



國泰君安國際

GUOTAI JUNAN INTERNATIONAL

Stock Code 股份代號 : 1788.HK

ROOTED AND
REACHING
務實進取

2025 年報
ANNUAL REPORT

領航

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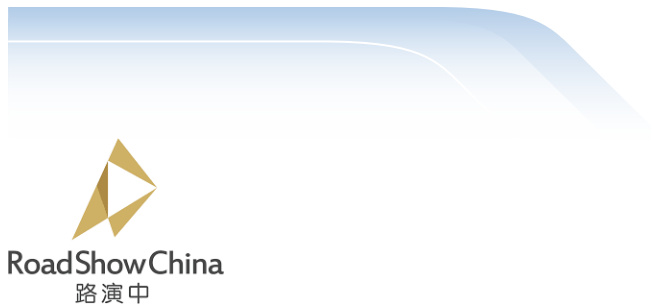
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香港交易所

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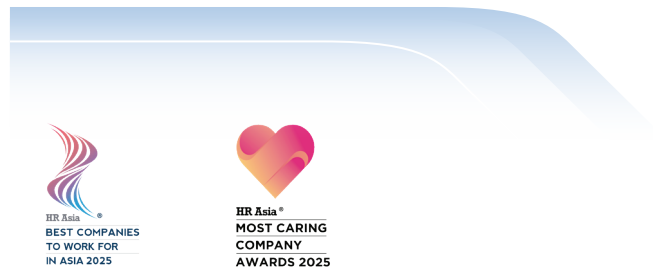
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公司概況

立足香港，服務全球

作為全球領先的國際金融中心之一，香港不但是金融服務的首選地點，也是許多大型金融機構的所在地。香港位於亞洲的中心地帶，與中國內地緊密融合，並接通世界各地。健全的法律制度、簡單和優惠的稅制、資金可自由進出、一應俱全的金融產品和服務以及眾多的金融專才鞏固了香港作為金融中心的長期競爭力。

國泰君安國際集團扎根香港逾30年，並於2010年成為首家獲中國證券監督管理委員會批准通過首次公開發售方式於聯交所主板上市的中資證券公司。本公司以香港為業務基地，並通過新加坡、越南及澳門附屬公司推動在大灣區及東南亞地區的發展，服務覆蓋全球主要市場，成為連接中國及全球優質企業與資本市場的橋樑。通過提供一系列創新、專業的金融產品及服務，本公司滿足中國內地、香港地區及海外的高淨值個人、企業發行人和金融機構的投資與融資需求，助力客戶在不同市場週期把握市場機遇，以實現資產的保值與增值。

擁有多元化業務的綜合金融服務商

近年來本公司充分落實多元化發展策略，已成功從傳統型單一的「經紀型」證券公司轉型成為一家以多元化業務為主導的大型「綜合金融服務商」，核心業務包括財富管理、機構投資者服務、企業融資服務、投資管理及其他業務。

風險管理為核心競爭力

本公司堅信風險管理是證券公司的首要核心競爭優勢。通過有效的風險管理體系，本公司將風險管理文化與原則融入到各業務線及日常營運中，旨在為股東及投資者實現最佳的風險調節後投資回報率。本公司已連續10年分別獲標準普爾及穆迪評為「BBB+」及「Baa2」長期發行人評級，展望均為「穩定」。

控股股東實力強大

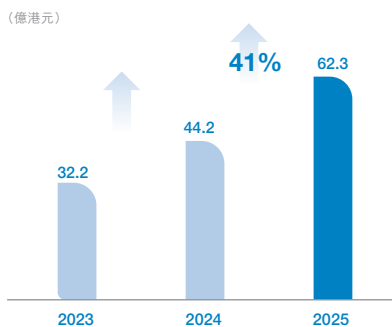
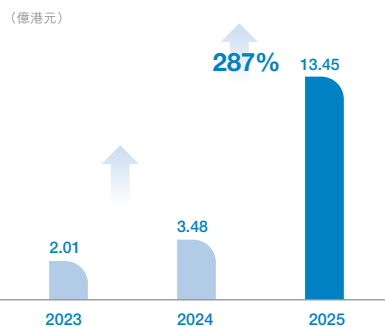
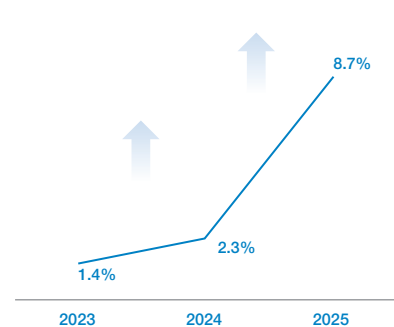
本公司母公司國泰海通為中國證券行業長期、持續、全面領先的綜合金融服務商。憑藉母公司強大的品牌優勢、廣泛的客戶基礎及堅實的資本支持，本公司在母公司的國際發展戰略中發揮重要作用，為其全球發展開闢道路。

本公司專業團隊對資本市場有深厚認知和了解，並已建立良好聲譽。憑藉有效的風險管理系統及多元化金融服務和創新產品，本公司持續堅守「誠信、責任、親和、專業、創新」的承諾，竭力為客戶提供優質服務，為投資者創造更佳回報。

財務摘要

	2025年	2024年	變動
業績			
收入(千港元)	6,230,008	4,421,609	41%
— 佣金及費用收益	1,527,153	871,755	75%
— 利息收益	2,389,637	2,314,006	3%
— 交易及投資淨收益	2,313,218	1,235,848	87%
普通股股東應佔溢利(千港元)	1,345,354	347,783	287%
股息(千港元)	666,949	304,991	119%
派息比率	50%	88%	(38個百分點)
股東權益回報率	8.7%	2.3%	6.4個百分點
每股			
每股基本盈利(港仙)	14.1	3.6	291%
每股攤薄盈利(港仙)	14.1	3.6	291%
每股股息(港仙)	7.0	3.2	119%
財務狀況			
資產總值(千港元)	153,500,261	130,173,149	18%
股東權益(千港元)	15,859,368	14,914,657	6.3%
已發行股份數目	9,529,944,707	9,539,503,707	(0.1%)
每股權益(港元)	1.66	1.56	6.4%

收入升41%至62.30億港元

普通股股東應佔溢利
躍升287%至13.45億港元股東權益回報率大幅提升
6.4個百分點至8.7%

主席報告

各位股東：

2025年，全球局勢複雜多變，地緣博弈與政策調整相互交織，金融市場在挑戰中孕育新機。伴隨全球經濟韌性復蘇與國內增量政策持續發力，金融市場環境持續向好；香港作為國際金融中心彰顯強勁韌性，中央支持香港發展的合作舉措密集落地，為我們賦予新的時代使命，也開闢了更為廣闊的發展新賽道。

本集團深耕香港逾30年，堅守專業初心，秉持穩健風格，以服務實體經濟為使命，錨定機遇，奮勇爭先，在複雜變局中實現跨越式發展，用亮眼的業績回報股東的信任，為香港金融市場高質量發展注入強勁動能。

乘勢而上，業績鑄就新高峰

本集團始終將風險管理作為立身之本，合規風控貫穿業務全流程，優化資產結構，強化防控效能，獲國際評級機構高度認可，成為中資券商穩健經營的標桿。標準普爾與穆迪連續10年分別給予本公司「BBB+」、「Baa2」長期發行人評級，評級展望為「穩定」，彰顯本公司在國際金融市場的領先地位與信用。

2025年，本集團經營業績強勢突圍，再攀高峰。各核心業務板塊協同並進、高效聯動，實現規模與質量同步躍升。財富管理、機構金融及投資管理三大核心增長引擎強勁驅動，整體表現亮眼，本集團收入創下歷史新高，達62.30億港元，同比大幅增長41%；稅後淨利潤同比飆升287%至13.45億港元，經營成效顯著，充分彰顯我們的核心競爭力與發展韌性。

深耕細作，業務綻放新活力

本集團以香港為核心，依託母公司協同優勢，輻射東南亞，佈局全球，聚焦大灣區與「一帶一路」沿線，構建獨特的跨境競爭優勢，各核心業務多點突破。

在財富管理方面，我們初心守諾，價值賦能。財富管理2.0戰略落地見效，依託金融科技精準匹配客群需求，持續推進「平台+產品」升級，OTC場外產品成為佣金主力來源之一，客戶數量、託管資產規模及收入顯著上升。近年間，本公司穩健配置高評級、高流動性固定收益資產，不斷夯實財務基礎，為客需業務提供優質資產，佈局未來發展。

企業融資業務成績斐然，創歷史最佳表現。承銷費收益同比飆升逾1.3倍，IPO保薦與二級市場配售表現突出，離岸債主承銷規模穩居中資券商第一，同時首次參與非大中華區域發行人債券融資，邁出國際化關鍵一步。

機構業務跨境賦能，領跑行業。本集團提供全鏈條跨境綜合服務，金融產品存續規模不斷上升，衍生品交易量大幅增長，榮獲聯交所相關獎項。同時，本集團深化與母公司協同，把握「跨境理財通」機遇，強化區域佈局。

踐行使命，責任彰顯擔當

本集團堅守「金融報國，金融為民，金融向善」初心，將ESG理念融入運營全過程，實現商業與社會價值協同發展。

本集團連續三年實現運營層面碳中和，全年完成86筆ESG債券發行，主承銷金額穩居中資券商第一，助力「雙碳」目標實現；積極投身公益，傳遞金融溫度。截至2025年年底，本公司MSCI ESG等評級均為A級，標普全球ESG評分領先全球81%同業。2026年3月，本公司MSCI ESG評級獲進一步提升至最高的AAA級別。

逐夢前行，共築發展新輝煌

展望2026年，全球經濟不確定性仍存，風險與機遇共生。本集團將錨定戰略航向，深化核心佈局，持續推進財富管理迭代升級，牢牢鞏固企業融資與機構業務的行業領先地位，深耕綠色金融，深化跨境協同賦能，穩步拓展國際化佈局，以卓越的業績回饋股東，為香港國際金融中心建設與國家經濟高質量發展注入強勁的金融力量！

最後，衷心感謝各位股東、客戶、員工及合作夥伴的信任與支持，願我們同心同向，共赴征程，共築輝煌！

主席

閻峰博士，太平紳士

香港，2026年3月25日

管理層討論 與分析

一、市場回顧

2025年，全球金融市場在呈現回暖趨勢的同時，在多重因素影響下仍存波動。海外層面，美國政府4月推出的對等關稅力度超市場預期，一度施壓包括港股在內的境外股票市場；另一方面，美國聯邦儲備在下半年數次實施降息，改善外圍流動性。國內，貨幣與財政政策保持雙寬鬆態勢，南向資金流入規模超預期，海外資金也出現階段性佈局，帶動港股在1-3月、7-10月形成兩輪上漲行情。

港股市場表現大幅超出預期，中國資產開啟估值重估進程。全年，恒生指數、恒生科技指數、恒生中國企業指數分別收25,630.54點、5,515.98點及8,913.68點，漲幅達27.8%、23.5%及22.3%，顯著跑贏國際主要指數。市場活躍度明顯提升，港股日均成交額同比增長高達90%，約2,498億港元。香港股票市場的首次公開發售集資金額達2,858億元，較2024年上升225%。全年共有119家企業上市，較2024年上升68%。

債券市場呈現進一步復蘇跡象。降息週期的再次啟動終結量化緊縮，亞洲境外債發行壓力明顯緩解。2025年，G3貨幣（美元、歐元及日圓）債券發行（亞洲除日本地區外）總額延續了自2024年以來的回暖態勢。在二級市場方面，投資者風險偏好持續修復，信用利差收窄，投資級與高收益板塊的分化局面仍存。

二、業績回顧

本集團始終秉持穩健務實的經營理念，錨定「穩進提質、聚力賦能」的發展方向，堅守風險底線、聚焦核心主業，推動各業務實現全面高質量增長，經營成果豐碩。

年內，本集團收入創歷史新高，同比大幅上升41%至62.30億港元，普通股股東應佔溢利同比大幅躍升287%至13.45億港元，盈利規模實現跨越式提升。其中，投行業務創歷史最佳表現，收入與規模大幅增長，行業排名穩居前列；財富管理2.0戰略順利落地，綜合性產品服務能力凸顯優勢，場內外產品規模爆發式增長並成為佣金收益主力來源之一，高淨值客戶服務與普惠金融同步大幅提升。

佣金及費用收益	升75%至15.27億港元	經紀業務佣金升56%至8.01億港元，配售、承銷及分承銷佣金升133%至5.93億港元
利息收益	升3%至23.90億港元	固定收益證券利息收益升31%至7.23億港元
交易及投資淨收益	升87%至23.13億港元	金融產品淨收益升2%至9.29億港元，交易及投資業務表現優異，淨收益升約3.3倍至13.84億港元

建議宣派截至2025年12月31日年度之末期股息每股股份0.02港元，連同已派發的中期股息每股0.05港元，全年股息總額合共每股0.07港元（派息比率達50%）。

三、經營發展

(一) 厚積薄發，財富管理2.0拉開帷幕

2025年，本集團全面推進財富管理2.0戰略落地，堅持「客戶需求為核心、定制化服務為特色、數字化能力為支撐」的發展方向，完成「平台+產品」綜合性升級。通過運用大數據、金融科技等技術精準分析不同客戶的資產配置需求，本集團為客戶提供個性化配置建議，並在覆蓋股票、債券、基金及金融產品等全品類體系中為客戶匹配產品，完善客戶全生命週期服務閉環。特別是對專業投資者與家族辦公室客群，本集團圍繞其全球配置、風險對沖、穩健增值、財富傳承等核心需求精準對接產品，年內，場外OTC產品交易增長迅猛，成為佣金收入主力來源之一，其中結構性票據、OTC期權佣金均同比躍升超過100%，產品交易量較2024年增長超50%，客戶參與人數增長約50%，成為本集團財富管理業務高質量發展的核心支柱與重要增長極。與此同時，本集團積極推進科技金融與普惠金融，運用人工智能、大數據完成交易平台數智化升級，「君弘全球通」應用程式活躍用戶大幅增長，帶動客戶託管資產規模不斷提升。

2025年，本集團資產管理業務實現規模收入雙增長，資產管理規模同比增長49%，收益躍升1.2倍。投資級債券基金Class I年化回報率達8.96%，位列中資同業前茅；美元貨幣基金Class A2年化回報率亦達到約4.38%，穩居同類產品第一梯隊。

(二) 企業融資創佳績，規模效益創新高

本集團協助多家優質企業在股、債市場融資，參與項目數量名列市場前茅，承銷費收益同比躍升133%至5.93億港元。

2025年，本集團持續深化與母公司國泰海通的協同聯動，繼續聚焦新科技、機器人、人工智能等前沿賽道股權融資業務，創歷史最好表現，全年共完成七單首次公開發售保薦項目，數量於中資投行中名列前茅，集資總額超過160億港元，遞交上市申請表共25個項目（不含保密遞交的申請）。其中，本集團獨家保薦的上海劍橋科技股份有限公司（股份代號：6166.HK）創下A股與港股通信設備行業史上最大規模首次公開發售記錄；臥安機器人（深圳）股份有限公司（股份代號：6600.HK）為智慧家庭機器人第一股；本集團聯席保薦的禾賽科技（股份代號：2525.HK）為2022年以來募資規模最大的中概股回歸項目。此外，年內，本集團完成34個二級市場配售項目，按項目數量計排名市場第一。2025年，首次公開發售及配售承銷佣金收入同比大幅躍升356%至4.13億港元，業務規模與效益同步提升。

2025年，本集團共參與294筆境外債券的發行項目，發行總規模約5,221億港元，同比增長34%。其中，本集團作為主承銷商的項目為140筆，佔發行總額約52%。根據中證信用科技有限公司債券平台數據顯示，本集團離岸債一級承銷規模在中資券商中排名第三，中資離岸債主承銷規模位列中資券商第二。本集團服務客戶涵蓋大型國有企業、金融機構、地方政府等各類發債主體，業務實力穩居行業領先地位。同時，在傳統業務的基礎上，本集團銳意進取，2025年9月，作為獨家全球協調人成功協助蒙古國家銀行發行一筆2億美元、3年期債券，首次參與非大中華區域背景發行人的境外債券融資項目。

(三) 機構業務穩定發展，產品服務領跑市場

本集團持續為各類型機構投資者提供跨境、跨資產、跨市場的產品和交易服務，不斷豐富產品矩陣，拓展交易覆蓋範圍。同時，本集團充分把握中國內地與香港地區互聯互通不斷深化的戰略機遇，與母公司國泰海通緊密協同，整合雙方在境內外市場的資源、渠道和專業優勢，為機構客戶打造一站式、無縫對接的跨境金融服務體驗。

憑藉豐富的經驗和專業能力，本集團持續提升產品設計和交易能力，為客戶提供切合各類需求的產品。截至2025年年底，本集團代客持有金融產品規模增至474億港元，同比增長17.7%，佔總資產31%，金融產品淨收益平穩發展。在港股衍生品領域，本集團場內衍生品交易量同比顯著增長，位於中資券商領先地位。

2025年，本集團首批首日參與債券通（北向通）債券抵押的離岸人民幣債券回購業務。4月，憑藉2024年交易所買賣基金（ETF）交易量的優異表現，本集團榮獲聯交所頒發的「交易所買賣產品—交投躍升經紀商」獎項，市場認可度持續提升。

(四) 深耕綠色金融，推進低碳運營

本集團始終秉持「金融報國，金融為民，金融向善」的信念，將ESG理念融入並深化至日常業務營運及管理中，努力打造負責任的綜合金融服務平台。在綠色金融服務方面，本集團持續深耕ESG債券市場，年內完成86筆ESG債券發行，融資規模約達2,044億港元，同比增加25%，其中以主承銷身份參與32筆，發行金額約801億港元，於中證信用科技有限公司債券平台中資離岸ESG債券主承銷金額排名中位列中資券商第一名，彰顯了在綠色金融領域的領先地位。低碳運營發展方面，本公司在堅持踐行節能減排的基礎上，通過認購核證碳標準林業項目碳匯資產成功抵銷2024年度範圍1及範圍2溫室氣體排放(609.29噸二氧化碳當量)，連續第三年實現營運層面碳中和，展現了本公司在應對氣候變化方面的堅定承諾和卓越表現。截至2025年年底，本公司在MSCI、萬得及商道融綠的ESG評級均維持A級，標普全球ESG評分領先全球81%的同業。2026年3月，本公司MSCI ESG評級進一步提升至AAA級，並在負責任投資、可持續融資業務、數據安全及企業行為等領域表現尤為突出，處於全球同業領先水平。

四、經營業績分析

(一) 收入分析

1. 按性質

佣金及費用收益同比大幅上升75%至15.27億港元(2024年：8.72億港元)。受惠於港股一、二級市場及債務資本市場的回暖，本集團配售、承銷及分承銷佣金收益飆升133%至5.93億港元，經紀業務佣金大幅上升56%至8.01億港元。

利息類收益同比上升3%至23.90億港元(2024年：23.14億港元)。本集團所持固定收益證券的利息收益上升31%至7.23億港元，反向回購協議規模提升帶動來自其他金融機構的利息收益飆升102%至5.63億元，然而，利率下降導致銀行利息收入下降35%至6.54億港元。

交易及投資淨收益同比大幅上升87%至23.13億港元(2024年：12.36億港元)。本集團所持固定收益證券、非合併投資基金、衍生工具及股本投資的交易盈利持續攀升，淨收益達13.84億港元(2024年：3.24億港元)。同時，金融產品業務發展穩定，淨收益同比上升2%至9.29億港元。

2. 按分部

財富管理分部方面，證券、訂制化產品的交易量顯著提升，帶動了佣金及手續費收益上升，惟美國聯邦儲備啟動減息週期令利息收益同比下跌，抵銷佣金收益升幅。整體而言，收益同比微跌3%至18.54億港元(2024年：19.19億港元)。

機構投資者服務分部方面，本集團金融產品業務發展平穩，淨收益上升，然而，市場利率下降導致利息收益下跌，令此分部整體收益稍為下跌。整體而言，收益同比微跌3%至18.66億港元(2024年：19.21億港元)。

企業融資服務分部收益同比飆升132%至7.40億港元(2024年：3.19億港元)，創歷史最佳表現，本集團股、債市場融資業務的規模和收益均顯著上升，行業排名穩居前列。

投資管理分部收益同比大幅躍升571%至17.70億港元(2024年：2.64億港元)，主要由於本集團固定收益證券的持倉表現出色，加上股票市場暢旺，本集團主動投資之收益顯著上升。

(二) 成本分析

年內，本集團總成本同比上升11%至44.89億港元，主要由於業務規模增大，經營成本上升所致，其中員工成本上升26%至10.05億港元，客戶主任佣金大幅上升45%至2.43億港元，其他經營成本亦上升37%至7.67億港元。

五、財務狀況分析

(一) 資產負債表概況

1. 整體情況

於2025年12月31日，本集團總資產為1,535.0億港元，較2024年年底增加18%，而本集團總負債為1,375.3億港元，較2024年年底增加19%。權益總額為159.7億港元，較2024年年底上升6.3%。

本集團一直不遺餘力地優化資產負債表結構，提升資產質量，於2025年12月31日，本集團流動資產佔比合理，資金流動性儲備充裕；同時，本集團財務狀況表結構健康，資產負債相匹配，客需金融產品資產由發行票據支持，帶動金融產品淨收益，持作買賣及投資的金融資產由回購協議債項融資，賺取穩定息差，年內，本集團提高對低風險、高評級與高流動性固定收益證券的持倉，藉此優化資產質量，提高股東回報。

2. 資產

於2025年12月31日，本集團資產總額較2024年年底增加18%至1,535.0億港元（2024年年底：1,301.7億港元），主要由於本集團發展金融產品業務，客需金融資產上升18%至474.0億港元，同時本集團把握市場機遇新增投資持倉，優化資產配置，因而按公平值計入損益的金融資產—持作交易及投資的金融資產及按公平值計入其他全面收益的金融資產總額上升。

3. 負債

於2025年12月31日，本集團的負債總額較2024年年底增加19%至1,375.3億港元（2024年年底：1,151.5億港元），主要本集團加大槓桿，以滿足業務發展及投資需求，其中，計息借款上升103%至121.1億港元，已發行債務證券—按攤銷成本上升39%至146.8億港元。

