



PIONEER IN VALUE INVESTING SINCE 1993

An award-winning asset manager,
with 280+ performance awards won since inception.

Value Partners Group Limited

惠理集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 806

ANNUAL REPORT **2025**

Corporate profile

Established in 1993, Value Partners is one of Asia's largest independent asset management firms offering world-class investment services and products for institutional and individual clients globally. The firm has been a dedicated value investor in Asia and around the world. Its investment strategies cover equities, fixed income, multi-asset, alternatives and quantitative investment solutions. The Group is headquartered in Hong Kong with major operations in Hong Kong, Shanghai and Singapore.

Value Partners was the first asset management firm listed on the Main Board of the Hong Kong Stock Exchange (Stock code: 806 HK) after it went public in November 2007.

Contents

Corporate information	1
Financial highlights	2
Highlights of the year	3
Chairman's Statement	8
Management discussion and analysis	11
Financial review	16
Biographies of directors and senior management	23
Report of the directors	30
Corporate governance report	40
Independent auditor's report	58
Consolidated financial statements	64
Notes to the consolidated financial statements	68
Particulars of subsidiaries	127

Board of Directors

Chairman and Executive Director

Ms. LIN Xianghong

Executive Directors

Ms. NG Chuk Fa, Nikita
Mr. OUYANG Xi

Honorary Chairman and Non-executive Director

Dato' Seri CHEAH Cheng Hye

Independent Non-executive Directors

Dr. CHEN Shih-Ta Michael
Mr. WONG Poh Weng
Mr. LEE Wai Wang Robert

Company Secretary

Ms. YAN Shuk Ling, Sharleen

Authorized Representatives

Ms. NG Chuk Fa, Nikita
Ms. YAN Shuk Ling, Sharleen

Members of the Audit Committee

Mr. WONG Poh Weng (*Chairman*)
Dr. CHEN Shih-Ta Michael
Mr. LEE Wai Wang Robert

Members of the Nomination Committee

Ms. LIN Xianghong (*Chairman*)
Dato' Seri CHEAH Cheng Hye
Dr. CHEN Shih-Ta Michael
Mr. WONG Poh Weng
Mr. LEE Wai Wang Robert

Members of the Remuneration Committee

Dr. CHEN Shih-Ta Michael (*Chairman*)
Ms. LIN Xianghong
Dato' Seri CHEAH Cheng Hye
Mr. WONG Poh Weng
Mr. LEE Wai Wang Robert

Members of the Risk Management Committee

Mr. LI Rui, Ray (*Chairman*)
Mr. CHING Wing Tat, Vincent
Ms. NG Chuk Fa, Nikita
Dr. JIANG Ron
Ms. LEE Vivienne
Mr. LUO Jing

Registered Office

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Office

43rd Floor, The Center
99 Queen's Road Central
Hong Kong

Cayman Islands Principal Share Registrar and Transfer Office

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3, Building D
P.O. Box 1586, Gardenia Court, Camana Bay
Grand Cayman, KY1-1100
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Tricor Investor Services Limited
17th Floor, Far East Finance Centre
16 Harcourt Road
Hong Kong

Auditor

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

Legal Advisor

Reed Smith Richards Butler

PRC Legal Advisor

LLinks Law Offices

Principal Banker

The Hongkong and Shanghai Banking Corporation Limited

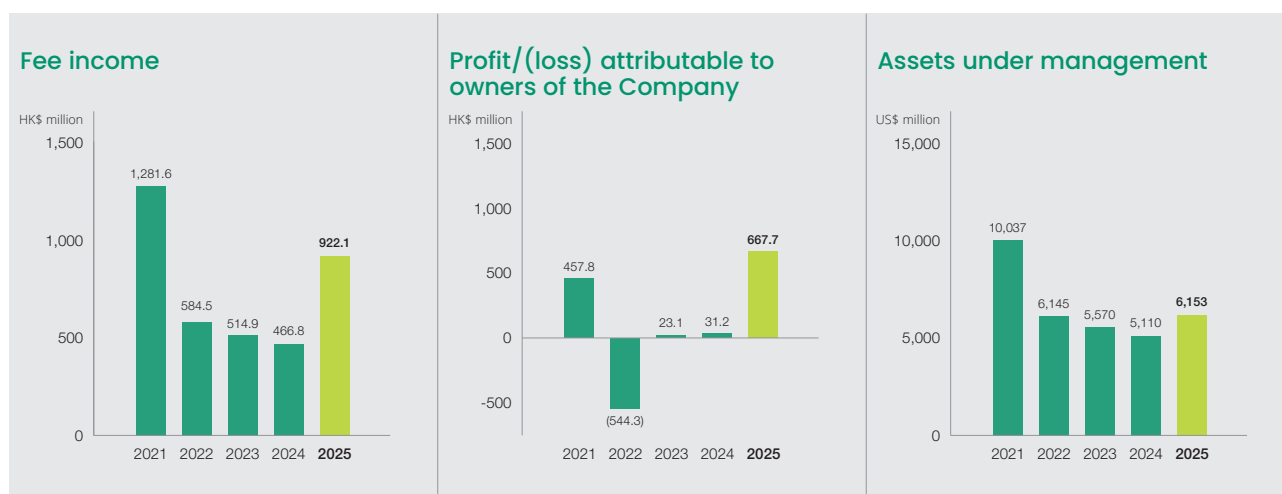
Website

www.valuepartners-group.com

Stock Code

Stock Exchange of Hong Kong: 806

Financial highlights



(In HK\$ million)	Results for the year ended 31 December				
	2025	2024	2023	2022	2021
Fee income	922.1	466.8	514.9	584.5	1,281.6
Operating profit/(loss) (before other gains/losses)	235.3	(46.4)	(35.3)	(68.6)	360.3
Net gains/(losses) on investments	370.4	179.3	60.8	(336.8)	112.6
Profit/(loss) attributable to owners of the Company	667.7	31.2	23.1	(544.3)	457.8
Earnings/(loss) per share (HK cents)					
– Basic	36.6	1.7	1.3	(29.6)	24.7
– Diluted	36.6	1.7	1.3	(29.6)	24.6

(In HK\$ million)	Assets and liabilities as at 31 December				
	2025	2024	2023	2022	2021
Total assets	4,662.0	3,775.2	4,678.1	4,747.9	5,670.3
Less: Total liabilities	427.0	215.4	1,135.4	253.7	405.5
Total net assets	4,235.0	3,559.8	3,542.7	4,494.2	5,264.8

(In US\$ million)	Assets under management as at 31 December				
	2025	2024	2023	2022	2021
Assets under management (“AUM”)	6,153	5,110	5,570	6,145	10,037

Note: Except for the AUM, the above financial information was prepared based on the principal accounting policies as described in the notes to the consolidated financial statements.

New Products and Business Development

Value Partners appointed as asset manager by the HKIC for the 2025 Capital Batch of the investment portfolio under the New CIES



Value Partners Group has been officially appointed by the Hong Kong Investment Corporation Limited (HKIC) as one of the asset managers for the 2025 batch of capital under the New Capital Investment Entrant Scheme.

Value Partners Debuted 3 Money Market ETFs. New HKD, RMB, and USD Money Market ETFs offer competitive yield and liquidity for idle cash. The ETFs are listed on The Stock Exchange of Hong Kong Limited on 16 October 2025.



Highlights of the year

Events and Summits

East Asia Securities Forum 2025

Alex Chiu, Senior Strategist of ETF Business at Value Partners, represented the company in delivering an in-depth analysis of gold and money market opportunities for Q4 2025 to over 150 attendees.



HKEX ETF Summit 2025

At the HKEX ETF Summit 2025, Value Partners joined with over 400 industry leaders to explore the evolving ETF landscape.

HKEX ETF Summit is Asia's premier platform for institutional and private wealth investors. This event provides practical insights from market experts on emerging investment frontiers, accessing global markets like ETF connectivity or enhancing portfolio cash flow with income generation strategies.



2025 China Asset Management Forum (Hong Kong)



Value Partners at the 2025 China Asset Management Forum in Hong Kong, hosted by The Alternative Investment Management Association (AIMA), China Fund News and Ernst & Young (EY).

Bloomberg “Navigating ASEAN Frontiers” event

Luo Jing, Investment Director (Equities) of Value Partners, was invited by Bloomberg to the “Navigating ASEAN Frontiers” event and shared the core of Value Partners’ approach to navigating this dynamic region.



CMB Wing Lung Bank 2025 Family Wealth Strategy Forum

Value Partners shared the latest gold strategy from a macro view at the 2025 Family Wealth Strategy Forum hosted by CMB Wing Lung Bank.



Major Marketing Campaign

For Value Partners, a homegrown and one of the longest-standing fund managers in Hong Kong, we have been providing a suite of select fund products to our clients worldwide.

In 2025, as we approach our 32nd anniversary, Value Partners continues to grow alongside Hong Kong. We strategically rolled out integrated advertising campaigns to promote various strategies. Major campaigns are highlighted as follows:

Highlights of the year

Marketing Campaign in Hong Kong



The Value Partners High-Dividend Stocks Fund has a track record of over 23 years. The Fund focuses on companies in Asia with healthy financial, strong earnings growth, and stable cash flows, which can then be translated into dividend and growth potential.

The Value Partners Asian Income Fund is a relatively low-risk product that aims for investors to capture growth potential and attractive yield opportunities in Asian assets. The Fund applies a dynamic asset allocation approach, and it has delivered an excellent track record and performance since its inception in November 2017.

This advertising campaign adopts a creative approach - our two featured funds' performance and achievement are spotlighted with a sports pitch.



Gold ETF Campaign

The Value Gold ETF is the market's first gold fund backed by physical gold stored in Hong Kong. The fund tracks the LBMA gold price and has both listed and unlisted classes. Value Gold ETF has 15 Years of proven track record across market cycles, delivering stable and reliable investment value for long-term holders.



Awards

Value Partners has garnered over 280 awards since inception. We have been pioneers in value investing since 1993 and are well-recognized by industry peers for our proven track record.



The Asset Benchmark Research Awards 2025



Top Investment House
Highly Commended
G3 Bonds



Danielle Li, Value Partners
Senior Fund Manager
Most Astute Investor
Rank 8th - G3 Bonds



Top Funds 2024 Award by Bloomberg Businessweek/Chinese Edition



Value Partners Asian Income
Fund:
Best Performer – Mutual Funds
(5 years) – Asia Allocation



Value Gold ETF:
Outstanding Performer – ETFs
(Total Return 1 year) – Commodity
– Gold



Fund Selector Asia (FSA) Singapore Awards



Value Partners China A Shares
High Dividend Fund
Gold Award
Greater China/China Equity



2025 The 10th Yinghua China Private Fund Company Awards by China Fund News



Exemplary Foreign
Private Equity Institution



2025 Golden Bull Awards by China Securities Journal



Value Partners Asian Income Fund
Golden Bull Overseas China Bond
Fund (Five-Year Period)

Chairman's Statement



LIN Xianghong
Chairman and
Executive Director

The year 2025 was defined by global uncertainty and structural opportunities. Amid heightened macroeconomic uncertainty, shifting geopolitical currents, and the emergence of generative artificial intelligence, global supply chains underwent accelerated reshuffling. Against this backdrop, the Asia-Pacific region demonstrated itself as one of the most resilient and dynamic market globally, underpinned by its comprehensive industrial ecosystems, ample talent reserves and mature financial infrastructure.

For over thirty years, Value Partners Group has been an asset management firm deeply rooted in the art of Asian investing. Guided by our unwavering principle of “Client-Centricity and Professional Excellence”, we have maintained a disciplined, long-term approach, continuously fortifying our research edge, product innovation, and operational resilience while refining our client service framework. In 2025, despite a complex external environment, the Group employed prudent asset allocation and disciplined investment strategies to capture upside opportunities in high-quality Asian assets. Our flagship products – the Value Partners Classic Fund, Value Partners High-Dividend Stocks Fund, and Value Partners Asian Income Fund – all delivered strong performance, furthermore the Value Partners High-Dividend Stocks Fund and Value Partners Taiwan Fund both reached historic record highs in their net asset values respectively. Our Group's assets under management grew to USD6.2 billion, with full-year net profit of HKD668 million. These solid results are rooted in our firm conviction in Asia's growth potential and the steady execution of our four core strategic priorities.

Anchored in Asia's Growth Trajectory

Asia has always been the focus of Value Partners Group's investment strategy. According to International Monetary Fund (IMF) projections, global GDP growth between 2026 and 2030 is expected to range from 3.1% to 3.3%, while Asian economies are forecast to achieve growth of 4.5% to 5.0% – significantly outpacing the global average. We believe Asia's long-term competitive edge is fortified by three pillars:

First, Asia's extensive resource wealth – spanning the full spectrum from energy to critical minerals – provides a robust foundation for industrial development. This is further bolstered by the region's formidable manufacturing prowess: China, South Korea, and Japan maintain a dominant edge in high-end manufacturing, while Southeast Asia is rapidly ascending as a vital manufacturing hub.

Second, the region enables unparalleled synergy and optimal capacity allocation. The established supply chain ecosystems and manufacturing efficiency of north Asia are perfectly complemented by the competitive labor, land, and fiscal advantages of Southeast Asia. Together, they form a formidable, cost-optimized industrial footprint that stands as one of the most competitive regional clusters in the global market.

Third, ample demographic dividends and talent reserves. Home to approximately 60% of the world's population with a median age of just 32.8, Asia provides a robust talent base for frontier industries such as artificial intelligence and semiconductors. At the same time, the region's relatively high savings rates continue to generate demand for wealth management. The Asia-Pacific wealth management market is forecast to grow at a compound annual rate of 7.2% from 2026 to 2031¹.

Value Partners will continue to fortify its presence across Asia, bridging our clients to the immense value and prosperity generated by the region's economic evolution.

Upholding Value Investing, Delivering on Long-Term Commitment

The Value Partners Classic Fund has delivered cumulative returns of 4,973% over 32 years since inception, representing an annualized return of 12.7%. The Value Partners High-Dividend Stocks Fund has achieved cumulative returns of 1,268% over 23 years, with an annualized return of 11.9%. Value Partners is also the world's first issuer to launch a gold ETF backed by physical bullion stored in Hong Kong, and has managed the Value Gold ETF (3081.HK) for over 15 years.

These remarkable results reflect our longstanding commitment to value investing: a focus on corporate fundamentals and intrinsic value, the pursuit of quality growth opportunities through in-depth research, and the constant prioritization of our clients' interests.

Embracing Technological Change, Empowering Operations with AI

2025 marked a transformative chapter for global markets, as the rapid evolution of Artificial Intelligence (AI) began to fundamentally reshape industries—our own asset management profession included. During the year, the Group actively integrated AI technology across investment management, client services, and internal operations. Our strategic integration of technology is delivering tangible results across the value chain. In research, AI-driven models have augmented our analytical depth and the precision of our bottom-up screening. For our clients, intelligent tools have elevated responsiveness and refined the accuracy of asset allocation. Additionally, our unified middle-office architecture has dismantled silos, driving significant cost-efficiencies. Looking ahead, we will further harness technology to fortify our investment prowess and cement a distinctive competitive moat.

Chairman's Statement

Leveraging Hong Kong as a Strategic Hub to Capture Two-Way Opportunities

Since 2025, Hong Kong has reaffirmed its standing as a premier global financial hub. The city reclaimed its mantle as the world's leading IPO destination, complemented by a robust resurgence in equity trading volumes. The steady expansion of cross-border connect schemes and the solidification of its role as the preeminent offshore Renminbi center have collectively amplified Hong Kong's magnetism for global capital. Leveraging on Hong Kong's unparalleled positioning, Value Partners will continue to broaden its spectrum of investment solutions, actively promoting the inclusion of innovative products in the Mutual Recognition of Funds arrangement, ETF Connect, and Cross-boundary Wealth Management Connect to meet the increasingly diversified asset allocation needs of Mainland and overseas investors and ensuring that we remain at the forefront of the region's evolving market.

Outlook

Looking ahead to 2026, the global landscape remains in a period of profound adjustment. Yet Asia's growth resilience, the innovative impetus of technological transformation, and Hong Kong's unique positioning as an international financial center will continue to provide a solid foundation for Value Partners' development. The Group will embrace change with an open mind, closely monitor global macroeconomic trends and flexibly optimize asset allocation strategies. Leveraging our research prowess and disciplined risk management, we remain dedicated to the stewardship of investor capital-preserving and compounding value even amidst market turbulence.

Appreciation

I would like to express my heartfelt gratitude to our investors, partners, and shareholders for their longstanding trust and support, and to every member of the Value Partners team for their steadfast dedication and work commitment.

Lin Xianghong
Chairman and Executive Director

1. Source: Mordor Intelligence, *Asia Pacific Wealth Management Market Report (2026–2031)*.
<https://www.mordorintelligence.com/industry-reports/asia-pacific-wealth-management-market>

Note: Cumulative performance net of all fees.
Source: Value Partners data, up to 31 December 2025

Management discussion and analysis

In 2025, Asian markets continued to recover amid a complex global environment, with investor sentiment improving on the back of stabilizing regional growth and supportive policy measures. Confidence strengthened notably in Hong Kong and Mainland China, where equity markets gained momentum and capital-raising activities accelerated. Hong Kong's IPO market reclaimed its position as a leading global fundraising venue, driven heavily by A+H listings, increasing representation from biotech and technology issuers, and a more supportive listing framework following rule reforms that broadened market accessibility and enhanced competitiveness.

Against this improving market environment, Value Partners delivered significant growth in assets under management ("AUM"), supported by exceptional fund performance across key strategies. The Group recorded a notable increase in gross subscription during the year, reaching the highest level since 2022, signaling renewed client confidence and deeper engagement across both institutional and intermediary channels. This progress highlights the strength and resilience of our investment capabilities and the consistency of our performance through market cycles.

On the other hand, we remain vigilant amid heightened macroeconomic uncertainties, particularly as geopolitical tension in the Middle East intensified in early 2026. As global investors reassess risk and continue reallocating capital toward Asia, our disciplined investment, ongoing product innovation, and steadfast commitment to operational excellence position us well to capture emerging opportunities and deliver sustainable long-term value to stakeholders.

Financial highlights

As at 31 December 2025, the Group's AUM reached US\$6.2 billion, representing a 21% increase from US\$5.1 billion as at the end of 2024. The growth in AUM was mainly attributable to an improved equity market environment with strong fund performance, a significant increase in gross subscriptions and steady net fund inflows during the year.

The Group reported a significant improvement in profitability, with net profit increasing to HK\$668 million, compared with HK\$31 million in 2024. This was primarily driven by the recognition of performance fees of HK\$374 million, and gains from the Group's proprietary investments amounting to HK\$466 million. Gross management fees recorded a modest year-on-year increase of 3%, rising to HK\$411 million in 2025.

The Group achieved US\$2.3 billion in gross subscriptions in 2025 (2024: US\$1.4 billion), outperforming many industry peers. Strong investor demand continued for the Group's Asian income-themed dividend strategies, and alternative investment solutions. Consistent net inflows were recorded across key products: the Value Partners Asian Income Fund¹, the Value Partners USD Money Market Fund², the Value Partners Japan REIT Fund³, the Value Gold ETF⁴ (3081.HK) and the Group's healthcare private equity funds.

Throughout 2025, the Group maintained stringent cost discipline and streamlining to enhance productivity amid a challenging market environment with greater volatilities and complexities. These measures ensured that the Group's cost base remain aligned with long-term strategic needs. Total fixed expenses, including staff costs, office rental, research, IT and other administrative expenses, were HK\$283 million, representing a 7% reduction from HK\$304 million in 2024.

As at 31 December 2025, the Group continued to maintain a strong and liquid balance sheet, with net assets of HK\$4.2 billion, comprising HK\$1.6 billion in cash and cash equivalents and HK\$2.5 billion in investments. The Group will continue to deploy capital to incubate new products to meet long-term strategic growth ambitions and manage resources prudently to support future business requirements.

Management discussion and analysis

Enhancing our client reach

In 2025, we continued to broaden our client engagement by leveraging Hong Kong's roles as a "super-connector" between Mainland China and the global financial community. Participation in key cross-border initiatives – particularly the Mainland-Hong Kong Mutual Recognition of Funds ("MRF") scheme, the Cross-boundary Wealth Management Connect Scheme ("WMC") and the New Capital Investment Entrant Scheme ("New CIES") – further deepened our connectivity with both Mainland China and global investors. These programs expanded our distribution footprint, enhanced brand visibility, and reinforced Hong Kong's position as a gateway to Mainland China's capital markets.

Enhancements to the MRF scheme in January 2025 improved the accessibility of our funds and supported our distribution strategy in China. During the year, we recorded strong inflows into our MRF-approved the Value Partners High-Dividend Stocks Fund⁵ and the Value Partners Classic Fund⁶, reflecting sustained demand for high-quality active strategies. Building on this momentum, we will continue to expand our MRF product range, diversify distribution channels, and further broaden our client base.

Separately, we were appointed by the Hong Kong Investment Corporation Limited as one of the asset managers for the 2025 capital batch of the investment portfolio under the New Capital Investment Entrant Scheme. This appointment underscores the strength of our investment capabilities and provides a valuable platform for contributing to Hong Kong's innovation-driven development.

We continued to broaden our distribution capabilities through strategic partnerships. During the year, we collaborated with leading Chinese distribution banks and securities firms to provide their clients with enhanced access to offshore investment solutions. We also established and deepened partnerships with various virtual banks and digital platforms to explore online distribution opportunities in order to better meet the evolving needs of investors, supported by our long-standing expertise across Asian markets.

The rebound in China and Hong Kong equity markets also renewed interest from international investors reassessing their regional allocations. We continued to serve these clients via Hong Kong, supporting their long-term investment objectives across market cycles. In 2025, investors' Due Diligence Questionnaires (DDQs), Requests for Information (RFIs), and Requests for Proposals (RFPs) increased across all major asset classes, highlighting the growing recognition of our performance track record and investment expertise. This expanding level of engagement demonstrates our strengthening market position and the increasing importance of our platform to global institutions seeking high-quality Asia investment solutions.

At the same time, we continued to strengthen our presence across Southeast Asia through partnerships in Singapore, Malaysia, and other ASEAN markets. In Malaysia, we expanded distribution with local partners and increased coverage across more provinces. Regionally, we deepened engagement with single- and multi-family offices, supported by government initiatives that have made family office establishment a growing trend among high-net-worth families.

With over 30 years of investment experience, we are well positioned to help high-net-worth individuals and families navigate a rapidly evolving market environment – mitigating risks, capturing opportunities, and preserving long-term wealth. Looking forward, we will continue to build new distribution channels across Asia to extend our reach and support sustainable growth.

Product expansion and strategic highlights

In 2025, we remained focused on delivering consistent income and growth through high-conviction, income-oriented, and thematic strategies tailored to evolving client needs. In a year where both equities and bonds posted positive gains, our actively managed strategies benefited from broader market participation and a rebound in risk appetite.

Our China and North Asia capabilities also delivered standout gains. The Value Partners Taiwan Fund⁷ reached new all-time highs, rising above its high-water mark and returning 66.4% for the year, compared with 33.2% for the Taiwan Stock Exchange Weighted Index (Total Return)⁸. Our broader regional equity strategies similarly posted strong performance: the Value Partners Classic Fund⁶ returned 37.6%, and the Value Partners China Greenchip Fund⁹ returned 36.1%, underscoring our ability to identify opportunities across China and Asia's diverse equity markets.

Our multi-asset franchise continued to demonstrate resilience in dynamic market conditions. Two of our strategies ranked among the top 10 performing mixed-asset funds of 2025 distributed in Hong Kong or Singapore¹⁰. The Value Partners Asian Innovation Opportunities Fund¹¹ delivered a 41.0% return, ranking first on the list, while the Value Partners Multi Asset Fund¹² ranked third with a 34.8% return – highlighting effective execution in higher-risk mixed-asset strategies against a constructive backdrop.

Demand for our income-focused products strengthened meaningfully. The AUM of the Value Partners Asia Income Fund¹ has recorded more than doubled from US\$231 million as at 31 December 2024 to US\$491 million, by end of this year driven by both distribution momentum and sustained recognition of Asia income as a core asset allocation theme.

We further broadened our thematic and alternative offerings. The Value Partners Health Care Fund¹³ delivered a 28.5% return, supported by improving sector sentiment and selective opportunities in healthcare innovation. Meanwhile, the Value Gold ETF⁴ rose 64.7% amid ongoing capital inflows into commodities, reaffirming its role as a liquid and transparent diversification tool.

Our strategic priorities advanced across product innovation and platform enhancement. We launched the Value Partners Money Market ETFs in USD¹⁴, HKD¹⁵ and RMB¹⁶, introducing a new suite of defensive solutions designed to help investors manage cash with improved liquidity and efficiency. This represents a significant milestone in our expansion into the money-market ETF space, and we plan to further broaden our ETF lineup.

We also strengthened our fixed income platform by launching our first global fixed income fund, expanding our capability set across duration and geographic exposures. Looking ahead, we aim to work closely with financial institutions to bring additional fixed income solutions to market in response to evolving investor needs.

On the distribution front, we enhanced product accessibility by onboarding the Value Gold ETF⁴ unlisted share classes across major distribution platforms. These share classes are now available through a wide range of partners – including leading banks, virtual banks, securities firms, and insurance providers – supporting broader penetration across client segments.

In private markets, we reinforced our commitment to innovation by acting as the lead investor in Insilico Medicine's US\$123 million Series E round, supporting the acceleration of AI-powered drug discovery. The company's Hong Kong market debut on 30 December 2025 was met with strong market enthusiasm, with the shares rising on listing and driving the market capitalization to approximately US\$2.1 billion with IPO fundraising.

Management discussion and analysis

Our 2025 performance reflected the increasing maturity and capability of our investment platform. We strengthened our research engine through recruiting seasoned sector experts across key Asian growth industries, significantly deepening our analytical coverage and sharpening our ability to identify high-quality investment opportunities. Enhanced fieldwork and a broadened channel-check ecosystem further improved the quality and reliability of our investment theses, supporting a higher proportion of high-conviction ideas in our portfolios.

Execution discipline also improved meaningfully during the year. We embedded closer coordination between our macro, quantitative and fundamental research teams, enabling faster alignment of top-down and bottom-up views and more coherent portfolio positioning. The combination of a flat hierarchy, direct communication channels and accelerated decision-making processes enhanced our responsiveness to market dynamics and allowed us to manage risk more proactively. These developments highlight the continued strengthening of our investment capabilities and reinforce the positive trajectory of our platform's competitiveness and market relevance.

We are progressively and methodologically adopting artificial intelligence (AI) to improve internal productivity across the organization. On the investment and research front, we integrated AI throughout the research workflow, deploying deep research tools to boost stock research output efficiency, while implementing earnings-call scheduling and attendance bots to save researchers time. In sales and client engagement, we leveraged AI marketing to improve precision outreach, launched realistic AI digital-human videos for investor education, and develop in-house and staff product knowledge base supporting natural-language searches of fund documents.

Our investment capabilities continued to receive strong industry recognition in 2025, with several meaningful awards across public and private markets. At the Bloomberg Businessweek (Chinese Edition) Top Fund Awards 2024, presented in 2025, the Value Partners Asian Income Fund¹ (A USD Inc) was named Best Performer – Mutual Funds (5 years), Asia Allocation, while the Value Gold ETF⁴ was recognized as Outstanding Performer – ETFs (Total Return 1 year), Commodity – Gold. Our China equity expertise was further acknowledged at the Fund Selector Asia Awards Singapore 2025, where the Value Partners China A Shares High Dividend Fund (Class V Unhedged Acc USD)¹⁷ received the Gold Award in the Greater China/China Equity category.

In fixed income, Value Partners was named a Top Investment House – G3 Bonds (Highly Commended) at The Asset Benchmark Research Awards 2025, and one of our senior fund managers was also ranked among the Top 10 Most Astute Investors in G3 Bonds. In China, our Shanghai subsidiary was honored as an “Exemplary Foreign Private Equity Institution” by China Fund News, underscoring the growing recognition of our on-the-ground private markets capabilities. These achievements reflect the continued strengthening of our platform and the confidence placed in our strategies by industry participants and institutional investors.

Business outlook

Market conditions in the year ahead are expected to remain volatile. While we maintain a broadly constructive view on Asia's medium to long-term outlook, we are increasingly mindful of near-term risks. Heightened geopolitical tensions – including the ongoing conflict involving the US, Isarel, and Iran have reintroduced macroeconomic uncertainties, with the potential for elevated oil prices to trigger rapid shifts in market sentiment and cross-asset correlations. Although Asia's robust performance in 2025 provides a solid foundation for 2026, near-term growth will be closely tied to global market developments and the effectiveness of policy implementation. Even so, strengthening economic fundamentals and ongoing structural reforms across major Asian markets continue to serve as important drivers of support.

Management discussion and analysis

The Group delivered a successful turnaround in 2025, marked by meaningful AUM growth and improved client engagement. Building on this momentum, we will continue to emphasize disciplined investment execution, strengthen distribution capabilities, and expand our product range to meet evolving investor needs.

With more than 30 years of value investing expertise and a longstanding focus on Hong Kong and Mainland China, Value Partners is well positioned to serve as a bridge between international capital and opportunities across Greater China. Leveraging Hong Kong's unique role as a financial gateway, we aim to deepen connectivity with global investors, capture cross-border capital flows and deliver differentiated value through high-conviction strategies and innovative solutions.

We continue to identify selective opportunities across specific themes and asset classes, including commodities, which may play an increasing strategic role amid ongoing energy price pressures. We also see potential in AI-related innovation and digital assets related development as market infrastructure matures and investor adoption progresses.

Looking ahead, we remain focused on working closely with financial institutions and strategic partners to broaden our product offerings, while maintaining disciplined risk management in an increasingly complex macroeconomic environment.

1. Annual calendar returns of Value Partners Asian Income Fund (Class A USD Unhedged Acc) over the past five years: 2021: +3.3%; 2022: -17.8%; 2023: +7.6%; 2024: +11.0%; 2025: +29.0%; 2026 (Year to date as at 28 February): +12.1%.
2. Value Partners USD Money Market Fund (Class A USD Acc) was launched on 18 August 2023. The fund's annual calendar returns since 1 January 2024: 2024: +4.8%; 2025: +4.2%; 2026 (Year to date as at 28 February): +0.6%.
3. Value Partners Japan REIT Fund (Class A JPY Unhedged MDis) was launched on 23 April 2024. The fund's annual calendar returns since 1 January 2025: 2025: +24.2%; 2026 (Year to date as at 28 February): -0.2%.
4. Annual calendar returns of Value Gold ETF over the past five years: 2021: -3.6%; 2022: -0.8%; 2023: +13.5%; 2024: +25.3%; 2025: +64.7%; 2026 (Year to date as at 28 February): +20.6%.
5. Annual calendar returns of Value Partners High-Dividend Stocks Fund (Class A1) over the past five years: 2021: +3.5%; 2022: -18.9%; 2023: +4.1%; 2024: +11.4%; 2025: +29.9%; 2026 (Year to date as at 28 February): +12.8%.
6. Annual calendar returns of Value Partners Classic Fund (A Units) over the past five years: 2021: -6.6%; 2022: -28.1%; 2023: -5.0%; 2024: +11.8%; 2025: +37.6%; 2026 (Year to date as at 28 February): +5.5%.
7. Annual calendar returns of Value Partners Taiwan Fund (Class A USD) over the past five years: 2021: +22.0%; 2022: -32.0%; 2023: +43.7%; 2024: +9.7%; 2025: +66.4%; 2026 (Year to date as at 28 February): +24.6%.
8. Taiwan Stock Exchange, 31 December 2025.
9. Annual calendar returns of Value Partners China Greenchip Fund Limited (Class A HKD) over the past five years: 2021: -6.6%; 2022: -27.5%; 2023: -6.1%; 2024: +13.0%; 2025: +36.1%; 2026 (Year to date as at 28 February): +6.3%.
10. Source: Fund Selector Asia, "The top 10 performing mixed-asset funds of 2025," available at: <https://fundselectorasia.com/the-top-10-performing-mixed-asset-funds-of-2025/>
11. Annual calendar returns of Value Partners Asian Innovation Opportunities Fund (Class A USD Unhedged Acc) over the past five years: 2021: +9.0%; 2022: -24.7%; 2023: +20.5%; 2024: +6.6%; 2025: +41.0%; 2026 (Year to date as at 28 February): +18.7%.
12. Annual calendar returns of Value Partners Multi-Asset Fund (Class A USD Acc) over the past five years: 2021: -14.0%; 2022: -18.6%; 2023: -9.7%; 2024: +5.9%; 2025: +34.8%; 2026 (Year to date as at 28 February): +5.8%.
13. Annual calendar returns of Value Partners Health Care Fund (Class A USD Unhedged) over the past five years: 2021: -14.8%; 2022: -17.8%; 2023: -7.4%; 2024: -14.2%; 2025: +28.5%; 2026 (Year to date as at 28 February): +4.4%.
14. Value Partners USD Money Market ETF (Class A USD) was launched on 15 October 2025. The fund's return since inception to 28 February 2026: +1.4%.
15. Value Partners HKD Money Market ETF (Class A HKD) was launched on 15 October 2025. The fund's return since inception to 28 February 2026: +1.1%.
16. Value Partners RMB Money Market ETF (Class A RMB) was launched on 15 October 2025. The fund's return since inception to 28 February 2026: +0.5%.
17. Value Partners China A Shares High Dividend Fund is not authorized by SFC and is not available to the general public in Hong Kong.

