securities brokerage business includes trading shares, bonds and other valuable securities of listed companies for clients, while its margin financing business includes provision of stock secured financing for retail, corporate and high-net-worth clients requiring finance for purchasing securities. The Group continues to adopt a relatively cautious development strategy as to its margin financing business.

### ***Investment and Financing***

During the Reporting Year, geopolitical risks caused disturbance to the global economy. However, with the clarification of tariff policies, sustained and stable growth in major global economies, and the US Federal Reserve's interest rate cuts boosting investor sentiment, risk assets generally performed well. In China, driven by proactive fiscal policies and the central bank's moderately easing monetary policy, funds flowed into the Chinese market, leading to outstanding performance in Chinese US Dollar-denominated bonds and stock market. Although tariff policies raised concerns among investors regarding US Dollar transactions, US Dollar-denominated assets remained favored by investors, supported by the AI investment theme and the robust fundamentals of the US economy, showing a steady upward trend. Under the prevailing uncertainties in the macroeconomic environment, the Group increased the provision for expected credit losses on certain high-yield bond investments, adjusted the fair value of certain investments in equity on a case-by-case basis and further strengthened the risk control over the financing business.

In terms of investments, the Group focused on the Greater China region and expanded its business to developed markets such as Asia, Europe and the United States, achieving diversified allocation. As for bond investments, the Group primarily focused on leading enterprises with stable operations, including banks, insurance companies and utilities, and established a diversified and stable investment portfolio. At the industry level, the Group strategically focused on sectors that are in a growth or expansion phase and possess high competitive barriers, actively identifying companies with outstanding core technological advantages, strong revenue growth and robust profit potential. In the process of diversified investments of global assets, the Group actively seized opportunities of investments in assets denominated in currencies such as the Renminbi, Australian Dollar and Euro to further diversify portfolio risk. Meanwhile, the Group also focused on technological and innovative enterprises and medical and pharmaceutical healthcare enterprises with high growth potential that comply with the requirements of Chapter 18A of the Listing Rules.

In terms of financing, the Group provided customised financing solutions in different structures or forms according to customers' needs and provided a series of services including transaction structure design, coordination of professional parties and overall financing arrangements. Specific products include, but are not limited to, syndicated loans, asset-backed loans, merger and acquisition loans, equity pledge financing, bridge financing, etc. The Group adopts a prudent development strategy with respect to financing based on risk control.

#### *Fixed-income direct investment*

During the Reporting Year, total revenue from the fixed-income direct investment segment, which included but not limited to coupons from listed bonds under direct investment, amounted to an aggregate of approximately HK\$99.4 million as compared to approximately HK\$103.9 million in the Previous Year. The segment recorded a loss of approximately HK\$25.4 million in the Reporting Year as compared to a loss of approximately HK\$14.6 million in the Previous Year. The decrease in segment total revenue was primarily due to the year-on-year decrease in overall coupon income as a result of the decrease in the size of bond investments during the Reporting Year, while the decrease in total revenue was narrowed by the year-on-year decrease in investment losses during the Reporting Year. The increase in segment loss was primarily attributable to the increase in provisions for expected credit loss recognized for bond investments during the Reporting Year, as certain defaulted property bond issuers still lacked clear restructuring plans or the announced restructuring plans had no significant progress. During the Reporting Year, benefiting from the interest rate cuts by the US Federal Reserve and the relative reduction in financing size due to decreased investment size, financing costs decreased year-on-year, thereby narrowing the increase in segment loss.

#### *Other investment and financing*

During the Reporting Year, total revenue from the other investment and financing segment, which included but not limited to coupons, dividends and distribution income from listed bonds (other than those under fixed-income direct investment), listed equities, unlisted equity interests and unlisted funds, amounted to an aggregate of approximately HK\$17.6 million as compared to approximately HK\$35.6 million in the Previous Year. The decrease in segment total revenue was primarily due to the significant decrease in the fair value of investment projects. Segment result turned from a profit to a loss of approximately HK\$3.7 million for the Reporting Year, as compared to the profit in the Previous Year of approximately HK\$12.8 million. The turn of the segment results from a profit to a loss was primarily due to the significant year-on-year decrease in segment total revenue.

The following table sets out the breakdown of investment and financing:

	As at 31 December 2025 HK\$'000	As at 31 December 2024 HK\$'000
<b>Investment</b>		
Listed equities (measured at FVTPL)	275	810
Listed equities (measured at FVOCI)	–	28,087
Unlisted equity interests	48,760	40,552
Bonds (measured at FVOCI)	1,548,748	1,511,889
Bonds (measured at FVTPL)	412,765	188,567
Bonds (measured at amortised cost)	–	15,644
Quoted investment funds (measured at FVTPL)	8,442	–
Unlisted funds (measured at FVTPL)	726,406	691,032
	<u>2,745,396</u>	<u>2,476,581</u>
Total		
<b>Financing</b>		
Loans and advances	–	21,810
	<u>–</u>	<u>21,810</u>

As at 31 December 2025, the Group's investment portfolio mainly included, but was not limited to listed equities, bonds, unlisted equity interests, quoted investment funds and unlisted funds, covering a wide range of sectors such as industrial, healthcare, technology, consumer goods, real estate and finance.