4. 財務比率

於2025年12月31日，本集團名義槓桿比率（指總資產減應付客戶賬款除以權益總額）為8.74倍（2024年年底：7.77倍），如剔除代客戶持有金融產品的金融資產，槓桿比率為5.77倍（2024年年底：5.09倍）。負債權益比率（指銀行借款及按攤銷成本入帳之已發行債務證券之總和除以權益總額）為1.68倍（2024年年底：1.10倍）。本集團的流動比率為1.14倍（2024年年底：1.15倍）。

(二) 本集團的資產抵押

本集團概無資產抵押作為銀行融資的擔保。本集團在衍生工具交易的正常過程中按法律及合約基準抵押資產，作為負債的擔保。有關資產抵押的詳情載於本報告財務報表附註20。

(三) 資本承擔、其他承擔及或然負債

本集團的資本承擔及其他承擔詳情載於本報告財務報表附註33。於2025年12月31日，本集團並無任何或然負債。

(四) 流動資金及財務資源

於2025年12月31日，本集團的流動資產為1,449.5億港元，較2024年年底上升17%。本集團現金及現金等價物結餘為75.72億港元（2024年年底：72.04億港元）。本集團淨現金流入為3.68億港元（2024年：流出2.04億港元）。

本公司持有一項上限為350億港元之中期票據計劃作融資用途，該計劃下可不時發行任何貨幣計價之上市或非上市票據。於2025年5月15日，本公司成功更新了上限為350億港元的中期票據計劃並完成上市，上市有效期為12個月。此外，本公司亦通過其附屬公司持有一項上限為150億美元擔保結構性票據計劃，該計劃下可不時發行任何貨幣計價之非上市票據。

於2025年12月31日，已發行且未償還的中期票據及結構性票據分別為117億港元（2024年年底：112億港元）及53億美元（2024年年底：52億美元）。

於2025年7月15日，本公司根據其中期票據計劃發行200,000,000美元票據，票面利率為4.25%，到期日為2028年7月15日。於2025年7月30日，本公司根據其中期票據計劃發行300,000,000美元浮息數碼原生債券，到期日為2028年7月30日。詳情請參閱日期分別為2025年7月15日及2025年7月30日的本公司公告。

於2026年3月6日，本公司根據其中期票據計劃發行400,000,000美元浮息票據，到期日為2029年9月6日。詳情請參閱本公司日期為2026年3月6日之公告。

除上文披露者外，本集團於年內及截至本報告日期並無發行其他債務工具。

考慮到本集團之流動資金及財務資源的狀況，本集團相信經營現金流足以為其經常性營運資金需求以及未來的投資機會撥付資金。

(五) 重大收購及出售

截至2025年12月31日止年度，本集團無任何附屬公司、聯營公司及合營企業的重大收購及出售。

(六) 所持重大投資

於2025年12月31日，本集團並無持有任何價值超過其總資產5%的重大投資。

(七) 資本結構及監管資本

截至2025年12月31日止年度，本公司於聯交所購回20,055,000股股份。年內，連同截至於2024年12月31日已購回尚未被註銷之2,954,000股股份，合共23,009,000股悉數被註銷。詳情請參閱本報告「董事會報告」一節下的「購回、出售或贖回本公司上市證券」一段。截至2025年12月31日止年度，本公司按購股權計劃項下之購股權獲行使而配發及發行合共13,450,000股新股份。於2025年12月31日，已發行股份總數為9,529,944,707股，且本公司並無持有任何庫存股份（2024年12月31日：9,539,503,707股；庫存股份不適用）。

本集團定期監察其資本結構，確保符合香港證監會、新加坡金融管理局、越南財政部下屬的國家證券委員會及澳門金融管理局就本公司之持牌附屬公司各自司法管轄區的資本規定，及支持新業務的發展需要。年內，本集團所有持牌附屬公司均已遵守各自適用的資本規定。

(八) 外匯風險

外匯風險指將影響本集團財務業績及其現金流量的外幣匯率變動的風險。

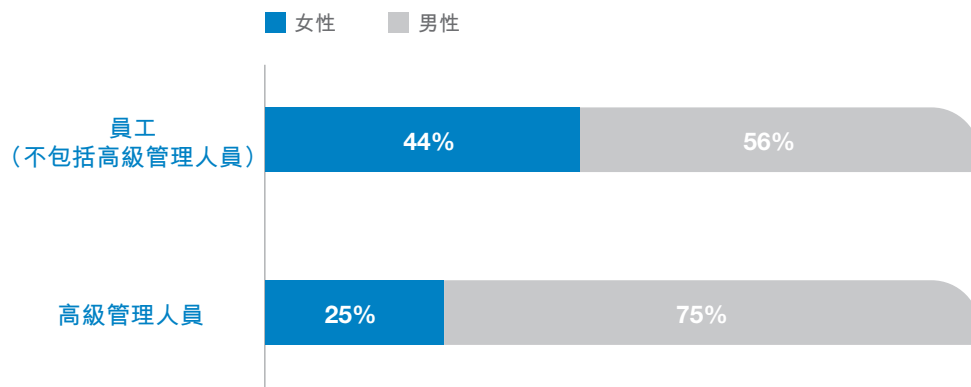
本集團的外匯風險主要來自其槓桿式外匯交易及經紀業務以及其以港元以外貨幣為單位的交易。對於槓桿外匯經紀業務，本集團透過與外部對手方進行背對背交易對沖大多數客戶的倉位帶來的匯率波動。本集團對其倉位進行嚴格監控，盡量減少其外匯風險。

本集團的主要業務以港元、美元及人民幣進行交易及列賬。由於港元與美元掛鈎，故本集團並無面臨重大外匯風險。在人民幣或其他貨幣匯率波動時，如有需要，本集團會採取適當的對沖措施。其他外幣風險相對於其總資產及負債的影響相對較低。

六、人力資本多元化及薪酬政策

本公司參考現行市場水平及個人專長向僱員提供具競爭優勢的薪酬待遇。於2025年12月31日，本集團在香港、新加坡及澳門共有692名僱員。薪金會每年進行檢討，酌情花紅會參考本集團和個人績效及表現派發。本集團所提供的其他福利包括強積金計劃及醫療與牙科保險等。

本公司目前女性員工佔整體員工(不包括高級管理人員)44%，比例接近一半，因此暫時未有為男女員工比例訂下明確目標，但會盡力把女性員工比例至少維持在現時水平，並以達至性別均等為最終目標。本公司未來會持續努力為所有員工構建共融環境、鼓勵及倡導平等機會及性別多元化，使企業的包容性得以拓展。在招聘新員工時，人力資源部亦會提醒業務部門除考慮應徵者素質及工作經驗的同時亦要顧及多元化因素(包括但不限於性別)。在努力構建包容企業文化的目標與用人唯才的原則下，相信本公司定能更有效達至多元化水平。員工的性別比例如下：



七、展望

2026年，全球金融市場預期將處於增長分化、政策趨鬆、風險交織的複雜格局，整體呈現韌性復蘇與潛在擾動並存的發展態勢。國際貨幣基金組織（IMF）上調2026年全球經濟增長預期至3.3%，人工智能投資熱潮與各國宏觀政策發力形成支撐，有可能抵銷部分貿易與地緣政治風險造成的影響，全球經濟展現出一定適應能力與韌性，但地緣衝突延宕、貿易政策波動及關稅談判等各類不確定性因素將持續影響市場走勢。

面對上述複雜多變的外部環境，本集團將主動識變、應變、求變，堅持穩中求進工作總基調，以戰略定力搶抓發展機遇，以務實舉措應對各類挑戰，紮實推進各項業務高質量發展。本集團將堅持以客戶為中心，不斷提升財富管理、企業融資、環球市場等核心業務綜合服務能力，構建覆蓋機構、企業及個人客戶的全週期綜合金融服務體系，為各類客戶提供更加精準、多元、高效的一站式金融解決方案。在財富管理領域，本集團將聚焦「定制化、數字化、跨境化、專業化」發展方向，以金融科技手段精準對接客戶需求，為客戶量身訂制產品，積極拓展高淨值客戶及家族辦公室業務；另一方面，加速升級交易應用程式「君弘全球通」功能，打造線上平台賦能、線下服務支撐的雙輪驅動模式；與此同時，針對優質企業及機構客戶的差異化需求，量身定制涵蓋股債權融資、跨境資產配置等在內的精準投融資解決方案，不斷增強核心競爭力，力求達到質與量的全面提升。

企業管治報告

董事堅信，良好的企業管治水平對保持有效的企業營運、建設健全的企業文化、實現穩健的業務發展及維護長期的股東價值均至關重要，故本公司一直以來奉行高標準之企業管治水平。本公司採納《上市規則》之《企業管治守則》之所有原則及守則條文為其自有企業管治守則。本公司於整個2025年度皆嚴格遵守《企業管治守則》的所有原則及守則條文。

董事會將不斷檢討本集團的企業管治職能以確保貫徹應用，並就《企業管治守則》的發展作出更新及改進。

企業文化

立足實際，本公司持續推進發展戰略、業務策略、合規風控、選人用人、廉潔從業等重點工作，把「合規、誠信、專業、穩健」行業核心價值理念轉化為實際行動，充分發揮文化對本公司發展的引領保障作用，同時完善本公司內外宣傳平台，加強企業文化宣傳工作。

考慮到各種背景下之企業文化，董事會認為該文化與本集團之宗旨、價值觀及策略一致。有關本公司企業文化的更多資料可於本公司網站查閱。

董事會

董事會組成

現時董事會由八名董事組成，其中兩名為執行董事，三名為非執行董事及三名為獨立非執行董事。董事會具備高度獨立性，確保能作出獨立客觀之決策，並能全面及不偏不倚地監督管理層。有關年內董事會組成變動的詳情，請參閱本報告「公司資料」一節。董事的個人履歷詳情載於本報告「董事及高級管理人員履歷」一節。

職責及授權

在主席的領導下，董事會對股東及本公司整體負責，並主要負責制定本集團的整體策略規劃及主要政策，監督業務與財務表現及確保企業管治常規行之有效，同時制定適當的風險（包括ESG風險）管理系統及控制措施，以提升股東價值。董事會將其若干職能授權予董事委員會，而對本集團日常營運的管理則由執行董事及高級管理人員負責。批准財務報表、宣派股息、資本重組及發行證券、併購、重大投資、關連交易、委任及罷免核數師、薪酬政策以及氣候相關風險及機遇的監督等事項，均明確保留董事會決策權限，其中部分事項還需經股東批准。

本公司就董事及行政人員因其職務及執行其權力、職責及責任可能招致的法律程序及其他索償已投購董事和行政人員責任保險。惟若證實任何疏忽、欺詐、失責或違反誠信者，該董事或行政人員則不獲得任何賠償。

董事會獨立性

本公司深明董事會之獨立性為良好企業管治的關鍵，並已設立有效機制以鞏固董事會保持高度獨立，以及將董事的獨立觀點及意見傳達至董事會。

現時董事會（由超過三分之一的獨立非執行董事組成）及審核委員會（由非執行董事組成，其中獨立非執行董事佔大多數）的組成均不低於《上市規則》之最低獨立性規定，而所有其他董事委員會（包括薪酬委員會、提名委員會、風險委員會及ESG委員會）均由獨立非執行董事擔任主席。本公司對董事（包括獨立非執行董事）設有嚴格的提名程序，詳情載於本節「提名政策」一段。

此外，獨立非執行董事過往一貫表現出對董事會之堅定承擔，並能夠投入足夠時間履行其在董事會之職責。彼等亦須每年對其職責進行確認。年內，概無獨立非執行董事擔任七家或以上上市公司的董事職務。

全體董事（包括獨立非執行董事）均有權於其認為有需要時就履行其職務尋求獨立專業意見，費用由本公司承擔。此外，主席亦於年內在本公司其他董事及高級管理人員不在場的情況下與獨立非執行董事會面。該等會議為主席提供一個有效的渠道，以聽取獨立非執行董事欲提出對本公司的意見。

年內，各獨立非執行董事已向本公司確認其獨立性。經按《上市規則》第3.13條所載的準則作出評估後，董事會確定所有獨立非執行董事均保持獨立。

獨立非執行董事傅廷美博士服務董事會已逾九年。董事會認為，彼持續對本公司的事務行使獨立判斷，及概無任何證據顯示任期長短對彼獨立性構成不利影響。因此，董事會認為，儘管任期較長，傅廷美博士仍保持獨立。本公司持續更新董事會成員組合，除傅廷美博士外，年內並無任何獨立非執行董事在董事會任職超過九年。

各董事之間並無任何財務、業務、親屬或其他重大／相關關係。

委任及重選董事

根據《組織章程細則》，委任任何董事均須經股東批准。所有非執行董事（包括獨立非執行董事）與本公司簽訂之服務合同或委任函（視乎情況而定），根據《企業管治守則》，均不再需要特定任期。然而，根據《組織章程細則》，所有董事須每三年至少輪值告退一次，並於股東週年大會膺選連任。此外，每屆股東週年大會上須有三分之一的董事（若董事人數並非三或三之倍數，則以最接近三分之一之數目為準）退任，並有資格由股東膺選連任。退任董事須為自其上一次膺選連任以來任期最長者。

主席及行政總裁

主席職務由閻峰博士擔任，行政總裁職務由祁海英女士擔任。彼等職責分工明確，主席負責領導董事會及使其有效運作，並確保董事會作出合理知情且符合本公司最佳利益的決策，而行政總裁則負責監督本公司的整體日常業務及營運。

董事會程序

董事會每年舉行最少四次會議，約每季度一次。常規董事會會議應給予最少14日通知，讓全體董事有機會參與。議程連同董事會會議文件一般於會議前一個星期（及無論如何不少於會議前3日）發予全體董事傳閱。除《組織章程細則》及《上市規則》允許的情況外，董事須就批准向董事會提呈其或其任何緊密聯繫人於當中擁有重大權益的任何合約、交易、安排或任何其他建議的決議案放棄投票。各董事會會議的會議紀錄草稿及最終版本亦分別發予董事傳閱，讓其提供意見及記錄。

所有董事均可個別及獨立與管理層接觸，亦可獲得有關本集團全面及即時的資料，以讓彼等履行其職責及責任。此外，彼等亦獲提供每月最新管理信息及賬目，內容載有本集團之定期財務資料及重要事項、前景及業務相關事宜之撮要。

董事會會議、董事委員會會議及股東大會的出席紀錄

2025年舉行的董事會會議、董事委員會會議及股東大會的次數及各董事出席會議的紀錄載列如下：

	董事會會議	審核委員會 會議	提名委員會 會議	薪酬委員會 會議	風險委員會 會議	ESG委員會 會議	股東 週年大會
舉行會議的次數	6	3	2	1	2	1	1
執行董事							
閻 峰博士	6/6	-	2/2	-	2/2	-	1/1
祁海英女士	6/6	-	-	-	-	-	1/1
非執行董事							
虞旭平女士 ⁽¹⁾	6/6	-	0/0	1/1	-	-	1/1
董博陽先生 ⁽²⁾	6/6	1/1	-	0/0	1/1	-	1/1
韓志達先生 ⁽³⁾	1/1	-	1/1	-	-	-	0/0
鄧 華先生 ⁽⁴⁾	3/4	-	-	-	1/1	-	0/0
獨立非執行董事							
傅廷美博士	6/6	3/3	2/2	1/1	2/2	1/1	1/1
陳家強教授	6/6	3/3	2/2	1/1	2/2	-	1/1
廖仲敏先生	6/6	3/3	2/2	-	-	-	1/1
其他ESG委員會成員							
汪俊紅先生	-	-	-	-	-	1/1	-
馮正堯女士	-	-	-	-	-	1/1	-
趙 彤女士	-	-	-	-	-	0/1	-
王家駒先生	-	-	-	-	-	1/1	-
戴玉紅女士	-	-	-	-	-	1/1	-
薛 焱女士	-	-	-	-	-	1/1	-

附註：

- (1) 於2025年8月27日不再擔任薪酬委員會成員，並獲委任為提名委員會成員。
- (2) 於2025年8月27日不再擔任風險委員會成員，並獲委任為審核委員會及薪酬委員會成員。
- (3) 於2025年4月7日不再擔任非執行董事及提名委員會成員。
- (4) 於2025年5月22日獲委任為非執行董事及提名委員會成員。於2025年8月27日不再擔任提名委員會成員，並獲委任為風險委員會成員。

董事培訓及專業發展

新委任的董事均獲得全面及按其需要而設的就職培訓，當中涵蓋(其中包括)有關本集團的運作及業務資料、董事會及其主要委員會的職責及責任、本公司的管治架構及常規、以及相關規例及法規等範疇。鄒華先生已於2025年5月13日獲得《上市規則》第3.09D條所述的法律意見。鄒先生確認明白彼作為非執行董事的責任。

本公司持續鼓勵全體董事參與持續專業發展，以發展及更新其知識及技能。本公司亦不時就(包括但不限於)有關《上市規則》及其他適用法律、規例及法規、企業管治事宜的最新資訊及企業管治的發展趨勢向董事提供最新資料，加強彼等對良好企業管治常規的意識。年內，本公司為董事安排了可持續金融及氣候風險管理以及反貪污等培訓。全體董事均已確認，彼等已按《上市規則》的規定參與持續專業發展。截至2025年12月31日止年度，各現任董事所接受培訓紀錄的概要載列如下：

董事姓名	培訓類別	
	閱讀資料 ⁽²⁾	出席研討會/ 工作坊/ 論壇/會議 ⁽³⁾
執行董事		
閻 峰博士	✓	✓
祁海英女士	✓	✓
非執行董事		
虞旭平女士	✓	✓
董博陽先生	✓	✓
鄒 華先生 ⁽¹⁾	✓	✓
獨立非執行董事		
傅廷美博士	✓	✓
陳家強教授	✓	✓
廖仲敏先生	✓	✓

附註：

- (1) 於2025年5月22日獲委任為非執行董事。
- (2) 閱讀有關行業、最新監管資料及每月管理報告等資料。
- (3) 出席與行業、業務及董事職責有關之研討會/工作坊/論壇/會議。

企業管治報告

企業管治職能

董事會直接及通過轄下委員會間接負責及已於年內檢討及履行以下企業管治職責：

- (a) 制定及檢討本公司的企業管治政策及常規；
- (b) 檢討及監察內部監控及風險管理框架和系統；
- (c) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (d) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (e) 制定、檢討及監察適用於僱員及董事的操守守則及《合規手冊》；及
- (f) 檢討本公司遵守《企業管治守則》的情況及本報告的披露。

董事委員會

董事會目前設有的董事委員會為審核委員會、薪酬委員會、提名委員會及風險委員會以及功能性委員會為ESG委員會。所有該等委員會根據彼等各自的職權範圍皆有不同角色。

提名委員會

提名委員會目前由五名董事組成，包括一名執行董事，為閻峰博士，及三名獨立非執行董事，為陳家強教授(主席)、傅廷美博士及廖仲敏先生，以及一名非執行董事，為虞旭平女士。根據下文提述最新修訂的提名委員會職權範圍，提名委員會的組成應至少有一名成員為不同性別。有關本年度之成員組成變動，請參閱本報告「公司資料」一節。

根據其職權範圍，提名委員會的職責包括(但不限於)制定提名程序及甄選與建議候選董事的程序及準則、檢討董事會架構、規模和組成、評估獨立非執行董事的獨立性、就甄選個別人士以提名為董事向董事會提出推薦建議，以及檢討確保董事會可取得獨立觀點和意見的機制之實施及有效性。於2025年12月29日，提名委員會職權範圍已作出修訂，新增的職責包括協助編制董事會技能表、評估董事對董事會投入的時間及貢獻、以及支援董事會績效評估。提名委員會職權範圍的全文可於本公司及聯交所網站查閱。

提名委員會各成員出席會議的紀錄載於本節「董事會會議、董事委員會會議及股東大會的出席紀錄」一段。

年內，提名委員會已檢討董事會的架構、規模及組成，並認為董事會具備切合本公司業務所需的技能、經驗及多元化視野，就有關重選退任董事及建議委任一名非執行董事作出檢討並向董事會提出推薦建議，以及評估獨立非執行董事的獨立性。提名委員會亦檢討確保董事會可取得獨立的觀點和意見的機制之實施及有效性，詳情載於本節「董事會獨立性」一段。

提名政策

董事會已採納《提名政策》，旨在為充分考慮董事會的均衡組成，政策載列提名及委任董事時識別潛在人選的方法、甄選準則、甄選程序及委任或重新委任的程序。評估潛在人選合適性的甄選準則，包括(但不限於)彼等的專業程度及個人道德、董事會經驗、專長、投入時間以及《董事會多元化政策》的可衡量標準。提名委員會可使用任何其認為適當的程序評估及篩選候選人，其中可能包括個人面試、背景調查、候選人及第三方推薦人的書面文件。

彼等各項委任的甄選程序應通過大致相同的程序評估，並應公平及具透明度。提名委員會負責檢討該政策，以確保該政策的有效性。

董事會多元化

董事會已採納《董事會多元化政策》，有關政策可在本公司網站查閱。本公司深信董事會多元化有效提升企業管治水平，實現可持續及均衡的發展。本公司尋求於多方面實現董事會多元化，包括(但不限於)性別、年齡、文化及教育背景、種族、專業經驗、技術、知識及服務年期。董事會所有委任均以用人唯才為原則，以客觀標準考量候選人，並充分考慮董事會成員多元化帶來的益處。提名委員會負責檢討該政策，以確保該政策的有效性。年內，提名委員會已根據該等方面檢討董事會多元化，並認為其具均衡的多元化。

於2025年12月31日，董事會中有2名女性董事(佔董事會25%)，比例高於在聯交所上市的金融業公司平均數(根據聯交所網站數據)。於考慮董事會的繼任時，提名委員會會利用多種渠道物色合適的董事候選人，包括董事、股東、管理層、本公司顧問及外部獵頭公司等推薦。董事會希望女性董事比例至少維持現時的水平，並將繼續把握機會，在確定有合適候選人時，希望逐步增加女性董事會成員的比例，以實現性別平等的最終目標。

有關員工多元化的詳情，請參閱本報告「管理層討論與分析」一節之「人力資本多元化及薪酬政策」一段。《員工多元化政策》可於本公司網站查閱。

薪酬委員會

薪酬委員會目前由三名董事組成，包括兩名獨立非執行董事，為傅廷美博士(主席)及陳家強教授及一名非執行董事，為董博陽先生。有關本年度之成員組成變動，請參閱本報告「公司資料」一節。

本公司已採納的模式為薪酬委員會獲授權負責根據其職權範圍釐定個別執行董事及高級管理人員的薪酬待遇。根據其職權範圍，薪酬委員會的職責亦包括(但不限於)就非執行董事之薪酬事宜向董事會作出推薦建議、為制訂薪酬政策設立正式及透明的程序以及考慮有關任何股份計劃事宜。薪酬委員會職權範圍的全文可於本公司及聯交所網站查閱。