Source for performance figures: HSBC Institutional Trust Services (Asia) Limited and Bloomberg. Past performance is not indicative of future performance. Performance is calculated in USD, NAV to NAV, with dividend reinvested and net of fees.

SFC authorization is not a recommendation or endorsement of a product nor does it guarantee the commercial merits of a product or its performance.

Financial review

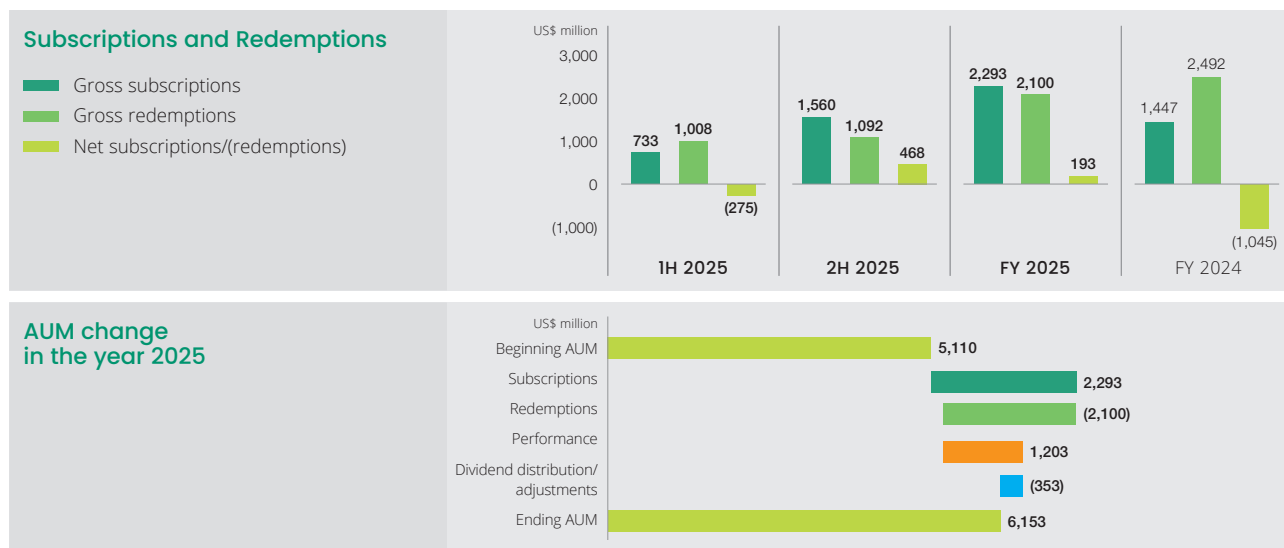
Assets Under Management (“AUM”)

AUM and return

The Group’s AUM reached US\$6,153 million as at 31 December 2025 (31 December 2024: US\$5,110 million), representing a solid year-on-year increase of 20%. This growth was primarily driven by robust investment performance, which generated positive fund returns of US\$1,203 million, complemented by net subscriptions of US\$193 million during the year.

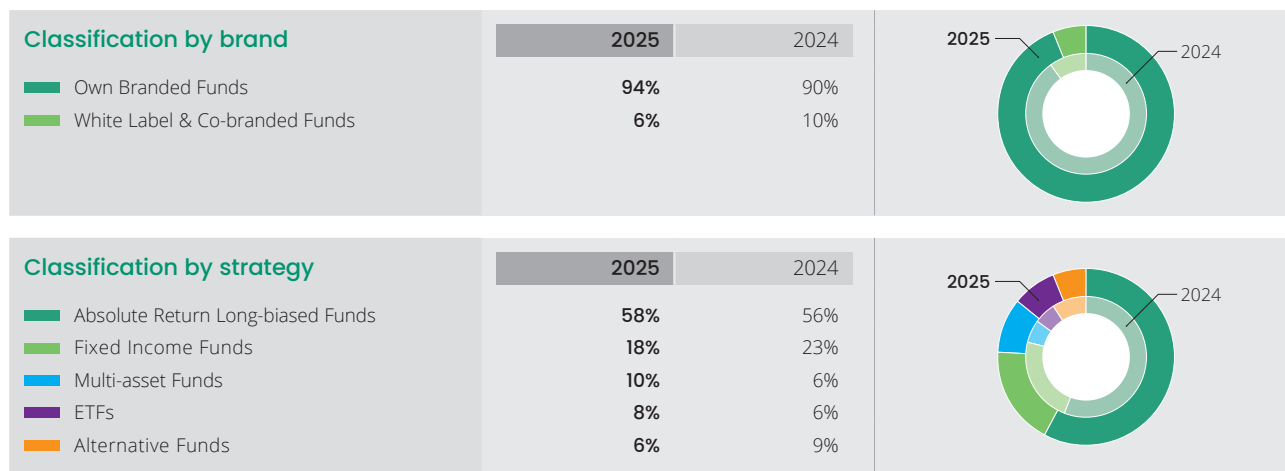
Our flagship strategies continued to demonstrate strong resilience and competitiveness. The Value Partners High-Dividend Stocks Fund¹ and the Value Partners Classic Fund² delivered excellent full-year returns of 29.9% and 37.6%, respectively. The Value Partners Greater China High Yield Income Fund³ also achieved a positive return of 10.2%. Meanwhile, the Value Partners Asian Income Fund⁴ experienced healthy inflows, underpinned by stable performance across our income-focused solutions. The fund recorded a year-to-date return of 29.0%, placing it in the first quartile of its Morningstar peer group⁵ as at 31 December 2025. In addition, our Value Gold ETF⁶ benefited from rising gold prices, delivering a year-to-date return of 64.7%, the highest since its inception.

During 2025, gross subscriptions increased to US\$2,293 million (2024: US\$1,447 million), reflecting improved investor sentiment and stronger distribution momentum. Gross redemptions declined to US\$2,100 million (2024: US\$2,492 million), resulting in net subscriptions of US\$193 million, compared with a net redemption of US\$1,045 million in 2024.



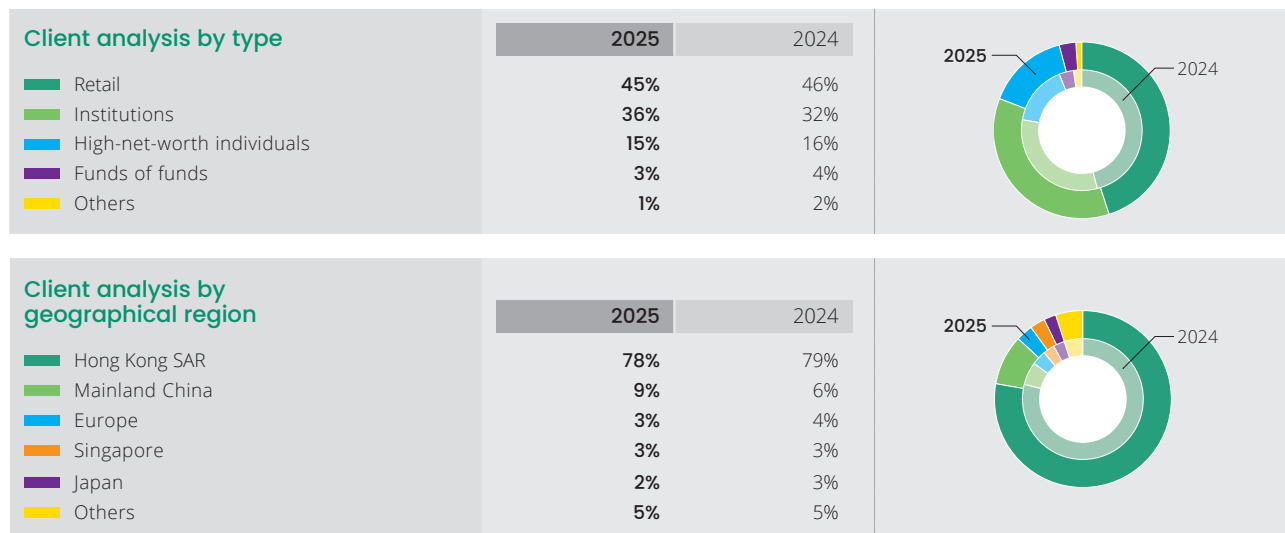
AUM by category

The charts below represented the breakdowns of the Group's AUM as at 31 December 2025 using two classifiers: brand and strategy. Own Branded Funds (94%) remained the biggest contributor to the Group's AUM. By strategy, Absolute Return Long-biased Funds (58%) continued to represent the largest share of the Group's AUM, followed by Fixed Income Funds (18%), in which the Value Partners Greater China High Yield Income Fund³ was the largest contributor. Multi-asset Funds increased from 6% to 10% of total AUM, driven mainly by robust net inflows into the Value Partners Asian Income Fund⁴.



Client base

During the year, the Group continued to serve a well-diversified and high quality client base. Institutional clients – including institutions, high-net-worth individuals, funds of funds, pension funds, endowments and foundations, and family offices and trusts – remained the Group's primary set of fund investors, accounting for 55% of total AUM (31 December 2024: 54%). Meanwhile, retail clients contributed 45% of total AUM (31 December 2024: 46%). In terms of geographic location, Hong Kong SAR clients continued to be the largest segment, contributing 78% of the Group's AUM (31 December 2024: 79%). Notably, the share of AUM contributed by clients in Mainland China rose to 9% (31 December 2024: 6%), reflecting strong net inflows into our two flagship products, the Value Partners High-Dividend Stocks Fund¹ and the Value Partners Classic Fund², through the Hong Kong-Mainland Mutual Recognition of Funds ("MRF") scheme during the year.



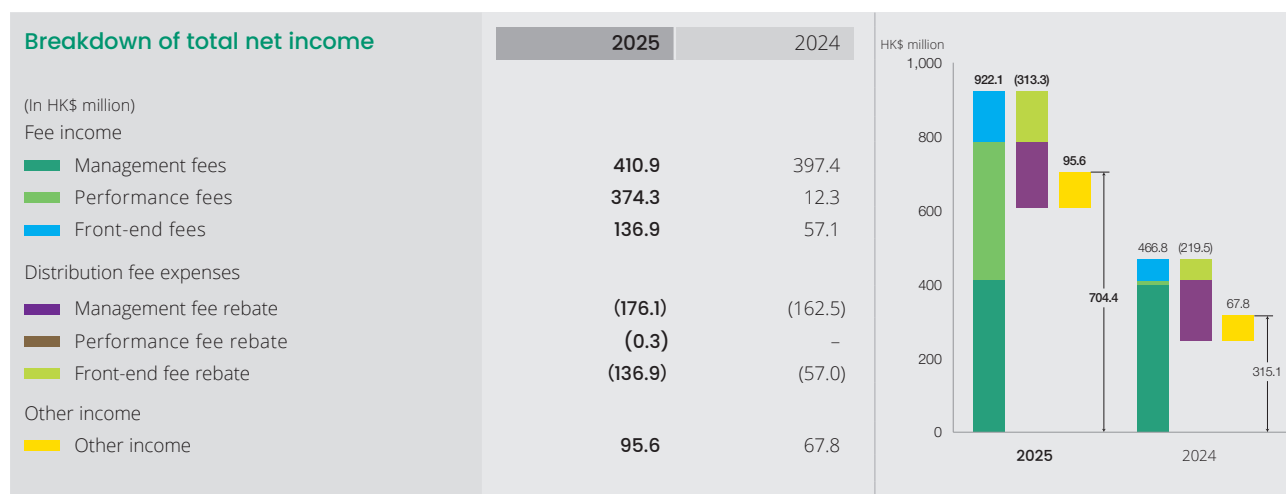
Financial review

Summary of results

Key financial highlights for the reporting period are as follows:

(In HK\$ million)	2025	2024	% Change
Total fee income	922.1	466.8	+97.5%
Gross management fees	410.9	397.4	+3.4%
Gross performance fees	374.3	12.3	+2,943.1%
Other income	95.6	67.8	+41.0%
Operating profit/(loss) (before other gains/losses)	235.3	(46.4)	+607.1%
Net gains on investments	370.4	179.3	+106.6%
Profit attributable to owners of the Company	667.7	31.2	+2,040.1%
Basic earnings per share (HK cents)	36.6	1.7	+2,052.9%
Diluted earnings per share (HK cents)	36.6	1.7	+2,052.9%
Interim dividend per share (HK cents)	Nil	Nil	
Proposed final dividend per share (HK cents)	5.5	1.0	

Fee income and other income



The Group reported profit attributable to owners of the Company of HK\$667.7 million for 2025, a substantial increase compared with HK\$31.2 million in 2024.

The strong improvement in profitability was primarily driven by higher total fee income, supported notably by increased AUM and outstanding fund performance with a significant increase in performance fees. Performance fees for the year rose to HK\$374.3 million (2024: HK\$12.3 million), as the Value Partners High-Dividend Stocks Fund¹ exceeded its previous high watermark. Performance fees are recognized when eligible funds, at their respective crystallization dates, deliver returns above their high watermarks for the relevant period.

The Group's AUM increased from US\$5,110 million as at 31 December 2024 to US\$6,153 million as at 31 December 2025, representing a solid year-on-year growth of 20%. Corresponding to this expansion, gross management fees, the Group's principal source of recurring revenue, rose by 3% to HK\$410.9 million (2024: HK\$397.4 million). The increase in management fees was mainly attributable to a 3% year-on-year rise in average AUM, which reached US\$5,472 million in 2025 (2024: US\$5,300 million).

Meanwhile, the management fee rebates for distribution channels increased to HK\$176.1 million (2024: HK\$162.5 million).

Other fee income mainly included front-end fees, of which a substantial amount was rebated to distribution channels (a usual practice in the market).

Other income, which mainly comprised of interest income, dividend income and rental income from an investment property, totaled HK\$95.6 million (2024: HK\$67.8 million).

Other gains or losses

(In HK\$ million)	2025	2024
Net gains on investments		
Net realized gains/(losses) on financial assets at fair value through profit or loss	233.2	(37.7)
Net unrealized gains on financial assets at fair value through profit or loss	137.2	216.9
Net foreign exchange gains/(losses)	28.1	(44.0)
Gain on disposal of a subsidiary	–	1.0
Loss on disposal of property, plant and equipment	(0.1)	(0.5)
Other gains – net	398.4	135.7

Other gains or losses included fair value changes and realized gains or losses on seed capital investments, investments in our own funds and other investments, as well as net foreign exchange gains or losses. Seed capital investments are made by the Group to provide capital that was considered necessary to new funds during the initial phase of fund launches. The Group also invests in its own funds alongside investors, where appropriate, for better alignment of interests and investment returns. The significant increase from prior year was mainly due to the realized and unrealized mark-to-market changes of the Group's proprietary investments, especially over the Value Gold ETF⁶, equity funds, property valuation and foreign exchange gains from our Asian investments.

Investments in joint ventures

In 2017, the Group set up the Value Partners Asia Pacific Real Estate Limited Partnership⁸ (the "Real Estate Partnership") to engage in real estate private equity business. During the year, the Group sold its 50% interest in the remaining three logistic centers in Japan at a consideration of JPY9,390 million (equivalent to HK\$499 million). As at 31 December 2025, the Real Estate Partnership held no (2024: three) logistic center(s) located in Japan, two (2024: two) commercial property projects located in Australia and seven (2024: seven) logistic centers located in Italy through four (2024: four) joint ventures. The Group's share of gains amounted to HK\$96.3 million (2024: a loss of HK\$46.7 million), which was attributable to the rental income less outgoings, fair value changes of the properties and foreign exchange differences for the years ended 31 December 2025 and 2024.

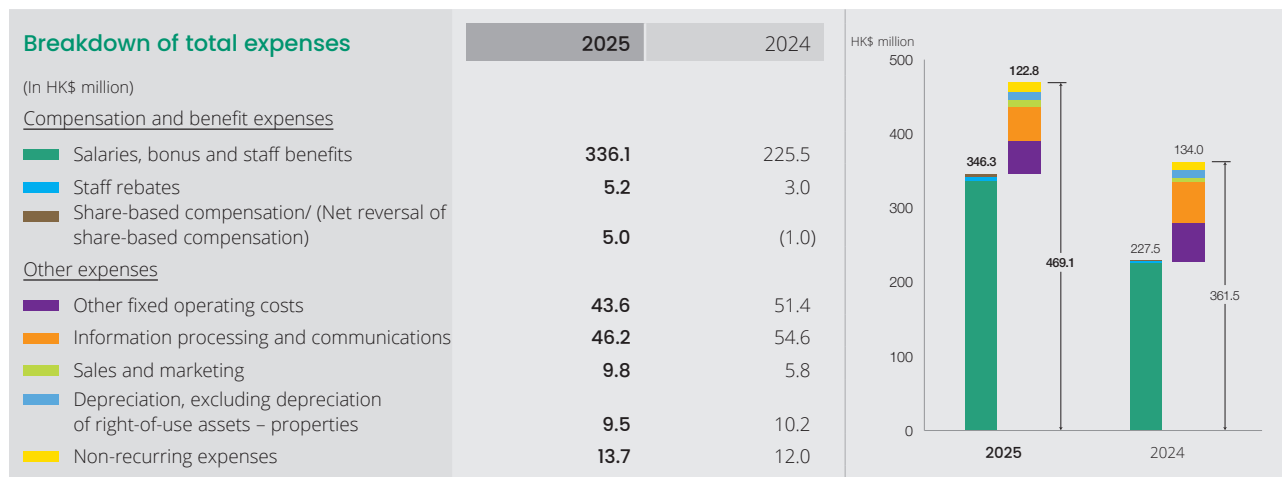
Financial review

Significant investments

As at 31 December 2025, the Group held 11,453,431 units (after the unit subdivision in November 2025, the total number of units in issue increased by a factor of 5) (31 December 2024: 9,981,524 units) or 7.1% (31 December 2024: 19.9%) in the Value Gold ETF⁶, which is a fund listed on the Stock Exchange of Hong Kong Limited aiming to provide investment results that closely correspond to the performance of the London Bullion Market Association Gold Price. The investments, representing 6.2% (31 December 2024: 13.5%) of the Group's total assets with a fair value of HK\$291.3 million (31 December 2024: HK\$510.7 million) and a cost of HK\$114.5 million (31 December 2024: HK\$327.9 million), are for alignment of investors' interests and investment returns. For the year ended 31 December 2025, the Group recorded a net unrealized investment loss of HK\$5.9 million (31 December 2024: a gain of HK\$62.5 million) and a net realized investment gain of HK\$209.8 million (31 December 2024: HK\$37.4 million) with respect to such investments.

As at 31 December 2025, the Group held 9,435,907 units (31 December 2024: 8,175,907 units) or 93.8% (31 December 2024: 93.6%) in Value Partners Fund Series – Value Partners All China Bond Fund⁷, which is a Hong Kong SFC authorized fund⁹ primarily invests in fixed income securities in China. The investments, representing 5.2% (31 December 2024: 3.9%) of the Group's total assets with a fair value of HK\$244.7 million (31 December 2024: HK\$145.9 million) and a cost of HK\$247.0 million (31 December 2024: HK\$153.6 million), are for alignment of investors' interests and investment returns. For the year ended 31 December 2025, the Group recorded a net unrealized investment gain of HK\$5.5 million (31 December 2024: HK\$2.8 million) with respect to such investments.

Cost management



Compensation and benefit expenses

During the year, salaries, bonus and staff benefits increased by HK\$110.6 million to HK\$336.1 million (2024: HK\$225.5 million) due to the increase in the discretionary bonus expenses, partly offset by a reduction in fixed salary costs.

As part of its compensation policy, the Group normally distributes 20% to 23% of its annual realized net profit pool as a bonus to employees. The realized profit pool is calculated by deducting certain adjustments from net result before bonus and taxation. This discretionary bonus is maintained to promote staff loyalty and performance while aligning employee and shareholder interests. There is also a deferral bonus plan (the "Plan") for employees and a portion of the bonus awarded to certain employees of the Group will be under a deferral arrangement according to the Plan.

The staff of Value Partners is entitled to partial rebates of management fees and performance fees when investing in funds managed by the Group. Staff rebates for the year amounted to HK\$5.2 million (2024: HK\$3.0 million).

During the year, the Group recorded a share-based compensation of HK\$5.0 million (2024: a reversal of share-based compensation of HK\$1.0 million), which were related to stock options granted to employees. This item had no impact on cash flows and was recognized in accordance with Hong Kong Financial Reporting Standards.

Other expenses

Other non-staff operating costs – such as rent, information processing and communications, legal and professional fees, investment research fees, and other administrative and office expenses – amounted to HK\$89.8 million for the year (2024: HK\$106.0 million), while sales and marketing expenses increased to HK\$9.8 million (2024: HK\$5.8 million). Non-recurring expenses mainly represented one-off expenditures or reimbursement of fund expenses and donations.

The Group will continue to adopt a prudent approach to cost management, supported by ongoing resource realignment and disciplined cost control measures to navigate potential market headwinds. At the same time, the Group remains committed to investing in AI-driven applications and other key strategic growth areas to enhance operational efficiency, strengthen our competitive position, and support sustainable long-term development.

Dividends

The Group has been adopting a consistent dividend distribution policy that takes into account the relatively volatile nature of asset management income streams. This policy states that dividends (if any) will be declared annually at the end of each financial year to better align dividend payments with the Group's full-year performance and its financial position.

For 2025, the Board of Directors recommended a final dividend of 5.5 HK cents per share to shareholders.

Financial review

Liquidity and financial resources

Fee income is the Group's main source of income, while other income sources include interest income generated from bank deposits, interest, dividend and rental income from investments held. At the end of 2025, the Group's balance sheet and cash positions remained strong, with a cash and cash equivalents balance of HK\$1,557.9 million (2024: HK\$1,077.4 million). Other than relevant borrowings pledged with property asset by the Real Estate Partnership of HK\$65.9 million (31 December 2024: HK\$65.9 million), the Group had no other corporate bank borrowings and did not pledge any other assets as collateral for overdrafts or other loan facilities. The Group's debt-to-equity ratio, measured by interest bearing external borrowings (excluding borrowings as mentioned above) divided by shareholders' equity, was zero, while its current ratio (current assets divided by current liabilities) was 5.8 times (2024: 6.3 times).

Capital structure

As at 31 December 2025, the Group's shareholders' equity and total number of shares issued were HK\$4,235.0 million and 1.83 billion, respectively.

1. Annual calendar returns of Value Partners High-Dividend Stocks Fund (Class A1) over the past five years: 2021: +3.5%; 2022: -18.9%; 2023: +4.1%; 2024: +11.4%; 2025: +29.9%; 2026 (Year to date as at 28 February): +12.8%.
2. Annual calendar returns of Value Partners Classic Fund (A Units) over the past five years: 2021: -6.6%; 2022: -28.1%; 2023: -5.0%; 2024: +11.8%; 2025: +37.6%; 2026 (Year to date as at 28 February): +5.5%.
3. Annual calendar returns of Value Partners Greater China High Yield Income Fund (Class P USD Acc) over the past five years: 2021: -22.5%; 2022: -30.2%; 2023: +4.3%; 2024: +15.3%; 2025: +10.2%; 2026 (Year to date as at 28 February): +3.7%.
4. Annual calendar returns of Value Partners Asian Income Fund (Class A USD Unhedged Acc) over the past five years: 2021: +3.3%; 2022: -17.8%; 2023: +7.6%; 2024: +11.0%; 2025: +29.0%; 2026 (Year to date as at 28 February): +12.1%.
5. Source: Morningstar, for year-to-date performance as of 31 December 2025.
6. Annual calendar returns of Value Gold ETF over the past five years: 2021: -3.6%; 2022: -0.8%; 2023: +13.5%; 2024: +25.3%; 2025: +64.7%; 2026 (Year to date as at 28 February): +20.6%.
7. Annual calendar returns of Value Partners All China Bond Fund (Class A USD Unhedged Acc) over the past five years: 2021: +0.4%; 2022: -5.7%; 2023: +3.6%; 2024: +10.0%; 2025: +7.3%; 2026 (Year to date as at 28 February): +1.7%.
8. Value Partners Asia Pacific Real Estate Limited Partnership is not authorized by SFC and is not available to the general public in Hong Kong.
9. SFC authorization is not a recommendation or endorsement of a scheme nor does it guarantee the commercial merits of a scheme or its performance. It does not mean the scheme is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

Source for performance figures: HSBC Institutional Trust Services (Asia) Limited and Bloomberg. Past performance is not indicative of future performance. Performance is calculated in USD or HKD, NAV to NAV, with dividend reinvested and net of fees.

Biographies of directors and senior management

Board of Directors

LIN Xianghong

Chairman and Executive Director

Ms. LIN Xianghong, aged 55, is Chairman and Executive Director of Value Partners Group.

Ms. LIN has served as vice chairman of GF Holdings (Hong Kong) Corporation Limited (“GF Holdings”) (a wholly owned subsidiary of GF Securities Co., Ltd. (“GF Securities”, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1776) and the Shenzhen Stock Exchange (stock code: 000776)) since April 2017. She served as chief executive officer of GF Holdings for the period from February 2007 to April 2017. From November 1999 to January 2007, Ms. LIN successively served as business manager of the International Business Department and the Investment Banking Department of GF Securities, head of the Marketing Department of GF Fund Management Co., Ltd and head of the preparatory group of GF Holdings. From July 1992 to October 1999, Ms. LIN served as an employee and deputy manager of the International Business Department of Guangdong International Trust and Investment Corporation.

Ms. LIN is also a director of GF Holdings, which is the substantial shareholder (as defined in the Rules Governing the Listing of Securities on the Stock Exchange, the “Listing Rules”) of the Company.

Ms. LIN graduated from Nankai University with a Bachelor’s Degree in Economics in 1992, Ms. LIN also obtained a Master’s degree in Business Administration (MBA) from Jinan University in 2002, and an Executive Master of Business Administration (EMBA) from the Hong Kong University of Science and Technology in 2015.

NG Chuk Fa, Nikita CPA

Chief Financial Officer and Executive Director

Ms. Nikita NG, aged 46, is Chief Financial Officer and Executive Director of Value Partners Group. She oversees the overall finance and human capital as well as corporate service functions for the Group.

Ms. NG joined Value Partners in July 2021 as Finance Director and was promoted to Chief Financial Officer in February 2023 and appointed as Executive Director of the Group since May 2025. She has broad experience in the financial services industry, with a particular focus in financial reporting, internal control assessment and corporate transactions, combined with strong regulatory knowledge.

Before joining Value Partners, Ms. NG was the Financial Controller at Fortress Investment Group & Mount Kellett Capital, a US-based multi strategy investment firm, for 8 years. Prior to that, she had worked at Verdant Capital, a Hong Kong based private equity firm, served as the Chief Financial Officer for The National Trust Limited, a Beijing-based trust company regulated by the National Financial Regulatory Administration as well as a director of HSBC Life Insurance Company (China) and was involved in other investment projects. She started her career as an Auditor at PricewaterhouseCoopers Hong Kong.

Ms. NG graduated with a Bachelor’s degree in Professional Accountancy from The Chinese University of Hong Kong in 2002. She is a member of the Hong Kong Institute of Certified Public Accountants.

Biographies of directors and senior management

OUYANG Xi

Executive Director

Mr. OUYANG Xi, aged 58, is Executive Director of Value Partners Group.

Mr. OUYANG, has served as deputy general manager of GF Securities since May 2024.

Mr. OUYANG previously served as the deputy general manager and managing deputy general manager of the investment banking department, general manager of the proprietary trading department, executive deputy general manager of the investment banking head office, secretary to the board, chief financial officer, deputy general manager and chief officer of GF Securities, director of GF Fund Management Co., Ltd. and chairman of GF Hexin Industry Investment Management Co., Ltd.

Mr. Ouyang concurrently serves as a director of GF Holdings and a director of Guangzhou Institute for Investment Advisor.

Mr. OUYANG obtained a Bachelor's degree in Science from Wuhan University in 1989 and a Master's degree in Economics from Jinan University in 1995.

Honorary Chairman and Non-Executive Director

CHEAH Cheng Hye MAoF

Honorary Chairman and Non-Executive Director

Dato' Seri CHEAH Cheng Hye, aged 72, is Honorary Chairman and Non-Executive Director of Value Partners Group. Dato' Seri CHEAH co-founded the firm in February 1993 with his partner, Mr. V-Nee YEH.

Dato' Seri Cheah retired from full-time employment in Value Partners in January 2025 after heading the firm for 31 years. He is currently Chairman of Cheah Capital Ltd., a single-family office set up by him.

Dato' Seri CHEAH has more than 37 years of investment experience, and is considered one of the leading practitioners of value-investing in Asia and beyond. Value Partners and he personally received more than 250 performance awards and prizes during his employment with the firm.

Dato' Seri CHEAH currently serves as a member of the Board of Directors of Hong Kong Exchanges and Clearing Limited ("HKEx"), and he chairs the Investment Committee of HKEx. He is a member of the Hong Kong University of Science and Technology ("HKUST") Business School Advisory Council, a member of the Hong Kong Trade Development Council ("HKTDC") Belt and Road & Greater Bay Area Committee, a member of the HKTDC Mainland Business Advisory Committee, a member of the Hong Kong-Europe Business Council, a Honorary Fellow of the Hong Kong Management Association and a member of the Hong Kong Academy of Finance ("MAoF"). In 2025, Dato' Seri CHEAH became a Governor and Patron of Our Hong Kong Foundation. He also served as an Honorary Advisor for the 2026 edition of the Asian Financial Forum held in Hong Kong.

Prior to starting Value Partners, Dato' Seri CHEAH worked at Morgan Grenfell Group in Hong Kong. Earlier, he was a financial journalist with the Asian Wall Street Journal and Far Eastern Economic Review, covering politics, commerce and finance across East and Southeast Asia. He started his career as a reporter in The Star, Malaysia.

Biographies of directors and senior management

Independent Non-executive Directors

CHEN Shih-Ta Michael

Dr. Michael Shih-Ta CHEN, aged 80, was appointed as an Independent Non-executive Director of Value Partners Group on 22 October 2007.

