China Development Bank International Investment Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1062)

Annual Report 2025

Contents

Corporate Information

DIRECTORS

Non-executive Directors

Mr. LU Yanpo [Note 1]
Mr. LI Yixuan *(Chairman)* [Note 2]

Independent Non-executive Directors

Mr. SIN Yui Man
Mr. CHEUNG Ngai Lam
Ms. FANG Xuan

COMPANY SECRETARY

Ms. ZHU Yiyi

AUDIT COMMITTEE

Mr. CHEUNG Ngai Lam *(Chairman)*
Mr. SIN Yui Man
Mr. LU Yanpo [Note 1]
Ms. FANG Xuan
Mr. LI Yixuan [Note 2]

REMUNERATION COMMITTEE

Mr. SIN Yui Man *(Chairman)*
Mr. CHEUNG Ngai Lam
Mr. LU Yanpo [Note 1]
Ms. FANG Xuan
Mr. LI Yixuan [Note 2]

NOMINATION COMMITTEE

Mr. LU Yanpo [Note 1]
Mr. CHEUNG Ngai Lam
Ms. FANG Xuan
Mr. LI Yixuan *(Chairman)* [Note 2]

SENIOR MANAGEMENT

Mr. JIANG Qi *(Chief Executive Officer)* [Note 3]
Ms. LIU Xialingzi *(Deputy Chief Executive Officer)* [Note 4]

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 4506–4509
Two International Finance Centre
No. 8 Finance Street
Central, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

Notes:

1. Resigned on 17 November 2025.
2. Appointed as non-executive director, member of the nomination committee, member of the audit committee and member of the remuneration committee since 2 July 2025. Appointed as chairman of the board of directors and chairman of the nomination committee since 17 November 2025.
3. Resigned on 31 January 2026.
4. Appointed as deputy chief executive officer since 18 December 2025.

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited

AUDITOR

BDO Limited
Certified Public Accountants
Registered Public Interest Entity Auditors
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

LEGAL ADVISERS TO THE COMPANY

As to Hong Kong Law
Zhong Lun Law Firm LLP

As to Cayman Islands Law
Conyers Dill & Pearman

INVESTMENT MANAGER

HuaAn Asset Management (Hong Kong) Limited
Unit No. 4702, 47th Floor
Central Plaza
No. 18 Harbour Road
Wanchai
Hong Kong

STOCK CODE

The Stock Exchange of Hong Kong Limited: 1062

WEBSITE

www.cdb-intl.com

Chairman’s Statement

To all shareholders,

In 2025, the worldwide political and economic environment was complex and volatile, and the industrial division of labour system and regional layout continued to undergo profound adjustments. In the face of the ever-changing domestic and international environment, China’s economy was challenged by insufficient demand and industrial restructuring, but China’s economy also demonstrated its strengths of resilience, potential and room for manoeuvre, and maintained steady growth. Under such economic environment, China Development International Investment Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are committed to seeking progress while maintaining stability, strengthening risk management in a comprehensive manner while enhancing operational capabilities on an ongoing basis. The Company makes every effort to seek the solid returns for the shareholders of the Company (the “**Shareholders**”).

In 2025, China’s industrial production, logistics and transportation sectors achieved steady development. The Company believes that investments in the logistics industry will be able to generate the solid returns for the Shareholders. As logistics is linked to both production and consumption, and highly integrated with transportation, warehousing, distribution, delivery, information services and other services and functions, it is an important support for the extension of the industrial chain, enhancement of the value chain and creation of the supply chain. Since the Reform and Opening Up, the development of modern logistics in China has achieved positive results with significant improvements in the service quality and efficiency. Its role in supporting and safeguarding the development of the national economy has been significantly enhanced. Looking ahead, China will continue to strive to build a modern logistics system. The robust engines represented by digitisation, networking, and intelligence will promote in-depth integration and innovation between modern logistics and industries such as manufacturing, trade, and information. By means of innovative organisational models and more advanced technical methods, scattered transportation, warehousing, and distribution resources will be integrated to improve resource utilisation efficiency. The Company will follow the pace of national strategies and continue to focus on quality investment opportunities in the logistics industry, while actively expanding into the fields of information technology, advanced manufacturing, new energies, energy conservation and environmental protection by comprehensively considering the strategic plans such as the Belt and Road initiatives, and Guangdong-Hong Kong-Macao Greater Bay Area development, so as to create the solid returns for the Shareholders.

In order to further improve the performance of the Group and deliver the solid returns to the Shareholders, the Group will continue to pay attention to investment opportunities to strengthen its profitability with controllable portfolio risk. The management will continue to closely monitor the market situation to raise the levels of financial discipline and improve profitability.

Finally, I would like to take this opportunity to extend my sincerest gratitude to the Shareholders for your support. I would also like to thank members of the Board, the management and the staff for your diligence. We will be able to achieve long-term sustainable returns for the Shareholders by working together.

By the order of the Board
CHINA DEVELOPMENT BANK INTERNATIONAL INVESTMENT LIMITED

LI Yixuan
Chairman

Hong Kong, 20 March 2026

Management Discussion and Analysis

The board of directors (the "**Board**" or "**Directors**") of the Company announces the audited consolidated results of the Group for the year ended 31 December 2025 (the "**Year**"). The audited consolidated results for the Year have been reviewed by the audit committee of the Company (the "**Audit Committee**") and audited by the auditor of the Company, BDO Limited.

OVERALL PERFORMANCE

For the Year, the Group recorded a loss for the Year attributable to owners of the Company of approximately HK$64.79 million (2024: loss of approximately HK$148.21 million) which is primarily attributable to the net valuation losses on fair value of financial assets at fair value through profit or loss amounted to approximately HK$45.46 million (2024: net valuation losses on fair value of financial assets at fair value through profit or loss of approximately HK$160.58 million) and the general and administrative expenses incurred during the Year of approximately HK$26.50 million (2024: approximately HK$16.34 million). The finance income for the Year was approximately HK$7.66 million (2024: approximately HK$5.70 million). The Group's net valuation losses on fair value of financial assets at fair value through profit or loss for the Year amounted to approximately HK$45.46 million (2024: loss of approximately HK$160.58 million). The general and administrative expenses of the Group for the Year were approximately HK$26.50 million (2024: approximately HK$16.34 million). The increase mainly resulted from the increase in business and management fees during the Year. The finance expense for the Year was approximately HK$0.60 million (2024: HK$0.21 million). The Group's net asset value decreased to approximately HK$929.33 million (2024: approximately HK$994.13 million). Loss per share for the Year amounted to approximately HK$2.23 cents (2024: loss per share approximately HK$5.11 cents).

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

It is the Group's policy to adopt a prudent financial management strategy. The Group's treasury policies are designed to maintain a suitable level of liquidity facilities and minimise financial risks in order to meet operation requirements and pursue investment opportunities.

On 11 November 2016, a loan agreement was entered into between China Development Bank International Holdings Limited ("**CDBIH**"), the immediate controlling company of the Company as the lender and the Company as the borrower, pursuant to which CDBIH will provide a term loan to the Company in an amount of up to United States Dollars ("**US$**") 100 million, at an interest rate of 1.65% per annum over US$3-month benchmark interest rate. The relevant loan will be repayable on the date falling twelve months after the date of first drawdown, which may be automatically extended for another twelve months unless notified by either CDBIH or the Company not to extend repayment.

As at 31 December 2025, the Group did not have any borrowing (31 December 2024: Nil), and the debt-to-equity ratio (calculated as the borrowing to the total shareholder's equity) was approximately 0% (31 December 2024: 0%), putting the Group in an advantageous position to realise its investment strategies and pursue investment opportunities.

As at 31 December 2025, the cash and cash equivalents of the Group was approximately HK$360.10 million (31 December 2024: approximately HK$317.28 million). As more than half of the retained cash was denominated in US$ and Hong Kong Dollars ("**HK$**") and placed in major banks in Hong Kong, the Group's exposure to exchange fluctuation risk is considered minimal. The Board believes that the Group still maintains a healthy financial position as at 31 December 2025. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Save as disclosed above, there is no change to the Group's capital structure for the Year.

CHARGE ON ASSETS, CAPITAL COMMITMENT AND CONTINGENT LIABILITIES

As at 31 December 2025 and 31 December 2024, there were no charges on the Group's assets and the Group had no material capital commitment or any significant contingent liabilities.

As at 31 December 2025 and 31 December 2024, as far as the Directors are aware, the Group was not involved in any material litigation or arbitration and no material litigation or claim was pending or threatened or made against the Group.

MATERIAL ACQUISITION AND DISPOSAL

During the Year, the Company did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures.

INVESTMENT PORTFOLIO REVIEW

Particulars of the investments of the Group as at 31 December 2025 are set out as follows:

	Cost/carrying book cost as at 31 December 2025 *HK$*	Market value/ carrying amount as at 31 December 2025 *HK$*	Market value/ carrying amount as at 31 December 2024 *HK$*	Net valuation gains/(losses) on fair value of financial assets at fair value through profit or loss recognised for the year ended 31 December 2025 *HK$*	Percentage to the Group's total assets as at 31 December 2025 *%*
Jade Sino Ventures Limited ("**Jade Sino**") *(Note 1)*	194,987,520	90,586,429	87,359,226	3,227,203	9.6%
BEST Inc. ("**Best Inc.**") *(Note 2)*	–	–	3,428,249	297,406	–
Meicai *(Note 3)*	200,460,000	192,654,540	279,428,760	(86,774,220)	20.4%
G7 Connect Inc ("**G7**") *(Note 4)*	195,000,000	202,654,920	223,104,960	(20,450,040)	21.5%
J&T Global Express Limited ("**J&T Express**") *(Note 5)*	153,260,180	83,087,480	81,647,646	58,234,801	8.8%

Notes:

1. Jade Sino is an investment holding company incorporated in the British Virgin Islands with limited liabilities. As at 31 December 2025, the Group owned 11,904 ordinary shares in Jade Sino, representing approximately 23.81% of its issued share capital. As at 31 December 2025, Jade Sino ceased to hold the equity interests of Jinko Power Technology Co., Ltd. ("**Jinko Technology**"), a company incorporated in the People's Republic of China ("**PRC**") with limited liabilities. Jinko Technology was successfully listed on the Shanghai Stock Exchange in May 2020. Jinko Technology and its subsidiaries are principally engaged in developing, building and operating photovoltaic power stations in the PRC. During the Year, Jade Sino recovered approximately HK$340 million through sale of shares in Jinko Technology. During the Year, the Group did not receive any dividends from Jade Sino.

2. Best Inc. was incorporated in the Cayman Islands with limited liabilities and is principally engaged in freight delivery, supply chain service and cross-border logistics. Best Inc. was successfully listed on the New York Stock Exchange in September 2017. On 19 June 2024, Best Inc. signed a privatisation-related merger and acquisition agreement with a special purpose entity established by buyer consortium to privatise the business at a price of US$0.144 per US Class A ordinary share (equivalent to US$2.88 per American depositary share). As at 10 March 2025, the relevant privatisation process was formally completed, and the Group received approximately US$478,000 of consideration on 31 March 2025. As at 31 December 2025, the Group no longer holds any issued shares of Best Inc.. No dividend was received during the Year.

3. Meicai is an investment holding company incorporated in the Cayman Islands and provides food supply chain related services including food ingredient procurement, warehousing and food distribution to small-and-medium-sized restaurants in the PRC. As at 31 December 2025, the Group owned 34,441,169 series D preferred shares in Meicai, representing approximately 1.06% of its issued share capital. No dividend was received during the Year.

4. G7 is a technology leader in the logistics sector in the PRC. Its services span across each aspect of fleet management including order processing, short/long haul visibility, asset tracking, dispatch, route planning, financial settlement, accounting, safety management, etc. As at 31 December 2025, the Group owned 39,720,160 series C preferred shares in G7, representing approximately 2.92% of its issued share capital. No dividend was received during the Year.

5. Yimidida Logistics Management Limited ("**Yimidida**") is a company incorporated in the PRC with limited liabilities which is principally engaged in the operation of the less-than-truckload freight network and was jointly established by several regional leading less-than-truckload logistics enterprises. Yimidida, with the mode of direct operation in core areas and regional franchise, unified the branding, systems, clearing, services and management standards of its partners along the whole ecological chain, and rapidly established the country-wide freight franchise network. On 30 July 2021, the Board of Yimidida approved the overall merger and acquisition reorganisation of Yimidida by J&T Global Express Limited ("**J&T Express**"). In January 2022, the Company completed the relevant merger and acquisition reorganisation and indirectly holds preferred shares in J&T Express through Yimeter Holding Limited (a holding vehicle created by some former shareholders of Yimidida) ("**Yimeter**"). On 4 March 2024, Yimeter distributed its listed class B ordinary shares of J&T Express to the Group by way of a dividend in specie and at the same time repurchased all of the class B ordinary shares of Yimeter held by the Group at par value. As at 31 December 2025, the Company directly held 7,950,955 class B ordinary shares of J&T Express, representing approximately 0.09% of its issued share capital. No dividend was received during the Year.

* *For identification purpose only*

UNLISTED INVESTMENTS REVIEW

The Company has been committed to identifying high-quality investment opportunities and has established certain investment layout in areas including, but not limited to, logistics infrastructure and supply chain services, advanced manufacturing and new energy. The investments in G7, Meicai and other investments as set out below are expected to create investment returns for the Shareholders and to further promote the Company's overall market advantage in sectors such as logistics, information technology, advanced manufacturing, medical, new energy, energy saving and environment protection. The Company will proactively leverage the resources of CDB in the areas of agriculture modernisation, logistics infrastructure and credit and will fully utilise the Company's extensive knowledge and experience in finance, management and relevant industries to assist G7, Meicai and other investments in enhancing their efficiency, exploring business opportunities, optimising the decision- making and incentive mechanisms and continuously improving corporate governance standards.

Meicai

On 24 November 2016, the Company had entered into an investment agreement with Meicai (previously named Spruce), pursuant to which the Company agreed to subscribe for the newly issued 34,441,169 series D preferred shares in Meicai at a cash consideration of US$25.70 million. Meicai is a holding company incorporated in the Cayman Islands. Its business model shortens the flow of agricultural products at all levels, reducing the cost of raw material procurement, manpower and prices for customers, while providing customers with a wide range of commodities, connecting one end of the supply chain to the fields and one end to urban consumers, satisfying users with a "one-stop shopping" experience. With small and medium-sized food and beverage merchants as the entry point, Meicai focuses on providing restaurants and fruit and vegetable shops with a one-stop, full range of raw material procurement services for food and beverage. Meicai is an independent third party of the Group.

During the Year, Meicai remained growing steadily with high quality in the food and beverage supply chain by continuously optimising its business structure, improving its organisational network and improving synergies, resulting in continuous improvement in financial performance, and achieved sustained profitability. The Company is confident that Meicai will continue its business expansion at a satisfactory growth rate, and become a leader in this industry.

G7

On 29 December 2016, a wholly-owned subsidiary of the Company entered into a convertible preferred share subscription agreement with G7, pursuant to which the Group, as one of the investors, agreed to subscribe for the newly issued 39,720,160 series C preferred shares in G7 at a cash consideration of US$25.00 million. G7 is a leading Internet of Things (IoT) technology company in PRC, operating the largest IoT integrated and intelligent logistics platform in PRC. Since its inception, G7 has been focusing on serving freight operators in the logistics ecosystem, providing all types of freight operators with integrated software and hardware services, and a full chain of SaaS services. Based on its ability to acquire, integrate and analyze IoT data, G7 provides open platform services to customers through its Big Data Cloud Platform and powerful AI algorithms to meet their needs in all aspects of business and finance in the course of their operations. By providing digital services for the entire logistics landscape, including vehicle management, driver safety, asset services, vehicle insurance and transaction settlement, G7 makes it easy for freight operators to complete their digital transformation so as to improve operational efficiency, reduce operating costs and improve transport safety. G7 is an independent third party of the Group.

During the Year, China's logistics industry showed a slow recovery as a whole, and cargo owners and enterprises are still cautious about new investment in digitalisation and technology, which adversely affects G7's revenue growth. In order to consolidate its business competitive advantage and enhance its integrated service capabilities, G7 is actively integrating the research and development and sales team, expanding its product portfolio, enriching product functions, and helping customers improve their digital capability with technological advantages.

LISTED INVESTMENTS REVIEW

Securities Investments

J&T Express

On 30 November 2017, a wholly-owned subsidiary of the Company entered into a capital increment agreement with Yimidida, pursuant to which the Group, as one of the investors, agreed to subscribe for the shares newly issued by Yimidida at a cash consideration of RMB130.00 million. Yimidida is principally engaged in the operation of the less-than-truckload freight network and was jointly established by several regional leading less-than-truckload logistics enterprises. Yimidida, with the mode of direct operation in core areas and regional franchise, unified the branding, systems, clearing, services and management standards of its partners along the whole ecological chain, and rapidly established the country-wide less-than-truckload freight franchise network. Yimidida is an independent third party of the Group.

On 30 July 2021, the board of directors of Yimidida approved the overall merger and acquisition reorganisation of Yimidida by J&T Express. In January 2022, the Group completed the relevant merger and acquisition reorganisation and indirectly held 1,735,266 series C preferred shares in J&T Express through Yimeter.

In 2023, J&T Express successfully completed the round D of equity financing. The Group indirectly acquired 928,605 new preferred shares of J&T Express, with the number of shares of J&T Express indirectly held amounted to 2,663,871 in total. J&T Express conducted a share subdivision before its listing, and was officially listed on the Stock Exchange of Hong Kong on 27 October 2023. The Group indirectly held 13,319,355 Class B ordinary shares in J&T Express. The stock code is 1519.HK.

On 4 March 2024, Yimeter distributed to the Group its Class B ordinary shares in J&T Express by way of a dividend in specie and at the same time repurchased all of the shares in Yimeter held by the Group at par value. During the Year, the Company received approximately HK$57 million by the disposal of 5,368,400 shares of J&T Express. As at 31 December 2025, the Company directly held 7,950,955 Class B ordinary shares in J&T Express, representing approximately 0.09% of its issued share capital. The Company expects that with its strengths in overseas business deployment, J&T Express will further strengthen and optimize its network coverage, improve its service quality and enhance its brand image, as well as improve its financial performance rapidly through economies of scale.

Best Inc.

On 18 January 2016, the Company entered into a convertible preferred shares subscription agreement with Best Logistics as well as the members of Best Logistics Group, the existing holders of the securities of Best Logistics and investors of the new preferred shares of Best Logistics, pursuant to which the Company, as one of the investors of the new preferred shares, agreed to subscribe for certain new preferred shares at a cash consideration of US$30.00 million, representing approximately 0.96% of the enlarged issued share capital of Best Logistics. In June 2017, the name of Best Logistics was changed to Best Inc.. In September 2017, Best Inc. completed its initial public offering of 45,000,000 ADSs, each representing one share of its Class A ordinary shares, at US$10.00 per ADS for a total offering size of US$450.00 million. Its ADSs commenced trading on the New York Stock Exchange on 20 September 2017. Its current listing symbol is "BEST".

Combining the Internet, information technology and traditional logistics services, Best Inc. is committed to creating a one-stop logistics and supply chain service platform to provide customers with efficient services and experience. As one of the largest integrated logistics service providers in China with logistics network across the nation, Best Inc. is also operating in seven countries, including United States, Thailand, Vietnam and Malaysia.

On 19 June 2024, Best Inc. signed a privatisation-related merger and acquisition agreement with a special purpose entity established by buyer consortium to privatise the business at a price of US$0.144 per US Class A ordinary share (equivalent to US$2.88 per American depositary share). As at 10 March 2025, the relevant privatisation process was formally completed, and the Group received approximately US$478,000 of consideration on 11 March 2025.

Jinko Technology

On 29 September 2014, the Company entered into a share subscription agreement (the "**Jade Sino Subscription Agreement**") with CDBIH and Jade Sino, pursuant to which the Company and CDBIH agreed to subscribe for 11,904 and 38,096 ordinary shares in Jade Sino, representing approximately 23.81% and 76.19% of the enlarged issued share capital of Jade Sino, respectively.

In 2014, Jade Sino contributed an aggregate of US$105 million to subscribe for preferred shares issued by JinkoSolar Power Engineering Group Limited ("**JinkoSolar Power**"). As a result of the subsequent reorganisation of JinkoSolar Power's assets and the introduction of new investors, Jade Sino held 15.01% of the ordinary shares of Jinko Power Technology Co., Ltd ("**Jinko Technology**"). In May 2020, Jinko Technology completed the initial public offering of 594,592,922 A shares ("**A Shares**") on the Shanghai Stock Exchange with the issue price of RMB4.37 per A Share for a total offering size of approximately RMB2.60 billion under stock code 601778. During the Year, Jade Sino sold all of its 107 million shares in Jinko Technology, recovering approximately HK$340 million. As at 31 December 2025, Jade Sino ceased to hold any equity interest in Jinko Technology. During the Year, the Group did not receive any dividends from Jade Sino.

EMPLOYEES

As at 31 December 2025, the Company had 11 employees (2024:10 employees). The total staff costs of the Group (excluding Directors' fee) for the Year was approximately HK$8.35 million (2024: HK$9.32 million). The Company determines its staff remuneration in accordance with prevailing market salary scales, individual qualifications and performance. Remuneration packages of the Company's employees including basic salary, performance bonuses and mandatory provident fund are reviewed on a regular basis. The Company had no share option scheme during the Year. However, the Company provided training for employees suitable to employees' needs and in accordance with the Company's development strategy.

GEARING RATIO

As at 31 December 2025, the Group did not have any bank borrowing (2024: Nil). As at 31 December 2025, the Group's current ratio (current assets to current liabilities) was approximately 2,449% (2024: approximately 2,285%). The ratio of total liabilities to total assets of the Group was approximately 1.58% (2024: approximately 2.28%).

EXCHANGE EXPOSURE

The Group had no significant exchange risk exposure under review during the Year since more than half of the cash was denominated in US$ and HK$ and placed in several major banks in Hong Kong. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging the significant foreign currency exposure should the need arise.

FUTURE PROSPECTS

The Company has been committed to identifying high-quality investment opportunities and has established certain investment layout in areas including, but not limited to, logistics infrastructure and supply chain services, advanced manufacturing and new energy. The Company expects that the logistics industry will maintain good growth, as it is a fundamental and strategic industry which supports the national economic development, synergises with e-commerce transactions with increasing importance and is also a key industry supported by CDB, the ultimate controlling shareholder of the Company. The Company will proactively leverage the resources of CDB in the areas of logistics infrastructure and credit based on its existing logistics network, and its extensive industry knowledge and experience in finance and management to assist the Company in continuously enhancing its efficiency, exploring business opportunities, optimising the decision-making process and incentive mechanism and improving corporate governance practices, continue to be committed to identifying suitable investment opportunities in the logistics industry and continue to generate value to the Shareholders.

Looking forward, the management believes that the business and operating environment for the Group is full of challenges and volatility. In order to improve the performance of the Group and deliver the stable returns to the Shareholders, the Group will continue to focus on investment opportunities which could strengthen profitability with acceptable risk of the portfolio of the Group by continuing to diversify its investments in different segments such as logistics, information technology, advanced manufacturing, medical, new energy, energy saving and environment protection.

Under the changing international economic conditions and continued uncertainty over the performance of investment projects, the management will continue to enhance communication and pay close attention to the impact of changing international economic conditions on the industry, and actively assist the invested companies to procure operations by various means. The management will also continue to closely monitor the market situation and enhance its operation in all areas, to raise levels of financial discipline and improve profitability of the Group.

Report of the Directors

The Board presents this report to the Shareholders together with the audited consolidated financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The Company is an investment company incorporated in the Cayman Islands. It primarily engages in private equity investment business with the objective of achieving capital appreciation of its assets. The activities of the subsidiaries are set out in Note 22 to the consolidated financial statements of this report.

SUBSIDIARIES AND ASSOCIATES

Particulars of the Group's principal subsidiaries as at 31 December 2025 are set out in Note 22, to the consolidated financial statements of this report.

RESULTS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 90 of this report.

BUSINESS REVIEW

The business review of the Group for the Year is set out in the section headed "Management Discussion and Analysis" on page 5 of this report under the heading "Overall Performance" and the paragraphs below.

For the Year, the Group recorded a loss for the Year attributable to owners of the Company of approximately HK$64.79 million (2024: loss of approximately HK$148.21 million) which is primarily attributable to the net valuation losses on fair value of financial assets at fair value through profit or loss amounted to approximately HK$45.46 million (2024: net valuation losses on fair value of financial assets at fair value through profit or loss of approximately HK$160.58 million) and the general and administrative expenses incurred during the Year of approximately HK$26.50 million (2024: approximately HK$16.34 million). The finance income for the Year was approximately HK$7.66 million (2024: approximately HK$5.70 million). The Group's net valuation losses on fair value of financial assets at fair value through profit or loss for the Year amounted to approximately HK$45.46 million (2024: loss of approximately HK$160.58 million). The general and administrative expenses of the Group for the Year were approximately HK$26.50 million (2024: approximately HK$16.34 million). The increase mainly resulted from the increase in business and management fees during the Year. The finance expense for the Year was approximately HK$0.60 million (2024: HK$0.21 million). The Group's net asset value decreased to approximately HK$929.33 million (2024: approximately HK$994.13 million). Loss per share for the Year amounted to approximately HK$2.23 cents (2024: loss per share approximately HK$5.11 cents).

FINANCIAL KEY PERFORMANCE INDICATORS (NOTES)

	2025 *HK$*	2024 *HK$*
Net valuation losses on fair value of financial assets at fair value through profit or loss	**(45,464,850)**	(160,581,789)
General and administrative expenses	**(26,496,320)**	(16,337,183)
Finance costs, net	**(604,695)**	(213,467)
Loss before income tax	**(64,794,839)**	(148,097,697)
Loss per share	**(0.022)**	(0.051)
Cash and cash equivalents	**360,104,111**	317,280,983
Net asset value per share	**0.32**	0.34
Current ratio	**24.49**	22.85

Note 1: Reason for choosing the financial key performance indicators and relationship with the Group's objective

The Company is an investment company incorporated in the Cayman Islands. Its investment objective is to achieve medium-term to long-term capital appreciation of its assets primarily through investments in private equity investment businesses on a global basis. Management of the Company closely monitors the financial key performance indicators on a regular basis.