董事或其任何聯繫人一概不得自行釐定其薪酬方案。根據本公司相關薪酬制度，於釐定執行董事及高級管理人員之薪酬時，薪酬委員會考慮的因素包括比較同類公司支付的薪金、投入時間及職責、僱用條件、績效掛鈎薪酬是否適宜及本公司和個別執行董事或高級管理人員之表現。

薪酬委員會各成員出席會議的紀錄載於本節「董事會會議、董事委員會會議及股東大會的出席紀錄」一段。

年內，薪酬委員會已考核執行董事之表現、檢討及批准執行董事及高級管理人員之薪酬建議。

截至2025年12月31日止年度高級管理人員的薪酬按薪酬範圍劃分載列如下：

薪酬範圍	人數
9,000,000港元或以下	2
9,000,001港元至12,000,000港元	2

有關董事及最高行政人員的薪酬詳情載於本報告財務報表附註34。

審核委員會

審核委員會目前由四名董事組成，包括三名獨立非執行董事，為廖仲敏先生(主席)、傅廷美博士及陳家強教授，以及一名非執行董事，為董博陽先生。彼等均擁理解會計資料所需的商業與財務技能及經驗。審核委員會主席擁有專業會計資格。有關本年度之成員組成變動，請參閱本報告「公司資料」一節。

根據其職權範圍，審核委員會的職責包括(但不限於)就委任外聘核數師作出推薦建議及監察外部審計的獨立性及客觀性、監督財務資料及財務申報系統的完整性、監督內部監控系統及內部審計職能並確保有關職能有充足資源運作。審核委員會職權範圍的全文可於本公司及聯交所網站查閱。

審核委員會各成員出席會議的紀錄載於本節「董事會會議、董事委員會會議及股東大會的出席紀錄」一段。

審核委員會於年內履行的主要工作包括：

- (a) 審閱2024年全年業績(包括年度財務報表、年報及末期業績公告)及2025年中期業績(包括中期財務報表、中期報告及中期業績公告)並向董事會建議批准有關業績；
- (b) 審閱由外聘核數師所提交有關其法定審計2024年年度財務報表及審閱2025年中期財務報表的報告，以及就會計、內部審計及財務申報職能之監控事宜提供建議；
- (c) 審閱外聘核數師的2025年法定審計計劃、申報責任及其委聘條款；
- (d) 檢討外聘核數師之獨立性及客觀性、其審計及非審計服務範疇及性質與相關審計和非審計費用；
- (e) 審閱各相關部門就內部監控職能成效所提交的聲明函件；
- (f) 審閱內部審計師所提交關於本集團內部監控系統有效性的報告，包括審計結果及建議以及相關審計建議的執行情況；
- (g) 審閱內部審計職能的員工及資源是否足夠及2026年的內部審計計劃；
- (h) 審閱會計及財務匯報職能的員工及資源、員工資歷及經驗、培訓課程及預算是否足夠；及
- (i) 審閱本集團進行的持續關連交易及外聘核數師出具關於持續關連交易之函件。

企業管治報告

內部監控

董事會知悉其對監督本集團之風險管理及內部監控系統之責任，並通過風險委員會及審核委員會每年分別至少兩次及三次會議檢討其有效性。為推動有效及高效經營，以及確保符合相關法律法規，本集團強調良好內部監控系統之重要性，此亦為減低本集團風險（包括ESG風險）必不可缺之要素。本集團之內部監控系統旨在就避免重大的失實陳述或損失提供合理（但非絕對）的保證，以及管理並消除經營系統失誤及未能達到業務目標的風險。董事會持續檢討內部監控系統以確保其在保護重大資產及識別業務風險方面能提供實際而有效之合理保證。本集團致力於識別、監控及管理與其業務活動相關之風險，並已實施一套實際可行和行之有效之監控系統（包括清晰界定權限之管理架構、完善的風險管理系統以及通過審核委員會及風險委員會定期檢討本集團之表現）。

內部審計

本公司的獨立內部審計隊伍在向董事會客觀確認管理層具備及運行一套完善的內部監控系統方面擔當著重要的角色。內部審計隊伍的主管直接向審核委員會報告審計事宜。內部審計團隊採納以風險為基礎的方式，來評估公司監控環境的風險水平，徵詢但獨立於管理層的意見，從而制定每年的內部審計計劃時間表，並且將審計計劃提交予審核委員會批准。內部審計隊伍主管定期會向審核委員會提交審計報告及提供有關審計單元之內部監控的意見。所有業務單位及後勤部門均須接受至少每三年一次內部審計週期的審計，而高風險部門則須接受年度內部審計。此外，特別審計會按審核委員會或管理層的要求進行。

回顧年內，審核委員會已檢討內部審計部門的員工資源、資格及經驗，以及員工的培訓計劃及預算的充足性，認為員工資源屬充足，員工資格履行其職務及責任，且內部審計工作是高效的。

外聘核數師

截至2025年12月31日止年度，執業會計師畢馬威會計師事務所獲續聘為本公司的外聘核數師。於2025年本集團所產生的外聘核數師費用載列如下：

所提供服務	畢馬威會計師事務所	其他外聘核數師	總計
	千港元	千港元	千港元
審計服務—本集團財務報表	3,589	534	4,123
中期審閱服務	1,000	—	1,000
審計服務—已合併投資基金	429	417	846
合規及其他諮詢服務	1,721	—	1,721
合計	6,739	951	7,690

風險委員會

風險委員會目前由四名董事組成，包括一名執行董事，為閻峰博士，及兩名獨立非執行董事，為陳家強教授(主席)及傅廷美博士，以及一名非執行董事，為鄒華先生。有關本年度之成員組成變動，請參閱本報告「公司資料」一節。

根據其職權範圍，風險委員會的職責包括(但不限於)監督風險管理系統的建設、執行及監控，確保系統行之有效，就本集團整體風險偏好及原則向董事會作出建議，批准本集團的風險政策及風險承受能力，以及審閱風險管理事宜的主要調查結果和經發現的重大風險監控缺失或缺點。風險委員會職權範圍的全文可於本公司網站查閱。

風險委員會各成員出席會議的紀錄載於本節「董事會會議、董事委員會會議及股東大會的出席紀錄」一段。

年內，風險委員會已與管理層進行討論，以確保管理層已履行設立有效風險管理系統的職責，包括自上一次檢討以來的變動、本集團所面對重大風險的狀況及程度以及其應對能力。

風險管理

董事會整體負責評估及釐定本集團為達成戰略目標所願承擔的風險(包括ESG風險)偏好及容忍度，並維持完善的風險管理系統，定期檢討其有效性。

《風險管理框架》及《合規章程及框架》由董事會批核。《風險管理框架》涵蓋風險文化及管治、定義風險偏好及風險限額、主要風險類別及整體風險管理流程。《風險管理框架》乃本集團整體風險管理系統及流程之綱要，協助董事會識別及評估重大風險(包括ESG風險)之性質及程度、本集團對其業務及外部環境變化之應對能力，以及管理層持續進行風險(包括ESG風險)監控及相關內部監控措施之能力及成效。另一方面，《合規章程及框架》旨在透過管理合規風險、維持本集團的法律及監管標準以及保護本公司聲譽，維護本集團的核心價值。其包括三道防線模型，通過識別合規責任、風險評估、合規風險緩解、合規風險監控及合規風險報告等過程，以助減輕及降低合規風險。

本集團的風險管理架構為三級制度，風險委員會由董事會授權，屬於第一層級，而風險管理委員會，由高級管理人員和內部監控職能管理人員組成，屬於第二層級；而第三層級歸風險管理委員會管轄，即負責日常特殊風險管理的風險管理部、其他風險控制部門及工作小組。所有重大風險(包括ESG風險)、重大變動及為提高問責性及風險管理程序有效性的相關緩解措施，會經本集團首席風險官及合規總監向風險委員會匯報，及經指定負責人向ESG委員會匯報(視乎情況而定)。

有關本集團風險管理的進一步詳情，請參閱本公司2025年ESG報告。

企業管治報告

檢討風險管理及內部監控之有效性

截至2025年12月31日止年度，董事會已分別通過兩次風險委員會會議、三次審核委員會會議及一次ESG委員會會議，檢討本集團風險（包括ESG風險）管理及內部監控系統的有效性，涵蓋所有重大監控事項，包括但不限於，財務、營運、法律及合規控制事宜，並認為本集團之風險（包括ESG風險）管理及內部監控系統為適當及有效，且足以保障股東及本公司整體利益。

ESG委員會

ESG委員會目前由七名成員組成，其中包括一名獨立非執行董事，為傅廷美博士（主席）以及其他管理人員和相關部門（包括企業管治、法律與合規、風險管理和人力資源職能以及資產管理和投資業務）的負責人。其成員名單載於本報告「公司資料」一節。ESG委員會由董事會成立作為功能性委員會並負責協助董事會監督與本集團可持續發展及ESG（包括氣候相關問題）有關的事宜，涵蓋治理、政策、目標和策略、績效和報告，並根據其職權範圍定期向董事會匯報。

ESG委員會各成員出席會議的紀錄載於本節「董事會會議、董事委員會會議及股東大會的出席紀錄」一段。

ESG委員會於年內履行的主要工作包括：

- (a) 檢閱環境議題小組、社會議題小組及可持續金融議題小組的表現，並批准來年的減碳目標計劃、社區投資計劃及可持續金融計劃；
- (b) 識別新的氣候相關披露要求；
- (c) 檢討與ESG表現及報告相關的資源、人員資歷及經驗、培訓課程及預算是否充足；
- (d) 檢閱氣候相關風險及機遇清單；
- (e) 考慮及確認持份者重要性評估結果；
- (f) 就可作改善之處向董事會提出建議；及
- (g) 審閱2024年ESG報告。

進一步詳情請參閱本公司2025年ESG報告。

反賄賂與貪污

本集團認為廉潔從業至關重要，致力於最高標準的商業道德行為，對賄賂和貪污行為零容忍。本集團已制定《反賄賂與貪污政策》，當中載有針對所有賄賂及貪污行為的「管理層基調」，並完全遵守所有適用法律和法規。所有員工於進行業務時必須熟悉《反賄賂與貪污政策》以及相關法律及法規。《反賄賂與貪污政策》的概要可於本公司網站查閱。進一步詳情請參閱本公司2025年ESG報告。

反洗錢與反恐融資

本集團承諾積極防止洗錢及恐怖分子資金籌集，並在進行業務過程中遵守相關司法管轄區適用的反洗錢和反恐融資法律法規，如《打擊洗錢及恐怖分子資金籌集條例》，並持續履行反洗錢義務。進一步詳情請參閱本公司2025年ESG報告。

舉報

本集團秉持公開、廉潔及問責的原則，並設有舉報機制及投訴處理程序，鼓勵員工及與本集團有往來的人士（如客戶、供應商、債權人及債務人）在保密及匿名的情況下向本公司舉報在本集團內任何涉嫌不當行為、違法或違規行為。《舉報政策》可於本公司網站查閱。進一步詳情請參閱本公司2025年ESG報告。

處理及發佈內幕消息

根據《上市規則》、《證券及期貨條例》及其他相關監管處理及發佈內幕消息的要求，本集團已採取適當的控制及措施，包括但不限於在本集團內部實施保密內幕消息的政策及程序、按業務性質分隔部門、實施中國牆控制信息流動、向董事和有關僱員發出禁售期和證券交易限制的通知以及只向對需要知情的人士發放消息等。本公司已制定《內幕消息披露政策》，其中載列以適時、準確及完整的方式披露所有重大資料（包括內幕消息及為防范本公司證券出現虛假市場而須披露的任何其他資料）的程序。在任何情況下，本公司均會採取十分審慎的態度，確保不會在違反監管要求下向外部人士披露內幕消息。

董事進行證券交易

本公司已採納《標準守則》作為董事及僱員進行證券交易的操守守則。經本公司作出特定查詢，全體董事確認彼等於2025年整個年度一直遵守載於《標準守則》內的規定標準。

董事就財務報表所承擔的責任

董事確認，彼等須負責監督就每個財政期間編製的財務報表貫徹應用適當的會計政策，及遵守由香港會計師公會頒佈的會計準則，並以真實及公正的方式反映本公司的財務狀況、年內業績與現金流量。

公司秘書

公司秘書馮正堯女士由董事會委任。彼為本公司的僱員，負責安排董事會的程序，促進董事會成員、股東及管理層之間的溝通。馮女士已確認彼於2025年已遵守《上市規則》第3.29條項下接受至少十五小時相關的專業培訓的規定。

股息政策

本公司致力通過穩定的股息收入回饋股東，同時維持應付未來發展的足夠儲備。本公司旨在每半年向股東分派佔股東應佔溢利一定百分比的固定股息，亦會在有特別收入時派發特別股息。董事會已採納《股息政策》，目標派息比率不低於股東應佔溢利的30%，惟須視乎經濟狀況及本公司狀況而定。董事會作出的所有股息決策均符合《股息政策》。《股息政策》摘要以及派息統計數據可於本公司網站上查閱。

組織章程文件

於2025年5月22日，本公司修訂其《組織章程細則》，以符合最新監管規定並實現治理要求的現代化。主要變動包括實施庫存股份機制以持有購回股份、採納無紙化公司通訊、允許舉行混合／虛擬股東大會以實現靈活參會，以及允許以電子方式派發股息以加快向股東支付款項。

與股東的溝通

有效溝通

董事會明白與股東及其他持份者進行有效溝通的重要性，並通過各種方式與彼等持續溝通，以確保為股東及其他持份者提供有關本公司平衡、清晰、透明及即時的資訊，以促進彼等對本集團的表現、策略規劃、ESG相關倡議及發展前景的了解等。《股東通訊政策》載有不同的溝通渠道讓股東及其他持份者就會影響本集團的各項事宜發表意見，根據2025年採取的步驟，董事會認為股東溝通機制有效，其摘要披露如下。《股東通訊政策》可於本公司網站上查閱。

- 網站(www.gtjai.com)。公司通訊，例如年報及中期報告、ESG報告、公告、通函及股東大會通告以及其他資料(例如新聞稿、業務發展及營運方面)可於本公司網站上查閱。年內於所有登載於聯交所網站的發佈已同步登載於本公司網站。
- 股東大會。股東大會一直是董事會與股東進行面對面溝通的最傳統平台，本公司會於股東大會就各項動議提呈獨立決議案。股東週年大會於2025年5月22日舉行。年內，全體董事(包括全體獨立非執行董事)均已出席股東週年大會，以回應股東的提問。
- 投資者關係。於2025年，本公司在公佈業績後召開兩場線上直播業績發佈會，吸引各類投資者報名參與，包括個人投資者、機構代表及分析師，董事會主席及本集團財務總監出席會議，介紹業績概況並就投資者關切的問題作出回應。最近兩年的業績發佈會視頻可於本公司網站上查閱。此外，投資者關係團隊在公司秘書的監督下，負責接收及回應投資者及傳媒的查詢，並安排與其會面。投資者關係團隊可通過ir@gtjas.com.hk聯絡。持份者亦可隨時通過公司秘書以書面形式向董事會提出查詢(聯絡資料如下所示)。
- 社交媒體平台。市場推廣及業務活動的相關資料定期於微信、領英、Facebook及YouTube等社交平台發佈，同時本公司可通過該等平台以徵求及獲取股東及其他持份者的反饋意見。

有關年內本公司持份者參與之活動的更多資料載於本公司2025年ESG報告。

股東之權利

在適用法例及規例(包括但不限於經不時修訂之《公司條例》、《上市規則》及《組織章程細則》)規限下，股東可根據以下程序召開股東大會，並於股東週年大會上提呈建議及向董事會作出直接查詢：

股東召開股東特別大會

在提呈要求當日持有本公司已繳足股本不少於二十分之一的股東可要求董事根據《公司條例》第566條至568條召開股東特別大會。

根據《公司條例》第566條，倘本公司收到佔全體有權於股東大會上投票股東之全部投票權至少5%的股東要求召開股東大會的要求，則董事須召開股東大會。該要求必須述明將於會上處理的事務的一般性質，並可包含於會上適當地動議及擬動議的決議案內容。相關要求可以印本形式(通過遞交至本公司註冊辦事處，地址為香港皇后大道中181號新紀元廣場低座27樓)或電子形式(通過傳真：2509-0030)發送至本公司之董事會或公司秘書收，並須經提出的人士予以核證。根據《公司條例》第567條，董事須在根據《公司條例》第566條獲悉要求當日後21日內召開有關會議，及有關會議須於召開會議通告日期後28日內舉行。

於股東週年大會上提呈建議

為於股東週年大會上提呈決議案，股東須依照《公司條例》第615條及616條之要求及程序。

《公司條例》第615條規定，倘本公司收到以下股東(a)佔全體有權在該要求所關乎的股東週年大會上，就該決議表決的股東的總表決權最少2.5%的股東；或(b)最少50名有權在該要求所關乎的股東週年大會上就該決議表決的股東，發出某決議的通知之要求的，則須發出通知。

有關要求(a)可以印本形式(通過遞交至本公司註冊辦事處，地址為香港皇后大道中181號新紀元廣場低座27樓)或電子形式(通過傳真：2509-0030)發送至本公司之董事會或公司秘書收；(b)須指出有待發出通告所涉及的決議案；(c)須經所有提出該要求的人核證；及(d)須在不遲於(i)該要求所關乎的股東週年大會舉行前的6個星期；或(ii)(如較晚)發出該大會通告的時間前送抵本公司。《公司條例》第616條規定，根據《公司條例》第615條本公司須就某決議案發出通告，則須(a)按大會通告的同樣方式；及(b)在發出大會通告的同時或在發出大會通告後，在合理的切實可行情況下，盡快自費將該決議案通告的文本，送交每名有權收到股東週年大會通告的股東。

有關股東提名董事人選的程序載於本公司網站www.gtjai.com。

向董事會提出查詢的程序

向董事會提出查詢

董事會感謝股東及其他持份者一直以來的支持，並歡迎對本公司管理和管治方面提出意見和任何疑問。股東及持份者可隨時以書面形式經公司秘書轉交彼等的查詢及關注事項予董事會，聯絡資料如下：

註冊辦事處：香港皇后大道中181號新紀元廣場低座27樓

電郵：comsec@gtjas.com.hk

電話：(852) 2509-9118

傳真：(852) 2509-0030

股份登記相關之事宜

就股份登記相關之事宜而言，例如股份過戶及登記、名稱或地址之變更、股票或股息單之遺失，股東可聯絡本公司股份登記處，聯絡資料如下：

名稱：香港中央證券登記有限公司

地址：香港灣仔皇后大道東183號合和中心17樓1712-1716號舖

網址：<https://www.computershare.com/hk/zh/contact-us>

電話：(852) 2862-8555

傳真：(852) 2865-0990

董事及 高級管理人員 履歷

執行董事

閻峰博士，*太平紳士*，63歲，自2012年8月起出任主席及自2010年3月起出任執行董事。閻博士現為董事會風險委員會及提名委員會成員，同時擔任本公司多家附屬公司的董事，包括國泰君安越南。此外，彼亦為本公司之控股股東國泰海通金融控股的董事及總經理及其附屬公司的董事。閻博士曾於2010年3月至2012年8月期間及於2010年3月至2021年12月期間分別出任本公司副主席及行政總裁。閻博士於1993年加入本集團，在證券業擁有逾三十年經驗。閻博士為高級經濟師，持有中國社會科學院研究生院經濟學博士學位及清華大學環境工程學學士學位。

閻博士現為中國人民政治協商會議第十四屆全國委員會委員，並擔任香港中國企業協會董事兼副會長、香港中資證券業協會有限公司永遠名譽會長、香港中華總商會董事兼常務會董及香港清華同學會永遠會長。

祁海英女士，44歲，自2015年3月起出任執行董事及自2021年12月起出任行政總裁，全面負責本集團經營管理工作。祁女士同時為多家附屬公司的董事。祁女士曾於2015年3月至2021年12月期間出任本公司副行政總裁。2004至2012年期間，祁女士曾於中國證券監督管理委員會深圳監管局任職，負責證券公司及上市公司監管工作。祁女士於2012年加入本公司之母公司國泰海通，先後擔任合規部和戰略管理部副總經理。祁女士持有倫敦政治經濟學院金融經濟學碩士學位及中國對外經貿大學國際經濟與貿易學士學位。

祁女士現為香港中資基金業協會董事兼副會長、香港中國金融協會副主席、香港金融發展局內地機遇小組成員及陝西省海外聯誼會副會長。祁女士曾擔任中國證券業協會第七屆國際合作委員會副主任委員，第十三屆中華全國青年聯合會委員和第三屆全國金融青年聯合會委員。

非執行董事

虞旭平女士，45歲，自2022年2月16日起出任非執行董事。虞女士現亦為董事會提名委員會成員。虞女士於2007年加入本公司之母公司國泰海通，並曾於稽核審計總部、零售客戶部、經委會綜合管理組及資金管理部等部門擔任若干職務。虞女士現任國泰海通風險管理部總經理。此前，虞女士曾於上海名品商廈有限公司工作。虞女士在證券行業擁有超過18年經驗。虞女士於上海財經大學取得管理學碩士學位，為中國註冊會計師協會會員及持有國際註冊內部審計師證書。

董博陽先生，53歲，自2024年7月5日起出任非執行董事。董先生現亦為本公司董事會審核委員會及薪酬委員會成員。董先生現任本公司之母公司國泰海通戰略發展部總經理及數字化轉型辦公室主任、兼任整合工作辦公室副主任以及本公司之控股股東國泰海通金融控股董事職務。董先生於1995年加入國泰海通集團，並曾於稽核審計部、風險管理部及計劃財務部等部門擔任若干重要職務，並曾於國泰海通金融控股擔任首席風險官職務。董先生在證券行業擁有超過30年經驗。董先生於天津財經大學(前稱「天津財經學院」)取得會計學學士學位，並獲會計師資格及持有國際註冊內部審計師證書。

鄒華先生，52歲，自2025年5月22日起出任非執行董事。鄒先生現亦為董事會風險委員會成員。鄒先生現任本公司之母公司國泰海通法律合規部總經理。鄒先生亦為本公司若干同系附屬公司之非執行董事。鄒先生於2019年加入國泰海通集團，並曾擔任投行事業部執行委員會委員，以及投行質量控制部門、合規管理部門行政負責人等若干重要職務。此前，鄒先生曾先後於上海梅林正廣和(集團)有限公司及其附屬公司、中國證券監督管理委員會上海監管局和上海國際集團有限公司任職。鄒先生在證券行業擁有超過26年經驗。鄒先生先後於中國人民大學、上海財經大學取得經濟學學士學位和管理學碩士學位。