Dr. CHEN serves as an Adjunct Professor of Management and Public Policy, as well as Advisor of the Thompson Center for Business Case Studies, at The Hong Kong University of Science and Technology. He was a Senior Advisor to the Director of the Case Research Center at Peking University, Guanghua School of Management and a Research Scholar at Central Bank of Indonesia Institute. He was appointed as a member of the Investment Committee of the Croucher Foundation in Hong Kong in January 2015. He was the Executive Director of the Harvard Business School Asia Pacific Research Center, the first international research office established by the Harvard Business School. Prior to joining the Center in October 2005, he worked in both the private and public sectors. Previously, he served as Head of the Risk Management Unit of the Private Sector Operations Department of the Asian Development Bank from 2005 to 2014, Head of International Private Banking in Hong Kong of Standard Chartered Bank, and Regional Director of National Westminster Bank in addition to senior positions at Citibank. He served on the boards of a number of companies invested by the Asian Development Bank. He also wrote cases and taught at various educational entities and universities.

Dr. CHEN graduated with a BA (Honors) Degree in Economics from the University of California, Berkeley in 1966, received an MBA from Harvard University in 1972 and obtained a PhD in Economics from Cornell University in 1973.

WONG Poh Weng CPA (Practising)

Mr. WONG Poh Weng, aged 73, was appointed as an Independent Non-executive Director of Value Partners Group on 14 August 2018.

Mr. WONG has over 50 years of experience in professional accounting firms, and is currently the Chairman of RSM Hong Kong. Mr. WONG has been a partner of RSM Hong Kong since 1986 and has served in various capacities in the RSM International Network. He started his career at Coopers & Lybrand, London in 1972, qualified as a Chartered Accountant in 1976 and was seconded to Coopers and Lybrand Hong Kong in 1978.

Mr. WONG graduated with a Bachelor's degree in Science from University of Essex. He has been a fellow member of the Hong Kong Institute of Certified Public Accountants since 1986 and a fellow member of the Institute of Chartered Accountants in England and Wales since 1983.

Biographies of directors and senior management

LEE Wai Wang Robert

Mr. Robert LEE, aged 45, was appointed as an Independent Non-executive Director of Value Partners Group on 13 March 2025.

Mr. LEE has over 20 years of experience in the financial services industry. Currently, he serves as a member of the Legislative Council of Hong Kong SAR, representing the Financial Services Functional Constituency. He holds or held a few roles within the council, including the Chairman of the Panel on Financial Affairs of the Legislative Council for 2025, after being the Panel's Chairman in 2024 and Vice Chairman in 2023. He is also the Chairman of Grand Finance Group Company Limited with effect from November 2024. Additionally, he is a member of the Hong Kong SAR Election Committee (Financial Services Subsector) since 2016, and a member of the Zhejiang Provincial Committee of the Chinese People's Political Consultative Conference, the Task Force on Enhancing Stock Market Liquidity, and the Working Group on Promoting Gold Market Development. His current executive roles include being the Executive Manager of Grand Investment (Bullion) Limited and the Executive Director of the Securities Division of Xin Yongan International Financial Holdings Limited. He holds the title of Permanent Honorary President of the Hong Kong Securities Association, where he served as Chairman from 2021 to 2023. He is the Vice Chairman of each of the Hong Kong Gold Exchange Limited (Chinese Gold & Silver Exchange Society), The Chinese General Chamber of Commerce, and the United Zhejiang Residents Association (Hong Kong) Limited, and the Vice President of the Shanghai Fraternity Association Hong Kong Limited.

Previously, he was the Executive Director of Grand Capital Securities Limited and Grand Capital Futures Limited from 2020 to 2023, and was the Executive Director of Grand Investment International Limited (SEHK Main Board: 1160) from 2013 to 2017. He also served as the Executive Director of Grand Investment (Securities) Limited and Grand Investment (Futures) Limited from 2011 to 2019. He was also a Senior Vice President from 2007 to 2011 and an Executive Director from 2011 to 2024 of Grand Finance Group Company Limited. He was a member of the Cash Market Consultative Panel of Hong Kong Exchanges and Clearing Limited from 2018 to 2024, a member of the Standing Committee on Company Law Reform from 2016 to 2022, and a member of the Process Review Panel of the Securities and Futures Commission from 2012 to 2018.

He holds a Bachelor's degree in Art from Bard College and a Master's degree of Science from the University of Pennsylvania.

Biographies of directors and senior management

Other senior management members

Investment Management Team

HO Man Kei, Norman CFA

Senior Investment Director – Equity

Mr. Norman HO, aged 59, is Senior Investment Director of Value Partners Group. He is a leader in the Group's investment process, with a high degree of responsibility over portfolio management.

Mr. HO has over 34 years of asset management and financial industry experience, with a solid track record in research and portfolio management. Mr. HO joined Value Partners in November 1995. He was promoted to the roles of Investment Director and Senior Investment Director in 2010 and 2014, respectively. Mr. HO is a director of certain licensed subsidiaries of the Group.

Prior to joining the Group, Mr. HO was an Executive with Dao Heng Securities Limited and had started his career with Ernst & Young.

Mr. HO graduated with a Bachelor's degree in Social Sciences (majoring in Management Studies) from The University of Hong Kong. He is a CFA charterholder.

IP Ho Wah Gordon CFA

Chief Investment Officer – Fixed Income

Mr. Gordon IP, aged 55, is Chief Investment Officer, Fixed Income of Value Partners Group, where he oversees the firm's credit and fixed income investments and portfolio management. He has over 30 years of experience investing across fixed income sectors.

Mr. IP joined Value Partners in August 2009 as a Fund Manager and was promoted to the roles of Senior Fund Manager and Investment Director in 2015 and 2016, respectively. He was promoted to his current role in July 2017.

Prior to joining Value Partners, he was a Director at HSBC Private Bank in Hong Kong, overseeing its fixed income advisory business. Before relocating to Hong Kong in 2008, Mr. IP served at Prudential Fixed Income Management in the United States for four years, specializing in relative value and credit analysis of securitized products. Besides performing security selection, he was also involved in the day-to-day management and performance attribution of fixed income portfolios. Prior to Prudential, he was a Vice President in Fixed Income Research at Salomon Smith Barney in New York, contributing to the analysis and structuring of active as well as passive fixed income portfolios for Fortune 500 companies, sovereign wealth funds and Asian government agencies. Mr. IP started his career as an analyst at Goldman Sachs' fixed income, currency and commodity division in Hong Kong in 1995.

Mr. IP holds a Master's degree in Financial Mathematics from the University of Chicago and a Master's degree in Engineering from Cornell University in the United States. He is a CFA charterholder.

Biographies of directors and senior management

CHUNG Wai Yan, Kelly CFA

Chief Investment Officer – Multi Assets

Ms. Kelly CHUNG, aged 47, is Chief Investment Officer, Multi Assets of Value Partners Group. She has been playing a key role in investment allocation and the portfolio construction process of the Group's multi-asset portfolios, leading the development of the Group's asset allocation platform. She is also in charge of the Group's multi-asset strategy and execution.

Ms. CHUNG is a veteran investor with over 20 years of experience managing multi-asset portfolios. She joined Value Partners in April 2016 as Senior Fund Manager, and was promoted to Chief Investment Officer, Multi Assets in 2024.

Prior to joining Value Partners, she was with LGT Bank (Hong Kong) as Managing Director, Head of Managed Solutions. She also worked in SEI Investments as Senior Investment Analyst, Merrill Lynch Global Wealth Management as Vice President, and HSBC Asset Management as Investment Manager. She started her career at J.P. Morgan Asset Management in New York as Strategic Investment Advisor.

Ms. CHUNG graduated from Kellogg School of Management, Northwestern University in the United States with an MBA degree and Stern, New York University with a Bachelor's degree in Finance and Actuarial Science. She is a CFA charterholder.

Business Management Team

CHING Wing Tat, Vincent

Head of Intermediary Business

Mr. Vincent CHING, aged 47, oversees the management and development of fund distribution business. He has more than 20 years of experience in asset management and financial services industry.

In addition to his executive role, Mr. Ching serves as a member of the Group's Leadership Committee and contributes to the Risk Management Committee, supporting the firm's governance and risk oversight framework.

Mr. CHING joined Value Partners in March 2015 as an Associate Director of Intermediary Business. He was promoted to Head of Hong Kong, Retail Distribution in 2019, and was appointed to his current role as Head of Intermediaries, Asia Pacific, in 2022.

Prior to joining Value Partners, he was Vice President at BlackRock Asset Management North Asia, focusing on fund distribution business in Hong Kong and North Asia. He also had stints with First State Investments.

Mr. CHING currently serves on the Executive Committee of the Hong Kong Investment Funds Association. He graduated with a Master's degree in Commerce and a Bachelor's degree in Commerce from the University of Wollongong in Australia.

Biographies of directors and senior management

ZHAO Zhao, Clare

Head of Institutional Business, China Business and ETF Business

Ms. Clare ZHAO, aged 43, is responsible for leading and developing the firm's APAC Institutional Business, China Business and ETF Business. She joined Value Partners in April 2024 and has 20 years of experience in asset management and financial services industry.

Prior to joining the firm, Ms. ZHAO was the Managing Director, Head of China Business at Amundi. She was in charge Amundi's China institutional business and led the QDLP/WFOE teams in Beijing. Prior to joining Amundi, she worked at Vanguard since 2012 and was the Managing Director, Head of Distribution, mainland China and Hong Kong, leading the development of business strategy in China. She also managed operations of WFOE office and oversight Beijing Representative Office as the General Manager of the company's China business since 2017. Before that, she served as ETF sales manager at Value Partners. She also worked at BNP Paribas and Societe Generale as equity and commodity derivatives sales in Greater China.

Ms. ZHAO graduated with a Bachelor's and Master's degree in Economics from the Beijing Institute of Technology. She also attended Senior Executive Leadership Program of Harvard Business School.

JIANG Ron PhD CFA

Chief Operating Officer

Dr. JIANG Ron, aged 58, oversees the Group's Fund Operations and IT departments, managing daily operations and ensuring efficient resource management and process optimization to support Value Partners' strategic goals.

Dr. JIANG joined Value Partners in April 2025. Started his career in 2000, he is an esteemed industry veteran with 25 years of experience in the fund management and financial services industry.

Before joining Value Partners, Dr. JIANG spent over 7 years with Guangfa Securities, first as a Managing Director and Head of IT Department, and later as the Deputy General Manager and Chief Information Officer and interim Chief Risk Officer at Guangfa Securities Asset Management (Guangdong) Company overseeing IT, central trading, operations, fund valuation/cash management, and risk management. Before that, he also spent 10 years at Wellington Management in Boston as an IT Managing Director and Principal overseeing development of quantitative risk analytics, investor and portfolio technology; and 7 years at FFTW/BnP Asset Management as a Development Lead in New York, with hands-on role in trading connectivity and STP processing of middle/back office workflows, where he led rollout of the world's first automated trade matching connection to DTC-CTM viaFIX4.4.

Since 2017, Dr. JIANG is an external advisor to the China Securities Industry's Fintech R&D Center at Shenzhen Stock Exchange.

Dr. JIANG graduated from Columbia University with a Doctoral degree in Genetics & Development, and a Bachelor's degree in Environmental Biology from Nanjing University. He is a CFA charter holder.

Report of the directors

The Board of Directors (the “Board” or the “Directors”) of Value Partners Group Limited (the “Company”, together with its subsidiaries, the “Group”) is pleased to present the annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2025.

Principal activities

The Company is an investment holding company. The Group is principally engaged in value-oriented asset management businesses. The activities of its principal subsidiaries are set out in Note 15 to the consolidated financial statements.

Results

The results of the Group for the year are set out in the Consolidated Statement of Comprehensive Income on page 64.

Dividends

No interim dividend was paid during the year. The Directors recommend the payment of a final dividend of 5.5 HK cents per share for the year ended 31 December 2025 to the shareholders whose names are registered on the register of members of the Company on 20 May 2026. Subject to the approval of shareholders of the Company at the Annual General Meeting for the year 2026, the final dividend will be payable on or about 10 June 2026. Dividend per share is declared with reference to the Group’s dividend policy.

Summary of results, assets and liabilities

Summary of results, assets and liabilities for the years of 2021 to 2025 are set out on page 2 of this Annual Report.

Share issued in the year

Details of the shares issued in the year ended 31 December 2025 are set out in Note 27 to the consolidated financial statements.

Save as disclosed in the section headed “Share options” below, no equity-linked agreement was entered into by the Company, or subsisted during the year.

Reserves

In addition to the retained earnings of the Company, the share premium account which is included in issued equity, and other reserves of the Company as set out in Note 40 to the consolidated financial statements, are also available for distribution to shareholders provided that the Company will be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which any such distribution is proposed to be paid in accordance with the Companies Act of the Cayman Islands.

As at 31 December 2025, the Company’s distributable reserve was approximately HK\$2,360,596,000.

Charitable contributions

During the year, the Group made charitable contributions totalling HK\$1,070,000.

Board of Directors

During the year ended 31 December 2025 and up to the date of this report the Board comprised:

Executive Directors

Ms. LIN Xianghong (*Chairman*)
Ms. NG Chuk Fa, Nikita (*appointed on 17 May 2025*)
Mr. OUYANG Xi (*appointed on 24 November 2025*)
Mr. SO Chun Ki Louis (*resigned on 17 May 2025*)
Ms. HUNG Yeuk Yan Renee (*resigned on 17 May 2025*)
Mr. LI Qian (*resigned on 15 October 2025*)

Non-executive Director

Dato' Seri CHEAH Cheng Hye (*redesignated as non-executive director on 2 January 2025*)

Independent Non-executive Directors

Dr. CHEN Shih-Ta Michael
Mr. WONG Poh Weng
Mr. LEE Wai Wang Robert (*appointed on 13 March 2025*)
MR. Till ROSAR (*resigned on 13 March 2025*)

In accordance with articles 86 and 87 of the Company's articles of association, Ms. NG Chuk Fa, Nikita, Mr. OUYANG Xi, Dato' Seri Cheah Cheng Hye and Dr. CHEN Shih-Ta Michael will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The Company has received from each of the Independent Non-executive Directors an annual confirmation of his independence in relation to the independent guidelines set out in Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company considers all of the Independent Non-executive Directors are independent.

Biographical details of the Directors as at the date of this Annual Report are set out on pages 23 to 26.

Directors' service contracts

The service contracts of Executive Directors can be terminated in accordance with the provisions of the service contract or, throughout the term of the appointment, by either party giving to the other party not less than six months' prior notice in writing (other than Ms. NG Chuk Fa, Nikita and Mr. OUYANG Xi whose notice period are three months).

Dato' Seri CHEAH Cheng Hye has entered into a service contract as non-executive director with the Company commencing 2 January 2025. The service contract can be terminated in accordance with the provisions of the service contract or, throughout the term of appointment, by either party giving to the other party not less than three months' prior notice in writing.

Dr. CHEN Shih-Ta Michael and Mr. WONG Poh Weng have entered into a letter of appointment with the Company for one year commencing on 22 November 2025. Mr. LEE Wai Wang Robert has entered into a letter of appointment with the Company for three years commencing on 13 March 2025. Either the Company or the Independent Non-executive Director may terminate the appointment by giving at least three months' notice in writing.

None of the Directors have entered or have proposed to enter into any service agreement with the Company or any member of the Group which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

Report of the directors

Directors' interests in shares, underlying shares and debentures

As at 31 December 2025, the interests and short positions of the Directors and the chief executive of the Company (the Leadership Committee takes up the role of chief executive of the Company) in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which had been taken or deemed to have under such provisions of the SFO) or which had been required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, were as follows:

(a) Long position in shares of the Company ("Shares")

Name of Director/chief executive	Nature of interest	Number of Shares	Approximate percentage of issued Shares (For number of Shares only)	Number of underlying Shares in which the Directors hold under the share option scheme ⁽²⁾	Approximate percentage of issued Shares (For the aggregate number of Shares held/interested and the underlying Shares under the share option scheme)
Ms. LIN Xianghong	Beneficial	-	-	18,267,098	0.99%
Mr. CHING Wing Tat, Vincent	Beneficial	-	-	4,566,775	0.25%
Ms. NG Chuk Fa, Nikita	Beneficial	-	-	3,653,420	0.20%
Dato' Seri CHEAH Cheng Hye	Founder of trust/ beneficial ⁽¹⁾	180,983,292	9.90%	-	9.90%
	Beneficial	69,887,927	3.82%	1,855,000	3.92%
Dr. CHEN Shih-Ta Michael	Beneficial	-	-	350,000	0.01%
Mr. WONG Poh Weng	Beneficial	-	-	350,000	0.01%

Notes:

- These Shares are directly held by Cheah Capital Management Limited ("CCML") which is wholly-owned by Cheah Company Limited ("CCL") which is in turn wholly-owned by Zedra Jersey Nominee Company Limited, a company incorporated in Jersey, Channel Islands, holding the shares in CCL as nominee for Zedra Jersey Trust Corporation Limited as trustee for a discretionary trust, the discretionary objects of which include Dato' Seri CHEAH Cheng Hye and certain members of his family. For the purposes of the SFO, Dato' Seri CHEAH Cheng Hye is the founder of this trust. The ultimate holding company of Zedra Jersey Trust Corporation Limited is Zedra SA.
- The number of underlying Shares in which the Directors hold under the share option scheme are detailed in "Share options" section below.

(b) Share options

The Company adopted a share option scheme (the “Scheme”) at the annual general meeting held on 4 May 2017. A summary of the movements of the outstanding share options during the year ended 31 December 2025 is as follows:

Grantee	Date of grant ⁽³⁾	Exercise period	Exercise price (HK\$)	As at 01/01/2025	Number of Share Options			As at 31/12/2025
					Granted during the year ^{(5), (6)}	Exercised during the year	Lapsed during the year	
Director and chief executive								
Ms. LIN Xianghong	02/01/2025	02/01/2026-01/01/2030	1.534	-	18,267,098	-	-	18,267,098
Mr. CHING Wing Tat, Vincent	02/01/2025	02/01/2026-01/01/2030	1.534	-	4,566,775	-	-	4,566,775
Ms. NG Chuk Fa, Nikita	02/01/2025	02/01/2026-01/01/2030	1.534	-	3,653,420	-	-	3,653,420
Dato' Seri CHEAH Cheng Hye	23/11/2020	23/05/2022-22/08/2026	4.14	927,500	-	-	-	927,500
		23/11/2023-22/08/2026	4.14	927,500	-	-	-	927,500
Dr. CHEN Shih-Ta Michael	23/11/2020	23/05/2022-22/08/2026	4.14	175,000	-	-	-	175,000
		23/11/2023-22/08/2026	4.14	175,000	-	-	-	175,000
Mr. WONG Poh Weng	23/11/2020	23/05/2022-22/08/2026	4.14	175,000	-	-	-	175,000
		23/11/2023-22/08/2026	4.14	175,000	-	-	-	175,000
Other employees in aggregate⁽³⁾								
	15/10/2018	15/04/2019-14/04/2025	5.87	6,833,333	-	-	6,833,333	-
		15/04/2020-14/04/2025	5.87	6,833,333	-	-	6,833,333	-
		15/04/2021-14/04/2025	5.87	6,833,334	-	-	6,833,334	-
	23/11/2020	23/05/2022-22/08/2026	4.14	28,652,000	-	-	18,739,000	9,913,000
		23/11/2023-22/08/2026	4.14	28,652,000	-	-	18,739,000	9,913,000
	12/03/2021	12/09/2022-11/12/2026	5.55	4,000,000	-	-	2,100,000	1,900,000
		12/03/2024-11/12/2026	5.55	4,000,000	-	-	2,100,000	1,900,000
Other⁽⁴⁾	02/01/2025	02/01/2026-01/01/2030	1.534	-	16,440,389	-	-	16,440,389
	23/11/2020	23/05/2022-06/05/2026	4.14	175,000	-	-	-	175,000
		23/11/2023-06/05/2026	4.14	175,000	-	-	-	175,000
Total				88,709,000	42,927,682	-	62,178,000	69,458,682

Notes:

- The closing prices of the Shares immediately before the share options granted on 15 October 2018, 23 November 2020, 12 March 2021 and 2 January 2025 were HK\$5.87, HK\$4.14, HK\$5.55 and HK\$1.49 respectively.
- No share option was cancelled during the year.
- The vesting period of the share options is from the respective date of grant up to the date immediately preceding the commencement date of the exercise period.
- An amount of 350,000 share options were granted to Mr. Nobuo OYAMA on 23 November 2020. Mr. Oyama retired as an Independent Non-executive Director with effect from 7 May 2024, and pursuant to the Scheme, the Board approved to extend the exercise period of Mr. Oyama's share options for two years from the effective date of his retirement.
- Please refer to Note 27 to the consolidated financial statements for information relating to the fair value of the options granted.
- The performance target is determined by the board of Directors with reference to, among others, growth of the net management fee, the asset under management (AUM) of the Group, and the key performance indicators of respective team(s) that the grantee belongs. The Remuneration Committee will determine whether the grantees meet the individual performance target.

The number of options available for grant under the Scheme was 96,462,483 at the beginning of the year and 115,712,801 at the end of the year.

The number of Shares that may be issued regarding the share options granted during the year ended 31 December 2025 (42,927,682 share options) represented approximately 2.35% of the weighted average number of the issued Shares of the Company for the year ended 31 December 2025 (1,826,709,831 Shares).

Report of the directors

Save as disclosed above, at no time during the year was the Company or its subsidiaries a party to any arrangement that enabled the Directors or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Substantial shareholders' interests

As at 31 December 2025, the following persons (other than a Director or Leadership Committee member of the Company) had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who are, directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Long position in the shares under the SFO

Name	Nature of interest	Number of Shares held/interested	Approximate percentage of issued Shares held/interested (For number of Shares only)	Number of underlying Shares under the share option scheme	Approximate percentage of issued Shares (For the aggregate number of Shares and the underlying Shares under the share option scheme)
GF Securities Co., Ltd. ⁽¹⁾	Corporate	366,000,000	20.04%	-	20.04%
GF Holdings (Hong Kong) Corporation Limited ⁽¹⁾	Beneficial	366,000,000	20.04%	-	20.04%
Ms. TO Hau Yin ⁽²⁾	Spouse	250,871,219	13.73%	1,855,000	13.83%
Cheah Capital Management Limited ⁽³⁾	Beneficial	180,983,292	9.9%	-	9.9%
Cheah Company Limited ⁽³⁾	Corporate	180,983,292	9.9%	-	9.9%
Zedra Jersey Nominee Company Limited ⁽³⁾	Nominee	180,983,292	9.9%	-	9.9%
Zedra Jersey Trust Corporation Limited ⁽³⁾	Trustee	180,983,292	9.9%	-	9.9%
Mr. YEH V-Nee	Beneficial	163,072,715	8.93%	-	8.93%
Mrs. YEH Mira ⁽⁴⁾	Spouse	163,072,715	8.93%	-	8.93%

Notes:

- (1) GF Holdings (Hong Kong) Corporation Limited is wholly owned by GF Securities Co., Ltd., a joint stock company incorporated in the People's Republic of China.
- (2) Ms. TO Hau Yin is the spouse of Dato' Seri CHEAH Cheng Hye.
- (3) Cheah Capital Management Limited ("CCML") is wholly-owned by Cheah Company Limited ("CCL") which in turn is wholly-owned by Zedra Jersey Nominee Company Limited, a company incorporated in Jersey, Channel Islands, holding the shares in CCL as nominee for Zedra Jersey Trust Corporation Limited as trustee for a discretionary trust, the discretionary objects of which include Dato' Seri CHEAH Cheng Hye and certain members of his family. For the purposes of the SFO, Dato' Seri CHEAH Cheng Hye is the founder of this trust. The ultimate holding company of Zedra Jersey Trust Corporation Limited is Zedra SA.
- (4) Mrs. YEH Mira is the spouse of Mr. YEH V-Nee.

Directors' interests in transactions, arrangements or contracts of significance

No transaction, arrangements or contract of significance to which the Company or any of its subsidiaries was a party and in which a Director or entities connected with any Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Share options

The Company adopted a share option scheme at an annual general meeting of the Company held on 4 May 2017 (the "Scheme"). A summary of the principal terms of the Scheme is set out below.

1. Purpose of the Scheme

To reward Participants as defined in item 2 below who have contributed to the Group and to encourage Participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its Shareholders as a whole.

2. Participants of the Scheme

Directors (including Executive Directors, Non-executive Directors and Independent Non-executive Directors) and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers of any member of the Group who the Board considers, in its sole discretion, have contributed or will contribute to the Group.

3. Total number of Shares available for issue under the Scheme and percentage of issued share capital it represents as at the date of this Annual Report

185,171,483 shares (10.14%)

4. Maximum entitlement of each participant under the Scheme

In any 12-month period, in aggregate not over:

- (a) 1% of the issued share capital (excluding substantial shareholders and Independent Non-executive Directors); and
- (b) 0.1% of the issued share capital and exceeding HK\$5 million in aggregate value (for substantial shareholders and Independent Non-executive Directors).

Such further grant of options shall be subject to prior approval by a resolution of the Shareholders.

5. The period within which the Shares must be taken up under an option and the vesting period of options granted under the Scheme

In respect of any particular option, the period is to be determined and notified by the Board to the grantee at the time of making an offer which shall not expire later than 10 years from the date of grant.

6. The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid

Upon acceptance of the option, the grantee shall inform the Company together with HK\$1 by way of consideration for the grant within 28 days from the date of offer.

Report of the directors

7. The basis of determining the exercise price

The exercise price shall be determined by the Board in its absolute discretion but in any event shall not be less than the higher of:

- (a) the closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange on the date of grant which must be a business day;
- (b) the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and
- (c) the nominal value of the Shares.

8. The remaining life of the Scheme

The Scheme will remain valid until 3 May 2027.

Connected transactions and continuing connected transactions

During the year, the Company did not have any connected transactions and continuing connected transactions which were subject to the disclosure requirements of the Listing Rules. The related-party transactions as disclosed in Note 39 to the consolidated financial statements were not connected transactions or continuing connected transactions which were subject to the disclosure requirements under the Listing Rules.

Management contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

Directors' interest in competing business

During the year, Mr OUYANG Xi was considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group pursuant to Rule 8.10 of the Listing Rules, by virtue of his directorship in GF Holdings (Hong Kong) Corporation Limited, which, together with its subsidiaries, is principally engaged in the provision of financial services in Hong Kong and elsewhere, including activities regulated under the Securities and Futures Ordinance.

Directors' and the five highest-paid individuals' emoluments

The Directors' fees and remuneration and the emoluments of the five highest-paid individuals are disclosed in Note 39 and Note 8 to the consolidated financial statements respectively. The emoluments of the Directors are determined with regard to their duties and responsibilities, the Company's performance, prevailing market conditions and after considering the market emoluments for Directors of other listed companies.

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China and overseas are required to participate in central pension schemes operated by the local government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension schemes.

Pension costs for the year are set out in Note 8 to the consolidated financial statements.

Sufficiency of public float

As at the latest practicable date prior to the issue of this Annual Report, to the best knowledge of the Directors and based on the information publicly available to the Company, there is a sufficient public float as required by the Listing Rules.

Purchase, redemption or sale of listed shares of the Company

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities during the year.

The Board may exercise its powers to buy back the shares in the open market under the general mandate to buy back shares when the trading price of the shares does not reflect their intrinsic value.

Pre-emptive rights

There is no provision for pre-emptive rights under the Company's articles of association although there are no restrictions against such rights under the Companies Act in the Cayman Islands.

Major customers and suppliers

The Group's five largest customers (in terms of AUM as of 31 December 2025) accounted for 41% of the Group's total fee income, and the Group's five largest suppliers accounted for 43% of the Group's distribution fee expenses for the year ended 31 December 2025.

The Group's largest customer (in terms of AUM as at the end of year) accounted for approximately 14% of the Group's total fee income whereas the Group's largest supplier accounted for approximately 14% of total distribution fee expenses for the year ended 31 December 2025.

None of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's top five largest customers or suppliers.

Report of the directors

Relationship with stakeholders

The Group recognizes that employees, customers and business partners are key to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality services to its customers and enhancing cooperation with its business partners.

The Company provides a fair and safe workplace, promotes diversity to our staff, and provides competitive remuneration and benefits and career development opportunities based on their merits and performance. The Group also puts ongoing efforts to provide adequate training and development resources to the employees so that they can keep abreast of the latest development of the market and the industry, at the same time, improve their performance and self-fulfilment in their positions.

The Group understands that it is important to maintain good relationship with customers and provide the products and services in a way that satisfies the needs and requirements of the customers. The Group enhances the relationship by continuous interaction with customers to gain insight on the changing market demand for the products so that the Group can respond proactively.

The Group is also dedicated to develop and maintain good and long term relationships with suppliers and contractors to ensure stability of the Group's business.

Business review

Particulars of a discussion and analysis on the matters specified in Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), including a fair review of the Group's business, a discussion on the principal risks and uncertainties faced by the Group, particulars of important events affecting the Group for the year ended 31 December 2025, and an indication of likely future development in the Group's business are set out in this section and the sections headed "Chairman's Statement", "Management Discussion and Analysis", "Financial Review", "Corporate Governance Report" and "Consolidated Financial Statements" of this Annual Report, as well as "Environmental, Social and Governance Report 2025" which will be available on the Group's website and the website of the Stock Exchange at the same time as the publication of this Annual Report. The above sections form an integral part of this Report of the Directors.

Certain laws and regulations are considered to have a significant impact on the operations of the Group, such as, the Securities and Futures Ordinance and ancillary regulations, the SFC Handbook on Unit Trusts and Mutual Funds, and the Fund Manager Code of Conduct, Anti-Money laundering legislation and the Guideline on Anti-Money Laundering published by the SFC, Personal Data (Privacy) Ordinance. The Legal and Compliance department is primarily responsible for overseeing regulatory compliance matters of all Group entities. It analyzes and monitors the regulatory frameworks within which the Group operates. During the year, there has been no reported case/finding of any non-compliance of such relevant laws and regulations that caused material impact to the Group. The discussions of Environmental, Social, and Governance ("ESG") matters are summarized in the "Environmental, Social and Governance Report 2025".

Disclosures on risk management and environmental policies

Details of disclosures on risk management and environmental policies are set out in the "Corporate Governance Report" of this Annual Report and the "Environmental, Social and Governance Report" of the Group.

Auditor

The consolidated financial statements for the year ended 31 December 2025 have been audited by PricewaterhouseCoopers, who retire and, being eligible, offer themselves for reappointment.

A resolution to re-appoint PricewaterhouseCoopers as auditor of the Company will be submitted at the forthcoming annual general meeting of the Company.

On behalf of the Board
LIN Xianghong
Chairman

Hong Kong, 17 March 2026

Corporate governance report

The Board of Directors of the Company (the “Board” or “Directors”) strives to attain and maintain high standards of corporate governance as it believes that effective corporate governance practices are fundamental to enhancing shareholder value and safeguarding interests of shareholders, clients and other stakeholders. In running a regulated business, the Group adopts sound corporate governance principles that emphasize a quality Board, effective risk management and internal control, stringent compliance practices and transparency and accountability to all stakeholders.

In the Directors’ opinion, the Company has complied with the code provisions of the Corporate Governance Code (the “Corporate Governance Code”) as set out in Appendix C1 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) throughout the year of 2025. The Company continued to maintain high standards of corporate governance and business ethics, and to ensure full compliance with our operations with applicable laws and regulations.

Compliance with the Model Code

The Company has adopted the Model Code for Securities Transactions by Directors (the “Model Code”) set out in Appendix C3 of the Listing Rules as the code of conduct in respect of transactions in securities of the Company by Directors. The Company, having made specific enquiries of all the Directors and all Directors confirmed that they have complied with the required standard set out in the Model Code for the year ended 31 December 2025. The blackout periods in respect of transactions in securities of the Company by Directors also apply to all staff of the Group.

Board of Directors

As at the date of this report, the Board consists of seven Directors, including Ms. LIN Xianghong (Chairman), Ms. NG Chuk Fa, Nikita, and Mr. OUYANG Xi as Executive Directors, Dato’ Seri CHEAH Cheng Hye as Non-executive Director, and Dr. CHEN Shih Ta Michael, Mr. WONG Poh Weng and Mr. LEE Wai Wang Robert as Independent Non-executive Directors. The Board of which over one third of the Board members are Independent Non-executive Directors, is responsible for overseeing and directing the senior management of the Company. The major duties of the Board include:

- Formulating the vision of the Group;
- Reviewing and approving the interim and final results of the Group;
- Recommending any final/special dividend to the shareholders of the Group;
- Reviewing and approving, if considered fit, the business plans and financial budgets of the Group;
- Reviewing the business and financial updates of the Group;
- Ensuring a high standard of corporate governance, compliance, risk management and internal control;
- Overseeing the environmental, social and governance management; and
- Overseeing the performance of senior management.

