



盛洋投資

Gemini Investments (Holdings) Limited

(Incorporated in Hong Kong with limited liability)
Stock Code: 174

2026
INTERIM REPORT



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Financial Highlights

(HK\$'000)	Six months ended 30 June 2026 (Unaudited)	Six months ended 30 June 2025 (Unaudited)
Revenue	324,864	411,952
Loss before income tax	(311,728)	(64,628)
Loss for the period	(323,183)	(116,626)
Loss attributable to owners of the Company	(336,347)	(117,890)
Loss per share — basic (HK dollar)	(0.53)	(0.19)
Loss per share — diluted (HK dollar)	(0.53)	(0.19)

(HK\$'000)	As at 30 June 2026 (Unaudited)	As at 31 December 2025 (Audited)
Total assets	8,585,617	9,144,646
Equity attributable to owners of the Company	3,761,361	4,059,726
Cash and cash equivalents	299,277	347,411

Chairman's Statement

On behalf of the board of directors of Gemini Investments (Holdings) Limited (the “**Company**”) (the “**Director(s)**” or the “**Board**”), I am pleased to present the interim results of the Company and its subsidiaries (together referred to as “**our Group**”, “**the Group**” or “**We**”/“**we**”) for the six months ended 30 June 2026 (the “**2026 Interim Period**”).

2026 INTERIM RESULTS

Affected by ongoing adjustments and repricing across the United States (the “**U.S.**”) commercial and residential real estate markets, the Group recorded a total revenue of HK\$325 million for the first half of 2026 (for the six months ended 30 June 2025 (the “**2025 Interim Period**”): HK\$412 million), and a loss attributable to owners of the Company of approximately HK\$336 million (2025 Interim Period: loss attributable to owners of the Company of approximately HK\$118 million).

Facing external pressures, the Group strictly maintained prudent capital management discipline. To conserve resources for supporting the stable operations and strategic transformation of our Group's core assets in the U.S., the Board does not recommend the payment of any interim dividend on ordinary shares of the Company for the 2026 Interim Period. Details of our financial performance are set out in the “Management Discussion & Analysis” section.

MARKET REVIEW AND OUTLOOK

In the first half of 2026, the U.S. macroeconomic environment maintained a pattern of “slow growth alongside persistent inflation”. Uncertainty remained surrounding the Federal Reserve's monetary policy path, while high financing costs continued to constrain asset transactions and refinancing activities, creating an environment broadly referred to as mild “stagflation”. Against this backdrop, the U.S. office market remained under pressure. With the Federal Reserve's interest rates remaining high, inflationary pressures persisting, and vacancy rates staying elevated, valuations of certain non-core assets of the Group faced further downward pressure. Meanwhile, structural divergence emerged across the U.S. commercial real estate market: the valuation gap between trophy assets and secondary assets for offices in core cities widened further, pressure from oversupply in residential real estate eased somewhat, and capital markets gradually gained clarity and renewed vitality. While the market gained confidence in asset repricing, the overall pace of recovery remains characteristic of a transitional adjustment year.

Looking ahead to the second half of the year, the recovery of the U.S. real estate sector remains constrained by geopolitical factors, uncertainties surrounding tariffs and trade policy, and the pace of monetary policy adjustments, presenting ongoing challenges to investor sentiment and asset valuations. However, supported by supply constraints and optimized tenant profiles, high-quality assets in core cities are expected to be the first to stabilize in valuation. The Group will closely monitor these macroeconomic trends, fully leverage the combined strengths of Hong Kong as an international financial center and the Group's cross-border asset management platform, and flexibly adjust asset allocation and exit strategies to capture structural opportunities amid market volatility.

Chairman's Statement

BUSINESS REVIEW AND STRATEGY

The Group continued to focus on property investments in the U.S., with assets concentrated in prime commercial and residential projects across core cities in New York, Seattle and Silicon Valley, professionally managed through Gemini-Rosemont Realty LLC, the Group's U.S.-based real estate fund management platform. In the first half of 2026, under the direct leadership of the Board and amid a challenging macroeconomic environment, the Group steadily advanced a series of reforms and adjustments, establishing a more solid foundation for the platform's long-term development.

Optimizing Corporate Governance Structure to Enhance Market Confidence

In March 2026, the Group completed an important restructuring of the Board, reorganized functional divisions and professional backgrounds across the Board, introduced new Board members, and reconfigured Board committee compositions to strengthen independent decision-making, governance transparency, and market orientation of the Board. These initiatives addressed investor expectations regarding governance standards at an institutional level. They also reinforced risk control functions, providing solid governance assurance for stable U.S. operations and establishing a strong foundation of trust to leverage new directors' industry experience and market networks for attracting more long-term capital and strategic partners.

Completing Share Subscription to Solidify Capital Structure

In June 2026, the Group entered into a share subscription agreement with a new investor to allot and issue 95,335,500 subscription shares at a subscription price of HK\$0.18 per subscription share. The subscription injected new liquidity into the Group, enhanced short-term financial resilience, and improved the capital structure by broadening the equity base. Moving forward, the Group will fully leverage synergies with the new shareholder and new directors within the applicable regulatory framework. Tapping into the shareholder's backgrounds and business networks, the Group will actively explore potential U.S. real estate collaboration models linked to capital markets, creating favorable conditions to expand future financing channels and deepen U.S. market operations.

Chairman's Statement

Adhering to Prudent Asset Management to Maintain Core Asset Stability

In response to structural divergence in the U.S. commercial and residential real estate markets, the Group continually optimized operating strategies, including adjusting tenant mixes based on shifting market demand, improving property space utilization and elevating service quality to maintain stable rental and ancillary income from core commercial real estate. Furthermore, for underperforming assets, tailored exit timetables and pricing strategies were developed following targeted studies to maximize value realization. Actions included converting completed self-developed properties from sale to lease, disposing of undeveloped land parcels to mitigate rising construction costs, and opportunistically divesting underperforming assets according to market conditions — focusing on absorbing inventory and reducing risk exposure to market volatility. This suite of measures reflects decisive leadership and strong execution under the Group's new governance structure, laying a healthier asset and capital foundation for future growth.

Strategy Outlook for the Second Half of the Year

Looking ahead to the second half of 2026, the Group under the unified leadership of the Board, will continue to deepen its focus on U.S. core assets, prioritizing key windows of opportunity and structural prospects for asset exits and optimizations. Simultaneously, the Group will maintain a prudent capital management approach, prioritizing cash flow stability and sensible leverage levels to preserve operational flexibility for upcoming business expansions.

Leveraging the U.S. local professional team's deep understanding of property markets, alongside the operational experience of the Group's cross-border asset management platform and agile execution capabilities, we remain confident in navigating macroeconomic uncertainties. Adhering to the core principle of sound management, the Group will concentrate its resources on core operations to preserve operational stability and sustainability. Through this, we aim to remain resilient through market cycles, build a solid foundation to capture recovery opportunities, and deliver long-term value to shareholders.

APPRECIATION

On behalf of the Board, I extend my heartfelt gratitude to our shareholders, business partners, and banking institutions for their continued trust and strong support. I also express my sincere thanks to my fellow Board members, management, and all staff for their hard work and dedication amid a complex and changing environment. The Group's ongoing, steady development relies entirely on the long-term support and collective efforts of all our stakeholders.

LI Ming
Chairman

Hong Kong, 25 August 2026

Management Discussion & Analysis

During the 2026 Interim Period, the Group continued to focus on business related to commercial and residential real estate with a geographical presence mainly in the U.S. and Hong Kong.

OPERATION REVIEW

Overview

The Group mainly engages in property investments in the U.S. and Hong Kong, property developments in the U.S. and other operations. As at 30 June 2026, investment properties in the U.S. and in Hong Kong accounted for 70% and 3% of our total assets respectively, and properties held for sale in the U.S. accounted for 5% of our total assets.

All our properties in the U.S. are managed by Gemini-Rosemont Realty LLC ("**GR Realty**"), our U.S.-based property fund management platform which invests in properties and manages property funds as general partners.

Property Investments in the U.S.

As at 30 June 2026, our U.S. investment property portfolio comprised 6 commercial properties, and dozens of units in 4 residential buildings in New York City. During the 2026 Interim Period, save for the disposal mentioned below, there was no acquisition or other material disposal of investment properties. Additionally, certain units of our completed property developments were rented out.

As at 30 June 2026, our investment properties in the U.S. had an aggregate carrying value of HK\$6,013 million (as at 31 December 2025: HK\$6,410 million), with those located in West Coast, Central and East Coast of the U.S. representing 67%, 10% and 23% respectively.

During the 2026 Interim Period, our investment properties in the U.S. generated a total revenue of HK\$317 million (2025 Interim Period: HK\$348 million). The average occupancy rate for the 2026 Interim Period is 72%.

In June 2026, the Group entered into a contract of sale to dispose of a residential condo unit in New York, the U.S., for a consideration of US\$1,100,000 (equivalent to approximately HK\$8,602,000). The Group expects the disposal to be completed in the third quarter of 2026, and, subject to audit, expects to record a gain on the disposal of approximately US\$64,000 (equivalent to approximately HK\$500,000). The expected net proceeds of approximately US\$1,044,000 (equivalent to approximately HK\$8,164,000) from the disposal (after deduction of applicable transaction fees and taxes) will be applied for future potential investments and general working capital purpose. This disposal constituted a disclosable transaction of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), and its details are set out in the announcement of the Company dated 30 June 2026.

Management Discussion & Analysis

Property Developments in the U.S.

As at 30 June 2026, the Group's property development projects comprised a residential redevelopment located at Manhattan of New York City, with a total carrying value of HK\$397 million (as at 31 December 2025: HK\$518 million). During the first half of 2026, the few remaining units of another two self-developed residential projects in New York City have been rented out and are no longer classified as properties held for sale of the Group, following the complete sell-out of the majority of available sale units in previous years. Consequently, no revenue from property sales was recorded during the 2026 Interim Period (2025 Interim Period: HK\$54 million).

Investment Properties in Hong Kong

Investment properties in Hong Kong mainly comprise A-grade offices units in two buildings in Hong Kong Island, with a total carrying value of HK\$266 million as at 30 June 2026 (as at 31 December 2025: HK\$277 million), representing 3% of our total assets as at 30 June 2026 (as at 31 December 2025: 3%). During the 2026 Interim Period, rental revenue from investment properties in Hong Kong was HK\$3 million (2025 Interim Period: HK\$4 million), and average occupancy rate was 73%.

In April 2026, the Group entered into a provisional agreement for sale and purchase to dispose of an investment property, a residential unit in Tung Chung, Hong Kong, for a consideration of HK\$9,300,000. Conducted as part of a strategic review of the Group's assets, the disposal serves to increase the Group's liquidity and reduce maintenance costs, as the property has been vacant since 31 May 2025. The disposal was completed on 8 July 2026. Subject to audit, the Group expects to record a gain on the disposal of approximately HK\$167,000. The net proceeds of approximately HK\$9,167,000 from the disposal (after deduction of agency commission and applicable transaction fees) will be applied towards future potential investments and general working capital purposes. This disposal constituted a discloseable transaction of the Company under the Rules Governing the Listing of Securities on the Stock Exchange, and its details are set out in the announcement of the Company dated 9 April 2026.

Other Operations

Other operations mainly include listed securities investments and unlisted fund investments.

Details and performance of Investments

As at 30 June 2026, our listed securities portfolio (classified as "**financial instruments held for trading**") amounted to HK\$109.2 million, comprising 50 holdings in listed equity securities, ADRs and exchange-traded funds. The portfolio consisted of approximately HK\$52.7 million in listed equity securities/ADRs, representing approximately 48.2% of the portfolio, and approximately HK\$56.5 million in ETF/fund investments, representing approximately 51.8% of the portfolio. Our largest three holdings were Invesco QQQ Trust Series 1 ETF, Direxion NASDAQ100 Equal Weighted Index Shares ETF and Roundhill Magnificent Seven-ETF, which represented approximately 19.6%, 10.1% and 5.1% of the portfolio, respectively.

Management Discussion & Analysis

Our investment portfolio is principally composed of quoted and liquid securities and ETFs, including large-cap technology-related equities, financial institutions, healthcare and biotechnology-related securities, aerospace and defence-related securities, semiconductor-related securities, energy-related securities and ETFs with thematic or sector-specific exposure. We mark such investments to market based on quoted market prices. We made these investments as part of our treasury management activities, with a view to enhancing returns on temporarily surplus funds while maintaining liquidity and diversification.