獨立非執行董事

傅廷美博士，59歲，自2010年6月起出任獨立非執行董事。傅博士現為董事會薪酬委員會和ESG委員會主席及審核委員會、風險委員會和提名委員會成員。傅博士在投資、財務、法律和業務管理方面擁有廣泛的經驗。於1992年至2003年期間，他在香港若干投資銀行擔任重要職位，包括曾出任百富勤融資有限公司董事、法國巴黎百富勤融資有限公司副董事總經理及其後晉升為董事總經理。傅博士現時從事私人投資業務。他現時亦擔任華潤醫藥集團有限公司(股份代號：3320.HK)、華潤醫療控股有限公司(股份代號：1515.HK)、中糧家佳康食品有限公司(前稱為中糧肉食控股有限公司)(股份代號：1610.HK)及浙商銀行股份有限公司(股份代號：2016.HK；601916.SH)的獨立非執行董事。彼曾於中糧包裝控股有限公司(股份代號：906.HK)及北京控股有限公司(股份代號：392.HK)擔任獨立非執行董事。傅博士亦曾於2016年至2023年3月10日期間擔任中國郵政儲蓄銀行股份有限公司(股份代號：1658.HK)的獨立非執行董事。傅博士畢業於倫敦大學，並分別於1993年和1989年獲法律專業哲學博士和碩士學位。

陳家強教授，*金紫荊星章*，*銀紫荊星章*，*太平紳士*，69歲，自2018年8月起出任獨立非執行董事。陳教授亦為董事會風險委員會及提名委員會主席，審核委員會及薪酬委員會成員。陳教授同時為本公司一家附屬公司的獨立非執行董事。彼亦現任香港科技大學商學院兼任教授及院長資深顧問。於2007年至2017年，他曾擔任香港政府財經事務及庫務局局長。在此之前，他曾任香港科技大學商學院院長。彼於1993年加入香港科技大學之前，曾在美國俄亥俄州立大學任教九年。陳教授曾出任香港鐵路有限公司(股份代號：66.HK)及香港按揭證券有限公司非執行董事。彼曾於2022年1月至2023年11月28日期間擔任中國技術集團有限公司(前稱「洲際航天科技集團有限公司」及「香港航天科技集團有限公司」)(股份代號：1725.HK)獨立非執行董事。彼現為朗廷酒店投資與朗廷酒店投資有限公司(股份代號：1270.HK)、中國海外發展有限公司(股份代號：688.HK)、周大福創建有限公司(前稱「新創建集團有限公司」)(股份代號：659.HK)及冠君產業信託(股份代號：2778.HK)獨立非執行董事。彼亦現為匯立銀行有限公司(前稱「WeLab Digital Limited」)主席、WeLab Holdings Limited資深顧問、香港第三代互聯網協會有限公司董事、一國兩制研究中心理事會及中心成員、香港上市公司商會主席及恒生指數顧問委員會委員。陳教授於維思大學取得經濟學學士學位，及其後於芝加哥大學取得工商管理碩士及財務學博士學位。陳教授專長研究資產定價、交易策略評估及市場效率，並曾發表不少有關文章。

廖仲敏先生，66歲，自2023年10月起出任獨立非執行董事。廖先生現為董事會審核委員會主席及提名委員會成員。廖先生同時為本公司一家附屬公司的獨立非執行董事。廖先生在中國內地、香港及澳洲提供審計及商業諮詢服務方面擁有逾30年的專業經驗。廖先生於80年代在香港及墨爾本羅兵咸永道會計師事務所開始其職業生涯。於1995年，廖先生加入普華永道中天會計師事務所並自1997年起擔任合夥人直至2020年退休。在普華永道中天會計師事務所任職期間，廖先生為中國區審計部領導團隊的核心成員，亦長期擔任審計部人力資源合夥人，任職超過10年。在此期間，彼亦任大中華區汽車業務主管合夥人及日本業務主管合夥人。廖先生現任佛燃能源集團股份有限公司(股份代號：002911.SZ，一間於深圳證券交易所上市的公司)、Valuetronics Holdings Limited(股份代號：BN2.SI，一間於新加坡證券交易所上市的公司)的獨立非執行董事及PGG Wrightson Limited(股票代號：PGW.NZ，一間於紐西蘭證券交易所上市的公司)的獨立董事。廖先生亦曾於2025年3月14日至2025年10月2日期間擔任撥康視雲製藥有限公司(股份代號：2592.HK)的獨立非執行董事。

廖先生於1983年獲得西澳大學商業學士學位。彼為澳洲及新西蘭特許會計師公會(前稱澳洲特許會計師公會)的會員，澳洲註冊會計師公會資深會員及香港會計師公會資深會員。2005年至2006年期間，彼曾任澳洲註冊會計師公會華北區委員會主席，目前為該委員會的理事會成員。

高級管理人員

賴昌華先生，59歲，自2017年12月起出任首席風險官並負責本集團整體風險管理。賴先生於2015年10月加入本集團。此前，賴先生曾任職於多間國際投資銀行的風險管理部門並擔任管理職務，在金融市場和風險管理領域擁有超過27年的工作經驗。賴先生持有南開大學經濟學碩士學位、西悉尼大學工商管理碩士學位及四川大學工學學士學位。賴先生同時持有金融風險管理師(Financial Risk Manager)和專業風險管理師(Professional Risk Manager)資格。

張學明先生，54歲，自2024年11月5日起出任財務總監。張先生於1999年加入本公司之母公司國泰海通，曾擔任計劃財務部綜合計劃總監，及於本公司之同系附屬公司國泰君安期貨有限公司擔任財務總監、計劃財務部總經理、財務副總監、資金管理部總經理等若干重要職務。張先生在會計及財務方面擁有逾30年經驗。張先生於中國人民大學取得經濟學學士學位，主修國際會計專業，且獲中國財政部頒發會計師資格。

董事會 報告

董事會欣然向股東呈報本集團截至2025年12月31日止年度的年報以及經審核綜合財務報表。

主要業務活動及業務回顧

本公司為投資控股公司，其附屬公司主要從事財富管理、機構投資者服務、企業融資服務、投資管理及其他業務。本年度本集團主要業務性質並沒有重大改變。

《公司條例》附表5規定所需提供的進一步業務回顧討論和分析（包括本集團面對的主要風險和不明朗因素、在本財政年度結束後發生對本集團有重大影響的事件以及本集團業務的預計未來發展）載列於本報告「主席報告」、「管理層討論與分析」及「財務報表附註」各節及本公司2025年ESG報告「ESG風險管理及內部控制」分節。

業績及股息

本集團截至2025年12月31日止年度的業績載於本報告第119頁的綜合損益及其他全面收益表。

董事會建議截至2025年12月31日止年度末期股息每股0.020港元，並將於2026年6月16日（星期二）或前後向股東派付，惟須經股東於應屆股東週年大會上批准。連同於2025年9月30日已派付的中期股息每股0.050港元，截至2025年12月31日止年度的全年股息總額合共每股0.070港元（2024年：中期股息每股0.012港元及末期股息每股0.020港元，全年股息總額合共每股0.032港元）。股息金額的詳情載於本報告財務報表附註10。

分部資料

有關本集團收益及分部業績的詳細分部資料載於本報告財務報表附註4。

財務資料概要

本集團於過去五個財政年度的經刊發之業績、資產、負債及非控股權益概要（摘錄自經審核財務報表（倘適用））載於本報告第259頁。該概要並非經審核財務報表的一部分。

可分發儲備

於2025年12月31日，本公司可供分派儲備根據《公司條例》第291、297及299節條文計量達4,534,137,000港元。年內本集團的儲備變動詳情載於第123頁的綜合權益變動表。

捐贈

於年內，本集團慈善捐贈金額為8,035,000港元。

附屬公司詳情

本公司於2025年12月31日之附屬公司詳情載於本報告財務報表附註1。

股份／債權證發行

截至2025年12月31日止年度，本公司分別購回合共20,055,000股股份及就購股權計劃項下而行使的購股權發行合共13,450,000股股份。於2025年12月31日，本公司已發行9,529,944,707股股份，且本公司並無持有任何庫存股份。詳情請分別參閱下文「購回、出售或贖回本公司上市證券」及「購股權計劃」段落。

於年內，本公司之股本變動之詳情載於本報告財務報表附註30。

於2025年7月15日，本公司根據其中期票據計劃發行200,000,000美元票據，票面利率為4.25%，到期日為2028年7月15日。於2025年7月30日，本公司根據其中期票據計劃發行300,000,000美元浮息數碼原生債券，到期日為2028年7月30日。詳情請參閱日期分別為2025年7月15日及2025年7月30日的本公司公告。

於2026年3月6日，本公司根據其中期票據計劃發行400,000,000美元浮息票據，到期日為2029年9月6日。詳情請參閱本公司日期為2026年3月6日之公告。

於年內，本公司已發行債權證之詳情載於本報告財務報表附註27及「管理層討論與分析」一節內之「流動資金及財務資源」一段。

購回、出售或贖回本公司上市證券

截至2025年12月31日止年度，本公司根據股東於股東大會上就購回股份所授予之一般授權，於聯交所購回合共20,055,000股股份，總代價為21,988,689港元（包括所有開支）。年內，合共23,009,000股已購回股份（包括截至2024年12月31日已購回但尚未註銷的2,954,000股）已悉數註銷。截至2025年12月31日，本公司並無股份被購回並作為庫存股份持有。

董事會報告

年內購回股份之詳情如下：

月份	購回股份數目	每股支付價格		總代價
		最高 港元	最低 港元	(包含交易費) 港元
2025年1月	500,000	1.06	1.04	543,823
2025年3月	1,000,000	1.11	1.05	1,079,749
2025年4月	4,500,000	1.08	0.86	4,403,012
2025年5月	8,640,000	1.16	1.02	9,519,281
2025年6月	5,415,000	1.22	1.11	6,442,824

董事會認為股價不足以反映公司的內在價值。董事會相信，股份回購反映本公司對其業務的長遠前景充滿信心，最終使本公司得益，同時為股東創造價值。

除上文所披露者外，本公司或其任何附屬公司於截至2025年12月31日止年度概無購回、出售或贖回本公司任何上市證券(包括出售庫存股份，(如有))。

主要客戶及供應商

於年內，本集團五大客戶應佔銷售總額及本集團五大供應商應佔採購總額均少於本集團銷售及採購總額的30%。

董事

韓志達先生因集團工作安排，於2025年4月7日辭任非執行董事職務。鄒華先生於2025年5月22日舉行的股東週年大會上獲委任為非執行董事。2025年年內之董事名單載列於本報告「公司資料」一節。

根據《組織章程細則》，閻峰博士、虞旭平女士及廖仲敏先生將於應屆股東週年大會輪席退任，彼等均符合資格且願意膺選連任。

董事及高級管理人員的履歷資料

董事及本公司高級管理人員的履歷詳情載於本報告「董事及高級管理人員履歷」一節。

董事、最高行政人員及五名最高薪酬僱員的薪酬

董事、最高行政人員及本集團五名最高薪酬僱員的薪酬詳情分別載於本報告財務報表附註34及37。

附屬公司董事

截至2025年12月31日止年度及直至本報告日期(除另有註明外)擔任本公司附屬公司董事會之董事姓名載列如下：

(按字母順序排列)

敖奇順*	李溪宁*	丁連星
陳家強	LI Xuan	汪俊紅
戴玉紅	廖仲敏	魏 熙*
何碧瑤**	LUA Wei Chung, Alvin	王家駒
黃 博	NGUYỄN Thanh Kỳ	王德成
賴昌華	王偉忻*	薛 焱
林建國	歐陽姝	楊子峰
林永添*	祁海英	閻 峰
劉澤光	TAN Kian Yew Kenneth*	余家輝
雷 強	TAN Su Hoon Matilda Irene	張學明
梁婉君	鄧兆基	趙 彤**
李光杰*	TAY Shu Wei Yvonne*	

* 於2025年12月31日不再為本公司附屬公司董事。

** 於本報告日期不再為本公司附屬公司董事。

董事資料變更

廖仲敏先生自2025年10月2日起不再擔任撥康視雲製藥有限公司(股份代號：2592.HK)獨立非執行董事職務。

除上文披露者外，自上一次刊發報告後，概無其他資料根據《上市規則》第13.51B(1)條須予以披露。

董事服務合約

董事概無與本公司訂立在未支付賠償(法定賠償除外)的情況下本公司不可於一年內終止之服務合約。

董事於交易、安排及合約之重大權益

概無董事或其關連實體於本集團訂立對本集團業務而言屬重大之任何交易、安排或合約(在年內或年末仍然有效)中，直接或間接擁有重大權益。

董事於競爭業務中之權益

年內，概無董事於《上市規則》規定須予以披露與本集團業務構成競爭或可能構成競爭之業務中擁有任何直接或間接的權益。

不競爭承諾

本公司於聯交所上市前，國泰海通（前稱為國泰君安證券股份有限公司）連同其兩家全資附屬公司於2010年6月19日與本公司簽訂了一份不競爭承諾契約，據此，國泰海通及其兩家附屬公司承諾，不與本集團在香港地區及／或任何其他司法管轄區（中國內地除外）就經紀業務構成競爭；且不與本集團在香港地區就其他受規管業務構成競爭。

茲提述本公司日期為2024年10月9日及2024年11月21日的公告，內容有關國泰海通（前稱為國泰君安證券股份有限公司）擬以吸收海通方式進行擬議合併。披露內容提及，海通集團與本集團存在重疊業務，導致於擬議合併完成後存續公司與本集團可能出現競爭問題。如公告所披露，於2024年11月21日，國泰海通向本公司提供了不競爭承諾函，承諾其將自擬議合併交割起五年內，通過符合適用法律法規及監管部門允許的方式（包括但不限於資產重組及業務合併），解決存續公司的相關附屬公司與本集團之間的任何競爭問題。國泰海通進一步承諾，在合併交割後，存續公司不得以對本集團相較於當前條件較為不利的方式經營重疊業務。進一步詳情請參閱本公司日期為2024年11月21日的公告。上述合併已於2025年3月14日完成交割。

本集團已收到國泰海通出具的年度聲明，確認其於2025年3月14日至2025年12月31日期間遵守不競爭承諾。獨立非執行董事亦已審閱國泰海通於相關期間對不競爭承諾的遵守情況。根據國泰海通所提供的資料，獨立非執行董事並無發現國泰海通有任何違反不競爭承諾的情況。

本公司將繼續恪守不競爭承諾，並於約定之五年期內在年度報告／中期報告中披露相關資料，直至相關競爭事宜得到解決或該等承諾終止為止。

管理合約

年內，本公司並無訂立或存在任何與本公司或其附屬公司全部或重大部分業務的管理或行政有關的合約。

董事及最高行政人員於本公司或任何相聯法團的股份及相關股份的權益

於2025年12月31日，董事及本公司最高行政人員於本公司或其任何相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份及債權證中，擁有根據《證券及期貨條例》第XV部第7及8分部已知會本公司及聯交所，或根據《證券及期貨條例》第352條規定已登記於該條例所述之登記冊，或根據《標準守則》規定已知會本公司及聯交所之權益及淡倉如下：

於本公司股份及相關股份的好倉

董事姓名	身份	股份數目	有關購股權的 相關股份數目	總數	佔已發行股份 百分比 ⁽¹⁾
閻 峰	個人權益	68,546,955	2,300,000	70,846,955	0.74%
祁海英	個人權益	6,012,000	2,300,000	8,312,000	0.09%
傅廷美	個人權益	1,512,096	–	1,512,096	0.02%

附註：

(1) 該百分比乃按於2025年12月31日已發行股份9,529,944,707股計算。

除上文披露者外，於2025年12月31日，董事或本公司最高行政人員概無於本公司或其任何相聯法團的股份、相關股份或債權證中擁有根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所，或根據《證券及期貨條例》第352條規定須登記於該條例所述之登記冊，或根據《標準守則》規定須知會本公司及聯交所的權益或淡倉。

以股份為基礎的薪酬計劃

本公司已採納一項以股份為權益結算基礎的薪酬計劃，有關詳情載列如下。

購股權計劃

本公司於2010年6月19日採納購股權計劃。購股權計劃於採納日期起計10年期間有效，並於2020年6月19日到期。到期後，不得再授予任何購股權，惟所有已授予且尚未被行使的購股權，仍可在相應授出日期後10年期內行使，而購股權計劃之有關規定仍具有全部效力。

該購股權計劃旨在為本集團利益而工作之人士提供購入本公司股權之機會，從而將彼等之利益與本集團之利益互相掛鉤，以激勵彼等為本集團之利益而工作的動力。

購股權計劃之參與人為經董事會全權認為對本公司或本集團作出貢獻之本集團董事（不論執行或非執行，獨立或非獨立）及僱員。

根據購股權計劃及任何其他購股權計劃已授予及擬授予之購股權（包括已行使、已註銷及尚未行使之購股權）因行使而發行及將予發行之最高股份數目：(A) 授予任何參與人，（獲授購股權當日止的12個月內）不得超過已發行股份總數之1%；及(B) 授予主要股東或獨立非執行董事或任何彼等各自聯繫人之參與人（獲授購股權當日止的12個月內）：(i) 合共不得超過已發行股份總數之0.1%；及(ii) 總值不得超過5,000,000港元（按各授出日期於聯交所每日報價表所報股份收市價計算）。任何超出上述限額之進一步授出購股權須於股東大會上獲得股東批准。

董事會報告

根據購股權計劃所授出的購股權的行使期乃由董事會全權酌情釐定，惟不遲於授出購股權日期後滿10週年之屆滿日。

除非董事會另有釐定及於要約時另有訂明，否則並無規定購股權於行使前必須持有的任何最低期限，亦無規定購股權獲行使前須達致任何績效目標。獲授出的購股權之歸屬期載於下表有關購股權變動的附註(1)。

接納授出購股權的1港元代價須在要約日期起計28日內或由董事會可能釐定的其他期間內支付給本公司。

購股權的行使價由董事會全權酌情釐定，惟不可低於以下較高者：(i)於要約日期聯交所發佈的每日報價單上所示的股份收市價；及(ii)於緊接要約日期前聯交所進行股份交易的五個連續交易日聯交所發佈的每日報價單上所示的股份平均收市價。

就已授出及擬授出的購股權獲全數行使時可予發行之股份總數合共不得超過於採納購股權計劃當日已發行股份的10%（即164,000,000股股份）。於本報告日期，根據購股權計劃已授出但尚未被行使的購股權涉及的可予發行之股份總數為4,850,000股，相當於已發行股份(不包括任何庫存股份)約0.05%。

截至2025年12月31日止年度，購股權計劃項下的購股權變動如下，有關詳情載於本報告財務報表附註31：

參與人姓名	購股權數目					於2025年 12月31日	行使價		
	於2025年 1月1日	年內授出	年內行使	年內註銷	年內失效		港元	授出日期 ⁽¹⁾	行使期 ⁽¹⁾
董事									
閻峰	800,000	-	-	-	-	800,000	2.440	13/07/2017	13/07/2018-12/07/2027
	500,000	-	-	-	-	500,000	1.720	04/07/2018	04/07/2019-03/07/2028
	1,000,000	-	-	-	-	1,000,000	1.450	11/09/2019	11/09/2020-10/09/2029
祁海英	800,000	-	-	-	-	800,000	2.440	13/07/2017	13/07/2018-12/07/2027
	500,000	-	-	-	-	500,000	1.720	04/07/2018	04/07/2019-03/07/2028
	1,000,000	-	-	-	-	1,000,000	1.450	11/09/2019	11/09/2020-10/09/2029
小計	4,600,000	-	-	-	-	4,600,000			
僱員(合計)									
	3,200,000	-	(3,200,000)	-	-	-	2.440	13/07/2017	13/07/2018-12/07/2027
	3,550,000	-	(3,400,000)	-	(150,000)	-	1.720	04/07/2018	04/07/2019-03/07/2028
	7,250,000	-	(6,850,000)	-	(150,000)	250,000	1.450	11/09/2019	11/09/2020-10/09/2029
小計	14,000,000	-	(13,450,000)	-	(300,000)	250,000			
合計	18,600,000	-	(13,450,000)	-	(300,000)	4,850,000			

附註：

- (1) 就於2017年7月13日授出的購股權而言，三分之一的購股權已於2018年7月13日、2019年7月13日及2020年7月13日平均歸屬，並可於2027年7月12日前行使。

就於2018年7月4日授出的購股權而言，三分之一的購股權已於2019年7月4日、2020年7月4日及2021年7月4日平均歸屬，並可於2028年7月3日前行使。

就於2019年9月11日授出的購股權而言，三分之一的購股權已於2020年9月11日、2021年9月11日及2022年9月11日平均歸屬，並可於2029年9月10日前行使。

股權掛鈎協議

除上文所述購股權計劃外，於年內或於年末結束時，本公司概無訂立或存在任何將會或可導致本公司發行股份或要求本公司訂立將會或可導致本公司發行股份之任何協議的股權掛鈎協議。

董事購入股份或債權證的權利

除上文披露的購股權計劃外，截至2025年12月31日止年度，本公司或其任何附屬公司概無訂立任何安排，以讓董事通過購入本公司或其相聯法團的股份或債務證券(包括債權證)而獲取利益；董事、其配偶或18歲以下子女亦概無認購本公司或其相聯法團股本或債務證券的任何權利，或已行使任何此等權利。

主要股東於股份及相關股份的權益及淡倉

就本公司任何董事或最高行政人員所知，於2025年12月31日，下列人士(並非董事或本公司最高行政人員)於本公司的股份或相關股份中，擁有根據《證券及期貨條例》第XV部第2及3分部的條文已向本公司披露，或根據《證券及期貨條例》第336條記錄於本公司須存置的登記冊內的權益或淡倉如下：

(一) 主要股東於本公司股份及相關股份的權益及淡倉

於股份的好倉

名稱	身份	股份數目	佔已發行股份的百分比 ⁽⁴⁾
國泰海通金融控股	實益擁有人	7,044,877,066	73.92%
國泰海通 ⁽¹⁾	受控制法團權益	7,044,877,066	73.92%