Note 2: Trend represented by each financial key performance indicators

Please refer to the "Management Discussion and Analysis" for the trend analysis.

Note 3: Difference between the financial key performance indicators and financial statements

No difference is noted between the financial key performance indicators and the financial statements.

Key risks factors

The key risks factors of the Group are set out in the heading "Management Discussion and Analysis" on page 11 under a section headed "Exchange Exposure" and Note 3.1(i) to the consolidated financial statements in this report respectively. Besides, the following sections list out the key risks and uncertainties which the Group faces. It is a non-exhaustive list and there may be other risks and uncertainties in addition to the key risks factors outlined below. Besides, this report does not constitute a recommendation or advice for anyone to invest in the securities of the Company and investors are advised to make their own judgment or consult their own investment advisors before making any investment in the securities of the Company.

Currency risk

The Group is exposed to a variety of financial risks through its use of financial instruments in its ordinary course of operation and its investment activities. The Group will continue to closely monitor the financial risks by alleviating the currency risk through denominating its investments mainly in US$. Since US$ is pegged to the HK$, the currency risk of the Group is not significant. Besides, the cash and bank deposit of the Group are deposited with authorised banks located in Hong Kong with high credit rating, therefore the related credit risk is minimal and no related significant impact is noted on the business operation of the Group.

Financing risk

The unfavorable global market conditions may adversely affect the ability of the Group to acquire financing, and any decline in the liquidity of the global capital markets may adversely affect the markets in Hong Kong and limit our ability to obtain funds. However, the Group strived to enhance its liquidity risk management through carefully monitoring the cash flows and financing strategies and no related significant impact is noted on the business operation of the Group.

Future development and important events after the end of the financial year

Looking ahead, the business environment remains very challenging as the global financial and economic conditions are expected to remain unstable. Nevertheless, the Group will cautiously review and adjust the business strategies from time to time, and seek the solid returns for the Shareholders. The Group believes that the logistic industry will continue to grow and create a solid return.

Environmental policies and performance

The Group is committed to the long term sustainability of the environment and communities in which it operates. As an investment company, we pride ourselves as an environmental-friendly corporation. We are aware that, minimising the consumption of resources and adoption of best environmental practices in the business process of the Group to the extent practicable is our underlying commitment to preserving and improving the environment. Acting in an environmentally responsible manner, the Group endeavours to comply with laws and regulations regarding environmental protection and adopts effective measures to achieve the efficient use of resources, energy saving and waste reduction. Our green initiatives include recycling of used papers, energy saving and water saving. The Board is pleased to present you the environmental, social and governance report (the "**ESG Report**") set out on pages 44 to 84 of this report which depicts the performance on the sustainability of the Group.

Relationship with suppliers, customers, employees and other stakeholders

The Group understands the importance of maintaining a good relationship with its suppliers, customers, employees and other stakeholders to meet the Group's immediate and long-term goals. Although there are no major customers and suppliers during the Year, as disclosed in the section headed "Major Customers and Suppliers" on page 22 of this report, the Company creates a framework for motivating staff and a formal communication channel in order to maintain healthy relationships with its employees and other stakeholders.

Compliance with the relevant laws and regulations

In relation to human resources, the Group is committed to complying with the requirements of the ordinances relating to disability, gender, family status and racial discrimination, as well as the Employment Ordinance, the Minimum Wage Ordinance and ordinances relating to occupational safety of employees of the Group, so as to safeguard the interests and well-being of its employees. On the corporate level, the Group complies with the requirements under the Companies Law (Revised) under the laws of Cayman Islands, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the Companies Ordinance (Chapter 622) and the Securities and Futures Ordinance (the "**SFO**") under the laws of Hong Kong for, among other things, the disclosure of information and corporate governance, and the Group has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") set out in the Appendix C3 to the Listing Rules. The Company uses the restricted word "Bank" as its company name under the approvals granted by Cayman Islands Monetary Authority ("**CIMA**") and Hong Kong Monetary Authority ("**HKMA**") in 2012. The Company complies with certain requirements and conditions under the approvals granted by CIMA and HKMA pursuant to the Banks and Trust Companies Law (2009 Revision) under the laws of Cayman Islands and Banking Ordinance under the laws of Hong Kong respectively.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is given on page 128 of this report.

DIVIDEND

The Directors do not recommend the payment of any dividend for the Year (2024: Nil).

ANNUAL GENERAL MEETING

The forthcoming annual general meeting (the "**AGM**") of the Company will be held on Monday, 22 June 2026. For further details of the AGM, please refer to page 38 of this report or the notice of AGM to be despatched in due course.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the identity of the Shareholders who are entitled to attend and vote at the forthcoming AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 15 June 2026. The register of members of the Company will be closed from Tuesday, 16 June 2026 to Monday, 22 June 2026 (both dates inclusive), during which period no share transfers will be registered. Shareholders whose names appear on the register of members of the Company on Monday, 22 June 2026 (i.e., record date) are entitled to attend and vote at the AGM.

PROPERTY, PLANT AND EQUIPMENT

The Company has no movement in property, plant and equipment during the Year.

SHARE CAPITAL

Details of the Company's issued share capital during the Year are set out in Note 19 to the financial statements. Please also refer to the section headed "Management Discussion and Analysis" on page 5 of this report under the heading "Liquidity, Financial Resources and Capital Structure".

SHARES ISSUED

The Company has not issued any share during the Year.

DEBENTURES ISSUED

The Company has not issued any debenture during the Year.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into the Group or existed during the Year.

RESERVES

Movements in the reserves of the Group and of the Company during the Year are set out in the consolidated statement of changes in equity on page 93 to the financial statements of this report.

DISTRIBUTABLE RESERVE

As at 31 December 2025, the aggregate amount of reserve available for distribution to equity shareholders of the Company was HK$814,827,849 (2024: HK$934,871,451).

DIRECTORS

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

Non-executive Directors
Mr. LU Yanpo *(Note 1)*
Mr. LI Yixuan *(Chairman)* *(Note 2)*

Independent Non-executive Directors
Mr. SIN Yui Man
Mr. CHEUNG Ngai Lam
Ms. FANG Xuan

According to Article 88 of the articles of association of the Company (the "**Articles**"), at each annual general meeting of the Company, 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. Ms. FANG Xuan ("**Ms. FANG**") will retire from the Board by rotation at the AGM and, being eligible, offer herself for re-election. Ms. FANG have confirmed her independence by reference to the factors set out in Rule 3.13 of the Listing Rules. In addition, Mr. LI Yixuan ("**Mr. LI**"), a director newly appointed by the Board on 2 July 2025, shall also retire at the AGM of the same year in accordance with Article 87(3) of the Articles and will be eligible for re-election as a director of the Company.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Company are set out on pages 24 to 26 of this report.

DIRECTORS' SERVICE CONTRACT

There is no service contract, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation), in respect of any Director proposed for re-election at the AGM.

EMOLUMENTS OF DIRECTORS

Please refer to Note 9 of the consolidated financial statements of this report for details of the emoluments of the Directors. The emoluments payable to the Directors are determined with reference to responsibilities, years of service and performance of each individual, the results of the Group and the prevailing market rate.

Notes:

1. Resigned on 17 November 2025.

2. Appointed as non-executive director, member of the nomination committee, member of the audit committee and member of the remuneration committee since 2 July 2025. Appointed as chairman of the board of directors and chairman of the nomination committee since 17 November 2025.

PERMITTED INDEMNITY PROVISION

The Articles provide that every Director is entitled to be indemnified out of the assets and profits of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. The Company and its subsidiaries have taken out and maintained directors' liability insurance throughout the Year, which provides appropriate cover for the Directors and directors of the subsidiaries of the Company. Such provisions were in force during the course of the Year and remained in force as of the date of this report.

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' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2025, none of the Directors or the chief executive of the Company or their respective associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required pursuant to Section 352 of the SFO, to be entered in the register required to be kept therein, or which were required, pursuant to Model Code, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

So far as is known to any Directors or chief executive of the Company, as at 31 December 2025, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which were recorded in the register required to be kept the Company under section 336 of the SFO:

Long positions in the shares and underlying shares of the Company

Name of Shareholder	Nature of Interests	Number of issued shares of the Company held	Approximate percentage of the existing issued share capital of the Company
CDB *(Note 1)*	Corporate Interest	1,920,000,000	66.16%
China Development Bank Capital Corporation Ltd. (國開金融有限責任公司) ("**CDBC**") *(Note 1)*	Corporate Interest	1,920,000,000	66.16%
CDBIH *(Note 1)*	Corporate Interest	1,920,000,000	66.16%

Name of Shareholder	Nature of Interests	Number of issued shares of the Company held	Approximate percentage of the existing issued share capital of the Company
Mr. LIU Tong (Note 2)	Corporate Interest	163,702,560	5.64%
Yoobright Investments Limited (“**Yoobright**”) (Note 2)	Corporate Interest	163,702,560	5.64%

Notes:

1. CDBIH is wholly-owned subsidiary of CDBC. CDBC is a wholly-owned subsidiary of CDB. Thus, CDB and CDBC are deemed to be interested in the same percentage of shares held by CDBIH.

2. Yoobright is beneficially and wholly owned by Mr. LIU Tong. Mr. LIU Tong is therefore deemed to be interested in the same percentage of shares held by Yoobright.

Save as disclosed above, as at 31 December 2025, the Company had not been notified by any person, other than Directors and chief executive of the Company, who had interests or short positions in the shares and underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO.

PRE-EMPTIVE RIGHTS

There are no pre-emptive rights provisions in the Articles nor are there any pre-emptive rights provisions generally applicable under the law of the Cayman Islands.

TAXATION OF HOLDERS OF SHARES

(a) Hong Kong

Dealings in shares registered on the Company’s Hong Kong branch register of members will be subject to Hong Kong stamp duty. The duty is charged at the rate of 0.26% (for the transactions executed on or before 16 November 2023) or 0.2% (for the transactions executed on or after 17 November 2023) of the consideration or, if higher, the fair value of the shares being sold or transferred (the buyer and seller each paying half of such stamp duty). In addition, a fixed duty of HK$5 is currently payable on any instrument of transfer of shares. Profits from dealings in the shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

(b) Cayman Islands

Under present Cayman Islands law, transfer or other dispositions of shares are exempted from Cayman Islands stamp duty.

(c) Professional tax advice recommended

Shareholders and intending holders of shares are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in shares.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year, Mr. LU Yanpo served as Chief Operating Officer in CDBC, which engaged in the same businesses of investment in Hong Kong and overseas as the Company. The potential conflicts of interest may arise in the allocation of investment opportunities to the Company and the other entities under CDB group.

Save as disclosed above, as at the date of this annual report, so far as the Directors were aware, none of the Directors, or their respective close associates (as defined in the Listing Rules) had any interest in other business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

None of the Directors or their connected entities is materially interested either directly or indirectly in any transaction, arrangement or contract entered into with any member of the Group which contract or arrangement is subsisting at any time during the Year or as at 31 December 2025 which is significant to the business of the Group taken as a whole.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

The Company had conducted review of their related party transactions as set out in Note 20 to the consolidated financial statements in this report and are satisfied that related party transactions which constitute connected transactions or continuing connected transactions were properly disclosed in accordance with the Listing Rules.

Investment Management Agreement

With the previous investment management agreement expired on 31 August 2023, on 26 October 2023, the Company renewed the investment management agreement (the "**Investment Management Agreement**") with HuaAn Asset Management (Hong Kong) Limited ("**HuaAn**"), pursuant to which HuaAn has agreed to act as the investment manager of the Company and to provide investment management services to the Company for a period of three years commencing from 26 October 2023 and expiring on 25 October 2026, for a management fee payable of HK$300,000 per annum. During the Year, the Company incurred a fee of HK$300,000 to HuaAn. HuaAn is a connected person of the Company pursuant to Rule 14A.08 of the Listing Rules and the transactions contemplated under the Investment Management Agreement (together with the annual caps) constitute continuing connected transactions. Management fee payable by the Company is HK$300,000 per annum, and the highest applicable percentage ratio on an annual basis exceeded 0.1% but was less than 5% on 26 October 2023. The transaction contemplated under the Investment Management Agreement thus constitutes a continuing connected transaction pursuant to Chapter 14A of the Listing Rules and are therefore exempted from the announcement, circular and independent Shareholders' approval requirements pursuant to Rule 14A.76(1) of the Listing Rules. HuaAn was a company incorporated on 10 June 2010 in Hong Kong with limited liability and is a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO.

In accordance with Rule 14A.56 of the Listing Rules, the auditor of the Company has performed certain agreed upon procedures in respect of the continuing connected transactions and reported that the transactions entered into:

(a) were approved by the Board of the Company;

(b) were, in all material respects, in accordance with the pricing policies of the Group if the transactions involve the provision of goods or services by the Group;

(c) were entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and

(d) have not exceeded the relevant annual caps.

In accordance with Rule 14A.55 of the Listing Rules, the independent non-executive Directors of the Company have reviewed and approved the continuing connected transactions and confirmed that the continuing connected transactions were carried out in accordance with the following principles:

(a) in the ordinary and usual course of business of the Group;

(b) on normal commercial terms or better; and

(c) according to the agreement governing them on terms that are fair and reasonable and in the interests of the Company's Shareholders as a whole.

LOAN AGREEMENT

On 11 November 2016, the Loan Agreement was entered into between CDBIH as lender and the Company as borrower, pursuant to which CDBIH will provide a term loan to the Company in an amount of up to US$100,000,000, at an interest rate of 1.65% per annum over US$3-month benchmark interest rate. The loan will be repayable on the date falling twelve months after the date of first drawdown, which may be automatically extended for another twelve months unless notified by either CDBIH or the Company not to extend repayment. The Company has not utilised the loan during the Year. On 11 November 2016, CDBIH held approximately 66.16% of the issued share capital of the Company and is the controlling shareholder of the Company. Accordingly, CDBIH is a connected person of the Company, and entering into the Loan Agreement between the Company and CDBIH constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Since the Board considers that as (i) the Loan Agreement has been entered into after arm's length negotiations between the Company and CDBIH and determined on normal commercial terms or better, and (ii) the loan is not secured by any asset of the Group, the loan is fully exempted from the Shareholders' approval, annual review and all disclosure requirements under Rule 14A.90 of the Listing Rules.

Save as disclosed above, during the Year, the Group did not enter into any connected transactions or continuing connected transactions which require the compliance with the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. A summary of significant related party transactions that did not constitute connected transactions made during the Year was disclosed in Note 20 to the financial statements of this report.

SHARE OPTION SCHEME

The share option scheme adopted by the Company on 7 February 2005 (the "**Share Option Scheme**") has been expired. No option had been granted by the Company since the adoption of the Share Option Scheme. There are no options outstanding as at 31 December 2025. None of the Directors or chief executive of the Company, or their respective associates had any right to subscribe for the securities of the Company or its associated corporations, or had exercised any such right during the Year.

ARRANGEMENTS TO PURCHASE SHARES BY DIRECTORS

At no time during the Year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debenture of the Company or any other body corporate.

CORPORATE GOVERNANCE

The Company's corporate governance practices are set out in the Corporate Governance Report on pages 27 to 39 in this report.

PURCHASE, SALE OR REDEMPTION OF SHARES

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

INVESTMENTS

Details of the Group's investments as at 31 December 2025 are set out on pages 6 to 10 in this report.

INTEREST CAPITALISED

There is no interest capitalised by the Group during the Year.

DONATIONS

There is no charitable and other donations made by the Group during the Year (2024: Nil).

MAJOR CUSTOMERS AND SUPPLIERS

As the Group is engaged in private equity investment business for medium to long-term capital appreciation purposes, there are no major customers and suppliers during the Year.

REVIEW OF THE ANNUAL RESULTS BY THE AUDIT COMMITTEE

As at 31 December 2025, all members of the Audit Committee are non-executive Directors. The Audit Committee acts in an advisory capacity and makes recommendations to the Board. The Group's 2025 annual results were reviewed and recommended to the Board for approval by the Audit Committee.

INDEPENDENT NON-EXECUTIVE DIRECTORS' INDEPENDENCE

The Company has received, from each of the independent non-executive Directors, an annual confirmation or a confirmation letter of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors are independent.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at the Latest Practicable Date prior to the issue of this report, the Company has maintained sufficient public float as required under the Listing Rule during the Year. The public float of the Company's issued shares is not less than the 25% required by the Listing Rules, representing 33.84% of the Company's issued shares.

SUBSEQUENT EVENT

The Directors are not aware of any significant event requiring disclosure that had taken place subsequent to 31 December 2025 and up to the date of this report.

AUDITOR

The Company has appointed BDO Limited as the auditor of the Company with effect from 28 June 2021. BDO Limited will retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting. A resolution to reappoint BDO Limited and to authorise the Directors to fix its remuneration will be proposed at the forthcoming annual general meeting.

By Order of the Board
China Development Bank International Investment Limited

LI Yixuan
Chairman

Hong Kong, 20 March 2026

Biographical Details of Directors and Senior Management

NON-EXECUTIVE DIRECTORS

Mr. LI Yixuan

Mr. LI Yixuan, aged 51, has been appointed as a non-executive Director of the Company and a member of the nomination committee, Audit Committee and remuneration committee since 2 July 2025. He has been subsequently appointed as chairman of the Board and the chairman of nomination committee of the Company with effect from 17 November 2025. Mr. LI Yixuan graduated from University of Cambridge with a Master's degree, and has over 20 years of experience in loan management, administrative management, risk control, and investment management. Mr. LI has successively served as the deputy director of the policy coordination division of the international financial bureau of China Development Bank, general manager of the human resources division, general manager of the business development division and general manager of the international business division of China Development Bank Capital Corporation Limited. Mr. LI currently serves as the president and sole director of China Development Bank International Holdings Limited and the vice president at the CDB Investment and Development Fund Management (Beijing) Co., Ltd..

Mr. LI Yixuan has obtained a legal opinion from Zhong Lun Law Firm LLP, the Company's legal adviser, pursuant to Rule 3.09D of the Listing Rules on 6 June 2025 and has confirmed that he understands his responsibilities as a director of a listed company and the possible consequences of making a false statement or providing false information to the Stock Exchange.

Mr. LU Yanpo

Mr. LU Yanpo (盧硯坡, formerly known as LU Yanpo* (盧艷坡)), aged 53, has been appointed as a non-executive Director, a member of the nomination committee, the audit committee and the remuneration committee of the Company since 11 February 2022. He has been subsequently appointed as chairman of the Board and the chairman of nomination committee with effect from 30 June 2022. Mr. LU resigned as a non-executive Director, the chairman of the board of directors and chairman of the nomination committee of the Company since 17 November 2025. Mr. LU graduated from Tsinghua University with a Master's degree in Public Administration and has over 15 years of experience in loan management, administration management, risk management and investment management. Mr. LU has successively served as a Risk Management Manager and Deputy Division Director of Credit Review Department of China Development Bank, Deputy General Manager and General Manager of Human Resources Department of CDB Capital Co., Ltd., President of China Development Bank International Holdings Limited and Operations Director of CDB Capital Co., Ltd.. Mr. LU has extensive management experience in the banking and financial services industry.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. SIN Yui Man

Mr. SIN Yui Man, aged 68, has been appointed as an independent non-executive Director of the Company since 1 September 2014. He is also the chairman of the remuneration committee and a member of the audit committee of the Company. Mr. SIN has over 30 years of experience in treasury and corporate banking. Prior to joining the Company, Mr. SIN served in Ping An Bank Co., Ltd., (listed on the Shenzhen Stock Exchange, stock code: 000001), Hong Kong Representative Office as the Chief Representative; Agricultural Bank of China Limited (listed on the Stock Exchange, stock code: 1288) as Alternate Chief Executive in its Hong Kong Branch; as well as in senior management positions at Standard Chartered Bank and Société Générale S.A. (SocGen) in Hong Kong. In 2011, Mr. SIN was elected as a member of the Chief Executive Election Committee in Hong Kong. Mr. SIN is a graduate of the Social Sciences Faculty of the University of Hong Kong, and possesses a post-graduate degree in Master of Business Administration from INSEAD.

* *For identification purpose only*

Ms. FANG Xuan

Ms. FANG Xuan (方璇), aged 54, was appointed as an independent non-executive Director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Board on 20 March 2024. Ms. FANG has extensive experience in finance and treasury industry. She worked at Beijing Enterprises Holdings Ltd (北京控股有限公司), a company listed on the Stock Exchange (stock code: 0392.HK), from June 2000 to July 2019, with her last position as a financial accounting manager of Hong Kong capital finance department. She has been serving as a financial director at CR Construction Group Holdings Ltd (華營建築集團控股有限公司), a company listed on the Stock Exchange (stock code:1582.HK) from August 2019 to May 2022, and its chief financial officer since June 2022. Ms. FANG has been appointed as an independent non-executive director of Xiaocaiyuan International Holdings Ltd. (a company listed on the Stock Exchange, stock code: 0999) since 19 December 2024, and as an independent non-executive director of China Travel International Investment Hong Kong Limited (a company listed on the Stock Exchange, stock code: 00308) since 26 March 2025. Ms. FANG served as a finance director at Mingxi Charity Foundation (明曦公益基金會) from August 2016 to July 2019. Ms. FANG has been serving as a member of the consultative committee of the Liaison Office of the Association of Certified Public Accountants of China in Hong Kong (中國註冊會計師協會駐香港聯絡處) and a member of the Standing Committee of the Shaanxi Provincial Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議陝西省委員會) since June 2022 and January 2023, respectively. She currently also serves at The Hong Kong Chinese Enterprises Association Financial & Accounting Affairs Steering Committee (香港中國企業協會財會專業委員會) as the Executive Vice Secretary General. Ms. FANG has been a member of the Association of International Accountant (國際會計師公會) since June 2015 and a fellow member of Association of International Accountant since September 2020. She has also been a member of China Association of Chief Financial Officers (中國總會計師協會) (CACFO) since December 2016 and a member of Hong Kong Professionals and Senior Executives Association (香港專業及資深行政人員協會) since January 2021. Ms. FANG has been a member of the Institute of Certified Management Accountants in Australia since October 2025. Ms. FANG obtained her bachelor's degree in accounting in October 2006 from University of Bolton (博爾頓大學) in England. She also completed a senior program on public administration in Tsinghua University (清華大學) in Beijing, the PRC, in August 2022 and obtained an EMBA degree from the City University of Hong Kong in October 2021.

Mr. CHEUNG Ngai Lam

Mr. CHEUNG Ngai Lam, aged 56, is a member of the American Institute of Certified Public Accountants and is a Certified Practicing Accountant of Australia. Mr. CHEUNG currently serves as an independent non-executive director of New Provenance Everlasting Holdings Limited (listed on the Stock Exchange, stock code: 2326) and Boyaa Interactive International Limited (listed on the Stock Exchange, stock code: 434).

Mr. CHEUNG served as an executive director of Silk Road Logistics Holdings Limited (listed on the Stock Exchange, stock code: 988) from 2021 to 2024, an independent non-executive director of Guoan International Limited (listed on the Stock Exchange, stock code: 143) from 2020 to 2021, an independent non-executive director of Asia Television Holding Limited (listed on the Stock Exchange, stock code: 707) from 2016 to 2019, and an independent non-executive director of China Huishan Dairy Holdings Company Limited (listed on the Stock Exchange and delisted in 2019, stock code prior to the delisting: 6863) in 2017.

Mr. CHEUNG obtained a Bachelor's degree in social science from the University of Hong Kong in 1991, a Master's degree in accounting from the Curtin University of Technology (currently known as Curtin University) in 1997 and a Master's degree in science (Investment Management) from the Hong Kong University of Science and Technology in 2002. Mr. CHEUNG has been appointed as an independent non-executive Director of the Company, the chairman of audit committee and a member of remuneration committee and nomination committee of the Board, with effect from 28 January 2021.

Biographical Details of Directors and Senior Management (Continued)

SENIOR MANAGEMENT

Mr. JIANG Qi

Mr. JIANG Qi (姜琪), aged 43, has been appointed as the chief executive officer of the Company since 6 June 2025 and resigned on 31 January 2026. Mr JIANG graduated from University of International Business and Economics with a bachelor's degree, and has over 23 years of experience in loan management, administrative management, risk control, and investment management. Mr. JIANG successively served as the deputy director of the Beijing branch of China Development Bank, general manager of the Beijing urbanization development fund of China Development Bank Capital Corporation Limited, and general manager of the Beijing – Tianjin – Hebei Industrial Cooperative Development Investment Fund.

Ms. LIU Xialingzi

Ms. LIU Xialingzi (劉夏玲子), aged 40, has been appointed as deputy chief executive officer of the Company since 18 December 2025. Ms. LIU currently serves as the Deputy General Manager of the International Business Department at China Development Bank Capital Corporation Limited. Ms. LIU has over 17 years of experience in investment management and risk management. Ms. LIU successively served as the Manager of the Customer Department at the Shenzhen Branch of China Development Bank, the Manager of the Risk Management Department at China Development Bank Capital Corporation Limited, the Head of Investment Department and the Executive Director at China Development Bank International Holdings Limited and the Deputy General Manager of Fund Department I at China Development Bank Capital Corporation Limited. Ms. LIU holds a bachelor's degree in economics from Beihang University and a master's degree of science from Durham University.

CORPORATE GOVERNANCE CODE

The Directors believe that the Company has complied with all the principles and code provisions of the Corporate Governance Code (the "**CG Code**") as set out in Appendix C1 to the Listing Rules for the Year, and has explained the implementation of paragraph B.1 of Part II of the CG Code.

The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision-making processes are regulated in a proper and prudent manner.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries by the Company, the Directors have confirmed that they have complied with the required standards as set out in the Model Code during the Year.