During the 2026 Interim Period, the Group recorded gain from the listed securities investments of HK\$21 million (2025 Interim Period: gain of HK\$10 million), primarily driven by the favorable U.S. stock market conditions, particularly within the technology sector.

As at 30 June 2026, the Group held a significant investment in an unlisted fund, classified as “**financial assets at fair value through profit or loss**”. Details of the significant investment, which had a value of 5% or more of the Group’s unaudited total assets as at 30 June 2026, are as follows:

Name of investment	Principal businesses	Investment cost (HK\$ million)	Fair value as at 30 June 2026 (HK\$ million)	Net realised	Net unrealised	Distribution	Fair value as
				fair value gain for the 2026 Interim Period (HK\$ million)	fair value gain for the 2026 Interim Period (HK\$ million)	received for the 2026 Interim Period (HK\$ million)	to the Group's unaudited total assets as at 30 June 2026 (approximately)

Significant investment

Unlisted fund investment	Real estate projects in the United States	470	449	–	1	0.4	5.2%
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As at 30 June 2026, the carrying amount of the unlisted fund investment was HK\$449 million (as at 31 December 2025: HK\$444 million). During the 2026 Interim Period, a net unrealised fair value gain of HK\$1 million was recognised from the unlisted fund investment (2025 Interim Period: a net unrealised fair value loss of HK\$8 million), primarily driven by the stable operational performance and profitability of the underlying portfolio investments. This unlisted investment fund primarily focuses on real estate projects in the United States and is managed by fund manager through the respective general partner in accordance with investment mandate. The Group participates in the fund as a limited partner with a total capital commitment of HK\$470 million, which represents its investment cost and accounts for approximately 66.7% of the total capital commitment of the partners of the fund of US\$90,010,000 (equivalent to approximately HK\$705,746,000).

Investment Policy and Objectives

The Group’s investment activities form part of its treasury management function and are not conducted as a separate business. The primary objective of the Group’s investment policy is to enhance the return on its surplus cash while maintaining an appropriate level of liquidity and preserving capital to support its operational needs and future business development.

Management Discussion & Analysis

(i) Listed Securities Investments

The Group adopts a “Core Index ETFs + Leading Equities” asset allocation strategy, under which a significant portion of the portfolio is invested in broad-based index ETFs to achieve diversification and mitigate concentration risk, while the remainder is invested in selected market-leading listed companies to capture long-term growth opportunities. The Group generally invests in listed equity securities, ADRs, ETFs and other financial products approved by Executive Directors and does not engage in speculative securities trading activities. All listed securities investments are funded by the Group’s internal financial resources.

The Group believes that its investment strategy is consistent with its overall corporate strategy and principal business, as it enables the Group to optimise returns on temporarily surplus funds while maintaining sufficient liquidity to meet its working capital requirements, capital expenditure needs and business expansion plans.

(ii) Unlisted Fund Investments

The Group’s existing unlisted fund investment is primarily made for medium-to-long term capital appreciation. Through participation in professionally managed real estate investment fund, the Group is able to obtain exposure to the U.S. real estate market and diversify its investment portfolio beyond publicly traded securities.

The Group’s objective and strategy in making such investments is to enhance shareholders’ value through participation in real estate-related investment opportunities while leveraging the expertise and experience of fund manager in identifying, evaluating and managing underlying investments. The investments are funded by the Group’s internal financial resources and are intended to complement the Group’s broader treasury and capital management strategy.

Risk Management and Control Measures

The Group has established risk management procedures and internal control measures in respect of its investment activities to safeguard shareholders’ interests and preserve capital:

(i) Listed Securities Investments

The Group’s listed securities portfolio is managed under a structured risk control framework. The Group adopts a “Core Index ETFs + Leading Equities” asset allocation strategy to mitigate concentration risk while seeking long-term investment returns. All investments are funded by the Group’s internal financial resources and form part of its treasury management activities.

To manage market risk, the Group enforces quantitative risk control thresholds and dynamic monitoring mechanisms. In particular, where the loss on any single investment product exceeds 15% of its acquisition cost, the relevant execution personnel will immediately convene a dedicated discussion with the Chief Executive Officer and Executive Director to determine and implement appropriate mitigating measures, which may include stop-loss liquidations, position reductions, hedging or other risk management actions.

Management Discussion & Analysis

The Group further manages liquidity risk by actively exercising diversification and liquidity control. The Group maintains the investment balance in single listed investment product or stock generally below HK\$25 million. In the event of market appreciation in which the individual listed investment product or stock exceeds HK\$25 million, the execution personnel shall convene a dedicated discussion with the Chief Executive Officer and Executive Director to determine appropriate actions, which may include keeping long positions or taking profits. All portfolio assets consist principally of highly liquid securities listed and traded on major U.S. stock exchanges that are capable of settlement on a standard T+1 basis, thereby enabling the Group to readily realize investments when necessary and ensuring that the investment activities do not adversely affect the Group's operational funding requirements.

(ii) Unlisted Fund Investments

In respect of the Group's unlisted fund investments, the primary underlying fund is managed by the respective general partner in accordance with the applicable fund documentation. Nonetheless, the Group conducts periodic reviews and annual risk assessments of the relevant fund investments. The Group's maximum exposure to loss in respect of each fund investment is limited to the carrying amount of its investment in the relevant fund.

Approval and Oversight Mechanisms

The Group has established an approval and oversight framework for its investment activities. The Group's management is responsible for implementing the Group's investment strategy and monitoring the performance of its investment portfolio:

(i) Listed Securities Investments

In accordance with the Group's established investment policies, for listed securities investments, execution personnel prepare and update portfolio reports on each business day for review by the Chief Executive Officer and Executive Director, enabling management to monitor portfolio performance, fair value movements and risk exposures on an ongoing basis. Material investment decisions and any significant risk management actions are subject to review by senior management.

(ii) Unlisted Fund Investments

For unlisted fund investments, the primary underlying fund is managed by the respective general partner in accordance with the fund documentation. Nonetheless, the Group's Executive Directors monitor and review the performance of such investments on a quarterly basis, taking into account factors including investment returns, asset performance and overall market conditions.

The Board believes that the above investment approval, and monitoring and review procedures provide an appropriate balance between investment returns, capital preservation and liquidity management, and are consistent with the Group's overall treasury management objectives and business strategy.

Management Discussion & Analysis

FINANCIAL REVIEW

Revenue

The components of our revenue are analysed as follows:

	Six months ended 30 June	
	2026	2025
	(HK\$ million)	(HK\$ million)
Rental income	242	269
Ancillary service income to property leasing and management service income	78	83
Sales of properties	–	54
Others	5	6
	325	412

The decline in rental income and ancillary service income was mainly due to disposal of certain investment properties in 2025 and 2026. There were no sales of properties recorded during the period, as there were no remaining units available for sale in our New York City development projects.

Operating expenses

The components of our operating expenses are analyzed as follows:

	Six months ended 30 June	
	2026	2025
	(HK\$ million)	(HK\$ million)
Repairs, maintenance and utilities	55	65
Property insurance and management expense	20	23
Real estate taxes	38	54
Cost of properties sold	–	41
Write-down of properties held for sale to net realisable value	77	–
Others	3	7
	193	190

Management Discussion & Analysis

Decreases in repairs, maintenance and utilities by HK\$10 million and real estate taxes by HK\$16 million were recorded due to the disposal of several investment properties in 2025 and 2026.

Since there were no property sales recorded for development projects in New York City during the period, the cost of properties sold was zero.

During the period, the Group recognized a HK\$77 million write-down of properties held for sale to their net realisable value for its development project in Manhattan of New York City. The write-down was primarily driven by escalating construction costs, fueled by rising material prices and labor shortages in Manhattan, alongside broader inflationary pressures, which dampened developer demand.

Losses arising from changes in fair value of investment properties

Losses arising from changes in fair value of investment properties totalling HK\$304 million, were recorded during the 2026 Interim Period (2025 Interim Period: losses of HK\$162 million). Due to continuing slowdown of commercial property markets in the U.S. and Hong Kong brought by multiple factors like weakening economic growth, persistent inflation and elevated interest rate, the fair value of our investment properties recorded an overall decrease in value by 5%. Properties located in the U.S. recorded decrease in value by 5% (about HK\$293 million), whilst our properties located in Hong Kong recorded decrease in value by 4% (about HK\$11 million).

Other income, gains/losses

Other income, gains/losses, during the 2026 Interim Period mainly included interest income of HK\$2 million (2025 Interim Period: HK\$3 million).

Administrative and other expenses

The components of our administrative and other expenses are analysed as follows:

	Six months ended 30 June	
	2026	2025
	(HK\$ million)	(HK\$ million)
Employee costs	32	45
Legal and professional fees	19	18
Depreciation	6	6
Insurance expenses	4	4
Informative service fee	2	4
Auditor's remuneration	3	3
Exchange difference, net	(14)	(14)
Others	13	13
	65	79

Management Discussion & Analysis

The decrease in employee costs was mainly driven by the structural savings realized from the recent restructuring and strategic optimization of the Group's U.S. operations. Following the consolidation of regional offices and the implementation of a streamlined headcount, operating efficiency has improved, resulting in lower personnel expenses for the period.

Finance costs

Finance costs on our borrowings decreased by HK\$15 million to HK\$111 million, as a result of settlement of certain borrowings in 2025 and 2026.

Loss attributable to limited partners

Loss attributable to limited partners relates to certain limited partner interests associated with those limited partnerships of the property funds managed and controlled by GR Realty. According to the terms of investments, these interests are classified as assets/liabilities under the statutory accounting principles, with related financial results attributable to limited partners recorded in the consolidated income statement of the Group. The loss attributable to limited partners of HK\$14 million during the 2026 Interim Period (2025 Interim Period: HK\$77 million) mainly arose from the finance related expenses associated with notes payable in respect of investment properties mainly located in the U.S.. The Group mainly acts as general partner, with certain limited partner interest in the parent funds of those investment properties.

Financial Resources and Liquidity

As at 30 June 2026, the Group had cash resources totaling HK\$299 million (as at 31 December 2025: HK\$347 million) and committed undrawn borrowing facilities of HK\$283 million. The Group's sources of funding comprise mainly internal funds generated from the Group's business operations and loan facilities provided by banks.

As at 30 June 2026, the borrowings (excluding lease liabilities) of the Group amounted to HK\$3,053 million (as at 31 December 2025: HK\$3,310 million). The Group's borrowings included bank loans, notes payables and loan from a third party. The decrease in cash resources and borrowings was mainly due to settlement of borrowings. The maturities of the Group's borrowings are set out as follows. All of the short-term borrowings are of a non-recourse nature.

Management Discussion & Analysis

Borrowings Maturity Profile:

Maturity	30 June 2026	As percentage of borrowings	31 December 2025	As percentage of borrowings
	(HK\$ million)		(HK\$ million)	
Within 1 year	2,560	84%	1,143	34%
1-2 years	493	16%	1,744	53%
2-5 years	–	0%	423	13%
	3,053	100%	3,310	100%

The above borrowings are all denominated in U.S. dollars. Considering that the exchange rate of Hong Kong dollars is pegged against the U.S. dollars and that all of the underlying assets financed by U.S. dollar borrowings are located in the U.S. and denominated in U.S. dollars, the Group believes that the corresponding adverse exposure to exchange rate risk arising from the U.S. dollars is not material.

The Group's net gearing ratio (i.e. borrowings less total cash resources divided by total equity) was 60% as at 30 June 2026 (as at 31 December 2025: 61%). Our management will continue to monitor the Group's capital and debt structure from time to time aiming to control short term debt ratio and mitigate its exposure to the risk of gearing.

Financial Guarantees

As at 30 June 2026, there were no financial guarantees given by our Group for the benefit of third parties.

Pledged Assets

As at 30 June 2026, our Group had pledged bank deposits amounting to HK\$65 million (as at 31 December 2025: HK\$93 million) and investment properties of HK\$4,057 million (as at 31 December 2025: HK\$4,355 million), together with the interests of certain subsidiaries of the Group, as securities to secure borrowings of our Group of HK\$2,948 million (as at 31 December 2025: HK\$3,167 million).

Future Plans for Material Investments or Capital Assets

As at 30 June 2026, save for the planned investment in a real estate related project in the Metropolitan Area of the State of New York and the planned capital expenditures on the Group's existing investment properties in the U.S. and Hong Kong (as detailed in the section headed 'Use of Proceeds from Subscription and Placing Exercises' below), the Group did not have any other plans for material investments or capital assets.

Contingent Liabilities

As at 30 June 2026, our Group had no significant contingent liabilities.