(二) 其他人士於本公司股份及相關股份的權益及淡倉

(a) 於本公司股份及相關股份的好倉

名稱	身份	股份／相關股份數目	佔已發行股份的百分比 ⁽⁴⁾
UBS Group AG	受控制法團權益	818,030,379 ⁽²⁾	8.58%

(b) 於本公司股份及相關股份的淡倉

名稱	身份	股份／相關股份數目	佔已發行股份的百分比 ⁽⁴⁾
UBS Group AG	受控制法團權益	863,400,036 ⁽³⁾	9.06%

附註：

- (1) 國泰海通金融控股為國泰海通的全資附屬公司。因此，國泰海通被視為於該等7,044,877,066股股份中擁有權益。
- (2) 該等好倉包括於307,484,075股本公司相關股份的衍生權益(來自上市及可轉換文書之衍生工具)；及於94,399,380股本公司相關股份的衍生權益(來自非上市及以現金交收之衍生工具)。
- (3) 該等淡倉包括於216,982,687股本公司相關股份的衍生權益(來自上市及可轉換文書之衍生工具)；及於33,936,854股本公司相關股份的衍生權益(來自非上市及以現金交收之衍生工具)。
- (4) 該百分比乃根據於2025年12月31日已發行股份數目9,529,944,707股計算。

除上文所披露者外，於2025年12月31日，概無其他人士(本公司董事及最高行政人員除外)於本公司股份或相關股份中擁有已在本公司按《證券及期貨條例》第336條規定備存之登記冊中記錄，或已知會本公司及聯交所之任何權益或淡倉。

持續關連交易

於2023年11月3日，本公司與國泰海通訂立總協議，據此，雙方均有條件地同意彼等各自將會並將促使彼等各自集團成員公司向另一方提供1)經紀服務、2)投資管理、顧問及業務協同合作服務、3)企業融資服務及4)諮詢及運營支持服務，與另一方進行5)投資及財務交易，自2024年1月1日起至2026年12月31日止，為期三年。由於國泰海通為本公司的最終控股股東，故為本公司的關連人士，因此總協議項下擬進行之交易構成本公司的持續關連交易及預期將為經常性質，並將在一般和日常業務過程中定期並持續進行。由於根據《上市規則》部分適用百分比率超過5%，故總協議項下擬進行之交易須遵守申報、公告、年度審閱及獨立股東批准規定。總協議及其項下擬進行之交易於2023年12月20日獲獨立股東批准。有關進一步詳情，請參閱日期為2023年11月30日的通函。

本集團與國泰海通集團於總協議期限內，將不時就提供任何服務及交易訂立個別營運協議，惟有關營運協議須受總協議的條款所規限，其各自的期限亦不得超過總協議的期限。

總協議項下擬進行的持續關連交易截至2024年、2025年及2026年12月31日止三個年度的年度上限列示如下：

	截至2024年 12月31日止年度 百萬港元	截至2025年 12月31日止年度 百萬港元	截至2026年 12月31日止年度 百萬港元
第一類交易			
(a) 本集團(擬)就向國泰海通集團提供服務所獲得的收入	201.0	236.0	276.0
(b) 本集團(擬)就從國泰海通集團獲得服務所支付的費用	244.0	283.0	327.0
	十億港元	十億港元	十億港元
第二類交易			
本集團與國泰海通集團雙方直接交易	263.4	315.6	378.0

本集團於日常業務過程中所進行的關聯方交易之詳情載於本報告財務報表附註38，若干該等交易構成《上市規則》下的非豁免持續關連交易，本公司已遵守《上市規則》第14A章的適用披露規定如上。

董事會報告

獨立非執行董事已審閱上述持續關連交易，並確認該等交易乃(i)於本集團日常及一般業務過程中訂立；(ii)按一般商業條款或更佳條款進行；及(iii)根據有關交易的相關協議進行，條款公平合理且符合股東整體利益。

根據本公司《關連交易管理辦法》所載的內部監控措施，負責的業務單位必須確保持續關連交易價格符合定價政策，即與市場上獨立第三方進行的可比較交易（有可供參考的交易）之價格相同或屬其價格範圍內。相關業務單位亦須就每項持續關連交易向相關部門進行諮詢並取得事先批准（惟應用標準經紀費率的經紀交易除外）。本公司法律與合規、風險管理、財務部門及董事會辦公室根據彼等各自專業範疇及職責審視各項持續關連交易，當中參考適用規則和要求。本集團會定期監察本集團與國泰海通集團之間的交易，檢視有關交易是否屬於總協議的範圍，相關年度上限是否接近獲悉數使用，並在需要時向負責業務單位發出提示。本集團亦會根據內部審計計劃抽樣檢查以確保內部監控程序的合適性及有效性。

董事已委任本公司核數師按照香港會計師公會頒佈的香港鑒證業務準則第3000號（經修訂）的「非審核或審閱過往財務資料之鑒證工作」，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就上述持續關連交易作出報告。

核數師已按照上述規定向董事報告，該等持續關連交易(i)已經董事會批准；(ii)乃按照本公司的定價政策進行；(iii)乃按照規管該等交易的相關協議進行；及(iv)未超出相關年度上限。

根據上市規則第13.21條的披露事項

於2024年9月4日，本公司（作為借款人）與香港若干銀行（作為貸款方）就合計金額上限為1,600,000,000港元之承諾循環貸款訂立數份承諾貸款協議，最後還款日期為相關貸款協議簽訂之日起計12個月當日。

於2024年11月25日，本公司（作為借款人）與香港若干銀行（作為貸款方）就合計金額上限為2,150,000,000港元之承諾循環貸款訂立數份承諾貸款協議，最後還款日期為相關貸款協議簽訂之日起計12個月當日。

於2025年9月4日，本公司（作為借款人）與香港若干銀行（作為貸款方）就合計金額上限為1,300,000,000港元之承諾循環貸款訂立數份承諾貸款協議，最後還款日期為相關貸款協議簽訂之日起計12個月當日。

於2025年11月25日，本公司（作為借款人）與香港若干銀行（作為貸款方）就合計金額上限為1,950,000,000港元之承諾循環貸款訂立數份承諾貸款協議，最後還款日期為相關貸款協議簽訂之日起計12個月當日。

根據上述貸款協議，若國泰海通並不或不再直接或間接為本公司股份的單一最大法定實益持有人或並不或不再控制本公司，其將構成違約事件。倘出現違約事件，貸款方或可向借款人發出通知，(i)取消全部或部分承諾；及／或(ii)宣佈全部或部分貸款連同應計利息及根據貸款協議應計或尚未償還的所有其他金額即時到期及須予償還；及／或(iii)宣佈全部或部分貸款須按要求償還。

於2024年9月4日訂立的貸款協議已於2025年9月4日屆滿，而於2024年11月25日訂立的貸款協議已於2025年11月25日屆滿。

獲準許的彌償

在《公司條例》的規限下及根據《組織章程細則》，每名董事均有權就其執行或履行其職務及／或在行使其權力及／或在關乎其職務、權力或職位的其他方面可能遭受或招致的所有損失及法律責任，獲得從本公司資產中支付的彌償。此外，本公司已就針對董事及行政人員有關的法律訴訟投購適當的董事及行政人員責任保險。

公眾持股量的充足性

根據本公司可公開獲得的資料及據董事所知，截至2025年12月31日止年度及直至本報告日期，至少有25%之已發行股份總數由公眾持有。

企業管治

本公司的企業管治原則及常規載於本報告「企業管治報告」內。

遵守法律及法規

對本集團業務有重大影響的主要法律及法規包括《公司條例》、《證券及期貨條例》、《打擊洗錢及恐怖分子資金籌集條例》及《上市規則》。於2025年全年及截至本報告日期，據董事會及管理層所知，本集團並無重大違反或不遵守對業務及營運有重大影響的適用法律及法規。

環境、社會及企業責任

本公司積極管理來自ESG方面的風險，為持份者締造可持續價值。ESG實踐已融入本集團整體業務，董事會深明各個持份者組別在經濟、環境及社會各方面的不同需要。為達成ESG的相關目標，本公司識別出若干挑戰與機遇並存的ESG領域，務求以負責及可持續的方式經營。

於2025年，本公司在ESG方面的表現取得顯著進展，多項主要評級得以續維持或提升。在國際評級機構方面，MSCI ESG評級維持為A級，而標普全球(S&P Global)將其得分上調至40分，使本公司領先全球約81%同行。恒生指數將其ESG評級上調至A-（響應型）。此外，國內知名機構萬得(Wind)及商道融綠維持其ESG評級為A級。於2026年3月，本公司MSCI ESG評級獲進一步提升至最高的AAA級別。此等佳績彰顯了本公司對實踐負責任企業管治的一貫堅持，以及持續深化ESG舉措，致力為股東及投資者創造可持續價值的決心。

核數師

本集團截至2025年12月31日止年度之綜合財務報表已由畢馬威會計師事務所(執業會計師及於《會計及財務匯報局條例》下的註冊公眾利益實體核數師)審核，其將於應屆股東週年大會退任並符合資格及確認願意接受膺選連任。

承董事會命

主席

閻峰博士，太平紳士

香港，2026年3月25日

公司 資料

董事會

執行董事

閻峰博士(主席)
祁海英女士

非執行董事

虞旭平女士
董博陽先生
韓志達先生(於2025年4月7日辭任)
鄒華先生(於2025年5月22日獲委任)

獨立非執行董事

傅廷美博士
陳家強教授
廖仲敏先生

審核委員會成員

廖仲敏先生(主席)
傅廷美博士
陳家強教授
董博陽先生(於2025年8月27日獲委任)

薪酬委員會成員

傅廷美博士(主席)
陳家強教授
虞旭平女士(於2025年8月27日不再擔任)
董博陽先生(於2025年8月27日獲委任)

提名委員會成員

陳家強教授(主席)
閻峰博士
傅廷美博士
廖仲敏先生
韓志達先生(於2025年4月7日辭任)
鄒華先生(於2025年5月22日獲委任及
於2025年8月27日不再擔任)
虞旭平女士(於2025年8月27日獲委任)

風險委員會成員

陳家強教授(主席)
閻峰博士
傅廷美博士
董博陽先生(於2025年8月27日不再擔任)
鄒華先生(於2025年8月27日獲委任)

ESG委員會成員

傅廷美博士(主席)
汪俊紅先生
馮正堯女士
趙彤女士
王家駒先生
戴玉紅女士
薛焱女士

公司秘書

馮正堯女士

註冊辦事處

香港
皇后大道中181號
新紀元廣場
低座27樓

核數師

畢馬威會計師事務所
執業會計師

股份登記處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17M樓

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ir@gtjas.com.hk



FINANCIAL
STATEMENTS
財務報表

Independent Auditor's Report

獨立核數師報告

TO THE MEMBERS OF GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(incorporated in Hong Kong with limited liability)

Opinion

We have audited the consolidated financial statements of Guotai Junan International Holdings Limited (“the Company”) and its subsidiaries (“the Group”) set out on pages 119 to 258, which comprise the consolidated statement of financial position as at 31 December 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes, comprising material accounting policy information and other explanatory information.

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

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) as issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致國泰君安國際控股有限公司 全體股東

(於香港註冊成立的有限公司)

意見

我們已審計列載於第119頁至第258頁的國泰君安國際控股有限公司(以下統稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2025年12月31日的綜合財務狀況表、與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及附註(由重大會計政策資料及其他說明資料組成)。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則會計準則》真實而中肯地反映了貴集團於2025年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的適用於審計公眾利益實體財務報表的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團。我們亦已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

Key audit matters

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

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在對綜合財務報表整體進行審計並形成意見的背景處理的，我們不對該等事項提供單獨的意見。

Expected credit loss assessment for stage 3 loans and advances to customers 給予客戶的第三階段貸款及墊款的預期信用損失評估	
Refer to note 16 to the consolidated financial statements and the accounting policies on pages 131 to 165. 請參閱綜合財務報表附註16及第131頁至第165頁內會計政策。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 該事項在我們的審計中是如何應對的
<p>Loans and advances to customers constitute a significant portion of the total assets of the Group. 給予客戶的貸款及墊款佔 貴集團資產總值的很大一部分。</p> <p>Management assesses whether the credit risk of loans and advances to customers has increased significantly since their initial recognition and applies a three-stage impairment model to calculate their ECL. A financial asset is classified as stage 1 when its credit risk has not increased significantly since its initial recognition; otherwise, it is classified as stage 2 or stage 3. Stage 3 applies when a financial asset is credit-impaired. 管理層會評估給予客戶的貸款及墊款的信貸風險自初始確認以來是否已顯著增加，採用三階段減值模型計算其預期信用損失。當信貸風險自初始確認以來並無顯著增加，則金融資產歸入第一階段，否則歸入第二或第三階段。第三階段適用於信貸減值的金融資產。</p> <p>For loans and advances to customers that are categorised as stage 3, management performs individual assessment for each borrower by considering credit enhancements provided to the Group. 對於歸入第三階段的給予客戶的貸款及墊款，管理層經考慮提供予 貴集團的信貸提升對每名借款人進行個別評估。</p>	<p>Our audit procedures to assess ECL for loans and advances to customers included the following: 我們對給予客戶的貸款及墊款的預期信用損失評估所作審計程序包括下列各項：</p> <ul style="list-style-type: none"> • understanding and assessing the design, implementation and operating effectiveness of key internal controls over the credit risk management of loans and advances to customers and the ECL assessment. For the systems used for the processing of transactions in relation to loans and advances to customers, we involved our information technology specialists to assess the design, implementation and operating effectiveness of a selection of key internal controls over access to these systems and controls over data and change management; • 了解及評估給予客戶的貸款及墊款的信貸風險管理的關鍵內部控制及預期信用損失評估的設計、執行及運作成效。對於用於處理給予客戶的貸款及墊款相關的交易系統，我們委派我們的資訊科技專家評估針對該等系統使用權限及數據控制及變動管理的經挑選關鍵內部控制的設計、執行及運行成效；

Independent Auditor's Report

獨立核數師報告

Key audit matters (continued)

關鍵審計事項 (續)

<p>As at 31 December 2025, the gross carrying amount of stage 3 loans and advances to customers and its related expected credit loss ("ECL") allowance amounted to HK\$2,123 million (2024: HK\$2,104 million) and HK\$2,111 million (2024: HK\$2,103 million) respectively.</p> <p>於2025年12月31日，給予客戶的第三階段貸款及墊款的賬面總值及其相關預期信用損失撥備分別為2,123百萬港元（2024年：2,104百萬港元）及2,111百萬港元（2024年：2,103百萬港元）。</p> <p>The determination of the loss allowance on loans and advances to customers that are categorised as stage 3 involve the use of assumptions of cashflow projection which are subjective due to the level of judgement applied by Management.</p> <p>釐定分類為客戶的第三階段貸款及墊款虧損撥備，涉及使用現金流量預測假設，由於管理層運用較高程度之判斷，有關假設具有主觀性。</p> <p>Changes in the assumptions and the methodology applied for cashflow projection may have a material impact on the measurement of the provision for expected credit losses on loans and advances to customers that are categorised as stage 3.</p> <p>現金流量預測所採用的假設及方法變動，可能對分類為客戶的第三階段貸款及墊款的預期信用損失準備的計量產生重大影響。</p>	<ul style="list-style-type: none"> • understanding and assessing the appropriateness of the established policies and procedures for the ECL assessment including the staging criteria, application of assumptions and inputs into the ECL model, which are reviewed by our internal risk modelling specialists; • 了解及評估所制定的預期信用損失評估政策及程序的合適度，包括階段標準、假設運用及預期信用損失模型輸入數據，此等內容均經由我們的內部風險建模專家進行審閱；
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Independent Auditor's Report

獨立核數師報告

Key audit matters (continued)

關鍵審計事項 (續)

The most significant judgements are whether impairment events have occurred and the cashflow projection of any underlying collaterals. Management also exercises judgement in determining the quantum of loss given default based on a range of factors. These include available remedies for recovery, the financial situation of the borrower, the recoverable amount of collateral, the seniority of the claim and existence and cooperativeness of other creditors. When listed stocks are pledged as collateral, the loan balances to collateral ratio, and the stock holding concentration of the borrower, the industry sector and the operation of the issuer, the liquidity restriction on sales of the stock are also taken into account in the assessment.

最重大的判斷為減值事件是否已經發生，以及任何相關抵押品的現金流量預測。管理層亦行使判斷以根據多項因素釐定違約虧損率程度。該等因素包括可用於收回的補救措施、借款人財務狀況、抵押品可收回金額、索償優先次序及其他債權人是否存在及其合作意向。當上市股票作為抵押品予以質押，貸款結餘抵押品比率及借款人持股集中度、發行人所在行業及經營狀況、銷售該股票的流動性限制等因素亦會被納入評估。

The amount of impairment of the loans and advances to customers that are categorised as stage 3 is significant, and the measurement has a high degree of estimation uncertainty. In view of these reasons, we identified this as a key audit matter.

分類為客戶的第三階段貸款及墊款的減值金額重大，且計量具有高度的估計不確定性。鑒於該等原因，我們將其確認為關鍵審計事項。

- evaluating the reasonableness and appropriateness of the ECL model for stage 3 loans and advances to customers by assessing the existence and quality of collateral, guarantees or other forms of credit mitigation in evaluating the adequacy of ECL allowance made by the Group for loans and advances to customers classified as Stage 3 on sample basis; and
- 在評估 貴集團按抽樣方式分類為客戶的第三階段貸款及墊款所撥備預期信貸虧損撥備是否足夠時，透過評估抵押品、擔保或其他信貸緩減工具之存在及質素，評估客戶的第三階段貸款及墊款的預期信用損失模型的合理性及合適度；及
- evaluating whether the disclosures on ECLs for loans and advances to customers meet the disclosure requirements of prevailing accounting standards.
- 評估給予客戶的貸款及墊款的預期信用損失披露是否符合現行會計準則披露規定。

Independent Auditor's Report

獨立核數師報告

Key audit matters (continued)

關鍵審計事項 (續)

Valuation of Level 3 financial instruments 第三級金融工具估值	
Refer to note 39 to the consolidated financial statements and the accounting policies on pages 131 to 165. 請參閱綜合財務報表附註39及第131頁至第165頁內會計政策。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 該事項在我們的審計中是如何應對的
<p>As at 31 December 2025, the fair value of the Group's financial assets and financial liabilities at level 3 amounted to HK6,646 million (2024: HK\$7,922 million) and HK\$5,924 million (2024: HK\$6,337 million), presenting 7% (2024: 10%) and 13% (2024: 15%) of the Group's financial assets and financial liabilities measured at fair value.</p> <p>於2025年12月31日，貴集團第三級金融資產及金融負債的公平值分別為6,646百萬港元（2024年：7,922百萬港元）及5,924百萬港元（2024年：6,337百萬港元），佔貴集團按公平值計量的金融資產及金融負債的7%（2024年：10%）及13%（2024年15%）。</p> <p>The valuation of the Group's level 3 financial instruments is based on a combination of market data and valuation models which often require judgement.</p> <p>貴集團第三級金融工具估值乃基於對市場數據及估值模型的綜合考慮而定，其通常需要作出判斷。</p> <p>Some of the inputs used in the valuation models are obtained from readily available data in liquid markets. Where such observable data is not readily available, as in the case of level 3 financial instruments, estimates need to be developed which can involve significant management judgement.</p> <p>估值模型所用若干輸入數據乃自流動市場現時可得數據中取得。倘有關可觀察數據並非現時可得，即屬第三級金融工具之情況，則須作出估計，當中會涉及重大管理層判斷。</p>	<p>Our audit procedures to the fair value of level 3 financial instruments included the following: 我們第三級金融工具公平值的審計程序包括下列各項：</p> <ul style="list-style-type: none"> understanding and assessing the design, implementation and operating effectiveness of key internal controls over the valuation of level 3 financial instruments; 了解及評估第三級金融工具估值的關鍵內部控制的設計、執行及運行成效； reading investment agreements, on a sample basis, for level 3 financial instruments to understand the relevant investments terms and identify any conditions that were relevant to the valuation of these financial instruments; 抽樣閱讀第三級金融工具投資協議以了解相關投資條款及識別與該等金融工具估值相關的任何條件；

Independent Auditor's Report

獨立核數師報告

Key audit matters (continued)

關鍵審計事項 (續)

We identified assessing the fair value of level 3 financial instruments as a key audit matter because of the degree of complexity involved in valuing these financial instruments and the significant degree of judgement exercised by management in determining the inputs used in the valuation models.

我們將評估第三級金融工具公平值識別為一項關鍵審計事項，概因該等金融工具估值較為複雜且釐定估值模型所用輸入數據須管理層作出重大判斷。

- engaging our internal valuation specialists to assist us in performing independent valuation of certain level 3 financial instruments where appropriate and compare their valuation with the Group's valuation. This included comparing the valuation derived from the Group's valuation models with our knowledge of current market practice, testing inputs to the fair value calculations and establishing our own valuation models to perform revaluations. If the valuation is determined based on recent transaction price, we evaluated the appropriateness of management assessment and verified the transaction price with supporting documents. For unlisted fixed income securities and unlisted fund investments, we also assessed the quality and sufficiency of underlying investments where appropriate; and
- 委派我們內部估值專家協助我們對若干第三級金融工具進行獨立估值(如適用)並將該等估值與貴集團估值進行比較。此包括對比貴集團估值模型所得出估值與我們對當前市場慣例的知識、測試公平值計算輸入數據及設立我們自身估值模型進行重估。倘估值乃基於近期交易價格釐定，我們評估管理層評估的合適度及根據支持文件核驗交易價格。對於非上市固定收益證券及非上市基金投資，我們亦評估基礎投資之品質及是否充足(如適用)；及

Independent Auditor's Report

獨立核數師報告

Key audit matters (continued)

關鍵審計事項 (續)

	<ul style="list-style-type: none"> • assessing the appropriateness of the use of the net asset value provided by external fund administrators as the fair value of the level 3 financial instruments at reporting date. For the valuation of fund interests we compared the fair value adopted by the Group to the latest reported net asset values from the fund managers, and obtained the audited financial statements of the funds where applicable to check the historical accuracy of the reported net asset values; and • 評估於報告日期將外部基金管理者所提供資產淨值用作第三級金融工具公平值的合適度。對於基金權益估值，我們將 貴集團採用的公平值與基金管理者提供的最新呈報資產淨值進行對比，及取得基金的經審核財務報表（如適用）檢驗所呈報資產淨值的過往準確性；及 • evaluating whether the disclosures for level 3 financial instruments meet the disclosure requirements of the prevailing accounting standards. • 評估第三級金融工具的披露是否符合現行會計準則的披露要求。
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Independent Auditor's Report

獨立核數師報告

Information other than the consolidated financial statements and auditor's report thereon

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

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon as part of our engagement to audit the consolidated financial statements. We have performed an assurance engagement on the disclosed continuing connected transactions that form part of the other information and provided a separate assurance practitioner's conclusion thereon that is included within the other information.