BOARD OF DIRECTORS

As of the date of this report, the Board comprised four Directors, including one non-executive Director, namely Mr. LI Yixuan and three independent non-executive Directors, namely Mr. SIN Yui Man, Ms. FANG Xuan and Mr. CHEUNG Ngai Lam. Each Director possesses expertise and experience and provides checks and balances for safeguarding the interests of the Group and the Shareholders as a whole. Mr. CHEUNG Ngai Lam, one of the three independent non-executive Directors, possesses appropriate professional accounting qualifications and financial management expertise. The independent non-executive Directors, as equal Board members, gave the Board and the Board committees on which they serve the benefit of their skills, expertise and various backgrounds and qualifications through regular attendance and active participation in meetings. The independent non-executive Directors had attended the general meetings of the Company and developed a fair understanding of the views of Shareholders. The biographical details of the current Directors are set out on pages 24 to 25 of this report. There are no financial, business, family or other material or relevant relationships among the members of the Board of the Company and with the chief executive officer and deputy chief executive officer, other than working relationships.

Diversity Policy

The Company has adopted a Board diversity policy (the "**Diversity Policy**") which became effective in August 2013. This Diversity Policy aims to set out the approach to achieve diversity on the Board of Directors. All Board appointments are based on merits, and have paid due regard for the benefits of diversity on the Board in selecting candidates. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates may bring to the Board. The Board's composition (including gender, ethnicity, age and length of service) will be disclosed in the Corporate Governance Report annually.

(1) Quantifiable Goals and Timeline

The Company has now achieved the interim goal of having women account for approximately 25% of the Board of Directors and plans to maintain this proportion over the next three years. We will regularly review progress to ensure the steady implementation and continuous improvement of gender diversity on the Board.

(2) Measures for the Pool of Potential Director Successors

The Company has established a gender-diverse talent pool for potential director successors through the following measures:

- Collaborating with professional executive search firms to specifically identify female management talent;
- Encouraging employees to recommend qualified female candidates;
- Regularly participating in industry forums on women's leadership to expand the talent pool;
- Conducting diversity background assessments of candidates (e.g., across dimensions such as gender, professional experience, and skills).

(3) Review of the Implementation of the Board Diversity Policy

The Company reviewed the implementation of its Board Diversity Policy during the Year. As of the end of the reporting period, women accounted for 25% of the Board, achieving the target ratio. The Company will continue to ensure the steady implementation and ongoing optimization of gender diversity on the Board through methods such as updating the talent pool roster, incorporating feedback from external headhunters, and conducting interviews with management.

(4) Board Diversity

As at the date of this annual report, the Board comprises four Directors, including one female and three males. Three of them are independent non-executive Directors. In terms of the factors mentioned above, especially, professional experience, skills and knowledge, the Board is characterised by significant diversity.

Skills of the Board

The Board possesses skills and experience in areas such as investment and asset management, finance and accounting, risk management and internal controls, and strategic leadership and governance. These align with the Company's business, strategy, and governance, and facilitate the effective operation of the Board.

As at the date of this annual report, the Company has reviewed the structure and composition of the Board of the Company and implemented gender diversity plans and arrangements for the Board. The Company believes that a gender diverse Board will provide diversity and further contribution to the business of the Company. The details of the gender diversity of our employees (exclusive of senior management) are set out in the section 4.1 headed "Talent Recruitment and Management" of the Environmental, Social and Governance Report on page 56 of this report.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the Code Provision A.2.1 of the CG Code.

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and written employee guidelines, and the Company's compliance with the CG Code and disclosure in this corporate governance report.

Responsibilities of Directors

The Board is responsible for formulating the overall strategic development, reviewing and monitoring the business performance of the Group, approving investment proposals as well as approving the financial statements of the Group. The independent non-executive Directors, with a wide range of expertise and a balance of skills, bring independent judgment on issues of strategic direction, development, performance and risk management through their contribution at Board meetings. The independent non-executive Directors also serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. Every newly appointed director of the Company should receive a comprehensive, formal and tailored induction covering the summary of the responsibilities and liabilities of a director of a Hong Kong listed Company on appointment. Subsequently, all Directors should have access to the professional development opportunities necessary to ensure that they have a proper understanding of the Company's operations and business and is fully aware of his responsibilities under statute and common law, the Listing Rules, legal and other regulatory requirements and the Company's business and governance policies. Besides, pursuant to provision C.1.4 of Part 2 of the CG Code, the Company had arranged a professional training to the Directors to develop and refresh their knowledge and skills relevant to the directors' duties during the Year. Mr. LI Yixuan, Mr. SIN Yui Man, Ms. FANG Xuan and Mr. CHEUNG Ngai Lam participated in a training provided by the legal adviser to the Company, Zhong Lun Law Firm LLP. During the Year, the Company had arranged the directors and officers liability insurance cover in respect of legal action against the Directors.

The Company has in place effective mechanisms to ensure that independent views and input are available to the Board. The nomination committee, a majority of which is comprised of independent non-executive Directors, assesses the suitability and independence of potential candidates to be appointed as independent non-executive Directors and reviews the independence of each independent non-executive Director annually. The independent non-executive Directors meet with the chairman at least once annually without the presence of other Directors and they can interact with management and other Directors including the chairman through formal and informal means. Independent professional advice is also available to all Directors whenever necessary. A review of these mechanisms is conducted on an annual basis to ensure their effectiveness.

The Company has received annual confirmation from each independent non-executive Director that they have met all the independence requirements set out in Rule 3.13 of the Listing Rules, and the Board considers these independent non-executive Directors to be independent.

Board Evaluation

The Board considers regular Board evaluations to be a key element in maintaining high standards of corporate governance and enhancing the Board's effectiveness. The purpose of the Board evaluation is to assess the Board's accountability, transparency, and effectiveness, thereby identifying areas for improvement and continuously optimizing corporate governance procedures. The Board will arrange an internal evaluation of its performance in 2026, followed by regular evaluations at least once every two years thereafter.

The scope of the evaluation will cover multiple areas, including: (i) the composition and overall effectiveness of the Board; (ii) Board culture and interactions among Board members; (iii) Board practices and director training; (iv) individual director performance; and (v) stakeholder engagement.

The Board evaluation process will be led by the nomination committee (or external consultants) and will encompass the following stages: preparation, data collection, analysis and reporting, deliberation and action, and follow-up disclosure. The evaluation methods will include self-assessments by directors, peer evaluations, and interviews with the chairman, and may involve consulting with individuals closely associated with the Company. Finally, the evaluation report will be submitted to the Board for review; the chairman will conduct feedback interviews with individual directors, formulate improvement measures, and oversee their implementation.

Board Composition

During the Year, the names of the Directors had been disclosed in all corporate communications of the Company with the independent non-executive Directors identified. Besides, the Company had maintained on the websites of the Company and the Stock Exchange an updated list of the Directors identifying their roles and functions and whether they are independent non-executive Directors. The Board had determined regularly the disclosure in relation to each Director for any change, the number and nature of offices held in public companies or organisations and other significant commitments.

Chairman and Chief Executive Officer

The chairman of the Board and the chief executive officer maintain a close collaborative relationship with well-established and documented division of responsibilities.

The chairman of the Board provides leadership to the Board, monitors Board effectiveness, foster constructive relationships among Directors and with the management, and develops the corporate culture with the chief executive officer. The chief executive officer develops strategies in conjunction with the chairman and the Board, executes strategies agreed by the Board, leads day-to-day management of the Company, and maintains regular dialogue with the chairman on important and strategic issues facing the Company.

The Board

The Board meets regularly throughout the Year to review the overall strategy and to monitor the operation of the Group. Notice of at least 14 days for each of the regular meetings is given to the Directors. The Directors can include matters for discussion in the agenda if necessary. Agenda and accompanying Board papers in respect of regular Board meetings are sent out in full to all Directors at least 3 days before the meetings. Draft and final versions of minutes of all Board meetings are circulated to Directors for comment and records respectively within a reasonable time after the Board meeting is held. Minutes of Board meetings and meetings of Board committees are kept by duly appointed secretaries of the respective meetings and all Directors have access to board papers and related materials, and are provided with adequate information on a timely manner, which enable the Board to make an informed decision on matters placed before it.

Under Code Provision C.5.1 of Part 2 of the CG Code, the Board should meet regularly and board meetings should be held at least four times a year. During the Year, the Board convened seven meetings. The Directors had been continuously updated by the management with respect to the latest business development of the Company and they kept effective communications about the same with each other through written means. For the fact that there had not been any significant change in the business operations of the Company, the Board considers that they had been actively participating in the business and management of the Company through resolving matters by way of written resolutions.

Details of the attendance of each Director at Board meetings during the Year during their term of office are as follows:

Name of Director	Number of entitled board meetings attended	Attendance rate
Non-executive Directors		
Mr. LU Yanpo *(Note 1)*	6	100%
Mr. LI Yixuan *(Note 2)*	3	100%
Independent Non-executive Directors		
Mr. SIN Yui Man	7	100%
Mr. CHEUNG Ngai Lam	7	100%
Ms. FANG Xuan	7	100%

Note:

1. Resigned on 17 November 2025.

2. Appointed as non-executive director, member of the nomination committee, member of the audit committee and member of the remuneration committee since 2 July 2025. Appointed as chairman of the board of directors and chairman of the nomination committee since 17 November 2025.

RESIGNATION OF EXECUTIVE DIRECTOR

In accordance with paragraph B.1 of Part 2 of the CG Code, there should be a balanced mix of executive and non-executive directors (including independent non-executive directors) on the Board so that there is a strong independent element on the Board that is capable of exercising independent judgment effectively. Following the resignation of Mr. BAI Zhe, an executive Director of the Company, on 30 June 2022, the Board did not have any executive Directors and deviated from paragraph B.1 of Part 2 of the CG Code.

The Board has been actively seeking suitable candidates to fill the vacancies and further announcement(s) will be made in due course. Until a new executive Director is appointed to the Board, the Company will continue and maintain the same investment policies and strategies that the Company has always adopted and implemented, and will seek professional advice from the investment manager as necessary.

RE-ELECTION OF DIRECTORS

The executive Directors of the Company (if any) are appointed for a specific term but are subject to their re-appointment by the Company at the general meeting upon retirement by rotation pursuant to the Articles. In accordance with the relevant provisions in the Articles, the appointment of Directors is considered by the Board and they must stand for election by Shareholders at the relevant annual general meeting.

TERM OF OFFICE AND CURRENT PERIOD OF APPOINTMENT OF DIRECTORS

As at 31 December 2025, the non-executive Director and independent non-executive Directors of the Company were appointed for a specific term and each of them had entered into a service contract with the Company for a term of three years, among which, the current period of appointment of Mr. LI Yixuan, Mr. SIN Yui Man, Ms. FANG Xuan and Mr. CHEUNG Ngai Lam expire on 1 July 2028, 31 August 2026, 19 March 2027, and 27 January 2027, respectively. However, such terms are subject to retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the Articles. As of the date of this report, Mr. LI Yixuan has served as a non-executive Director of the Company for nearly 1 year, while Mr. SIN Yui Man, Ms. FANG Xuan, and Mr. CHEUNG Ngai Lam have served as independent non-executive Directors of the Company for approximately 12 years, 2 years, and 5 years, respectively.

AUDIT COMMITTEE

As at 31 December 2025, the audit committee of the Company (the "**Audit Committee**") comprises four members, namely, Mr. LI Yixuan, Mr. CHEUNG Ngai Lam, Mr. SIN Yui Man and Ms. FANG Xuan. All members of the Audit Committee are non-executive Directors. The chairman of the Audit Committee is Mr. CHEUNG Ngai Lam, an independent non-executive Director of the Company. The Board considers that each Audit Committee member has broad commercial experience and there is a suitable mix of expertise in business, accounting and financial management on the Audit Committee. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 of the Listing Rules. The members of the Audit Committee meet regularly to review the financial report and other information submitted and reported to the Shareholders, the system of internal control, and the effectiveness and objectivity of risk management and audit process. The Audit Committee acts in an advisory capacity and makes recommendations to the Board. The terms of reference of the Audit Committee which explained the role and the authority delegated to the Audit Committee by the Board were revised in 2018 and is available on the websites of the Company and the Stock Exchange. The Audit Committee has reviewed the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the financial statements for the Year. The Audit Committee has considered the matters relating to the re-appointment of the independent auditors and agreed to the conclusions reached in relation to the re-appointment of the independent auditors. The Audit Committee also serves as the principal representative between the Company and the independent auditors, and is responsible for overseeing the relationship between them.

During the Year, two Audit Committee meetings were held and the individual attendance of each member during his tenure is set out below:

Name of Director	Number of Audit Committee meetings attended	Attendance rate
Mr. LU Yanpo	2	100%
Mr. SIN Yui Man	2	100%
Mr. CHEUNG Ngai Lam	2	100%
Ms. FANG Xuan	2	100%
Mr. LI Yixuan	1	100%

REMUNERATION COMMITTEE

As at 31 December 2025, the remuneration committee of the Company (the "**Remuneration Committee**") comprises four members, namely Mr. LI Yixuan, Mr. SIN Yui Man, Ms. FANG Xuan and Mr. CHEUNG Ngai Lam. During the Year, the majority members of the Remuneration Committee are independent non-executive Directors. The chairman of the Remuneration Committee is Mr. SIN Yui Man, an independent non-executive Director of the Company. The Remuneration Committee advises the Board on the Group's overall policy and structure for the remuneration of Directors and senior management. The terms of reference of the Remuneration Committee which explained the role and the authority delegated to the Remuneration Committee by the Board were revised in 2018 and is available on the websites of the Company and the Stock Exchange. In determining the emolument payable to Directors, the Remuneration Committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors and employment conditions of the Group. During the Year, the Remuneration Committee had made recommendations to the Board on the Group's overall remuneration policy, the remuneration policies and packages of individual executive Directors and senior management.

During the Year, the Remuneration Committee advised the Board on the Group's overall remuneration policy, and the remuneration policy and benefits for individual executive Directors and senior management. During the Year, four Remuneration Committee meetings were held and the individual attendance of each member during his tenure is set out below:

Name of Director	Number of Remuneration Committee meetings attended	Attendance rate
Mr. LU Yanpo	3	100%
Mr. SIN Yui Man	4	100%
Mr. CHEUNG Ngai Lam	4	100%
Ms. FANG Xuan	4	100%
Mr. LI Yixuan	1	100%

NOMINATION COMMITTEE

As at 31 December 2025, the nomination committee of the Company (the "**Nomination Committee**") comprised three members, namely Mr. LI Yixuan, Ms. FANG Xuan and Mr. CHEUNG Ngai Lam. During the Year, the majority members of the Nomination Committee were independent non-executive Directors. The chairman of the Board, Mr. LI Yixuan is also the chairman of the Nomination Committee. The Nomination Committee reviews the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. The Nomination Committee also performs the duties to (a) identify individuals suitably qualified to become Board members and to select or to make recommendations to the Board on the selection of individuals nominated for directorship; (b) to assess the independence of independent non-executive directors; (c) to make recommendations to the Board concerning the appointment or reappointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive officer; (d) to support the Company in conducting regular assessments of the performance of the Board; and (e) to perform any other duties prescribed by law, regulation and rules, as amended from time to time, which set forth obligations for the Company to comply with.

During the process of selection, the Nomination Committee typically takes factors including but not limited to cultural and educational background, professional experience, knowledge, especially the capacity of individuals into consideration, pursuant to the Diversity Policy of the Company. The terms of reference of the Nomination Committee which explained the role and the authority delegated to the Nomination Committee by the Board were revised in 2018 and is available on the websites of the Company and the Stock Exchange. During the Year, the Nomination Committee had reviewed the progress of implementation of Diversity Policy and the structure, size and composition of the Board including the Directors' skills, knowledge and experience and had made recommendations to the Board on the appointment of the individuals as the Director and chief executive officer of the Company.

During the Year, five Nomination Committee meetings were held and the individual attendance of each member during his tenure is set out below:

Name of Director	Number of Nomination Committee meeting attended	Attendance rate
Mr. LU Yanpo	4	100%
Mr. CHEUNG Ngai Lam	5	100%
Ms. FANG Xuan	5	100%
Mr. LI Yixuan	2	100%

ASSESSMENT OF DIRECTORS' TIME COMMITMENT AND CONTRIBUTIONS

The Nomination Committee recognizes the importance of Directors dedicating sufficient time to the Company to effectively fulfill their duties. The Nomination Committee has assessed each Director's time commitment and contributions to the Board in 2025 based on the following factors:

(1) Directorships in other listed companies and/or other significant external engagements: All directors disclose annually to the Company their directorships in other Hong Kong or overseas listed companies and other significant external engagements. As of 31 December 2025, no Director served as a director of more than six listed companies. The Nomination Committee believes that the Directors are able to devote sufficient time to the affairs of the Company without being overburdened by excessive duties at other listed companies or other significant external engagements. The Directors have also confirmed to the Company that they have devoted sufficient time and attention to the Company's affairs in 2025.

(2) Meeting Attendance Records: All Directors attended all Board meetings, committee meetings, and annual general meetings held during 2025.

(3) Responsibilities and Skills: Directors are able to make effective contributions to the Board based on the responsibilities they undertake on the Board, as well as their skills and experience. Details regarding the directors' responsibilities, skills, and experience are set out in the "Biographies of Directors and Senior Management" and "Diversity Policy" sections of this Corporate Governance Report.

In summary, the Nomination Committee considers that each Director was able to devote sufficient time and attention to the Company's affairs during 2025 and effectively fulfilled their duties as directors.

AMENDMENTS TO THE ARTICLES

There have been no changes to the Company's Articles for the year ended 31 December 2025.

AUDITOR'S REMUNERATION

BDO Limited was appointed by the shareholders of the Company (the "**Shareholders**") as the Company's auditor at the annual general meeting held on 28 June 2021. The audit services engagement for 2025 had been reviewed and approved by the Audit Committee.

During the Year, the remuneration paid to BDO Limited for the audit and non-audit services rendered to the Group were as follows:

	HK$
Annual audit services	793,350
Other non-audit services *(Note 1)*	184,500

Note:

1. BDO Limited had provided other services in relation to the review on the unaudited condensed consolidated interim financial information of the Group for the six months ended 30 June 2025 and review on results announcement and continuing connected transaction for the Year.

COMPANY SECRETARY

Under the provision C.6.3 of the CG Code, the company secretary should report to the chairman of the Board and/or the chief executive. Ms. ZHU Yiyi, the company secretary of the Company, directly reported to Mr. LI Yixuan, the chairman of the Board. Pursuant to Rule 3.29 of the Listing Rules, in each financial year the company secretary of the Company must take no less than 15 hours of relevant professional training. Ms. ZHU confirmed that she had taken no less than 15 hours of relevant professional training in accordance with Rule 3.29 of the Listing Rules during the Year.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors acknowledge their responsibility to prepare financial statements for each half and full financial year which give a true and fair view of the financial state of the Group. The Directors also ensure the preparation of the financial statements of the Group is in accordance with statutory requirements and applicable accounting standards. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

DIVIDEND POLICY

The Board has approved and adopted a dividend policy (the "**Dividend Policy**") on 20 December 2019. Under the Dividend Policy, provided that the Group is profitable and without affecting the normal operations of the Group, the Company may consider to declare and pay dividends to the Shareholders. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia: (i) the actual and expected financial performance of the Group; (ii) the general financial and business condition of the Group; (iii) the capital and debt level of the Group; (iv) the Group's liquidity position and future cash requirements and the cash availability for business operations, business strategies, future investment and development needs; (v) any restrictions on payment of dividends that may be imposed by the Group's lenders; (vi) the general market conditions; and (vii) any other factors that the Board deems appropriate.

There can be no assurance by the Company that a dividend will be proposed or declared in any specific periods. The payment of the dividend by the Company under the Dividend Policy shall remain to be determined at the sole discretion of the Board, subject to any other circumstances that Shareholders' approval is required, and any restrictions under all applicable laws, rules and regulations including but not limited to the Companies Law of the Cayman Islands, the Listing Rules, and the Articles of the Company.

Depending on the financial conditions of the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period as interim dividend, final dividend, special dividend and any distribution of net profits that appear to the Board to be justified by the profits of the Company available for distribution. The Company may declare and pay dividends by way of cash or in kind or by other means that the Board considers appropriate, subject to and in accordance with the procedures set out in the Articles.

The Board will continue to review the Dividend Policy from time to time. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and in no way obligate the Company to declare a dividend at any time or from time to time.

INVESTOR RELATIONSHIP AND COMMUNICATION

The Company endeavors to maintain a high level of transparency in communicating with Shareholders and the investment community at large. The Company is committed to maintaining an open and effective communication policy to update its Shareholders and investors on relevant information on its business through the annual general meetings, the annual and interim reports, notices, announcements, circulars as well as Company's website. The annual general meeting provides a useful forum for Shareholders to exchange views with the Board. Separate resolutions are proposed at the general meetings on each separate major issue, including the election of individual Directors. The Company has also reviewed the implementation of its shareholder communication policy during the Year and believes that the said communication policy and methods of communication are effective and sufficient to ensure adequate contact between shareholders and the Company.

Calling an extraordinary general meeting

Pursuant to the Article 58 of the Articles, any one or more members holding at the date of deposit of the requisition not less than one-tenth 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 secretary of the Company at the principal place of business in Hong Kong, 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 (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company. The requisition must (i) state the objects of the meeting: (ii) state the name(s) of the requisitioner(s): (iii) state the contact details of the requisitioner(s): (iv) state the number of ordinary shares of the Company held by the requisitioner(s): (v) be signed by the requisitioner(s) and (vi) be deposited at the Company's head office and principal place of business in Hong Kong at Suites 4506–4509, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong.

Putting enquiries to the Board

Shareholders may send their enquiries requiring the Board's attention to the company secretary of the Company at the Company's head office and principle office in Hong Kong. Questions about the procedures for convening or putting forward proposals at the annual general meeting or extraordinary general meeting may also be put to the company secretary by the same means.

Putting forward proposals at general meetings

Article 89 of the Articles provides that no person, other than a retiring Director of the Company at the meeting, shall be eligible for election to the office of Director of the Company at any general meeting unless:

(i) such person is recommended by the Directors of the Company; or

(ii) a notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office (as defined in the Articles), otherwise no person may be eligible to stand for election as a director at any general meeting, provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director of the Company at any general meeting, the following documents must be validly served on the company secretary of the Company within the abovementioned period at the head office or at the registered office of the Company, namely:

(i) the Shareholder's signed notice of intention to propose a person for election as a Director of the Company at the general meeting;

(ii) a notice signed by the nominated candidate indicated his/her willingness to be appointed;

(iii) the candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules; and

(iv) the candidate's written consent to the publication of his/her personal information.

General meetings

On 30 June 2025, the Company had convened the 2024 AGM at Units 1101-02, 11/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong. At the 2024 AGM, the Shareholders had passed the ordinary resolutions in relation to the following (i) to (viii):

(i) receive and consider the audited consolidated financial statements together with the reports of Directors and auditor of the Company for the year ended 31 December 2024;

(ii) re-elect Mr. SIN Yui Man (who has served more than nine years) as independent non-executive Director;

(iii) re-elect Mr. LU Yanpo as non-executive Director;

(iv) authorize the Board of the Company to fix the remuneration of the Directors;

(v) re-appoint Messrs. BDO Limited, Certified Public Accountants, as the auditor of the Company to hold office until the next annual general meeting of the Company and to authorise the Board to fix their remuneration;

(vi) approve the granting of a general mandate to the Directors to issue shares not exceeding 20% of the issued share capital of the Company;

(vii) approve the granting of a general mandate to the Directors to repurchase securities not exceeding 10% of the issued share capital of the Company;

(viii) approve the extension of the general mandate for the issue of shares by addition of the shares repurchased.

The individual attendance of each Director at the general meeting of the Company during his tenure is set out below:

Name of Director	Number of entitled general meeting attended	Attendance rate
Non-executive Director		
Mr. LU Yanpo	1	100%
Independent Non-executive Directors		
Mr. SIN Yui Man	1	100%
Ms. FANG Xuan	1	100%
Mr. CHEUNG Ngai Lam	1	100%

The forthcoming annual general meeting of the Company will be held on 22 June 2026 at 11:00 am at Suites 4506–4509, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong. As at the date of this report, the Company issued 2,902,215,360 ordinary shares of HK$0.01 each in the share capital of the Company.

RISK MANAGEMENT AND INTERNAL CONTROL

The review on the risk management and internal control systems of the Company is set out in the section headed “Risk Management and Internal Controls” on pages 40 to 43 of this report.

Risk Management and Internal Controls

STATEMENT BY THE BOARD

The Board confirms that it bears overall responsibility for ensuring that sound and effective internal controls and risk management systems are maintained, and has ensured that such systems are appropriate and effective in achieving the objectives set forth in Principle D2 of the Corporate Governance Code, namely, to address identified risks, safeguard the issuer's assets, prevent and detect fraud, misconduct, and losses, ensure the accuracy of the issuer's financial reports, and comply with applicable laws and regulations.

RESPONSIBILITY

The Board shall continuously oversee management's design, implementation, and monitoring of the risk management and internal control systems, and shall be responsible for ensuring that the issuer and its subsidiaries review the effectiveness of such systems at least annually; management shall provide the Board with confirmation regarding the effectiveness of such systems.

OUR RISK MANAGEMENT FRAMEWORK

The Board is responsible for the Group's internal controls and risk management system and for reviewing its effectiveness on an annual basis. The Group has established processes to identify, assess, and manage material risks (including environmental, social, and governance risks), and has implemented internal control mechanisms to ensure that inside information and other information necessary to prevent market manipulation is disclosed in a timely, accurate, and complete manner. During the Reporting Period, the Group conducted a dedicated assessment of environmental, social, and governance risks and updated its risk management and internal control systems. The Audit Committee supports the Board in monitoring our risk exposures, the design and operating effectiveness of the underlying risk management and internal controls systems. The Audit Committee, acting on behalf of the Board, oversees the following process:

(i) regular reviews of the principal business risks, and control measures to mitigate, reduce or transfer such risks; the strengths and weaknesses of the overall internal controls systems and action plans to address the weaknesses or to improve the assessment process;

(ii) regular reviews of the business process and operations reported by the Internal Audit Report, including action plans to address the identified control weaknesses and status update and monitor in implementing its recommendations; and

(iii) regular reports by the external auditors of any monitoring issues identified in the course of their work and the discussion with the external auditors about their respective review scope and findings.