As at 31 December 2025, the proprietary investment assets of the Group amounted to approximately HK\$2.7 billion (2024: approximately HK\$2.5 billion), including bonds investment of approximately HK\$2.0 billion (2024: approximately HK\$1.7 billion). The future performance of such portfolio will depend on many factors, including uncertainties in the financial markets, the economic development trends in both Hong Kong and the Mainland China and investors' sentiment.

During the Reporting Year, the Group's investment portfolio generated a total revenue of approximately HK\$117.0 million (Previous Year: approximately HK\$136.5 million), including interest income of approximately HK\$31.8 million (Previous Year: approximately HK\$43.8 million) from debt securities investments, interest income of approximately HK\$18.7 million (Previous Year: approximately HK\$9.5 million) from financial assets measured at FVTPL, dividend income of approximately HK\$22.7 million (Previous Year: approximately HK\$2.3 million) from financial assets measured at FVTPL, dividend income of approximately HK\$56.1 million (Previous Year: approximately HK\$64.1 million) from financial assets measured at FVOCI, net gains of approximately HK\$3.7 million (Previous Year: approximately HK\$24.4 million) from financial assets measured at FVTPL and net losses of approximately HK\$15.9 million (Previous Year: approximately HK\$7.6 million) from financial assets measured at FVOCI.

For investments classified as financial assets measured at FVOCI and FVTPL, the Group recorded an overall net gain during the Reporting Year which mainly comprised: (i) net losses recognised in the consolidated statement of profit or loss and other comprehensive income; (ii) net gains not recycled through profit or loss upon disposal of financial assets measured at FVOCI; and (iii) fair value gains recognised in fair value reserve through other comprehensive income.

The Group maintains a consistent and stable principle for its listed bond investment, adopts revenue-based (including charging fixed contractual interest and receiving gains on disposal) trading strategy. Adopting a top-down/bottom-up approach in its investment analysis, the Group is committed to identifying investment opportunities with sustainable and high-level revenue within limited volatility. The Group adopts a prudent risk management strategy and makes a reasonable risk pricing for its investments in order to strike a balance between risk management and revenue generation. At the same time, the Group adheres to the principle of investment diversification and has established explicit guidelines which stipulate that the position in any single bond shall not account for more than 5% of the overall position at the time of acquisition, and the portfolio shall be diversified by investing in various issuers in a wide range of sectors.

The unlisted direct investment business of the Group, which includes equity interests and funds, mainly focuses on technological and innovative enterprises and new consumption enterprises with stronger growth potential.

The Group engages in financing and loan provision business in the capacity of an “exempted person” as defined under the Money Lenders Ordinance (Cap. 163, Laws of Hong Kong) (the “**Money Lenders Ordinance**”) which does not require a licence under the Money Lenders Ordinance. The Group conducts the relevant business by relying on the said exemption by virtue of China Minsheng Banking Corp., Ltd. (“**China Minsheng Bank**”), being a bank, i.e. an authorised institution, which holds a valid banking licence under the Banking Ordinance (Cap. 155, Laws of Hong Kong).

The loan business of the Group focuses on short-to-mid term financing so as to maintain the flexible configuration and high liquidity of the Group’s assets. As of 31 December 2025, the Group granted loans to two market players (the “**Borrowers**”), involving various types of market players in consumer discretionary industry. The Group implements pre-, peri- and post-investment management. Through putting in place practicable risk control measures and rigorous risk review on each client and each project, the overall credit and operational risks of the loan business of the Group are controllable. The Group constantly monitors and adjusts the concentration, maturity profile and risk-to-revenue ratio of its asset portfolio, in order to strike a balance between the overall risk and revenue generation.

The Group's finance provision business has been conducted using the unsecured loan from CMBC International Holdings Limited ("CMBCI"), the indirect controlling shareholder of the Company. The interest rate is determined according to the market interest rate. Specifically, at each quarter of the Reporting Year, the interest rate was determined with reference to the applicable HIBOR/Term SOFR rate plus a reasonable margin and funding cost of CMBCI. During the Reporting Year, in supporting the business development of the Group, the annual interest rate charged to the Group by CMBCI was 4.5%.

As a general principle, the Group chooses customers with good financial position and steady business operation (no quantitative benchmark), which enable them to pay loan interest and repay the loan principal in accordance with the proposed repayment schedule, as assessed by the Group before granting loans.

In deciding whether to grant the loan to corporate customers, the Group does not have any specific requirements on the customers' industry, business operation location, minimum amount of revenue and profit in the last 12 months, minimum amount of total assets, financial benchmarks or operation history. Each application is considered on a case-by-case basis. As a general principle, the Group will take into account factors such as whether the credibility of the customers can match the amount of loans to be granted, whether the collaterals to be provided by the customers are sufficient in value and whether they are liquid, and whether the proposed term and interest rate of the loans can match the overall credibility of and collaterals to be provided by such customers.

In terms of individual customers, the Group currently does not have any specific requirements on the age group, occupation, minimum monthly income or minimum amount of assets. Each application is considered on a case-by-case basis. As a general principle, the Group will take into account factors such as the customers' credit history, assets, the quality and liquidity of the collaterals provided, and the size and terms of the loan. During the Reporting Year, the Group had not granted loans to individual customers.