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

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

Responsibilities of the directors for the consolidated financial statements

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

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

除綜合財務報表及相關核數師報告外的信息

董事需對其他信息負責。其他信息包括刊載於年度報告內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論，此乃我們審計綜合財務報表之工作範圍的一部分。我們已就構成其他信息一部分的已披露持續關連交易執行鑒證工作，並就此提供獨立的鑒證執業人員結論，該結論已載於其他信息內。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則會計準則》及香港《公司條例》擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於舞弊或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行職責，監督貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於舞弊或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們遵照香港《公司條例》第405條僅對閣下（作為一個整體）作出本報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由舞弊或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於舞弊或錯誤而導致的重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當的審計憑證，作為我們意見的基礎。由於舞弊可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因舞弊而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計於有關情況下適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

Auditor's responsibilities for the audit of the consolidated financial statements *(continued)*

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

核數師就審計綜合財務報表承擔的責任 *(續)*

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 計劃及執行集團審計以就 貴集團內實體或業務單位的財務信息獲取充足、適當的審計憑證，作為對綜合財務報表形成意見的基礎。我們負責 貴集團審計的方向、監督和覆核執行的審計工作。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

Independent Auditor's Report

獨立核數師報告

Auditor's responsibilities for the audit of the consolidated financial statements *(continued)*

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

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

The engagement partner on the audit resulting in this independent auditor's report is Fong, Hoi Wan (practising certificate number: P05026).

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

25 March 2026

核數師就審計綜合財務報表承擔的責任 *(續)*

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，採取行動消除威脅或應用防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是方海雲（執業證書編號：P05026）。

畢馬威會計師事務所

執業會計師

香港中環
遮打道10號
太子大廈8樓

2026年3月25日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

Year ended 31 December 2025
截至2025年12月31日止年度

		Notes	2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
		附註		
Revenue	收入	5	6,230,008	4,421,609
Other (loss)/income	其他(虧損)/收益		(17,888)	5,428
Revenue and other income	收入及其他收益		6,212,120	4,427,037
Staff costs	員工成本	6	(1,005,210)	(794,802)
Commission to account executives	客戶主任佣金		(242,575)	(167,540)
Depreciation	折舊		(73,392)	(82,028)
Net impairment charge	淨減值撥備		(24,543)	(26,271)
Other operating expenses	其他經營開支		(767,248)	(559,658)
Operating profit	經營溢利		4,099,152	2,796,738
Finance costs	融資成本	7	(2,376,328)	(2,430,107)
Profit before tax	除稅前溢利	8	1,722,824	366,631
Income tax expense	所得稅開支	9	(376,103)	(15,934)
Profit for the year	年內溢利		1,346,721	350,697
Other comprehensive income for the year, net of tax	年內其他全面收益，扣除稅項			
Items that may be reclassified subsequently to profit and loss:	其後可能重新分類至損益：			
– Investments at fair value through other comprehensive income	– 按公平值計入其他全面收益的投資		142,797	(50,461)
– Exchange difference on translation of foreign exchange	– 外匯匯兌差額		19,552	(29,008)
			162,349	(79,469)
Item that will not be reclassified to profit and loss:	其後不可重新分類至損益：			
– Investments at fair value through other comprehensive income	– 按公平值計入其他全面收益的投資		100,581	25,438
Total comprehensive income for the year	年內全面收益總額		1,609,651	296,666
Profit for the year attributable to:	應佔年內溢利：			
Owners of the Company	本公司擁有人		1,345,354	347,783
Non-controlling interests	非控股權益		1,367	2,914
			1,346,721	350,697
Total comprehensive income for the year attributable to:	應佔年內全面收益總額：			
Owners of the Company	本公司擁有人		1,609,923	300,067
Non-controlling interests	非控股權益		(272)	(3,401)
			1,609,651	296,666
Earnings per share attributable to ordinary equity holders of the parent	母公司普通股股東應佔每股盈利			
– Basic (in HK cents)	– 基本(以港仙計)	11	14.1	3.6
– Diluted (in HK cents)	– 攤薄(以港仙計)	11	14.1	3.6

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2025
於2025年12月31日

			2025	2024
		Notes	2025年	2024年
		附註	HK\$'000	HK\$'000
			千港元	千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	416,202	456,612
Goodwill and other intangible assets	商譽及其他無形資產	13	2,413	22,886
Other assets	其他資產	14	8,870	8,365
Deferred tax assets	遞延稅項資產	15	43,096	275,846
Derivative financial instruments	衍生金融工具	21	164,866	244,946
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	20	7,917,016	5,602,967
– Financial assets held for trading and investments	– 持作交易及投資的金融資產		808,656	1,238,747
– Financial products	– 金融產品		7,108,360	4,364,220
Total non-current assets	非流動資產總額		8,552,463	6,611,622
Current assets	流動資產			
Loans and advances to customers	給予客戶的貸款及墊款	16	10,984,965	7,746,401
Accounts receivable	應收款項	18	16,718,862	11,105,937
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	19	178,019	218,937
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	20	62,562,738	64,722,825
– Financial assets held for trading and investments	– 持作交易及投資的金融資產		22,274,225	28,833,169
– Financial products	– 金融產品		40,288,513	35,889,656
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產	20	17,901,251	8,985,272
Derivative financial instruments	衍生金融工具	21	1,621,079	1,511,594
Receivable from reverse repurchase agreements	反向回購協議應收款項	22	13,701,454	9,982,509
Tax recoverable	可收回稅項		30,062	29,821
Client trust bank balances	客戶信託銀行結餘	23	13,677,473	12,054,082
Cash and cash equivalents	現金及現金等價物	23	7,571,895	7,204,149
Total current assets	流動資產總額		144,947,798	123,561,527

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2025
於2025年12月31日

		Notes	2025	2024
		附註	2025年	2024年
			HK\$'000	HK\$'000
			千港元	千港元
Current liabilities	流動負債			
Accounts payable	應付款項	24	(29,387,570)	(19,714,804)
Other payables and accrued liabilities	其他應付款項及應計負債	25	(939,158)	(809,290)
Derivative financial instruments	衍生金融工具	21	(2,507,259)	(1,747,753)
Interest bearing borrowings	計息借款	26	(12,093,323)	(5,935,911)
Debt securities in issue	已發行債務證券	27	(42,722,692)	(41,244,641)
– At amortised cost	– 按攤銷成本		(10,750,304)	(7,463,994)
– Designated at fair value through profit or loss	– 指定按公平值計入損益		(31,972,388)	(33,780,647)
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債	28	(3,980,014)	(3,122,085)
Obligations under repurchase agreements	回購協議債項	29	(35,178,653)	(35,113,555)
Tax payable	應付稅項		(141,204)	(4,516)
Total current liabilities	流動負債總額		(126,949,873)	(107,692,555)
Net current assets	流動資產淨值		17,997,925	15,868,972
Total assets less current liabilities	資產總額減流動負債		26,550,388	22,480,594
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	15	(47,082)	(9,015)
Interest bearing borrowings	計息借款	26	(18,689)	(20,889)
Derivative financial instruments	衍生金融工具	21	(89,699)	(310,376)
Debt securities in issue	已發行債務證券	27	(10,424,277)	(7,113,611)
– At amortised cost	– 按攤銷成本		(3,932,393)	(3,125,610)
– Designated at fair value through profit or loss	– 指定按公平值計入損益		(6,491,884)	(3,988,001)
Total non-current liabilities	非流動負債總額		(10,579,747)	(7,453,891)
Net assets	資產淨值		15,970,641	15,026,703

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2025
於2025年12月31日

		Notes	2025	2024
		附註	2025年	2024年
			HK\$'000	HK\$'000
			千港元	千港元
Equity	權益			
Share capital	股本	30	10,944,136	10,911,163
Other reserve	其他儲備	32	(1,236,460)	(1,236,460)
Currency translation reserve	貨幣換算儲備		3,740	(17,451)
Share option reserve	購股權儲備	31	3,520	13,083
Investment revaluation reserve	投資重估儲備	32	192,790	(24,923)
Retained profits	保留溢利		5,951,642	5,269,245
Equity attributable to holders of the Shares	股份股東應佔權益		15,859,368	14,914,657
Non-controlling interests	非控股權益		111,273	112,046
Total equity	權益總額		15,970,641	15,026,703

Approved and authorised for issue by the board of directors on 25 March 2026.

董事會於2026年3月25日批准並授權發出。

Dr. YIM Fung
閻峰博士
Director
董事

Ms. QI Haiying
祁海英女士
Director
董事

The notes on pages 126 to 258 form part of these financial statements.

第126頁至第258頁的附註屬本財務報表的一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2025

截至2025年12月31日止年度

		Share capital	Other reserve	Currency translation reserve	Share option reserve	Retained profits	Investment revaluation reserve (recycling)	Investment revaluation reserve (non-recycling)	Total	Non-controlling interest	Total equity
				貨幣換算儲備	購股權儲備	保留溢利	投資重估儲備(可劃轉)	投資重估儲備(不可劃轉)			
		股本	其他儲備	儲備	儲備	保留溢利	投資重估儲備(可劃轉)	投資重估儲備(不可劃轉)	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 31 December 2023 and 1 January 2024	於2023年12月31日及2024年1月1日的結餘	10,911,163	(1,236,460)	5,242	19,432	5,135,203	4,741	152	14,839,473	122,525	14,961,998
Total comprehensive income for the year	年內全面收益總額	-	-	(22,693)	-	347,783	(50,461)	25,438	300,067	(3,401)	296,666
Disposal of equity investments	處置權益類投資	-	-	-	-	4,793	-	(4,793)	-	-	-
Transfer of share option reserve upon the lapsed of share options	購股權失效而轉讓購股權儲備	-	-	-	(6,349)	6,349	-	-	-	-	-
Share repurchase (note 30(a))	股份購回(附註30(a))	-	-	-	-	(14,815)	-	-	(14,815)	-	(14,815)
Final dividend for 2023 (note 10)	2023年末期股息(附註10)	-	-	-	-	(95,539)	-	-	(95,539)	-	(95,539)
Interim dividend for 2024 (note 10)	2024年中期股息(附註10)	-	-	-	-	(114,529)	-	-	(114,529)	-	(114,529)
Liquidation of a subsidiary (capital redemption)	清盤一間附屬公司(資本贖回)	-	-	-	-	-	-	-	-	(5,000)	(5,000)
Dividend paid to non-controlling interest	向非控股權益派付的股息	-	-	-	-	-	-	-	-	(2,078)	(2,078)
Balance at 31 December 2024	於2024年12月31日的結餘	10,911,163	(1,236,460)	(17,451)	13,083	5,269,245	(45,720)	20,797	14,914,657	112,046	15,026,703
Balance at 31 December 2024 and 1 January 2025	於2024年12月31日及2025年1月1日的結餘	10,911,163	(1,236,460)	(17,451)	13,083	5,269,245	(45,720)	20,797	14,914,657	112,046	15,026,703
Total comprehensive income for the year	年內全面收益總額	-	-	21,191	-	1,345,354	142,797	100,581	1,609,923	(272)	1,609,651
Disposal of equity investments	處置權益類投資	-	-	-	-	25,665	-	(25,665)	-	-	-
Transfer of share option reserve upon the lapsed of share options	購股權失效而轉讓購股權儲備	-	-	-	(178)	178	-	-	-	-	-
Share repurchase (note 30)	股份購回(附註30)	-	-	-	-	(21,988)	-	-	(21,988)	-	(21,988)
Final dividend for 2024 (note 10)	2024年末期股息(附註10)	-	-	-	-	(190,462)	-	-	(190,462)	-	(190,462)
Interim dividend for 2025 (note 10)	2025年中期股息(附註10)	-	-	-	-	(476,350)	-	-	(476,350)	-	(476,350)
Exercise of share option (note 30)	行使購股權(附註30)	32,973	-	-	(9,385)	-	-	-	23,588	-	23,588
Dividend paid to non-controlling interest	向非控股權益派付的股息	-	-	-	-	-	-	-	-	(501)	(501)
Balance at 31 December 2025	於2025年12月31日的結餘	10,944,136	(1,236,460)	3,740	3,520	5,951,642	97,077	95,713	15,859,368	111,273	15,970,641

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2025

截至2025年12月31日止年度

		Notes 附註	2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Net cash flows from operating activities	經營活動所得現金流量淨額	35	(8,283,302)	1,781,110
Cash flows from investing activities	投資活動現金流量			
Liquidation of a subsidiary	清盤一間附屬公司		–	(5,000)
Purchases of property, plant and equipment	購買物業、廠房及設備	12	(28,937)	(45,750)
Net cash flows used in investing activities	投資活動動用現金流量淨額		(28,937)	(50,750)
Cash flows from financing activities	融資活動現金流量			
Net proceed of bank borrowings	銀行借款所得款項淨額		6,172,286	(4,017,566)
Proceeds from issuance of debt securities	發行債務證券所得款項		59,549,217	59,618,294
Repayment of debt securities	償還債務證券		(56,436,757)	(57,575,846)
Net proceeds from issuance of Shares upon exercise of share options	行使購股權時發行股份所得 款項淨額	31	23,588	–
Dividend paid to Shareholders and non-controlling interest	向股東及非控股權益派付的 股息	10	(667,313)	(212,146)
Principal portion of lease payments	租賃付款的本金部分		(20,976)	(24,371)
Interest portion of lease payments	租賃付款的利息部分		(2,182)	(1,636)
Repurchase of Shares	回購股份	30	(21,988)	(14,815)
Net cash flows from/(used in) financing activities	融資活動所得／(所用) 現金流量淨額		8,595,875	(2,228,086)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／ (減少)淨額		283,636	(497,726)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		6,662,067	7,188,329
Effect of foreign exchange rate changes, net	匯率變動的影響淨額		19,409	(28,761)
Effect of impairment provision on cash and cash equivalents, net	減值撥備對現金及現金等價 物的影響淨額		17	225
Cash and cash equivalents at end of year	年末現金及現金等價物		6,965,129	6,662,067

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2025
截至2025年12月31日止年度

		Notes	2025	2024
		附註	2025年	2024年
			HK\$'000	HK\$'000
			千港元	千港元
Analysis of balances of cash and cash equivalents	現金及現金等價物的結餘分析			
Cash and bank balances	現金及銀行結餘	23	6,375,707	5,999,235
Non-pledged time deposits with original maturity of less than three months when acquired	存放時原到期日不足三個月的未抵押定期存款	23	589,422	662,832
Cash and cash equivalents as stated in the consolidated statement of cash flows	綜合現金流量表所列之現金及現金等價物		6,965,129	6,662,067
Non-pledged time deposits with original maturity more than three months but less than one year when acquired	存放時原到期日超過三個月，但不足一年的未抵押定期存款	23	606,766	542,082
Cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況表所列之現金及現金等價物		7,571,895	7,204,149

Notes to Financial Statements

財務報表附註

31 December 2025
2025年12月31日

1. Corporate and group information

The Company was incorporated on 8 March 2010 in Hong Kong with limited liability under the CO and its Shares were listed on the Stock Exchange on 8 July 2010. The registered office address of the Company is 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong. The Company is an investment holding company and its subsidiaries are principally engaged in wealth management, institutional investor services, corporate finance services, investment management and other business.

The Company's immediate holding company and ultimate holding company are GTHT Financial Holdings incorporated in Hong Kong and GTHT incorporated in the PRC, respectively.

Particulars of the principal subsidiaries as at 31 December 2025 are as follows:

Company name 公司名稱	Place of incorporation and business 註冊成立及經營地點	Share capital 股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guotai Junan (Hong Kong) Limited	Samoa/Hong Kong	US\$816,300,000	100%	-	Provision of general administration and support services to its subsidiaries
國泰君安(香港)有限公司	薩摩亞/香港	816,300,000美元			向其附屬公司提供一般管理及支援服務
Guotai Junan International (Singapore) Pte. Limited	Singapore	SG\$9,300,000	100%	-	Provision of general administration and support services to its subsidiaries
	新加坡	9,300,000新加坡元			向其附屬公司提供一般管理及支援服務
Guotai Junan International Asset Management (Singapore) Pte. Limited	Singapore	SG\$21,703,325	100%	-	Asset management
	新加坡	21,703,325新加坡元			資產管理
Guotai Junan International Securities (Singapore) Pte. Limited ⁴	Singapore	SG\$88,248,779	100%	-	Securities brokerage and other financial services
	新加坡	88,248,779新加坡元			證券經紀及其他金融服務

1. 公司及集團資料

本公司為於2010年3月8日根據《公司條例》在香港註冊成立之有限公司，本公司的股份於2010年7月8日在聯交所上市。本公司註冊辦事處的地址為香港皇后大道中181號新紀元廣場低座27樓。本公司為投資控股公司，其附屬公司主要從事財富管理、機構投資者服務、企業融資服務、投資管理及其他業務。

本公司的直接控股公司及最終控股公司分別為於香港註冊成立的國泰海通金融控股及於中國註冊成立的國泰海通。

於2025年12月31日，主要附屬公司的詳情如下：

Notes to Financial Statements

財務報表附註

31 December 2025
2025年12月31日

1. Corporate and group information (continued)

1. 公司及集團資料(續)

Company name 公司名稱	Place of incorporation and business 註冊成立及經營地點	Share capital 股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guotai Junan Securities (Hong Kong) Limited 國泰君安證券(香港)有限公司	Hong Kong 香港	HK\$7,500,000,000 7,500,000,000港元	100%	–	Securities dealing and broking and provision of wealth management services 證券交易及經紀以及提供財富管理服務
Guotai Junan Futures (Hong Kong) Limited 國泰君安期貨(香港)有限公司	Hong Kong 香港	HK\$50,000,000 50,000,000港元	100%	–	Futures dealing and broking 期貨買賣及經紀
Guotai Junan Digital Finance Limited (formerly known as Guotai Junan Finance (Hong Kong) Limited) ² 國泰君安數碼金融有限公司(前稱國泰君安財務(香港)有限公司) ²	Hong Kong 香港	HK\$1,760,000,000 1,760,000,000港元	100%	–	Trading in securities 證券買賣
Guotai Junan Capital Limited 國泰君安融資有限公司	Hong Kong 香港	HK\$50,000,000 50,000,000港元	100%	–	Provision of consultancy and financial services 提供諮詢及財務服務
Guotai Junan Assets (Asia) Limited 國泰君安資產管理(亞洲)有限公司	Hong Kong 香港	HK\$50,000,000 50,000,000港元	100%	–	Asset management 資產管理
Guotai Junan Financial Products Limited 國泰君安金融產品有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000港元	100%	–	Investments and provision of structured product solutions and other services 投資及提供結構性產品解決方案及其他服務
Guotai Junan FX Limited 國泰君安外匯有限公司	Hong Kong 香港	HK\$30,000,000 30,000,000港元	100%	–	Leveraged foreign exchange dealing and broking 槓桿式外匯交易及經紀
GTJA Vietnam ⁵ 國泰君安越南 ⁵	Vietnam 越南	VND1,049,200 million 1,049,200,000,000越南盾	–	67.38%	Securities dealing and broking and margin financing 證券交易、經紀及孖展融資
Guotai Junan Securities (Macau) Company Limited 國泰君安證券(澳門)一人有限公司	Macau 澳門	MOP100,000,000 100,000,000澳門元	100%	–	Securities dealing and broking and provision of wealth management services 證券交易及經紀以及提供財富管理服務

Notes to Financial Statements

財務報表附註

31 December 2025
2025年12月31日

1. Corporate and group information (continued)

1. 公司及集團資料(續)

Company name 公司名稱	Place of incorporation and business 註冊成立及經營地點	Share capital 股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guotai Junan Asia Investment Grade Bond Fund SP	Cayman Islands 開曼群島	Note 1 附註1	–	69%	Investments holding 投資控股
Guotai Junan International Private Equity Fund SPC	Cayman Islands 開曼群島	Note 1 附註1	–	100%	Investments holding 投資控股
Guotai Junan Greater China Growth Fund 國泰君安大中華增長基金	Hong Kong 香港	Note 1 附註1	–	70%	Investments holding 投資控股
Guotai Junan Asia Equity Long-Short Fund	Singapore 新加坡	Note 1 附註1		100%	Investments holding 投資控股
Guotai Junan Investment Grade Bond Fund	Hong Kong 香港	Note 1 附註1		90%	Investments holding 投資控股

Note 1: These consolidated investment funds are subsidiaries for the purpose of Appendix 16 of the Listing Rules. These consolidated investment funds are not body corporates and therefore do not have any share capital.

附註1：就《上市規則》附錄十六而言，該等綜合投資基金為附屬公司。該等綜合投資基金並非法人團體，因此並不擁有任何股本。

Note 2: During the year ended 31 December 2024, the Company subscribed newly issued shares of Guotai Junan Digital Finance Limited (formerly known as Guotai Junan Finance (Hong Kong) Limited at a consideration of HK\$1,460,000,000).

附註2：截至2024年12月31日止年度，本公司以代價1,460,000,000港元認購國泰君安數碼金融有限公司（前稱國泰君安財務（香港）有限公司）新發行的股份。

Note 3: During the year ended 31 December 2024, Guotai Junan Fund Management Limited completed its capital return to shareholders. In January 2025, Guotai Junan Fund Management Limited completed its members' voluntary liquidation.

附註3：截至2024年12月31日止年度，國泰君安基金管理有限公司已完成向股東返還資本。於2025年1月，國泰君安基金管理有限公司完成其成員公司自願清盤。

Note 4: During the year ended 31 December 2025, the Company subscribed newly issued shares of Guotai Junan International Securities (Singapore) Pte. Limited at a consideration of HK\$325,000,000.

附註4：截至2025年12月31日止年度，本公司以代價325,000,000港元認購Guotai Junan International Securities (Singapore) Pte. Limited新發行股份。

Notes to Financial Statements

財務報表附註

31 December 2025
2025年12月31日

1. Corporate and group information (continued)

Note 5: During the year ended 31 December 2025, Guotai Junan Securities (Hong Kong) Limited, a wholly owned subsidiary of the Company, completed the subscription of 35,350,000 right issue shares in GTJA Vietnam, a subsidiary of Guotai Junan Securities (Hong Kong) Limited and a company listed on the Hanoi Stock Exchange. The total consideration for these shares was VND 392,685,000,000 (approximately HK\$120,000,000). Guotai Junan Securities (Hong Kong) Limited's shareholding in GTJA Vietnam has been increased from 50.97% to 67.38%.