The Audit Committee will then report to the Board after due review of the effectiveness of the Group's system of internal controls. The Board considers the works and findings of the Audit Committee in forming its own view on the effectiveness of the system. For the Year, the Board through the Audit Committee has conducted a review of the effectiveness of the risk management system of the Company by conducting a formal risk assessment process to identify and prioritise the key risks (classified by strategic risks/operational risks/financial reporting risks, environmental, social and governance risk and compliance risks). Action plan for each key risk has also been confirmed, and no significant areas of concern that may affect the risk management functions of the Company have been identified. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against not having material misstatement or loss. Based on the information and relevant confirmations provided by management, the Audit Committee, and the external auditors, the Board of Directors considers the system to be effective and adequate.

OUR INTERNAL CONTROL MODEL

Our internal controls model made reference to the Committee of Sponsoring Organisations of the U.S. Treadway Commission ("**COSO**") for internal controls and it has five key components, namely Control Environment; Risk Assessment; Control Activities; Information and Communication; and Monitoring. The key elements of our internal controls model are as follows:

- **Control Environment** – The control environment is the set of standards, processes, and structures that provides the basis for carrying our internal control across the Company. The Board and senior management establish the tone at the top regarding the importance of internal control including expected standards of conduct. The management reinforces expectations at the various levels of the Company.

- **Risk Assessment** – Risk assessment involves a dynamic and iterative process for identifying and assessing risks to the achievement of objectives. Risks to the achievement of these objectives from across the Company are considered relative to established risk tolerances. Thus, risk assessment forms the basis for determining how risks will be managed.

- **Control Activities** – Control activities are the actions established through policies and procedures that help ensure that management's directives to mitigate risks to the achievement of objectives are carried out. Control activities are performed at all levels of the Company, at various stages within business processes, and over the technology environment. The control activities may be preventive or detective in nature and may encompass a range of mutual and automated activities such as authorizations and approvals, verifications, reconciliations, and business performance reviews. Segregation of duties is typically built into the selection and development of control activities. Where segregation of duties is not practical, management selects and develops alternative control activities.

Investment monitoring is also significant given the capital-intensive nature of our business. Depending on strategic importance, cost/benefit and the size of the projects, detailed analysis of expected risks and returns is submitted to management for consideration and approval. The criteria for assessment of financial feasibility are generally based on net present value, payback period and internal rate of return from projected cash flow.

- **Information and Communication** – Information is necessary for the entity to carry out internal control responsibilities to support the achievement of its objectives. The management obtains or generates and uses relevant and quality information from both internal and external sources to support the functioning of other components of internal control. Communication is the continual, iterative process of providing, sharing, and obtaining necessary information. Internal communication is the means by which information is disseminated throughout the Company, flowing up, down and across the entity. It enables personnel to receive a clear message from senior management that control responsibilities must be taken seriously. External communication is twofold: it enables inbound communication of relevant external information, and it provides information to external parties in response to requirements and expectations.

- **Monitoring** – the Board and Audit Committee, assisted by our Internal Control Department, monitor on an ongoing basis the risks (including ESG risks) and the scope and quality of the internal control system, the internal audit function, and the work of the external auditors and the internal control consultant. The management has enhanced its update reports to the Audit Committee on changes to major risks and appropriate mitigating measures. There are at least two Audit Committee meetings annually, with one meeting mainly about reviewing the effectiveness of the internal control and risk management systems during the financial year. Since the previous year's review, there has been no significant change in the nature and severity of the Group's key risks (covering ESG aspects). Meanwhile, our ability to respond to changes in business and external environment has been further strengthened through continuous optimisation of our internal control and risk management systems.

For the Year, the management of the Group has engaged an external internal controls consultant to conduct an internal audit review over the Company's key business process. This year's review has covered all key control areas, including financial control, operational control and compliance control. The internal audit report, with no material weakness found, was submitted to the Audit Committee for review. No significant areas of concern that may affect the internal control system of the Company have been identified. During the review, the Board also considered the resources, qualification/experience of staff of the Group's accounting, internal audit, financial reporting function, and performance and reporting related to environmental, social and governance, and their training and budget were adequate. Based on the results of this year's review, the Board is of the opinion that the procedures relating to financial reporting and compliance with the requirements of the Listing Rules remain effective.

INTERNAL AUDIT FUNCTION

Under the provision D.2.2 of the CG Code, the Company should have an internal audit function. The Audit Committee is aware that the Company should have an internal audit function to process the effectiveness of the risk management and internal control system. During the Year, the Audit Committee had reviewed annually the need to establish internal audit function to improve the effectiveness of risk management, control and governance process and considers that such risk management and internal control system are adequate and effective. The Company will consider sharing the CDB groups resources to carry out the internal audit function of the Company.

INSIDE INFORMATION

The procedures and internal controls of the Company for handling and dissemination of inside information include conducting the affairs of the Company in strict compliance with the Guidelines on Disclosure of Inside Information published by Securities and Futures Commission and the Listing Rules, as well as reminding the Directors and employees of the Group regularly of the due compliance with all polices regarding the inside information.

The Board ensures the inside information is kept strictly confidential until the relevant announcement is made. The Directors are not aware of any significant areas which need to be brought to the attention of the Shareholders.

COMPLIANCE WITH LEGAL AND REGULATORY REQUIREMENTS

As part of the process of reviewing the financial statements, the Committee reviews the Group's compliance with applicable legal and regulatory requirements including the Listing Rules, the Companies Ordinance and the Securities and Futures Ordinance; the only notable exception is that the Group does not publish quarterly financial results.

COMPLIANCE MANUAL

The compliance manual of the Company applicable to the employees and the Directors was adopted in 2012. The Compliance Manual stated the policy of the Company in relation to the compliance responsibility, ethical conduct, confidentiality, insider dealing, Chinese Walls, conflicts of interest, inducements, personal investment policy, anti-money laundering policy, complaints, criticisms and legal actions policy, whistleblowing policy and corporate governance policy. The Board determinates and reviews the policy for the corporate governance as well as policy and system for anti-corruption of the Company and is responsible for the compliance for such policy. In addition, external suppliers may report irregularities to the Group's Audit Committee on an anonymous basis through the Company's official website.

SCOPE AND RESULTS OF THE REVIEW

The scope of the Year's internal audits and the external auditor's review covered key business, financial, and compliance processes. The results of the review indicate that the Group's risk management and internal control systems are operating effectively, and no material control failures or weaknesses were identified.

Environmental, Social and Governance Report

1. ABOUT THIS REPORT

China Development Bank International Investment Limited (Stock Code: 1062) is pleased to present its tenth Environmental, Social and Governance Report ("**this Report**"). This Report aims to showcase the Company's performance in sustainable development across the environmental, social, and governance ("**ESG**") aspects for the year 2025. Through this Report, we seek to provide a more comprehensive disclosure of the Company's vision, strategies, and practices on its path toward sustainability, thereby enhancing stakeholders' understanding of and confidence in the Company, and driving continuous improvement in our ESG performance.

In addition to strictly complying with the Corporate Governance Code under the Listing Rules to uphold the highest ethical standards, the Company strives to act as a responsible enterprise by promoting responsible investment, lawful and compliant operations, people-oriented management, environmental protection, and community care. We believe that this approach to sustainable development aligns with our business strategy and creates optimal value for our stakeholders. This Report should be read in conjunction with the "Corporate Governance Report" section of the Annual Report to gain a comprehensive understanding of the Company's ESG performance.

1.1 Title Description

For the convenience of presentation and reading, "CDBII", "Company", or "we" in this Report refer to China Development Bank International Investment Limited.

1.2 Reporting Scope and Boundary

This Report covers the reporting period from 1 January 2025 to 31 December 2025 (the "**reporting period**"). For details of the Company's business, please refer to the Company's "2025 Annual Report" ("**Annual Report**"). Unless otherwise defined, the terms used in this Report will have the same meaning as defined in the Annual Report released by the Company.

1.3 Reporting Basis

This Report has been prepared and disclosed in strict accordance with the "Environmental, Social and Governance Reporting Code" (the "**ESG Reporting Code**") under Appendix C2 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). We adhere to the principles of materiality, quantification, balance, and consistency, and strictly follow the mandatory disclosure requirements and the "comply or explain" provisions set out in the ESG Reporting Code, striving to fully reflect the Company's environmental and social management policies, strategies, and performance.

During the preparation of this Report, the Company applied the reporting principles as follows:

Materiality:	Adopting a materiality assessment to identify the Company's material ESG issues during the reporting period and compiling this Report based on these material ESG issues;
Quantitative:	Disclosing the standards and methods used in this Report to calculate relevant data, and disclosing applicable assumptions;
Balance:	This Report should provide an unbiased picture of the issuer's performance. This Report should avoid selections, omissions, or presentation formats that may inappropriately influence a decision or judgment by the report reader;
Consistency:	The method adopted for the preparation of this Report is basically the same as last year, and the data involving changes in the scope of disclosure and calculation methods are explained.

1.4 Data Source

The contents of this Report are compiled from internal documents, statistical reports, and publicly available materials.

1.5 Report Approval

The Board of Directors (the "**Board**") oversees the Company's ESG issues, and has reviewed and approved this Report. The Board assures this Report contains no false representations, misleading statements, or material omissions, and bears individual and collateral responsibilities regarding the truthfulness, accuracy and completeness of this Report.

1.6 Responding to This Report

We value the opinions of stakeholders as important drivers for our continuous improvement. If you would like to share your opinions or any matters in connection with this Report, please contact us at：

Address: Suites 4506–4509, Two International Finance Centre, 8 Finance Street, Central, Hong Kong
Tel: (852) 3979 1500
Fax: (852) 3979 1599
Website: www.cdb-intl.com
Email: info@cdb-intl.com

2. SUSTAINABILITY GOVERNANCE

2.1 ESG Governance Structure

The Company is committed to establishing a robust Environmental, Social, and Governance ("**ESG**") governance framework to comprehensively advance the implementation of its sustainability strategy.

The Board of Directors assumes full responsibility for the Company's ESG strategy and reporting, and oversees matters related to sustainable development. The Board actively fulfills its governance duties by regularly assessing and determining ESG risks and material topics relevant to the Company's business, ensuring that effective and appropriate ESG risk management and internal control systems are in place. In addition, the Board is responsible for approving ESG strategies and targets, as well as periodically reviewing progress toward these targets to ensure that the Company's development direction remains aligned with stakeholder expectations.

The management team, authorised by the Board, serves as the executive and coordinating body responsible for implementing sustainability policies, monitoring performance indicators, and driving progress toward ESG goals. Management reports regularly to the Board on ESG performance outcomes, fosters cross-departmental collaboration, maintains communication with external stakeholders, and carefully reviews the content of ESG disclosures to ensure the Company effectively conveys its commitment while continuously improving the quality and transparency of the information disclosure.

Furthermore, the Company attaches great importance to the risks and opportunities arising from climate change. During the reporting period, we closely monitored the latest global and local climate policy developments and have incorporated climate risk considerations into the governance agenda. We have also taken proactive measures to enhance climate-related disclosure. For details on the Company's climate response strategies, please refer to Section 5.2 "Combating Climate Change".

2.2 Stakeholder Engagement

Actively responding to stakeholder feedback is essential for the Company's advancement of sustainable development. To this end, CDBII has established diversified communication channels and is committed to maintaining transparency in its information disclosure. The Company convenes an "Annual General Meeting" each year, with representatives attending to engage directly with shareholders, investors, and other stakeholders to better understand their concerns and expectations.

In terms of day-to-day communication, during the reporting period, the Company distributed actionable corporate communications to individual shareholders via electronic communication means[1]. In addition, the latest business developments, asset information, and investor-related materials were made available through the "Media Centre" section of the Company's website and the Stock Exchange website, ensuring timely access to information for shareholders, investors, and the public. Moreover, the Company also maintains effective communication with stakeholders through various channels, including annual and interim reports, notices, announcements, circulars, emails, and telephone communications, to continuously refine and enhance its sustainable development strategy.

2.3 Materiality Assessment

The Company conducts regular assessments of material ESG topics to more effectively plan and advance its sustainability initiatives. During the reporting period, the Company analysed ESG development trends and considered stakeholder concerns to comprehensively assess and prioritise various ESG issues, identifying those most significant to the Company's operations and stakeholders. The following table illustrates the specific process adopted by the Company in conducting its materiality assessment:

1 Updating ESG Issue Library

We reviewed and updated the ESG issue library by referencing global sustainability trends, relevant policies and regulations, and industry practices. We initially identified core issues that may have significant impacts on the Company's operations and stakeholders

2 Drafting Questionnaires and Conducting Assessment Surveys

We designed questionnaires based on the ESG issue bank to gain an in-depth understanding of different stakeholders' (such as employees, customers, suppliers, and investors) opinions and priorities regarding various issues

3 Analysing Questionnaire Results

We analysed the collected questionnaire data and created a materiality matrix to ultimately identify high-priority ESG issues that are significant to both the Company and external stakeholders

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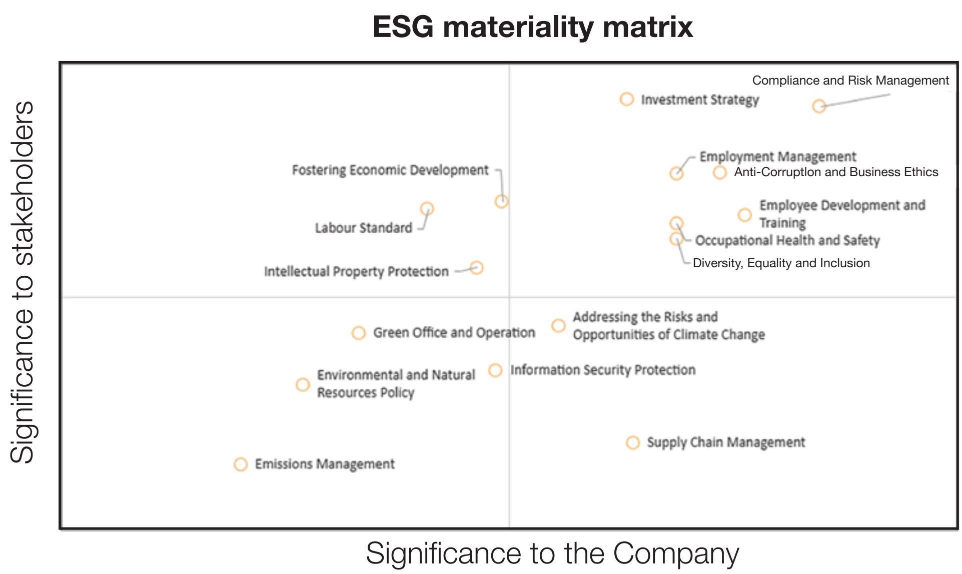
1 Electronic communication refers to the delivery of actionable corporate communications to shareholders via email. For shareholders who have not yet provided a valid email address, the Company will send the relevant documents in printed form, together with a form for collecting their email addresses, with the aim of gradually transitioning to electronic communication for distributing company information in the future.

During the reporting period, the Board reviewed the results of the 2024 materiality assessment, taking into consideration the Company's actual business circumstances and confirming the material ESG topics for the year. The corresponding materiality matrix and list are presented below:



2025 Materiality Topics			
Materiality Topics		**Response Sections**	
1.	Compliance and Risk Management	3.2	Compliance Operation and Risk Management
2.	Investment Strategy	3.1	Responsible Investment
3.	Anti-Corruption and Business Ethics	3.3	Professional Integrity
4.	Employment Management	4.1	Talent Recruitment and Management
5.	Employee Development and Training	4.2	Professional Training and Development
6.	Occupational Health and Safety	4.3	Employee Health and Safety
7.	Diversity, Equality and Inclusion	4.1	Talent Recruitment and Management

This Report will focus on the materiality topics and provide detailed disclosures on the Company's ESG management strategies and performance in each chapter, addressing the key concerns of key stakeholders.

3. MANAGEMENT EXCELLENCE

As the designated overseas investment platform of China Development Bank ("**CDB**"), CDBII is committed to serving the global strategies of both the nation and CDB, supporting the internationalisation of Chinese enterprises, and promoting overseas investment projects such as the Belt and Road Initiative. Leveraging CDB's advantages as China's largest foreign exchange loan bank with trillions of renminbi in total assets, the Company actively identifies high-quality investment opportunities, collaborates with leading international institutions, provides capital support to related enterprises, and assists them in accessing CDB loan resources.

Looking ahead, in the face of an increasingly complex and volatile global economic environment, the Company will enhance the resilience and profitability of its investment portfolio through diversified investment strategies, strengthened risk management, and improved operational capabilities. Management will closely monitor market developments, enhance cross-regional collaboration and financial discipline, and continue to create sustainable returns for shareholders while addressing geopolitical and economic uncertainties.

3.1 Responsible Investment

The Company believes that emphasising ESG matters can create long-term value for both the Company and society. Therefore, CDBII places great importance on fulfilling its corporate social responsibilities by integrating social and environmental considerations into its investment strategies. The Company's Investment Committee, composed of experienced professionals, rigorously screens all investment opportunities. Each investment undergoes multidimensional evaluation and monitoring by the Investment Committee to comprehensively identify and assess factors that help achieve the target returns while mitigating associated investment risks. Through a prudent investment process, the Company ensures that its investment decisions are made responsibly and in the best interests of all stakeholders.

Investment Strategies		
Committed to identifying and exploring high-quality investment opportunities and has established certain investment layouts in areas including, but not limited to, logistics infrastructure, new energy and supply chain services.	Proactively leverage the resources of the CDB in logistics infrastructure based on its existing logistics network, with its extensive industry knowledge and experience in finance and management, to assist the Company in continuously enhancing its efficiency in exploring business opportunities.	Optimising the decision-making process and incentive mechanism and improving corporate governance practices, continue to focus on identifying and exploring suitable investment opportunities in the logistics industry.

To achieve its responsible investment aims in all aspects of the business while minimising investment risk, the Company has developed the following risk management strategies:

- Establishing and regularly reviewing the Company's risk management policies and frameworks to consistently guide its risk management practices;
- Establishing a formal risk appetite statement enabling employees to understand the level of risk acceptable to the Company, avoid unnecessary risks and reduce unnecessary losses;
- Embedding risk management into the Company's core operations and decision-making;
- Regularly evaluating whether the risks of current and emerging portfolios would jeopardise the Company's strategy and realisation of annual plans and budgets, and establishing appropriate responses to the risks the Company may face; and
- Allocating appropriate resources to establish, maintain and continually improve risk management strategies and policies.

In accordance with our investment and risk management strategies, during the reporting period, we conducted key investment research, seized investment opportunities and promoted socially responsible investments in the following industries:

The Company will continue to focus on high-quality investment opportunities and align with national strategies such as China's industrial upgrading, the Belt and Road Initiative, and the Guangdong-Hong Kong-Macao Greater Bay Area. We will actively explore potential investment opportunities in sectors including logistics, information technology, advanced manufacturing, healthcare, new energy, and energy conservation and environmental protection, to create sustainable and stable returns for our investors.

Referring to the internal control framework of the Committee of Sponsoring Organizations of the Treadway Commission ("**COSO**") in the United States, we have established a sound internal monitoring model, which includes control environment, risk assessment, control activities, information and communication, and monitoring. We also conduct regular reviews to assess the effectiveness of our risk management and internal control systems.

3.2 Compliance Operation and Risk Management

A good reputation is the most important asset and cornerstone of a financial enterprise. The Company consistently strengthens its compliance defenses and strictly adheres to relevant regulations, including Hong Kong's *Companies Ordinance* and Appendix C1 *Corporate Governance Code* of the *Listing Rules* of the Stock Exchange of Hong Kong. We uphold integrity, legality, compliance, and self-discipline as our fundamental principles.

In terms of legal and regulatory compliance, the Company strictly enforces the *Anti-Money Laundering Law of the People's Republic of China*, the *Anti-Unfair Competition Law of the People's Republic of China*, and other applicable laws. We have formulated and implemented management systems such as the *Compliance Manual*, which clearly sets forth the Company's professional ethics standards covering confidentiality, insider trading, conflicts of interest, personal investments, bribery, extortion, money laundering, and fraudulent activities. The Company explicitly requires all employees to adhere strictly to the code of conduct and reiterates that any violation will be regarded as a serious matter. We maintain a zero-tolerance policy, under which offenders are subject to severe disciplinary actions, including immediate dismissal or suspension, to reinforce employees' awareness of anti-corruption and compliance. During the reporting period, the Company organised specialised training sessions on topics such as "Financial Risk Awareness Education" and "Risk Management", further strengthening our compliance management framework.

The Company places great importance on intellectual property protection, information security, and privacy management. Through system development, process control, and employee training, we continuously improve the relevant management systems. A summary of the specific management measures is as follows:

Intellectual Property Protection	***Prevention of Infringement:*** The Company attaches great importance to the lawful rights and interests of intellectual property. We strictly regulate the use of licensed software and various resources, resolutely eliminating any form of intellectual property infringement, including plagiarism, theft, alteration, unlawful appropriation, and counterfeiting.
Information Security and Privacy Protection	***Compliance and System Development:*** The Company strictly complies with the information segregation requirements outlined in the *Compliance Manual* and with Hong Kong's *Personal Data (Privacy) Ordinance*. We have established detailed confidentiality standards that clearly define the scope and levels of confidentiality, procedures for handling breaches, and mechanisms for accountability to ensure that all confidentiality measures are traceable and enforceable. ***Information Security Safeguards:*** Strict confidentiality management is applied to all major non-public information. All employees and key suppliers are required to sign confidentiality agreements, forming a multilayered system to prevent information leakage. ***Enhancing Staff Awareness:*** During the reporting period, the Company conducted specialised training on cybersecurity, effectively strengthening employees' awareness of data protection and their ability to prevent information leaks. These efforts further reinforce the Company's defenses in protecting information assets and customer privacy.

During the reporting period, the Company did not receive any complaints or legal proceedings related to violations of intellectual property rights, advertising, labelling[2] or privacy matters. For details regarding the Company's corporate governance, please refer to the "Corporate Governance Report" section of this annual report.

3.3 Professional Integrity

Cultivating professional ethics among employees is crucial for the long-term development of financial institutions. While pursuing excellence in investment returns for our investors, we uphold the highest standards of integrity and are committed to enhancing the industry's reputation. We maintain a zero-tolerance policy toward any breach of integrity. In daily operations, the Company has standardised reimbursement procedures and conducts regular reviews of departmental expense claims to prevent any form of corruption.

Investigation Procedures and Whistleblowing Mechanism

To ensure integrity in operations, the Company has established standardised reporting procedures and monitoring mechanisms in accordance with the *Compliance Manual*. We encourage employees and external stakeholders to report any suspected violations, fraud, or unethical conduct.

- Enhanced Reporting Channels: In addition to traditional internal channels, during the reporting period, the Company launched a dedicated whistleblowing mechanism on its official website. This platform accepts both identified and anonymous reports from employees and external parties, including suppliers, thereby broadening the Company's monitoring network.

- Handling Process: The Company has designated personnel responsible for investigations. Upon receiving a report, an initial assessment will be conducted within five working days. If a formal investigation is warranted, the investigation report will be submitted directly to the Audit Committee for review, which will then provide recommendations to the Board of Directors on appropriate actions.

- Whistleblower Protection: The Company places great importance on protecting whistleblowers. We commit to maintaining strict confidentiality regarding both the whistleblower's identity and the content of the report. A comprehensive protection mechanism is in place to prohibit any form of retaliation, ensuring that whistleblowers are not subject to unfair treatment or discrimination.

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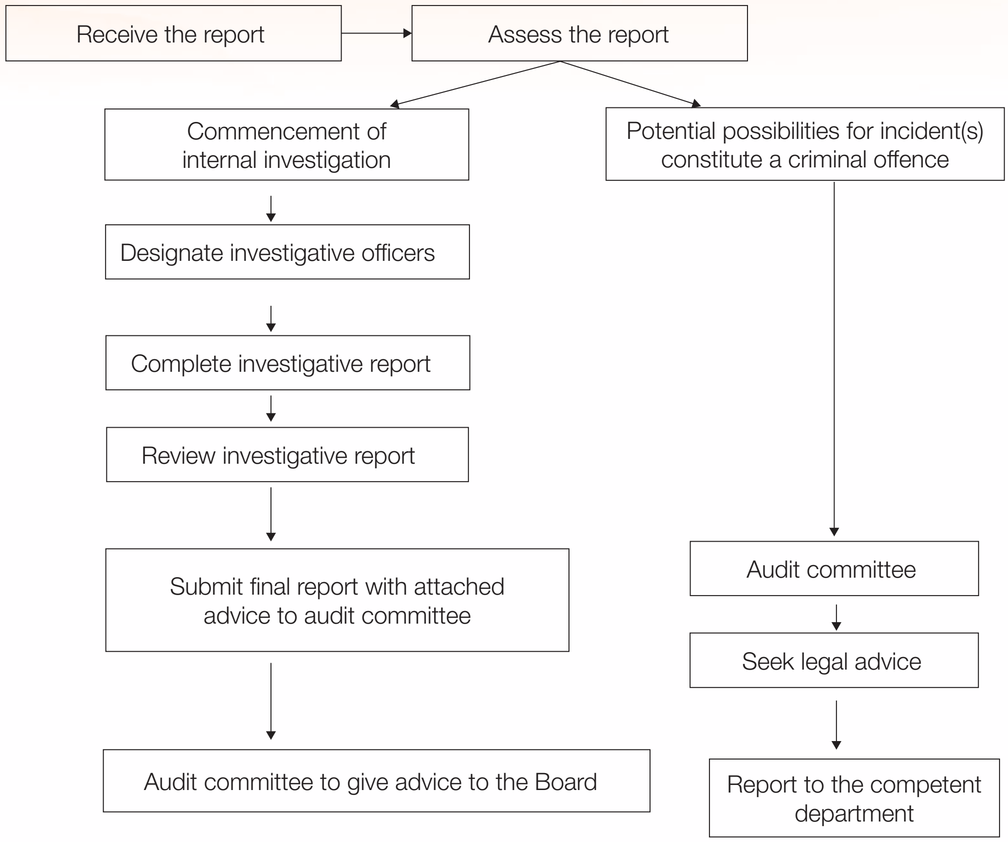
[2] The Company engages in asset investment business and does not involve product health and safety, advertising, and labelling matters in its operations.