All loans were secured by pledge(s) over shares of private or listed companies and a majority of them was also guaranteed by the respective ultimate beneficial owner(s) of the Borrowers.

All Borrowers and their ultimate beneficial owners are independent third parties of the Group and had no past business dealing with the Group. They were sourced by the Group's deal teams via market information and were not referred by the senior management of the Group. The Group did not have any agreement, arrangement, understanding or undertaking (whether formal or informal and whether express or implied) with any connected person of the Group with respect to the granting of loans to the Borrowers.

The loan terms were determined with reference to factors including the financing costs, customers' requirements, credit assessment on customers (including income of customers), value, liquidity and enforceability of collaterals, prevailing market interest rates for similar loans, prevailing market condition, the term of the loan and the use of proceeds.

The principal amount of loans as at the end of the Reporting Year were in the range from US\$10,000,000 to US\$30,000,000, denominated in US\$. The proposed usages of the loan proceeds were refinancing existing indebtedness or financing general working capital of the Borrowers. Pursuant to the relevant agreements, the interest rates charged to the Borrowers for the outstanding loans were 7% per annum. The loan receivables were overdue. As of the date of this announcement, the Group has been taking various steps and actions to recover the loans, including but not limited to the ongoing negotiation of the bankruptcy restructuring plan with the Borrowers.

The total loan receivables of the Group at the end of the Reporting Year amounted to approximately HK\$239,021,000 (2024: approximately HK\$256,500,000), of which: (i) the amount of loan receivables due from the largest Borrower was approximately HK\$159,458,000 (2024: approximately HK\$176,309,000), representing approximately 67% (2024: approximately 69%) of the total loan receivables of the Group; (ii) the amount of loan receivables due from all two Borrowers was approximately HK\$239,021,000 (the amount of loan receivables due from all two Borrowers in 2024: approximately HK\$256,500,000), representing 100% (2024: 100%) of the total loan receivables of the Group; and (iii) the amount of allowance for expected credit losses provided for the loan receivables was approximately HK\$239,021,000 (2024: approximately HK\$234,690,000 which was determined by expected credit loss model (the "ECL Model") or valuation prepared by an independent professional valuer), and the full provision for expected credit losses as at the end of the Reporting Year was made since the two Borrowers were in the process of bankruptcy restructuring, resulting in extremely significant uncertainty regarding their ability to repay the loans. As at 31 December 2025, loan receivables from the two Borrowers with an aggregate amount of approximately HK\$239,021,000 were overdue for more than 90 days.

As (i) all Borrowers and their ultimate beneficial owners are independent third parties of the Group, and (ii) all applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of each of the loans granted to the Borrowers were less than 5%, each of the loans was not subject to disclosure requirements set out in Chapter 14 and/or Chapter 14A of the Listing Rules.

The Group has in place practice guidelines for controlling the overall credit and operation risk, loan recoverability monitoring and loan collection. After the grant of loan, the business team and risk management department of the Group together monitor the financial conditions of the customers and the collaterals or the guarantors (if any) on a regular basis and take appropriate follow-up action with the counterparties including follow-up calls and site visits where the financial condition of the counterparties deteriorates or the value of the collaterals decreases dramatically.

The Group monitors the revenue, profit and cash flows, as well as asset quality of the borrowers and guarantors (collectively, the “**Obligor(s)**”) to assess their financial conditions. In particular, the Group assesses the Obligor’s capability to generate steady profit and cash flows. Further, the Group reviews the business development of the Obligor and assesses whether their financial performance meets the expectation, and whether their milestones (if any) are completed as scheduled. In addition, the Group monitors the size of other debts of the Obligor and their repayment schedules (if obtainable), and assesses whether the Obligor have the corresponding repayment ability. Further, the Group monitors whether the Obligor are able to cover their capital expenditures with operating cash flows and external funding. The Group also pays attention to the news and other public information of the Obligor. In case the Obligor is a listed company, the Group monitors its announcements and the financial information disclosed to the public.

For the collaterals, the Group values the collaterals regularly on a semi-annual or annual basis. If the collaterals are listed shares, the Group monitors the market performance and price movement on daily basis. Where the collateral is a real estate, the Group requires a professional third-party valuer to issue a valuation report.

The Directors ensure the effectiveness of the Group’s risk management and internal control systems for credit risk exposure assessment and management, loan recoverability and collateral adequacy through their design and participation in the Group’s three-tiered risk management and internal control framework.

- (i) At the Board level, the risk management and internal control committee of the Company (the “**Risk Management and Internal Control Committee**”) holds semi-annual meetings to review and evaluate the risk management and internal control systems and assess their effectiveness through reviewing the risk management report submitted by the Company, discussing with the management on the major findings and management’s responses to these findings and suggestions and ensuring the Company provides timely enhancement or ratifications to issues raised. The audit committee of the Company (the “**Audit Committee**”) holds semi-annual meetings to review and evaluate the consolidated financial statements of the Group for the relevant reporting period (including the accounting policies and practices in respect of the impairment assessment), and review and monitor the Group’s risk management and internal control systems through reviewing the internal audit report submitted by the Company, discussing with the management on relevant findings and suggestions, considering management’s response to these findings and suggestions, and urging the Company to complete any ratification in a timely manner.
  