Management Discussion & Analysis

Capital Commitments

As at 30 June 2026, our Group had no capital commitments (as at 31 December 2025: nil).

Use of Proceeds from Subscription and Placing Exercises

On 5 June 2026, the Company entered into a subscription agreement with Novel Champion Global Limited, pursuant to which Novel Champion Global Limited agreed to conditionally subscribe for 95,335,500 new ordinary shares of the Company (the “**Subscription Shares**”) at a subscription price of HK\$0.18 per Subscription Share (the “**Subscription**”). The subscription price of HK\$0.18 per Subscription Share represented a discount of approximately 3.23% to the closing price of HK\$0.186 per ordinary share of the Company as quoted on the Stock Exchange on 5 June 2026. The Subscription was completed on 23 June 2026, raising gross proceeds and net proceeds of approximately HK\$17.2 million and HK\$16.8 million respectively. The net price per Subscription Share is approximately HK\$0.176. The Subscription allowed the Company to strengthen its liquidity and financial position and to improve the Company’s capital structure by enhancing its equity capital base. The details of the Subscription are set out in the announcements of the Company dated 5 June 2026 and 23 June 2026.

As disclosed in the aforesaid announcements, the Company intended to apply the net proceeds of HK\$16.8 million from the Subscription as to (i) approximately HK\$2 million as general working capital of the Company; and (ii) the remaining portion for the capital expenditures on the Group’s existing investment properties in the U.S. and Hong Kong.

As at 30 June 2026, the net proceeds from the Subscription remained unutilized. It is expected that such net proceeds from the Subscription will be fully utilised by the fourth quarter of 2026, both as to their intended use and timeline in line with the intentions disclosed in the announcement of the Company dated 5 June 2026.

The table below outlines the planned use and actual use of net proceeds from the Subscription up to 30 June 2026:

	Planned use of net proceeds as stated in the announcement (HK\$ million)	Actual use of proceeds up to 30 June 2026 (HK\$ million)	Unutilised net proceeds up to 30 June 2026 (HK\$ million)	Expected timeline for unutilised net proceeds
Capital expenditures on the Group’s existing investment properties in the U.S. and Hong Kong	14.8	0	14.8	Fourth quarter of 2026
General working capital	2	0	2	Fourth quarter of 2026
Total	16.8	0	16.8	

Management Discussion & Analysis

The Company also respectively allotted and issued 90,278,000 new ordinary shares of the Company on 17 April 2020 and 90,278,000 new ordinary shares of the Company on 27 May 2020 at subscription prices of HK\$1.00 and HK\$0.993 respectively (collectively the “**Placing Exercises**”). The Placing Exercises raised net proceeds of HK\$179.2 million. The Placing Exercises were considered as ways to further strengthen our financial position, and also as steps to improve the liquidity of the ordinary shares of the Company on the Stock Exchange as the transaction volume of our ordinary shares was constantly thin.

The Company’s utilisation plan of the net proceeds from the Placing Exercises remained unchanged as at 30 June 2026 as compared to that disclosed in the Company’s announcements and circular for the Placing Exercises. The Company intended to use around US\$10 million to US\$12 million (equivalent to HK\$77.5 million to HK\$93.0 million), representing 43% to 52% of the aggregate net proceeds from the Placing Exercises, for the investment in a real estate related project in the Metropolitan Area of the State of New York, and the remaining balance of the net proceeds was intended to be used as general working capital.

As at 30 June 2026, HK\$96 million was utilized for the general working capital in the U.S.. In view of uncertainties in global economy and business outlook currently, the remaining proceeds of HK\$83.2 million (46% of the aggregate net proceeds from the Placing Exercises) intended for investment in real estate related projects remains not utilized. Our Group has been looking for good investment opportunities under prudence approach. However, amid the current uncertainties of the global economy and business environment, the Company has been very cautious in identifying suitable investment target which is safe, in line with the Company’s strategy and in the interests of the Company and its shareholders as a whole. As such, no suitable investment has yet been made. The Company estimates that the expected timeline for utilizing the net proceeds for the above mentioned real estate investment remains on or before the fourth quarter of 2028 as estimated and disclosed in the Company’s 2025 annual report. This expected timeline may be subject to further change based on the future development of the market conditions.

The table below outlines the planned use and actual use of net proceeds from the Placing Exercises up to 30 June 2026:

	Planned use of net proceeds as stated in the announcement	Actual use of proceeds up to 31 December 2025	Actual use of proceeds up to 30 June 2026	Unutilised net proceeds up to 30 June 2026	Expected timeline for unutilised net proceeds
	(HK\$ million)	(HK\$ million)	(HK\$ million)	(HK\$ million)	
Investment in a real estate related project in the Metropolitan Area of the State of New York	77.5 to 93.0	0	0	83.2	Fourth quarter of 2028
General working capital in the U.S.	86.2 to 101.7	96	96	0	N/A
Total	179.2	96	96	83.2	

Management Discussion & Analysis

EMPLOYEES

As at 30 June 2026, the total number of full-time staff employed was 45 (as at 31 December 2025: 65), of which 34 were U.S. based staff (as at 31 December 2025: 53). During the 2026 Interim Period, the level of our overall staff cost was HK\$32 million (2025 Interim Period: HK\$45 million), of which HK\$27 million was contributed by U.S. based staff (2025 Interim Period: HK\$37 million).

Our Group recruits and promotes individuals based on their performance and development potentials in the positions offered. When formulating staff salary and benefit policies, our Group gives primary consideration to their individual performance and prevailing salary levels in the respective local markets.

SUBSEQUENT EVENTS AFTER THE REPORTING PERIOD

In July 2026, the Group entered into a supplemental loan agreement with the lender of a secured bank loan with an outstanding amount of approximately US\$196,998,000 (equivalent to approximately HK\$1,544,615,000) which will mature on 1 January 2027. Pursuant to the supplemental loan agreement, the maturity date of the loan was extended by one year to 1 January 2028.

In July 2026, the Group entered into purchase and sale agreements to dispose of a vacant parcel of land in Manhattan, New York, the U.S., for a consideration of US\$57,000,000 (equivalent to approximately HK\$444,600,000). The Group expects the disposal to be completed in December 2026, and, subject to audit, expects to record a gain on the disposal of approximately US\$2,916,000 (equivalent to approximately HK\$22,745,000). The expected net proceeds of approximately US\$54,120,000 (equivalent to approximately HK\$422,136,000) from the disposal (after deduction of applicable transaction fees and taxes) will be applied for (i) repayment of the Group's upcoming borrowings due for maturity; (ii) further investment in the Group's existing projects; (iii) funding the Group's potential investments; and (iv) general working capital purpose. This disposal constituted a disclosable transaction of the Company under the Rules Governing the Listing of Securities on the Stock Exchange, and its details are set out in the announcement of the Company dated 31 July 2026.

In August 2026, the Group entered into a contract of sale to dispose of a residential condo unit in New York, the U.S., for a consideration of US\$1,030,000 (equivalent to approximately HK\$8,055,000). The Group expects the disposal to be completed in the third quarter of 2026, and, subject to audit, expects to record a gain on the disposal of approximately US\$165,000 (equivalent to approximately HK\$1,290,000). The expected net proceeds of approximately US\$1,005,000 (equivalent to approximately HK\$7,859,000) from the disposal (after deduction of applicable transaction fees and taxes) will be applied for future potential investments and general working capital purpose. This disposal constituted a disclosable transaction of the Company under the Rules Governing the Listing of Securities on the Stock Exchange, and its details are set out in the announcement of the Company dated 11 August 2026.

In August 2026, the Group entered into an amendment agreement with the lender of a loan with a principal amount of US\$13,355,000 (equivalent to approximately HK\$104,712,000) which will mature on 2 January 2027. Pursuant to the amendment agreement, the maturity date of the loan was extended by one year to 2 January 2028.

Independent Review Report



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To the Board of Directors of Gemini Investments (Holdings) Limited

盛洋投資(控股)有限公司

(incorporated in Hong Kong with limited liability)

INTRODUCTION

We have reviewed the interim condensed consolidated financial statements set out on pages 20 to 60, which comprises the condensed consolidated statement of financial position of Gemini Investments (Holdings) Limited (the “**Company**”) and its subsidiaries as of 30 June 2026 and the related condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and notes to the condensed consolidated financial statements, including material accounting policy information (the “**interim financial statements**”). The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial statements in accordance with “HKAS 34”.

Our responsibility is to express a conclusion on this interim financial statements based on our review. This report is made solely to you, as a body, in accordance with our agreed terms of 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.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independent Review Report

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial statements are not prepared, in all material respects, in accordance with HKAS 34.

BDO Limited

Certified Public Accountants

Lam Pik Wah

Practising Certificate Number P05325

Hong Kong, 25 August 2026

Condensed Consolidated Income Statement

For the six months ended 30 June 2026

		Six months ended 30 June	
		2026	2025
	Notes	HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
Revenue	4,5	324,864	411,952
Direct costs and operating expenses	6	(193,050)	(190,021)
		131,814	221,931
Other income, gains/losses	7	1,866	3,278
Administrative and other expenses	8	(65,328)	(78,514)
Changes in fair value of financial instruments held for trading		20,773	9,627
Changes in fair value of financial assets at fair value through profit or loss		1,372	(7,709)
Changes in fair value of investment properties	13	(304,331)	(162,212)
Provision for impairment loss on financial assets		(577)	(1,481)
Finance costs	9	(110,938)	(126,456)
Loss attributable to limited partners		13,621	76,908
Loss before income tax		(311,728)	(64,628)
Income tax	10	(11,455)	(51,998)
Loss for the period		(323,183)	(116,626)
Loss for the period attributable to:			
Owners of the Company		(336,347)	(117,890)
Non-controlling interests		13,164	1,264
		(323,183)	(116,626)
Loss per share for loss attributable to owners of the Company	11		
– Basic (HK dollar)		(0.53)	(0.19)
– Diluted (HK dollar)		(0.53)	(0.19)

Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2026

	Six months ended 30 June	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Loss for the period	(323,183)	(116,626)
Other comprehensive income:		
<i>Item that may be reclassified subsequently to profit or loss</i>		
Exchange differences arising on translation of foreign operations	21,047	25,024
Other comprehensive income for the period	21,047	25,024
Total comprehensive income for the period	(302,136)	(91,602)
Total comprehensive income attributable to:		
Owners of the Company	(315,300)	(92,866)
Non-controlling interests	13,164	1,264
	(302,136)	(91,602)

Condensed Consolidated Statement of Financial Position

As at 30 June 2026

		At 30 June 2026	At 31 December 2025
	Notes	HK\$'000 (Unaudited)	HK\$'000 (Audited)
Non-current assets			
Investment properties	13	6,279,447	6,686,822
Property, plant and equipment	23	217,140	221,208
Investments in joint ventures		9,853	9,779
Investments in associates		699	694
Financial assets at fair value through profit or loss	14	456,946	451,746
Deposits, prepayments and other receivables	15	60,765	38,639
Other financial assets	21	352,904	336,527
Restricted bank deposits	16	–	10,110
Deferred tax assets		122,230	120,663
		7,499,984	7,876,188
Current assets			
Properties held for sale	17	396,523	518,083
Deposits, prepayments and other receivables	15	61,736	59,609
Financial instruments held for trading	18	109,210	109,970
Tax recoverables		8,630	8,396
Restricted bank deposits	16	210,257	224,989
Cash and bank balances		299,277	347,411
		1,085,633	1,268,458
Total assets		8,585,617	9,144,646
Current liabilities			
Other payables and accrued charges		340,226	361,522
Amounts due to shareholders	19	428,113	8,910
Tax payables		3,503	3,806
Borrowings	20	2,568,201	1,151,493
		3,340,043	1,525,731
Net current liabilities		(2,254,410)	(257,273)
Total assets less current liabilities		5,245,574	7,618,915

Condensed Consolidated Statement of Financial Position

As at 30 June 2026

		At 30 June 2026	At 31 December 2025
	Notes	HK\$'000 (Unaudited)	HK\$'000 (Audited)
Capital and reserves			
Share capital	22	388,352	371,191
Reserves		3,373,009	3,688,535
Equity attributable to owners of the Company		3,761,361	4,059,726
Non-controlling interests		808,866	795,702
Total equity		4,570,227	4,855,428
Non-current liabilities			
Other payables and accrued charges		6,020	7,522
Amounts due to a shareholder	19	–	416,223
Borrowings	20	509,097	2,186,391
Other financial liabilities	21	2,333	2,139
Deferred tax liabilities		157,897	151,212
		675,347	2,763,487
Total equity and non-current liabilities		5,245,574	7,618,915