Corporate governance report

In 2025, the Board reviewed the following corporate governance matters:

- reviewing the compliance with the Corporate Governance Code, including matters set out in Code Provision A.2.1; and
- conducting an annual review of the risk management and internal control systems of the Group.

All Directors have separate and independent access rights to the senior management about the conduct of the business and development of the Group. In order to facilitate the Directors in discharging their duties, a monthly management report covering key financial highlights, income and expense analysis, movement and analysis of assets under management will be circulated to the Directors on a timely basis for their review and management team will address any questions that the Directors may have regarding the Group's operating result.

The Board held six meetings in 2025 and the attendance record of each Director at the board meetings is set out below:

	No. of board meetings attended/held during the Directors' term of office
Executive Directors	
Ms. LIN Xianghong	6/6
Ms. NG Chuk Fa, Nikita (Note)	4/4
Mr. OUYANG Xi (Note)	1/1
Mr. SO Chun Ki Louis (Note)	2/2
Ms. HUNG Yeuk Yan Renee (Note)	2/2
Mr. LI Qian (Note)	3/3
Non-executive Director	
Dato' Seri CHEAH Cheng Hye (Note)	6/6
Independent Non-executive Directors	
Dr. CHEN Shih-Ta Michael	6/6
Mr. WONG Poh Weng	6/6
Mr. LEE Wai Wang Robert (Note)	5/5
Mr. Till ROSAR (Note)	1/2

Note:

1. Ms. NG Chuk Fa, Nikita was appointed on 17 May 2025
2. Mr. OUYANG Xi was appointed on 24 November 2025
3. Mr. SO Chun Ki Louis resigned on 17 May 2025
4. Ms. HUNG Yeuk Yan Renee resigned on 17 May 2025
5. Mr. LI Qian resigned on 15 October 2025
6. Dato' Seri CHEAH Cheng Hye was re-designated as a non-executive director on 2 January 2025
7. Mr. LEE Wai Wang Robert was appointed on 13 March 2025
8. Mr. Till ROSAR resigned on 13 March 2025

The Group ensures that appropriate and sufficient information is provided to Directors in a timely manner to keep them abreast of the Group's latest developments thereby assisting them in the discharge of their duties.

Corporate governance report

To ensure independent views and input are available to the Board, the following mechanisms were established:

- sufficient number of INEDs in a total of three, representing more than one-third of the Board; and
- the Chairman had meetings with the Independent Non-executive Directors without the presence of other directors in 2025 provides an effective platform for the Chairperson to listen to independent views on various issues in relation to the Group.

During the Year, the Board reviewed the implementation of these mechanisms and determined that they remain effective.

All Independent Non-executive Directors devoted sufficient time to attend all meetings of the Board and the Board committees which they are a member, and have shared their independent views through the meetings. Upon reasonable request, independent professional advice could be provided to the Independent Non-executive Directors to assist them to perform their duties for the Company. Taking into account the above channels, the Board considered its procedures remain effective and could promote critical review and control of the management process.

To the best knowledge of the Directors, the Board is not aware of any financial, business, family or other material/relevant relationships among the Board members. All the Directors had received training/briefing which covered topics in directors' duties and liabilities, continuing obligations of a listed company, corporate governance and compliance issues after their appointments. Ongoing updates of any applicable laws and regulations were provided by the Company to the Directors in a reasonable time frame.

Mr. LEE Wai Wang Robert and Mr. OUYANG Xi, who were appointed to the Board on 13 March 2025 and 24 November 2025 respectively, obtained legal advice as required under Rule 3.09D of the Listing Rules on 7 March 2025 and 7 November 2025 respectively. Each of them confirmed that he understood his obligations as a director of the Company.

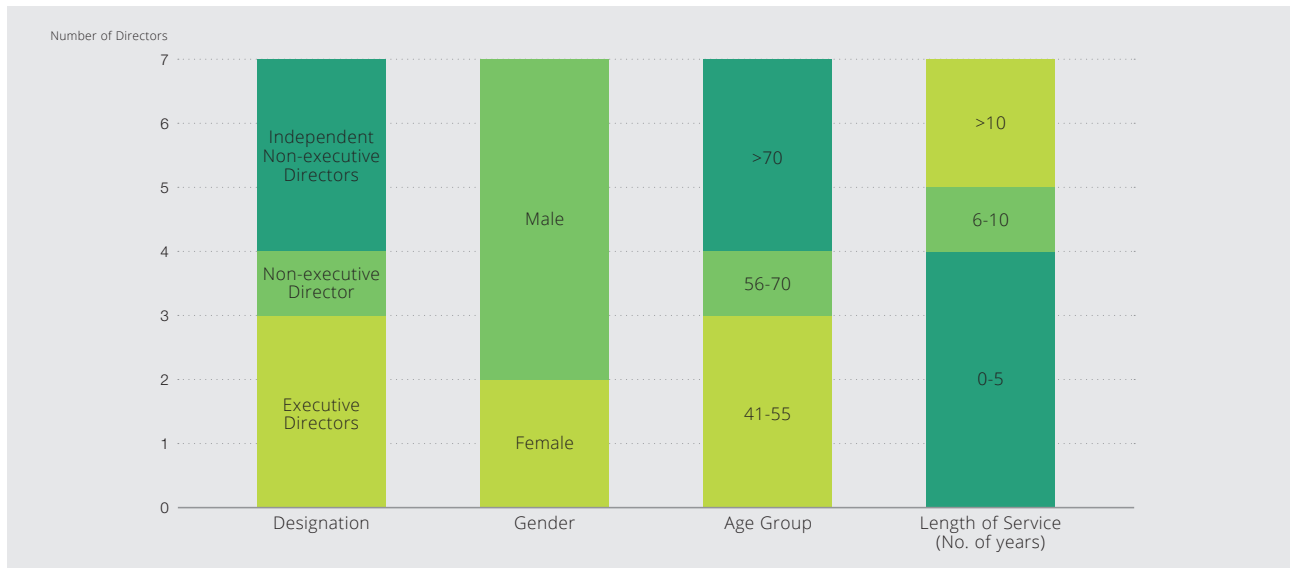
Board Composition and Diversity

The Company has adopted the Board Diversity Policy which is available on the Company's website. The Board Diversity Policy aims to set out the approach to achieve a diverse Board with a balance of skills, experience and diversity of perspectives appropriate to the business nature of the Company. In designing the Board's composition, board diversity has been considered from a wide range of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and any other factors that the Board may consider relevant and applicable from time to time. The merits and contribution that will be brought to the Board for any Director proposed for re-election or any candidate nominated to be Director will also be assessed, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future.

For the year ended 31 December 2025, the Nomination Committee conducted an annual review of the effectiveness of the Board Diversity Policy. During the year, the Board Diversity Policy was duly implemented and considered that board diversity was achieved, taken into account of full compliance with the relevant and up-to-date requirements under the Listing Rules and other statutory requirements.

The Board composition reflects a diverse gender, age, length of service, mix of skills, and experience. The diversity mixes of the Board as at 31 December 2025 is summarized as follows:

(i) Board Composition, Gender Distribution, Age Distribution and Length of Service



(ii) Directors' Skills and Experience

Areas of Experience	Number of Directors	Share of the Board
Related Industry Knowledge/Experience	7	100%
Business Management	5	71%
Financial & Accounting	7	100%
Strategic Planning & Risk Management	5	71%

The Nomination Committee and the Board considered that the current composition of the Board is sufficiently diverse.

The Company values gender diversity across all levels of the Group. The following table sets out the gender ratio in the workforce of the Group, including the Board and other employees as at 31 December 2025:

	Female	Male
Board	2 (29%)	5 (71%)
Senior Management	9 (53%)	8 (47%)
All employees	58 (42%)	80 (58%)

The Board currently has two female Directors and as such has achieved gender diversity in respect of the Board.

As at 31 December 2025, our total workforce comprised of 42% female and 58% male, whereas senior management comprised of 53% female and 47% male. The current gender diversity of workforce was appropriate taking into account the business models and operational needs, with considerations in terms of gender, nationality, professional background and skills.

Corporate governance report

The Company considers there to be diversity across its Board and workforce in terms of gender mix, and has therefore not set quantitative targets to refine its gender mix to a specific ratio. With the objective of further optimising gender diversity in mind, the Group will continue to take gender diversity into account in its ongoing recruitment process. Accordingly, the Board considered the objectives of the Board Diversity Policy and work force diversity to be achieved.

Induction and Training for Directors

Newly appointed Directors will receive a comprehensive, formal and tailored induction on appointment. Besides, the Company provides Directors with regular updates on changes to and developments of the Group's business, and on the latest developments in the laws, rules and regulations relating to Directors' duties and responsibilities to help them make informed decisions and discharge their duties and responsibilities as Directors.

During the Year, each Director participated in continuous professional development by attending training sessions, including but not limited to briefings, seminars, conferences, workshops and reading materials on the following topics to develop and refresh their knowledge and skills and provided their records of training received in the year with details as follows:

Directors	Areas				
	Board and directors' duties	Listing Rules and Hong Kong law compliance	Corporate governance and ESG matters	Risk management and internal controls	Industry and business updates
Ms. LIN Xianghong	✓	✓	✓	✓	✓
Ms. NG Chuk Fa, Nikita	✓	✓	✓	✓	✓
Mr. OUYANG Xi (Note)	-	-	-	-	-
Dato' Seri CHEAH Cheng Hye	✓	✓	✓	✓	✓
Dr. CHEN Shih-Ta Michael	✓	✓	✓	✓	✓
Mr. WONG Poh Weng	✓	✓	✓	✓	✓
Mr. LEE Wai Wang Robert	✓	✓	✓	✓	✓

Note:

Mr. OUYANG Xi was appointed on 24 November 2025 and is a first-time director of a Hong Kong listed issuer. Under Rule 3.09H of the Listing Rules, he is required to complete 24 hours of continuous professional training within 18 months from appointment, i.e. on or before 23 May 2027.

Board Performance Review

During the Year, the Group has not conducted the evaluation of the performance of the Board (the “Board Performance Review”) (except for the review of the Board’s composition and skills). The Board shall set up a policy for the Board Performance Review during the year ending 31 December 2026. The design of the review process and the assessment criteria shall at least cover the following areas:

- Board composition and skills
- Board culture and dynamics
- Board practices
- Quality and timeliness of information to the board
- Board meetings
- Compliance and training
- Risk management and internal controls
- Stakeholder engagement

Company Secretary

Mr. CHEUNG Kwong Chi, Aaron resigned as the company secretary of the Company with effect from 15 December 2025.

Following the resignation of Mr. CHEUNG, Ms. YAN Shuk Ling, Sharleen, who meets the requirements of a company secretary under Rule 3.28 of the Listing Rules, act as the Company Secretary of the Company.

All Directors have direct access to the advice and services of the Company Secretary in respect of corporate governance, Board practices and matters.

During the year, each of Mr. CHEUNG and Ms. YAN duly complied with Rule 3.29 by receiving no less than 15 hours of relevant professional training to update their skills and knowledge.

Appointment and Re-election of Directors

Each of the Executive Directors and the Non-executive Director entered into a service contract with the Group and each of the Independent Non-executive Directors entered into a letter of appointment with the Company. Under the Company’s articles of association, one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third), shall retire from office by rotation for re-election by shareholders at an annual general meeting (“AGM”), and new appointments to the Board are subject to re-election by shareholders at the next general meeting. Further details of the Directors’ term of appointment are set out in the Report of the Directors under the heading “Directors’ service contracts”.

The Company has received the annual confirmation of independence from all the Independent Non-executive Directors in relation to the independent guidelines set out in Rule 3.13 of the Listing Rules and considered them independent to the Group.

The Company has arranged appropriate directors and officers liability and professional indemnity insurance coverage since 2007, which is reviewed on an annual basis, for liabilities arising out of corporate activities from being the Directors and senior management of the Group.

Corporate governance report

Chairman and Chief Executive

Ms. LIN Xianghong was re-designated as the Chairman of the Board with effect from 2 January 2025. In this capacity, Ms. LIN Xianghong, chaired all the board meetings and the annual general meeting, and leads the overall business and investment strategies of the Group. The function of the chief executive was taken up by the Leadership Committee, comprising Ms. LIN Xianghong (since 2 January 2025) and Mr. SO Chun Ki Louis (up to 17 May 2025), Mr. CHING Wing Tat, Vincent (since 17 May 2025) and Ms. NG Chuk Fa, Nikita (since 17 May 2025) as members, which was responsible for overall business development of the Group and took up the role in devising corporate strategy, as well as managing the Company's business operations and corporate affairs.

Code provision C.2.1 of the Corporate Governance Code stipulates that the roles of the chairman and chief executive should be separate and should not be performed by the same individual. Under the current organizational structure of the Company, the functions of a chief executive are performed by the Leadership Committee, in managing the Company's business operations and corporate strategies. In view of the nature of the Group's business, the chairman and chief executive must have a deep understanding of asset management operations in order to lead the Group in developing prompt response to market changes. Further, all major decisions of the Company have been made in consultation with the Board, the appropriate board committees and/or senior management of the Group. The Board therefore considers that the current arrangement, where the Leadership Committee comprises the Chairman and two other senior management executives, provides a balance of power and authority and avoids power being concentrated in any one individual which is in line with principle C.2 of the Corporate Governance Code.

Board committees

The Board has established the following committees with specific responsibilities as described in the respective terms of reference available on the Company's and/or the Stock Exchange's website(s):

1. Audit Committee

The Company established the Audit Committee on 24 October 2007. The primary duties of the Audit Committee are set out in its terms of reference which include duties specified in the CG Code and are posted on the websites of the Stock Exchange and the Company. The primary duties of the Audit Committee include providing an independent review of the effectiveness of the financial reporting process, certain corporate governance functions, as well as risk management and internal control systems. The Audit Committee also oversees the appointment, remuneration and terms of engagement of the Company's auditor, as well as their independence.

As of 31 December 2025, the Audit Committee comprised Dr. CHEN Shih-Ta Michael, Mr. WONG Poh Weng and Mr. LEE Wai Wang Robert, all of which were Independent Non-executive Directors. The Audit Committee was chaired by Mr. WONG Poh Weng.

Corporate governance report

The Audit Committee held six meetings in 2025. Chief Operating Officer, the Chief Compliance Officer, the Chief Financial Officer, Head of Risk, Head of Internal Audit and the Company Secretary were normally invited to attend the meetings and representatives of the Auditor also joined the meetings involving the discussions of the Group's interim and annual results. The attendance records of each member at the Audit Committee meetings are set out below:

	No. of Audit Committee meetings attended/held
Mr. WONG Poh Weng (<i>Chairman</i>)	6/6
Dr. CHEN Shih-Ta Michael	6/6
Mr. LEE Wai Wang Robert (Note)	4/4
Mr. Till ROSAR (Note)	1/2

Note:

1. Mr. LEE Wai Wang Robert was appointed as a member on 13 March 2025.
2. Mr. Till ROSAR ceased to be a member on 13 March 2025.

A summary of the work performed by the Audit Committee during 2025 is set out as follows:

- reviewed Group's interim and annual results, preliminary announcements and reports and periodic financial updates;
- reviewed the auditor's remuneration (including the non-audit services) and its terms of engagement;
- noted the IT transformation update of the Group;
- reviewed the external auditors' statutory audit plan, audit scope, engagement letter and audit results;
- reviewed and approved the internal audit plan of the Group; and
- reviewed reports prepared by the Risk Management, Compliance and Internal Audit departments.

In order to further enhance independent reporting, the members met in separate private session with the auditor once a year without the presence of management.

Corporate governance report

2. Remuneration Committee

The Company established the Remuneration Committee on 24 October 2007. The primary duties of the Remuneration Committee are set out in its terms of reference which include duties specified in the CG Code and are posted on the websites of the Stock Exchange and the Company. The primary duties of the Remuneration Committee include determining the policy and structure for the remuneration of Executive Directors and senior management, reviewing incentive schemes and Independent Non-executive Directors' service contracts, and confirming the performance-based remuneration packages for Executive Directors and senior management. As of 31 December 2025, the Remuneration Committee comprised Ms. LIN Xianghong, Dato' Seri CHEAH Cheng Hye, Dr. CHEN Shih-Ta Michael, Mr. WONG Poh Weng and Mr. LEE Wai Wang Robert, three of which were Independent Non-executive Directors. The Remuneration Committee was chaired by Dr. CHEN Shih-Ta Michael.

The Remuneration Committee held three meetings in 2025. The attendance records of each member at the Remuneration Committee meetings is set out below:

	No. of Remuneration Committee meetings attended/held
Dr. CHEN Shih-Ta Michael (<i>Chairman</i>)	3/3
Ms. LIN Xianghong (Note)	1/1
Dato' Seri CHEAH Cheng Hye	3/3
Mr. WONG Poh Weng	3/3
Mr. LEE Wai Wang Robert (Note)	1/1
Mr. Till ROSAR (Note)	1/2
Mr. SO Chun Ki Louis (Note)	2/2

Note:

1. Mr. LEE Wai Wang Robert was appointed as a member on 13 March 2025.
2. Ms. LIN Xianghong was appointed as a member on 17 May 2025.
3. Mr. Till ROSAR ceased to be a member on 13 March 2025.
4. Mr. SO Chun Ki Louis ceased to be a member on 17 May 2025.

A summary of the work performed by the Remuneration Committee during 2025 is set out as follows:

- reviewed the Directors' fees and made recommendation to the Board;
- reviewed the remuneration of a newly appointed Independent Non-executive Director;
- reviewed the renewal of appointment letters of Independent Non-executive Directors;
- reviewed the current remuneration structure/package of the Executive Directors and senior management for the year 2025 which was based on individual performance with reference to an independent salary survey report and market intelligence, and recommended the Board to approval their specific packages; and
- reviewed the grant of share options to directors and senior management who are eligible under the existing Share Option Scheme and made recommendation to the Board.

The remuneration payable to the members of the senior management by band for the year ended 31 December 2025 is set out in Note 8 to the consolidated financial statements.

3. Nomination Committee

The Company established the Nomination Committee on 13 March 2012. The primary duties of the Nomination Committee are set out in its terms of reference which include duties specified in the CG Code and are posted on the websites of the Stock Exchange and the Company. The Nomination Committee is responsible to review the composition of the Board, establishing and formulating procedures relating to the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors to complement the Company's corporate strategy, reviewing the Board Diversity Policy and Director Nomination Policy, and assessing the independence of independent non-executive Directors.

As of 31 December 2025, the Nomination Committee comprised Ms. LIN Xianghong, Dato' Seri CHEAH Cheng Hye, Dr. CHEN Shih-Ta Michael, Mr. WONG Poh Weng and Mr. LEE Wai Wang Robert, three of which were Independent Non-executive Directors. The Nomination Committee was chaired by Ms. LIN Xianghong.

The Nomination Committee held three meetings in 2025. The attendance records of each member at the Nomination Committee meeting is set out below:

	No. of Nomination Committee meeting attended/held
Ms. LIN Xianghong (<i>Chairman</i>)	3/3
Dato' Dato' Seri CHEAH Cheng Hye	3/3
Dr. CHEN Shih-Ta Michael	3/3
Mr. WONG Poh Weng	3/3
Mr. LEE Wai Wang Robert (Note)	2/2
Mr. Till ROSAR (Note)	0/1

Note:

1. Mr. LEE Wai Wang Robert was appointed as a member on 13 March 2025.
2. Mr. Till ROSAR ceased to be a member on 13 March 2025.

In 2025, the Nomination Committee reviewed, discussed and/or approved the issues related to:

- Nominating one Independent Non-executive Director and two Executive Directors.
- Reviewing and recommending the structure, size and composition of the Board with reference to the Board Diversity Policy.
- Reviewing the Board Diversity Policy, as appropriate.
- Assessment of the independence of Independent Non-executive Directors.
- Offering recommendation to the Board on relevant matters relating to the re-appointment of Directors in the forthcoming annual general meeting.

Embedded in the Nomination Committee's Terms of Reference is the Nomination Policy for Directors. The Nomination Committee shall identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships. Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of director at the general meeting.

Corporate governance report

In evaluating and selecting a candidate for directorship, the following criteria should be considered:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy;
- Any measurable objectives adopted for achieving diversity on the Board;
- Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company; and
- Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Committee from time to time for nomination of directors and succession planning.

During 2025, the Nomination Committee nominated and recommended Mr. LEE Wai Wang Robert, Ms. NG Chuk Fa, Nikita and Mr. OUYANG Xi to the board and their appointments were approved by the Board. Apart from such nominations and recommendations, no new Director has been selected or recommended for directorship during 2025.

4. Risk Management Committee

The Company established the Risk Management Committee on 24 October 2007. The primary duties of the Risk Management Committee are to establish and maintain effective policies and guidelines to ensure proper management of risks to which the Group and its clients are exposed, and to take appropriate and timely action to manage such risks.

As at 31 December 2025, the Risk Management Committee comprised Mr. LI Rui, Ray, Ms. NG Chuk Fa, Nikita, Dr. JIANG Ron, Ms. LEE Vivienne, Mr. LUO Jing and Mr. CHING Wing Tat, Vincent. The Risk Management Committee was chaired by Mr. LI Rui, Ray.

The Risk Management Committee held four meetings in 2025. In the meetings, the members reviewed, discussed and/or approved the issues related to:

- The Group's risk management framework and system of internal control.
- Regular assessments on major risks.
- Internal audit issues identified.
- Review error reports.
- Information risk management update.
- Portfolio, business and operation risk management.
- Regulatory updates and revise relevant policy manuals accordingly.

The attendance records of each member at the Risk Management Committee meeting is set out below:

	No. of Risk Management Committee meeting attended/held
Mr. LI Rui, Ray (<i>Chairman</i>) (Note)	3/3
Ms. NG Chuk Fa, Nikita	4/4
Mr. CHING Wing Tat, Vincent	4/4
Ms. LEE Vivienne	4/4
Mr. LUO Jing	4/4
Dr. JIANG Ron (Note)	2/2
Ms. LAM Mei Kuen Winnie (Note)	1/2

Note:

1. Mr. LI Rui, Ray was appointed as a member on 13 March 2025.
2. Dr. JIANG Ron was appointed as a member on 17 May 2025.
3. Ms. LAM Mei Kuen Winnie ceased to be a member on 17 May 2025.

Risk Management and Internal Controls

The Board acknowledges its responsibility for overseeing the risk management and internal control systems of the Group and reviewing their effectiveness at least annually. The Audit Committee assists the Board in fulfilling its oversight and corporate governance roles in the Group's financial, operational, compliance, legal, risk management and internal controls functions. The Group has established an organizational structure with defined levels of responsibilities and reporting procedures. The Risk Management Committee, Legal & Compliance department and Group Internal Audit assist the Board and the Audit Committee in the review of the effectiveness of the Group's risk management and internal control systems on an ongoing basis. The directors and the Audit Committee are kept regularly apprised of significant risks that may impact on the Group's performance. Appropriate policies and controls have been designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. The systems and internal controls can only provide reasonable and not absolute assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

Corporate governance report

The Group’s risk management framework is guided by the “Three Lines of Defense” model as shown below:

Three Lines of Defense Model of Value Partners Group



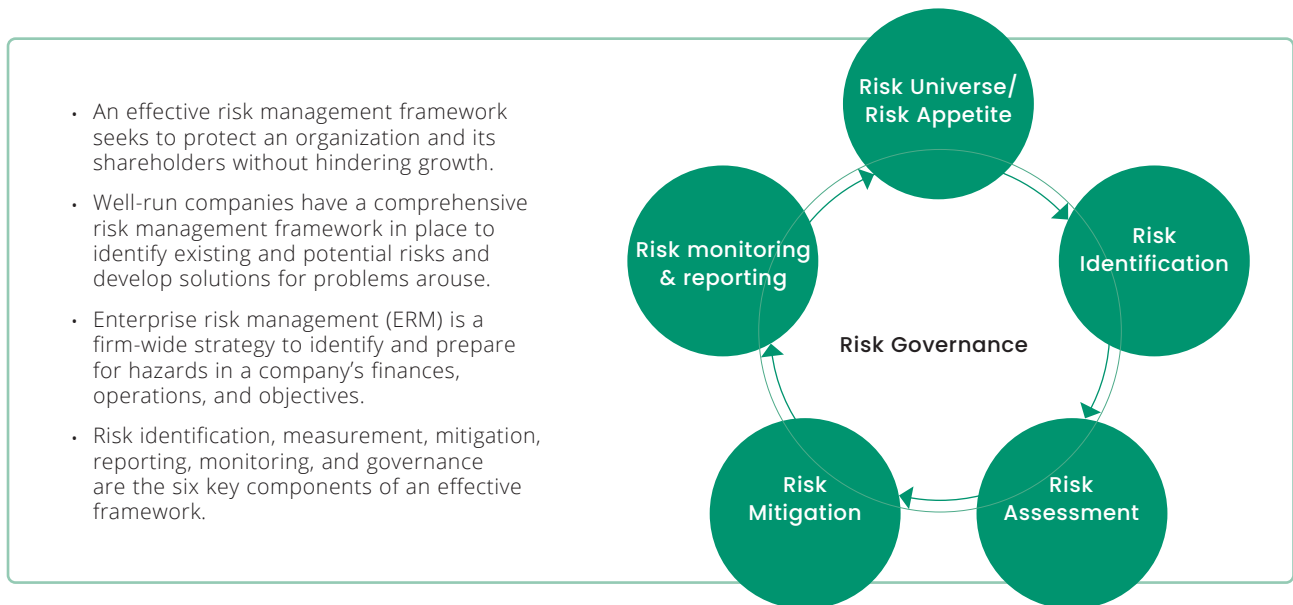
The Risk Management Committee co-ordinates enterprise risk management activities and reviews significant aspects of risk management for the Group, reports to the Audit Committee at each regularly scheduled meeting. Subjects covered, amongst other things, include significant risks of the Group and the appropriate mitigation and/or transfer of identified risks. The operating units of the Group, as risk owners, identify, evaluate, mitigate and monitor their own risks, and report such risk management activities to Risk Management and Compliance departments. Assessment on new risk is performed for new business initiatives.

Group Internal Audit reports to the Audit Committee at regularly scheduled meetings throughout the year on the results of their activities during the preceding period pertaining to the adequacy and effectiveness of internal controls, including but not limited to, any indications of failings or material weaknesses in those controls. Group Internal Audit adopts a risk-and-control-based audit approach. The annual work plan of Group Internal Audit covers major activities and processes of the Group’s operations, businesses and service units. Special reviews are also performed at management’s request. The results of these audit activities are communicated to the Audit Committee. Audit issues are tracked, followed up for proper implementation, and their progress is reported to the Audit Committee periodically. Group Internal Audit provides independent assurance to the Board, the Audit Committee and the executive management of the Group on the adequacy and effectiveness of internal controls for the Group. The Head of Group Internal Audit reports directly to the Chairman of the Audit Committee, with an indirect reporting line to the Leadership Committee/Chief Operating Officer who has the responsibility to assist resolving Group Internal Audit related issues.

The senior management of the Group, supported by the Risk Management Committee, Legal & Compliance department and Group Internal Audit, is responsible for the design, implementation and monitoring of the risk management and internal control systems, and for providing regular reports to the Board and the Audit Committee on the effectiveness of these systems.

The following diagram illustrates the key processes used to identify, evaluate and manage the Group's significant risks:

Risk Management Framework of Value Partners Group



The Group has adopted policies and procedures for assessing and, where prudent, improving the effectiveness of its risk management and internal control systems, including requiring the executive management of the Group to regularly assess and at least annually to personally certify that such systems are appropriate and functioning effectively in the belief that this will enhance the corporate governance of the Group and its business practices in the future.

The Group has embedded its risk management systems into the core operating practices of the business. On an ongoing basis, the respective operating units of the Company will review and assess the status of potential risks which may impact on their ability to achieve their business objectives and/or those of the Company. Any incidents that arise in the year are investigated to assess if control procedures can be enhanced, whilst new initiatives are subjected to a new risk approval process to identify and address potential new risks that could arise. This review process includes assessment as to whether the existing system of internal controls continues to remain relevant, adequately addresses potential risks, and/or should be supplemented. The results of these reviews are recorded in the logs for monitoring and incorporated into the Group's Risk management report for analysis of potential strategic implications and for regular reporting to the senior management and directors of the Company.

The Audit Committee has established and oversees a whistleblower policy and a set of comprehensive procedures whereby employees, customers, suppliers and other concerned parties can report any actual or suspected occurrence of improper conduct involving the Company, and for such matters to be investigated and dealt with efficiently in an appropriate and transparent manner. The Chairman of the Audit Committee has designated the Head of Group Internal Audit to receive on his behalf any such reports, to oversee the conduct of subsequent investigations, and to provide information, including recommendations arising from any investigations to them for consideration by the Audit Committee.

The Group regulates the handling and dissemination of inside information as set out in the Inside Information Policy and various subsidiary procedures to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made.

Corporate governance report

As a licensed corporation regulated by the SFC, the risk management systems of the Company has always been in place to promote and support anti-corruption laws and regulations by following the Guideline on Anti-Money Laundering and Counter-Financing of Terrorism (For Licensed Corporations) to comply with the statutory requirements under the Anti-Money Laundering and Counter-Terrorist Financing Ordinance and the Securities and Futures Ordinance.

During 2025, the Risk Management Committee and Legal & Compliance department continued to work closely with the operating units, senior management, and the directors to enhance the risk management systems, governance and internal controls. Such activities have included, amongst other matters, implementing the additional requirements of the Fund Manager Code of Conduct introduced by the Securities and Futures Commission (the "SFC"), enhancing portfolios risk management controls to monitor portfolios, introducing several new internal control procedures, clearly redefined roles and responsibilities, conducting a number of training sessions and workshops; further standardization of risk reporting and quantification; more closely aligning the assessment of internal controls with their potential risks; and increasing the depth and frequency of interaction with the designated directors on the Company's risk management system's design, operation, and findings. The Risk Management Committee and Legal and Compliance department have presented updated reports to the Board and the Audit Committee on the results of the risk management assessment and other control procedures that have been implemented to establish and maintain effective risk management and internal control systems. Such work has assisted the directors in the review of the effectiveness of the risk management and internal control systems of the Group during the year.

During 2025, Group Internal Audit conducted selective reviews of the effectiveness of the systems of risk management and internal controls of the Group over financial, operational and compliance controls. During the year, key areas of internal audit focus included controls relevant to fund printing expenses, company secretary, and valuation. The reviews revealed no serious shortcomings in the Groups' internal control systems within the year. The Audit Committee and the Board were not aware of any major areas of concern that would have a material impact on the financial position or results of operations of the Group and considered the risk management and internal control systems to be generally effective and adequate including the adequacy of resources, staff qualifications and experience, training programs and budget of the accounting, internal audit and financial reporting functions.

Emolument policy and Directors' remuneration

Remuneration packages that take into account business performance, market practices and competitive market conditions are offered to employees in compensation for their contributions. In line with our emphasis on recognition of performance and human capital retention, we reward our employees with year-end discretionary bonus which is linked to our financial performance for that financial year. The Company has adopted share option schemes as long-term incentive schemes for Directors and eligible participants, details of which are set out in the section headed "Share options" of the Report of the Directors.

The emoluments of the Directors are reviewed and approved by the Remuneration Committee, with reference to prevailing market conditions and their duties and responsibilities at the Company.

Auditor's remuneration

The remuneration of the audit services rendered by the auditor of the Company was mutually agreed in view of the scope of services to be provided. The audit fee for the year ended 31 December 2025 was approximately HK\$2.8 million. In addition, the auditor of the Company also provided non-audit services (which included tax compliance and other tax advisory services to the Group in 2025 and the fee was approximately HK\$0.3 million).