- (ii) At the management level, all executive Directors of the Company are members of the investment and financing approval committee, which is set up by the management. The executive Directors participate and vote in the committee meetings held from time to time to evaluate and approve investment, divestment or enforcement of loan collaterals. During the meeting, the executive Directors assess various matters such as the credit risk exposure, recoverability of the loan, adequacy of the collateral, commercial rationale, fairness and reasonableness of the key terms and conditions, benefits to the Group and its shareholders, through reviewing the due diligence report submitted by business units and discussing the proposed transactions with other investment and financing approval committee members including heads of risk management, legal and compliance departments. During the meeting, the executive Directors also request additional approval conditions or enforcement action for business units to execute in order to mitigate credit risk exposure and increase recoverability of the loan and adequacy of the collateral.

- (iii) Further, at the management level, the executive Directors participate and vote in management meetings held from time to time to review and approve the Group's credit policies. In particular:
- (a) in order to mitigate credit risk exposure, the management has approved the procedural guidelines and the concentration-restriction policy for the Group's investment and financing business, as well as the issuer whitelist for debt investments;
  - (b) in order to monitor the recoverability of loans, the management has approved the post-investment management policy, pursuant to which the Group holds monthly meetings for each of the outstanding loan projects. During the meetings, the business units report to the risk management department and the management in charge on the Obligor's progress of loan repayment, completion of any milestone events, and discuss the Obligor's latest operational condition, financial status including collateral value and relevant market and industry information; and
  - (c) in order to monitor the adequacy of collaterals, the management has approved the collateral management policy, pursuant to which the Group requires valuation of collaterals periodically.
- (iv) At the department level, the executive Directors supervise work conducted by departments responsible for executing risk management tasks (including business units, legal and compliance department, and risk management department), which monitor business operations throughout the entire process. In particular, the front office business unit conducts due diligence on proposed transactions. The middle office including risk management, legal and compliance departments, reviews the risks, legal and compliance issues involved in each transaction. The investment and financing approval committee approves each transaction. The internal audit department independently inspects by spot checking on a completed transaction and ensures its initiation, approval and execution meet the Group's internal control policies and procedures, and reports to the Audit Committee.

As discussed above, the Directors fulfill their obligations in overseeing lending transactions by (a) reviewing and monitoring the effectiveness of the Group's internal control and risk management system by members of the Risk Management and Internal Control Committee and Audit Committee, (b) participating in the investment and financing approval committee meetings and approving policies providing guidelines and procedures in investment and financing business, and supervising the relevant departments on their work during due diligence, negotiation and execution process by the executive Directors, and (c) regularly receiving independent inspection reports from internal audit department.

In particular:

- (i) before a proposed lending transaction can be submitted to the investment and financing approval committee for assessment, business units, risk management department and legal and compliance department complete relevant due diligence, site visits and research, know-your-client exercise, connected transaction and anti-money laundering reviews, commercial risk reviews, and key term reviews in accordance with guidelines and procedures;
- (ii) during the investment and financing approval committee meeting, the reporting and discussion focus on the borrower's and guarantor's repayment capacity, repayment sources, transaction structure, guarantee measures, collateral value and liquidity, loan purpose, and the reasonableness of core terms such as amount and duration, as well as industry trends, and the borrower's position within the industry, ensuring that the borrower has adequate repayment capacity and willingness at the time of approval and granting of the loan. Only projects approved by the investment and financing approval committee can proceed to the implementation stage; and
- (iii) during negotiation and execution stages, the Group usually engages external lawyers to review financing agreements and related documents with its legal and compliance department.

All of the above measures help support and facilitate the Directors' prudent assessment (i) of the commercial rationale for entering into each of the lending transactions of the Group, (ii) on whether the terms of transaction are fair and reasonable, and (iii) on whether the use of funds by the Group is in the interests of the Group and its Shareholders as a whole.

Where an Obligor is in default, the Group shall take necessary action(s) to safeguard its interests which includes, but are not limited to, issuing demand letters, enforcing the loan collaterals, negotiating for settlement plans, and/or commencing legal proceedings. Prior to taking any such actions, the investment and financing approval committee normally convenes a meeting to consider and approve the necessary action(s). To the extent necessary, the Group also seeks advice from third party advisors such as receivers, legal advisors and valuers.

The Group has established the ECL Model to measure the credit losses and impairment of the loans that reflects the changes in credit risk of the underlying assets. The management has the overall responsibility for the Group's credit policies and oversees the credit quality of the Group's receivables and loans portfolio. In addition, the management assesses the recoverable amount of loan receivables individually and incorporates them into the Group's ECL Model which is reviewed or audited by the Group's auditors at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts.