To continuously optimise governance effectiveness, we regularly conduct systematic evaluations of the whistleblowing mechanism, analyse its implementation performance, and update relevant provisions in the *Compliance Manual* as necessary.

The Company strictly enforces a "Compliance from Day One" policy. All new employees are required to sign a compliance declaration to ensure that they fully understand and agree to abide by the provisions of the *Compliance Manual*. At the same time, the Company implements an "Annual Compliance Declaration" system for existing employees, requiring them to conduct self-assessments and sign declarations each year to prevent risks related to conflicts of interest, corruption, and misconduct. During the reporting period, the Company organised training sessions and seminars for directors and employees on topics such as "Integrity Education" and "Technology-Enabled Anti-Corruption Practices", enhancing our efforts in anti-corruption governance. On December 18, 2025, the Company (through an engaged law firm) conducted a training session for four directors and five employees, focusing on an overview of the Stock Exchange regulatory updates. The training covered key updates to the *Corporate Governance Code* and the *Listing Rules*, as well as directors' responsibilities.

During the reporting period, neither the Company nor its employees received any reports or legal cases related to corruption, bribery, extortion, fraud, or money laundering.

3.4 Supply Chain Management

Maintaining close collaboration with suppliers is essential to our business. To safeguard the Company's interests, we have formulated and strictly implemented the *Regulations on Centralised Procurement Management Measures*, aiming to reduce procurement risks, control costs, and enhance efficiency. We apply principles of transparency and fairness in selecting suppliers that comply with laws and provide quality services. In addition, the Company actively communicates with suppliers to help them better understand our values and culture, thereby strengthening cooperative relationships based on mutual trust and support, and jointly promoting the industry's stable and sustainable development. All suppliers are managed in accordance with the above-mentioned regulations.

Procurement Process of the Company

Select Qualified Suppliers

Procurement personnel conduct market research and, following procurement principles, select qualified suppliers that match project requirements for inclusion in the bidding process

→

Formulate Tender Document

Responsible personnel establish comprehensive tender documentation framework, incorporating quality requirements, suppliers qualifications, supplier eligibility criteria

→

Recommending suppliers

The designated group conduct evaluation and comparative analysis on qualified tender submission against predetermined criteria, culminating in the recommendation of final selected vendor.

In the process of selecting suppliers, we also emphasise the use of environmentally friendly products and services. Under the policy framework of the *Regulations on Centralised Procurement Management Measures*, we comprehensively consider suppliers' performance in areas such as environmental and social risk management, sustainability practices, business ethics, environmental protection, and contract performance capabilities. We conduct regular monitoring and evaluations to ensure that suppliers meet our standards. The Company also strictly regulates internal procurement conduct, firmly opposing any violations such as the disclosure of trade secrets or unlawful gains during the procurement process.

During the reporting period, the Company worked with 13 suppliers, the distribution of which is as follows: [3]

	2025
Total number of suppliers (unit)	13
Hong Kong	13

[3] The types of the 13 suppliers disclosed in this Report are brokerage (4), consultancy (4), compliance (4), and network service (1). All of them are non-material suppliers.

4. PEOPLE-CENTRIC

4.1 Talent Recruitment and Management

CDBII regards outstanding talent as a key foundation for sustainable corporate development and continuously improves a compliant and systematic human resources management system. We strictly comply with Hong Kong's *Employment Ordinance, Employees' Compensation Ordinance, Mandatory Provident Fund Schemes Ordinance, Sex Discrimination Ordinance*, and *Race Discrimination Ordinance*, ensuring that all employment management activities are carried out lawfully and in an orderly manner. As an equal opportunity employer, we adhere to the principles of fairness, impartiality, and openness in recruitment and are committed to creating a diverse, inclusive, and discrimination-free workplace. The Company's employment management system covers the entire process, including talent selection, job assignment, training and development, performance evaluation, promotion mechanisms, remuneration and benefits, and disciplinary management. We ensure that all employees and job applicants enjoy equal opportunities and fair treatment throughout recruitment and career development, without unfair discrimination based on gender, race, age, or background. In addition, the Company has established standardised resignation and handover procedures. When employees resign or employment relationships are terminated, the Human Resources Department handles the departure process in accordance with internal procedures and relevant laws, ensuring a smooth transition of operations and protecting the legitimate rights and interests of both the Company and its employees.

Prevention of Child Labour and Forced Labour

The Company strictly complies with Hong Kong's *Employment Ordinance* regarding the prevention of child labour and forced labour, maintaining zero tolerance for illegal employment. During recruitment, we carefully verify employees' ages to prevent the hiring of underage workers. We also sign employment contracts with all employees to ensure lawful employment and avoid any form of forced labour. If any case of child labour or forced labour is discovered, the Company will take appropriate actions in strict accordance with the *Employment Ordinance* and other relevant laws to fully protect the rights and interests of the individuals involved.

Diverse and Inclusive Workplace

We firmly believe that a diverse and inclusive corporate culture is a core driving force for the Company's growth. We are committed to providing employees with a fair, diverse, and non-discriminatory working environment that fosters mutual trust, respect, and teamwork. As the Company mainly engages in professional financial and administrative management services, we value employees' professional competence and overall capability, enabling individuals of different genders, races, and ages to make outstanding contributions to our development. As an equal opportunity employer, we adopt a fair, impartial, and transparent approach to talent recruitment and provide all qualified employees with equal opportunities for employment, training, and career development.

The Company has established a diversity policy for all employees (including senior management) aimed at promoting diversity across dimensions such as gender, age, culture, and professional background through measures including inclusive hiring and career development support, with gender diversity being a key priority.

The Company has currently met its established gender diversity targets for all employees (including senior management). As of the end of the reporting period, the gender ratio of all employees (including senior management) was 54.5% male to 45.5% female, while the gender ratio of all employees (excluding senior management) was 55.6% male to 44.4% female. The Company will review progress toward these targets to ensure the continued implementation and optimization of gender diversity among its workforce.

Employee Composition Overview

During the reporting period, the Company had a total of 11 employees based in Hong Kong, with 1 employee turnover (2024: 1). All employees, including the departed employee, were in Hong Kong.

	Employee (People)		Proportion (%)		Turnover Rate (%)[4]	
	2025	2024	2025	2024	2025	2024
By Gender						
Male	6	5	54.5%	50.0%	0%	0%
Female	5	5	45.5%	50.0%	20%	20%
By Age						
<31	1	2	9.1%	20%	0%	50%[5]
31-50	10	8	90.9%	80%	10%	0%
>50	0	0	0	0	0%	0%
By Employee Category						
General Staff	6	5	54.5%	50%	–	–
Middle Management	3	2	27.3%	20%	–	–
Senior Management	2	3	18.2%	30%	–	–
By Employment Type						
Full-Time	9	10	81.8%	100%	–	–
Part-Time	2	0	18.2%	0	–	–

The Company's related systems operated smoothly, and no complaints or legal cases were received regarding violations of recruitment, compensation, dismissal, promotion, performance evaluation, working hours, holidays, equal opportunities, diversity, or anti-discrimination.

4 The employee turnover rate refers to the number of employees who ended their employment relationship with the Company during the reporting period, whether through voluntary resignation, dismissal, retirement, or death. The calculation formula is as follows: Number of departing employees in the category/Total number of employees in the category × 100.

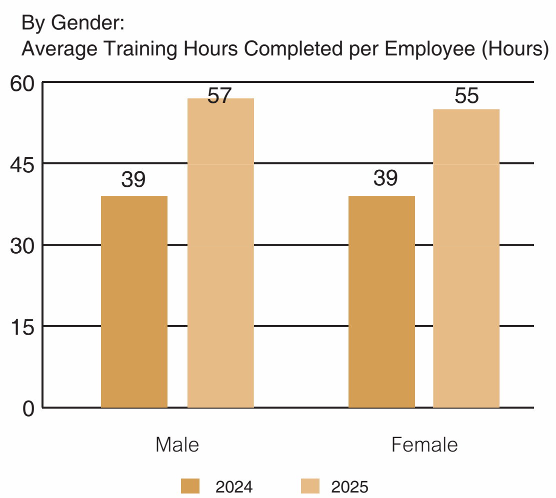
5 The employee turnover rate by age group for 2024 has been updated, with no changes made to the calculation formula.

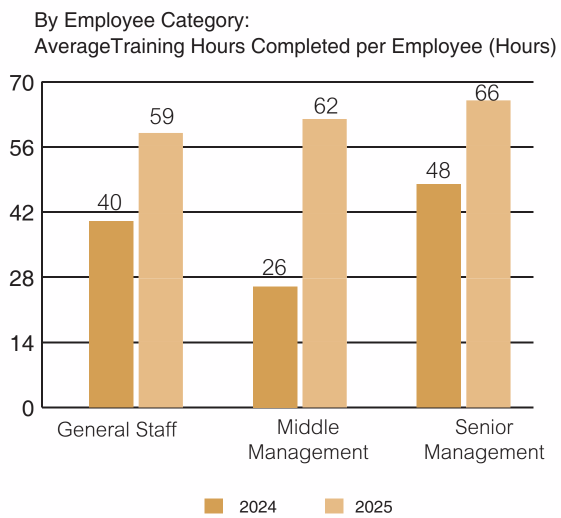
4.2 Professional Training and Development

CDBII is committed to providing employees with excellent training platforms to strengthen industry competitiveness and promote the Company's stable growth. Based on business strategies and employee needs, we offer a wide range of learning resources and training opportunities, including financial market analysis, consumer behavior research, global economic and investment trends, and tax knowledge. These initiatives help our teams efficiently manage domestic and overseas investment projects and drive sustainable business development. The Company also encourages employees to enroll in external education programs and job-related courses to achieve mutual growth for both individuals and the organisation.

During the reporting period, CDBII continued to invest in employee training. A total of 73 internal and external training sessions were held, with a combined duration of 615 hours. The training covered topics such as the latest legal and regulatory updates, industry research exchanges, risk mitigation, asset valuation, and specialised theoretical learning. Training was conducted across departments to promote internal communication while enhancing professional development. All 11 employees participated in training, achieving a 100% participation rate[6].

Summary of Employee Training[7]





6 The formula of training participation is: Number of employees trained/Total number of employees × 100.

7 The number of employees used to calculate the average training hours per person is determined using a weighted average method.

Based on strict compliance with relevant employment laws, the Company has formulated its own *Employee Handbook* and, referring to the *Promotion System* of China Development Bank International Holdings Limited ("CDBIH"), determines employees' specific position levels based on their individual performance evaluations, work experience, personal capability, and job responsibilities.

4.3 Employee Health and Safety

CDBII regards employee health and safety as a top priority. We strictly comply with Hong Kong's *Occupational Safety* and *Health Ordinance* and the *Fire Safety (Commercial Premises) Ordinance*, continuously improving our occupational health and safety management system. The Company is committed to creating a safe, comfortable, and caring working environment.

We value employees' physical and mental well-being and actively promote various employee care initiatives. For mental health, the Company offers online psychological counseling services that provide professional emotional support. In addition, during major Chinese and Western holidays, the Company distributes festive gifts to employees to express care and appreciation, enhancing their quality of life and sense of belonging.

Office Environment and Hygiene Management

CDBII adopts strict measures to maintain a high standard of office hygiene. Specific actions include:

- **Regular Disinfection and Cleaning:** Office equipment is regularly disinfected, and deep cleaning and pest control are performed on windows, walls, and carpets.

- **Facility Maintenance:** A routine inspection mechanism is in place for office supplies. Items that do not meet hygiene or safety standards are promptly repaired or replaced.

- **Drinking Water Safety:** The Company maintains and upgrades its water filtration system regularly to ensure the safety of drinking water.

Safety Training and Emergency Management in 2025

To strengthen employees' safety awareness, CDBII implemented a dual approach combining "prevention and inspection" with "practical drills" during the reporting period:

- **Special Inspections and Education:** The Company carried out a special fire safety inspection to identify and eliminate potential hazards. In addition, we enhanced fire safety awareness by sharing typical case studies to prevent safety blind spots.

- **Emergency Drills:** The Company actively organised employees to participate in fire drills with the property management office of the leased workplace to ensure that all staff are familiar with evacuation and emergency response procedures.

Over the past three years, including the reporting period, CDBII recorded no work-related fatalities or injuries and received no monitoring actions or complaints related to violations of occupational health and safety laws.

4.4 Employee Compensation and Welfare

The Company upholds a "people-oriented" philosophy and has established a comprehensive compensation and benefits system. We formulate incentive schemes based on employees' performance, professional experience, and industry salary levels, which include basic salaries, comprehensive statutory benefits, and diversified performance bonuses to recognise and reward outstanding talents. Employees enjoy extensive benefit coverage, including labour insurance, mandatory and voluntary MPF contributions, medical insurance, lunch subsidies, heat prevention allowances, and labor protection allowances. To maintain the competitiveness of our compensation and benefits policies, we continuously monitor market trends and adjust our strategies in response to economic conditions, fostering a strong environment for talent development.

In addition, the Company strives to create a healthy working atmosphere and regulates working hours, leave, and rest arrangements under the *Leave Management System*. Beyond statutory holidays, we offer employees various types of paid leave, including annual leave, sick leave, maternity leave, marriage leave, bereavement leave, and examination leave. New employees receive dedicated onboarding training to fully understand the Company's benefits policies and implementation details, ensuring legal rights are protected, and work-life balance is maintained while enhancing work efficiency.

During the reporting period, the Company presented birthday cake vouchers and festive gifts for employees.

5. ENVIRONMENTAL PROTECTION

The Company is committed to practicing the concept of green development and strictly complies with local environmental protection laws and policies related to air and greenhouse gas emissions, discharges to water and land, and the generation of hazardous and non-hazardous waste. We integrate environmental protection principles into business development and daily operations, striving to minimise the negative impact of our activities on the environment.

5.1 Energy Saving and Emission Reduction

In fulfilling our environmental responsibilities, we focus on energy conservation and emission reduction. During the reporting period, we reviewed our environmental objectives and action plans to ensure continuous improvement in environmental management. The Board of Directors will continue to monitor the progress and effectiveness of these environmental goals and update them as appropriate[8].

Target Areas	Environmental Objectives	Indicator	Action Plans	Progress
Energy Use	Reduce energy use	Promoting electricity conservation	Promote turning off lights, turning off air conditioners after 8 p.m. and turning on half of the lights during lunch breaks and overtime on holidays	Continuous Management
Water Efficiency	Reduce waste of water	Promote water conservation	Promote the concept of water conservation and turn off the switch after using water	Continuous Management
Solid Waste Emissions	Reduction of non-hazardous waste	Implementation of paperless office	Promote paperless office, implement paperless approval of internal approval process, realise electronic record of daily meetings and paperless post-investment management	Continuous Management

The Company's business nature does not belong to a high water-consuming industry, and office water is stably supplied by the municipal water system. During the reporting period, we had no difficulties in obtaining suitable water sources.

Nevertheless, the Company actively promotes water conservation and strives to improve water efficiency. "Save Water" reminders are posted in visible areas such as pantries and restrooms to encourage employees to develop good water-saving habits. We also conduct regular inspections of office water facilities to prevent leaks and aim to reduce water consumption through daily operational management.

During the reporting period, the Company did not own any vehicles, and its business scope did not involve any production activities. Therefore, there were no emissions of air pollutants or contamination of land or water sources. The Company also did not generate hazardous waste or use packaging materials. The non-hazardous waste generated mainly consisted of wastepaper and other office supplies. We encourage employees to reuse single-sided printed paper, while documents containing important information are destroyed and collected for unified disposal by the building's property management.

8 The Company's business activities do not present substantial risks regarding air pollution or hazardous waste generation; consequently, we have not set up specific targets for these aspects.

During the reporting period, our operations complied with applicable environmental protection laws and regulations, and no penalties were received for any violations of such laws or regulations.

Environmental Performance

Consumption of Resources[9]

Resources type		**Unit**	**Consumption**		**Consumption per person**	
			2025	**2024**	**2025**	**2024**
Water Consumption[10]		Litre	**2,337.0**	1,722.0	**212.5**	172.2
Energy Consumption		Mwh	**142.9**	40.0	**13.0**	4.0
Indirect energy	Electricity Consumption[11]	Mwh	**142.9[12]**	40.0	**13.0**	4.0
Direct energy [13]	Gasoline Consumption	Mwh	**0**	0	**0**	0

Waste Generation

Non-hazardous waste	**Unit**	**Emission**		**Emission per person**	
		2025	**2024**	**2025**	**2024**
Paper	Kg	**135.0**	125.0	**12.3**	12.5

Emissions

Air Pollutants[14] and Wastewater[15]	**Unit**	**Emission**		**Emission per person**	
		2025	**2024**	**2025**	**2024**
NOX	G	**0**	0	**0**	0
SO2	G	**0**	0	**0**	0
CO	G	**0**	0	**0**	0
PM2.5	G	**0**	0	**0**	0
Wastewater	Litre	**2,337.0**	1,722.0	**212.5**	172.2

9 The Company shares office space with its holding company in a leased facility. Since the office area lacks individual metering systems for utilities, consumption figures for water and electricity were derived through estimation methods

10 The Company's water consumption is approximately one litre per person per day.

11 Starting from 2025, the Company's electricity consumption is calculated based on the actual annual electricity meter readings. For 2024 and prior years, the specific estimation method for electricity consumption is as follows:

$$\text{Company electricity consumption} = \text{CDBIH's Electricity Consumption Calculated by IFC Property} \times \frac{\text{No. of Employees}}{\text{Total No.of Employees for the Company and CDBIH}}$$

12 Change description: Before 2025, part of the electricity expenses was borne by the parent company, and only the portion paid by the Company was recorded. Starting from 2025, all electricity expenses are borne by CDBII and fully included in the Company's indirect energy (electricity consumption) calculation.

13 During the reporting period, the Company has sold all its vehicles, resulting in zero fuel consumption.

5.2 Combating Climate Change

We recognise that addressing climate change has become a global consensus and an important aspect of corporate sustainability. Accordingly, this Report has been prepared in compliance with the *ESG Reporting Code* issued by the Stock Exchange, to outline the Company's specific initiatives and plans in climate governance and strategy. CDBII remains committed to actively responding to the challenges and opportunities brought by climate change by establishing a sound governance framework, a robust risk management system, and concrete action plans, thereby contributing to global climate action through corporate efforts.

Governance

The Company has established a comprehensive climate-related governance mechanism to identify, monitor, and manage climate-related risks and potential opportunities.

Governance of climate-related matters strictly follows the Company's overall ESG governance framework. Under this framework, the Board of Directors holds ultimate responsibility and oversight to ensure that all climate-related strategies and actions are aligned with the Company's long-term development goals. For further details on the Company's climate governance framework, please refer to the section titled "ESG Governance Structure".

Strategy

Identification, Assessment, and Management of Climate Risks and Opportunities

In response to government policies and global sustainable development goals, the Company is actively enhancing its analysis of climate-related risks and opportunities. During the reporting period, we reviewed physical risks, transition risks, and potential opportunities associated with climate change, considering evolving climate trends. The assessment results indicate that current climate risks have not posed any significant impact on the Company's business or value chain, and no material climate risks affecting operations or business activities have been identified. Considering the long-term effects and inherent uncertainties of climate change, we will continue to monitor relevant risks, strengthen our forecasting and management capabilities, and explore various opportunities that climate change may bring. The table below presents the risks or opportunities assessed as having a "medium" or higher level of significance.

Potential Climate Risk/Opportunity	Time Horizon	Risk/Opportunity Description	Risk/Opportunity Management Strategy	Risk/ Opportunity Materiality
Market Opportunities As the low-carbon economy advances, long-term climate change trends will continue to reshape traditional industry patterns while creating new market opportunities.	Medium Term/ Long Term	External trends (market preferences, favorable policies) create advantageous conditions for green, low-carbon, and new energy industries, potentially driving greater growth in the Company's investment portfolio. Green, low-carbon, and new economic industries, being less affected by climate change, have greater competitive advantages over traditional enterprises and opportunities for better performance.	Continuously track market preference dynamics and ensure timely strategy adjustments to adapt to new environments. Focus on integrating social and environmental responsibilities into investment strategies, exploring investment opportunities in sectors such as new energy, energy conservation, and environmental protection.	Medium

Climate Scenario Analysis

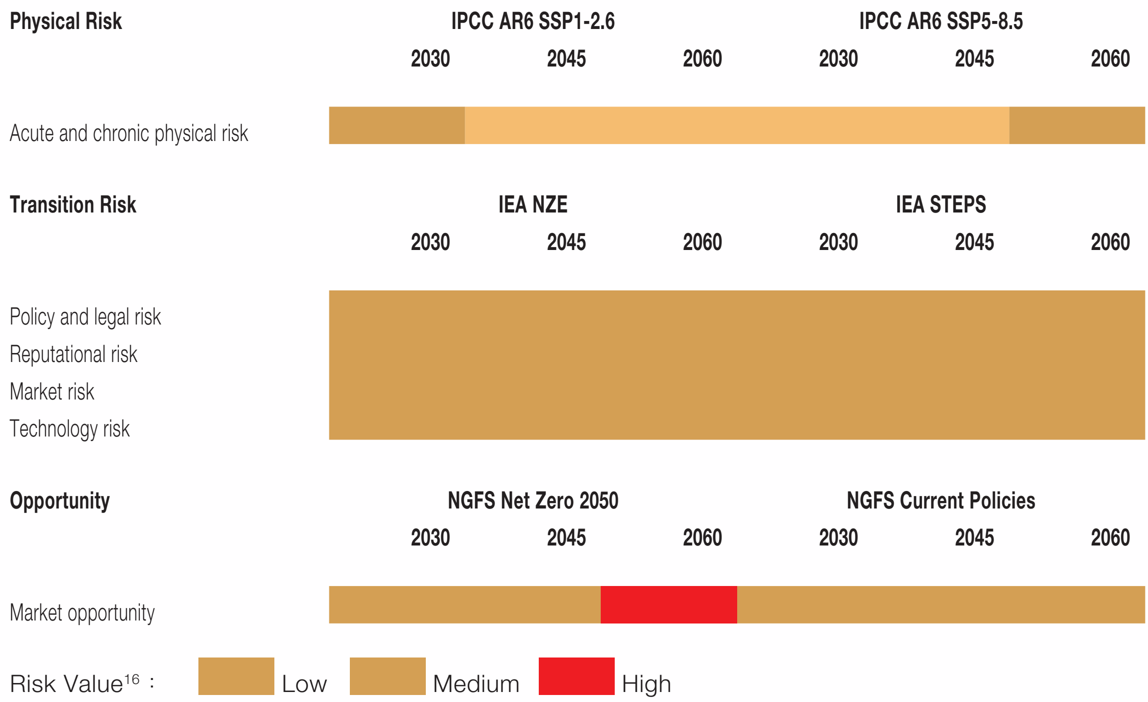
To systematically assess the potential impacts of climate change on CDBII's business operations, daily activities, and financial performance under different future development scenarios, the Company has adopted a climate scenario analysis approach. This method evaluates the potential effects of major climate-related risks and opportunities under various climate scenarios, helping to enhance the Company's climate resilience and providing a reliable basis for timely strategic decision-making and risk management.

CDBII refers to the scenario analysis methodology recommended by the International Sustainability Standards Board (ISSB) S2 Standard, selecting internationally recognised climate scenario models and relevant key parameters to conduct analyses of climate-related risks and opportunities, thereby ensuring the professionalism, rationality, and comparability of the results.

Scope of Analysis	Consistent with the reporting scope of the Company's Annual Report.
Timeframe	Considering the national carbon peaking target, the goals of the *Paris Agreement*, and the *Science Based Targets initiative (SBTi)*, the following timeframe has been established: – Short term: 2025 to 2030 – Medium term: 2030 to 2045 – Long term: 2045 to 2060
Scenario Assumptions	• The analysis is based on the year 2025, assuming that the locations of the Company's assets remain unchanged during the analysis period; • Relevant disclosures are made in accordance with climate-related policies in Hong Kong and the climate disclosure requirements of the Stock Exchange; • It is assumed that the currently implemented climate change mitigation policies and management measures will remain unchanged in the future, meaning no new or enhanced mitigation measures are introduced in the scenario analysis; • It is assumed that Mainland China's carbon neutrality target remains unchanged, aiming to achieve carbon neutrality by 2060.
Scenario Selection	The Company adopts the Shared Socioeconomic Pathways (SSP) from the *Sixth Assessment Report (AR6)* of the *Intergovernmental Panel on Climate Change (IPCC)*, selecting the SSP1-2.6 and SSP5-8.5 scenarios to analyse the potential physical risks brought by climate change.

For the assessment of transition risks and opportunities, CDBII refers to the climate scenarios developed by the International Energy Agency (IEA), including the Net Zero Emissions by 2050 Scenario (NZE) and the Stated Policies Scenario (STEPS), as the core analytical basis. At the same time, the Company also draws on the framework of the Network for Greening the Financial System (NGFS), selecting the Net Zero 2050 Scenario and the Current Policies Scenario for supplementary analysis, to further evaluate various climate-related opportunities and ensure the comprehensiveness and professionalism of the assessment.

Based on the above scenario input information, the Company conducted a qualitative climate scenario analysis. The results of the climate scenario analysis are presented in the table below:



Financial Impact Analysis

Based on the identified material climate-related risks and opportunities, the Company conducted a qualitative assessment of their potential impacts on financial position, financial performance, and cash flow. The analysis covers both the current financial impacts during the reporting period and the anticipated short-, medium-, and long-term financial effects. It also considers how climate-related risks and opportunities are integrated into the Company's financial planning and operational decision-making. This analysis provides management with a foundation for understanding potential impacts and supports informed corporate decision-making.

16 Risk Value: With reference to the *Guidance on Climate Disclosures under the HKEX Environmental, Social and Governance Framework*, in climate scenario analysis, a higher risk value (level/percentage) indicates a greater potential impact on the Company's asset value and financial performance. Accordingly, the higher the risk value, the more actions the Company will need to take to enhance its climate resilience.