Preparation of Financial Statements

The Directors acknowledge their responsibility for preparing consolidated financial statements of the Group for the year ended 31 December 2025 (the "Financial Statements").

Dividend Policy

The Company has adopted the Dividend Policy which aims to set out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its net profits as dividends to the shareholders of the Company. In recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and needs for future growth as well as its shareholder value in the long-run. The amount of dividends (if any) that may be declared and distributed to the shareholders of the Company is subject to the discretion of the Board, the Constitution of the Company and all applicable laws and regulations and other factors. The Board shall also take into account various factors of the Group when considering the declaration and payment of dividends. The Board will review the Dividend Policy as appropriate from time to time.

The dividend decisions made by the Board were made in accordance with the Dividend Policy of the Company.

Communication with Shareholders

The Company has adopted a shareholders communication policy (which is available on the Company's website) to ensure that Shareholders, and in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company, in order to enable shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company.

During the year, the Company has reviewed the implementation and effectiveness of the shareholders' communication policy. Having considered the various existing channels of communication and shareholders' participation including general meetings, which provide a forum for shareholders of the Company to make comments and exchange views with the Board, publication of announcements, annual and interim reports and key corporate governance policies on the Stock Exchange and the Company's websites, and the availability of the latest corporate information on the Company's website for effective communication between the shareholders and the Company, the Company considers that the shareholders' communication policy has been properly implemented and effective during the year.

1. Information disclosure

The Company endeavours to disclose all material information about the Group to all interested parties as timely as possible. The Company maintains a website at www.valuepartners-group.com to keep shareholders and investors posted of the latest business developments, interim and annual results announcements, financial reports, public announcements, corporate governance practices and other relevant information of the Group.

To ensure our investors and shareholders have a better understanding of the Company, our Investor Relation team communicates with research analysts, investors and shareholders in an on-going manner. The Company actively distributes information on the annual and interim results, an archive of the webcast is on the Company's website so that the results presentation is easily and readily accessible to investors and shareholders all over the world.

Corporate governance report

2. General meetings with shareholders

The Company regards the annual general meeting (“AGM”) an important event as it provides a platform for the Board to communicate with the shareholders. The notice of AGM is sent to the shareholders at least 21 clear days prior to the date of AGM. The Chairman takes the chair in the AGM to ensure shareholders’ views and questions are well communicated and answered by the Board. Separate resolutions are proposed on each substantially separate issue at the general meetings.

The attendance records of each Director at the AGM for the year 2025 held on 29 April 2025 are set out below:

	No. of AGM attended/held
Executive Directors	
Ms. LIN Xianghong (<i>Chairman</i>)	1/1
Mr. SO Chun Ki Louis (Note)	1/1
Ms. HUNG Yeuk Yan Renee (Note)	1/1
Mr. LI Qian (Note)	1/1
Non-executive Director	
Dato’ Seri CHEAH Cheng Hye (Note)	0/1
Independent Non-executive Directors	
Dr. CHEN Shih-Ta Michael	1/1
Mr. WONG Poh Weng	1/1
Mr. LEE Wai Wang Robert (Note)	1/1

Note:

1. Mr. SO Chun Ki Louis resigned on 17 May 2025.
2. Ms. HUNG Yeuk Yan Renee resigned on 17 May 2025.
3. Mr. LI Qian resigned on 15 October 2025.
4. Dato’ Seri CHEAH Cheng Hye was re-designated as a non-executive director on 2 January 2025.
5. Mr. LEE Wai Wang Robert was appointed on 13 March 2025.
6. Ms. NG Chuk Fa, Nikita and Mr. OUYANG Xi were not a Director when the AGM for the year 2025 was held on 29 April 2025.

We had around 209 shareholders or their representatives that participated in our AGM for the year 2025 and all the resolutions proposed were passed by poll voting in the meeting. Representatives of the auditor also attended this AGM. Poll results are made publicly available on the same day of the meeting, typically in the space of a few hours, to ensure the timely disclosure of information. Other than the AGM, no other general meetings were held for the year ended 31 December 2025.

3. Shareholders' rights

The Investor Relation team of the Company responds to emails, letters and telephone enquiries from the public, shareholders and investors. Any enquiry on matters related to the Company and to be addressed to the Board may be put in writing and sent to the principal office of the Company in Hong Kong or through an email to ir@vp.com.hk.

Pursuant to the Articles of Association of the Company, the Board may call an extraordinary general meeting whenever it thinks fit. Any one or more members holding at the date of deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

Shareholders are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group to be discussed at general meeting. Proposal shall be sent to the Board or the Company Secretary by written requisition. Pursuant to the articles of association of the Company, shareholders who wish to put forward a proposal should convene an extraordinary general meeting by following the procedures set out in above paragraph.

The Memorandum and Articles of Association of the Company is available on the Company's website. For the year ended 31 December 2025, the Company's articles of association were amended in order to, among other things, (i) provide flexibility for the Company to hold hybrid or electronic general meetings and provide for provisions regulating the conduct and proceedings of such general meetings; (ii) bring the Memorandum and Articles of Association in alignment with the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the new treasury shares regime; and (iii) make other housekeeping amendments, which took effect upon the passing of a special resolution by the shareholders of the Company to approve the adoption of the new set of Articles of Association of the Company on 29 April 2025. For details of the amendments, please refer to the shareholders' circular of the Company dated 28 March 2025.

Independent auditor's report

Independent Auditor's Report
To the Shareholders of Value Partners Group Limited
(incorporated in Cayman Islands with limited liability)

Opinion

What we have audited

The consolidated financial statements of Value Partners Group Limited (the "Company") and its subsidiaries (the "Group"), which are set out on pages 64 to 126, comprise:

- the consolidated balance sheet as at 31 December 2025;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated cash flow statement for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Our opinion

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

Basis for Opinion

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code") as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Key Audit Matters

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

Key Audit Matters (continued)

Key audit matters identified in our audit are summarized as follows:

- Fee income recognition
- Valuation of investments in investment properties and joint ventures
- Valuation of investments that are categorized within level 3 of the fair value hierarchy

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Fee income recognition</p> <p>For the year ended 31 December 2025, the Group has recognized fee income of HK\$922.1 million, which primarily includes management fees of HK\$410.9 million, performance fees of HK\$374.3 million and front-end fees of HK\$136.9 million.</p> <p>We focused on this area due to the significance of the amount and the risks arising from the manual process involved in fee income recognition.</p> <p>The calculation of management fee, performance fee and front-end fee income involves manual process and there is an inherent risk of material misstatement due to the following:</p> <ul style="list-style-type: none"> a) Interpretation of contractual terms from the relevant prospectus or investment management agreements; b) Manual input of key contractual terms and fee rates in relevant spreadsheets; c) Calculation of management fees and performance fees based on the net assets values of the investment funds obtained from the third party fund administrators; d) Calculation of management fees and performance fees based on the details of assets under management obtained from the third party custodians of the managed accounts; and e) Calculation of front-end fees based on the subscription amounts in investment funds obtained from the third party fund administrators. <p>The Group's disclosures of fee income are detailed in Note 6 to the consolidated financial statements.</p>	<p>Our work included assessing and testing management's key controls on fee income recognition:</p> <ol style="list-style-type: none"> 1. We understood and evaluated the key controls in place over the recognition and calculation of management fee, performance fee income and front-end fee income; 2. We developed an understanding of the control objectives and related controls relevant to our audit on the assets under management of the Group by obtaining the service organisation internal control reports provided by the relevant third party fund administrators setting out the controls in place, and the independent service auditor's assurance report over the design and operating effectiveness of those controls; and 3. We assessed and tested the controls in place over the maintenance of records of assets under management, including the reconciliation to custodian statements. <p>We also performed the following tests on a sample basis:</p> <ol style="list-style-type: none"> 1. We reviewed the key terms and agreed the fee rates against the contractual terms from the relevant prospectus or investment management agreements; 2. We checked the accuracy of the records of assets under management by examining the relevant third party custodian statements; 3. We checked the calculation of the front-end fees from the subscription amounts obtained from third party fund administrators. 4. We checked the mathematical accuracy of the fee calculations; and 5. We checked the settlement of the fee income. <p>No material issues arose from the above testing.</p>

Independent auditor's report

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Valuation of investments in investment properties and joint ventures</p>	<p>Our work included an assessment of management's key controls over the valuation of the investments:</p> <ol style="list-style-type: none"><li data-bbox="813 506 1436 873">1. We obtained an understanding of management's internal control and assessment process of the valuation methodologies and the process employed by management with respect to determining the fair values of the investments in the direct holding of investment property and the underlying investment properties and loan receivables held by the joint ventures. We assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes, uncertainty and susceptibility to management bias or fraud. <p>We also performed the following tests:</p> <ol style="list-style-type: none"><li data-bbox="813 948 1436 1078">1. We evaluated the appropriateness of the valuation methodologies and the key assumptions used by management for the investment properties held directly by the Group or indirectly through the joint ventures;<li data-bbox="813 1099 1436 1153">2. We evaluated the competence, capability and objectivity of the independent external valuers;<li data-bbox="813 1175 1436 1422">3. We obtained the valuation reports for the investment properties and assessed the reasonableness of key assumptions used and checked, on a sample basis, the accuracy of key inputs used in the valuation model and compared the capitalization rates used with an estimated range of expected yields, determined by reference to published benchmarks and market information;<li data-bbox="813 1444 1436 1714">4. We obtained the loan agreement and internal valuation prepared by management for the loan receivables held by a joint venture and evaluated the methodology applied and the reasonableness of key assumptions used. We checked the accuracy of key inputs used in the valuation model and compared the discount rates used with an estimated range of expected yields, determined by reference to published benchmarks and market information; and<li data-bbox="813 1735 1436 1864">5. We assessed the adequacy of the disclosures related to the valuation of investments in investment properties and loan receivables in the context of the applicable financial reporting framework. <p>Based on the above, we considered that management's judgements and assumptions applied in the valuation of these investments were supportable by the evidence obtained and procedures performed.</p>
<p>As at 31 December 2025, the Group held direct interests in an investment property and also held indirect interest in various investment properties and loan receivables through joint ventures held by a closed-ended private equity real estate fund, Value Partners Asia Pacific Real Estate Limited Partnership (the "Real Estate Partnership"). The Group held the following investments directly or indirectly through the Group's interest in the Real Estate Partnership:</p>	
<ol style="list-style-type: none"><li data-bbox="159 722 782 808">a) an investment property at fair value through profit or loss, amounting to HK\$176.1 million; and<li data-bbox="159 830 782 1024">b) investments in four joint ventures through Real Estate Partnership, accounted for under the equity method amounting to HK\$420.1 million, which included an assessment of the fair value of the joint ventures' underlying investment properties and loan receivables.	
<p>The determination of the fair value of the investment properties requires significant management judgment.</p>	
<p>External valuations were obtained to support management's estimates of the investment properties. The valuations of the investment properties are dependent on certain key assumptions that require significant judgment, including the capitalization rates and market rents.</p>	
<p>The valuation of the loan receivables held by one of the joint ventures is based on the discount cash flow model and is dependent on certain key assumptions that require significant judgment, including the discount rate.</p>	
<p>We focused on the valuation of these investments due to the significance of the amounts and high degree of estimation uncertainty. The inherent risk in relation to valuation of these investments is considered significant due to the high complexity of the models and the significant management judgment involved in determining the values of these investments.</p>	
<p>The Group's disclosures of the investments in investment property and joint ventures are detailed in Note 19 and Note 16 to the consolidated financial statements, respectively.</p>	

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Valuation of investments that are categorised within level 3 of the fair value hierarchy</p> <p>As at 31 December 2025, the financial instruments measured at fair value of the Group included HK\$41.6 million investments in equity securities and investment funds, which are categorised within level 3 of the fair value hierarchy. These level 3 investments include:</p> <ol style="list-style-type: none"> two investment funds managed by the Group which invested in private debt instruments and a listed company, amounting to HK\$15.0 million and HK\$12.1 million respectively; an investment fund managed by the Group, which invested in a private entity, amounting to HK\$4.7 million; an unlisted equity security amounting to HK\$9.8 million; <p>The determination of the fair value of the investment funds requires significant management judgment including the selection of appropriate valuation methods and assumptions based on market conditions existing as at 31 December 2025.</p> <p>Valuation methodologies and techniques adopted by the Group on their level 3 investments include market approaches using relevant prices or other relevant information generated by market transactions involving the underlying assets. Where the investment funds are closed-ended or there were no recent transactions on the investment funds, the Group reviews the valuations of the underlying investments held by the respective investment funds to assess the appropriateness of the net asset values as provided by the fund administrators or third party fund managers, and may make adjustments as it considers appropriate. For the unlisted equity security, the valuation technique includes market approach with the use of relevant transaction price, and considering changes in market conditions as well as the financial performance of the issuer.</p> <p>We focused on the valuation of the investments which are categorised within level 3 of the fair value hierarchy due to the significance of the amounts and high degree of estimation uncertainty. The inherent risk in relation to valuation of the investments which are categorised within level 3 of the fair value hierarchy is considered significant due to the high complexity of the models and the significant management judgment involved in determining the values of these investments.</p> <p>The Group's disclosures of these investments are detailed in Note 4.3 and Note 22 to the consolidated financial statements.</p>	<p>Our work included an assessment of management's key controls over the valuation of the investments:</p> <ol style="list-style-type: none"> We understood and evaluated the key internal controls exercised by management over the existence and valuation of level 3 investments. We obtained an understanding of management's internal control and assessment process of the valuation methodology and the process employed by management with respect to determining the fair values of the investments which are categorized within level 3 of the fair value hierarchy. We assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud. <p>We also performed the following tests:</p> <ol style="list-style-type: none"> We tested the existence of level 3 investments by obtaining independent confirmations from the fund administrators, or the unlisted company and agreeing the Group's holding of investments as at 31 December 2025 to the confirmations; We assessed the appropriateness of adopting the net asset values of the investment funds obtained from the fund administrators by the Group. For the investments held by the investment funds as at 31 December 2025, we assessed and evaluated the valuation methodology used and the judgments made by the Group in determining the valuation of such investments by considering factors which may impact their fair values, including the relevant market information and news and the price quotations from the market. For the unlisted equity security, we assessed and evaluated the valuation methodology used by the Group to estimate the fair value of the level 3 financial instrument as at 31 December 2025 and evaluated the reasonableness of key assumptions and key inputs used by management in the valuation model taking into account relevant market conditions and businesses of level 3 financial instruments; and We assessed the adequacy of the disclosures related to the valuation of investments which are categorised within level 3 of the fair value hierarchy in the context of the applicable financial reporting framework. <p>Based on the above, we considered that management's judgements and assumptions applied in the valuation of these investments were supportable by the evidence obtained and procedures performed.</p>

Independent auditor's report

Other Information

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors and Audit Committee for the Consolidated Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Li Lien (practising certificate number: P05522).

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 17 March 2026

Consolidated statement of comprehensive income

For the year ended 31 December 2025

	Note	2025 HK\$'000	2024 HK\$'000
Income			
Fee income	6	922,130	466,808
Distribution fee expenses		(313,264)	(219,537)
Net fee income		608,866	247,271
Other income	7	95,551	67,760
Total net income		704,417	315,031
Expenses			
Compensation and benefit expenses	8	(346,242)	(227,454)
Lease charges and utilities		(6,634)	(5,669)
Depreciation of right-of-use assets – properties	18	(13,815)	(14,513)
Other expenses	9	(102,391)	(113,831)
Total expenses		(469,082)	(361,467)
Operating profit/(loss) (before other gains/losses)		235,335	(46,436)
Net gains on investments		370,362	179,260
Net foreign exchange gains/(losses)		28,131	(44,030)
Gain on disposal of a subsidiary	35(a)	–	965
Others		(94)	(480)
Other gains – net	10	398,399	135,715
Operating profit (after other gains/losses)		633,734	89,279
Finance costs		(5,621)	(8,149)
Share of gains/(losses) of joint ventures	16	96,252	(46,652)
Share of losses of an associate		(582)	(749)
Profit before tax		723,783	33,729
Tax expense	11	(56,072)	(2,918)
Profit for the year		667,711	30,811
Other comprehensive income for the year			
– Items that have been reclassified or may be subsequently reclassified to profit or loss			
Net gains on financial assets at fair value through other comprehensive income	12	17,743	–
Foreign exchange translation	12	11,662	(21,374)
Total comprehensive income for the year		697,116	9,437
Profit attributable to			
Owners of the Company		667,698	31,235
Non-controlling interests		13	(424)
		667,711	30,811
Total comprehensive income for the year attributable to			
Owners of the Company		697,103	9,861
Non-controlling interests		13	(424)
		697,116	9,437
Earnings per share attributable to owners of the Company (HK cents per share)			
Basic earnings per share	13.1	36.6	1.7
Diluted earnings per share	13.2	36.6	1.7

The notes on pages 68 to 126 are an integral part of these consolidated financial statements.

Consolidated balance sheet

As at 31 December 2025

	Note	2025 HK\$'000	2024 HK\$'000
Non-current assets			
Property, plant and equipment	17	144,717	145,400
Right-of-use assets	18	19,073	31,250
Investment property	19	176,133	173,307
Intangible assets	20	8,539	9,357
Investments in joint ventures	16	420,142	479,666
Deferred tax assets	32	2,084	2,304
Investment in an associate	21	2,243	1,388
Investments	22	1,845,871	1,688,685
Other assets		7,096	6,943
		2,625,898	2,538,300
Current assets			
Investments	22	37,114	60,407
Fees receivable	24	413,219	37,674
Deposits for purchase of investments	25	–	15,614
Amounts receivable on sales of investments		2,831	19,634
Prepayments and other receivables		24,970	26,147
Cash and cash equivalents	26	1,557,925	1,077,437
		2,036,059	1,236,913
Current liabilities			
Distribution fee expenses payable	29	57,357	44,894
Other payables and accrued expenses	30	238,479	71,181
Lease liabilities	33	13,521	12,865
Borrowing	31	1,079	65,941
Tax payable		41,844	148
		352,280	195,029
Net current assets		1,683,779	1,041,884
Non-current liabilities			
Borrowing	31	64,859	–
Lease liabilities	33	6,477	18,559
Accrued expenses		3,361	1,852
		74,697	20,411
Net Assets		4,234,980	3,559,773
Equity			
Equity attributable to owners of the Company			
Issued equity	27	1,326,832	1,326,832
Other reserves	28	8,312	37,645
Retained earnings		2,899,836	2,187,586
		4,234,980	3,552,063
Non-controlling interests		–	7,710
Total equity		4,234,980	3,559,773

On behalf of the Board

LIN Xianghong
Director

NG Chuk Fa, Nikita
Director

The notes on pages 68 to 126 are an integral part of these consolidated financial statements.

Consolidated statement of changes in equity

For the year ended 31 December 2025

	Note	Attributable to owners of the Company					Non-controlling interests HK\$'000	Total equity HK\$'000
		Issued equity HK\$'000	Other reserves HK\$'000	Retained earnings HK\$'000	Total HK\$'000			
As at 1 January 2024		1,326,832	61,998	2,153,868	3,542,698	-	3,542,698	
Profit for the year		-	-	31,235	31,235	(424)	30,811	
Other comprehensive loss								
Foreign exchange translation	28	-	(21,374)	-	(21,374)	-	(21,374)	
Total comprehensive income		-	(21,374)	31,235	9,861	(424)	9,437	
Transactions with owners								
Net reversal of share-based compensation	27, 28	-	(994)	-	(994)	-	(994)	
Partial disposal of a subsidiary	35(b)	-	498	-	498	5,406	5,904	
Capital contributions by non-controlling interests		-	-	-	-	2,728	2,728	
Lapsed/forfeited/exercised share options	28	-	(2,483)	2,483	-	-	-	
Total transactions with owners in their own capacity as owners		-	(2,979)	2,483	(496)	8,134	7,638	
As at 31 December 2024		1,326,832	37,645	2,187,586	3,552,063	7,710	3,559,773	
As at 1 January 2025		1,326,832	37,645	2,187,586	3,552,063	7,710	3,559,773	
Profit for the year		-	-	667,698	667,698	13	667,711	
Other comprehensive income								
Net gains on financial assets at fair value through other comprehensive income	28	-	17,743	-	17,743	-	17,743	
Foreign exchange translation	28	-	11,662	-	11,662	-	11,662	
Total comprehensive income		-	29,405	667,698	697,103	13	697,116	
Transactions with owners								
Share-based compensation	27, 28	-	4,979	-	4,979	-	4,979	
Purchase of non-controlling interest in a subsidiary	25	-	(898)	-	(898)	(4,992)	(5,890)	
Termination of a subsidiary	35(c)	-	-	-	-	(2,731)	(2,731)	
Dividends to owners of the Company		-	-	(18,267)	(18,267)	-	(18,267)	
Lapsed/forfeited/exercised share options	28	-	(62,819)	62,819	-	-	-	
Total transactions with owners in their own capacity as owners		-	(58,738)	44,552	(14,186)	(7,723)	(21,909)	
As at 31 December 2025		1,326,832	8,312	2,899,836	4,234,980	-	4,234,980	

The notes on pages 68 to 126 are an integral part of these consolidated financial statements.

Consolidated cash flow statement

For the year ended 31 December 2025

	Note	2025 HK\$'000	2024 HK\$'000
Cash flows from operating activities			
Net cash used in operations	36	(5,454)	(40,416)
Interest received from cash and cash equivalents		57,950	36,274
Interest received from financial assets at fair value through profit or loss and other comprehensive income		4,084	3,673
Tax paid		(14,156)	(1,625)
Net cash generated from/(used in) operating activities		42,424	(2,094)
Cash flows from investing activities			
Purchase of property, plant and equipment and intangible assets		(3,005)	(1,006)
Purchase of investments		(675,013)	(330,352)
Disposal of a subsidiary	35(a)	–	4,528
Disposal of investments		883,294	671,971
Capital injection in an associate		(1,437)	–
Deposits for purchase of investments		15,614	11,353
Distributions from investments		62,933	52,198
Dividends received from investments		13,783	11,417
Distributions and net change in shareholders' loans on joint ventures		179,499	33,801
Net cash generated from investing activities		475,668	453,910
Cash flows from financing activities			
Dividends paid		(18,267)	(913,355)
Principal and interest elements of lease payments		(14,798)	(17,042)
Repayment of borrowing		(1,078)	(1,134)
Interest paid on borrowing		(3,890)	(5,547)
Partial disposal of a subsidiary	35(b)	–	5,904
Purchase of non-controlling interest in a subsidiary	35(b)	(5,890)	–
Net cash used in financing activities		(43,923)	(931,174)
Net increase/(decrease) in cash and cash equivalents		474,169	(479,358)
Net foreign exchange differences on cash and cash equivalents		6,319	(2,090)
Cash and cash equivalents at beginning of the year		1,077,437	1,558,885
Cash and cash equivalents at end of the year		1,557,925	1,077,437

The notes on pages 68 to 126 are an integral part of these consolidated financial statements.

Notes to the consolidated financial statements

For the year ended 31 December 2025

1 General Information

Value Partners Group Limited (the “Company”) was incorporated in the Cayman Islands on 10 November 2006 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office and its principal place of business are Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and 43rd Floor, The Center, 99 Queen’s Road Central, Hong Kong, respectively.

The Company acts as an investment holding company. The activities of its principal subsidiaries are disclosed in Note 15. The Company and its subsidiaries (together, the “Group”) principally provides investment management services to investment funds and managed accounts. The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).

These consolidated financial statements are presented in thousands of Hong Kong dollars (HK\$’000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 17 March 2026.

2 Summary of Material Accounting Policies

The material accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with all applicable HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investments and investment property.

The preparation of consolidated financial statements in conformity with HKFRS Accounting Standards requires the use of accounting estimates. It also requires the directors to exercise their judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 3.

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 period commencing 1 January 2025:

- Amendments to HKAS 21 – Lack of Exchangeability

New standards issued but are not effective for the financial year beginning 1 January 2025 and have not been early adopted

- Amendments to the Classification and Measurement of Financial Instruments – Amendments to HKFRS 9 and HKFRS 7 (effective for annual periods beginning on or after 1 January 2026)
- Annual Improvements to HKFRS Accounting Standards – Volume 11 (effective for annual periods beginning on or after 1 January 2026)
- HKFRS 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after 1 January 2027)
- HKFRS 19 Subsidiaries without Public Accountability (effective for annual periods beginning on or after 1 January 2027)

The Group will adopt the new and amended standards when they become effective. The Group is currently assessing the related impact of adopting the above new and amended standards to the consolidated financial statements of the Group.

Notes to the consolidated financial statements

For the year ended 31 December 2025

2 Summary of Material Accounting Policies (continued)

2.2 Principles of consolidation and equity accounting

(a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

De-facto control of an entity may arise from circumstances where the Group does not have more than 50% of the voting power but it has the practical ability to direct the relevant activities of the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognized in assets are also eliminated.

(b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control, generally accompanying a shareholding of between 20% and 50% of the voting rights.

Profits and losses resulting from upstream and downstream transactions between the Group and its associates are recognized in the Group's consolidated financial statements only to the extent of unrelated investor's interests in the associates.

The Group has invested in certain investment funds that it manages or advises. As an investment manager or investment advisor, the Group may put seed capital in investment funds that it manages or advises in order to facilitate their launch. The purpose of seed capital is to ensure that the investment funds can have a reasonable starting fund size to operate and to build track record. The Group may subsequently vary the holding of these seed capital investments depending on the market conditions and various other factors. The Group has applied the measurement exemption within HKAS 28 "Investments in Associates and Joint Ventures" for mutual funds, unit trusts and similar entities and such investments are classified as financial assets at fair value through profit or loss ("FVPL").

(c) Joint arrangements

The Group has applied HKFRS 11 to all joint arrangements. Under HKFRS 11, investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method (see (d) below), after initially being recognized at cost in the consolidated balance sheet.

(d) Equity method

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses and movements in other comprehensive income of the investee in profit or loss and other comprehensive income, respectively. Dividends received or receivable from associates or joint ventures are recognized as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Notes to the consolidated financial statements

For the year ended 31 December 2025

2 Summary of Material Accounting Policies (continued)

2.2 Principles of consolidation and equity accounting (continued)

(d) Equity method (continued)

Unrealized gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.9(a).

(e) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRS Accounting Standards.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

(f) Structured entities

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only, and the relevant activities are directed by means of contractual arrangements. A structured entity often has restricted activities and a narrow and well defined objective, such as to provide investment opportunities for investors by passing on risks and rewards associated with the assets of the structured entity. Consequently, investment funds are considered as "structured entities".

Notes to the consolidated financial statements

For the year ended 31 December 2025

2 Summary of Material Accounting Policies (continued)

2.3 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes directly attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets.

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, makes strategic decisions.

2.5 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of comprehensive income. Foreign exchange gains and losses that relate to financial assets at fair value through other comprehensive income ("FVOCI") are recognized as other comprehensive income.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of comprehensive income, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of comprehensive income on a net basis within other gains/losses. Foreign translation difference on the amortised cost of debt investments at FVOCI shall be recognised in profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at FVPL are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as FVOCI are recognised in other comprehensive income.

Notes to the consolidated financial statements

For the year ended 31 December 2025

2 Summary of Material Accounting Policies (continued)

2.5 Foreign currency translation (continued)

(c) Translation from functional currency to presentation currency

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognized in other comprehensive income.

(d) Disposal of foreign operation

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, loss of joint control over a joint arrangement that includes a foreign operation, or loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the company are reclassified to profit or loss.

2.6 Property, plant and equipment

Property, plant and equipment, comprising leasehold improvements, furniture and fixtures, office equipment and vehicles, are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost over their estimated useful lives, or in the case of leasehold improvements, the shorter lease terms as follows:

Property	Up to thirty two years
Leasehold improvements	Up to three years
Furniture and fixtures	Five years
Office equipment	Three years
Vehicles	Three years

The assets' useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains or losses on disposals are determined by comparing proceeds with carrying amounts and are recognized in profit or loss.

Notes to the consolidated financial statements

For the year ended 31 December 2025

2 Summary of Material Accounting Policies (continued)

2.7 Intangible assets

(a) Computer software

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives (five years).

Costs associated with maintaining computer software programmes are recognized as an expense as incurred. Costs that are directly associated with the development of identifiable and unique software products controlled by the Group, and that will probably generate economic benefits exceeding costs beyond one year, are recognized as intangible assets. Computer software development costs recognized as assets are amortized over their estimated useful lives (not exceeding five years).

(b) Others

Intangible assets acquired separately are measured on initial recognition at cost. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortized over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortized. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

2.8 Investment properties

Investment properties, principally comprising freehold land and buildings, are held for long-term rental yields or for capital appreciation or both, and are not occupied by the Group. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. Subsequently, they are carried at fair value. Changes in fair value are presented in profit or loss as part of other gains/losses. The functional currency of the subsidiary holding the investment property in New Zealand is New Zealand dollar and the foreign exchange gains or losses from translation differences are recognized in other comprehensive income. Please refer to Note 2.5(c) for details.

2.9 Impairment

(a) Impairment of intangible assets and other non-financial assets

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently, if events or changes in circumstances indicate that they might be impaired. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. An impairment loss is recognized for the amount by which an asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Notes to the consolidated financial statements

For the year ended 31 December 2025

2 Summary of Material Accounting Policies (continued)

2.9 Impairment (continued)

(b) Impairment of financial assets

The Group recognizes a loss allowance for expected credit losses (“ECL”) for the financial assets measured at amortized cost (including cash and cash equivalents and fees receivable) and financial assets measured at FVOCI.

For fees receivable, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

Financial assets measured at FVPL are not subject to ECL assessment.

Financial assets at FVOCI and financial assets at amortised cost except fees receivables are subject to impairment under the general approach permitted by HKFRS 9. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held where applicable or other credit enhancements that are integral to the contractual terms. For further details refer to Note 4.1(d).

2.10 Investments and other financial assets

Classification

The Group may classify its financial assets in the following measurement categories: those to be measured subsequently at FVPL, at FVOCI and at amortized cost. The classification depends on the Group’s business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI. The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Recognition and derecognition

Regular way purchases and sales of financial assets are recognized on the trade-date – the date on which the Group commits to purchase or sell the financial assets. They are initially recognized at fair value plus transaction costs for all financial assets not carried at FVPL. Financial assets carried at FVPL are initially recognized at fair value, and transaction costs are expensed in profit or loss. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Measurement

At initial recognition, the Group measures a financial asset at its fair value. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

The fair value of financial instruments traded in active markets (such as listed equity securities and listed investment funds) are based on last traded prices at the close of trading on the reporting date. An active market is a market in which transactions for the instruments take place with sufficient frequency and volume to provide pricing information on an ongoing basis. When trading of an listed security is suspended, the investment is valued at the Group’s estimate of its fair value.

Notes to the consolidated financial statements

For the year ended 31 December 2025

2 Summary of Material Accounting Policies (continued)

2.10 Investments and other financial assets (continued)

Measurement (continued)

Debt securities are fair valued based on quoted prices inclusive of accrued interest. The fair value of debt securities not quoted in an active market may be determined by the Group using reputable pricing sources (such as pricing agencies) or indicative prices from bond/debt market makers. Broker quotes as obtained from the pricing sources may be indicative and not executable or binding. The Group would exercise judgement and estimates on the quantity and quality of pricing sources used. Where no market data is available, the Group may value the debt securities using its own models, which are usually based on valuation methods and techniques generally recognized as standard within the industry. Refer to Note 4.3 for the details of the valuation techniques used.

Equity instruments

Unlisted investment funds are stated at fair value based on the net asset values of the respective funds obtained from the relevant fund administrators. When the net asset values of an investment fund is not executable, the Group reviews the valuations of the underlying investments to assess the appropriateness of the net asset value as provided by the relevant fund administrator. Refer to Note 4.3 for details.