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2026

	Share capital (Note 22)	Convertible preference shares reserve (Note 24)	Perpetual bond (Note 25)	Capital contribution reserve	Revaluation surplus reserve	Translation reserve	Accumulated losses	Attributable to owners of the Company	Non-controlling interests	Total equity
(Unaudited)	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 January 2026	371,191	2,260,565	2,259,504	308,190	20,256	24,186	(1,184,166)	4,059,726	795,702	4,855,428
Loss for the period	-	-	-	-	-	-	(336,347)	(336,347)	13,164	(323,183)
Other comprehensive income	-	-	-	-	-	-	-	-	-	-
- Exchange difference arising on translation of foreign operations	-	-	-	-	-	21,047	-	21,047	-	21,047
Total comprehensive income for the period	-	-	-	-	-	21,047	(336,347)	(315,300)	13,164	(302,136)
Distributions paid to the holders of perpetual bond	-	-	-	-	-	-	(226)	(226)	-	(226)
Share allotment (Note 22)	17,161	-	-	-	-	-	-	17,161	-	17,161
Balance at 30 June 2026	388,352	2,260,565	2,259,504	308,190	20,256	45,233	(1,520,739)	3,761,361	808,866	4,570,227

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2026

(Unaudited)	Share capital (Note 22)		Convertible preference shares reserve (Note 24)		Perpetual bond (Note 25)		Capital contribution reserve	Revaluation surplus reserve	Translation reserve	Accumulated losses	Attributable to owners of the Company	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 January 2025	371,191	2,260,565	-	2,259,504	308,190	20,256	7,930	(890,249)	4,337,387	924,351	5,261,738		
Loss for the period	-	-	-	-	-	-	-	(117,890)	(117,890)	1,264	(116,626)		
Other comprehensive income													
- Exchange difference arising on translation of foreign operations	-	-	-	-	-	-	25,024	-	25,024	-	25,024	-	25,024
Total comprehensive income for the period	-	-	-	-	-	-	25,024	(117,890)	(92,866)	1,264	(91,602)		
Distributions paid to the holders of perpetual bond	-	-	-	-	-	-	-	(226)	(226)	-	(226)	-	(226)
Distribution paid to non-controlling interests	-	-	-	-	-	-	-	-	-	(6,934)	(6,934)		
Balance at 30 June 2025	371,191	2,260,565	-	2,259,504	308,190	20,256	32,954	(1,008,365)	4,244,295	918,681	5,162,976		

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2026

	Six months ended 30 June	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Cash flows from operating activities		
Loss before income tax	(311,728)	(64,628)
Adjustments for:		
Depreciation	6,189	6,247
Dividend income	(363)	(353)
Changes in fair value of financial instruments held for trading	(20,773)	(9,627)
Changes in fair value of financial assets at fair value through profit or loss	(1,372)	7,709
Changes in fair value of investment properties	304,331	162,212
Finance costs	110,938	126,456
Interest income	(1,873)	(2,712)
Provision for impairment loss on financial assets	577	1,481
Write down of properties held for sale to net realisable value	77,010	–
Loss on disposal of property, plant and equipment	285	–
Loss attributable to limited partners	(13,621)	(76,908)
Operating profit before working capital changes	149,600	149,877
Increase in deposits, prepayments and other receivables	(24,088)	(17,328)
Decrease in properties held for sale	–	41,339
Increase in inventories	–	(171)
Increase in restricted bank deposits	(13,771)	(47,800)
Decrease/(increase) in financial instruments held for trading	21,533	(6,446)
Decrease in other payables and accrued charges	(42,049)	(16,248)
Net cash generated from operations	91,225	103,223
Dividend received	363	353
Income tax paid	(7,118)	(9,364)
Net cash generated from operating activities	84,470	94,212

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2026

	Six months ended 30 June	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Cash flows from investing activities		
Purchase of property, plant and equipment	(744)	(1,737)
Capital expenditure for investment properties	(18,137)	(59,690)
Proceed from disposal of property, plant and equipment	202	698
Distribution from unlisted fund investments received	383	1,225
Distribution from investments in joint ventures received	–	1,049
Interest received	1,873	2,712
Net cash used in investing activities	(16,423)	(55,743)
Cash flows from financing activities		
New bank and other borrowings	–	227,403
Repayment of bank and other borrowings	(40,948)	(292,720)
Settlement paid to limited partner interests	–	(3,573)
Repayment of lease liabilities	(5,091)	(5,513)
Interest paid	(88,274)	(88,478)
Repayment of amounts due to shareholders	(229)	(409)
Distribution paid to non-controlling interests	–	(6,934)
Proceeds from issue of shares	17,161	–
Distributions paid to the holders of perpetual bond	(226)	(226)
Net cash used in financing activities	(117,607)	(170,450)
Net decrease in cash and cash equivalents	(49,560)	(131,981)
Cash and cash equivalents at beginning of the period	347,411	374,035
Effect of foreign exchange rate changes	1,426	11,068
Cash and cash equivalents at end of the period	299,277	253,122
Analysis of the balances of cash and cash equivalents:		
Cash and bank balances	299,277	253,122

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

1. GENERAL INFORMATION

The unaudited condensed consolidated financial statements of Gemini Investments (Holdings) Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) for the six months ended 30 June 2026 (the “**Interim Financial Statements**”) have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants (“**the HKICPA**”) and the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The financial information relating to the year ended 31 December 2025 that is included in these Interim Financial Statements as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that year but is derived from those consolidated financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Chapter 622) is as follows:

The Company has delivered the consolidated financial statements for the year ended 31 December 2025 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance (Chapter 622).

The Company’s auditor has reported on those consolidated financial statements. The auditor’s report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or 407(3) of the Hong Kong Companies Ordinance (Chapter 622).

The Interim Financial Statements were approved and authorised for issue on 25 August 2026.

2. BASIS OF PREPARATION

The preparation of the Interim Financial Statements in compliance with HKAS 34 requires the use of certain judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates. The significant judgements made by the management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the Group’s annual consolidated financial statements for the year ended 31 December 2025.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

2. BASIS OF PREPARATION (*Continued*)

The Interim Financial Statements are presented in Hong Kong Dollars (“**HK\$**”), unless otherwise stated. The Interim Financial Statements contain condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2025 annual financial statements. The Interim Financial Statements do not include all of the information required for a complete set of financial statements prepared in accordance with HKFRS Accounting Standards and should be read in conjunction with the 2025 consolidated financial statements.

The Interim Financial Statements are unaudited, but has been reviewed by BDO Limited in accordance with Hong Kong Standard on Review Engagements 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”, issued by the HKICPA. BDO Limited’s independent review report to the Board of Directors is included on pages 18 to 19.

The Group incurred a net loss of approximately HK\$323,183,000 for the six months ended 30 June 2026 and as of that date, the Group’s net current liabilities amounted to approximately HK\$2,254,410,000. As at 30 June 2026, the Group’s current borrowings and amounts due to shareholders amounted to approximately HK\$2,568,201,000 and HK\$428,113,000 respectively, while its cash and bank balances were approximately HK\$299,277,000.

In view of these circumstances, the Directors have given careful consideration to the Group’s future liquidity, performance and available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern for at least twelve months from the end of the reporting period. The Directors have prepared a cash flow forecast covering a 18-month period from the end of the reporting period (“**Cash Flow Forecast**”), and taking into account the following plans and measures:

- (1) Included in the Group’s current borrowings as at 30 June 2026 was a non-recourse and secured bank loan with outstanding amount of approximately US\$196,998,000 (equivalent to approximately HK\$1,544,615,000) that will mature on 1 January 2027. The loan is secured by investment properties in the U.S. of approximately HK\$2,140,143,000. Subsequently on 30 July 2026, the lender entered into a supplementary loan agreement with the Group pursuant to which the maturity date of the loan was extended to 1 January 2028.
- (2) Included in the Group’s current borrowings as at 30 June 2026 was another non-recourse and secured bank loan with outstanding amount of approximately US\$97,602,000 (equivalent to approximately HK\$765,276,000) that will mature on 23 March 2027. The loan is secured by investment properties in the U.S. of approximately HK\$1,324,546,000. In March 2026, the loan was renewed and extended by one year from the original due date of 23 March 2026. Based on the Directors’ experience and communication with relevant banks, the management expects to renew this bank loan on the basis that the Group complied with the terms of the loan arrangements.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

2. BASIS OF PREPARATION (Continued)

- (3) Included in the Group's current borrowings as at 30 June 2026 was a loan from third party with principal of US\$13,355,000 (equivalent to approximately HK\$104,712,000) that will originally mature on 2 January 2027. The aggregate line of credit (the "**Loan**") amounted to US\$32,000,000 (equivalent to approximately HK\$250,904,000).

Subsequently on 17 August 2026, the Group and the lender entered into an amendment to the loan agreement pursuant to which the loan's maturity date was extended by one year to 2 January 2028 from the original due date.

- (4) Regarding notes payable of HK\$144,921,000 and the amounts due to shareholders of HK\$419,366,000 included in the current liabilities of the Group, the management expects to renew these borrowings based on communications with relevant lenders.
- (5) The Group held listed securities investments with an aggregate carrying amount of approximately HK\$109,210,000 as at 30 June 2026. These securities are considered highly liquid, as they are traded in active markets and can be readily realised to meet the Group's cash flow requirements when necessary.
- (6) Also, reference is made to the announcement of the Company dated 31 July 2026, an indirect wholly-owned subsidiary of the Company, entered into the purchase and sale agreements with the purchaser in relation to the disposal of a land plot in New York. The land plot was not pledged to any bank and other borrowings as at 30 June 2026. The expected net proceeds to be received from the disposal, after deduction of applicable transactions fees and taxes, is approximately US\$54,120,000 (equivalent to approximately HK\$422,136,000). The Group is able to apply such proceeds for repayment of the Group's upcoming borrowings due for maturity if any of them was not renewed.

Sensitivity analysis has also been performed by considering reasonably possible changes of the key parameters in the Cash Flow Forecast.

Based on the above, the directors believe that the Group will have sufficient cash resources to satisfy its daily operation, future working capital and other financing requirements as and when they fall due in the foreseeable future. Accordingly, the directors are of the opinion that it is appropriate to prepare these consolidated financial statements on a going concern basis.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

3. PRINCIPAL ACCOUNTING POLICIES

The Interim Financial Statements have been prepared on the historical cost basis except for the investment properties and certain financial instruments of the Group, which are measured at fair values, as appropriate.

The Interim Financial Statements have been prepared with the same accounting policies adopted in the 2025 annual financial statements, except for those that relate to new standards or interpretations effective for the first time for periods beginning on or after 1 January 2026.

In the current period, the Group has applied for the first time the following new amendments to HKFRS Accounting Standards that are effective for the Group's consolidated financial statements for the annual period beginning on 1 January 2026.

Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity

The adoption of the above new amendments to HKFRS Accounting Standards in the current period has no material effect on the amounts reported and/or disclosures set out in these unaudited condensed consolidated financial statements.

The following new or revised HKFRS Accounting Standards, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
HKFRS 18	Presentation and Disclosure in Financial Statements ²
HKFRS 19 and Amendments to HKFRS 19	Subsidiaries without Public Accountability: Disclosures ²
Amendments to HKAS 21	Translation to a Hyperinflationary Presentation Currency ²

¹ No mandatory effective date yet determined but available for adoption.

² Effective for annual periods beginning on or after 1 January 2027.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

4. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision makers, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specially, the Group's reportable and operating segments under HKFRS 8 *Operating Segments* are as follows:

- Property investment in the United States of America (the “**U.S.**”)

Rental income and ancillary service income from leasing of office property and residential condominium and management service income which are managed by Gemini-Rosemont Realty LLC (“**GR Realty**”).
- Property development in the U.S.

Income from sale of commercial and residential properties in the U.S. which are managed by GR Realty and the operation of a restaurant, which received income from sale of food and beverages, in its self-developed properties in the U.S..
- Property investment in Hong Kong

Rental income from leasing of office and residential properties in Hong Kong.
- Fund investments

Investing in various investment funds and generating investment income.
- Securities and other investments

Investing in various securities and generating investment income.