Note 6: During the year ended 31 December 2025, Guotai Junan Asia Dynamic Fund and Guotai Junan Value Vintage Equity Feeder Fund were fully redeemed.

The above table lists the subsidiaries of the Company which, in the opinion of the Group, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Group, result in particulars of excessive length.

These financial statements were approved and authorised for issue by the Board on 25 March 2026.

2.1 Basis of preparation

These financial statements have been prepared in accordance with HKFRS Accounting Standards (which include all HKFRSs, HKASs and Interpretations) as issued by the HKICPA, and the CO. These financial statements also comply with the applicable disclosure provisions of the Listing Rules. Material accounting policies adopted by the Group are disclosed below. The consolidated financial statements have been prepared under the historical cost convention, except for financial assets and financial liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, debt securities in issue designated at fair value through profit or loss and derivative financial instruments which have been measured at fair value.

These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise stated. Certain comparative figures have been reclassified to conform to current year's presentation.

1. 公司及集團資料(續)

附註5：截至2025年12月31日止年度，本公司全資附屬公司國泰君安證券(香港)有限公司完成認購國泰君安越南35,350,000股供股股份。該公司為國泰君安證券(香港)有限公司的附屬公司，並於河內證券交易所上市。該等股份的總代價為392,685,000,000越南盾(約120,000,000港元)。國泰君安證券(香港)有限公司於國泰君安越南之持股比例已由50.97%增至67.38%。

附註6：截至2025年12月31日止年度，Guotai Junan Asia Dynamic Fund及Guotai Junan Value Vintage Equity Feeder Fund已悉數贖回。

上表載列本集團認為對本年度業績產生主要影響或構成本集團資產淨值主要部分之本公司附屬公司。本集團認為，列出其他附屬公司之資料會導致篇幅過於冗長。

該等財務報表已於2026年3月25日獲董事會批准及授權刊發。

2.1 編製基準

該等財務報表乃根據香港會計師公會頒佈的香港財務報告準則會計準則(其包括所有香港財務報告準則、香港會計準則及詮釋)及《公司條例》而編製。該等財務報表亦符合《上市規則》之適用披露條文。本集團所採納的重大會計政策披露於下文。除按公平值計入損益的金融資產及金融負債、按公平值計入其他全面收益的金融資產、指定按公平值計入損益的已發行債務證券以及衍生金融工具以公平值計量外，該等綜合財務報表已根據歷史成本慣例編製。

除非另有說明，該等財務報表乃以港元呈列，且所有數值已約整至最接近之千位數。若干比較數字已重新分類以配合本年度之呈報。

Notes to Financial Statements

財務報表附註

31 December 2025
2025年12月31日

2.1 Basis of preparation *(continued)*

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2025. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary (without a loss of control) is accounted for as an equity transaction.

2.1 編製基準 *(續)*

綜合基準

綜合財務報表載有截至2025年12月31日止年度本公司及其附屬公司的財務報表。附屬公司為本公司直接或間接控制的實體（包括結構性實體）。當本集團承受或享有參與被投資公司業務的可變回報以及能通過對被投資公司的權力（即本集團獲賦予現有能以主導被投資公司相關活動的既存權利）影響該等回報時，即取得控制權。

倘本公司直接或間接擁有被投資公司不足構成大多數的投票權或類似權利，則本集團於評估其是否擁有對被投資公司的權力時會考慮一切相關事實及情況，包括：

- (a) 與被投資公司其他投票權持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表乃與本公司於相同申報期間採納一致的會計政策編製。附屬公司業績自本集團取得控制權當日起綜合入賬，並將一直綜合入賬直至該控制權終止當日。

損益及其他全面收益的各組成部分乃屬本集團母公司擁有人及非控股權益所有，即使此舉將導致非控股權益產生虧絀餘額。有關本集團成員公司間交易之全部集團內公司間資產及負債、權益、收入、開支及現金流量將於綜合入賬時悉數抵銷。

本集團將於有事實及情況顯示上述三個控制要素中的一個或多個出現變動時重新評估是否控制被投資公司。附屬公司之擁有權變動（並無失去控制權）將計入股權交易。

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2.2 Changes in accounting policies

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

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

2.3 Material accounting policies

Fair value measurement

The Group measures its financial assets and financial liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, debt securities in issue designated at fair value through profit or loss and derivative financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, (or in the absence of a principal market) in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.2 會計政策變動

本集團已將香港會計師公會頒佈的香港會計準則第21號(修訂本)·匯率變動的影響—缺乏可交換性應用於本會計期間的該等財務報表。由於本集團並無進行任何外幣不可兌換為另一種貨幣的外幣交易·故該等修訂對該等財務報表並無重大影響。

本集團並無應用任何於本會計期間尚未生效的新訂準則或詮釋。

2.3 重大會計政策

公平值計量

本集團於各報告期末按公平值計量其按公平值計入損益的金融資產及金融負債、按公平值計入其他全面收益的金融資產、指定為按公平值計入損益之已發行債務證券及衍生金融工具。公平值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公平值計量乃基於出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場情況下)最具優勢的資產或負債市場進行的假設而作出。主要或最具優勢市場須為本集團可進入之市場。資產或負債的公平值乃採用市場參與者於資產或負債定價時會採用的假設計量，並假定市場參與者以其最佳經濟利益行事。

非金融資產的公平值計量須計及市場參與者通過最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者，以產生經濟效益的能力。

本集團採納適用於不同情況且具備充分數據以供計量公平值的估值方法，以盡量使用相關可觀察參數及盡量減少使用無法觀察參數。

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2.3 Material accounting policies (continued)

Fair value measurement (continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1	–	based on quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable (either directly or indirectly)
Level 3	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

2.3 重大會計政策 (續)

公平值計量 (續)

所有於財務報表計量或披露公平值的資產及負債乃基於對公平值計量整體而言屬重大的最低層參數按以下公平值等級分類：

第1級	–	基於相同資產或負債於活躍市場的報價 (未經調整)
第2級	–	基於對公平值計量而言屬重大的最低層參數為可觀察 (直接或間接) 的估值方法
第3級	–	基於對公平值計量而言屬重大的最低層參數為無法觀察的估值方法

就按經常性基準於財務報表確認的資產及負債而言，本集團通過於各報告期末重新評估分類 (基於對公平值計量整體而言屬重大的最低層參數) 確定是否發生不同等級轉移。

非金融資產減值

倘有跡象顯示資產出現減值，或須對資產 (金融資產除外) 進行年度減值測試，則會估計該項資產的可收回金額。資產的可收回金額為該資產或現金產生單位的使用價值與其公平值減出售成本中的較高者，並就個別資產予以釐定，除非該資產並不產生很大程度上獨立於其他資產或資產組別的現金流入，在此情況下，可收回金額乃就該資產所屬現金產生單位予以釐定。

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2.3 Material accounting policies (continued)

Impairment of non-financial assets (continued)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.3 重大會計政策 (續)

非金融資產減值 (續)

減值虧損僅於資產的賬面值超過其可收回金額時確認。評估使用價值時，估計未來現金流量會以反映現時市場對該資產的貨幣時間價值及特定風險評估的稅前貼現率，貼現至其現值。減值虧損於產生期間內在損益賬中與已減值資產功能一致的支出類別內扣除。

於各報告期結束時須評估是否有跡象顯示過往確認減值虧損不再存在或已減少。如存在該跡象，則會估計可收回金額。過往確認的資產減值虧損僅會於用以釐定該資產可收回金額的估計改變時撥回，惟撥回後的金額不得高於假設過往年度並無就資產確認減值虧損而應已釐定的賬面值（扣除任何折舊）。撥回的減值虧損於所產生期間計入損益賬。

物業、廠房及設備與折舊

物業、廠房及設備乃以成本減累計折舊及任何減值虧損後列賬。物業、廠房及設備項目成本包括其購買價及使該項資產處於現行運作狀況及運送至其預期使用位置的任何直接應佔成本。

物業、廠房及設備項目投入運作後產生的支出，如維修及維護費用，一般於產生期間自損益賬扣除。在符合確認標準的情況下，用於重大檢測的開支將作為重置該資產，並撥作資本性費用列入該資產的賬面值中。倘物業、廠房及設備的重要部分需不時更換，本集團會將該等部分確認為具特定可使用年期的個別資產，並相應計算折舊。

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2.3 Material accounting policies (continued)

Property, plant and equipment and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	25-40 years
Leasehold improvements	3 years
Office equipment	3 years
Furniture and fixtures	3 years
Motor vehicles	3 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.3 重大會計政策 (續)

物業、廠房及設備與折舊 (續)

物業、廠房及設備項目乃按直線法，就其估計可使用年期，撇銷成本至其剩餘價值計算折舊。就此而採用的主要年率如下：

樓宇	二十五至四十年
租賃物業裝修	三年
辦公室設備	三年
傢俬及裝置	三年
汽車	三年

當物業、廠房及設備項目的部分各有不同可使用年期，該項目的成本按合理基準在各部分中分配，而各部分作個別折舊。剩餘價值、可使用年期及折舊方法至少於每個財政年度結束時進行檢討並作出適當調整。

物業、廠房及設備項目以及初始確認的任何重大部分於出售或預期使用或出售不再帶來未來經濟效益時終止確認。在終止確認資產年度內於損益賬所確認的出售或報銷盈虧，為有關資產的銷售所得款項淨額與賬面值的差額。

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2.3 Material accounting policies (continued)

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	25 to 40 years
Building	1 to 3 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The Group's right-of-use assets are included in property, plant and equipment.

2.3 重大會計政策 (續)

租賃

本集團於合約開始時評估合約是否屬於或包含租賃。倘合約授予權利以代價為交換在某一時期內控制使用已識別資產，則合約屬於或包含租約。

本集團作為承租人

本集團就所有租賃應用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認作出租賃付款的租賃負債及使用權資產（即使用相關資產的權利）。

(a) 使用權資產

使用權資產乃於租賃開始日期（即相關資產可供使用日期）確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產的成本包括已確認之租賃負債金額、已產生之初始直接成本以及於開始日期或之前作出的租賃付款減已收取之任何租賃優惠。使用權資產按直線法就租期與資產的估計可使用年期中的較短者折舊如下：

租賃土地	二十五至四十年
樓宇	一至三年

倘已租賃資產的所有權在租賃期結束時轉移至本集團或成本反映了購買選擇權的行使，則利用資產的估計可使用年期計算折舊。

本集團的使用權資產計入物業、廠房及設備。

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2.3 Material accounting policies (continued)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives received, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease (if the lease term reflects the Group exercising the option to terminate). The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in interest bearing borrowings.

2.3 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

租賃負債於租賃開始日期按租期內將作出的租賃付款現值確認。租賃付款包括固定付款 (包括實質固定付款) 減任何已收取租賃優惠、以指數或利率為基準的可變租賃付款，及預期將根據剩餘價值擔保支付的金額。租賃付款亦包括可合理確認由本集團行使的購買選擇權的行使價及終止租賃的罰款 (倘租期反映本集團行使終止權)。並非基於指數或利率而定的可變租賃付款於引發付款的事件或條件出現期間確認為開支。

在計算租賃付款現值時，由於租賃隱含的利率無法立即確定，本集團使用租賃開始日期的遞增借貸利率。開始日期後，增加租賃負債金額以反映利息的累計及減少租賃負債金額以反映已作出租賃付款。此外，倘進行修改、租期變動、租賃付款變動 (如因指數或利率變化而導致的未來租賃付款變更) 或購買相關資產的選擇權評估變動，則重新計量租賃負債賬面值。

本集團的租賃負債乃計入計息借款。

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2.3 Material accounting policies (continued)

Leases (continued)

Group as a lessee (continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of property and office equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the consolidated statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the rewards and risks and rewards incidental to ownership of an underlying assets to the lessee Group, other than legal title, are accounted for as finance leases.

2.3 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

(c) 短期租賃及低價值資產租賃

本集團對其物業及辦公室設備的短期租賃(從開始日期起租期為12個月或以下且不包含購買選擇權的租賃)應用短期租賃確認豁免。本集團對於被視作低價值辦公室設備及手提電腦租賃亦應用低價值資產租賃確認豁免。

短期租賃及低價值資產租賃的租賃付款在租賃期內採用直線法確認作開支。

本集團作為出租人

當本集團作為出租人時，其於租賃開始時(或修改租約時)釐定各租賃是否為經營租賃或融資租賃。

倘屬本集團並未轉移資產擁有權所附帶之絕大部分風險及報酬之租賃，均分類為經營租賃。當合約包含租賃及非租賃組成部分時，本集團以相對獨立的銷售價格為基礎將合約中的代價分配至各組成部分。租金收入於租賃期按直線法入賬並由於其經營性質於綜合損益表內計入收益。磋商及安排經營租賃所產生最初直接成本會加入租賃資產賬面值，並按與租金收入相同之基準於租賃期內確認。或然租金於賺取期間確認為收益。

將相關資產所有權附帶的絕大部分報酬及風險轉讓予承租人集團的租賃(法定所有權除外)均作為融資租賃入賬。

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2.3 Material accounting policies (continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.3 重大會計政策 (續)

業務合併及商譽

業務合併採用收購法列賬。轉讓代價按收購日的公平值計量，即本集團所轉讓資產、本集團承擔之所收購公司前擁有人負債與本集團為換取所購公司控制權而發行的股權於收購日的公平值的總和。就各項業務合併而言，本集團選擇是否按公平值或佔所收購公司的可識別資產淨值的比例計量於收購公司的非控股權益（為現有所有權權益及授權其持有人在清盤情況下按比例分佔資產淨值）。非控股權益的所有其他組成部分按公平值計量。收購相關成本於產生時支銷。

當本集團收購業務時，會根據合約條款、收購日的經濟環境及有關條件來評估承擔的金融資產及負債，並進行適當的分類及列示。其包括區分被收購方所訂立的主合約中的嵌入式衍生工具。

倘業務合併為分階段實現，之前持有的股權按收購日的公平值重新計量，且產生的任何收益或虧損於損益中確認。

收購方將予轉讓的任何或然代價按收購日的公平值確認。分類為資產或負債的或然代價按公平值計量，公平值的變動於損益中確認。分類為權益的或然代價並不重新計量且隨後結算於權益內列賬。

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財務報表附註

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2.3 Material accounting policies (continued)

Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2.3 重大會計政策 (續)

業務合併及商譽 (續)

商譽初步按成本計量，即已轉讓代價、就非控股權益確認金額及本集團任何之前於被收購方持有股權的公平值之總額超逾所收購可識別資產淨值及所承擔負債的差額。倘該代價及其他項目的總和低於所收購資產淨值的公平值，其差額（經重新評估後）將於損益確認為議價購買收益。

首次確認後，商譽按成本減任何累積減值虧損計量。商譽每年進行一次減值測試或倘出現任何事件或情況轉變顯示賬面值可能減值，則須進行更頻密的測試。本集團每年於12月31日進行其商譽減值測試。為進行商譽減值測試，業務合併中所收購的商譽應當自收購日起分攤至本集團預計能自業務合併的協同效應中收益的各現金產生單位或現金產生單位組別，而不論本集團的其他資產或負債是否分攤至該等單位或單位組別。

減值乃通過評估與商譽有關現金產生單位（現金產生單位組別）的可收回金額而釐定。倘現金產生單位（現金產生單位組別）的可收回金額低於賬面值，則確認減值虧損。就商譽確認的減值虧損不會於其後期間撥回。

當商譽分配至現金產生單位（或現金產生單位組別）且該單位內的部分營運被出售，則在確認出售收益或虧損時，出售營運相關的商譽也被包括在營運賬面值中。在此情況下出售的商譽乃根據所出售的營運及所保留的現金產生單位部分的相關價值而計量。

Notes to Financial Statements

財務報表附註

31 December 2025
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2.3 Material accounting policies (continued)

Intangible assets (other than goodwill)

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

Intangible assets, representing eligibility rights to trade on or through the Stock Exchange and The Hong Kong Futures Exchange Limited, with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. These intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Financial assets and liabilities

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset.

2.3 重大會計政策 (續)

無形資產 (商譽除外)

無形資產初始確認時按成本計量。無形資產可分為有特定可使用年期或無特定可使用年期。有特定可使用年期的無形資產其後於可使用經濟年期內攤銷，並在有跡象顯示無形資產可能出現減值時進行減值評估。有特定可使用年期的無形資產的攤銷年期及攤銷方法於各財政年度末至少檢討一次。

無特定可使用年期的無形資產包括於聯交所及香港期貨交易所有限公司或通過其進行買賣的合資格權利，乃個別或按現金產生單位組別按年進行減值測試。該等無形資產無須攤銷。無特定可使用年期的無形資產的可使用年期會每年檢討，以釐定無特定使用年期評估是否仍然適用。如不適用，資產由無特定可使用年期轉至有特定可使用年期作出評估的改變，乃按未來使用基準入賬。

金融資產及負債

初始確認及計量

當實體成為工具合約條文的訂約方時，確認金融資產及金融負債。常規金融資產買賣於交易日（即本集團承諾購買或出售資產之日）確認。

Notes to Financial Statements

財務報表附註

31 December 2025
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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

Initial recognition and measurement (continued)

At initial recognition, the Group measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss. Immediately after initial recognition, an ECL allowance is assessed and recognised for financial assets measured at amortised cost and investments in debt instruments measured at FVOCI, which results in an accounting loss being recognised in profit or loss when an asset is newly originated.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the entity recognises the difference as follows:

- (i) When the fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets, the difference is recognised as a gain or loss.
- (ii) In all other cases, the difference is deferred and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortised over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realised through settlement.

2.3 重大會計政策 (續)

金融資產及負債 (續)

初始確認及計量 (續)

於初始確認時，如屬並非按公平值計入損益的金融資產或金融負債，本集團按公平值加或減收購或發行金融資產或金融負債附帶及直接應佔的交易成本（如費用及佣金）計量金融資產或金融負債。按公平值計入損益的金融資產及金融負債的交易成本於損益列支。當新產生一項資產時，緊隨初始確認後，就按攤銷成本計量的金融資產及按公平值計入其他全面收益的債務工具投資評估及確認預期信用損失撥備，這導致於損益確認會計損失。

當金融資產及負債的公平值有別於初始確認時的交易價格，實體按如下方式確認有關差額：

- (i) 當可識別資產或負債的公平值有活躍市場的報價為依據（即第一級參數）或基於僅採用可觀察市場數據的估值技術時，相關差額確認為收益或虧損。
- (ii) 在所有其他情況下，差額予以遞延，確認遞延首日損益的時間逐項釐定。其可於工具的年期內攤銷，或遞延直至工具的公平值可使用市場可觀察數據釐定，或通過結算變現。

Notes to Financial Statements

財務報表附註

31 December 2025
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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets

(i) Classification and subsequent measurement

The Group's financial assets include accounts receivable, deposits and other receivables, loans and advances to customers, client trust bank balances, financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income, receivable from reverse repurchase agreements, derivative financial instruments, other assets and cash and cash equivalent.

The Group has applied HKFRS 9 and classifies its financial assets in the following measurement categories:

- (i) FVTPL;
- (ii) FVOCI; or
- (iii) Amortised cost.

The classification requirements for debt and equity instruments are described below:

Debt instruments

Classification and subsequent measurement of debt instruments depend on:

- (i) the Group's business model for managing the asset; and
- (ii) the cash flows characteristics of the asset.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產

(i) 分類及隨後計量

本集團的金融資產包括應收款項、按金及其他應收款項、給予客戶的貸款及墊款、客戶信託銀行結餘、按公平值計入損益的金融資產、按公平值計入其他全面收益的金融資產、反向回購協議應收款項、衍生金融工具、其他資產以及現金及現金等價物。

本集團已應用香港財務報告準則第9號並按下列計量類別劃分其金融資產：

- (i) 按公平值計入損益；
- (ii) 按公平值計入其他全面收益；或
- (iii) 攤銷成本。

債務及權益工具的分類規定說明如下：

債務工具

債務工具的分類及隨後計量視乎以下而定：

- (i) 本集團管理資產的業務模式；及
- (ii) 資產的現金流量特徵。

Notes to Financial Statements

財務報表附註

31 December 2025
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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(i) Classification and subsequent measurement (continued)

Debt instruments (continued)

Business model assessment:

The business model reflects how the Group manages the assets in order to generate cash flows. That is, whether the Group's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'other' business model and measured at FVTPL. Factors considered by the Group in determining the business model for a group of assets include past experience on how the cash flows for these assets were collected, how the asset's performance is evaluated and reported to key management personnel, how risks are assessed and managed and how managers are compensated.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(i) 分類及隨後計量 (續)

債務工具 (續)

業務模式評估：

業務模式反映本集團如何管理資產以產生現金流量。亦即，本集團的目標是否僅為自資產收取現金流量或同時收取合約現金流量及出售資產產生的現金流量。如果以上均不適用（例如金融資產持作買賣），則金融資產劃分為「其他」業務模式的一部分並按公平值計入損益計量。本集團於釐定一組資產的業務模式時考慮的因素包括如何收取該等資產的現金流量、資產表現如何評估及如何向主要管理人員呈報、風險如何評估及管理以及管理者薪酬等方面的過往經驗。

Notes to Financial Statements

財務報表附註

31 December 2025
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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(i) Classification and subsequent measurement (continued)

Debt instruments (continued)

SPPI test:

The Group assesses the contractual terms of instruments to identify whether the contractual cash flows are SPPI. Financial assets that are consistent with a basic lending arrangement are considered to meet the SPPI criterion. In a 'basic lending arrangement', consideration for the time value of money and credit risk are typically the most significant elements of interest. It may also include consideration for other basic lending risks such as liquidity risks, costs associated with holding the financial assets for a period of time (e.g. servicing or administrative costs) and a profit margin.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payments of principal and interest.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(i) 分類及隨後計量 (續)

債務工具 (續)

僅為本金及利息付款測試：

本集團評估工具的合約條款以識別合約現金流量是否僅為本金及利息付款。與基本借貸安排相符的金融資產被視為符合僅為本金及利息付款標準。在「基本借貸安排」中，貨幣時間價值及信貸風險通常為利息的最重要的考慮因素。其所考慮的因素亦可能包括其他基本借貸風險，如流動資金風險、持有金融資產一段期間的相關成本（例如服務或行政成本）及利潤率。

附帶嵌入式衍生工具的金融資產於釐定其現金流量是否僅為本金及利息付款時整體予以考慮。

Notes to Financial Statements

財務報表附註

31 December 2025
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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(i) Classification and subsequent measurement (continued)

Debt instruments (continued)

SPPI test: (continued)

Based on these factors, the Group classifies its debt instruments into one of the following three measurement categories:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent SPPI, and that are not designated at FVTPL, are measured at amortised cost. The carrying amount of these assets is adjusted by any ECL allowance recognised and measured as described in note 2.3(a)(ii). Interest income from these financial assets is included in 'Market making – debt securities and exchange traded funds' and 'Investments – fixed income securities, funds, derivatives and equity investments' using the effective interest rate method.