The Group's provision for impairment of financing and money lending business for the Reporting Year was approximately HK\$4,331,000 (Previous Year: approximately HK\$3,087,000). The increase in provision for impairment was mainly due to the full provisions made for expected credit losses for two loans during the Reporting Year. As of the date of this announcement, the Group has been taking various steps and actions to recover the loans, including but not limited to the ongoing negotiation of the bankruptcy restructuring plan with the Borrowers. Currently, the two Borrowers are in the process of bankruptcy restructuring.

### *Asset Management*

The Group's asset management business is the provision of asset management services to its clients, covering SFC authorised funds (commonly known as "**public funds**"), private funds, discretionary managed accounts and investment advisory services, and is committed to providing one-stop, multi-level asset management service solutions to clients based on their needs. Among which, there are three major categories of public funds issued, including bond funds, debt-equity hybrid funds and money market funds; private funds include private equity-investment funds, hybrid multi-strategy funds, bond-type structured funds and equity funds, etc.

During the Reporting Year, in the face of macroeconomic challenges such as tariff trade wars, policy uncertainties and geopolitical risks, the Group adhered to a prudent investment strategy, seized market opportunities, strengthened risk control measures and ensured efficient management of the net value of products. As at 31 December 2025, the net value of bond public funds and hybrid public funds grew steadily, among them, the net value of CMBC Aggregate Greater China Select Bond Fund increased by 6.39% and the net value of CMBC Aggregate Greater China Strategy Fund increased by 12.62%, as compared to their respective net value as at 31 December 2024.

The Group's asset management products have achieved leading performance in terms of net value in the industry. The CMBC Aggregate Greater China Select Bond Fund ranked first in the "5-Year Greater China Bond Fund Performance List" and third in the "5-Year Bond Fund Performance List" and the CMBC Aggregate Greater China Strategy Fund ranked third in the "3-Year Greater China Hybrid Fund Performance List" in the "Hong Kong Offshore Chinese Public Fund Performance List" for the third quarter of 2025; the CMBC Aggregate Greater China Select Bond Fund ranked first in the "3-Year Greater China Bond Fund Performance List" and the CMBC Aggregate Greater China Strategy Fund ranked first in the "3-Year Hybrid Fund Performance List" in the "Hong Kong Offshore Chinese Public Fund Performance List" for the second quarter of 2025; the CMBC Aggregate Greater China Select Bond Fund ranked first in the "3-Year Greater China Bond Fund Performance List" and the CMBC Aggregate Greater China Strategy Fund made its debut and ranked fourth in the "1-Year Hybrid Fund Performance List" in the "Hong Kong Offshore Chinese Public Fund Performance List" for the first quarter of 2025, jointly announced by Wind Information and the Chinese Asset Management Association of Hong Kong. In the 2025 Professional Investment Awards held by Insights & Mandate magazine, the CMBC Aggregate Greater China Select Bond Fund once again won the "China Offshore Bonds (3-Year)" Investment Performance Award; the CMBC Stable Investment Fund SP2 was awarded the "Greater China Fixed Income Hedge Fund (3-Year)" Investment Performance Award for the first time.

Meanwhile, in response to the development trend of local asset management and wealth management business in Hong Kong, the Group continued to launch multiple fund products. First, on 15 September 2025, the Group issued its first SFC-authorized US Dollar money market fund, the CMBC Aggregate US Dollar Money Market Fund. As at 31 December 2025, the net value of the CMBC Aggregate US Dollar Money Market Fund had increased by 1.07%, as compared to its net value as at 15 September 2025. Second, the Group actively explored the development of equity products, issuing several private funds under its open-ended fund company during the Reporting Year.

During the Reporting Year, the Group's asset management segment recorded a total revenue of approximately HK\$166.2 million, as compared to approximately HK\$135.9 million of the Previous Year and during the Reporting Year, the segment recorded profit of approximately HK\$139.9 million, as compared to approximately HK\$111.0 million of the Previous Year. The increase in segment total revenue and profit was due to the adjustment to the fee rates for certain portfolios in the second half of the Previous Year and the number of assets under our management increased, resulting in the year-on-year increase in the revenue.

### ***Corporate Finance and Advisory***

During the Reporting Year, the Group successfully assisted Newtrend Group Holding Co., Ltd. (Stock Code: 2573.HK), Deepexi Technology Co., Ltd. (Stock Code: 1384.HK) and Anhui Jinyan Kaolin New Materials Co., Ltd. (Stock Code: 2693.HK) in their listings on the Main Board of the Stock Exchange. Additionally, the Group successfully assisted in the initial listing application submission and posting of listing documents on the website of the Stock Exchange for six IPO projects, covering sectors such as internet insurance technology and product solutions, smart parking solutions, multispectral AI technology and healthcare. In May 2025, the "Technology Enterprises Channel" was officially launched. The Group also successfully assisted three Specialist Technology and biotechnology companies in submitting listing applications on a confidential basis. Concurrently, during the Reporting Year, acting as financial advisor, the Group assisted in a privatization and a very substantial disposal, as well as a general offer (which was completed in January 2026). Acting as independent financial advisor, the Group also assisted in a major disposal and connected transaction. In terms of equity underwriting, the Group completed a total of 25 IPO underwriting projects in the Reporting Year (based on the listing date), representing an increase of three projects compared to the same period in 2024, serving roles including overall coordinator, joint global coordinator and joint bookrunner, covering industries such as artificial intelligence, biotechnology, consumer goods and finance industries. Additionally, the Group also completed three Hong Kong placing projects in the role of overall coordinator and placing agent during the Reporting Year.