Type of Risk	Financial Impact (Quantitative)	
	Current Financial Impact	Anticipated Financial Impact
Acute and chronic physical risk	No	Typhoons and other extreme weather events may damage operational assets and threaten employee safety, leading to higher operating and insurance costs. Fires could cause business interruptions and increase asset replacement costs, amplifying expected asset losses and reducing net profit.
Policy and legal risk	The strengthened ESG and climate disclosure requirements from Mainland China and the Stock Exchange have led to higher consultancy fees, data system development expenses, and internal human resource costs, thereby increasing the Company's disclosure and compliance management costs.	Under the national "carbon peaking–carbon neutrality" strategy and Hong Kong's Climate Action Plan 2050, regulatory requirements on energy use in commercial buildings have become stricter. Office operations will therefore require additional budget allocations, resulting in higher operating and capital expenditures as well as increased direct compliance costs. The net-zero transition indicates that companies must pursue energy conservation and emission reduction across their full operational lifecycle. As climate policies tighten, capital expenditures are expected to rise, affecting the balance sheet.
Technology risk	No	The depreciation of high-carbon technologies is accelerating, while asset impairments and stranded assets within investment portfolios may increase. As low-carbon technologies become dominant, the value of traditional assets will decline, leading to a decrease in return on equity (ROE).
Market risk	No	Market repricing may cause a drop in valuations of high-carbon assets, reducing investment returns and increasing portfolio volatility, which could result in investment losses.
Reputational risk	No	Exposure to high-carbon investments could potentially trigger capital outflows, raise financing costs, and reduce assets under management (AUM), thereby compressing profit margins.
Opportunity	No	Conversely, growing demand for green investments will expand the share of sustainable industries and generate excess returns, driving AUM growth. In a low-carbon economy, the ROE of green investments is expected to increase.

Response Measures to Climate Risks and Opportunities

Facing the risks and opportunities brought by climate change, the Company integrates climate risk management and social and environmental responsibilities into its investment strategy. We actively explore investment opportunities in areas such as renewable energy and energy conservation. Internally, the Company has developed guidelines for responding to extreme weather such as typhoons and heavy rain to protect employee safety. We also closely monitor regulatory updates and plan climate-related disclosures in advance. In investment management, the Company continues to track market trends and shifts, adjusting investment strategies in a timely manner based on actual conditions. We maintain close communication with investee companies, monitor their ESG performance, and assess potential climate risks. This ensures that investee companies have sufficient resilience and response capability, enabling the Company to prevent climate risks comprehensively and capture green development opportunities.

Risk Management

1. Identify

The Company systematically identifies climate-related risks and opportunities associated with its business by referencing industry disclosure practices, research data, and policy environments, while also considering the characteristics of its value chain and operating regions. Based on this, a list of climate-related risks and opportunities has been established.

2. Assess

The Company conducts a comprehensive assessment of identified climate-related risks and opportunities based on key dimensions such as potential impact and likelihood of occurrence. By integrating management's professional judgment and cross-functional perspectives, we perform materiality analysis and prioritisation to develop a climate-related risk and opportunity matrix.

3. Analyse

The Company adopts internationally recognised climate scenarios and key parameters to analyse the severity and potential financial impacts of significant climate-related risks and opportunities under different scenarios.

4. Response

Based on the assessment results, the Company formulates practical action plans and targets to capture opportunities in the low-carbon transition. At the same time, in accordance with the ESG Reporting Code of the Stock Exchange, we submit the risk matrix and response strategies to the Board of Directors or management for review and confirmation, ensuring that climate risk management is incorporated into the Company's highest level of decision-making and oversight, thereby achieving a complete governance cycle.

Metrics and Targets

To support the Company's strategic decision-making and performance management in addressing climate-related risks and opportunities, the Company has set quantitative greenhouse gas (GHG) reduction targets. Going forward, we will continue to monitor the latest scientific data and industry benchmarks to further refine our target-setting mechanism and emission reduction strategies.

In addition, the Company is actively improving its GHG emissions management indicator system to comprehensively report both direct and indirect carbon emissions from operations. During the reporting period, we began a feasibility analysis of Scope 3 emissions to identify categories highly relevant to CDBII's business. This work includes the initial organisation of data sources, collection scope, and accounting methods. These efforts lay the foundation for gradually advancing Scope 3 data management and disclosure and provide a reference for the Company's future emission reduction strategy formulation.

Greenhouse Gas Emissions Performance Table

		Emission		Emission per person	
Greenhouse gas indicators	**Unit**	**2025**	**2024**	**2025**	**2024**
CO2 emissions equivalent (Scope 1) [17]	Kg	**0**	0	**0**	0
CO2 emissions equivalent (Scope 2) [18]	Kg	**85,759.2** [19]	26246.9	**7,796.3**	2624.7
CO2 emissions equivalent (Scope 3)	Kg	**648.5**	600.0	**59.0**	60.0
—Category 5: Waste generated in operations [20]	Kg	**648.5**	600.0	**59.0**	60.0
Total CO2 emissions equivalent	Kg	**86,407.7**	26,846.9	**7,855.2**	2,684.7

Identification of Scope 3 Categories

To comprehensively assess the carbon emission impact across the Company's value chain, the Company conducted a systematic screening and feasibility analysis of all 15 emission categories across the entire value chain defined in the *Greenhouse Gas Protocol: Corporate Value Chain (Scope 3) Accounting and Reporting Standard.*

17 Greenhouse gas (Scope 1) emissions arise from exhaust emissions of the Company's office vehicles. During the reporting period, the Company did not own any vehicles, resulting in no emissions.

18 Greenhouse gas (Scope 2) emissions arise indirectly from the electricity consumed by the Company. The calculation method and emission factors are referenced from the Hong Kong Electric Company Limited's 2024 Sustainability Report.

19 Change description: Before 2025, part of the electricity expenses was borne by the parent company, and only the portion paid by the Company was recorded. Starting from 2025, all electricity expenses are borne by CDBII and fully included in the Company's Scope 2 carbon emissions calculation.

20 Waste generated in operations refers to the carbon dioxide and methane emissions produced from the disposal of office wastepaper in landfills, as well as the greenhouse gas emissions resulting from electricity consumption by government departments in the wastewater treatment process. The calculation method is based on Appendix 2: Reporting Guidance on Environmental KPIs issued by the Stock Exchange.

We considered the relevance of each emission source to the Company's operations, the significance of its emissions, and the feasibility of obtaining relevant data. Based on the assessment, the Company identified the following six Scope 3 categories as highly relevant to CDBII's daily operations:

Value Chain Segment	Scope 3 Category
Upstream Activities	Category 1 – Purchased Goods and Services
	Category 2 – Capital Goods
	Category 3 – Fuel- and Energy-Related Activities (not included in Scope 1 or Scope 2)
	Category 5 – Waste Generated in Operations
	Category 6 – Business Travel
	Category 7 – Employee Commuting
Downstream Activities	/

Climate Target

During the reporting period, the Company initiated the quantitative setting of climate targets. In formulating these targets, we referred to applicable international and local climate policy frameworks, including the Nationally Determined Contributions (NDCs) under the Paris Agreement, China's "dual carbon" goals, and Hong Kong's 2050 net-zero emission targets (Hong Kong's Climate Action Plan 2030+ and the Climate Action Plan for Carbon Neutrality 2050). These served as key references in establishing our emission reduction pathway to promote the Company's low-carbon transition and greenhouse gas reduction efforts.

The Company uses Scope 1 and Scope 2 greenhouse gas emissions as the main indicators for setting climate targets, focusing on emissions related to daily operations and energy use to ensure that the targets are closely aligned with actual business activities. The scope of these targets is consistent with the disclosures in the Annual Report, covering operational activities in the Hong Kong office, with 2024 as the baseline year for measuring emission reduction progress. The Company has also established a medium- and long-term emission reduction pathway for 2025–2035, aiming to achieve a 40% reduction in total GHG emissions by 2030 compared with the baseline year, and a cumulative reduction of 60% by 2035. This step-by-step approach supports the gradual decline in the Company's overall emission level.

The Group will regularly review the implementation of its climate targets and, considering operational conditions, policy developments, and actual performance, will adjust related measures as needed to continuously strengthen its climate risk management capability.

6. GIVING BACK TO SOCIETY

CDBII values strengthening connections and cooperation with the community and consistently upholds the principle of "gratitude for the source of benefit". We actively fulfill our corporate social responsibilities and serve as a proactive promoter of community welfare initiatives. Leveraging our resources, we encourage employees to participate in activities that create a positive social impact beyond daily business operations, promoting corporate social responsibility, serving the community, and contributing to social well-being. Our goal is to foster harmony, shared prosperity, and sustainable development between the Company and society.

During the reporting period, the Company encouraged staff to actively participate in charitable and community activities, contributing a total of 3 volunteer hours. CDBII also took part in donation initiatives supporting Oxfam Hong Kong and the Wang Fuk Court community in Tai Po, with total donations amounting to HKD19,260.

INDEX OF CONTENTS OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING CODE

Mandatory Disclosure Requirements	Descriptions	Relevant section or other explanation of this Report
Governance Structure	A statement from the board containing the following elements: (i) a disclosure of the board's oversight of ESG issues; (ii) the board's ESG management approach and strategy, including the process used to evaluate, prioritise and manage material ESG-related issues (including risks to the issuer's businesses); and (iii) how the board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer's businesses.	2. Sustainability Governance
Reporting Principles	A description of, or an explanation on, the application of the following Reporting Principles in the preparation of the ESG report: Materiality: The ESG report should disclose: (i) the process to identify and the criteria for the selection of material ESG factors; (ii) if a stakeholder engagement is conducted, a description of significant stakeholders identified, and the process and results of the issuer's stakeholder engagement. Quantitative: Information on the standards, methodologies, assumptions and/or calculation tools used, and source of conversion factors used, for the reporting of emissions/energy consumption (where applicable) should be disclosed. Consistency: The issuer should disclose in the ESG report any changes to the statistical methods or KPIs used, or any other relevant factors affecting a meaningful comparison.	1. About this Report
Reporting Boundary	A narrative explaining the reporting boundaries of the ESG report and describing the process used to identify which entities or operations are included in the ESG report. If there is a change in the scope, the issuer should explain the difference and reason for the change.	1. About this Report

General disclosures and KPIs	Descriptions	Relevant section or other explanation of this Report
Environment		
Aspect A1: Emissions		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste	5 Environmental Protection 5.1 Energy Saving and Emission Reduction
KPI A1.1	The types of emissions and respective emissions data	Environmental Performance
KPI A1.2	Repealed on 1 January 2025	–
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility)	Due to the Group's business nature, this indicator is not applicable
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility)	Environmental Performance
KPI A1.5	Description of the emission targets set and the steps taken to achieve them	5.1 Energy Saving and Emission Reduction
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled and description of the emission targets set and the steps taken to achieve them	5.1 Energy Saving and Emission Reduction
Aspect A2: Use of resources		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials	5.1 Energy Saving and Emission Reduction
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility)	Environmental Performance
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility)	Environmental Performance
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them	5.1 Energy Saving and Emission Reduction
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them	5.1 Energy Saving and Emission Reduction
KPI A2.5	Total packaging material used for finished products (in kg) and, if applicable, with reference to per unit produced	Due to the Company's business nature, this indicator is not applicable

General disclosures and KPIs	Descriptions	Relevant section or other explanation of this Report
Aspect A3: Environment and Natural Resources		
General Disclosure	Policies on minimising the issuer's significant impact on the environment and natural resources	5.1 Energy Saving and Emission Reduction
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them	5.1 Energy Saving and Emission Reduction
Social		
Employment and Labour Practices		
Aspect B1: Employment		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare	4 People-Centric
KPI B1.1	Total workforce by gender, employment type, age group and geographical region	4.1 Talent Recruitment and Management
KPI B1.2	Employee turnover rate by gender, age group and geographical region	4.1 Talent Recruitment and Management
Aspect B2: Health and Safety		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards	4.3 Employee Health and Safety
KPI B2.1	Number of work-related fatalities and work-related fatality rate in each of the past three years (including the reporting period)	The Company had no work-related injuries or work-related fatalities in the past three years.
KPI B2.2	Lost days due to work injury	The Company had no work-related injuries during the reporting period.
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored	4.3 Employee Health and Safety

General disclosures and KPIs	Descriptions	Relevant section or other explanation of this Report
Aspect B3: Development and Training		
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities	4.2 Professional Training and Development
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management)	4.2 Professional Training and Development
KPI B3.2	The average training hours completed per employee by gender and employee category	4.2 Professional Training and Development
Aspect B4: Labour Standards		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour	4 People-Centric 4.1 Talent Recruitment and Management
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour	4 People-Centric 4.1 Talent Recruitment and Management
KPI B4.2	Description of steps taken to eliminate such practices when discovered	4 People-Centric 4.1 Talent Recruitment and Management
Operating Practices		
Aspect B5: Supply Chain Management		
General Disclosure	Policies on managing environmental and social risks of the supply chain	3.4 Supply Chain Management
KPI B5.1	Number of suppliers by geographical region	3.4 Supply Chain Management
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored	3.4 Supply Chain Management
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored	3.4 Supply Chain Management
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored	3.4 Supply Chain Management

General disclosures and KPIs	Descriptions	Relevant section or other explanation of this Report
Aspect B6: Product Responsibility		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress	3 Management Excellence 3.2 Compliance Operation and Risk Management The Company has no direct contact with customers and is not involved in any production. During the reporting period, the Company did not conduct any commercial advertising.
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons	The Company has no direct contact with any customers and is not involved in production.
KPI B6.2	Number of products and service related complaints received and how they are dealt with	The Company has no direct contact with any customers and is not involved in production.
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights	3.2 Compliance Operation and Risk Management
KPI B6.4	Description of quality assurance process and recall procedures	The Company has no direct contact with any customers and is not involved in production.
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored	3.2 Compliance Operation and Risk Management

General disclosures and KPIs	Descriptions	Relevant section or other explanation of this Report
Aspect B7: Anti-corruption		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering	3.3 Professional Integrity
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases	3.3 Professional Integrity
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored	3.3 Professional Integrity
KPI B7.3	Description of anti-corruption training provided to directors and staff	3.3 Professional Integrity
Community		
Aspect B8: Community Investment		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests	6 Giving Back to Society
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport)	6 Giving Back to Society
KPI B8.2	Resources contributed (e.g. money or time) to the focus area	6 Giving Back to Society

Part D: "Comply or explain" Provisions Climate-related Disclosures

(I). Governance	
19 (a) the governance body(s) (which can include a board, committee or equivalent body charged with governance) or individual(s) responsible for oversight of climate-related risks and opportunities:	
i) how the body(s) or individual(s) determines whether appropriate skills and competencies are available or will be developed to oversee strategies designed to respond to climate-related risks and opportunities;	5.2 Combating Climate Change
ii) how and how often the body(s) or individual(s) is informed about climate-related risks and opportunities;	5.2 Combating Climate Change
iii) how the body(s) or individual(s) takes into account climate-related risks and opportunities when overseeing the issuer's strategy, its decisions on major transactions, and its risk management processes and related policies, including whether the body(s) or individual(s) has considered trade-offs associated with those risks and opportunities;	5.2 Combating Climate Change
iv) how the body(s) or individual(s) oversees the setting of, and monitors progress towards, targets related to climate-related risks and opportunities (see session "Climate-related targets"), including whether and how related performance metrics are included in remuneration policies (see session "Remuneration");	5.2 Combating Climate Change
19 (b) management's role in the governance processes, controls and procedures used to monitor, manage and oversee climate-related risks and opportunities:	
i) whether the role is delegated to a specific management-level position or management-level committee and how oversight is exercised over that position or committee; and	5.2 Combating Climate Change
ii) whether management uses controls and procedures to support the oversight of climate-related risks and opportunities and, if so, how these controls and procedures are integrated with other internal functions.	5.2 Combating Climate Change
(II). Strategy	
Climate-related risks and opportunities	
20 (a) describe climate-related risks and opportunities that could reasonably be expected to affect the issuer's cash flows, its access to finance or cost of capital over the short, medium or long term;	5.2 Combating Climate Change
20 (b) explain, for each climate-related risk the issuer has identified, whether the issuer considers the risk to be a climate-related physical risk or climate-related transition risk;	
20 (c) specify, for each climate-related risk and opportunity the issuer has identified, over which time horizons – short, medium or long term – the effects of each climate-related risk and opportunity could reasonably be expected to occur;	
20 (d) explain how the issuer defines 'short term', 'medium term' and 'long term' and how these definitions are linked to the planning horizons used by the issuer for strategic decision-making.	

Part D: "Comply or explain" Provisions Climate-related Disclosures

Business model and value chain	
21 (a) a description of the current and anticipated effects of climate-related risks and opportunities on the issuer's business model and value chain;	5.2 Combating Climate Change
21 (b) a description of where in the issuer's business model and value chain climate-related risks and opportunities are concentrated.	
Strategy and decision-making	
22 (a) information about how the issuer has responded to, and plans to respond to, climate-related risks and opportunities in its strategy and decision-making, including how the issuer plans to achieve any climate-related targets it has set and any targets it is required to meet by law or regulation:	5.2 Combating Climate Change
i) current and anticipated changes to the issuer's business model, including its resource allocation, to address climate-related risks and opportunities;	
ii) current and anticipated adaptation and mitigation efforts (whether direct or indirect);	
iii) any climate-related transition plan the issuer has (including information about key assumptions used in developing its transition plan, and dependencies on which the issuer's transition plan relies), or an appropriate negative statement where the issuer does not have a climate-related transition plan;	
iv) how the issuer plans to achieve any climate-related targets (including any greenhouse gas emissions targets (if any)), described in accordance with "Climate-related targets" session; and	
22 (b) information about how the issuer is resourcing, and plans to resource, the activities disclosed in accordance with paragraph 22 (a).	
23. disclose information about the progress of plans disclosed in previous reporting periods in accordance with 22 (a).	

Part D: "Comply or explain" Provisions Climate-related Disclosures

Financial position, financial performance and cash flows	
Current financial effect	
24 (a) how climate-related risks and opportunities have affected its financial position, financial performance and cash flows for the reporting period;	5.2 Combating Climate Change
24 (b) the climate-related risks and opportunities identified in paragraph above for which there is a significant risk of a material adjustment within the next annual reporting period to the carrying amounts of assets and liabilities reported in the related financial statements.	
Anticipated financial effect	
25 (a) how the issuer expects its financial position to change over the short, medium and long term, given its strategy to manage climate-related risks and opportunities, taking into consideration: i) its investment and disposal plans; ii) its planned sources of funding to implement its strategy;	5.2 Combating Climate Change
25 (b) how the issuer expects its financial performance and cash flows to change over the short, medium and long term, given its strategy to manage climate-related risks and opportunities.	
Climate resilience	
26 (a) the issuer's assessment of its climate resilience as at the reporting date, which shall enable an understanding of: i) the implications, if any, of the issuer's assessment for its strategy and business model, including how the issuer would need to respond to the effects identified in the climate-related scenario analysis; ii) the significant areas of uncertainty considered in the issuer's assessment of its climate resilience; iii) the issuer's capacity to adjust, or adapt its strategy and business model to climate change over the short, medium or long term;	5.2 Combating Climate Change

Part D: "Comply or explain" Provisions Climate-related Disclosures

26 (b) how and when the climate-related scenario analysis was carried out, including:	
i) information about the inputs used, including:	
(1) which climate-related scenarios the issuer used for the analysis and the sources of such scenarios;	
(2) whether the analysis included a diverse range of climate-related scenarios;	
(3) whether the climate-related scenarios used for the analysis are associated with climate-related transition risks or climate-related physical risks;	
(4) whether the issuer used, among its scenarios, a climate-related scenario aligned with the latest international agreement on climate change;	
(5) why the issuer decided that its chosen climate-related scenarios are relevant to assessing its resilience to climate-related changes, developments or uncertainties;	
(6) time horizons the issuer used in the analysis; and	
(7) what scope of operations the issuer used in the analysis (for example, the operation, locations and business units used in the analysis);	
ii) the key assumptions the issuer made in the analysis;	
iii) the reporting period in which the climate-related scenario analysis was carried out.	
(III). Risk Management	
27 (a) the processes and related policies it uses to identify, assess, prioritise and monitor climate-related risks, including information about:	5.2 Combating Climate Change
i) the inputs and parameters the issuer uses (for example, information about data sources and the scope of operations covered in the processes);	5.2 Combating Climate Change
ii) whether and how the issuer uses climate-related scenario analysis to inform its identification of climate-related risk;	
iii) how the issuer assesses the nature, likelihood and magnitude of the effects of those risks (for example, whether the issuer considers qualitative factors, quantitative thresholds or other criteria);	
iv) whether and how the issuer prioritises climate-related risks relative to other types of risks;	
v) how the issuer monitors climate-related risks;	5.2 Combating Climate Change
vi) whether and how the issuer has changed the processes it uses compared with the previous reporting period;	No changes
27 (b) the processes the issuer uses to identify, assess, prioritise and monitor climate-related opportunities (including information about whether and how the issuer uses climate-related scenario analysis to inform its identification of climate-related opportunities);	5.2 Combating Climate Change
27 (c) the extent to which, and how, the processes for identifying, assessing, prioritising and monitoring climate-related risks and opportunities are integrated into and inform the issuer's overall risk management process.	5.2 Combating Climate Change

Part D: "Comply or explain" Provisions Climate-related Disclosures

(IV). Metrics and Targets

Greenhouse gas (GHG) emissions

28. disclose its absolute gross greenhouse gas emissions generated during the reporting period, expressed as metric tons of CO_2 equivalent, classified as: (a) scope 1 emissions; (b) scope 2 emissions; (c) scope 3 emissions.	5.2 Combating Climate Change GHG Emissions Performance Table
29 (a) measure its greenhouse gas emissions in accordance with the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (2004) unless required by a jurisdictional authority or another exchange on which the issuer is listed to use a different method for measuring greenhouse gas emissions;	5.2 Combating Climate Change GHG Emissions Performance Table
29 (b) disclose the approach it uses to measure its greenhouse gas emissions including:	
i) the measurement approach, inputs and assumptions the issuer uses to measure its greenhouse gas emissions;	5.2 Combating Climate Change GHG Emissions Performance Table
ii) the reason why the issuer has chosen the measurement approach, inputs and assumptions it uses to measure its greenhouse gas emissions;	5.2 Combating Climate Change GHG Emissions Performance Table
iii) any changes the issuer made to the measurement approach, inputs and assumptions during the reporting period and the reasons for those changes;	
29 (c) disclose its location-based Scope 2 greenhouse gas emissions, and provide information about any contractual instruments that is necessary to enable an understanding of the issuer's Scope 2 greenhouse gas emissions;	
29 (d) disclose the categories included within the issuer's measure of Scope 3 greenhouse gas emissions, in accordance with the Scope 3 categories described in the Greenhouse Gas Protocol Corporate Value Chain (Scope 3) Accounting and Reporting Standard (2011).	

Climate-related transition risks

30. disclose the amount and percentage of assets or business activities vulnerable to climate-related transition risks.	The Company notes that certain financial quantitative data was not fully prepared as of the reporting date. At this stage, only reasonably available information has been used, and qualitative disclosure has been made under reasonable data exemption. The Company will continue to improve the underlying data foundation.

Part D: "Comply or explain" Provisions Climate-related Disclosures

Climate-related physical risks	
31. disclose the amount and percentage of assets or business activities vulnerable to climate-related physical risks.	The Company notes that certain financial quantitative data was not fully prepared as of the reporting date. At this stage, only reasonably available information has been used, and qualitative disclosure has been made under reasonable data exemption. The Company will continue to improve the underlying data foundation.
Climate-related opportunity	
32. disclose the amount and percentage of assets or business activities aligned with climate-related opportunities.	The Company notes that certain financial quantitative data was not fully prepared as of the reporting date. At this stage, only reasonably available information has been used, and qualitative disclosure has been made under reasonable data exemption. The Company will continue to improve the underlying data foundation.
Capital deployment	
33. disclose the amount of capital expenditure, financing or investment deployed towards climate-related risks and opportunities	The Company has not formulated any dedicated capital expenditure, financing, or investment plans in relation to climate-related risks and opportunities. This is primarily because relevant actions remain at the planning and assessment stage. The Company is progressively enhancing its internal resource tracking mechanisms and, in line with the advancement of related work, will identify and disclose capital arrangements in due course.
Carbon price	
34 (a) an explanation of whether and how the issuer is applying a carbon price in decision-making (for example, investment decisions, transfer pricing, and scenario analysis); 34 (b) the price of each metric tonne of greenhouse gas emissions the issuer uses to assess the costs of its greenhouse gas emissions.	The Company has not yet adopted an internal carbon price mechanism. In accordance with business needs and the maturity of relevant management tools, the Company will assess its applicability in due course.