Revenue and expenses are allocated to the reportable and operating segments with reference to the income generated from and the expenses incurred by those segments. Each of the reportable and operating segments is managed separately as the resources requirement of each of them is different.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

4. SEGMENT INFORMATION *(Continued)*

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

For the six months ended 30 June 2026

	Managed by GR Realty					
	Property investment in the U.S.	Property development in the U.S.	Property investment in Hong Kong	Fund investments	Securities and other investments	Consolidated
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Segment revenue	316,795	4,979	2,885	-	1,359	326,018
Less: Inter-segment sales	-	-	-	-	(1,154)	(1,154)
Revenue as presented in condensed consolidated income statement	316,795	4,979	2,885	-	205	324,864
Segment results	(69,751)	(89,685)	(11,405)	2,709	20,919	(147,213)
Interest income from bank deposits						1,873
Depreciation						(6,189)
Provision for impairment loss on financial assets						(577)
Finance costs						(110,938)
Unallocated corporate expenses						(48,684)
Loss before income tax						(311,728)

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

4. SEGMENT INFORMATION (*Continued*)

For the six months ended 30 June 2025

	Managed by GR Realty					
	Property investment in the U.S.	Property development in the U.S.	Property investment in Hong Kong	Fund investments	Securities and other investments	Consolidated
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Segment revenue	348,323	59,610	3,786	–	1,748	413,467
Less: Inter-segment sales	–	–	–	–	(1,515)	(1,515)
Revenue as presented in condensed consolidated income statement	348,323	59,610	3,786	–	233	411,952
Segment results	147,455	(1,766)	(25,119)	(6,858)	9,639	123,351
Interest income from bank deposits						2,712
Depreciation						(6,247)
Provision for impairment loss on financial assets						(1,481)
Finance costs						(126,456)
Unallocated corporate expenses						(56,507)
Loss before income tax						(64,628)

Segment result represents the profit or loss by each segment without allocation of interest income from bank deposits, depreciation, provision for impairment loss on financial assets, unallocated corporate expenses (including central administration and staff costs and directors' remuneration) and finance costs. There were asymmetrical allocations to operating segments because the Group allocates the bank loans without allocating the related finance cost to those segments. This is the measure reported to the chief operating decision makers, the executive directors, for the purposes of resource allocation and performance assessment.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

4. SEGMENT INFORMATION (Continued)

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

	30 June 2026	31 December 2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Assets		
Segment assets		
– Property investment in the U.S.	7,080,018	7,528,025
– Property development in the U.S.	601,448	729,543
– Property investment in Hong Kong	266,951	279,481
– Fund investments	448,953	443,847
– Securities and other investments	148,610	131,708
Unallocated assets	39,637	32,042
Consolidated total assets	8,585,617	9,144,646
Liabilities		
Segment liabilities		
– Property investment in the U.S.	3,673,206	3,818,862
– Property development in the U.S.	134,884	228,026
– Property investment in Hong Kong	3,792	3,047
– Fund investments	268	268
– Securities and other investments	190	190
Unallocated liabilities	203,050	238,825
Consolidated total liabilities	4,015,390	4,289,218

Segment assets include all assets are allocated to operating segments other than unallocated property, plant and equipment, unallocated deferred tax assets, unallocated deposits, prepayments and other receivables, unallocated tax recoverables, unallocated cash and bank balances which are not allocated to a segment.

Segment liabilities included all liabilities are allocated to operating segments other than unallocated tax payables, unallocated deferred tax liabilities, unallocated amounts due to shareholders, unallocated borrowings, unallocated lease liabilities and unallocated other payables and accrued charges.

The information disclosed above represented the segments to be identified on the basis of interim reports about components of the Group that are regularly reviewed by the chief operating decision makers for the purpose of assessing their performance and allocating resources to segments.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

5. REVENUE

	Six months ended 30 June	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Rental income	241,930	268,504
Dividend income	363	353
Revenue from contracts with customers recognised at a point in time		
– Sale of properties	–	53,851
– Sale of food and beverages	4,979	5,759
Revenue from contracts with customers recognised overtime		
– Ancillary service income to property leasing and management service income	77,592	83,485
	324,864	411,952

6. DIRECT COSTS AND OPERATING EXPENSES

	Six months ended 30 June	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Repairs, maintenance and utilities	54,853	65,693
Property insurance costs	6,038	7,766
Property management expenses	14,353	15,069
Real estate taxes	38,315	53,331
Costs of properties sold	–	41,339
Selling costs	–	3,834
Costs of sale of food and beverages	1,285	1,420
Write down of properties held for sale to net realisable value (Note 17)	77,010	–
Others	1,196	1,569
	193,050	190,021

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

7. OTHER INCOME, GAINS/LOSSES

	Six months ended 30 June	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Interest income	1,873	2,712
Loss on disposal of property, plant and equipment	(285)	–
Others	278	566
	1,866	3,278

8. ADMINISTRATIVE AND OTHER EXPENSES

	Six months ended 30 June	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Auditor's remuneration	3,315	3,441
Depreciation	6,189	6,247
Employee costs	31,583	44,489
Rental expenses on short term leases	246	365
Legal and professional fee	19,571	17,645
Insurances expenses	3,321	4,085
Informative service fee	2,187	4,008
Exchange difference, net	(14,180)	(14,639)
Others	13,096	12,873
	65,328	78,514

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

9. FINANCE COSTS

	Six months ended 30 June	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Interest on bank and other borrowings	107,795	122,798
Interest expenses on lease liabilities	1,129	1,484
Total interest expenses for financial liabilities that are not measured at fair value through profit or loss	108,924	124,282
Amortisation of arrangement fee	2,014	2,174
	110,938	126,456

10. INCOME TAX

The taxation attributable to the Group's operation comprises:

	Six months ended 30 June	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current tax – Hong Kong Profits Tax	–	–
Current tax – Overseas tax		
– Provision for the period	6,072	12,984
– Under provision in respect of prior years	509	980
	6,581	13,964
Total current tax	6,581	13,964
Deferred tax expenses	4,874	38,034
Income tax	11,455	51,998

No Hong Kong Profits Tax was provided for the six months ended 30 June 2026 and 2025 as the Group has no estimated assessable profit for the period.

The Group's subsidiaries in the U.S. are subject to United States Federal Income Tax at 21% (2025: 21%) and States Income Tax at range from 0% to 8.84% (2025: range from 0% to 8.84%).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

11. LOSS PER SHARE

(a) Basic loss per share

The calculation of the basic loss per share attributable to owners of the Company is based on the adjusted loss for the period attributable to owners of the Company of approximately HK\$336,573,000 (six months ended 30 June 2025: adjusted loss of approximately HK\$118,116,000) and on the weighted average number of ordinary shares of 639,784,000 (six months ended 30 June 2025: 635,570,000) in issue during the period.

	Six months ended 30 June	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Loss attributable to owners of the Company	(336,347)	(117,890)
Less: Distributions paid to the holders of perpetual bond during the period	(226)	(226)
Adjusted loss attributable to owners of the Company	(336,573)	(118,116)

(b) Diluted loss per share

No adjustment was made to basic loss per share amount presented for the six months ended 30 June 2026 and 2025 in respect of a dilution as the impact of convertible preference shares outstanding had an anti-dilutive effect on the basic loss per share amount presented.

12. INTERIM DIVIDEND

The board of directors do not recommend the payment of dividend during the current interim period (six months ended 30 June 2025: nil).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

13. INVESTMENT PROPERTIES

The Group's investment properties comprise:

	30 June 2026	31 December 2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Properties in Hong Kong	266,010	276,810
Properties in the U.S.	6,013,437	6,410,012
	6,279,447	6,686,822

Notes:

- (a) All of the Group's property interests held to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The revaluation of investment properties during the current period gave rise to a net loss arising from changes in fair value of approximately HK\$304,331,000 (six months ended 30 June 2025: approximately HK\$162,212,000) which has been recognised in profit or loss.

Approximately 74% (31 December 2025: approximately 75%) of the investment properties of the Group were rented out under operating leases as at 30 June 2026.

As at 30 June 2026, investment properties of approximately HK\$4,057,450,000 (31 December 2025: approximately HK\$4,354,658,000) were pledged as collateral for bank borrowings of approximately HK\$2,735,644,000 (31 December 2025: approximately HK\$2,956,156,000) as disclosed in Note 20.

- (b) The fair value of investment properties is a level 3 recurring fair value measurement. A reconciliation of the opening and closing balance is summarised below.

	30 June 2026	31 December 2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
At the beginning of the period/year	6,686,822	7,235,163
Transferred from properties held for sale (Note 17)	47,783	200,531
Capital expenditure	18,137	88,730
Disposal during the period/year	(216,154)	(419,531)
Changes in fair value	(304,331)	(433,751)
Exchange realignment	47,190	15,680
At the end of the period/year	6,279,447	6,686,822

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

13. INVESTMENT PROPERTIES (Continued)

Notes: (Continued)

- (c) Included in total investment properties are assets in which the Group is a lessee for certain ground leases. These ground leases have been recognised with the corresponding investment properties at fair value and recorded as investment properties.

A reconciliation of the ground leases is as follows:

	30 June 2026	31 December 2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
At the beginning of the period/year	262	408
Changes in fair value	(77)	(147)
Exchange realignment	2	1
At the end of the period/year	187	262

14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	30 June 2026	31 December 2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Other assets (Note (a))	8,040	7,950
Unlisted fund investments (Note (b))	448,906	443,796
	456,946	451,746

The fair value of these investments as at 30 June 2026 and 31 December 2025, were estimated by BMI Appraisals Limited ("BMI Appraisals"), details of fair value measurement are set out in Note 28 to the Interim Financial Statements.

Notes:

- (a) Other assets represented the club debentures.
- (b) The Group indirectly held limited partner interest of an entity (the "Fund") and the investment objective of the Fund is to invest in real estates. The fair value of the investments in the Fund as at 30 June 2026 was approximately HK\$448,906,000 (31 December 2025: approximately HK\$443,796,000).

As at 30 June 2026 and 31 December 2025, the fair value measurement of the above financial assets was categorised within level 3 of the fair value hierarchy.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

15. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	30 June 2026	31 December 2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Service income receivables (Note)	3,918	1,288
Rental receivables	8,553	11,265
Accrued rental income receivables	82,396	60,543
Other receivables	11,944	10,746
Prepayments	15,690	14,406
	122,501	98,248
Classified as		
Current assets	61,736	59,609
Non-current assets	60,765	38,639
	122,501	98,248

Note:

The service income receivables are receivables from contracts with customers. Based on invoice dates, the whole balances (net of ECLs) as at 30 June 2026 and 31 December 2025 are aged within 0 – 30 days.

16. RESTRICTED BANK DEPOSITS

As at 30 June 2026, restricted bank deposits represented pledged bank deposits amounted to approximately HK\$65,414,000 (31 December 2025: approximately HK\$92,752,000), security deposit from tenants amounted to approximately HK\$9,828,000 (31 December 2025: approximately HK\$10,077,000) and escrow and reserves of approximately HK\$135,015,000 (31 December 2025: approximately HK\$132,270,000). Pledged bank deposits amounted to approximately HK\$65,414,000 (31 December 2025: approximately HK\$82,642,000) were classified as current assets and no pledged bank deposits were classified as non-current assets as at 30 June 2026 (31 December 2025: approximately HK\$10,110,000).

Escrow and reserves represented mandatory deposits to cover certain obligations as set forth in the mortgage loan agreement. These bank balances are used primarily to pay for insurance and real estate taxes over the next period and capital repairs as needed. Escrow and reserves are classified as current assets accordingly.

Pledged bank deposits have been secured for the borrowings as disclosed in Note 20.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

17. PROPERTIES HELD FOR SALE

	30 June 2026	31 December 2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
At the beginning of the period/year	518,083	767,294
Transferred to investment properties (Note 13)	(47,783)	(200,531)
Derecognised upon sales	–	(50,696)
Write down to net realisable value	(77,010)	–
Exchange realignment	3,233	2,016
At the end of the period/year	396,523	518,083

All properties held for sale are located in the U.S..