- FVPL: The Group subsequently measures the equity instruments at FVPL. Changes in the fair value of the financial assets at FVPL are recognized in other gains/losses in the consolidated statement of comprehensive income. Dividends from such investments continue to be recognized in profit or loss as other income when the Group's right to receive payments is established.
- FVOCI: Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at FVOCI when they meet the definition of equity under HKAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Changes in the fair value of the FVOCI are recognized in other comprehensive income in the consolidated statement of comprehensive income. Gains and losses on these financial assets are never recycled to the profit or loss. Dividends are recognised as net investment gains when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income.
- Equity instruments are not subject to impairment assessment.
- Changes in the fair value of the financial assets at FVPL are recognized in other gains/losses in the consolidated statement of comprehensive income.
- Dividends from such investments continue to be recognized in profit or loss as other income when the Group's right to receive payments is established.

Notes to the consolidated financial statements

For the year ended 31 December 2025

2 Summary of Material Accounting Policies (continued)

2.10 Investments and other financial assets (continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortized cost:** Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortized cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other gains/losses together with foreign exchange gains and losses.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses on amortised cost of the financial asset, which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss and recognized in other gains/losses. Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in the profit or loss and other comprehensive income.
- **FVPL:** Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL (excluding the interest component) is recognized in profit or loss and presented net within other gains/losses in the period in which it arises. Interest component, i.e. the interest accrual which is calculated using the coupon rate, is reported as interest income in other income in the consolidated statement of comprehensive income.

Transfers between levels of the fair value measurement hierarchy are recognized as of the date of the event or change in circumstances that caused the transfer.

Investments held-for-sale

Investments are classified as held-for-sale when their carrying amount are to be recovered principally through a sale transaction or dilution and the sale and dilution is considered as highly probable.

2.11 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.12 Fees receivable

Fees receivable are initially recognized at the amount of consideration that is unconditional unless they contain significant financial components, when they are recognized at fair value, and subsequently measured at amortized cost using the effective interest method.

Notes to the consolidated financial statements

For the year ended 31 December 2025

2 Summary of Material Accounting Policies (continued)

2.13 Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalent are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.14 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or share options are shown in equity as a deduction from the proceeds. The consideration paid, including any directly attributable incremental costs (net of income taxed), for the repurchase of the Company's equity instruments, is deducted directly in equity.

2.15 Current and deferred tax

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted by the reporting date in the jurisdictions where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred tax asset is realized or the deferred tax liability is settled.

Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

Deferred tax liabilities are provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary differences will not reverse in the foreseeable future.

Notes to the consolidated financial statements

For the year ended 31 December 2025

2 Summary of Material Accounting Policies (continued)

2.16 Revenue recognition

Income is classified by the Group as revenue when it arises from the provision of services in the ordinary course of the Group's activities.

The Group recognizes revenue when or as it satisfies a performance obligation by transferring promised services (assets) to the customers in an amount to which the Group expects to be entitled in exchange for those services. Assets are transferred when or as the customer obtains control of those assets. The Group includes variable consideration in revenue when it is no longer highly probable of significant reversal – when the associated uncertainty is resolved. For some contracts with customers, the Group has discretion to involve a third party in providing services to the customer. Generally, the Group is deemed to be the principal in these arrangements because the Group controls the promised services before they are transferred to customers, and accordingly presents the revenue gross of related costs.

(a) Fee income from investment management activities

Management fees are recognized as the services are performed over time and are primarily based on agreed upon percentage of the net asset values of the investment funds and managed accounts.

Performance fees are recognized on the performance fee valuation day of the investment funds and managed accounts when there is a positive performance for the relevant performance period and it is determined that they are no longer highly probable of significant reversal in a subsequent period, taking into consideration the relevant basis of calculation for the investment funds and managed accounts.

(b) Fee income from fund distribution services

Front-end fees relating to the distribution services are recognized when the services are performed.

(c) Interest and dividend income

Interest income from financial assets at FVPL is included in the net fair value gains/(losses) on these assets. Interest income on financial assets at amortised cost and on financial assets at FVOCI calculated using the effective interest method is recognised in other income. Dividend income is recognized in other income when the right to receive payment is established.

2.17 Distribution fee expenses

Distribution fee expenses represent rebates of management fee, performance fee and front-end fee income by the Group to the distributors for selling its products. Distribution fee expenses are recognized when or as the Group satisfies a performance obligation by transferring promised services (assets) to the customers in an amount of corresponding management fees, performance fees and front-end fees the Group expected to be entitled in exchange for those services.

Notes to the consolidated financial statements

For the year ended 31 December 2025

2 Summary of Material Accounting Policies (continued)

2.18 Compensation and benefits

(a) Bonus

The Group recognizes an expense and a liability for bonuses taking into consideration the profit attributable to owners of the Company and also certain adjustments. The Group has a deferred bonus plan for certain eligible employees that allows such employees to receive bonus amounts in cash or in shares of nominated company funds managed by the Group with the fluctuations in share value earned/borne by the relevant employees. Amounts to be distributed under the bonus plans are expensed over the vesting period based on the estimated payout amount. The Group recognizes a liability where contractually obliged or where there is a past practice that has created a constructive obligation.

(b) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the share options is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the share options granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions; and
- including the impact of any non-vesting conditions.

Non-market vesting conditions are included in assumptions about the number of share options that are expected to vest. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of share options that are expected to vest based on the non-market vesting conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

When the share options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

The grant by the Company of options over its equity instruments to the employees of subsidiaries in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognized over the vesting period as an increase to investments in subsidiaries, with a corresponding credit to equity. In the same financial period, the Company makes a recharge to the subsidiaries in respect of share options granted to the subsidiaries' employees.

(c) Pension obligations

The Group participates in various pension schemes which are defined contribution plans generally funded through payments to trustee-administered funds. The Group pays contributions to the pension schemes on a mandatory basis. The Group has no legal or constructive obligations to pay further contributions if the pension schemes do not hold sufficient assets to pay all employees the benefits relating to employee services in the current and prior periods. The contributions are recognized as compensation and benefit expenses when they are due.

(d) Other employee benefits

Short-term employee benefit costs are charged in the period to which the employee services relate. Employee entitlements to annual leave and long-service leave are recognized when they accrue to employees. An accrual is made for the estimated liability for annual leave and long-service leave as a result of services rendered by employees up to the reporting date.

Notes to the consolidated financial statements

For the year ended 31 December 2025

2 Summary of Material Accounting Policies (continued)

2.19 Borrowing

Borrowing is initially recognized at fair value, net of transaction costs incurred. Borrowing is subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowing is removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

2.20 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

2.21 Leases

The Group leases various offices, carpark and equipment. Rental contracts are typically made for fixed periods of 1 to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable; and
- variable lease payment that are based on an index or a rate.

Notes to the consolidated financial statements

For the year ended 31 December 2025

2 Summary of Material Accounting Policies (continued)

2.21 Leases (continued)

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise small items of office equipment.

Lease income from operating leases where the Group is a lessor is recognized in income on a straight-line basis over the lease term.

2.22 Dividend distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's and the Company's financial statements in the period in which the dividends are recommended by the Company's directors and approved by the Company's shareholders.

2.23 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognized because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognized but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognized as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognized but is disclosed in the notes to the consolidated financial statements, where necessary, when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognized.

2.24 Comparative figures

Certain comparative figures have been reclassified to conform with the current year's presentation.

Notes to the consolidated financial statements

For the year ended 31 December 2025

3 Critical Accounting Estimates and Judgements

3.1 Valuation of investment properties held directly or through the Group's investments

The Group holds investment properties directly and through Value Partners Asia Pacific Real Estate Limited Partnership (the "Real Estate Partnership"). With the assistance of relevant external valuation specialists, the Group estimates fair value primarily by adopting the recent transacted prices or the market approach. If information on current or recent comparable market transactions of investment properties is not available, the fair value of investment properties are determined by using income approach and residual valuation techniques. The Group uses assumptions that are mainly based on current market conditions or proposed development plan for the highest and best use of the property at the year end. The valuations are carried out by considering market information or data from a variety of sources including:

- (i) Recently transacted prices of similar properties in the market. Valuation adjustments will be made to comparable transactions to reflect factors such as differences in time, location, building condition, age, size and view from the building. This is commonly known as the direct comparison method; and
- (ii) Market yields of similar properties, which will be adjusted and adopted as capitalization rates for deriving the capital values of income producing properties. This is commonly known as the income approach. The capital values of income producing properties can also be derived from discounted cash flow projections (based on estimates of future cash flows derived from the terms of any existing lease and other contracts, and from external evidence such as current market rentals for similar properties in the comparable location) with appropriate discount rates (which reflect current market risks of the uncertainty in the amount and timing of the cash flows).

The significant assumptions used in the estimation of fair value are those related to receipt of contractual rentals, expected future market rentals, vacancy periods and discount rates. The valuations are regularly reviewed and compared to actual market yield data, and actual transactions reported and known from the market. Relevant taxes are considered as part of valuation assumptions for estimation of fair value of the investment properties and reflected as part of the valuation of the investment properties.

3.2 Valuation of investments classified as level 3 in the fair value hierarchy

The Group holds financial instruments that are not traded or quoted in active markets. The Group uses its judgement to select the appropriate methods and make assumptions based on market conditions existing at the end of each reporting period to estimate the fair value of such financial instruments classified as level 3 in the fair value hierarchy. Valuation techniques include the market approach using prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities such as net asset values as provided by fund administrators, recent transacted price and discounted cash flow approach which utilizes inputs such as projected cash flow and discount rate. The Group would exercise judgement and estimates on the quantity and quality of pricing sources used. Where no market data is available, the Group may value positions using its own models. Although best estimate is used in estimating fair value, there are inherent limitations in any valuation technique. Estimated fair value may differ from the values that would have been used if a readily available market existed.

Notes to the consolidated financial statements

For the year ended 31 December 2025

4 Financial Risk Management

4.1 Financial risk factors

The Group's activities in relation to financial instruments expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall financial risk management programme focuses on the analysis, evaluation and management of financial risks and seeks to minimize potential adverse effects on the Group's financial performance.

(a) Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various foreign currency exposures, primarily with respect to United States dollars. As the Hong Kong dollar is pegged to the United States dollars, the Group believes the exposure of transactions denominated in United States dollars which are entered into by the Group with a functional currency of Hong Kong dollar to be insignificant.

Foreign exchange risk arises from recognised assets and liabilities which are denominated in a currency that is not the entity's functional currency. The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensure that the net exposure to foreign exchange risk is kept to an acceptable level from time to time. The Group is presently not using any forward exchange contracts to hedge against foreign exchange risk as management considers its exposure minimal.

The following table shows the approximate changes in the Group's post-tax profit for the year and equity in response to reasonable possible change in the foreign exchange rates to which the Group has significant exposure as at 31 December, with all other variables held constant.

	Change		Impact on post-tax profit		Impact on other comprehensive income	
	2025	2024	2025	2024	2025	2024
			HK\$'000	HK\$'000	HK\$'000	HK\$'000
Australian dollar	+/- 6%	+/- 6%	+/- 378	+/- 931	-	-
Japanese yen	+/- 9%	+/- 10%	+/- 246	+/- 338	-	-
Renminbi	+/- 4%	+/- 5%	+/- 359	+/- 716	+/- 2,422	+/- 6,584

Refer to Notes 22, 24, 26, 29, 30 and 31 for additional disclosures on foreign exchange exposure.

(b) Interest rate risk

Cash flow interest rate risk

The Group's cash flow interest rate risk arises primarily from cash and cash equivalents and borrowing, which are interest-bearing at variable rates. The management monitors the interest rate exposure on a continuous basis and adjust the portfolio of bank saving balances, bank deposits and borrowing when necessary. As at 31 December 2025, if interest rates had been 75 basis points (2024: 100 basis points) (these represent a reasonable possible shift in the interest rates, having regard to the historical volatility of the interest rates) higher/lower with all other variables held constant, post-tax profit and equity for the year would have been HK\$10,639,000 higher/lower (2024: HK\$8,593,000 higher/lower). The sensitivity analysis for the years ended 31 December 2025 and 2024 was primarily arising from the increase/decrease in interest income on cash and cash equivalents and interest expense on borrowing.

Notes to the consolidated financial statements

For the year ended 31 December 2025

4 Financial Risk Management (continued)

4.1 Financial risk factors (continued)

(b) Interest rate risk (continued)

Fair value interest rate risk

The Group's fair value interest rate risk arises primarily from the debt securities at fair value through profit or loss and at fair value through other comprehensive income. As at 31 December 2025, if interest rates had been 75 basis points (these represent a reasonable possible shift in the interest rates, having regard to the historical volatility of the interest rates) higher/lower with all other variables held constant, the Group's net assets would have been HK\$5,464,000 lower/higher.

(c) Price risk

The Group is exposed to equity securities price risk in respect of investments held by the Group, which comprises investments in certain investment funds that it manages as seed capital and other investments in listed and unlisted equity securities and investment funds.

The table below summarizes the impact of increases or decreases in the markets in which the Group's investments operate. For the purpose of measuring sensitivity of the Group's investments against markets, the Group uses the correlation between the price movements of the MSCI China Index and the Group's investments because the Group's investments mainly focus on the Greater China equities market and the directors consider that the MSCI China Index is a well-known index representing the universe of opportunities for investments in the Greater China equities market available to non-domestic investors.

The analysis is based on the assumption that the index had increased or decreased by the stated percentages (these represent a reasonable possible shift in the index, having regard to the historical volatility of the index) with all other variables held constant and fair value of the Group's investments changed according to the historical correlation with the index.

	Change		Impact on post-tax profit		Impact on other comprehensive income	
	2025	2024	2025	2024	2025	2024
			HK\$'000	HK\$'000	HK\$'000	HK\$'000
MSCI China Index	+/- 20%	+/- 20%	+/- 99,033	+/- 64,733	+/- 22,759	-

Post-tax profit for the year would increase or decrease as a result of gains or losses on investments classified as financial assets at fair value through profit or loss. Refer to Note 22 for additional disclosures on price risk.

In addition to securities price risk in respect of investments held by the Group, the Group is also exposed to price risk indirectly in respect of management fee and performance fee income which are determined with reference to the net asset value and performance of the investment funds and managed accounts respectively.

(d) Credit risk

Credit risk arises from cash and cash equivalents, deposits with brokers, time deposits, related interest receivable placed with banks and financial institutions. Credit risk also arises from credit exposures with respect to the investment funds and managed accounts on the outstanding fees receivable. The Group earns fees from investment management activities and fund distribution activities from the investment funds and managed accounts.

Credit risk is managed on a group basis and the credit quality of the counterparty is assessed, taking into account its financial position, past experience and other factors.

Notes to the consolidated financial statements

For the year ended 31 December 2025

4 Financial Risk Management (continued)

4.1 Financial risk factors (continued)

(d) Credit risk (continued)

Cash

The table below summarizes the credit quality (as illustrated by credit rating) of cash and cash equivalents, deposits with brokers, time deposits and related interest receivable placed with banks.

	2025 HK\$'000	2024 HK\$'000
AA+	1,440,869	821,868
AA-	73,665	134,536
A+	-	4,470
A	16,020	16,491
A-	27,278	94,510
BBB+	-	5,608
BBB	1	-
Unrated	152	382
	1,557,985	1,077,865

Fees receivable

As at 31 December 2025, fees receivable including management fees, performance fees and front-end fees from the five major investment funds and managed accounts amounted to HK\$401,812,000 (2024: HK\$28,655,000), which accounted for 97% (2024: 76%) of the total outstanding balance. Refer to Note 24 for additional disclosures on credit risk.

Impairment of financial assets

Fees receivable, financial assets at fair value through other comprehensive income, other receivables and shareholder loans to joint ventures are subject to the expected credit loss model. While cash balances are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

Financial assets at fair value through other comprehensive income apply the HKFRS 9 general approach to measure expected credit losses. General approach expected credit losses are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, expected credit losses are provided for credit losses resulted from default events that are possible within the next 12 months ("a 12-month expected credit loss"). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default ("a lifetime expected credit loss").

At each reporting date, the Group assesses whether the credit risk on a financial asset has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

As at 31 December 2025 and 2024, the identified impairment loss for the financial assets at fair value through other comprehensive income was immaterial.

Notes to the consolidated financial statements

For the year ended 31 December 2025

4 Financial Risk Management (continued)

4.1 Financial risk factors (continued)

(d) Credit risk (continued)

Impairment of financial assets (continued)

The Group applies the HKFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all fees receivable.

To measure the expected credit losses, fees receivable have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of fees receivable over a period of 36 months before 31 December 2025 or 31 December 2024 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Based on the Group's past experience in collecting the outstanding fees receivable, the chance of unsuccessful collection of fees receivable and other receivables were minimal. The Group considered that the expected loss rates for fees receivable are minimal, and no loss allowance is recognized based on such assessment.

Fees receivable and other receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 120 days past due.

Impairment losses on fees receivable and other receivables are presented as net impairment losses within profit or loss. Subsequent recoveries of amounts previously written off are credited against the same line item. No impairment losses on fees receivable and other receivables was recognized as at 31 December 2025 and 31 December 2024.

(e) Liquidity risk

The Group manages liquidity risk by maintaining a sufficient amount of liquid assets to ensure daily operational requirements are fulfilled. As at 31 December 2025, the Group held liquid assets of HK\$1,557,925,000 (2024: HK\$1,077,437,000), being cash and cash equivalents, that are expected to readily generate cash inflows for managing liquidity risk.

The tables below analyze the group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts in the table are the contractual undiscounted cash flows.

	2025		2024	
	Less than 1 year HK\$'000	Between 1 and 5 years HK\$'000	Less than 1 year HK\$'000	Between 1 and 5 years HK\$'000
Liabilities				
Distribution fee expenses payable	(57,357)	-	(44,894)	-
Other payables and accrued expenses	(241,840)	-	(14,717)	-
Borrowings	(1,129)	(67,911)	(70,464)	-
Lease liabilities	(14,382)	(6,491)	(14,563)	(19,450)
	(314,708)	(74,402)	(144,638)	(19,450)

Notes to the consolidated financial statements

For the year ended 31 December 2025

4 Financial Risk Management (continued)

4.2 Capital risk management

The Group's objectives in managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce liabilities. The Group monitors capital on the basis of total equity as shown in the consolidated balance sheet. The Group's strategy is to maintain a solid capital base to support the operations and development of its business in the long term.

Under the term of the property-pledged borrowing, the Group is required to comply with certain financial covenants. The Group has complied with the covenants of the borrowing throughout the year.

Sensible Asset Management Hong Kong Limited, Value Partners Hong Kong Limited, Value Partners Limited and Value Partners Private Equity Limited, wholly owned subsidiaries of the Group, are licensed to carry out regulated activities under the Hong Kong Securities and Futures Ordinance ("SFO"). These regulated entities are subject to and complied with the paid-up capital and liquid capital requirements under the SFO during the years ended 31 December 2025 and 2024.

Value Partners Asset Management Singapore Pte. Ltd, a wholly owned (2024: 70.01% owned) subsidiary of the Group, holds a Capital Market Services License for Fund Management issued by the Monetary Authority of Singapore under the Securities and Futures Act ("SFA"). The entity is subject to and complied with the paid-up capital and liquid capital requirements under SFA during the years ended 31 December 2025 and 2024.

Value Partners Fund Management (Shanghai) Limited, a wholly owned subsidiary of the Group, has been registered with the Asset Management Association of China ("AMAC") as a private funds management firm on 18 November 2015. The entity is subject to and complied with the capital adequacy requirements under the AMAC during the years ended 31 December 2025 and 2024.

Value Partners Investment Management (Shanghai) Limited, a wholly owned subsidiary of the Group, has been registered with the AMAC as a private securities fund management firm for domestic investment on 9 November 2017. The entity is subject to and complied with the capital adequacy requirements under the AMAC during the years ended 31 December 2025 and 2024.

Value Partners Private Equity Investment (Shen Zhen) Limited, a wholly owned subsidiary of the Group, has been registered with the AMAC as a private equity funds management firm on 22 May 2018. The entity is subject to and complied with the paid-up capital requirements under the AMAC during the years ended 31 December 2025 and 2024.

Notes to the consolidated financial statements

For the year ended 31 December 2025

4 Financial Risk Management (continued)

4.2 Capital risk management (continued)

	Types of regulated activities ^(b)
Sensible Asset Management Hong Kong Limited ^(a)	Types 4 and 9
Value Partners Hong Kong Limited ^(a)	Types 1, 2, 4, 5 and 9
Value Partners Limited ^(a)	Types 1, 2, 4, 5 and 9
Value Partners Private Equity Limited ^(a)	Types 4 and 9
Value Partners Asset Management Singapore Pte. Ltd	Capital Market Services for Fund Management
Value Partners Fund Management (Shanghai) Limited	Private Funds Management for Overseas Investment
Value Partners Investment Management (Shanghai) Limited	Private Securities Fund Management for Domestic Investment
Value Partners Private Equity Investment (Shen Zhen) Limited	Private Equity Funds Management which includes Qualified Foreign Limited Partnership for domestic investment ("QFLP") and Qualified Domestic Investment Enterprise ("QDIE") for overseas investment

(a) The regulated entities are subject to specified licensing conditions.

(b) The types of SFO regulated activities are as follows:

Type 1: Dealing in securities

Type 2: Dealing in futures contracts

Type 4: Advising on securities

Type 5: Advising on futures contracts

Type 9: Asset management

(c) Sensible Asset Management Limited ceased to carry out the regulated activities under SFO since 31 January 2025 and was deregistered during the year.

(d) On 14 November 2025, Value Partners (UK) Limited ceased to conduct any regulated activities under the Financial Conduct Authority.

4.3 Fair value estimation

The following table presents the Group's financial instruments that are measured at fair value at the end of the reporting period by level of the fair value measurement hierarchy.

	Level 1		Level 2		Level 3		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Cash and cash equivalents (Note 26)								
Investments in money market instruments	506,827	-	934,042	821,868	-	-	1,440,869	821,868
Investments (Note 22)								
Listed securities								
Equity securities	151,730	-	-	-	-	-	151,730	-
Debt securities	-	59,580	222,269	-	-	-	222,269	59,580
Investment funds	192,686	453,228	-	-	-	-	192,686	453,228
Unlisted securities								
Equity securities	-	-	-	-	9,791	9,778	9,791	9,778
Investment funds	-	-	1,274,717	1,208,504	31,792	18,002	1,306,509	1,226,506
Sub-total	851,243	512,808	2,431,028	2,030,372	41,583	27,780	3,323,854	2,570,960

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. The quoted market price used for the financial assets held by the Group is the last traded price up to the balance sheet date. These instruments are included in level 1.

Notes to the consolidated financial statements

For the year ended 31 December 2025

4 Financial Risk Management (continued)

4.3 Fair value estimation (continued)

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques, which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Quoted bid prices (or net asset values) provided by fund administrators for unlisted investment funds. These investment funds invest substantially in private debt investments and private equities.
- Other techniques, such as recent arm's length transactions, discounted cash flow analysis or reference to other instruments that are substantially the same, for the remaining financial instruments.

The following table presents the movement of level 3 instruments.

	Year ended 31 December 2025			Year ended 31 December 2024		
	Unlisted securities – investment funds HK\$'000	Unlisted securities – equity securities HK\$'000	Total HK\$'000	Unlisted securities – investment funds HK\$'000	Unlisted securities – equity securities HK\$'000	Total HK\$'000
As at 1 January	18,002	9,778	27,780	66,492	5,200	71,692
Addition	14,036	-	14,036	-	2,610	2,610
Transfer	-	-	-	(6,962)	-	(6,962)
Return of capital	(2,946)	-	(2,946)	(35,016)	-	(35,016)
Gains/(losses) recognized in profit or loss and included in net gains/(losses) on investments	2,700	13	2,713	(6,512)	1,968	(4,544)
As at 31 December	31,792	9,791	41,583	18,002	9,778	27,780
Change in unrealized gains/(losses) for level 3 instruments held at year end and included in profit or loss and net gains/(losses) on investments	2,700	13	2,713	(6,512)	1,968	(4,544)

As at 31 December 2025, the level 3 instruments include three (2024: two) investment funds and one (2024: one) unlisted equity security (Note 22).

The Group uses its judgement to select appropriate methods and make assumptions based on market conditions existing at the end of each reporting period.

As at 31 December 2025 and 2024, the investment funds were stated with reference to the net asset value provided by the respective administrators of the investment funds.

During the year ended 31 December 2025, the addition of HK\$14,036,000 represented capital contributions to two new investment funds. During the year ended 31 December 2024, the addition of HK\$2,610,000 represented a capital contribution to an existing unlisted equity security.

Notes to the consolidated financial statements

For the year ended 31 December 2025

4 Financial Risk Management (continued)

4.3 Fair value estimation (continued)

During the year ended 31 December 2025, an investment fund was terminated.

During the year ended 31 December 2024, there was a transfer from level 3 to level 2 of an investment fund of HK\$6,962,000 due to resumption of listing of a previously suspended listed security in the investment fund.

During the year ended 31 December 2025, there was return of capital from two unlisted investment funds of HK\$2,946,000. During the year ended 31 December 2024, there was return of capital from two unlisted investment funds of HK\$35,016,000.

For those closed-ended level 3 investment funds, the Group reviews the valuations of the underlying investments held by the respective investment funds to assess the appropriateness of the net asset values as provided by the fund administrators, and may make adjustments as appropriate.

As at 31 December 2025, the unlisted equity security of HK\$9,791,000 (31 December 2024: HK\$9,778,000) was valued at its recent transaction price.

The maturities of fees receivable, amounts receivable on sales of investments, other receivables, deposits with brokers, cash and cash equivalents and other financial liabilities are within one year, and the carrying value approximates their respective fair value.

5 Segment Information

The Board of Directors reviews the Group's internal financial reporting and other information and also obtains other relevant external information in order to assess performance and allocate resources and identify operating segments accordingly.

The Group determines its operating segments based on the information reviewed by the Board of Directors, which is used to make strategic decisions. The Board of Directors evaluates the business from a product perspective.

The Group identified one reportable segment – asset management business as at 31 December 2025 and 2024. The asset management business is the Group's core business. It derives revenues from investment management services to investment funds and managed accounts.

The Board of Directors assesses the performance of the operating segments based on a measure of profit before tax.

The revenue, profit before tax, total assets and total liabilities reported to the Board of Directors are measured in a manner consistent with that in the consolidated financial statements. These assets are allocated based on the operations of the segment.

The Company is domiciled in the Cayman Islands with the Group's major operations in the Greater China. The revenue from external customers mainly arises from the Greater China region. The Board of Directors considers that main assets of the Group are located in Hong Kong.

Revenues of approximately HK\$65,199,000 (2024: HK\$61,902,000) are derived from a single external customer of the asset management business segment.

Notes to the consolidated financial statements

For the year ended 31 December 2025

6 Fee Income

Fee Income consists of fees from investment management activities and fund distribution activities.

	2025 HK\$'000	2024 HK\$'000
Management fees	410,908	397,352
Performance fees	374,263	12,306
Front-end fees	136,959	57,150
Total fee income	922,130	466,808

7 Other Income

	2025 HK\$'000	2024 HK\$'000
Net gains on investments in money market instruments	54,522	22,857
Interest income from financial assets at fair value through profit or loss	1,447	3,344
Interest income from financial assets at fair value through other comprehensive income	5,261	–
Interest income on cash at banks and in hand	3,061	12,076
Dividend income on financial assets at fair value through profit or loss	9,324	13,617
Dividend income on financial assets at fair value through other comprehensive income	4,477	–
Rental income from an investment property (Note 19)	11,916	12,454
Others	5,543	3,412
Total other income	95,551	67,760

8 Compensation and Benefit Expenses

	2025 HK\$'000	2024 HK\$'000
Salaries, wages, bonus and other benefits	335,629	221,498
Share-based compensation/(Net reversal of share-based compensation) (Notes 27 and 28)	4,979	(994)
Pension costs	5,634	6,950
Total compensation and benefit expenses	346,242	227,454

8.1 Pension costs – mandatory provident fund scheme

There were no forfeited contributions utilized during the years ended 31 December 2025 and 2024.

As at 31 December 2025 and 2024, no contributions were payable to the mandatory provident fund scheme.

Notes to the consolidated financial statements

For the year ended 31 December 2025

8 Compensation and Benefit Expenses (continued)

8.2 Five highest-paid individuals

The five highest-paid individuals of the Group during the year ended 31 December 2025 included one (2024: two) director(s) whose emoluments are reflected in the analysis shown in Note 39. Details of the remuneration of the remaining highest-paid individuals are as follows:

	2025 HK\$'000	2024 HK\$'000
Salaries, wages, bonus and other benefits	43,123	17,895
Pension costs	72	54
	43,195	17,949

The remaining four (2024: three) individuals' emoluments were within the following band:

	Number of individuals	
	2025	2024
Below HK\$5,000,000	-	1
HK\$5,000,001 to HK\$10,000,000	3	2
HK\$10,000,001 to HK\$15,000,000	-	-
HK\$15,000,001 to HK\$20,000,000	1	-

8.3 Senior management remuneration by band

Details of the remuneration of the senior management were within the following bands:

	Number of individuals	
	2025	2024
Below HK\$5,000,000	1	5
HK\$5,000,001 to HK\$10,000,000	4	2
HK\$10,000,001 to HK\$15,000,000	-	-
HK\$15,000,001 to HK\$20,000,000	1	-

8.4 Deferred Bonus

During the year ended 31 December 2025, a portion of the bonus granted to the employees and directors of the Group was deferred and payable to the employees and directors if they remain employed with the Group throughout the vesting period between 15 to 39 months (2024: same). These deferred bonuses are recognized as expenses over the relevant vesting period.

The table below summarizes the amount of deferred bonus to be distributed in future years and not yet recognised in profit or loss:

	2025 HK\$'000	2024 HK\$'000
Deferred bonus	8,667	4,573

Notes to the consolidated financial statements

For the year ended 31 December 2025

9 Other Expenses

	2025 HK\$'000	2024 HK\$'000
Auditor's remuneration	3,417	3,927
Depreciation and amortization	9,505	10,245
Donations	1,070	23
Entertainment expenses	2,022	1,709
Information technology expenses	25,011	24,331
Insurance expenses	1,689	7,766
Legal and professional fees	7,846	6,396
Marketing expenses	7,018	3,676
Office expenses	3,296	5,439
Recruitment expenses	3,413	3,296
Registration and licensing fees	1,680	1,402
Research expenses	20,791	29,573
Transaction costs	4,257	3,507
Travelling expenses	2,062	3,266
Others	9,314	9,275
Total other expenses	102,391	113,831

10 Other Gains – Net

	2025 HK\$'000	2024 HK\$'000
Net gains on investments		
Net realized gains/(losses) on financial assets at fair value through profit or loss	233,189	(37,673)
Net unrealized gains on financial assets at fair value through profit or loss	137,173	216,933
Gain on disposal of a subsidiary (Note 35(a))	-	965
Net foreign exchange gains/(losses)	28,131	(44,030)
Losses on disposal of property, plant and equipment	(94)	(480)
Total other gains – net	398,399	135,715

Notes to the consolidated financial statements

For the year ended 31 December 2025

11 Tax Expense

Under current tax laws of the Cayman Islands, there are no income, estate, corporation, capital gains or other taxes payable by the Group. As a result, no provision for Cayman Islands income and capital gains taxes has been made in the consolidated financial statements.

Hong Kong profits tax has been provided on the estimated assessable profit for the year ended 31 December 2025 at the rate of 16.5% (2024: 16.5%). Tax outside Hong Kong is calculated at the rates applicable in the relevant jurisdictions.