Part D: "Comply or explain" Provisions Climate-related Disclosures

Remuneration	
35. disclose whether and how climate-related considerations are factored into remuneration policy, or an appropriate negative statement. This may form part of the disclosure under paragraph 19(a) (iv).	Climate-related performance has not been incorporated into the Company's remuneration policy.
Industry-based metrics	
36. encouraged to disclose industry-based metrics that are associated with one or more particular business models, activities or other common features that characterise participation in an industry.	5.2 Combating Climate Change
Climate-related targets	
37. disclose (a) the qualitative and quantitative climate-related targets the issuer has set to monitor progress towards achieving its strategic goals; and (b) any targets the issuer is required to meet by law or regulation, including any greenhouse gas emissions targets. For each target:	5.2 Combating Climate Change
(a) the metric used to set the target;	
(b) the objective of the target (for example, mitigation, adaptation or conformance with science-based initiatives);	
(c) the part of the issuer to which the target applies (for example, whether the target applies to the issuer in its entirety or only a part of the issuer, such as a specific business unit or geographic region);	
(d) the period over which the target applies;	
(e) the base period from which progress is measured;	
(f) milestones or interim targets (if any);	
(g) if the target is quantitative, whether the target is an absolute target or an intensity target;	
(h) how the latest international agreement on climate change, including jurisdictional commitments that arise from that agreement, has informed the target.	
38. disclose information about its approach to setting and reviewing each target, and how it monitors progress against each target, including:	
(a) whether the target and the methodology for setting the target has been validated by a third party;	No
(b) the issuer's processes for reviewing the target;	2.1 Sustainability Governance 5.2 Combating Climate Change
(c) the metrics used to monitor progress towards reaching the target;	5.2 Combating Climate Change
(d) any revisions to the target and an explanation for those revisions.	None
39. disclose information about its performance against each climate-related target and an analysis of trends or changes in the issuer's performance.	5.2 Combating Climate Change
40. For each greenhouse gas emissions target disclosed in accordance with paragraphs 37 to 39, an issuer shall disclose:	5.2 Combating Climate Change

Part D: "Comply or explain" Provisions Climate-related Disclosures

(a) which greenhouse gases are covered by the target;	5.2 Combating Climate Change
(b) whether Scope 1, Scope 2 or Scope 3 greenhouse gas emissions are covered by the target;	5.2 Combating Climate Change
(c) whether the target is a gross greenhouse gas emissions target or a net greenhouse gas emissions target. If the issuer discloses a net greenhouse gas emissions target, the issuer is also required to separately disclose its associated gross greenhouse gas emissions target;	5.2 Combating Climate Change
(d) whether the target was derived using a sectoral decarbonisation approach;	The Company will consider adopting a sectoral decarbonisation approach for target setting in the future.
(e) planned use of carbon credits to offset greenhouse gas emissions to achieve any net greenhouse gas emissions target. In explaining its planned use of carbon credits, the issuer shall disclose: (i) the extent to which, and how, achieving any net greenhouse gas emissions target relies on the use of carbon credits; (ii) which third-party scheme(s) will verify or certify the carbon credits; (iii) the type of carbon credit, including whether the underlying offset will be nature-based or based on technological carbon removals, and whether the underlying offset is achieved through carbon reduction or removal; and (iv) any other factors necessary to enable an understanding of the credibility and integrity of the carbon credits the issuer plans to use (for example, assumptions regarding the permanence of the carbon offset).	The Company will consider the future use of carbon credits. At present, however, the focus remains on actual emission-reduction actions.
Applicability of cross-industry metrics and industry-based metrics	
41. In preparing disclosures to meet the requirements in paragraphs 21 to 26 and 37 to 38, an issuer shall refer to and consider the applicability of cross-industry metrics and industry-based metrics.	5.2 Combating Climate Change

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TO THE SHAREHOLDERS OF CHINA DEVELOPMENT BANK INTERNATIONAL INVESTMENT LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Development Bank International Investment Limited (the "**Company**") and its subsidiaries (together the "**Group**") set out on pages 85 to 127, which comprise the consolidated statement of financial position as at 31 December 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and the notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants ("**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 ("**HKSAs**") issued by the HKICPA. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the HKICPA's "Code of Ethics for Professional Accountants" (the "**Code**"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

Valuation of the Group's financial assets at fair value through profit or loss classified as level 3

Refer to notes 3.3 and 15 of the consolidated financial statements.

The Key Audit Matter

The Group's financial assets at fair value through profit or loss ("**FVPL**") as at 31 December 2025 amounted to approximately HK$486 million which were categorised as level 3 in the fair value hierarchy.

The audit focused on the valuation of the financial assets at FVPL classified as level 3 in the fair value hierarchy due to the significance of the balance and the high degree of subjectivity and management judgement. Due to the fact that availability of market information is limited for these financial assets at FVPL, management judgement is involved in determining the assumptions to the unobservable inputs that were considered to be appropriate in their circumstances, and application of the appropriate valuation technique. These factors are all subject to a certain level of estimation uncertainty and inherent risk of subjectivity.

How the matter was addressed in our audit

With the involvement of our internal valuation team, our audit procedures to assess the fair value of financial assets included the following:

- understanding, evaluating and validating the key controls and inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors, in particular those over the valuation of financial assets at FVPL classified as level 3;

- evaluating the competence, independence, capabilities and objectivity of the Group's external valuer;

- assessing the appropriateness for the valuation technique used by management based on the market practice and our knowledge on the nature of the financial assets;

- evaluating the judgement made by management in determining the key assumptions, by comparing the supporting documentation to external market analysis, the market practice and our industry knowledge. We also performed an independent sensitivity analysis to evaluate those assumptions applied to the valuation model for calculating the fair value of the financial assets; and

- checking the mathematical accuracy of the valuation prepared by management via re-performance.

OTHER INFORMATION IN THE ANNUAL REPORT

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors 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 directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

AUDITOR’S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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 judgement 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.

- 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 group financial statements. We are responsible for the direction, supervision and review of the work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with 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.

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

We also provide 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 directors, 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.

BDO Limited
Certified Public Accountants
Choi Kit Ying
Practising Certificate no. P07387

Hong Kong, 20 March 2026

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2025

	Notes	2025 HK$	2024 HK$
Net valuation losses on fair value of financial assets at fair value through profit or loss		(45,464,850)	(160,581,789)
General and administrative expenses	7	(26,496,320)	(16,337,183)
Other gains/(losses), net	8	115,636	(13,806,794)
Dividend income from financial asset at fair value through profit or loss		–	37,140,480
Finance income	6	7,655,390	5,701,056
Finance costs	6	(604,695)	(213,467)
Loss before income tax		(64,794,839)	(148,097,697)
Income tax expense	11	–	(110,392)
Loss and total comprehensive income for the year attributable to owners of the Company		(64,794,839)	(148,208,089)
Loss per share			
– Basic (HK cents)	13	(2.23)	(5.11)
– Diluted (HK cents)	13	(2.23)	(5.11)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position

As at 31 December 2025

	Notes	2025 HK$	2024 HK$
Assets			
Non-current assets			
Property, plant and equipment		–	–
Right-of-use asset	14	9,092,938	19,012,507
Financial assets at fair value through profit or loss	15	568,983,369	674,968,841
Rental deposit		–	6,077,196
		578,076,307	700,058,544
Current assets			
Rental deposits		6,106,696	–
Cash and cash equivalents	17	360,104,111	317,280,983
		366,210,807	317,280,983
Total assets		944,287,114	1,017,339,527
Equity and liabilities			
Equity attributable to owners of the Company			
Share capital	19	29,022,154	29,022,154
Reserves		900,309,039	965,103,878
Total equity		929,331,193	994,126,032

Consolidated Statement of Financial Position (Continued)

As at 31 December 2025

	Notes	2025 HK$	2024 HK$
Liabilities			
Non-current liabilities			
Lease liabilities	14	–	9,327,461
Current liabilities			
Other payables and accruals	18	5,628,460	4,104,249
Lease liabilities	14	9,327,461	9,781,785
		14,955,921	13,886,034
Total liabilities		14,955,921	23,213,495
Total equity and liabilities		944,287,114	1,017,339,527

The consolidated financial statements on pages 85 to 127 were approved and authorised for issue by the Board of Directors on 20 March 2026 and were signed on its behalf:

FANG Xuan
Director

LI Yixuan
Director

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2025

	Share capital *HK$*	Share premium *HK$*	Special reserve *HK$* *(Note)*	Capital redemption reserve *HK$*	Accumulated losses *HK$*	Total *HK$*
At 1 January 2024	29,022,154	1,043,800,995	382,880,958	270,200	(313,640,186)	1,142,334,121
Loss for the year	–	–	–	–	(148,208,089)	(148,208,089)
Total comprehensive income for the year	–	–	–	–	(148,208,089)	(148,208,089)
At 31 December 2024 and 1 January 2025	29,022,154	1,043,800,995	382,880,958	270,200	(461,848,275)	994,126,032
Loss for the year	**–**	**–**	**–**	**–**	**(64,794,839)**	**(64,794,839)**
Total comprehensive income for the year	**–**	**–**	**–**	**–**	**(64,794,839)**	**(64,794,839)**
At 31 December 2025	**29,022,154**	**1,043,800,995**	**382,880,958**	**270,200**	**(526,643,114)**	**929,331,193**

Note: Special reserve represents the difference between the amount recorded as share capital issued by the Company pursuant to a scheme of arrangement which became effective in April 2005 under section 166 of the Hong Kong Companies Ordinance in respect of ING Beijing Investment Company Limited ("**ING Beijing**") and the amount recorded for the share capital of ING Beijing acquired. ING Beijing was liquidated in November 2005.

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

For the year ended 31 December 2025

	2025 *HK$*	2024 *HK$*
Cash flows from operating activities		
Loss before income tax	(64,794,839)	(148,097,697)
Adjustments for:		
Dividend income from financial assets at fair value through profit or loss	–	(37,140,480)
Depreciation of right-of-use asset	9,919,569	2,479,892
Finance income	(7,655,390)	(5,701,056)
Finance costs	604,695	213,467
Net exchange (gain)/loss	(86)	18,224,998
Net valuation losses on fair value of financial assets at fair value through profit or loss	45,464,850	160,581,789
Changes in working capital		
Changes in rental deposits	(29,500)	(6,077,196)
Changes in amount due from immediate controlling company	–	920,472
Changes in other receivables	86	205,979,298
Changes in other payables and accruals	1,524,211	(688,512)
Cash (used in)/generated from operations	(14,966,404)	190,694,975
Dividend received from financial assets at fair value through profit or loss	–	37,140,480
Income tax paid	–	(110,392)
Net cash (used in)/generated from operating activities	(14,966,404)	227,725,063
Cash flows from investing activities		
Interest received	7,655,390	5,701,056
Proceed from disposal of financial assets at fair value through profit or loss	60,520,622	–
Net cash generated from investing activities	68,176,012	5,701,056
Cash flow from financing activities		
Interest portion of lease liabilities	(604,695)	(213,467)
Principal portion of lease payments	(9,781,785)	(2,383,153)
Net cash used in financing activities	(10,386,480)	(2,596,620)
Net increase in cash and cash equivalents	42,823,128	230,829,499
Cash and cash equivalents at the beginning of the year	317,280,983	86,451,484
Cash and cash equivalents at the end of the year	360,104,111	317,280,983

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

1 GENERAL INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). Its immediate holding company is China Development Bank International Holdings Limited ("**CDBIH**"), a private limited company established in Hong Kong and its ultimate holding company is China Development Bank ("**CDB**"), a wholly state-owned policy bank established on 17 March 1994 in the People's Republic of China ("**PRC**"). CDB is a limited liability company owned by the Ministry of Finance ("**MOF**") and Central Huijin Investment Ltd. ("**Huijin**"). The MOF is one of the ministries under the State Council, primarily responsible for state fiscal revenue and expenditures, and taxation policies. Huijin was established to hold certain equity investments as authorised by the State Council and does not engage in other commercial activities. Huijin exercises legal rights and obligations on behalf of the PRC government. The address of the registered office and principal place of business of the Company are disclosed in the corporate information of the annual report. The principal activities of the Company and its subsidiaries (the "**Group**") are to achieve medium-term to long-term capital appreciation of its assets primarily through its investments in private equity investment business on a global basis. Details of the principal activities of the Company's subsidiaries are set out in Note 22. The consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), which is also the functional currency of the Company.

2 SUMMARY OF ACCOUNTING POLICIES

This note provides a list of the accounting policies adopted in the preparation of these financial statements. 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 Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (collectively the "**HKFRS Accounting Standards**") issued by Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the Hong Kong Companies Ordinance Cap.622. The consolidated financial statements also comply with the applicable disclosure provision of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss, which are carried at fair value.

The preparation of consolidated financial statements in conformity with HKFRS Accounting Standards as requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The area involving a higher degree of judgement or complexity, or area where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

(a) New standards, amendments to standards and interpretations adopted by the Group

The Group has applied the following amendments to standards for the first time for its annual reporting period commencing 1 January 2025:

Amendments to HKAS 21	Lack of Exchangeability

2 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(a) New standards, amendments to standards and interpretations adopted by the Group (Continued)

The adoption of the amendment listed above did not have material impact on the Group's accounting policies and consolidated financial statements.

(b) New standards, amendments to standards and interpretations not yet adopted

Standards affected	New standards and amendments	Effective for accounting periods beginning on or after
HKFRS 9 and HKFRS 7 (Amendments)	Classification and Measurement of Financial Instruments	1 January 2026
HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7	Annual Improvements to HKFRS Accounting Standards – Volume 11	1 January 2026
HKFRS 9 and HKFRS 7 (Amendments)	Contracts Referencing Nature-dependent Electricity	1 January 2026
HKFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
HKFRS19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
HKFRS 19 (Amendments)	Amendments to HKFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027
HK Int 5	Hong Kong Interpretation 5 Presentation of Financial Statements – *Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause*	1 January 2027
HKAS 21 (Amendments)	Translation to a Hyperinflationary Presentation Currency	1 January 2027
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

The Directors of the Company are in the process of assessing the potential impact of the above, other than HKFRS 18 and amendments to HKFRS 9 and HKFRS 7, the directors do not anticipate that the application of all new and amendments to HKFRS Accounting Standards will have material impact on the consolidated financial statements in the foreseeable future.

2 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.2 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 HK$, which is the Company's functional and the Group's presentation currency, as the Group's business is mainly carried out in Hong Kong and transacted in HK$.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the consolidated statement of profit or loss and other comprehensive income.

All foreign exchange gains and losses are presented in the consolidated statement of profit or loss and other comprehensive income within 'other gains/(losses), net'.

2.3 Investments and other financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the entity'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 fair value through other comprehensive income ("**FVOCI**").

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.3 Investments and other financial assets (Continued)

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

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 two measurement categories into which the Group classifies its debt instruments:

- Amortised 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 amortised cost. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest. Interest income from these financial assets is included in finance income using the effective interest method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains or losses together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statement of profit or loss and other comprehensive income.

- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss in the period in which it arises.

2 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.4 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions and demand deposits with banks and short term highly liquid investments that are readily convertible into known amounts of cash, which are subject to an insignificant risk of changes in value, and have a short maturity of generally within 3 months when acquired.

2.5 Share capital

Ordinary shares are classified as equity.

2.6 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the entities operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income tax.

(b) Deferred income tax

Deferred income 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.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.7 Employee benefits

(a) *Short-term obligations*

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the statement of financial position.

(b) *Pension obligations*

The Group operates a defined contribution plan in Hong Kong and pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(c) *Bonus plan*

The Group recognises a liability and an expense for bonuses based on a formula that takes into consideration the profit attributable to the Company's shareholder. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

2.8 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below.

(a) Interest income

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

(b) Dividend income

Dividends are received from financial assets measured at FVPL. Dividends are recognised as other income in consolidated statement of profit or loss and other comprehensive income when the right of the Group to receive dividend is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of an investment.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

This note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance. Current year profit and loss information has been included where relevant to add further context.

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, other price risk and cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group does not use derivative financial instruments to hedge its financial risks.

Risk management is carried out by the management under policies approved by the Board of Directors. The management identifies and evaluates financial risks in close co-operation within the Group. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, other price risk, cash flow and fair value interest rate risk, credit risk and liquidity risk.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(i) Market risk

Foreign exchange risk

Foreign currency risk refers to the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group mainly operates in Hong Kong with most of the operating costs denominated and settled in HK$. The Group's exposure to foreign currency risk primarily arises from investments denominated in US$ against HK$ as functional currency. During the year, the Group did not have foreign currency hedging policy but management continuously monitors the foreign exchange exposure. As HK$ is pegged to US$, the Group does not expect any significant movements in the US$/HK$ exchange rates. No sensitivity analysis in respect of the Group's financial assets denominated in US$ is presented, as in the opinion of the Directors, such sensitivity analysis does not give additional value in view of insignificant movement in the US$/HK$ exchange rates at the reporting dates.

Other price risk

The Group is exposed to price risk through its investments in financial assets at FVPL. In order to mitigate such risk, the Group would diversify its investment portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group. At 31 December 2025, if the price of the Group's financial assets at FVPL had been 10% higher/lower with all other variables held constant, the loss for the year would have decreased/increased by approximately HK$56.9 million (2024: approximately HK$67.50 million).

Cash flow and fair value interest rate risk

The Group's main interest rate risk arises from bank deposits with variable rates, which expose the Group to cash flow interest rate risk. During 2025 and 2024, the Group's bank deposits at variable rate were mainly denominated in HK$.

As at 31 December 2025, with all other variables held constant, if the interest rate had increased/decreased by 10 basis point, the Group's post-tax loss would have been HK$300,687 (2024: HK$264,930) lower/higher.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(ii) Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of debt instruments carried at FVPL and rental deposits. The carrying amount of these balances represent the Group's maximum exposure to credit risk in relation to financial assets.

(i) Risk management

Credit risk is managed on a Group basis. For rental deposits, the Group has policies in place to monitor the credit expose of the relevant parties. The Group will assess the financial capabilities of the relevant parties including its financial position, repayment histories, and its abilities to obtain financial support when necessary. Management also regularly reviews the recoverability of these receivables and follow up the disputes of amounts overdue, if any.

(ii) Impairment of financial assets

Cash and cash equivalents

In respect of cash and cash equivalents, the Group mitigates its exposure to credit risk by placing deposits with banks with a minimum credit rating of "A" assigned by Moody's Analytics which the Group considers to represent low credit risk. Given the high credit ratings of the banks, management does not expect any counterparty to fail to meet its obligations. Therefore, ECL rate of the deposits is assessed to be minimal.

Other financial assets at amortised cost

All of the entity's other financial assets at amortised cost are considered to have low credit risk where they have a low risk of default and the debtor has strong capacity to meet its contractual cash flow obligation in the near term, and the loss allowance recognised during the period was therefore limited to 12 months expected losses.

Financial assets at amortised cost include rental deposits

For rental deposits, the Group applied expected loss rate based on the credit rating of the counterparty with reference to Moody's Analytics, taking into account its financial position, past experience and forward-looking information. The Group has identified the Gross Domestic Product to be the most relevant factor. The ECL for the financial asset was minimal during the reporting period.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(iii) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities. In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group's policy is to regularly monitor current and expected liquidity requirements in the short and long term.

The table below analyses the Group's non-derivative financial liabilities into relevant maturity grouping based on the remaining period as at 31 December 2025 and 2024 to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

	Less than 1 year	Between 1 and 2 years	Total contractual cash flows	Carrying amount
	HK$	*HK$*	*HK$*	*HK$*
As at 31 December 2025				
Other payables and accruals	**5,628,460**	**–**	**5,628,460**	**5,628,460**
Lease liabilities	**9,520,940**	**–**	**9,520,940**	**9,327,461**
	15,149,400	**–**	**15,149,400**	**14,955,921**
As at 31 December 2024				
Other payables and accruals	4,104,249	–	4,104,249	4,104,249
Lease liabilities	10,386,480	9,520,940	19,907,420	19,109,246
	14,490,729	9,520,940	24,011,669	23,213,495

3.2 Capital management

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders; and
- maintain an optimal capital structure to reduce the cost of capital.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital management (Continued)

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 debt. The Group monitors capital on the basis of gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowing less cash and bank balances. Total capital is calculated as "Equity" as shown in the consolidated statement of financial position plus net debt.

The gearing ratio as at 31 December 2025 and 2024 are as follows:

	2025	2024
	HK$	*HK$*
Total borrowing	**–**	–
Less: cash and cash equivalents	**(360,104,111)**	(317,280,983)
Net debt	**(360,104,111)**	(317,280,983)
Total equity	**929,331,193**	994,126,032
Total capital	**569,227,082**	676,845,049
	N/A	N/A

3.3 Fair value estimation

The table below analyses the Group's financial instruments carried at fair value as at 31 December 2025 and 2024 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

	Financial assets	Fair value as at 31 December 2025	Fair value as at 31 December 2024	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value	Sensitivity
i)	Unlisted ordinary shares of Jade Sino Ventures Limited (“**Jade Sino**”)	HK$90,586,429	HK$87,359,226	Level 3	Net asset value with an adjustment of discount rate for lack of marketability	Discount rate for lack of marketability of 14% (2024:15%).	The higher the discount rate for lack of marketability, the lower the fair value (2024: Same).	If the discount rate for lack of marketability is 2.5% higher/lower with all other variables were held constant, the fair value would decrease/increase by HK$2,633,326 (2024: HK$2,569,389).
ii)	Listed equity securities of BEST Inc.	N/A (Note)	HK$3,428,249	Level 1	Quoted bid prices in an active market	N/A	N/A	N/A
iii)	Unlisted convertible preferred shares with put option of Meicai	HK$192,654,540	HK$279,428,760	Level 3	Option-Pricing model The key input are volatility and risk free rate.	Volatility, determined by reference to the average annualised standard deviation of the continuously compounded rates of return on the daily average adjusted share of the comparable companies, of 46.26% (2024:48.55%). Risk free rate, determined by reference to the yields of government bonds with timeframes between the valuation date and expected exit dates, of 3.47% (2024:4.17%).	The higher the volatility, the lower the fair value (2024: Same). The higher the risk free rate, the higher the fair value (2024:The higher the risk free rate, the lower the fair value).	If the volatility is 10% higher/lower, while all other variables were held constant, the fair value would decrease by HK$4,233,840 and increase by HK$5,050,500 respectively (2024:decrease by HK$1,495,260 and increase by HK$909,480 respectively). If the risk free rate is 10% higher/lower, while all other variables were held constant, the fair value would increase by HK$149,760 and decrease by HK$152,880 respectively (2024:decrease by HK$26,520 and increase by HK$24,960 respectively).

Note: As of 10 March 2025, Best Inc. completed its privatisation, and the Group no longer holds any shares of Best Inc.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

	Financial assets	Fair value as at 31 December 2025	Fair value as at 31 December 2024	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value	Sensitivity
iv)	Unlisted convertible preferred shares with put option of G7 Connect Inc	HK$202,654,920	HK$223,104,960	Level 3	Option-Pricing model The key inputs are volatility and risk free rate	Volatility, determined by reference to the average annualised standard deviation of the continuously compounded rates of return on the daily average adjusted share of the comparable companies, of 46.26% (2024: 54.83%). Risk free rate, determined by reference to the yields of government bonds with timeframes between the valuation date and expected exit dates, of 3.47% (2024:4.23%).	The higher the volatility, the higher the fair value (2024: Same). The higher the risk free rate, the higher the fair value (2024: Same).	If the volatility is 10% higher/lower, while all other variables were held constant, the fair value would increase by HK$2,616,120 and decrease by HK$3,114,540 respectively (2024:increase by HK$2,095,080 and decrease by HK$2,240,940 respectively). If the risk free rate is 10% higher/lower, while all other variables were held constant, the fair value would increase by HK$301,860 and decrease by HK$301,860 respectively (2024:increase by HK$591,240 and decrease by HK$594,360 respectively).
v)	Listed equity securities of J&T Global Express Limited ("**J&T Express**")	HK$83,087,480	HK$81,647,646	Level 1	Quoted bid prices in an active market	N/A	N/A	N/A

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

Fair value hierarchy

	Level 1	Level 2	Level 3	Total
	HK$	*HK$*	*HK$*	*HK$*
2025				
Financial assets				
Financial assets at FVPL	**83,087,480**	**–**	**485,895,889**	**568,983,369**
2024				
Financial assets				
Financial assets at FVPL	85,075,895	–	589,892,946	674,968,841

The Group did not change any valuation techniques in determining the level 3 fair values.

The fair values of the financial assets included in the level 3 category above have been determined by reference to the valuation in accordance with generally accepted valuation methodologies, with the most significant inputs being the risk free rate and the volatility. The following table presents the changes in level 3 instruments for the year ended 31 December 2025 and 2024.

Reconciliation of level 3 fair value measurements

	Financial assets at FVPL
	HK$
At 1 January 2024	832,249,286
Transfer out of level 3	(152,598,500)
Total gains recognised in profit or loss	
– change in fair value of financial assets at FVPL	(89,757,840)
At 31 December 2024 and 1 January 2025	589,892,946
Total gains recognised in profit or loss	
– change in fair value of financial assets at FVPL	**(103,997,057)**
At 31 December 2025	**485,895,889**

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

Reconciliation of level 3 fair value measurements (Continued)

Of the total losses for the year included in profit or loss, HK$103,997,057 (total losses of 2024: HK$89,757,840) relates to financial assets at FVPL classified as level 3 held at the end of the reporting period. Fair value losses (2024: losses) on financial assets at FVPL are included in net valuation losses (2024: losses) on fair value of financial assets at FVPL. There was no disposal of financial assets at FVPL classified as level 3 during the years ended 31 December 2025 and 2024.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

Fair value of financial instruments measured at FVPL

The Group selects appropriate valuation techniques for financial instruments measured at FVPL for financial reporting purposes. The Director has delegated the valuation work to finance division of the Company, to determine the appropriate valuation techniques and inputs for fair value measurements. In estimating the fair value of assets, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages a qualified valuer, an independent third party, to perform the valuation. The finance division works closely with the valuer to establish the appropriate valuation techniques and inputs to the model. The finance division of the Company reports the findings to the Directors of the Company regularly to explain the cause of fluctuations in the fair value of the assets and liabilities. The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments. Note 3.3 provides detailed information about the valuation techniques and inputs used in the determination of the fair value of various assets.

5 SEGMENT INFORMATION

The chief operating decision-maker ("**CODM**") has been identified as the Company's non-executive director. The Group's principal activity is investment in equity instruments and other financial instruments. For the purpose of resources allocation and assessment of performance, the CODM regularly reviews the Group's investment portfolio, including financial assets at FVPL. Information provided to the CODM includes fair value of the respective investees. The Group's financial assets at FVPL are managed and evaluated on a total return basis. No other discrete financial information was provided to the CODM. Therefore, the Group has identified only one operating segment-investment holding, and no separate segment information is disclosed. Management determines the Group is domiciled in Hong Kong, which is the location of the Group's principal office. The Group's non-current assets (other than financial assets) are located in the Hong Kong. The Group's revenue was all derived from the Group's operation which is located in Hong Kong. Given that the nature of the Group's operation is investment holding, there was no information regarding major customers as determined by the Group.