18. FINANCIAL INSTRUMENTS HELD FOR TRADING

As at 30 June 2026, financial instruments held for trading represented investment in shares listed in the U.S. amounted to approximately HK\$109,210,000 (31 December 2025: approximately HK\$109,970,000). The fair values of the listed securities are determined by reference to the quoted market bid price available on the relevant exchanges.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

19. AMOUNTS DUE TO SHAREHOLDERS

	30 June 2026 HK\$'000 (Unaudited)	31 December 2025 HK\$'000 (Audited)
Current liabilities		
Sino-Ocean Land (Hong Kong) Limited ("Sino-Ocean Land") (Note (a))	8,747	8,910
Grand Beauty Management Limited ("Grand Beauty") (Note (b))	419,366	–
	428,113	8,910
Non-current liabilities		
Grand Beauty (Note (b))	–	416,223

Notes:

- (a) The amount due is unsecured, interest-free and repayable on demand.
- (b) The amount due is unsecured, interest bearing at a rate of 4.25% (31 December 2025: 4.25%) per annum, will mature on 1 April 2027 and denominated in U.S. dollars. The related interest payable due to Grand Beauty amounted to approximately HK\$41,295,000 (31 December 2025: approximately HK\$32,092,000) is included in other payables and accrued charges.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

20. BORROWINGS

	30 June 2026 HK\$'000 (Unaudited)	31 December 2025 HK\$'000 (Audited)
Lease liabilities (Note (a))		
Within 1 year	8,677	8,116
After 1 year but within 2 years	9,292	9,024
After 2 years but within 5 years	6,604	11,198
	24,573	28,338
Bank loans (Note (b))		
Within 1 year	2,309,891	999,164
After 1 year but within 2 years	425,753	1,534,429
After 2 years but within 5 years	–	422,563
	2,735,644	2,956,156
Notes payable (Note (c))		
Within 1 year	144,921	144,213
After 1 year but within 2 years	67,448	66,943
	212,369	211,156
Loan from third party (Note (d))		
Within 1 year	104,712	–
After 1 year but within 2 years	–	142,234
	104,712	142,234
Total borrowings	3,077,298	3,337,884
Amount due within 1 year included under current liabilities	(2,568,201)	(1,151,493)
	509,097	2,186,391

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

20. BORROWINGS (Continued)

Notes:

(a) Lease liabilities:

Future lease payments are due as follows:

	Future lease payments	Interest	Present value
	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)
As at 30 June 2026			
Within 1 year	10,423	1,746	8,677
After 1 year but within 2 years	10,282	990	9,292
After 2 years but within 5 years	6,887	283	6,604
	27,592	3,019	24,573

	Future lease payments	Interest	Present value
	HK\$'000	HK\$'000	HK\$'000
	(Audited)	(Audited)	(Audited)
As at 31 December 2025			
Within 1 year	10,195	2,079	8,116
After 1 year but within 2 years	10,389	1,365	9,024
After 2 years but within 5 years	11,873	675	11,198
	32,457	4,119	28,338

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

20. BORROWINGS (Continued)

Notes: (Continued)

- (b) The bank loans are denominated in the following currencies:

	30 June 2026	31 December 2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Secured U.S. dollars	2,735,644	2,956,156

The bank loans amounted to approximately HK\$2,735,644,000 (31 December 2025: approximately HK\$2,956,156,000) borrowed by certain subsidiaries of the Group. These mortgage loans were non-recourse and secured by way of legal charges over certain of the Group's investment properties of approximately HK\$4,057,450,000 (31 December 2025: approximately HK\$4,354,658,000) (Note 13) and pledged bank deposits (Note 16).

Mortgage loans of HK\$2,309,891,000 (31 December 2025: HK\$999,164,000) were subject to repayment or renewal in the next twelve months after the six months ended 30 June 2026. The Group commenced communication with banks for the renewal of mortgage loans and the Group considered it has complied with the terms of the loan agreements during the six months ended 30 June 2026. Subsequently on 30 July 2026, the loan of approximately US\$196,998,000 (equivalent to approximately HK\$1,544,615,000) that will mature on 1 January 2027 was extended to 1 January 2028.

- (c) All the notes payable are denominated in U.S. dollars and were secured by way of legal charges over the Group's U.S. subsidiaries' limited partnership interests in the respective limited partnerships.
- (d) The loan from third party as at 30 June 2026 carried interest rate at 6% per annum. The aggregate line of credit amounted to US\$32,000,000 and unsecured. The maturity date was 2 January 2027 and was classified into current liabilities according to its repayment terms. Subsequently on 17 August 2026, the maturity date of the loan was extended to 2 January 2028.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

21. OTHER FINANCIAL ASSETS/LIABILITIES

	30 June 2026 HK\$'000 (Unaudited)	31 December 2025 HK\$'000 (Audited)
Non-current assets		
Limited partner interests (Note)	352,904	336,527
Non-current liabilities		
Limited partner interests (Note)	2,333	2,139

Note:

Limited partner interests are associated with those limited partnerships where GR Realty being the general partner. Limited partner interests represent the portion of profit or loss and net assets not held by the Group and are presented separately in the Group's condensed consolidated income statement and within assets/liabilities or equity in the condensed consolidated statement of financial position.

The limited partner interests associated with those limited partnerships that have a perpetual term are recognised as non-controlling interests within equity in the condensed consolidated statement of financial position. The related income or loss allocated to non-controlling interests is presented as profit or loss attributable to non-controlling interests in the condensed consolidated income statement.

The limited partner interests associated with those limited partnerships that have a fixed term are recognised as non-current assets or non-current liabilities in the condensed consolidated statements of financial position, and the related income or loss is recognised as the profit or loss attributable to limited partners in the condensed consolidated income statement.

The Group allocates partnership income between the general partner interests and the limited partner interests by using the waterfall calculation (the "Waterfall"), which are based on the terms agreed in the limited partnership agreements. The allocation represents the change in the liquidation value of the entity which is composed of the profit or loss attributable to limited partners, income or loss allocated to non-controlling interest (equity) and the residual movement year over year.

Where there are losses or where the value of entity is lower than the initial investment, losses are allocated pro rata basis on the capital invested in that entity.

The ownership by a member of the relevant units shall entitle such member to allocations of net income, net loss and other items of income, gain, loss or deduction, and distributions of cash and other property of GR Realty for each fiscal year, in proportion to their respective distribution percentage interests, after repayment of loans made by the members or their affiliates to GR Realty and relevant tax payments.

For the six months ended 30 June 2026, the loss allocated to the limited partners amounted to approximately HK\$13,621,000 (six months ended 30 June 2025: approximately HK\$76,908,000) and recognised within loss attributable to limited partners in the condensed consolidated income statement.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

22. SHARE CAPITAL

	30 June 2026		31 December 2025	
	Number	HK\$'000	Number	HK\$'000
	(Unaudited)		(Audited)	
Ordinary shares issued and fully paid				
At the beginning of the period/year	635,570,000	371,191	635,570,000	371,191
Allotment and issue of shares	95,336,000	17,161	–	–
At the end of the period/year	730,906,000	388,352	635,570,000	371,191

In accordance with section 135 of the Hong Kong Companies Ordinance, the ordinary shares of the Company do not have a par value.

During the six months ended 30 June 2026, the Company completed the allotment and issue of 95,336,000 ordinary shares of HK\$0.18 each under general mandate. These ordinary shares rank pari passu in all respects among themselves and with other existing ordinary shares. Details of the allotment and issue of these shares are set out in the announcements of the Company dated 5 June 2026 and 23 June 2026.

After the completion of the subscriptions mentioned above, Grand Beauty and Estate Spring International Limited ("**Estate Spring**") directly owned approximately 21.62% and 36.32% issued ordinary shares of the Company respectively. Grand Beauty is an indirect wholly-owned subsidiary of Sino-Ocean Group Holding Limited.

23. PROPERTY, PLANT AND EQUIPMENT

Acquisitions of owned assets

During the six months ended 30 June 2026, the Group acquired items of plant and machinery with a cost of HK\$744,000 (six months ended 30 June 2025: HK\$1,737,000).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

24. CONVERTIBLE PREFERENCE SHARES RESERVE

On 23 December 2014, the Company issued 1,300,000,000 non-voting convertible preference shares of HK\$3 each (the “**CPSs**”) with total subscription price of HK\$3,900,000,000 to its shareholder, Grand Beauty, after having obtained the approval from the independent shareholders of the Company at the extraordinary general meeting held on the same date.

All the CPSs are non-redeemable by the Company and the CPSs holder shall have no right to request the Company to redeem any of the CPSs. Also subject to certain limited exceptions, the CPSs holder is not permitted to attend or vote at meetings of the Company. The board of directors of the Company may, in its sole discretion, elect not to pay dividend on the CPSs in any year, and the dividend not paid shall be extinguished and not be carried forward (the “**Discretionary Non-payment Restriction**”). Save for a non-cumulative floating preference dividend at the floating rate per annum determined with reference to the prevailing annualised yield-to-maturity rate of the 10-year Government Bonds issued by the Hong Kong Government (which is subject to the Discretionary Non-payment Restriction), the CPSs shall not entitle the CPSs holders thereof to any further or other right of participation in the profits of the Company.

During the term of the CPSs, subject to certain conversion restrictions, the holder of the CPSs shall only have right to convert all or part of any CPSs into new ordinary shares at any time after the end of the period of 5 years commencing from the issue date of the CPSs, at the initial conversion price of HK\$3 per convertible preference share, subject to adjustments.

Details of the CPSs were set out in the announcements of the Company dated 26 October 2014 and 24 November 2014, and the Company’s circular dated 27 November 2014.

As the conversion option involves only a conversion of a fixed number of the Company’s ordinary shares (i.e. settled by the exchange of fixed amount of equity), the CPSs are classified as equity instruments accordingly.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

24. CONVERTIBLE PREFERENCE SHARES RESERVE (Continued)

Amendments

On 26 January 2018, the Company entered into the second supplemental deed (the “**Second Supplemental Deed**”) with Grand Beauty, pursuant to which the parties conditionally agreed to amend certain terms of the CPSs (the “**Amendments**”), which include: (i) acceleration of the commencement of the conversion period such that it will commence from the first business day immediately after the amendments effective date (instead of commencing from the end of a five-year period from the issue date of the CPSs as originally contemplated); (ii) increase of the conversion price from HK\$3 to HK\$6 (subject to adjustments); and (iii) adjustment of the dividends payable on the CPSs from a non-cumulative floating rate per annum to a fixed rate of 3% per annum, nevertheless the Discretionary Non-payment Restriction is remained effective after the Amendments. Furthermore, if the Company should issue, at any time on or before (and including) 30 June 2018, any new shares or convertible securities of the Company to any person other than a person who is a CPSs holder on the date of such new issuance (the “**New Issuance**”), the conversion price shall be reduced, concurrently with and effective from the completion of the New Issuance, to HK\$3, provided that: (i) such conversion price shall only be HK\$3 in respect of such number of CPSs (in such integral multiple) (the “**Adjusted CPSs**”) which will enable the converting shareholder to increase its shareholding to no less than, but closest to, its equity shareholding (excluding its shareholding in any CPSs) in the Company (taking into account the New Issuance and any outstanding convertible and/or exchangeable securities of the Company (other than the CPSs) on an as converted and fully dilutive basis) immediately before completion of the New Issuance; and (ii) the number of Adjusted CPSs shall not exceed 203,466,429 (the “**Adjustments to the revised conversion price**”).

Details of the proposed amendments to the terms of the CPSs were set out in the Company’s announcement and circular dated 28 January 2018.

On 25 April 2018 (the “**Effective Date**”), the conditions precedent in the Second Supplemental Deed are fulfilled and the Amendments are effective on that date.

The Amendments were accounted for as extinguishment of the Adjusted CPSs as the conversion options of the Adjusted CPSs do not meet the fixed-for-fixed criteria, that is, it will not be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company’s ordinary shares by considering the adjustments to conversion price. Accordingly, the Adjusted CPSs should be accounted for as liability component and are measured at fair value at initial recognition. Subsequently, it is classified as a financial liability at fair value through profit or loss. The difference between the fair value of the Adjusted CPSs of approximately HK\$77,301,000 and its carrying amount of approximately HK\$610,399,000 at the Effective Date was recognised as “Other reserve” included in “Reserves” and as presented in the Group’s condensed consolidated statement of changes in equity.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

24. CONVERTIBLE PREFERENCE SHARES RESERVE (Continued)

Amendments (Continued)

The Adjustments to the revised conversion price expired on 1 July 2018 (the “**Expiry of Adjustments**”). After the Expiry of Adjustments, the conversion price of the Adjusted CPSs was fixed at HK\$6. Accordingly, the conversion option of the Adjusted CPSs involves only a conversion of a fixed number of the Company’s ordinary shares (i.e. settled by the exchange of fixed amount of equity), the Adjusted CPSs were reclassified as equity instruments at 1 July 2018. The balance of HK\$533,098,000 recorded in the “Other reserve” was also reclassified as convertible preference shares reserve after the Expiry of Adjustments.