During the Reporting Year, due to the overall positive trend in the Hong Kong capital market and the strong rebound of IPO market, together with the support by the trend of encouraging mainland enterprises to seek listings in Hong Kong in the year, the Group's corporate finance and advisory segment recorded a total revenue of approximately HK\$79.8 million, as compared to approximately HK\$39.8 million for the Previous Year, and a segment profit of approximately HK\$42.2 million was recorded for the Reporting Year, as compared to approximately HK\$8.4 million for the Previous Year. The increase in segment total revenue and segment profit was mainly attributable to the increase in revenue from sponsorship, underwriting and client services during the Reporting Year.

## *Administrative Expenses and Finance Costs*

Administrative expenses and finance costs for the Reporting Year amounted to an aggregate of approximately HK\$302.9 million (Previous Year: approximately HK\$281.9 million). The analysis is set out below:

	<b>For the year ended 31 December 2025</b>	For the year ended 31 December 2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Staff costs	<b>99,937</b>	86,725
Depreciation	<b>21,507</b>	21,398
Other operating expenses	<b>72,824</b>	66,494
Finance costs	<b>108,612</b>	107,275
	<hr/>	<hr/>
Total	<b>302,880</b>	281,892
	<hr/> <hr/>	<hr/> <hr/>

The increase in staff costs was mainly due to an increase in staff remuneration during the Reporting Year.

The increase in other operating expenses was mainly due to the commissions related to wealth management business incurred and the increase in service fees for trading systems during the Reporting Year.

The slight increase in the finance costs was primarily due to the overall increase in financing resulting from the reserve of sufficient funds to support business operations, partially offset by the decrease in the interest rate on financial assets sold under repurchase agreements year-on-year, which narrowed the overall increase in interest expenses.

## **Financial Review**

### *Capital Structure*

As at 31 December 2025, the total number of the issued share capital with the par value of HK\$0.4 each was 1,096,968,693 and the total equity attributable to Shareholders was approximately HK\$1,627.8 million (2024: approximately HK\$1,388.8 million).

During the Reporting Year, no shares had been purchased or granted to the selected persons of the Group under the Share Award Scheme.

## *Liquidity and Financial Resources*

The Group primarily financed its operations with internally-generated cash flows, borrowings, its internal resources and Shareholder's equity.

As at 31 December 2025, the Group had current assets of approximately HK\$5,484.5 million (2024: approximately HK\$3,774.1 million) and liquid assets comprising cash (excluding cash held on behalf of customers), quoted investment funds, investment in listed equity securities and debt investments totaling approximately HK\$2,702.1 million (2024: approximately HK\$1,954.5 million).

The Group's current ratio as at the end of the Reporting Year, calculated based on current assets of approximately HK\$5,484.5 million (2024: approximately HK\$3,774.1 million) over current liabilities of approximately HK\$3,894.4 million (2024: approximately HK\$2,429.5 million), was approximately 1.4 (2024: approximately 1.6).

The Group's finance costs for the Reporting Year mainly represented interest on repurchase agreements of approximately HK\$41.8 million (Previous Year: approximately HK\$62.0 million), the interest on loans from CMBCI of approximately HK\$65.7 million (Previous Year: approximately HK\$43.3 million), and interest on lease liabilities of approximately HK\$1.0 million (Previous Year: approximately HK\$1.7 million).

As at 31 December 2025, the Group's indebtedness mainly comprised loans from CMBCI and financial assets sold under repurchase agreements of approximately HK\$3,132.8 million (2024: approximately HK\$1,951.0 million). The loans principal from CMBCI of approximately HK\$2,091.5 million (2024: approximately HK\$1,216.1 million) were denominated in Hong Kong dollars and United States dollars and borne interests at rate of 4.5% per annum (2024: 4% per annum) and were repayable within one year. As at 31 December 2025, the Group entered into repurchase agreements with financial institutions to sell bonds recognised as financial assets measured at fair value through other comprehensive income and financial assets measured at fair value through profit and loss with carrying amount of approximately HK\$1,314.0 million (2024: bonds of approximately HK\$957.7 million recognised as financial assets measured at fair value through other comprehensive income, financial assets measured at fair value through profit and loss and financial assets measured at amortised cost), which are subject to the simultaneous agreements to repurchase these investments at the agreed dates and prices.

The Group's gearing ratio, calculated on the basis of total indebtedness divided by the sum of total indebtedness and equity attributable to the Company's owners, was approximately 65.8% (2024: approximately 58.4%).

With the amount of liquid assets on hand, the management of the Group is of the view that the Group has sufficient financial resources to meet its ongoing operational requirements.

### ***Pledge of asset***

Except as otherwise disclosed, as at 31 December 2025, the Group did not have other pledge or charge on asset (31 December 2024: Nil).

### ***Contingent liability***

Except as otherwise disclosed, as at 31 December 2025, the Group did not have other significant contingent liability (31 December 2024: Nil).