	2025 HK\$'000	2024 HK\$'000
Current tax		
Hong Kong profits tax	41,844	247
Overseas tax	14,233	2,540
Adjustments in respect of prior years	(225)	(967)
Total current tax	55,852	1,820
Deferred tax		
Origination and reversal of temporary differences (Note 32)	220	1,098
Total tax expense	56,072	2,918

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

	2025 HK\$'000	2024 HK\$'000
Profit before tax	723,783	33,729
Tax calculated at domestic tax rates applicable to profits in the respective jurisdictions	116,545	229
Tax effects of:		
Non-taxable income and gains on investments	(134,860)	(61,063)
Non-deductible expenses and losses on investments	62,526	44,494
Adjustments in respect of prior years	(225)	(967)
Tax losses not recognized	12,086	20,225
Tax expense	56,072	2,918

The weighted average applicable tax rate was 16.1% (2024: 0.68%).

Notes to the consolidated financial statements

For the year ended 31 December 2025

12 Other Comprehensive Income

	2025 HK\$'000	2024 HK\$'000
Items that have been reclassified or may be subsequently reclassified to profit or loss:		
Net gains on financial assets at fair value through other comprehensive income	17,743	–
Foreign exchange translation	11,662	(21,374)
Total other comprehensive income	29,405	(21,374)

13 Earnings Per Share

13.1 Basic earnings per share

Basic earnings per share is calculated by dividing the profit for the year attributable to owners of the Company by the weighted average number of ordinary shares in issue.

	2025	2024
Profit for the year attributable to owners of the Company (HK\$'000)	667,698	31,235
Weighted average number of ordinary shares in issue (thousands)	1,826,710	1,826,710
Basic earnings per share (HK cents per share)	36.6	1.7

13.2 Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares which is the share options. For share options, a calculation is made to determine the number of ordinary shares that could have been acquired at fair value (determined as the average closing market price of the Company's shares) based on the monetary value of the subscription rights attached to the outstanding share options. The number of ordinary shares calculated as above is compared with the number of ordinary shares that would have been issued assuming the exercise of the share options.

	2025	2024
Profit for the year attributable to owners of the Company (HK\$'000)	667,698	31,235
Weighted average number of ordinary shares in issue (thousands)	1,826,710	1,826,710
Weighted average number of ordinary shares for diluted earnings per share (thousands)	1,826,710	1,826,710
Diluted earnings per share (HK cents per share)	36.6	1.7

Notes to the consolidated financial statements

For the year ended 31 December 2025

14 Dividends

	2025 HK\$'000	2024 HK\$'000
Proposed final dividend of 5.5 HK cents (2024: 1.0 HK cent) per ordinary share	100,469	18,267

For the year ended 31 December 2025, the directors recommended a final dividend of 5.5 HK cents per share. The estimated total final dividend is HK\$100,469,000. Such dividend is to be approved by shareholders at the Annual General Meeting of the Company on 12 May 2026 and has not been recognized as a liability at the balance sheet date.

For the year ended 31 December 2024, final dividend of HK\$18,267,000 was declared by the Company and HK\$18,267,000 was paid on 30 May 2025.

15 Investments in Subsidiaries

15.1 Corporate structure

As at 31 December 2025, the Company had interests in the following principal subsidiaries:

Name	Country of incorporation/ place of operation	Principal activities	Issued share capital	Effective interest held	
				Directly	Indirectly
Complete Value Investing Company Limited	Hong Kong	Property holding	10,000 ordinary shares	-	100%
Gold One Industries Limited	British Virgin Islands	Investment holding	1 ordinary share of US\$1	100%	-
Hong Kong Fund Management Group Limited	Hong Kong	Dormant	1 ordinary share	100%	-
Sensible Asset Management Hong Kong Limited	Hong Kong	Investment management	196,000,000 ordinary shares and 1,000,000 voting participating preference shares*	100%	-
Sensible Asset Management Limited	British Virgin Islands/ Hong Kong	Dormant	2,000,000 ordinary shares of US\$0.1 each	100%	-
Value Funds Limited	Hong Kong	Investment holding	1 ordinary share	100%	-
Value Partners Asset Management Singapore Pte. Ltd.**	Singapore	Investment management	1,000,000 ordinary shares of S\$1 each	100%	-
Value Partners (Cayman GP) II Ltd	Cayman Islands	Managing member of two investment funds managed by Value Partners Limited	1 ordinary share of US\$1	100%	-
Value Partners (UK) Limited	United Kingdom	Investment Management	GBP2,050,000	100%	-

Notes to the consolidated financial statements

For the year ended 31 December 2025

15 Investments in Subsidiaries (continued)

15.1 Corporate structure (continued)

Name	Country of incorporation/ place of operation	Principal activities	Issued share capital	Effective interest held	
				Directly	Indirectly
Value Partners Hong Kong Limited	Hong Kong	Investment management, investment holding and securities dealing	385,000,000 ordinary shares	100%	-
Value Partners Index Services Limited	Hong Kong	Indexing services	1 ordinary share	100%	-
Value Partners Investment Advisory Limited	Hong Kong	Consulting services	25,000,000 ordinary shares	100%	-
Value Partners Limited	British Virgin Islands/ Hong Kong	Investment management, investment holding and securities dealing	11,409,459 Class A ordinary shares and 3,893,318 Class B ordinary shares of US\$0.1 each	100%	-
Value Partners Private Equity Limited	British Virgin Islands/ Hong Kong	Investment management services	7,000,000 ordinary shares of US\$0.1 each	100%	-
Valuegate Holdings Limited	British Virgin Islands/ Hong Kong	Trademark holding	2 ordinary shares of US\$1 each	100%	-
Wisdom Resources Development Corporation	British Virgin Islands	Investment holding	1 ordinary share of US\$1	-	100%
惠理海外投資基金管理(上海)有限公司	PRC	Investment advisory	Registered capital of RMB20,000,000	-	100%
惠理投資管理(上海)有限公司	PRC	Investment management and advisory	Registered capital of RMB100,000,000***	-	100%
惠理股權投資管理(深圳)有限公司	PRC	Equity investment	Registered capital of RMB47,000,000****	-	100%

Changes of investments in subsidiaries from 2024 to 2025:

- * During the year ended 31 December 2025, Sensible Asset Management Hong Kong Limited underwent capital injection of 11,000,000 ordinary shares at HK\$1 each.
- ** During the year ended 31 December 2025, the Group purchased the 29.99% non-controlling interest of Value Partners Asset Management Singapore Pte. Ltd.. For details refer to Note 25.
- *** During the year ended 31 December 2025, the registered capital of 惠理投資管理(上海)有限公司 increased from RMB80,000,000 to RMB100,000,000.
- **** During the year ended 31 December 2025, the registered capital of 惠理股權投資管理(深圳)有限公司 increased from RMB35,000,000 to RMB47,000,000.

15.2 Interests in structured entities

In addition to the investment funds held by the Group as disclosed in Note 22, the Group also holds the following investment fund which is consolidated within the Group:

	Place of incorporation	Effective interest held			
		2025		2024	
		Directly	Indirectly	Directly	Indirectly
Value Partners Asia Pacific Real Estate Limited Partnership	Cayman Islands	-	100%	-	100%
Value Partners Venture Capital Investment (Shenzhen) Limited Partnership ^(a)	PRC	-	-	-	49%

Refer to Note 23 for further information of Real Estate Partnership.

- (a) During the year ended 31 December 2025, Value Partners Venture Capital Investment (Shenzhen) Limited Partnership was terminated. For details refer to Note 35(c).

Notes to the consolidated financial statements

For the year ended 31 December 2025

16 Investments in Joint Ventures

Details of the joint ventures indirectly held by the Group are as follows:

Name	Place of incorporation	Principal activities	Interest held	
			2025	2024
Value Investing Group Company Limited	Hong Kong	Investment holding	50%	50%
Clear Miles Hong Kong Limited	Hong Kong	Investment holding	50%	50%
AM 310 Ann Street Investor Unit Trust	Australia	Investment holding	15%	15%
Golden Partners Investment Limited	Hong Kong	Investment holding	50%	50%

The Group's investments in joint ventures are mainly related to the investment in Real Estate Partnership. Refer to Note 23 for further information.

As at 31 December 2025, Value Investing Group Company Limited ("Value Investing") has a beneficial interest in a trust which no longer owns any underlying investment (31 December 2024: three logistic centers in Japan). During 2025, Value Investing sold the three logistic centers in Japan, with a total consideration of JPY18,780 million (equivalent to HK\$998 million) through its subsidiary and holding in the trust (2024: sold one logistic center in Japan with a total consideration of JPY3,230 million (equivalent to HK\$162 million)).

As at 31 December 2025, Clear Miles Hong Kong Limited has a 25% beneficial interest (31 December 2024: 50%) in AM Kent Street Investor Trust which owns an Australian Commercial project consisting of two office buildings. In May 2025, the 25% beneficial interest in AM Kent Street Investor Trust was disposed to retain the same ownership interest in the properties after restructuring. The sale proceeds from the buyers was settled through loan receivables of AUD49.5 million (equivalent to HKD249 million), with maturity in 2 years i.e. May 2027 and the loan interest is payable on the maturity date. The loan receivables are secured by any collaterals or value to be received by the borrower from AM Kent Street Investor Trust. As at 31 December 2025, the loan receivables amounted to AUD55.5 million (equivalent to HKD288 million).

As at 31 December 2025 and 2024, AM 310 Ann Street Investor Unit Trust holds an Australian commercial building. The Group's 15% interest in AM 310 Ann Street Investor Unit Trust is considered investments in joint ventures as decisions about the relevant activities require unanimous consent of the parties sharing control.

As at 31 December 2025 and 2024, Golden Partners Investment Limited has a 50% beneficial interest in Stoneweg Italy Urban Logistics Fund (formerly known as "Cromwell Italy Urban Logistics Fund") which owns seven logistic centers in Italy.

Notes to the consolidated financial statements

For the year ended 31 December 2025

16 Investments in Joint Ventures (continued)

Movement in investments in joint ventures during the year is as follows:

	2025 HK\$'000	2024 HK\$'000
Investments in joint ventures		
Beginning of the year	168,137	227,457
Share of gains/(losses) of joint ventures	96,252	(46,652)
Distribution	(154,851)	-
Exchange differences	(3,377)	(12,668)
	106,161	168,137
Shareholders' loans included in investments in joint ventures		
Beginning of the year	311,529	378,611
Return of shareholders' loans (Note a)	(24,647)	(33,801)
Exchange differences	27,099	(33,281)
	313,981	311,529
End of the year	420,142	479,666

- (a) The Real Estate Partnership received repayments of shareholders' loans of AUD Nil (31 December 2024: AUD0.9 million (equivalent to HK\$4.60 million)), EUR0.27 million (equivalent to HK\$2.4 million) (31 December 2024: EUR0.4 million (equivalent to HK\$3.7 million)) and JPY428.8 million (equivalent to HK\$22.3 million) (31 December 2024: JPY496.0 million (equivalent to HK\$25.5 million)) from Clear Miles Hong Kong Limited, Golden Partners Investment Limited and Value Investing Group Company Limited respectively.

Shareholders' loans are unsecured, non-interest bearing and have no fixed repayment terms. Shareholders can demand full repayment of loans upon written demand.

The Group's share of assets, liabilities and results of the joint ventures are summarized as below:

	Value Investing Group Company Limited		Clear Miles Hong Kong Limited		AM 310 Ann Street Investor Unit Trust		Golden Partners Investment Limited	
	2025 HK\$'000	2024 HK\$'000	2025 HK\$'000	2024 HK\$'000	2025 HK\$'000	2024 HK\$'000	2025 HK\$'000	2024 HK\$'000
Asset – non-current assets	137	183,010	287,023	175,015	153,368	143,810	67,096	59,210
Asset – current assets	12,875	306	578	308	4,674	4,109	174	178
Liabilities – current liabilities	(11,994)	(60)	(1,587)	(19)	(1,001)	(849)	(18)	(20)
Liabilities – non-current liabilities	-	-	-	-	(91,183)	(85,332)	-	-
Net assets	1,018	183,256	286,014	175,304	65,858	61,738	67,252	59,368
Net income/(expenses)	(258)	(161)	239	3,439	2,665	3,174	2,327	2,797
Net gain/(losses)	40,109	(9,189)	93,168	(37,238)	1,944	(9,563)	872	119
Tax expenses	(43,249)	(30)	(1,565)	-	-	-	-	-
(Loss)/profit after tax	(3,398)	(9,380)	91,842	(33,799)	4,609	(6,389)	3,199	2,916

There are no commitments and contingent liabilities relating to the Group's interests in the joint ventures, and no other commitments and contingent liabilities of the joint ventures themselves.

Notes to the consolidated financial statements

For the year ended 31 December 2025

17 Property, Plant and Equipment

	Property HK\$'000	Leasehold improvements HK\$'000	Furniture and fixtures HK\$'000	Office equipment HK\$'000	Vehicles HK\$'000	Total HK\$'000
As at 1 January 2024						
Cost	187,782	21,254	3,392	23,403	2,596	238,427
Accumulated depreciation	(35,609)	(18,914)	(3,000)	(22,076)	(2,596)	(82,195)
Net book amount	152,173	2,340	392	1,327	-	156,232
Year ended 31 December 2024						
Opening net book amount	152,173	2,340	392	1,327	-	156,232
Additions	-	102	-	117	787	1,006
Disposals	-	(1,498)	(258)	(640)	(1,638)	(4,034)
Write back of depreciation on disposals	-	1,498	258	640	1,638	4,034
Depreciation (Note 9)	(5,553)	(1,234)	(194)	(870)	(66)	(7,917)
Exchange differences	(3,884)	(32)	(3)	(2)	-	(3,921)
Closing net book amount	142,736	1,176	195	572	721	145,400
As at 31 December 2024						
Cost	187,782	19,858	3,134	22,880	1,745	235,399
Accumulated depreciation	(45,046)	(18,682)	(2,939)	(22,308)	(1,024)	(89,999)
Net book amount	142,736	1,176	195	572	721	145,400
Year ended 31 December 2025						
Opening net book amount	142,736	1,176	195	572	721	145,400
Additions	-	514	-	640	1,073	2,227
Disposals	-	(1,197)	-	(878)	-	(2,075)
Write back of depreciation on disposals	-	1,172	-	844	-	2,016
Depreciation (Note 9)	(5,561)	(1,170)	(134)	(483)	(590)	(7,938)
Exchange differences	5,061	18	-	8	-	5,087
Closing net book amount	142,236	513	61	703	1,204	144,717
As at 31 December 2025						
Cost	187,782	19,175	3,134	22,642	2,818	235,551
Accumulated depreciation	(45,546)	(18,662)	(3,073)	(21,939)	(1,614)	(90,834)
Net book amount	142,236	513	61	703	1,204	144,717

Notes to the consolidated financial statements

For the year ended 31 December 2025

18 Right-of-use Assets

(i) Amounts recognized in the consolidated balance sheet

	2025 HK\$'000	2024 HK\$'000
Right-of-use assets		
Properties	19,073	31,250

Additions to the right-of-use assets during the year ended 31 December 2025 were HK\$1,640,000 (2024: Nil).

(ii) Amounts recognized in the consolidated statement of comprehensive income

	2025 HK\$'000	2024 HK\$'000
Depreciation of right-of-use assets – Properties	13,815	14,513

Except for short-term leases and leases of low-value assets of the Group of which the Company or any of its subsidiaries is a lessee and in relation to which the recognition exemption under HKFRS 16 is applicable, the Group recognizes for each of the leases a right-of-use asset. As at 31 December 2025 and 2024, right-of-use assets recognized were related to properties.

Depreciation charge on the right-of-use assets is recognized using the straight-line method, being the period from the dates of the commencement/modification of the leases to the end of the term.

The carrying balances of the right-of-use assets are amortized to nil on the expiry dates of the leases.

19 Investment Property

	2025 HK\$'000	2024 HK\$'000
Beginning of the year	173,307	191,080
Foreign exchange translation	2,826	(17,773)
End of the year	176,133	173,307

On 21 September 2018, the Group acquired the entire interest in a student accommodation investment property located in New Zealand with a consideration of HK\$146,390,000. The fair value of the investment property was HK\$176,133,000 at 31 December 2025 (31 December 2024: HK\$173,307,000).

The Group measures its investment property at fair value by engaging an independent qualified valuer. The fair value assessment is derived using the income approach and by making reference to recent transacted price or comparable sales transaction available in the relevant property market. The income approach applies a capitalization rate on market rent for deriving the capital value.

The Group's investment property forms part of the investments in the Real Estate Partnership. Refer to Note 23 for further information.

Amounts recognized in profit or loss for investment property

	2025 HK\$'000	2024 HK\$'000
Rental income (Note 7)	11,916	12,454
Direct operating expenses from property that generated rental income	(1,835)	(3,385)

Notes to the consolidated financial statements

For the year ended 31 December 2025

19 Investment Property (continued)

Fair value measurements using significant unobservable inputs

Significant unobservable inputs used in the fair value measurements for 2025 and 2024 are as follows:

Unobservable inputs	Retail	Student accommodation	Parking	Relationship of increase in unobservable inputs to fair value
Capitalization rate	6.375% (2024: 6.375%)	6.375% (2024: 6.375%)	6.375% (2024: 6.375%)	Decrease in the fair value
Market rent	New Zealand dollar ("NZD") 355 (2024: NZD352.5) per square meter	NZD197.5 (2024: NZD197.5) per room per week	NZD55 (2024: NZD55) per space per week	Increase in the fair value (assume other inputs remain constant)

20 Intangible Assets

	Computer software HK\$'000	Others HK\$'000	Total HK\$'000
As at 1 January 2024			
Cost	19,687	7,500	27,187
Accumulated amortization and impairment	(14,459)	-	(14,459)
Net book amount	5,228	7,500	12,728
Year ended 31 December 2024			
Opening net book amount	5,228	7,500	12,728
Disposals	(1,899)	-	(1,899)
Write back of amortization on disposals	869	-	869
Amortization (Note 9)	(2,328)	-	(2,328)
Exchange differences	(13)	-	(13)
Closing net book amount	1,857	7,500	9,357
As at 31 December 2024			
Cost	17,788	7,500	25,288
Accumulated amortization and impairment	(15,931)	-	(15,931)
Net book amount	1,857	7,500	9,357
Year ended 31 December 2025			
Opening net book amount	1,857	7,500	9,357
Additions	778	-	778
Disposals	(1,323)	-	(1,323)
Write back of amortization on disposals	1,290	-	1,290
Amortization (Note 9)	(1,567)	-	(1,567)
Exchange differences	4	-	4
Closing net book amount	1,039	7,500	8,539
As at 31 December 2025			
Cost	17,243	7,500	24,743
Accumulated amortization and impairment	(16,204)	-	(16,204)
Net book amount	1,039	7,500	8,539

Notes to the consolidated financial statements

For the year ended 31 December 2025

21 Investments in Associates

Investment in an associate using equity method

The Group has interest in a company that give the Group significant influence but not control. Such investment was recorded using equity method. Details of the associate are summarized as follows:

	Place of incorporation	Interest held	
		2025	2024
M & A Value Partners Asset Management Malaysia Sdn. Bhd. (formerly known as "Value Partners Asset Management Malaysia Sdn. Bhd.") ^(a)	Malaysia	25%	25%

Movement in the investment in the associate is as follows:

	2025 HK\$'000	2024 HK\$'000
Beginning of the year	1,388	–
Addition	1,437	2,137
Share of losses of an associate	(582)	(749)
End of the year	2,243	1,388

(a) During the year ended 31 December 2024, the Group disposed 75% of its then subsidiary, Value Partners Asset Management Malaysia Sdn. Bhd. (renamed as "M & A Value Partners Asset Management Malaysia Sdn. Bhd."). Refer to Note 35(a) for details.

Investments in associates measured at fair value

Investments in associates are categorized in 'cash and cash equivalents' and 'non-current Investments' in the consolidated balance sheet.

Where the Group has interests in the investment funds that give the Group significant influence, but not control, the Group records such investments at fair value. The fair value of the Group's interests in such investment funds are also summarized in Note 39.3. Details of the Group's material associate are summarized as follows:

	Place of incorporation	Interest held	
		2025	2024
Value Partners USD Money Market Fund	Hong Kong	53%	68%

Notes to the consolidated financial statements

For the year ended 31 December 2025

21 Investments in Associates (continued)

Investments in associates measured at fair value (continued)

The tables below provide the summarised financial information for the associate which is material to the Group. The information disclosed reflects the amounts presented in the financial statements of the relevant associate and not the Group's share of those amounts.

	Value Partners USD Money Market Fund 31 December	
	2025	2024
	HK\$'000	HK\$'000
Summarized balance sheet		
Total assets	1,530,474	1,203,705
Total liabilities	(739)	(497)
Net assets	1,529,735	1,203,208
Group's share	53%	68%
Carrying amount	806,156	821,868
Summarized income statement		
Total Income	71,529	51,857
Total expense	(4,240)	(2,494)
Profit for the year	67,289	49,363

Reconciliation of the aggregate carrying amounts from opening to closing balances:

	Value Partners USD Money Market Fund 31 December	
	2025	2024
	HK\$'000	HK\$'000
Opening balance as at 1 January	821,868	544,648
Purchases	776,464	504,842
Disposals	(839,258)	(250,290)
Share of profit	47,082	22,668
Closing balance as at 31 December	806,156	821,868

The information disclosed reflects the amounts presented in the financial statements of the relevant associate.

In addition to the material associate disclosed above, the Group has interests in a number of investment funds that are classified under individually immaterial associates. Details of these individually immaterial associates are summarized below.

	2025	2024
	HK\$'000	HK\$'000
Aggregate carrying amounts of individually immaterial associates	1,751,928	983,184
Aggregate amounts of the Group's net gains on investments	179,055	50,733

Notes to the consolidated financial statements

For the year ended 31 December 2025

22 Investments

Investments include the following:

	Financial assets at fair value through profit or loss***		Financial assets at fair value through other comprehensive income		Total	
	2025	2024	2025	2024	2025	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Listed securities (by place of listing)						
Equity securities – Hong Kong*	-	-	151,730	-	151,730	-
Debt securities – Asia Pacific**	-	59,580	11,946	-	11,946	59,580
Debt securities – Asia Pacific/Europe**	11,859	-	91,368	-	103,227	-
Debt securities – Europe**	11,706	-	59,544	-	71,250	-
Debt securities – Europe/Middle East**	-	-	11,796	-	11,796	-
Debt securities – Europe/United States**	-	-	15,871	-	15,871	-
Debt securities – Hong Kong	8,179	-	-	-	8,179	-
Investment funds – Hong Kong	177,033	441,207	-	-	177,033	441,207
Investment funds – Malaysia	15,653	12,021	-	-	15,653	12,021
Market value of listed securities	224,430	512,808	342,255	-	566,685	512,808
Unlisted securities (by place of incorporation/establishment)						
Equity securities – China	9,791	9,778	-	-	9,791	9,778
Investment funds – Cayman Islands	15,100	18,619	-	-	15,100	18,619
Investment funds – China	148,700	56,968	-	-	148,700	56,968
Investment funds – Hong Kong	773,609	491,806	-	-	773,609	491,806
Investment funds – Ireland	326,341	551,764	-	-	326,341	551,764
Investment funds – United States	42,759	107,349	-	-	42,759	107,349
Fair value of unlisted securities	1,316,300	1,236,284	-	-	1,316,300	1,236,284
Representing:						
Non-current	1,527,854	1,688,685	318,017	-	1,845,871	1,688,685
Current	12,876	60,407	24,238	-	37,114	60,407
Total investments	1,540,730	1,749,092	342,255	-	1,882,985	1,749,092

* As the equity securities are held for medium to long term for capital preservation and not for trading purposes, the Group designated these investments as financial assets at fair value through other comprehensive income. During the year ended 31 December 2025, the dividend income from these investments is disclosed in Note 7.

** The securities are listed in more than one exchanges.

*** Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model.

Notes to the consolidated financial statements

For the year ended 31 December 2025

22 Investments (continued)

As at 31 December 2025, HK\$1,441 million and HK\$1,117 million (31 December 2024: HK\$822 million and HK\$983 million) of investments in associates was classified as “cash and cash equivalents” and “non-current investments” respectively in the consolidated balance sheet.

The Group provided seed capital to set up a number of investment funds, of which the Group acts as the investment manager or investment advisor. As at 31 December 2025 and 2024, except for the consolidated investment funds disclosed in Note 15.2, the Group determined that all of these investment funds are unconsolidated structured entities. Refer to Note 39.3 for details.

The maximum exposure to loss for all interests in structured entities is the carrying value of the investments in investment funds (refer to Note 39.3) and fees receivable as shown in the consolidated balance sheet. The net asset value of the investment funds held by the Group ranges from HK\$20,000 to HK\$0.3 billion (2024: HK\$2,000 to HK\$0.5 billion). The size of the investment funds ranges from US\$108,000 to US\$1.6 billion (2024: US\$85,000 to US\$1.4 billion). During the years ended 31 December 2025 and 2024, other than seed capital, the Group did not provide other financial support to the unconsolidated structured entities and has no intention of providing other support.

Investments are denominated in the following currencies:

	2025 HK\$'000	2024 HK\$'000
Australian dollar	19,665	18,682
Hong Kong dollar	469,670	593,491
Malaysian ringgit	15,653	12,021
Pound sterling	22,274	21,102
Renminbi	140,448	70,552
Singapore dollar	6,023	6,495
United States dollar	1,208,306	1,025,283
Others	946	1,466
Total investments	1,882,985	1,749,092

Notes to the consolidated financial statements

For the year ended 31 December 2025

23 Investment in Value Partners Asia Pacific Real Estate Limited Partnership

In 2017, the Group set up the Real Estate Partnership to engage in real estate private equity business. The Real Estate Partnership focuses on the acquisition of stabilized income assets in the Asia Pacific. As at 31 December 2025 and 31 December 2024, the Group committed US\$128.8 million (equivalent to HK\$1,005 million) capital to the Real Estate Partnership. As at 31 December 2025, the outstanding investment cost of the Real Estate Partnership was US\$7.6 million (equivalent to HK\$59 million) (31 December 2024: US\$32.4 million (equivalent to HK\$253 million)).

There was no undrawn capital commitment in Real Estate Partnership as at 31 December 2025 and 2024.

As at 31 December 2025 and 2024, the Group held controlling interest in the Real Estate Partnership and all assets and liabilities of this fund was consolidated within the Group's consolidated balance sheet.

As at 31 December 2025 and 2024, the assets and liabilities held by the Real Estate Partnership consolidated within the Group's consolidated balance sheet are as follows:

			31 December 2025	31 December 2024
		Note	HK\$'000	HK\$'000
Underlying investments				
Non-current assets:				
Investments in joint ventures	- No (2024: Three) Japanese logistic centers - Two (2024: Two) Australian commercial projects - Seven (2024: Seven) Italian logistics centers	(i)	420,142	479,666
Investment property	- One (2024: One) New Zealand student accommodation building	(ii)	176,133	173,307
Non-current liability:				
Borrowing		(iii)	(64,859)	-
Current liability:				
Borrowing		(iii)	(1,079)	(65,941)
Other net assets		(iv)	10,177	18,166
Total			540,514	605,198

(i) For the details of investments in joint ventures, please refer to Note 16.

(ii) The Real Estate Partnership held a student accommodation building located in New Zealand. Refer to Note 19 for further details.

(iii) The Real Estate Partnership's borrowing of NZD14,675,000 (equivalent to HK\$65,938,000) (31 December 2024: NZD14,915,000 (equivalent to HK\$65,941,000)) is secured by the student accommodation building located in New Zealand with a fair value of HK\$176,133,000 (31 December 2024: HK\$173,307,000) as the collateral of the borrowing. On 18 May 2025, the Real Estate Partnership entered into an amended facility agreement and the repayment date of the borrowing is extended to 31 July 2027. As at 31 December 2025, the effective interest rate is the sum of the lending bank's bill rate for the interest period plus a margin of 2.25% (31 December 2024: 2.43%) per annum. The interest payables on the borrowing are included in other payables and accrued expenses in other net assets (current).

(iv) Other net assets comprise of cash and cash equivalents, prepayments and other receivables, other payables and accrued expenses.

Notes to the consolidated financial statements

For the year ended 31 December 2025

24 Fees Receivable

The carrying amounts of fees receivable approximate their fair value due to the short-term maturity. The maximum exposure to credit risk at the reporting date is the carrying amounts of the fees receivable. The Group did not hold any collateral as security as at 31 December 2025 (2024: Nil).

Fees receivable from investment management activities are mainly due at the end of the relevant valuation period of the investment funds and managed accounts. However, some of these fees receivable 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 one month. The ageing analysis of fees receivable that were past due but not impaired is as follows:

	2025 HK\$'000	2024 HK\$'000
Fees receivable that were past due but not impaired		
31 – 60 days	1,266	1,077
61 – 90 days	110	35
Over 90 days	108	215
	1,484	1,327
Fees receivable that were within credit period	411,735	36,347
Total fees receivable	413,219	37,674

Fees receivable are denominated in the following currencies:

	2025 HK\$'000	2024 HK\$'000
Australian dollar	455	138
Hong Kong dollar	3,555	3,087
Renminbi	1,749	1,788
United States dollar	407,086	31,979
Others	374	682
Total fees receivable	413,219	37,674

Fees receivable from investment management activities are generally deducted from the net asset values of the investment funds and managed accounts and paid directly by the administrators or custodians of the investment funds and managed accounts at the end of the relevant valuation period or credit period, as appropriate.

There was no impairment provision on fees receivable as at 31 December 2025 and 2024.

Notes to the consolidated financial statements

For the year ended 31 December 2025

25 Deposits for purchase of investments

During the year ended 31 December 2023, Sensible Asset Management Hong Kong Limited (“SAMHK”), a subsidiary of the Group, entered into a conditional subscription and share purchase agreement with PT Aldiracita Sekuritas Indonesia (“Aldiracita”), to purchase 29.99% interest in PT Surya Timur Alam Raya Asset Management (“STAR”), with a consideration of US\$3.5 million (equivalent to HK\$27 million). Concurrently, the Group entered into a sales and purchase agreement with Aldiracita Global Investment Pte. Ltd, a subsidiary of Aldiracita, to sell 29.99% interest in Value Partners Asset Management Singapore Pte. Ltd., a subsidiary of the Group, with a consideration of US\$758,000 (equivalent to HK\$6 million). The sales of Value Partners Asset Management Singapore Pte. Ltd. was completed on 4 September 2024. For details refer to Note 35(b).

On 2 September 2024, an amendment agreement was entered with Aldiracita and SAMHK would purchase 20.13% interest in STAR instead of 29.99%, at a consideration of US\$2.0 million (equivalent to HK\$16 million). As at 31 December 2024, the purchase of STAR is still subject to the regulatory approval, the cash consideration of US\$2.0 million (equivalent to HK\$16 million) deposited to escrow account was recognized as “Deposits for purchase of investments” in the consolidated balance sheet.

During 2025, the purchase of STAR was cancelled after mutual agreement between SAMHK and Aldiracita. At the same time, the Group purchased back the previously sold 29.99% interest in Value Partners Asset Management Singapore Pte. Ltd.. The purchase consideration was US\$758,000 (equivalent to HK\$6 million). The repurchase was completed on 16 October 2025 and Value Partners Asset Management Singapore Pte. Ltd. resumed as a wholly-owned subsidiary of the Group as at 31 December 2025.

26 Cash and Cash Equivalents

	2025 HK\$'000	2024 HK\$'000
Cash at banks and in hand	48,633	137,144
Short-term bank deposits	66,176	117,410
Investments in money market instruments*	1,440,869	821,868
Deposits with brokers	2,247	1,015
Total cash and cash equivalents	1,557,925	1,077,437

Cash and cash equivalents are denominated in the following currencies:

	2025 HK\$'000	2024 HK\$'000
Australian dollar	5,747	10,903
Hong Kong dollar	633,391	69,132
Pound sterling	393	6,302
Renminbi	96,687	144,118
Singapore dollar	8,940	4,647
United States dollar	804,433	829,676
Others	8,334	12,659
Total cash and cash equivalents	1,557,925	1,077,437

* The management considered the Group has significant influence over the money market instruments. The Group recognises them as fair value through profit or loss as at 31 December 2025 and 2024.