Capital reduction

Pursuant to a special resolution passed by the shareholders of the Company at an extraordinary general meeting on 5 July 2017, the cancellation of 470,666,666 CPSs was effective following the registration in the public record of the relevant statutory return filed with the Hong Kong Companies Registry (the “**Capital Reduction**”) on 10 August 2017. The credit in the amount of approximately HK\$1,411.5 million in the CPSs reserve account of the Company arising from this Capital Reduction was credited to the accumulated losses account of the Company during the year ended 31 December 2017.

Details of the Capital Reduction were set out in the announcements of the Company dated 1 June 2017 and 10 August 2017 and the circular of the Company dated 13 June 2017.

On 26 January 2018, Grand Beauty executed a second deed of cancellation in favour of the Company, pursuant to which Grand Beauty agreed to the implementation of the proposed capital reduction involving the further cancellation of 43,333,334 CPSs held by Grand Beauty (representing approximately 5.23% of all the CPSs in issue as at 31 December 2017 (the “**Second Capital Reduction**”).

Following completion of the Second Capital Reduction, the credit in the amount of approximately HK\$130,000,000 in the CPSs reserve account of the Company arising from the Capital Reduction shall be transferred and credited to the capital reduction reserve account of the Company; and the credit in the amount of approximately HK\$130,000,000 in the capital reduction reserve account of the Company shall be applied to set off against the accumulated losses of the Company.

Details of the Second Capital Reduction was set out in the announcements of the Company dated 28 January 2018 and 3 May 2018 and the circular of the Company dated 28 February 2018.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

24. CONVERTIBLE PREFERENCE SHARES RESERVE (Continued)

Capital reduction (Continued)

On 28 February 2020, Grand Beauty executed a third deed of cancellation in favour of the Company, pursuant to which Grand Beauty agreed to the implementation of the proposed capital reduction involving the cancellation of 31,666,667 CPSs held by Grand Beauty (representing approximately 4.03% of all the CPSs in issue as at 31 December 2019 (the “**Third Capital Reduction**”).

Following completion of the Third Capital Reduction, the credit in the amount of approximately HK\$94,948,000 in the CPSs reserve account of the Company arising from the capital reduction shall be transferred and credited to the capital reduction reserve account of the Company; and the credit in the amount of approximately HK\$94,948,000 in the capital reduction reserve account of the Company shall be applied to set off against the accumulated losses of the Company.

Details of the Third Capital Reduction was set out in the announcement of the Company dated 28 February 2020 and circular of the Company dated 18 March 2020.

25. PERPETUAL BOND

On 31 May 2017, the Company issued unsecured perpetual bond in an aggregate principal amount of approximately HK\$2,259.5 million to Grand Beauty, the shareholder of the Company.

According to the subscription agreement, the consideration payable by Grand Beauty to the Company for the subscription of the perpetual bond shall be satisfied by offsetting against the entire outstanding principal amount of other borrowings provided by Grand Beauty in prior years and related interests accrued thereon as at the date of issue of the perpetual bond in an aggregate amount of approximately HK\$2,259.5 million.

The perpetual bond confers a right to receive distribution at 0.01% per annum on the principal amount and has no fixed redemption date. The Company may elect to cancel or defer (in whole or in part) any distribution accrued on the perpetual bond at its sole and absolute discretion. The Company may elect to redeem (in whole but not in part) the perpetual bond at 100% of the outstanding principal amount, together with any distribution accrued thereon, on the date falling 10 years after the date of issue of the perpetual bond (the “**First Call Date**”) or any distribution payment date after the First Call Date. The perpetual bond constitutes direct, unconditional, unsubordinated and unsecured obligations of the Company and ranks in priority over any shares or convertible preference shares of the Company in respect of any payment in the event of liquidation, dissolution or winding up (whether voluntary or involuntary) of the Company.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

25. PERPETUAL BOND (Continued)

The carrying amounts of the other borrowings provided by Grand Beauty as stated above together with interest accrued thereon as at 31 May 2017 amounting to approximately HK\$1,599.8 million in aggregate has been used to settle the above consideration payable. The capital contribution previously recognised through the other borrowings provided by Grand Beauty amounting to approximately HK\$659.6 million was derecognised and transferred to the perpetual bond. The perpetual bond is classified as an equity of the Company.

On 23 March 2022, Grand Beauty and Estate Spring entered into a sale and purchase agreement, pursuant to which Grand Beauty agreed to sell and Estate Spring agreed to purchase the perpetual bond with consideration RMB200,000,000 (equivalent to approximately HK\$245,878,000). The transaction was completed in 2022.

During the six months ended 30 June 2026, the Company paid a distributions to the holders of perpetual bond amounted to approximately HK\$226,000 (six months ended 30 June 2025: approximately HK\$226,000).

26. OPERATING LEASE COMMITMENTS

The Group as lessor:

Property rental income earned from leasing of the Group's investment properties during the period is disclosed in Notes 4 and 5. The properties held by the Group have committed with tenants for lease terms ranging from one month to ten years (31 December 2025: one month to ten years) and rentals are fixed over the lease terms.

At the end of the reporting period, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	30 June 2026	31 December 2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Within one year	378,304	366,732
After 1 year but within 2 years	298,183	273,856
After 2 years but within 3 years	260,206	263,900
After 3 years but within 4 years	220,552	211,349
After 4 years but within 5 years	132,345	155,303
After 5 years	177,920	153,545
	1,467,510	1,424,685

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

27. RELATED PARTY TRANSACTIONS

The compensation of key management personnel, representing remuneration of the Company's directors, for the six months ended 30 June 2026 was approximately HK\$2,553,000 (six months ended 30 June 2025: approximately HK\$2,550,000).

In addition to those related party transactions disclosed elsewhere in the Interim Financial Statements, the amounts due to shareholders (Note 19) and distributions to the holders of perpetual bond (Note 25), the Group entered into the following transactions with its related parties during the period. The transactions were carried out at market terms determined by the Group's management.

	Six months ended 30 June	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Transactions with a shareholder:		
– Interest expenses (Note)	8,937	8,905

Note:

As at 30 June 2026, as described in Note 19, amounts due to shareholders of approximately US\$53,485,000 (equivalent to approximately HK\$419,366,000) (31 December 2025: approximately US\$53,485,000 (equivalent to approximately HK\$416,223,000)) in aggregate are interest-bearing at rate of 4.25% (31 December 2025: 4.25%) per annum. The interest expenses incurred for the amount due to shareholders for the period was approximately HK\$8,937,000 (six months ended 30 June 2025: approximately HK\$8,905,000) which was included in interest on bank and other borrowings (Note 9).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

28. FAIR VALUE MEASUREMENT

The Group followed HKFRS 7 *Financial Instruments: Disclosures* which introduce a three-level hierarchy for fair value measurement (HKFRS 13) disclosures and additional disclosures about the relative reliability of fair value measurements.

The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

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

(Unaudited)	Level 1	Level 2	Level 3	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
As at 30 June 2026				
Financial assets at fair value through profit or loss				
– Others (Note (i))	–	–	8,040	8,040
– Unlisted fund investments (Notes (i) and (iii))	–	–	448,906	448,906
– Financial instrument held for trading (Note (ii))	109,210	–	–	109,210
– Limited partner interests (Note (iv))	–	–	352,904	352,904
	109,210	–	809,850	919,060
Financial liabilities at fair value through profit or loss				
– Limited partner interests (Note (iv))	–	–	2,333	2,333

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

28. FAIR VALUE MEASUREMENT *(Continued)*

(Audited)	Level 1	Level 2	Level 3	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
As at 31 December 2025				
Financial assets at fair value through profit or loss				
– Others (Note (i))	–	–	7,950	7,950
– Unlisted fund investments (Notes (i) and (iii))	–	–	443,796	443,796
– Financial instruments held for trading (Note (ii))	109,970	–	–	109,970
– Limited partner interests (Note (iv))	–	–	336,527	336,527
	109,970	–	788,273	898,243
Financial liabilities at fair value through profit or loss				
– Limited partner interests (Note (iv))	–	–	2,139	2,139

During the six months ended 30 June 2026 and the year ended 31 December 2025, there were no transfers of fair value measurement between Level 1 and Level 2 and no transfers into or out of Level 3 for financial assets and financial liabilities.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

28. FAIR VALUE MEASUREMENT (Continued)

Notes:

- (i) The fair values of others and unlisted fund investments have been determined by BMI Appraisals, the independent qualified valuer, which are level 3 fair value measurement. The movement of these financial instruments is as follows:

	30 June 2026	31 December 2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
At the beginning of period/year	451,746	466,113
Return of capital	(383)	(1,229)
Fair value change recognised in profit or loss	1,372	(14,259)
Exchange realignment	4,211	1,121
At the end of period/year	456,946	451,746

- (ii) The financial instruments held for trading are measured subsequent to initial recognition at fair value, and grouped into Level 1 based on the degree to which the fair value is observable. Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

As at 30 June 2026, the financial instruments held for trading grouped into level 1 is HK\$109,210,000 (31 December 2025: HK\$109,970,000).

- (iii) The valuations are determined based on the following significant unobservable inputs:

	Valuation technique	Significant unobservable inputs	Range/value	Sensitivity of fair value to the inputs
Unlisted fund investments which invests in real estate project	Asset-based approach	Discount/premium of quality of properties (e.g. location, view, size, condition and age of the properties)	-23% – 25%	Had the discount decreased by 10%, the fair value would have increased by approximately HK\$43,618,000. Had the discount increased by 10%, the fair value would have decreased by approximately HK\$43,618,000.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

28. FAIR VALUE MEASUREMENT (Continued)

Notes: (Continued)

- (iv) The fair value of limited partner interests within Level 3 is determined by assets based approach. The fair value of it is calculated principally by reference to the estimated fair value of the portion of the underlying investment property in which the owner of the limited partnership is interested.

The investment property's fair value is itself subject to a number of unobservable inputs, including the discount rate and the terminal capitalisation rate.

The fair values of limited partner interests are level 3 fair value measurement. The movement of these financial instruments is as follows:

(Unaudited)	Limited partner interests – other financial assets HK\$'000	Limited partner interests – other financial liabilities HK\$'000	Total HK\$'000
30 June 2026			
At the beginning of period	336,527	(2,139)	334,388
Loss/(gain) attributable to limited partners	13,799	(178)	13,621
Exchange realignment	2,578	(16)	2,562
At the end of period	352,904	(2,333)	350,571
	Limited partner interests – other financial assets	Limited partner interests – other financial liabilities	Total
(Audited)	HK\$'000	HK\$'000	HK\$'000
31 December 2025			
At the beginning of year	476,549	(17,269)	459,280
Settlement of limited partner interests	–	9,752	9,752
Loss attributable to limited partners	110,235	5,438	115,673
Settlement through the forgiveness of note payables and accrued interest	(251,569)	–	(251,569)
Exchange realignment	1,312	(60)	1,252
At the end of year	336,527	(2,139)	334,388

The carrying amounts of the financial assets and financial liabilities measured at amortised cost as disclosed under current assets and current liabilities, respectively, approximate their fair value as they are all short term in nature.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2026

29. EVENTS AFTER THE REPORTING PERIOD

- (a) On 30 July 2026, the Group entered into a supplemental loan agreement with the lender of a secured bank loan with an outstanding amount of approximately US\$196,998,000 (equivalent to approximately HK\$1,544,615,000) which will mature on 1 January 2027. Pursuant to the supplemental loan agreement, the maturity date of the loan was extended by one year to 1 January 2028.
- (b) Reference is made to the announcement of the Company dated 31 July 2026, the Group entered into the purchase and sale agreements with the purchaser in relation to the disposal of a land plot in New York. The land plot was classified as properties held for sale (Note 17) with a carrying amount of HK\$396,523,000. It was not pledged to any bank and other borrowings as at 30 June 2026. Pursuant to the purchase and sale agreements, the Group conditionally agreed to sell, and the purchaser conditionally agreed to purchase, the land plot for a consideration of US\$57,000,000 (equivalent to approximately HK\$444,600,000). Subsequently, a downpayment in the sum of 7% of the consideration has been deposited by the purchaser with the escrow agent.

The expected net proceeds to be received from the disposal, after deduction of applicable transactions fees and taxes, is approximately US\$54,120,000 (equivalent to approximately HK\$422,136,000). The Group intends to apply such proceeds for (i) repayment of the Group's upcoming borrowings due for maturity; (ii) further investment in the Group's existing projects; (iii) funding the Group's potential investments; and (iv) general working capital purpose.