### ***Capital commitment***

As at 31 December 2025, the Group did not have any significant capital commitment (31 December 2024: Nil).

### ***Significant investments held***

As at the end of the Reporting Year, the Group did not hold any single significant investment which accounted for over 5% of its total assets.

### ***Material acquisitions and disposals of subsidiaries and associates***

During the Reporting Year, the Group had no material acquisitions or disposals of subsidiaries and associates.

### ***Future plans for material investment or capital assets***

As at the end of the Reporting Year, the Group had no future plans for material investment or purchase of capital assets.

### **Final Dividend**

The Board did not recommend any final dividend to the Shareholders for the year ended 31 December 2025 (Previous Year: nil).

## **Foreign Currency Risk Management**

The Group's revenue is mainly denominated in United States dollars and Hong Kong dollars while its expenditure is mainly denominated in Hong Kong dollars. The Group's foreign exchange exposure is mainly from the translation of assets and liabilities denominated in United States dollars. As Hong Kong dollars are pegged to United States dollars, the Directors believe that the Group's foreign exchange exposure is manageable and the Group will closely monitor this risk exposure from time to time.

## **Human Resources and Remuneration Policy**

As at 31 December 2025, the Group had about 92 (2024: 93) employees. For the Reporting Year, the total staff costs, including the Directors' remuneration, was approximately HK\$99.9 million (Previous Year: approximately HK\$86.7 million). Remuneration packages for the employees and Directors are structured by reference to market terms, individual competence, performance and experience. Benefits plans provided by the Group include mandatory provident fund scheme, subsidised training program, share award scheme and discretionary bonuses.

## **OUTLOOK**

### **Prospect**

While the global economy is expected to continue to recover in 2026, the world order will face severe challenges posed by the "New Monroe Doctrine" of the US Trump administration. The Chinese economy is expected to maintain its positive momentum in the first year of the "15th Five-Year" Plan period. During the year, policies aimed at expanding domestic demand and boosting consumption, along with technological innovation, are set to become crucial drivers for achieving high-quality economic development. The Group remains optimistic about the economic development of China and Hong Kong, while it will also be well-prepared for external uncertainties and geopolitical challenges. It will keep a close watch on global economic development and financial market, prepare for external shocks and challenges, and grasp the opportunities for improvement in Hong Kong's financial market, and proactively serve various types of enterprises in different business areas, so as to continue creating value for the Group's customers and shareholders.

## *Development Strategy*

The Group will adhere to the strategy of “One Minsheng” and conscientiously implement policies made by China Minsheng Bank. Leveraging on its competitive advantages on internationalisation and its Hong Kong licensed investment banking services, the Group will strive to promote cross-border business synergies and coordination, so as to accommodate the diversified financial services needs of China Minsheng Bank and its clientele in an all-round manner; maximise its role as a platform to develop its licensed business and to build a capital-light investment bank; continue to improve its corporate governance and to strengthen its risk management capabilities. Specific measures are set out below:

- (1) Develop the strategic business of investment banking at full steam. Based on research, the Group will focus on covering professional sectors including technology, media and telecommunications, new energy, high technology, mass consumption and social services, biomedicine and mergers & acquisitions. We adopt multiple measures to expand sponsorship and equity underwriting project opportunities. The Group will continue to establish our presence in lead bond underwriting projects, leveraging synergy policies to reach more enterprises, securing additional offshore debt for high-credit enterprises, and in combination with market and policy environments, continuously increasing underwriting revenue. The Group will fully capitalise China Minsheng Bank’s domestic customer and channel advantages, vigorously promoting entrusted asset management business, maintaining proper management of product net asset values, seizing opportunities from Greater Bay Area integration and cross-border connectivity between the two places, and building a comprehensive and diversified asset management platform.
- (2) Further consolidate the foundational wealth management business and the upgrade of securities business. The Group will comprehensively enhance the capability in generating stable cash flows business, and continue to utilize the functions of the wealth management team, institutional business team and research team to empower the development of the investment banking business. The Group will continue to recruit professional and efficient team, steadily improve brokerage and trading capabilities and accelerate the establishment of an one-stop trading platform to steadily achieve profit-making in the trading business of Hong Kong stocks, US stocks, Japanese stocks, futures and over-the-counter products.

- (3) Continuously enhance risk and compliance management capabilities. The Group will adhere to the principles of prudent operations and steady development, and implement the risk management preferences and various risk limit indicators of China Minsheng Bank and the Company, and align with the strategic development plans of the Company's various business lines to enhance the construction of a comprehensive risk management system. The Group will effectively manage and plan the overall portfolio of asset-related businesses to control credit risk and market risk. The Group will strictly implement its risk monitoring and early warning duties to closely monitor and provide early warning and prevention in advance. The Group will strengthen compliance training, enhance compliance awareness among all employees, especially front-line business personnel, integrate compliance management throughout the entire business process, and strengthen the implementation of applicable regulatory requirements.
- (4) Strengthen the construction of investment banking talent training system. The Group will continue to broaden the recruitment channels, improve the efficiency and quality of recruitment and attract more talents with different backgrounds and skills to lay a solid foundation of human resources for the Company's development. The Group will establish a world-class international investment banking team, and strengthen talent mobility and exchanges with China Minsheng Bank.
- (5) Optimize the functional framework of the securities trading applications. The Group will continuously optimize the functional framework of the "Minying Future" (民贏未來) application to provide more efficient and secure wealth management services. The Group will establish a dual-channel, systematic user feedback collection and analysis mechanism which conduct internal insights and analysis by regularly organizing in-depth discussions among core teams such as product, operations, risk control, and customer service, and collect internal employees' user experiences and optimization suggestions through internal testing feedback, with particular focus on process efficiency and security design. Also, it can track real-user feedback through in-app feedback tools, targeted surveys, and focus group interviews to continuously collect genuine user experiences and improvement expectations. Based on this feedback, the Group will iterate product features, strengthen security measures, optimize user interaction experiences, and streamline service processes to eventually achieve a comprehensive enhancement of user experience.