Notes to the consolidated financial statements

For the year ended 31 December 2025

27 Issued Equity

	Number of shares	Share capital HK\$'000	Share premium HK\$'000	Reorganization reserve HK\$'000	Total issued equity HK\$'000
As at 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	1,826,709,831	182,671	2,010,974	(866,813)	1,326,832

As at 31 December 2025, the total number of authorized ordinary shares of the Company was 5,000,000,000 shares (2024: 5,000,000,000 shares) with a par value of HK\$0.1 (2024: HK\$0.1) per share and all issued shares were fully paid.

The ordinary shares are non-redeemable and are entitled to dividends. Each ordinary share carries one vote. In the case of winding up of the Company, ordinary shares carry the right to return the paid-up capital and any balance then remaining.

Share options

The Group operates a share option scheme for directors, employees and others whom the Board of Directors considers, in its sole discretion, have contributed or will contribute to the Group. The share option scheme is effective for a period of ten years from the date it was adopted, after which no new share options will be granted but the provisions of the scheme will remain in full force and effect in all other respects. The share options are subject to terms as the Board of Directors may determine. Such terms may include the exercise price of the share options, the minimum period for which the share options must be held before they can be exercised in whole or in part, the conditions that must be reached before the share options can be exercised. The Group has no legal or constructive obligation to repurchase or settle the share options in cash. During the year ended 31 December 2025, 42,927,682 (2024: Nil) options were granted under the share option scheme and the fair value was HK\$14,096,000 (2024: Nil) on the grant date.

The total expense recognized in the consolidated statement of comprehensive income for share options granted to directors and employees for the year ended 31 December 2025 was HK\$4,979,000 (2024: net share-based compensation reversal of HK\$994,000) which had no impact to the Group's cash flow. The weighted average fair value of options granted during the year 2025 was determined using the Black-Scholes valuation model. The total fair value of options granted is amortized over the vesting period. The significant inputs into the model included share price at the grant date, exercise price, expected volatility, expected dividend yield based on historical dividend per share, expected option life and annual risk-free interest rate. The volatility was measured based on historic average share price volatility over a period of similar maturity to those of the share options. The inputs used in the model are as follows:

	2025
Grant date	2 January
Share price on grant date (HK\$ per share)	1.49
Exercise price (HK\$ per share)	1.534
Expected dividend yield (%)	8.4
Expected volatility (%)	49.5
Risk-free interest rate (%)	3.4
Remaining time to expected exercise date (year)	4.1

Notes to the consolidated financial statements

For the year ended 31 December 2025

27 Issued Equity (continued)

Share options (continued)

Movements in the number of share options outstanding and their related exercise prices are as follows:

	Average exercise price (HK\$ per share)	Number of options ('000)
As at 1 January 2024	4.55	97,959
Lapsed/forfeited	3.47	(9,250)
As at 31 December 2024	4.67	88,709
As at 1 January 2025	4.67	88,709
Lapsed/forfeited	5.87	(20,500)
Lapsed/forfeited	4.14	(37,478)
Lapsed/forfeited	5.55	(4,200)
Granted	1.534	42,928
As at 31 December 2025	2.61	69,459

Out of the 69,459,000 (2024: 88,709,000) outstanding share options, 26,531,000 (2024: 88,709,000) options were exercisable as at 31 December 2025 with weighted average exercise price of HK\$2.61 (2024: HK\$4.67) per share. No options were exercised during the years ended 31 December 2025 and 2024.

Share options outstanding have the following expiry date and exercise price:

Expiry date	Exercise price (HK\$ per share)	Number of options ('000)	
		2025	2024
14 April 2025	5.87	-	20,500
22 August 2026	4.14	22,731	60,209
11 December 2026	5.55	3,800	8,000
1 January 2030	1.534	42,928	-

The measurement dates of the share options were 2 January 2025, 12 March 2021, 23 November 2020 and 15 October 2018, being the dates of grant of the share options. Where the grantees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest or lapse. Forfeiture rate is also considered in determining the amount of share option expenses.

Notes to the consolidated financial statements

For the year ended 31 December 2025

28 Other Reserves

	Share-based compensation reserve ^(a) HK\$'000	Revaluation reserve HK\$'000	Capital redemption reserve HK\$'000	Capital reserve ^(b) HK\$'000	Foreign exchange translation reserve HK\$'000	Total HK\$'000
As at 1 January 2024	89,535	(519)	240	-	(27,258)	61,998
Net reversal of share-based compensation (Notes 8 and 27)	(994)	-	-	-	-	(994)
Forfeited/expired/exercised share options	(2,483)	-	-	-	-	(2,483)
Partial disposal of a subsidiary (Note 35(b))	-	-	-	498	-	498
Foreign exchange translation	-	-	-	-	(21,374)	(21,374)
As at 31 December 2024	86,058	(519)	240	498	(48,632)	37,645
As at 1 January 2025	86,058	(519)	240	498	(48,632)	37,645
Share-based compensation (Notes 8 and 27)	4,979	-	-	-	-	4,979
Lapsed/forfeited/exercised share options	(62,819)	-	-	-	-	(62,819)
Purchase of non-controlling interest in a subsidiary (Note 25)	-	-	-	(898)	-	(898)
Net gains on financial assets at fair value through other comprehensive income	-	17,743	-	-	-	17,743
Foreign exchange translation	-	-	-	-	11,662	11,662
As at 31 December 2025	28,218	17,224	240	(400)	(36,970)	8,312

(a) Share-based compensation reserve comprises the fair value of share options granted which are yet to be exercised. The amount will be transferred to retained earnings when the related options are lapsed or forfeited.

(b) Capital reserve arises from transactions with non-controlling interests that do not result in a loss of control.

Notes to the consolidated financial statements

For the year ended 31 December 2025

29 Distribution Fee Expenses Payable

The carrying amounts of distribution fee expenses payable approximate their fair value due to the short-term maturity. The aging analysis of distribution fee expenses payable is as follows:

	2025 HK\$'000	2024 HK\$'000
0 – 30 days	51,483	40,227
31 – 60 days	1,188	–
Over 60 days	4,686	4,667
Total distribution fee expenses payable	57,357	44,894

Distribution fee expenses payable are denominated in the following currencies:

	2025 HK\$'000	2024 HK\$'000
United States dollar	55,351	44,629
Others	2,006	265
Total distribution fee expenses payable	57,357	44,894

30 Other payables and accrued expenses

The balance represents other payables and accrued expenses for the ordinary operation of the Group including compensation and benefit expenses, information technology expenses, research expenses, professional fees and office expenses. The balance is mainly denominated in Hong Kong dollar, Renminbi and United States dollar.

Notes to the consolidated financial statements

For the year ended 31 December 2025

31 Borrowing

	2025 HK\$'000	2024 HK\$'000
Current		
Bank loan	1,079	65,941
Non-current		
Bank loan	64,859	–

Under the terms of the borrowing, the Real Estate Partnership is required to comply with certain financial and non-financial covenants at the end of the reporting period. If the Real Estate Partnership was to breach the covenants, the non-current portion of borrowing with carrying amount of HK\$64,859,000 that subject to the fulfilment of the covenants would become repayable within twelve months after the reporting period. The Real Estate Partnership has complied with these covenants throughout the reporting period. There are no indications that the Real Estate Partnership would have difficulties complying with the covenants when they will be next tested within twelve months of the reporting date.

During the year ended 31 December 2025, the Real Estate Partnership entered into an amended facility agreement and the repayment date of the borrowing is extended from 31 July 2025 to 31 July 2027.

The borrowing is secured by the investment property located in New Zealand as stated in Note 19. The maturity of the borrowing is as follows:

	2025 HK\$'000	2024 HK\$'000
Within 1 year	1,079	65,941
Between 1 and 5 years	64,859	–
	65,938	65,941

The effective interest rate of the Group's borrowing at the balance sheet date is as follows:

	2025	2024
Bank loan	5.75%	7.80%

Saved as disclosed above, the carrying amount of the borrowing approximate its fair value as the impact of discounting is not significant.

The carrying amount of the borrowing is denominated in the following currency:

	2025 HK\$'000	2024 HK\$'000
New Zealand dollar	65,938	65,941

Notes to the consolidated financial statements

For the year ended 31 December 2025

32 Deferred Tax

The movement of deferred tax assets is as follows:

Deferred tax assets	Accelerated tax depreciation HK\$'000	Tax losses HK\$'000	Total HK\$'000
As at 1 January 2024	2,151	1,263	3,414
Credited/(debited) to profit or loss (Note 11)	153	(1,251)	(1,098)
Exchange difference	-	(12)	(12)
As at 31 December 2024	2,304	-	2,304
As at 1 January 2025	2,304	-	2,304
Debited to profit or loss (Note 11)	(220)	-	(220)
As at 31 December 2025	2,084	-	2,084

Deferred tax assets are recognized for tax losses carry-forwards to the extent that the realization of the related tax benefit through future taxable profits is probable. As at 31 December 2025, the Group did not recognize deferred tax assets of HK\$98,137,000 (2024: HK\$88,838,000) in respect of losses amounting to HK\$449,470,000 (2024: HK\$459,040,000) that can be carried forward against future taxable profits as the realization of the related tax benefit may not be probable. Most of these tax losses can be carried forward indefinitely.

33 Lease Liabilities

	2025 HK\$'000	2024 HK\$'000
At 1 January	31,424	46,156
Renewal of leases	1,640	(258)
Lease payments	(14,798)	(17,042)
Finance costs	1,731	2,602
Exchange differences	1	(34)
At 31 December	19,998	31,424
	2025 HK\$'000	2024 HK\$'000
Representing:		
Current		
- contractual maturity within 1 year	13,521	12,865
Non-current		
- contractual maturity after 1 year but within 2 years	6,134	12,995
- contractual maturity after 2 years but within 5 years	343	5,564
	6,477	18,559
Total lease liabilities	19,998	31,424

Notes to the consolidated financial statements

For the year ended 31 December 2025

34 Financial Instruments by Category

	2025 HK\$'000	2024 HK\$'000
<i>Category of financial assets</i>		
Financial assets at amortized cost		
Fees receivable (Note 24)	413,219	37,674
Other receivables	17,601	14,851
Deposits for purchase of investments (Note 25)	–	15,614
Amounts receivable from sales of investments	2,831	19,634
Cash and cash equivalents (Note 26)	117,056	255,569
	550,707	343,342
Financial assets at fair value through profit or loss		
Investments (Note 22)	1,540,730	1,749,092
Investments in money market instruments (Note 26)	1,440,869	821,868
	2,981,599	2,570,960
Financial assets at fair value through other comprehensive income		
Investments (Note 22)	342,255	–
<i>Category of financial liabilities</i>		
Financial liabilities at amortized cost		
Distribution fee expenses payable (Note 29)	57,357	44,894
Other payables	22,201	6,839
Borrowing (Note 31)	65,938	65,941
	145,496	117,674

35 Disposal of subsidiaries

(a) Disposal of partial interest in a subsidiary resulting in loss of control

During the year ended 31 December 2023, the Group entered into a share sales and purchase agreement with a third party to dispose 75% of its subsidiary, Value Partners Asset Management Malaysia Sdn. Bhd., with a consideration of Malaysian ringgit 2.8 million (equivalent to HK\$4.6 million). Value Partners Asset Management Malaysia Sdn. Bhd. holds a Capital Market Services License for Fund Management issued by the Securities Commission Malaysia.

Notes to the consolidated financial statements

For the year ended 31 December 2025

35 Disposal of subsidiaries (continued)

(a) Disposal of partial interest in a subsidiary resulting in loss of control (continued)

On 8 March 2024, the transaction was completed with control being transferred and hence Value Partners Asset Management Malaysia Sdn. Bhd. ceased to be a subsidiary of the Group. After the disposal, the Group retained 25% equity interests in Value Partners Asset Management Malaysia Sdn. Bhd. and it is recognized as "Investment in an associate" in the consolidated balance sheet.

	As at 8 March 2024 (date of cessation of control) HK\$'000
Cash consideration received	4,528
Interest in an associate retained subsequent to the disposal	1,252
	5,780
Carry amount of net assets and liabilities in which control was ceased:	
Fees receivable	18
Prepayments and other receivables	1,057
Cash and cash equivalents	5,519
Other payables and accrued expenses	(1,779)
	4,815
Gain on disposal of a subsidiary	965
	5,780

The net cash flow in relation of the disposal of Value Partners Asset Management Malaysia Sdn. Bhd. is as follows:

	HK\$'000
Inflow of cash from disposal, net of cash and cash equivalents disposed of	
Cash consideration received	4,528
Less: Cash and cash equivalents disposed of	(5,519)
	(991)
Net cash outflow - investing activities	(991)

Notes to the consolidated financial statements

For the year ended 31 December 2025

35 Disposal of subsidiaries (continued)

(b) Partial disposal of interest in a subsidiary without loss of control

During the year ended 31 December 2023, the Group entered into a sales and purchase agreement with Aldiracita Global Investment Pte. Ltd., a subsidiary of Aldiracita, to sell 29.99% interest in Value Partners Asset Management Singapore Pte. Ltd., a wholly owned subsidiary of the Group, with a consideration of US\$758,000 (equivalent to HK\$5,904,000). The transaction was completed on 4 September 2024. On 16 October 2025, the Group purchased back the 29.99% interest in Value Partners Asset Management Singapore Pte. Ltd. at a consideration of US\$758,000 (equivalent to HK\$5,890,000). Refer to Note 25.

	As at 4 September 2024 (date of disposal) HK\$'000
Cash consideration received	5,904
Carry amount of net assets of 29.99% of the subsidiary	5,406
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Surplus on partial disposal of the subsidiary recognized as capital reserve in other reserves	498

(c) Termination of a subsidiary

During 2025, the Group's subsidiary, Value Partners Venture Capital Investment (Shenzhen) Limited Partnership, was deregistered and terminated. The 51% non-controlling interest was derecognized subsequent to the deregistration.

36 Notes to the Consolidated Cash Flow Statement

	2025 HK\$'000	2024 HK\$'000
Profit before tax	723,783	33,729
<i>Adjustments for</i>		
Interest income on cash and cash equivalents and net gains on investments in money market instruments	(57,583)	(34,933)
Interest income from financial assets at fair value through profit or loss and other comprehensive income	(6,708)	(3,344)
Interest expense on borrowing	3,890	5,547
Interest expense on lease liabilities	1,731	2,602
Dividend income on financial assets at fair value through profit or loss and other comprehensive income	(13,801)	(13,617)
Share-based compensation/(net reversal of share-based compensation)	4,979	(994)
Depreciation and amortization	9,505	10,245
Depreciation of right-of-use assets	13,815	14,513
Share of (gains)/losses of joint ventures	(96,252)	46,652
Share of losses of an associate	582	749
Other gains – net	(398,399)	(135,715)
<i>Changes in working capital</i>		
Other assets	(153)	350
Fees receivable	(375,545)	18,651
Prepayments and other receivables	3,432	(1,562)
Distribution fee expenses payable	12,463	(1,487)
Other payables and accrued expenses	168,807	18,198
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Net cash used in operations	(5,454)	(40,416)

Notes to the consolidated financial statements

For the year ended 31 December 2025

36 Notes to the Consolidated Cash Flow Statement (continued)

Reconciliation of liabilities arising from financing activities

	Borrowing HK\$'000 (Note 31)	Lease liabilities HK\$'000 (Note 33)	Total HK\$'000
At 1 January 2024	73,873	46,156	120,029
Changes from financing cash flows:			
Principal and interest elements of lease payments	-	(17,042)	(17,042)
Termination of leases	-	(258)	(258)
Repayment of borrowing	(1,134)	-	(1,134)
Finance costs	-	2,602	2,602
Exchange differences	(6,798)	(34)	(6,832)
At 31 December 2024 and 1 January 2025	65,941	31,424	97,365
Changes from financing cash flows:			
Principal and interest elements of lease payments	-	(14,798)	(14,798)
Renewal of leases	-	1,640	1,640
Repayment of borrowing	(1,078)	-	(1,078)
Finance costs	-	1,731	1,731
Exchange differences	1,075	1	1,076
At 31 December 2025	65,938	19,998	85,936

37 Commitments

37.1 Lease commitments

The Group leases certain offices and office equipment under non-cancellable lease agreements with lease terms within one year.

	31 December 2025 HK\$'000	31 December 2024 HK\$'000
Within 1 year	401	125
Total lease commitments	401	125

Notes to the consolidated financial statements

For the year ended 31 December 2025

37 Commitments (continued)

37.2 Capital commitments

As at 31 December 2025, the Group has unfunded capital commitment in a private equity fund amounted to HK\$61,402,000. As at 31 December 2024, the Group has unfunded capital commitment in two private equity funds amounted to HK\$91,402,000 and US\$1,200,000 (equivalent to HK\$9,324,000) respectively.

As at 31 December 2025, the capital commitment contracted to purchase licensed software and hardware but not yet incurred amounted to approximately HK\$3,960,000 (31 December 2024: HK\$5,940,000).

	31 December 2025 HK\$'000	31 December 2024 HK\$'000
Within 1 year	1,980	1,980
1-2 years	1,980	1,980
2-3 years	-	1,980
	3,960	5,940

38 Contingencies

The Group would have contingent assets in respect of performance fees and contingent liabilities in respect of the performance fee element of distribution fee expenses arising in the ordinary course of business.

Contingent assets

Performance fees for non-private equity fund products for each performance period are generally calculated annually with reference to a performance fee valuation day. Performance fees for private equity fund products are generally calculated at the end of the period over which the performance is measured (performance fee valuation day) and this is generally the end of the life of the private equity fund or upon each successful divestment of an investment of the private equity fund.

Therefore, as at 31 December 2025 and 2024, performance fees in respect of performance periods ending on a performance fee valuation day not falling within the corresponding year have not been recognized. These performance fees may be receivable in cash if a positive performance results (for non-private equity fund products) or a performance threshold is exceeded (for private equity fund products) on the performance fee valuation days, taking into consideration the relevant basis of calculation for the investment funds and managed accounts.

Notes to the consolidated financial statements

For the year ended 31 December 2025

39 Related-Party Transactions

Apart from those disclosed elsewhere in the consolidated financial statements, the Group has also entered into the following significant related-party transactions which, in the opinion of the directors, were carried out in the ordinary course of the Group's business.

39.1 Summary of transactions entered into during the ordinary course of business with related parties

	2025 HK\$'000	2024 HK\$'000
Investment management fee income from a related party of a key shareholder	233	-
Investment management fee income from a related party of a director	168	141
Consultancy fee expense to a related party of a director	29	347
Distribution fee expense to related parties of a key shareholder	503	106
Marketing expenses to a related party of a key shareholder	50	-

39.2 Key management compensation

Key management includes the executive directors of the Group. The compensation to key management for employee services is as follows:

	2025 HK\$'000	2024 HK\$'000
Salaries, bonus and other short-term employee benefits	17,152	17,635
Pension costs	45	54
Total key management compensation	17,197	17,689

39.3 Investments in money-market instruments and investment funds which are managed/ advised by the Group

The Group has interests in the following consolidated and unconsolidated structured entities. These are the money-market instruments (classified as cash and cash equivalents in the Group's consolidated balance sheet) and other investment funds under the Group's management or advisory and from which it earns fees from investment management or advisory activities and fund distribution activities. These money-market instruments and other investment funds manage pools of assets from investors, and are financed through the issue of units/shares to investors. Certain money-market instruments and other investment funds where the Group has control or significant influence are disclosed in Notes 16, 21 and 23.

Notes to the consolidated financial statements

For the year ended 31 December 2025

39 Related-Party Transactions (continued)

39.3 Investments in money-market instruments and investment funds which are managed/ advised by the Group (continued)

	Fair value	
	2025 HK\$'000	2024 HK\$'000
Consolidated structured entities		
Value Partners Asia Pacific Real Estate Limited Partnership (Notes 15.2 & 23)	540,514	605,198
Value Partners Venture Capital Investment (Shenzhen) Limited Partnership (Note 15.2)	-	2,855
Unconsolidated structured entities		
Value Gold ETF ^(b)	291,320*	510,656*
Value Partners Asia Fund, LLC ^(a)	472	344
Value Partners Asia Principal Credit Fund Limited Partnership	15,038	16,612
Value Partners Classic Fund ^{(i) & (k)}	99*	370*
Value Partners Fund Series – Value Partners All China Bond Fund ^(d)	244,695	145,912*
Value Partners Fund Series – Value Partners Asian Innovation Opportunities Fund ⁽ⁱ⁾	174,929	101,387*
Value Partners Fund Series – Value Partners Asian Total Return Bond Fund ^(c)	6,023	5,654*
Value Partners Fund Series – Value Partners China A-Share Select Fund ⁽ⁱ⁾	-	129*
Value Partners Fund Series – Value Partners Asian Income Fund ⁽ⁱ⁾	20*	147*
Value Partners Fund Series – Value Partners Japan REIT Fund ^(d)	216,081	167,729
Value Partners Fund Series – Value Partners USD Money Market Fund ⁽ⁱ⁾ (Note 21)	806,156*	821,785
Value Partners Fund Series II – Value Partners Global Short Duration Investment Grade Bond Fund ⁽ⁱ⁾	78	-
Value Partners Fund Series OFC - Value Partners HKD Money Market ETF ^(m)	317,947	-
Value Partners Fund Series OFC - Value Partners RMB Money Market ETF ^(m)	159,864	-
Value Partners Fund Series OFC - Value Partners USD Money Market ETF ^(b)	156,916	-
Value Partners Greater China High Yield Income Fund ^(e)	35*	412*
Value Partners Hedge Fund Limited ^(a)	-	2
Value Partners High-Dividend Stocks Fund ⁽ⁱ⁾	595*	1,028*
Value Partners Intelligent Funds – Chinese Mainland Focus Fund ^(d)	-	157*
Value Partners Intelligent Funds – China Convergence Fund ^(c)	61	47
Value Partners Ireland Fund ICAV – Value Partners Asia Ex-Japan Equity Fund ⁽ⁱ⁾	33,595	34,659
Value Partners Ireland Fund ICAV – Value Partners Asian Dynamic Bond Fund ⁽ⁱ⁾	110,063	102,154
Value Partners Ireland Fund ICAV – Value Partners China A Shares High Dividend Fund ^{(h) & (i)}	182,657	116,111
Value Partners Ireland Fund ICAV – Value Partners Greater China High Yield Bond Fund ^(d)	-	250,865
Value Partners Ireland Fund ICAV – Value Partners Health Care Fund ^(c)	27*	47,975
Value Partners Silver Dart Apollo LPF	12,077	-
Value Partners Silver Dart Helios LPF	4,676	-

Notes to the consolidated financial statements

For the year ended 31 December 2025

39 Related-Party Transactions (continued)

39.3 Investments in money-market instruments and investment funds which are managed/ advised by the Group (continued)

	Fair value	
	2025 HK\$'000	2024 HK\$'000
Shenzhen Capital Value Partners Greater Bay Area Opportunity Limited Partnership Fund	30,110	6,962
惠理中國新時代優選1號私募投資基金	-	1,054
惠理中國中睿滬港深1號私募證券投資基金	1,291	1,033
惠理中國安欣價值滬港深1期私募證券投資基金	-	1,077
惠理景篤私募證券投資基金	-	4*
外貿信託－惠理滬港深證券投資集合資金信託計劃	-	800
外貿信託－惠理滬港深焦點證券投資集合資金信託計劃	-	1,727
惠理中國豐泰3號私募證券投資基金	-	810
惠理中國嘉享1號私募證券投資基金	-	885
華安財保資管安源33號資產管理產品	-	4,904
長城財富朱雀長惠1號資產管理產品	7,291	5,864
惠理增強總回報債券私募證券投資基金	110,008	31,848
Total investments	3,422,638	2,989,156

* The fair value has included investments made on behalf of certain employees of the Group under the deferred bonus plan. For details, please refer to Note 8.

- (a) The shares held were management shares.
- (b) The units held were Class A and listed class units.
- (c) The units held were Class A units.
- (d) The units held were Class A and Class X units.
- (e) The units held were management shares and Class X units.
- (f) The units held were Class I units.
- (g) The units held were Class V and Class X units.
- (h) The units held were Class RDR units.
- (i) The units held were Class X units.
- (j) The units held were Class V units.
- (k) The units held were Class D units.
- (l) The units held were Class D and Class X units.
- (m) The units held were Class A, Class N and listed class units.

Notes to the consolidated financial statements

For the year ended 31 December 2025

40 Balance Sheet and Reserve Movement of the Company

Balance Sheet of the Company

	Note	2025 HK\$'000	2024 HK\$'000
Non-current assets			
Investment in an associate		2,243	1,388
Investments in subsidiaries		2,319,530	2,344,478
Amounts due from subsidiaries		498,420	561,752
		2,820,193	2,907,618
Current assets			
Prepayments and other receivables		358	378
Cash and cash equivalents		405,694	369,758
		406,052	370,136
Current liabilities			
Other payables and accrued expenses		12,204	1,795
Amounts due to subsidiaries		670,774	792,827
		682,978	794,622
Net current liabilities		(276,926)	(424,486)
Net assets		2,543,267	2,483,132
Equity			
Issued equity		2,193,645	2,193,645
Other reserves	(a)	28,458	86,298
Retained earnings	(a)	321,164	203,189
Total equity		2,543,267	2,483,132

On behalf of the Board

LIN Xianghong
Director

NG Chuk Fa, Nikita
Director

Notes to the consolidated financial statements

For the year ended 31 December 2025

40 Balance Sheet and Reserve Movement of the Company (continued)

(a) Reserve movement of the Company

	Share-based compensation reserve HK\$'000	Capital redemption reserve HK\$'000	Retained earnings HK\$'000
As at 1 January 2024	89,535	240	201,982
Share-based compensation	(994)	-	-
Lapsed/forfeited/exercised share options	(2,483)	-	2,483
Loss for the year	-	-	(1,276)
As at 31 December 2024	86,058	240	203,189
As at 1 January 2025	86,058	240	203,189
Share-based compensation	4,979	-	-
Lapsed/forfeited/exercised share options	(62,819)	-	62,819
Profit for the year	-	-	73,423
Dividends	-	-	(18,267)
As at 31 December 2025	28,218	240	321,164

41 Benefits and Interests of Directors

41.1 Directors' emoluments

The remuneration of each director of the Company is as follows:

	Fees HK\$'000	Salaries and bonus HK\$'000	Estimated money value of other benefits ^(a) HK\$'000	Pension costs HK\$'000	Total HK\$'000
Year ended 31 December 2025					
<i>Executive directors</i>					
Ms. LIN Xianghong	-	9,486	174	18	9,678
Ms. NG Chuk Fa, Nikita ^(b)	-	4,462	68	12	4,542
Mr. OUYANG Xi ^(c)	-	-	-	-	-
Mr. SO Chun Ki Louis ^(d)	-	1,436	45	7	1,488
Ms. HUNG Yeuk Yan Renee ^(e)	-	1,035	44	8	1,087
Mr. LI Qian ^(f)	-	-	-	-	-
<i>Non-executive directors</i>					
Dato' Seri CHEAH, Cheng Hye ^(g)	745	401	1,643	-	2,789
<i>Independent non-executive directors</i>					
Dr. CHEN, Shih Ta Michael	373	-	-	-	373
Mr. WONG Poh Weng	373	-	-	-	373
Mr. LEE Wai Wang Robert ^(h)	299	-	-	-	299
Mr. TILL ROSAR ⁽ⁱ⁾	73	-	-	-	73
	1,863	16,820	1,974	45	20,702

Notes to the consolidated financial statements

For the year ended 31 December 2025

41 Benefits and Interests of Directors (continued)

41.1 Directors' emoluments (continued)

The remuneration of each director of the Company is as follows: (continued)

	Fees HK\$'000	Salaries and bonus HK\$'000	Estimated money value of other benefits ^(a) HK\$'000	Pension costs HK\$'000	Total HK\$'000
Year ended 31 December 2024					
<i>Executive directors</i>					
Ms. LIN Xianghong	-	-	-	-	-
Dato' Seri CHEAH, Cheng Hye ^(g)	-	4,716	1,783	-	6,499
Mr. SO, Chun Ki Louis ^(d)	-	4,778	139	18	4,935
Ms. HUNG, Yeuk Yan Renee ^(e)	-	3,276	159	18	3,453
Mr. LI Qian ^(f)	-	-	-	-	-
Mr. HO Man Kei, Norman	-	1,747	40	12	1,799
Ms. WONG Wai Man June	-	980	17	6	1,003
<i>Independent non-executive directors</i>					
Dr. CHEN, Shih Ta Michael	373	-	-	-	373
Mr. WONG Poh Weng	373	-	-	-	373
Mr. Till ROSAR ⁽ⁱ⁾	243	-	-	-	243
Mr. Nobuo OYAMA	130	-	-	-	130
	1,119	15,497	2,138	54	18,808

(a) Other benefits mainly include share-based compensation, rebates of management fees and performance fees by the Group in relation to the directors' investments in the investment funds under the Group's management, insurance premium and professional bodies' membership.

(b) Appointed on 17 May 2025.

(c) Appointed on 24 November 2025.

(d) Resigned on 17 May 2025.

(e) Resigned on 17 May 2025.

(f) Resigned on 15 October 2025.

(g) Re-designated as a Non-executive director on 2 January 2025.

(h) Appointed on 13 March 2025.

(i) Resigned on 13 March 2025.

None of the directors received or will receive any fees, inducement fees or compensation for loss of office as directors for the year ended 31 December 2025 (2024: Nil). No directors waived or agreed to waive any emoluments for the year ended 31 December 2025 (2024: Nil).

41.2 Directors' material interests in transactions, arrangement or contracts

No significant transactions, arrangement and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Particulars of subsidiaries

As at 31 December 2025, details of the Group's subsidiaries under the Listing Rules are as follows:

Name	Place of incorporation/ place of operation	Principal activities	Issued share capital
Complete Value Investing Company Limited	Hong Kong	Property holding	HK\$10,000
Gold One Industries Limited	British Virgin Islands	Investment holding	US\$1
Hong Kong Fund Management Group Limited	Hong Kong	Dormant	HK\$1
Sensible Asset Management Hong Kong Limited	Hong Kong	Investment management	HK\$218,314,734
Sensible Asset Management Limited	British Virgin Islands/ Hong Kong	Investment management	US\$200,000
Value Funds Limited	Hong Kong	Investment holding	HK\$1
Value Partners Asset Management Singapore Pte. Ltd.	Singapore	Investment management	S\$1,000,000
Value Partners (Cayman GP) II Ltd	Cayman Islands	Managing member of two investment funds managed by Value Partners Limited	US\$1
Value Partners (UK) Limited	United Kingdom	Investment management	GBP2,050,000
Value Partners Hong Kong Limited	Hong Kong	Investment management, investment holding and securities dealing	HK\$385,000,000
Value Partners Index Services Limited	Hong Kong	Indexing services	HK\$1
Value Partners Investment Advisory Limited	Hong Kong	Consulting services	HK\$25,000,000
Value Partners Limited	British Virgin Islands/ Hong Kong	Investment management, investment holding and securities dealing	US\$1,530,278
Value Partners Private Equity Limited	British Virgin Islands/ Hong Kong	Investment management services	US\$700,000
Value Partners REPE(1) Limited	Hong Kong	Investment holding	HK\$1
Valuegate Holdings Limited	British Virgin Islands/ Hong Kong	Trademark holding	US\$2
Wisdom Resources Development Corporation	British Virgin Islands	Investment holding	US\$1

Particulars of subsidiaries

Name	Place of incorporation/ place of operation	Principal activities	Issued share capital
惠理海外投資基金管理 (上海)有限公司	PRC	Investment advisory	Registered capital of RMB20,000,000 有限責任公司(獨資)
惠理投資管理(上海)有限 公司	PRC	Investment management and advisory	Registered capital of RMB100,000,000 有限責任公司 (台港澳法人獨資)
惠理股權投資管理(深圳) 有限公司	PRC	Equity investment	Registered capital of RMB47,000,000 有限責任公司(獨資)