6 FINANCE INCOME AND FINANCE COSTS

	2025 *HK$*	2024 *HK$*
Finance income		
Bank interest income	7,655,390	5,701,056
Finance costs		
Interest on lease liabilities	(604,695)	(213,467)

7 EXPENSES BY NATURE

	Notes	2025 *HK$*	2024 *HK$*
Employee benefits expenses	10		
– Directors' emoluments	9	300,000	300,000
– Basic salaries and other benefits		8,043,742	8,836,013
– Retirement benefits contribution		311,045	487,689
Auditor's remuneration			
– Audit services		826,730	774,000
– Non-audit services		184,500	180,000
Investment management fees		300,000	300,000
Legal and professional fees		1,251,255	1,443,228
Depreciation of right-of-use asset		9,919,569	2,479,892
Expense relating to short-term leases		728,220	139,440
Others		4,631,259	1,396,921
Total of general and administrative expenses		26,496,320	16,337,183

8 OTHER GAINS/(LOSSES), NET

	2025 HK$	2024 HK$
Net foreign exchange gain/(loss)	86	(18,224,998)
Others	115,550	4,418,204
	115,636	(13,806,794)

9 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES)

Directors', chief executive officer's and deputy chief executive officer's emoluments

The emoluments of every Director, chief executive officer and deputy chief executive officer for the years ended 31 December 2025 and 2024 is set out below:

	Directors' fee HK$	Basic salaries, bonuses and other benefits HK$	Retirement benefits contributions HK$	Total HK$
For the year ended 31 December 2025				
Non-Executive Directors				
Mr. LU Yanpo (resigned on 17 November 2025)	–	–	–	–
Mr. LI Yixuan (appointed on 2 July 2025)	–	–	–	–
Independent Non-Executive Directors				
Ms. FANG Xuan	100,000	–	–	100,000
Mr. SIN Yui Man	100,000	–	–	100,000
Mr. CHEUNG Ngai Lam	100,000	–	–	100,000
Chief Executive Officer				
Mr. JIANG Qi (appointed on 6 June 2025)	–	–	–	–
Deputy Chief Executive Officer				
Ms. LIU Xialingzi (appointed on 18 December 2025)	–	–	–	–
	300,000	–	–	300,000

9 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (CONTINUED)

Directors', chief executive officer's and deputy chief executive officer's emoluments (Continued)

	Directors' fee HK$	Basic salaries, bonuses and other benefits HK$	Retirement benefits contributions HK$	Total HK$
For the year ended 31 December 2024				
Non-Executive Director				
Mr. LU Yanpo	–	–	–	–
Independent Non-Executive Directors				
Dr. FAN Ren Da, Anthony (retired on 20 March 2024)	–	–	–	–
Ms. FANG Xuan (appointed on 20 March 2024)	100,000	–	–	100,000
Mr. SIN Yui Man	100,000	–	–	100,000
Mr. CHEUNG Ngai Lam	100,000	–	–	100,000
	300,000	–	–	300,000

No directors waived any emolument during the year ended 31 December 2025 (2024: Nil).

(a) Directors' retirement and termination benefits

None of the Directors received or will receive any retirement and termination benefits during the year (2024: Nil).

(b) Consideration provided to third parties for making available Directors' services

During the year ended 31 December 2025, the Company did not pay consideration to any third parties for making available Directors' services (2024: Nil).

(c) Information about loans, quasi-loans and other dealings in favour of Directors, their controlled bodies corporate and connected entities

As at 31 December 2025, there is no loan, quasi-loan and other dealing arrangement in favour of the Directors, controlled bodies corporate and connected entities of such Directors (2024: Nil).

(d) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Company'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 ended 31 December 2025 (2024: Nil).

10 EMPLOYEE BENEFITS EXPENSES, INCLUDING DIRECTORS' EMOLUMENTS

Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year do not include any Director whose emoluments is reflected in the analysis shown in Note 9 (2024: same). The emoluments payable to the five (2024: five) individuals during the year are as follows:

	2025	2024
	HK$	*HK$*
Basic salaries and other benefits	4,049,820	4,132,590
Bonuses	–	2,976,059
Retirement benefits contributions	202,491	355,433
	4,252,311	7,464,082

The five highest paid individuals fell within the following bands:

	No. of individuals	
	2025	2024
Emolument bands		
Nil to HK$1,000,000	3	1
HK$1,000,001 to HK$1,500,000	2	2
HK$1,500,001 to HK$2,000,000	–	2
	5	5

No incentive was paid by the Group to the above individuals as inducements to join, or upon joining the Group, no compensation has been paid or payable to the above persons in respect of their loss of any managerial position in a member of the group of companies.

10 EMPLOYEE BENEFITS EXPENSES, INCLUDING DIRECTORS' EMOLUMENTS (CONTINUED)

Retirement benefits contribution

The Group's employees employed in Hong Kong pursuant to the Employment Ordinance (Cap. 57, Laws of Hong Kong) participate in the Group's Mandatory Provident Fund Scheme (the "**Group's MPF Scheme**") pursuant to the Hong Kong Mandatory Provident Fund Schemes Ordinance (Cap. 485, Laws of Hong Kong, the "**MPFO**"). The Group's MPF Scheme is a defined contribution retirement plan administered by an independent trustee. Under the Group's MPF Scheme, the Group and the employees are each required to make monthly contributions to the Group's MPF Scheme at 5% of the employees' monthly relevant income (subject to a cap of monthly relevant income of HK$30,000, the ("**Monthly Cap**")). Such contributions to the Group's MPF Scheme vest immediately.

Subject to the MPFO, with respect to employees' monthly salary payments (including year- end bonus payments, as the case may be), the Group further makes voluntary monthly contributions to the Group's MPF Scheme for the benefits of its Hong Kong employees, which voluntary contribution amount is equivalent to 5% for the portion of the monthly salary payments exceeding the Monthly Cap (the "**Employer's Voluntary Contributions**"). The Hong Kong employees are entitled to receive 100% of the accumulated Employer's Voluntary Contributions (the amounts received by employees depending on the investment results and performance of the relevant portfolio ("**Adjustments**")) upon retirement (or early retirement or termination of employment, as the case may be) (collectively "**Retirement**") after completing 10 years of services. For Hong Kong employees after completing 3 to 9 years of services, they are entitled to receive the accumulated Employer's Voluntary Contributions at a scale ranging from 30% to 90% (subject to the Adjustments) upon Retirement.

Contributions made to the Group's MPF Scheme that are forfeited (by employer on behalf of those employees who leave the Group's MPF Scheme prior to the full vesting of their entitlement to the contributions in the case of Employer's Voluntary Contributions) may be applied by the Group to reduce the existing level of contributions. Notwithstanding the above, during the year ended 31 December 2025, there were neither contributions forfeited by the Group nor had there been any utilisation of such forfeited contributions to reduce future contributions (2024: Same). The accumulated forfeited contributions available as at 31 December 2025 for such use by the Group was HK$1,095,889 (2024: HK$1,095,889).

11 INCOME TAX EXPENSE

Hong Kong profits tax is calculated at 16.5% (2024: 16.5%) of the estimated assessable profit. No provision for Hong Kong profits tax has been made in the consolidated financial statements as the Group did not generate any assessable profits arising in Hong Kong during the year ended 31 December 2025 (2024: Nil).

Pursuant to the PRC Corporate Income Tax Law, 10% (2024: 10%) withholding tax is levied on the PRC sourced income on foreign entities without establishments or places of business in the PRC.

	2025	2024
	HK$	*HK$*
Current income tax		
– Withholding tax	**–**	110,392

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

	2025	2024
	HK$	*HK$*
Loss before income tax	**(64,794,839)**	(148,097,697)
Calculated at domestic tax rates applicable to profits or losses in the respective countries	**(10,691,148)**	(24,436,120)
Expenses not deductible for tax purposes	**64,394,692**	32,233,685
Income not subject to tax	**(53,703,544)**	(7,797,565)
Withholding tax on disposal of financial asset	**–**	110,392
Income tax expense	**–**	110,392

At the end of the year, the Group had unused tax losses of HK$62,560,203 (2024: HK$62,860,355). Subject to the final assessment of the Hong Kong Inland Revenue Department, these tax losses are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. No deferred tax asset has been recognised in respect of such losses as it is not probable that taxable profit will be available against which these tax losses can be utilised.

11 INCOME TAX EXPENSE (CONTINUED)

Pillar Two income taxes

On 6 June 2025, the Inland Revenue (Amendment) (Minimum Tax For Multinational Enterprise Groups) Ordinance 2025 was enacted to implement the Pillar Two of the Organisation for Economic Co-operation and Development (OECD)/G20 Inclusive Framework on Base Erosion and Profit Shifting – the Global Anti-Base Erosion Rules ("**Pillar Two model rules**") in HKSAR in which the Group operates. The new tax law is effective from 1 January 2025.

The new tax laws introduce a minimum top-up tax and are applicable to the Group. The Group has assessed its potential exposure based on the information available regarding the financial performance of the Group in the current year. As such, it may not be entirely representative of future circumstances. The Group is within the scope of the Pillar Two model rules. Based on the assessment, the Group should benefit from the transitional safe harbour for all the jurisdictions in which the Group operates. Therefore, the Group does not expect potential exposure to Pillar Two "top-up" taxes. The Group continues to monitor developments relating to the Pillar Two model rules including the new tax laws.

Following the exception required by HKAS 12, the Group has not recognised deferred tax assets and liabilities, if any, related to Pillar Two income taxes.

12 DIVIDENDS

No dividend was paid or proposed during the year ended 31 December 2025, nor has any dividend been proposed since the end of the reporting period (2024: Nil).

13 LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic and diluted loss per share are based on:

	2025 ***HK$***	2024 *HK$*
Loss attributable to owners of the Company, used in the basic and diluted loss per share calculation	**(64,794,839)**	(148,208,089)

	2025 ***No. of shares***	2024 *No. of shares*
Weighted average number of ordinary shares in issue during the year used in the basic and diluted loss per share calculation	**2,902,215,360**	2,902,215,360

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

14 LEASES

The Group as a lessee

The Group has entered the lease agreement of the office, the lease contract for the office in its operations started from 1 October 2024 to 30 November 2026. Lease of office has a general lease term of 26 months.

(a) Right-of-use asset

The carrying amounts of the Group's right-of-use asset and the movements during the year are as follows:

	Office *HK$*
As at 1 January 2024	–
Addition	21,492,399
Depreciation	(2,479,892)
As at 31 December 2024 and 1 January 2025	19,012,507
Depreciation	(9,919,569)
As at 31 December 2025	9,092,938

14 LEASES (CONTINUED)

The Group as a lessee (Continued)

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

	2025 *HK$*	2024 *HK$*
Carrying amount at beginning of year	**19,109,246**	–
Addition	**–**	21,492,399
Interest expense	**604,695**	213,467
Payments	**(10,386,480)**	(2,596,620)
Carrying amount at end of the year	**9,327,461**	19,109,246
Analysed into:		
Current portion	**9,327,461**	9,781,785
Non-current portion	**–**	9,327,461

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2025 *HK$*	2024 *HK$*
Interest on lease liabilities	**604,695**	213,467
Depreciation charge of right-of-use asset	**9,919,569**	2,479,892
Expense relating to short-term leases	**728,220**	139,440
Total amount recognised in profit or loss	**11,252,484**	2,832,799

15 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2025	2024
	HK$	*HK$*
Financial assets at FVPL *(Note i)*	568,983,369	674,968,841

Certain financial assets of the Group are designated at FVPL because the relevant financial assets constitute a group that is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management and investment strategy, and information about the Group is provided internally on that basis to the Group's key management personnel. Changes in fair values of financial assets at FVPL are recorded in the consolidated statement of profit or loss and other comprehensive income. The information of the fair values of financial assets at FVPL is disclosed in Note 3.3.

Note i

(a) On 29 September 2014, the Group entered into a share subscription agreement with Jade Sino. Pursuant to the agreement, the Group subscribed 11,904 ordinary shares of Jade Sino for an aggregate amount of US$24,998,400 (equivalent to HK$194,987,520), representing approximately 23.81% of the issued share capital of Jade Sino.

Jade Sino is an investment holding company incorporated in the British Virgin Islands with limited liabilities, which directly holds equity interests in Jinko Power Technology Co., Ltd ("**Jinko Technology**"). Jinko Technology and its subsidiaries are principally engaged in developing, building and operating photovoltaic power stations in the PRC.

Shares of Jinko Technology were successfully listed for trading on Shanghai Stock Exchange in May 2020.

During the year ended 31 December 2024, Jade Sino has completed reduction in the holding of the equity interests in Jinko Technology by 71,419,000 shares, representing 2% of Jinko Technology's total share capital, through centralised bidding transaction.

As at 31 December 2025, the fair value of the ordinary shares of Jade Sino held by the Group was approximately HK$90,586,000 (2024: approximately HK$87,359,000). As at 31 December 2025, Jade Sino sold out all of the equity interests of Jinko Technology (31 December 2024: Jade Sino directly held approximately 3% of the equity interests of Jinko Technology).

(b) On 18 January 2016, the Group entered into a shares subscription agreement with Best Inc. ("**Best Inc.**"). Pursuant to the agreement, the Group subscribed 3,317,010 convertible preferred shares of Best Inc. for an aggregate amount of US$30,000,000 (equivalent to HK$234,000,000), representing 0.96% of the issued share capital of Best Inc.

Shares of Best Inc. were successfully listed for trading on New York Stock Exchange in September 2017.

Best Inc. (NYSE: BEST) is principally engaged in express delivery, freight delivery and supply chain service.

As at 31 December 2024, the fair value of the shares of Best Inc. held by the Group was approximately HK$3,428,000. As at 31 December 2024, the proportion of its issued share capital of Best Inc. owned by the Group was approximately 0.82%.

On 10 March 2025, Best Inc. completed its privatisation, and the Group no longer holds any shares of Best Inc.

15 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Note i (Continued)

(c) On 24 November 2016, the Group entered into a shares subscription agreement with Meicai. Pursuant to the agreement, the Group subscribed 34,441,169 convertible preferred shares of Meicai for an aggregate amount of US$25,700,000 (equivalent to HK$200,460,000).

The convertible preferred shares may, at the option of the Group, be converted into fully paid ordinary shares of Meicai. In addition, the convertible preferred shares are redeemable at the option of the Group if a qualified IPO has not occurred on or prior to 31 December 2026, at 120% on applicable preferred share purchase price.

Meicai is an investment holding company incorporated in the Cayman Islands with limited liabilities. It provides food supply chain related services including food ingredient procurement, warehousing and food distribution to small-and-medium-sized restaurants in the PRC.

As at 31 December 2025, the fair value of the preferred shares with the put option of Meicai held by the Group was approximately HK$192,655,000 (2024: approximately HK$279,429,000). As at 31 December 2025, the proportion of the issued share capital of Meicai owned by the Group was approximately 1.06% (2024: 1.06%).

(d) On 29 December 2016, Excellent Fleet Limited, a wholly owned subsidiary of the Company, entered into a share subscription agreement with G7 Networks Limited ("**G7**"). Pursuant to the agreement, the Group subscribed 1,986,008 convertible preference shares of G7 for an aggregate amount of US$25,000,000 (equivalent to HK$195,000,000).

The convertible preferred shares may, at the option of the Group, be converted into fully paid ordinary shares of G7. In addition, the preferred shares are redeemable at the option of the Group if a qualified IPO has not occurred on or prior to 31 December 2026, with an annual return of 12% on the principal.

G7 was incorporated in the Cayman Islands with limited liabilities and engages in fleet logistic management services. G7 Networks Limited is renamed to G7 Connect Inc during the year ended 31 December 2022.

As at 31 December 2025, the fair value of the preferred shares with the put option of G7 held by the Group was approximately HK$202,655,000 (2024: approximately HK$223,105,000). As at 31 December 2025, the proportion of the issued share capital of G7 owned by the Group was approximately 2.92% (2024: 2.92%).

(e) On 30 November 2017, Excellent Graticule Limited, a wholly-owned subsidiary of the Company entered into a capital increment agreement with Yimidida Logistics Management Limited ("**Yimidida**") ("**Yimidida Capital Increment Agreement**"). Pursuant to the agreement, the Group subscribed for the shares of Yimidida for an aggregate amount of RMB130,000,000 (equivalent to HK$153,260,180), representing 7.39% of the issued share capital of Yimidida.

Yimidida is principally engaged in the operation of the less-than-truckload freight network and was jointly established by several regional leading less-than-truckload logistics enterprises, with the mode of direct operation in core areas and regional franchise, unified the branding, systems, clearing, services and management standards of its partners along the whole ecological chain, and rapidly established the country-wide freight franchise network.

In January 2022, following the completion of the merger and restructuring of Yimidida by J&T Global Express Limited ("**J&T Express**"), an independent third party of the Group, as at 31 December 2023 the Group directly held 2,663,871 ordinary shares of Yimeter, a newly established investment holding company incorporated in the British Virgin Islands, and indirectly held 13,319,355 ordinary shares of J&T Express, a company incorporated in Cayman Islands. J&T Express is principally engaged in the global express delivery business.

15 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Note i (Continued)

(e) (Continued)

Shares of J&T Express were successfully listed for trading on the Stock Exchange in October 2023.

On 4 March 2024, Yimeter distributed its class B ordinary shares of J&T Express to the Group by way of a dividend in specie and at the same time repurchased all of the class B ordinary shares of Yimeter held by the Group at par value. Therefore, the Group has indirectly held the shares of J&T Express by Excellent Graticule Limited ("**EGL**").

On 31 March 2025, the Group decided to liquidate EGL, and the liquidation is completed on 19 August 2025. Before the liquidation, EGL has distributed dividend of a total of 13,319,355 class B ordinary shares by way of a dividend in specie to the Company.

As at 31 December 2025, the proportion of the issued share capital of J&T Express owned by the Group was approximately 0.091% (31 December 2024: 0.15%). As at 31 December 2025, the fair value of the issued share capital of J&T Express owned by the Group was approximately HK$83,087,000 (31 December 2024: approximately HK$81,648,000).

16 FINANCIAL INSTRUMENTS BY CATEGORY

The Group holds the following financial instruments:

	2025 *HK$*	2024 *HK$*
Financial assets		
Financial assets at amortised cost		
Rental deposits	6,106,696	6,077,196
Cash and cash equivalents	360,104,111	317,280,983
	366,210,807	323,358,179
Financial assets at FVPL	568,983,369	674,968,841
	935,194,176	998,327,020
Financial liabilities		
Financial liabilities at amortised cost		
Other payables and accruals	5,628,460	4,104,249
Lease liabilities	9,327,461	19,109,246
	14,955,921	23,213,495

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their fair values.

17 CASH AND CASH EQUIVALENTS

	2025	2024
	HK$	*HK$*
Cash at banks and on hand	**67,420,111**	22,324,520
Bank deposit maturing within three months when acquired	**292,684,000**	294,956,463
	360,104,111	317,280,983

The carrying amounts of cash and cash equivalents are denominated in the following currencies:

	2025	2024
	HK$	*HK$*
US$	**106,244,573**	99,543,035
HK$	**253,846,471**	217,725,036
RMB	**13,067**	12,912
	360,104,111	317,280,983

18 OTHER PAYABLES AND ACCRUALS

	2025	2024
	HK$	*HK$*
Accrued operating expenses	**5,628,460**	4,104,249

The carrying amounts of the other payables are denominated in the following currencies:

	2025	2024
	HK$	*HK$*
US$	**119,066**	56,666
HK$	**5,455,456**	3,993,966
RMB	**53,938**	53,617
	5,628,460	4,104,249

19 SHARE CAPITAL

	Number of shares	Nominal value of shares *HK$*
Ordinary shares, issued and fully paid:		
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	2,902,215,360	29,022,154

20 RELATED PARTY TRANSACTIONS

In addition to those disclosed elsewhere in the financial statements, the following transactions were carried out with related parties:

(a) On 11 November 2016, the Company entered into a loan facility agreement with its immediate holding company which will provide term loans to the Company with amount up to US$100,000,000. The term loans are unsecured, interest bearing at the three-month U.S. dollar base rate + 1.65% per annum, and repayable at twelve months after the date of withdrawal. As at 31 December 2025, the Company has not utilised any of the loan facility (2024: same).

(b) Key management personnel compensation

Key management includes Directors and senior management. The compensation paid or payable to key management for employee services is shown below:

	2025 ***HK$***	2024 *HK$*
Short term benefits	**300,000**	4,288,449
Post-employment benefits	**–**	199,422
	300,000	4,487,871

21 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

	Notes	2025 HK$	2024 HK$
Assets			
Non-current assets			
Property, plant and equipment		–	–
Right-of-use asset		9,092,938	19,012,507
Investments in subsidiaries		9	9
Financial assets at fair value through profit or loss		366,328,449	370,216,235
Amounts due from subsidiaries		119,322,014	276,540,813
Rental deposit		–	6,077,196
		494,743,410	671,846,760
Current assets			
Rental deposits		6,106,696	–
Cash and cash equivalents		360,104,028	317,224,050
		366,210,724	317,224,050
Total assets		860,954,134	989,070,810
Equity and liabilities			
Equity			
Capital and reserves			
Share capital	19	29,022,154	29,022,154
Reserves	21(b)	815,098,049	935,141,651
Total equity		844,120,203	964,163,805

21 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

(a) Statement of financial position of the Company (Continued)

	2025 *HK$*	2024 *HK$*
Liabilities		
Non-current liabilities		
Lease liabilities	–	9,327,461
Current liabilities		
Other payables and accruals	5,628,454	3,919,743
Amounts due to subsidiaries	1,878,016	1,878,016
Lease liabilities	9,327,461	9,781,785
	16,833,931	15,579,544
Total liabilities	16,833,931	24,907,005
Total equity and liabilities	860,954,134	989,070,810

Approved and authorised for issue by the board of directors on 20 March 2026.

On behalf of the board of directors:

FANG Xuan
Director

LI Yixuan
Director

(b) Reserve movement of the Company

	Share Premium *HK$*	Capital redemption reserve *HK$*	Retained earnings/ (Accumulated losses) *HK$*	Total *HK$*
At 1 January 2024	1,043,800,995	270,200	57,269,891	1,101,341,086
Loss for the year	–	–	(166,199,435)	(166,199,435)
At 31 December 2024 and 1 January 2025	1,043,800,995	270,200	(108,929,544)	935,141,651
Profit for the year	–	–	27,181,338	27,181,338
Disposal of a subsidiary	–	–	(147,224,940)	(147,224,940)
	–	–	(120,043,602)	(120,043,602)
At 31 December 2025	1,043,800,995	270,200	(228,973,146)	815,098,049

22 SUBSIDIARIES

The following is a list of the subsidiaries at 31 December 2025 and 2024:

Name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Paid up issued ordinary share capital	Proportion of ownership interest held by the Company 2025	2024
Excellent Fleet Limited	British Virgin Islands, limited liability company	Investment holding in Hong Kong	1 share of US$1	100%	100%
EGL	Hong Kong, limited liability company	Investment holding in Hong Kong	1 share of HK$1	N/A (note)	100%

Note: EGL was deregistered on 19 August 2025.

None of the subsidiaries had issued any debt securities at the end of the year (2024: Nil).

23 NET ASSET VALUE PER SHARE

	2025 HK$	2024 HK$
Net asset value per share	0.32	0.34

Net asset value per share is computed based on the consolidated net assets of HK$929,331,193 (2024:HK$994,126,032) and 2,902,215,360 ordinary shares in issue as at 31 December 2025 and 2024.

24 NOTE SUPPORTING CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financing activities

	Lease liabilities *HK$*
As at 1 January 2024	
Changes from cash flows:	
Repayments of principal portion of lease liability	(2,383,153)
Interest paid	(213,467)
Total changes from cash flows	(2,596,620)
Other changes:	
Addition of lease liabilities	21,492,399
Interest expense	213,467
Total other changes	21,705,866
As at 31 December 2024 and 1 January 2025	19,109,246
Changes from cash flows:	
Repayments of principal portion of lease liability	(9,781,785)
Interest paid	(604,695)
Total changes from cash flows	(10,386,480)
Other changes:	
Interest expense	604,695
Total other changes	604,695
As at 31 December 2025	9,327,461

25 EVENT AFTER THE BALANCE SHEET DATE

The Directors do not identify any significant event requiring disclosure that had taken place subsequent to 31 December 2025 and up to the date of this report.

Five Year Financial Summary

For the five year ended 31 December 2025

The consolidated results and assets and liabilities of the Group for the past five years:

RESULTS

	2025 *HK$*	2024 *HK$*	2023 *HK$*	2022 *HK$*	2021 *HK$*
Loss before income tax	**(64,794,839)**	(148,097,697)	(213,899,481)	(466,106,670)	(14,118,214)
Assets and liabilities					
Non-current assets					
Property, plant and equipment	**–**	–	–	–	–
Right-of-use asset	**9,092,938**	19,012,507	–	–	–
Interest in an associate	**–**	–	–	2,068,105	2,303,961
Financial assets at fair value through profit or loss	**568,983,369**	674,968,841	835,550,630	1,116,130,844	1,954,592,706
Rental deposit	**–**	6,077,196	–	–	–
	578,076,307	700,058,544	835,550,630	1,118,198,949	1,956,896,667
Current assets					
Financial asset at fair value through profit or loss	**–**	–	–	215,824,931	–
Amount due from immediate controlling company	**–**	–	920,472	–	–
Other receivables, prepayments and deposits	**–**	–	224,204,296	–	6,093,771
Rental deposits	**6,106,696**	–	–	–	–
Cash and cash equivalents	**360,104,111**	317,280,983	86,451,484	31,534,999	265,243,204
	366,210,807	317,280,983	311,576,252	247,359,930	271,336,975
Current liabilities					
Other payables and accruals	**5,628,460**	(4,104,249)	(4,792,761)	(5,323,665)	(6,396,908)
Lease liabilities	**9,327,461**	(9,781,785)	–	–	–
Borrowing	**–**	–	–	–	(390,000,000)
	14,955,921	(13,886,034)	(4,792,761)	(5,323,665)	(396,396,908)
Net current assets/(liabilities)	**351,254,886**	303,394,949	306,783,491	242,036,265	(125,059,933)
Total assets less current liabilities	**929,331,193**	1,003,453,493	1,142,334,121	1,360,235,214	1,831,836,734
Non-current liability					
Lease liabilities	**–**	(9,327,461)	–	–	–
Net assets	**929,331,193**	994,126,032	1,142,334,121	1,360,235,214	1,831,836,734
Capital and reserves					
Share capital	**29,022,154**	29,022,154	29,022,154	29,022,154	29,022,154
Reserves	**900,309,039**	965,103,878	1,113,311,967	1,331,213,060	1,802,814,580
Total equity	**929,331,193**	994,126,032	1,142,334,121	1,360,235,214	1,831,836,734