- (c) Reference is made to the announcement of the Company dated 11 August 2026, the Group entered into the contract of sale with the purchaser pursuant to which the Group has agreed to sell and the purchaser has agreed to purchase the property, which is a residential condo unit in New York, the U.S., for a consideration of US\$1,030,000 (equivalent to approximately HK\$8,055,000). The residential condo unit was classified as investment properties (Note 13) with a carrying amount of approximately HK\$6,586,000. Subsequently, the initial deposit of US\$103,000 (equivalent to approximately HK\$805,000) (representing approximately 10% of the consideration) was paid by the purchaser to an escrowee.

The expected net proceeds to be received from the disposal, after deduction of applicable transactions fees and taxes, is approximately US\$1,005,000 (equivalent to approximately HK\$7,859,000). The Group intends to apply such proceeds for future potential investments and general working capital purpose.

- (d) On 17 August 2026, the Group entered into an amendment agreement with the lender of a loan with a principal amount of US\$13,355,000 (equivalent to approximately HK\$104,712,000) which will mature on 2 January 2027. Pursuant to the amendment agreement, the maturity date of the loan was extended by one year to 2 January 2028.

Other Information

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN THE SECURITIES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2026, none of the directors ("**Director(s)**") and chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the "**SFO**") which were required (i) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register maintained by the Company referred to therein, or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") contained in Appendix C3 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), to be notified to the Company and the Stock Exchange.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the six months ended 30 June 2026 (the "**2026 Interim Period**") was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Other Information

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY

As at 30 June 2026, so far as is known to any Director or chief executive of the Company, the following persons had interests or short positions in the shares or underlying shares in respect of equity derivatives of the Company as recorded in the register of substantial shareholders required to be kept under Section 336 of the SFO or which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name	Nature of Interest/capacity	Number of ordinary shares of the Company (the "Shares")/ underlying Shares	Approximate percentage of interest in the issued Shares as at 30 June 2026 (Note 1)
Sino-Ocean Group Holding Limited ("Sino-Ocean")	Interest of controlled corporation (Notes 3 and 5)	800,654,083 (L) (Note 4)	109.54%
Shine Wind Development Limited ("Shine Wind")	Interest of controlled corporation (Notes 3 and 5)	800,654,083 (L) (Note 4)	109.54%
Faith Ocean International Limited ("Faith Ocean")	Interest of controlled corporation (Notes 3 and 5)	800,654,083 (L) (Note 4)	109.54%
Sino-Ocean Land (Hong Kong) Limited ("SOL HK")	Interest of controlled corporation (Notes 3 and 5)	800,654,083 (L) (Note 4)	109.54%
Grand Beauty Management Limited ("Grand Beauty")	Beneficial owner (Note 3)	157,986,500 (L)	21.62%
	Beneficial owner (Note 3)	377,166,666 (L) (Note 2)	51.60%
Total:		535,153,166 (L)	73.22%

Other Information

Name	Nature of Interest/capacity	Number of ordinary shares of the Company (the "Shares")/ underlying Shares	Approximate percentage of interest in the issued Shares as at 30 June 2026 (Note 1)
Heroic Peace Limited ("Heroic Peace")	Interest of controlled corporation (Note 5)	265,500,917 (L)	36.32%
Fortune Joy Ventures Limited ("Fortune Joy")	Interest of controlled corporation (Note 5)	265,500,917 (L)	36.32%
Sino-Ocean Capital Holding Limited ("Sino-Ocean Capital")	Interest of controlled corporation (Note 5)	265,500,917 (L)	36.32%
Oriental Model Limited ("Oriental Model")	Interest of controlled corporation (Note 5)	265,500,917 (L)	36.32%
Oceanland Global Investment Limited ("Oceanland Global")	Interest of controlled corporation (Note 5)	265,500,917 (L)	36.32%
Glory Class Ventures Limited ("Glory Class")	Interest of controlled corporation (Note 5)	265,500,917 (L)	36.32%
Estate Spring International Limited ("Estate Spring")	Beneficial owner (Note 5)	265,500,917 (L)	36.32%
Novel Champion Global Limited ("Novel Champion")	Beneficial owner (Note 6)	95,335,500 (L)	13.04%
CHEN Guanyang	Interest of controlled corporation (Note 6)	115,335,500 (L)	15.78%
HongKong Presstar Enterprise Co., Limited ("HK Presstar")	Beneficial owner (Note 7)	45,139,000 (L)	6.18%
CHEN Sirong	Interest of controlled corporation (Note 7)	45,139,000 (L)	6.18%

Other Information

Notes:

- (1) The total number of issued Shares as at 30 June 2026 (being 730,905,500 Shares) has been used for the calculation of the approximate percentage.
- (2) These Shares represent the 377,166,666 underlying Shares which may be allotted and issued to Grand Beauty, a wholly-owned subsidiary of Sino-Ocean, upon exercise in full the conversion rights attaching to the remaining 754,333,333 convertible preference shares of the Company.
- (3) Grand Beauty was wholly-owned by SOL HK. SOL HK was wholly-owned by Faith Ocean which was, in turn, wholly-owned by Shine Wind. Shine Wind was wholly-owned by Sino-Ocean. In view of their respective direct or indirect 100% shareholding interest in Grand Beauty, each of SOL HK, Faith Ocean, Shine Wind and Sino-Ocean was deemed under the SFO to be interested in the 535,153,166 Shares in which Grand Beauty was interested.
- (4) These Shares represent (i) the 535,153,166 Shares in which Grand Beauty was interested; and (ii) the 265,500,917 Shares in which Estate Spring was interested.
- (5) Estate Spring was wholly-owned by Glory Class. Glory Class was wholly-owned by Oceanland Global, which was, in turn, 70% owned by Oriental Model and 30% owned by Joyful Clever Limited. Oriental Model was wholly-owned by Sino-Ocean Capital and Joyful Clever Limited was indirectly wholly-owned by Sino-Ocean Capital. Sino-Ocean Capital was wholly-owned by Fortune Joy. Fortune Joy was 49% owned by Heroic Peace, which was, in turn, wholly-owned by SOL HK. Please refer to note (3) above for the relationships between SOL HK, Faith Ocean, Shine Wind and Sino-Ocean. In view of their respective interests in Estate Spring, each of Glory Class, Oceanland Global, Oriental Model, Sino-Ocean Capital, Fortune Joy, Heroic Peace, SOL HK, Faith Ocean, Shine Wind and Sino-Ocean was deemed under the SFO to be interested in the 265,500,917 Shares in which Estate Spring was interested.
- (6) 20,000,000 Shares were beneficially owned by Bright New Holdings Limited. Both Novel Champion and Bright New Holdings Limited are wholly-owned by Mr. CHEN Guanyang. As such, Mr. CHEN Guanyang was deemed under the SFO to be interested in the 115,335,500 Shares in which Novel Champion and Bright New Holdings Limited were interested.
- (7) HK Presstar was wholly-owned by Ms. CHEN Sirong. As such, Ms. CHEN Sirong was deemed under the SFO to be interested in the 45,139,000 Shares in which HK Presstar was interested.
- (8) Pursuant to Section 336 of the SFO, shareholders of the Company are required to file disclosure of interests forms when certain criteria are fulfilled. When a shareholder's shareholdings in the Company changes, it is not necessary to notify the Company and the Stock Exchange unless certain criteria are fulfilled. Therefore, substantial shareholders' latest shareholdings in the Company may be different to the shareholdings filed with the Company and the Stock Exchange. The above statements of substantial shareholders' interests are prepared based on the information in the relevant disclosure of interests forms received by the Company as of 30 June 2026. The Company may not have sufficient information on the breakdown of the relevant interests and cannot verify the accuracy of information on such disclosure of interests forms.
- (9) The letter "L" denotes a long position in the Shares.

Save as disclosed above, as at 30 June 2026, the Company had not been notified by any persons who had interests or short positions in the Shares or underlying Shares in respect of equity derivatives of the Company which had been recorded in the register of substantial shareholders required to be kept under Section 336 of the SFO or which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 5% or more of the issued Shares.

CORPORATE GOVERNANCE

During the 2026 Interim Period, the Company has complied with the applicable code provisions (the “**Code Provisions**”) as set out in Part 2 of Appendix C1 (Corporate Governance Code (the “**CG Code**”)) to the Listing Rules as and when they were/are in force.

REVIEW BY AUDITOR AND AUDIT COMMITTEE

At the request of the audit committee of the Company (the “**Audit Committee**”), the auditor of the Company has carried out a review of the unaudited interim financial information of the Group for the 2026 Interim Period in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. The Audit Committee has reviewed with the management of the Company the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited interim financial information of the Group for the 2026 Interim Period.

CODES FOR SECURITIES TRANSACTION BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code as its code of conduct regarding securities transactions by the Directors. All Directors, following specific enquiries made by the Company, have confirmed that they have complied with the required standard as set out in the Model Code during the 2026 Interim Period.

The Company has also adopted a code of conduct regarding securities transactions by relevant employees on terms no less exacting than the required standard set out in the Model Code. All the relevant employees who, because of office or employment, are likely to be in possession of inside information in relation to the Company’s securities has been requested to follow such code when dealing in the securities of the Company.

CHANGES IN DIRECTORS’ INFORMATION

Mr. LAI Kwok Hung, Alex, an executive Director, has resigned as an independent non-executive director of SG Group Holdings Limited (a company listed on the Stock Exchange with stock code: 1657) and ceased to be the chairman of its audit and risk management committee and a member of its nomination committee with effect from 20 August 2026.

Save as disclosed above, there is no change in information on Directors since the date of the Annual Report 2025 of the Company which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Other Information

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

There was no purchase, sale or redemption of the Company's listed shares (including sale of treasury shares (as defined in the Listing Rules)) by the Company or any of its subsidiaries during the 2026 Interim Period. As at 30 June 2026, there were no treasury shares held by the Company.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient amount of public float for its ordinary shares as required under the Listing Rules throughout the 2026 Interim Period.

On behalf of the Board

LAI Kwok Hung, Alex

Executive Director and Chief Executive Officer

25 August 2026

Corporate Information

BOARD OF DIRECTORS

Chairman

LI Ming (*appointed on 23 March 2026*)

Executive Directors

SUM Pui Ying
(*ceased to be the Chairman on 23 March 2026*)
LAI Kwok Hung, Alex (*Chief Executive Officer*)
LAM Yee Lan

Non-executive Directors

LI Ming
(*Chairman of the Board*)
(*appointed on 23 March 2026*)
TANG Runjiang
CHANG Zhouwei
(*appointed on 23 March 2026*)

Independent Non-executive Directors

LO Woon Bor, Henry
LEE Sai Kai, David
LEUNG Wai Hung

AUDIT COMMITTEE

LEE Sai Kai, David (*Chairman*)
TANG Runjiang
LO Woon Bor, Henry
LEUNG Wai Hung
CHANG Zhouwei
(*appointed on 23 March 2026*)

REMUNERATION COMMITTEE

LO Woon Bor, Henry
(*appointed as the Chairman on 23 March 2026*)
LEE Sai Kai, David
(*ceased to be the Chairman on 23 March 2026*)
LEUNG Wai Hung

NOMINATION COMMITTEE

LI Ming (*Chairman*)
(*appointed on 23 March 2026*)
LAM Yee Lan
LO Woon Bor, Henry
LEE Sai Kai, David
LEUNG Wai Hung
SUM Pui Ying
(*ceased to be the Chairman and a member on 23 March 2026*)

INVESTMENT COMMITTEE

SUM Pui Ying (*Chairman*)
LAI Kwok Hung, Alex
LAM Yee Lan
(*appointed as a member on 23 March 2026*)
LEE Sai Kai, David
CHANG Zhouwei
(*appointed as a member on 23 March 2026*)
TANG Runjiang
(*ceased to be a member on 23 March 2026*)

COMPANY SECRETARY

CHEUNG Sin Kei

AUTHORISED REPRESENTATIVES

LAI Kwok Hung, Alex
CHEUNG Sin Kei

AUDITOR

BDO Limited
Certified Public Accountants

LEGAL ADVISORS

(*in alphabetical order*)

Baker & McKenzie
Sit Fung Kwong & Shum

Corporate Information

PRINCIPAL BANKERS

(in alphabetical order)

DBS Bank (Hong Kong) Limited
Hang Seng Bank Limited
The Hongkong and Shanghai Banking
Corporation Limited

SHARE REGISTRAR

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

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 610, One Pacific Place
88 Queensway
Hong Kong

LISTING INFORMATION

The Stock Exchange of Hong Kong Limited
Stock Code: 174

COMPANY WEBSITE

www.geminiinvestments.com.hk