- (6) Fully leverage the positive spillover effects of the research teams. Within the framework of China Minsheng Bank Group, establish the CMBC research premium brand to empower the Group’s strategic initiatives. First, it can strengthen cross-border decision-making support by leveraging Hong Kong’s geographical advantages to conduct in-depth research on overseas market dynamics, focusing on three key areas: capital market reforms, wealth management services and virtual asset innovation, and provide cutting-edge policy recommendations to China Minsheng Banking. Second, it can promote the conversion of research value by leveraging the recovery of Hong Kong’s capital market to precisely deliver professional research products to corporate and wealth management clients, providing global asset allocation and capital market strategy services to enhance client loyalty.

## **EVENTS AFTER THE REPORTING YEAR**

Save as disclosed in this announcement, there were no significant events after the Reporting Year and up to the date of this announcement.

## **RISK MANAGEMENT CAPABILITIES**

The Group is committed to continuously strengthening its overall risk management capability and has always attached great importance to risk management and internal control. The Board has established the Risk Management and Internal Control Committee to oversee the overall risk management framework of the Group and determine the overall risk appetite of the Company. The Group implements all-rounded risk management and takes a pragmatic approach to manage different risks based on the professional category, primarily including credit risks, market risks, risks of legal compliance, operation risks and liquidity risks. The Group has implemented all-rounded risk management policies and internal monitoring procedures, in order to monitor, evaluate and manage the risks involved in various businesses. The Group strictly performs risk management tasks within the existing governance framework, enhances risk management and compliance culture and philosophy, and continues to improve the risk management measures and internal control system.

## **CORPORATE GOVERNANCE**

The Company has complied with all the applicable provisions of Corporate Governance Code (the “CG Code”) as set out in Appendix C1 to the Listing Rules throughout the Reporting Year.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

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 securities transactions by its Directors. Having made specific enquiries of all Directors, the Company confirms that all Directors have complied with the required standards as set out in the Model Code throughout the Reporting Year.

## **OTHER INFORMATION**

### **Audit Committee**

The consolidated financial statements of the Company for the year ended 31 December 2025 have been reviewed by the Audit Committee before they are duly approved by the Board under the recommendation of the Audit Committee.

### **Scope of work of KPMG**

The figures in respect of the consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2025 of the Group as set out in this announcement have been agreed by the Group’s Registered Public Interest Entity Auditor, KPMG, to the amounts set out in the Group’s consolidated financial statements for the Reporting Year. The work performed by KPMG 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 assurance has been expressed by KPMG on this announcement.

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

The Board considered that the repurchase of shares of the Company could increase the net asset value per share, so the Company repurchased a total of 2,287,000 shares of the Company on the Stock Exchange, with a total consideration (before transaction costs) of approximately HK\$0.65 million during the Reporting Year. As at the end of the Reporting Year and the date of this announcement, all repurchased shares have been cancelled.

Details of the repurchase are as follows:

<b>Month of repurchase</b>	<b>Total shares repurchased</b>	<b>Highest price paid per share (HK\$)</b>	<b>Lowest price paid per share (HK\$)</b>	<b>Total consideration paid (HK\$'000)</b>
April	1,826,000	0.330	0.235	518
May	<u>461,000</u>	0.305	0.280	<u>134</u>
Total:	<u><u>2,287,000</u></u>			<u><u>652</u></u>

Save as disclosed above, neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities (including treasury shares) during the Reporting Year.

## **PUBLICATION OF ANNUAL REPORT**

The 2025 annual report of the Company containing all the applicable information required by the Listing Rules will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cmbccap.com](http://www.cmbccap.com)) in due course.

## **APPRECIATION**

The Board would like to express its sincere gratitude to the management of the Group and all the staff for their hard work and dedication, as well as its shareholders, business partners and other professional parties for their support throughout the Reporting Year.

By order of the Board  
**CMBC Capital Holdings Limited**  
**Li Baochen**  
*Chairman*

Hong Kong, 30 March 2026

*As at the date of this announcement, the executive Directors are Mr. Li Baochen and Mr. Li Ming, the non-executive Directors are Ms. Wu Yuan and Mr. Xu Feng, and the independent non-executive Directors are Mr. Lee, Cheuk Yin Dannis, Mr. Wu Bin and Mr. Wang Lihua.*