FVOCI: Financial assets that are held for collection of contractual cash flows and for selling the assets, where the assets' cash flows represent SPPI, and that are not designated at FVTPL, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses on the instrument's amortised cost which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in 'Other income'. Interest income from these financial assets is included in 'Interest income from market making debt securities' and 'Interest income from fixed income securities' using the effective interest rate method.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(i) 分類及隨後計量 (續)

債務工具 (續)

僅為本金及利息付款測試：(續)

基於該等因素，本集團將其債務工具劃分為下列三個計量類別：

攤銷成本：持作收取合約現金流量的資產，倘該等現金流量為僅為本金及利息付款，且未指定為按公平值計入損益，則按攤銷成本計量。該等資產的賬面值就確認及計量的預期信用損失撥備予以調整（見附註2.3(a)(ii)）。該等金融資產的利息收入採用實際利率法計入「做市－債務證券和交易所買賣基金」及「投資－固定收益證券、基金、衍生工具及股本投資」。

按公平值計入其他全面收益：持作收取合約現金流量及出售的金融資產，倘該等資產的現金流量為僅為本金及利息付款，且未指定為按公平值計入損益，則按公平值計入其他全面收益計量。賬面值的變動計入其他全面收益，惟工具攤銷成本的減值收益或虧損、利息收入及外匯收益及虧損除外，在此情況下於損益確認。當金融資產被終止確認時，先前於其他全面收益確認的累計收益或虧損由權益重新分類至損益並於「其他收益」確認。該等金融資產的利息收入採用實際利率法計入「做市債務證券利息收入」及「固定收益證券利息收入」。

Notes to Financial Statements

財務報表附註

31 December 2025
2025年12月31日

2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(i) Classification and subsequent measurement (continued)

Debt instruments (continued)

SPPI test: (continued)

FVTPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented in the statement of profit or loss and other comprehensive income within 'Net trading gain/loss from debt securities market making' in the period in which it arises. Interest income from these financial assets is included in "Interest income from market making debt securities" and "Interest income from fixed income securities" using the effective interest rate method.

The Group reclassifies debt investments when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent and none occurred during the period.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(i) 分類及隨後計量 (續)

債務工具 (續)

僅為本金及利息付款測試：(續)

按公平值計入損益：不符合攤銷成本或按公平值計入其他全面收益標準的資產按公平值計入損益計量。其後按公平值計入損益計量且並非對沖關係組成部分的債務投資收益或虧損於損益確認，並於其產生期間在損益及其他全面收益表的「債務證券做市的交易收益／虧損淨額」內呈列。該等金融資產的利息收入採用實際利率法計入「做市債務證券利息收入」及「固定收益證券利息收入」。

當且僅當管理債務投資的業務模式發生變動時，本集團方將該等資產重新分類。重新分類於發生變動後的首個報告期間的期初進行。預期此類變動非常罕見，且期內並未發生。

Notes to Financial Statements

財務報表附註

31 December 2025
2025年12月31日

2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(i) Classification and subsequent measurement (continued)

Equity instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets. Examples of equity instruments include basic Shares.

The Group subsequently measures all equity investments at fair value through profit or loss, except where the Group's management has elected, at initial recognition, to irrevocably designate an equity investment at fair value through other comprehensive income. The Group's policy is to designate equity investments as FVOCI when those investments are held for purposes other than to generate investment returns. When this election is used, fair value gains and losses are recognised in OCI and are not subsequently reclassified to profit or loss, including on disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. Dividends, when represent a return on such investments, continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Gains and losses on equity investments at FVTPL are included in the 'Investments – fixed income securities, funds, derivatives and equity investments' line in the statement of profit or loss and other comprehensive income.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(i) 分類及隨後計量 (續)

權益工具

權益工具為從發行人的角度符合權益定義的工具；亦即並不包含合約付款責任且為於發行人淨資產剩餘權益憑證的工具。權益工具的例子包括基本股份。

本集團隨後將所有股本投資按公平值計入損益計量，惟倘本集團管理層於初始確認時不可撤回地選擇指定股本投資為按公平值計入其他全面收益除外。本集團的政策為，當股本投資持作產生投資回報以外的用途時，將該等投資指定為按公平值計入其他全面收益。當作出該選擇時，公平值收益及虧損於其他全面收益確認，且其後不會重新分類至損益，包括於出售時。減值虧損（及減值虧損撥回）不與公平值的其他變動分開呈報。該等投資的回報產生的股息，當本集團收取相關款項的權利確立時繼續於損益內確認為其他收益。

按公平值計入損益的股本投資的盈利及虧損計入損益及其他全面收益表的「投資—固定收益證券、基金、衍生工具及股本投資」一項內。

Notes to Financial Statements

財務報表附註

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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(ii) ECL allowance

The Group applies a simplified approach to measure ECL on trade receivable and a general approach to measure ECL on loans and advances to customers, time deposits and other financial assets accounted for at amortised cost as well as loan commitment.

Under the simplified approach, the Group measures the loss based on lifetime ECL. Under the general approach, financial assets migrate through the following three stages based on the change in credit risk since initial recognition:

Stage 1: 12-month ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised.

Stage 2: Lifetime ECL – not credit-impaired

For exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired, a lifetime ECL (i.e. reflecting the remaining lifetime of the financial asset) is recognised.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(ii) 預期信用損失撥備

本集團應用簡易方法計量應收貿易款項的預期信用損失，並應用一般方法計量給予客戶的貸款及墊款、定期存款及其他按攤銷成本入賬的金融資產以及貸款承擔的預期信用損失。

根據簡易方法，本集團根據全期預期信用損失計量虧損。按照一般方法，金融資產乃基於初步確認後的信貸風險變動，通過下列三個階段予以轉撥：

第一階段：12個月的預期信用損失

就自初步確認後的信貸風險並無顯著增加，且於產生時並無信貸減值的情況而言，乃將與未來十二個月出現違約事件的可能性有關的全期預期信用損失部分予以確認。

第二階段：全期預期信用損失—並無信貸減值

至於自初步確認後的信貸風險出現顯著增加，惟並無信貸減值的情況，乃確認全期預期信用損失，即反映金融資產剩餘生命週期。

Notes to Financial Statements

財務報表附註

31 December 2025
2025年12月31日

2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

- (ii) ECL allowance (continued)
Stage 3: Lifetime ECL – credit-impaired

Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For exposures that have become credit-impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis. For certain portfolio of margin loans, the Group rebuts the presumption that there have been significant increases in credit risk since initial recognition when financial assets are more than 30 DPD as management considers the probability of default is highly correlated with the collateral value rather than the past due days. For margin loan, the loan-to-marginable value ratio is taken into consideration when assessing whether credit risk has increased significantly since initial recognition.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

- (ii) 預期信用損失撥備 (續)
第三階段：全期預期信用損失—信貸減值

當發生會對該資產估計未來現金流量造成不利影響的一項或多項事件，則有關情況會被評定為出現信貸減值。就已出現信貸減值的情況而言，會確認全期預期信用損失，並通過於攤銷成本（扣除撥備）而非賬面總值應用實際利率，以計算利息收入。

於各報告日期，本集團會將由報告日期至初步確認日期的預計生命週期內發生的違約風險比較，以評估自初步確認以來信貸風險是否顯著增加。本集團就此會考慮相關及毋須支付過多成本或努力而已可得的合理及具支持理據的資料，當中包括量化及質化資料以及前瞻性分析。關於若干孖展貸款組合，當金融資產逾期天數超過30天，由於管理層認為違約機會與抵押價值（而非逾期天數）具密切關連，故本集團將自初步確認以來信貸風險顯著增加的假設推翻。就孖展貸款而言，在評估自初步確認以來信貸風險是否顯著增加時，會將貸款對可保證價值比率納入考量。

Notes to Financial Statements

財務報表附註

31 December 2025
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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(ii) ECL allowance (continued)

Stage 3: Lifetime ECL – credit-impaired (continued)

The Group assesses whether the credit risk on an exposure has increased significantly on an individual or collective basis. For the purposes of a collective evaluation of impairment, financial instruments are grouped on the basis of shared credit risk characteristics, taking into account instrument type, remaining term to maturity and other relevant factors.

The amount of ECL is measured as the probability-weighted present value of all cash shortfalls over the expected life of the financial asset discounted at its original effective interest rate. The cash shortfall is the difference between all contractual cash flows that are due to the Company and all the cash flows that the Company expects to receive. The amount of the loss is recognised using a provision for doubtful debts account.

If, in a subsequent period, credit quality improves and reverses any previously assessed significant increase in credit risk since origination, then the provision for doubtful debts reverts from lifetime ECL to 12-month ECL.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(ii) 預期信用損失撥備 (續)

第三階段：全期預期信用損失－信貸減值 (續)

本集團按個別或集體基準評估信貸風險是否顯著增加。為集體評估減值，本集團按共享信貸風險特徵之基準，並考慮到工具類別、距離到期之剩餘年期及其他相關因素，將金融工具分門別類。

預期信用損失的金額乃計量為按原實際利率貼現的金融資產預計年內所有現金不足額的可能性加權現值。現金不足額為所有結欠本公司的合約現金流量與本公司預期將收取的現金流量兩者的差額。虧損金額採用呆賬撥備確認。

倘於往後期間，信貸質素改善及撥回早前所評估自產生以來信貸風險的顯著增長，則將呆賬撥備由全期預期信用損失恢復為12個月的預期信用損失。

Notes to Financial Statements

財務報表附註

31 December 2025
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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(iii) Modification of loans

The Group sometimes renegotiates or otherwise modifies the contractual cash flows of loans to customers. When this happens, the Group assesses whether or not the new terms are substantially different to the original terms. The Group does this by considering, among others, the following factors:

- If the borrower is in financial difficulty, whether the modification merely reduces the contractual cash flows to amounts the borrower is expected to be able to pay.
- Whether any substantial new terms are introduced, such as a profit share/equity-based return that substantially affects the risk profile of the loan.
- Significant extension of the loan term when the borrower is not in financial difficulty.
- Significant change in the interest rate.
- Change in the currency the loan is denominated in.
- Insertion of collateral, other security or credit enhancements that significantly affect the credit risk associated with the loan.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(iii) 貸款的修訂

本集團有時會重新協定或以其他方式修訂給予客戶的貸款的合約現金流量。在此情況下，本集團會評估新條款是否與原條款存在較大差異。本集團在評估時考慮(其中包括)下列因素：

- 借款人是否面臨財務困境，修訂是否僅僅將合約現金流量減少至借款人預期能夠支付的金額。
- 是否引入任何實質性的新條款，如對貸款的風險狀況產生實質影響的利潤分成／以權益為基礎的回報。
- 當借款人未面臨財務困境時大幅延長貸款期限。
- 利率大幅變動。
- 貸款的計價貨幣變動。
- 插入對貸款相關的信貸風險產生重大影響的抵押品、其他擔保或強化信貸條件。

Notes to Financial Statements

財務報表附註

31 December 2025
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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(iii) Modification of loans (continued)

If the terms are substantially different, the Group derecognises the original financial asset and recognises a 'new' asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the Group also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit or loss as a gain or loss on derecognition.

If the terms are not substantially different, the renegotiation or modification does not result in derecognition, and the Group recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit or loss. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(iii) 貸款的修訂 (續)

倘若條款存在較大差異，則本集團終止確認原金融資產並按公平值確認一項「新」資產，並重新計算該資產新的實際利率。重訂日期因而被視為就減值計算而言(包括就釐定信貸風險是否大幅增加而言)的初始確認日期。然而，本集團亦評估所確認的新金融資產於初始確認時是否出現信貸減值，特別是當重訂是在債務人無法作出原定付款而促成的情況下。賬面值差額亦於損益確認為終止確認產生的收益或虧損。

倘若條款並無重大差異，則重訂或修訂不會導致終止確認，而本集團會基於金融資產的經修訂現金流量重新計算賬面總值，並於損益確認修訂收益或虧損。新的賬面總值通過按原實際利率(或購入或產生的信貸減值金融資產的信貸調整實際利率)貼現經修訂現金流量重新計算得出。

Notes to Financial Statements

財務報表附註

31 December 2025
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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(iv) Derecognition other than on a modification

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either (i) the Group transfers substantially all the risks and rewards of ownership, or (ii) the Group neither transfers nor retains substantially all the risks and rewards of ownership and the Group has not retained control.

The Group enters into transactions where it retains the contractual rights to receive cash flows from assets but assumes a contractual obligation to pay those cash flows to other entities and transfers substantially all of the risks and rewards. These transactions are accounted for as 'pass through' transfers that result in derecognition if the Group:

- (i) has no obligation to make payments unless it collects equivalent amounts from the assets;
- (ii) is prohibited from selling or pledging the assets; and
- (iii) has an obligation to remit any cash it collects from the assets without material delay.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(iv) 終止確認 (修訂除外)

當收取資產現金流量的合約權利到期，或已被轉讓且(i)本集團已轉讓所有權的絕大部分風險及回報，或(ii)本集團既未轉讓亦未保留所有權的絕大部分風險及回報且本集團並無保留控制權時，則金融資產(或其中一部分)終止確認。

本集團訂立保留收取資產現金流量的合約權利但承擔向其他實體支付該等現金流量的合約責任並轉讓絕大部分風險及回報的交易。該等交易作為「轉嫁」轉讓入賬，於下列情況下終止確認：

- (i) 本集團除非在收取來自該等資產的同等金額的情況下，否則並無付款責任；
- (ii) 本集團被禁止出售或質押該等資產；及
- (iii) 本集團於收取來自該等資產的現金後有責任在不出現重大延誤的情況下將現金匯出。

Notes to Financial Statements

財務報表附註

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2.3 Material accounting policies (continued)

Financial assets and liabilities (continued)

(a) Financial assets (continued)

(iv) Derecognition other than on a modification (continued)

Collateral (shares and bonds) furnished by the Group under standard repurchase agreements and securities lending and borrowing transactions is not derecognised because the Group retains substantially all the risks and rewards on the basis of the predetermined repurchase price, and the criteria for derecognition are therefore not met. This also applies to certain securitisation transactions in which the Group retains a subordinated residual interest.

(b) Financial liabilities

Classification and subsequent measurement

In both the current and prior period, financial liabilities are classified as subsequently measured at amortised cost, except for:

Financial liabilities at fair value through profit or loss: this classification is applied to derivatives and financial liabilities held for trading. Gains or losses on financial liabilities designated at fair value through profit or loss are presented partially in other comprehensive income (the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability, which is determined as the amount that is not attributable to changes in market conditions that give rise to market risk) and partially profit or loss (the remaining amount of change in the fair value of the liability). This is unless such a presentation would create, or enlarge, an accounting mismatch, in which case the gains and losses attributable to changes in the credit risk of the liability are also presented in profit or loss.

Financial liabilities are derecognised when the obligation specified in the contract is discharged or cancelled, or expires.

2.3 重大會計政策 (續)

金融資產及負債 (續)

(a) 金融資產 (續)

(iv) 終止確認 (修訂除外) (續)

本集團根據標準回購協議及證券借貸交易提供的抵押品 (股份及債券) 不予終止確認，原因為本集團保留基於事先釐定的回購價格的絕大部分風險及回報，因此不符合終止確認標準。這亦適用於本集團保留後償剩餘權益的某些證券化交易。

(b) 金融負債

分類及隨後計量

於本期間及過往期間，金融負債分類為隨後按攤銷成本計量，惟以下除外：

按公平值計入損益的金融負債：此分類適用於持作買賣的衍生工具及金融負債。指定為按公平值計入損益的金融負債的盈利或虧損部分於其他全面收益呈列 (金融負債信貸風險變動導致的公平值變動金額，其釐定為並非歸因於產生市場風險的市場狀況變動的金額) 及部分於損益呈列 (負債公平值的其餘變動金額)。但倘若該呈列方式會產生或擴大會計錯配，則負債信貸風險變動導致的盈利或虧損亦於損益中呈列。

倘合約中列明的責任被解除或取消或到期，則須終止確認金融負債。

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財務報表附註

31 December 2025
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2.3 Material accounting policies (continued)

Derivative financial instruments

The Group's derivative financial instruments are initially recognised at their fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value.

Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. Any gains or losses arising from changes in fair value of derivatives are taken directly to statement of profit or loss and other comprehensive income.

Whilst the Group enters into a derivative contract for trading purposes or to provide economic hedges under the Group's risk management framework, it does not apply hedge accounting.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Client trust bank balances

The Group maintains trust and segregated accounts with authorised financial institutions to hold clients' deposits arising from normal business transactions. The Group has classified the clients' monies as client trust bank balances under the current assets in the consolidated statement of financial position as the Group is allowed to retain some or all of the interest income on the clients' monies and recognised corresponding accounts payable to the respective customers in the current liabilities clients on grounds that it is liable for any loss or misappropriation of clients' monies. Under the SFO and the Hong Kong Insurance Companies Ordinance (Cap. 41), the Group is not allowed to use the clients' monies to settle its own obligation.

2.3 重大會計政策 (續)

衍生金融工具

本集團衍生金融工具於衍生合約訂立日期初步按其公平值確認，其後按公平值再次計量。

倘公平值為正數，衍生工具以資產入賬，而公平值倘為負數，則以負債入賬。衍生工具的公平值變動產生的任何盈虧直接計入損益及其他全面收益表。

當本集團根據本集團風險管理框架為交易目的或提供經濟對沖而訂立衍生工具合約時，並不應用對沖會計。

抵銷金融工具

倘存在現時可強制執行的法律權利可抵銷已確認金額，且有意以淨額基準結算或同時變現資產及清償負債，則可抵銷金融資產及金融負債，而淨額於財務狀況表呈報。

客戶信託銀行結餘

本集團於獲授權金融機構開設信託及獨立賬戶，以保管客戶來自一般業務交易的存款。本集團將客戶款項歸類為綜合財務狀況表流動資產項下的客戶信託銀行結餘，原因為本集團獲准保留客戶款項的部分或全部利息收入，並基於其對客戶款項的任何損失或挪用負責而確認應付流動負債賬戶內有關客戶的相應款項。根據《證券及期貨條例》及《香港保險公司條例》(第41章)，本集團不得動用客戶的款項清償其自身債務。

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2.3 Material accounting policies (continued)

Fiduciary activities

Apart from the client trust bank balances as mentioned above, the Group provides brokerage and asset management services and the Group acts in a fiduciary capacity which results in the holding or placing of assets on behalf of its customers. These assets and any gains or losses arising thereon are not included in these financial statements as the Group has no contractual rights to these assets and its gains or losses under fiduciary activities.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Other assets

Other assets represent the deposits and admission fee paid to the Stock Exchange, Hong Kong Futures Exchange Limited, HKSCC and other regulators. They are intended to be held on a long-term basis and are stated at the nominal amount.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

2.3 重大會計政策 (續)

受託活動

除上文所述的客戶信託銀行結餘外，本集團提供經紀服務及資產管理服務，本集團在當中以受託人身份行事，以致須代其客戶持有或配售資產。該等資產及其所產生的任何收益或虧損不會計入該等財務報表，因為本集團對該等資產及其根據受託活動的收益或虧損概無合約權利。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，通常於購入後三個月以內的較短期限到期，減須按要償還的銀行透支，並構成本集團現金管理的一部分。

就綜合財務狀況表而言，現金及現金等價物包括手頭及銀行現金（包括定期存款及與現金性質相似的資產），其用途並無限制。

其他資產

其他資產指支付予聯交所、香港期貨交易所有限公司、香港結算及其他監管機構的按金及准入費。其他資產擬作長期持有，並按面額列賬。

撥備

由於過往發生的事件引致目前出現法定或推定責任，而該等責任很可能導致日後資源流出以履行責任，並能夠可靠估計責任金額時，則確認撥備。

當有重大貼現影響時，會就預期須用作支付責任的未來開支於報告期末的現值確認撥備。因時間流逝所導致折現現值的金額增加，會列入損益賬的融資成本。

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2.3 Material accounting policies (continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except that deferred tax is not recognised for the Pillar Two Income Taxes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.3 重大會計政策 (續)

所得稅

所得稅包括即期及遞延稅項。於損益賬外確認的各項目，其有關所得稅於損益賬外的其他全面收益或直接於權益內確認。

本期及過往期間的即期稅項資產及負債乃經考慮本集團經營所在國家的現行詮釋及慣例，根據於報告期末的已制訂或實際已制定的稅率（及稅務法例），按預期可自稅務機關收回或付予稅務機關的數額計量。

於報告期末，資產與負債的稅基與其作為財務申報用途的賬面值之間的所有暫時差額，須按負債法就遞延稅項計提撥備，惟不會就第二支柱所得稅確認遞延稅項。

所有應課稅暫時差額均會確認遞延稅項負債，惟以下情況例外：

- 非業務合併的交易中經初始確認商譽或資產或負債而產生的遞延稅項負債，而於有關交易時對會計溢利或應課稅損益概無構成影響；及
- 對於涉及於附屬公司的投資的應課稅暫時差額而言，撥回暫時差額的時間可以控制，而暫時差額很可能不會在可見將來撥回。

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2.3 Material accounting policies (continued)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

2.3 重大會計政策 (續)

所得稅 (續)

對於所有可予扣減的暫時差額、承前未動用稅項抵免及未動用稅項虧損，均確認遞延稅項資產。若很可能出現應課稅溢利用以抵銷該等可扣減暫時差額、承前未動用稅項抵免及未動用稅項虧損，則遞延稅項資產可確認入賬，惟以下情況例外：

- 非業務合併的交易中初始確認資產或負債而產生可扣減暫時差額的遞延稅項資產，而於有關交易時對會計溢利或應課稅損益概無構成影響；及
- 對於涉及於附屬公司的投資的可扣減暫時差額而言，只有在暫時差額很可能於可見將來撥回，且很可能出現應課稅溢利用以抵銷該等暫時差額時，方會確認遞延稅項資產。

遞延稅項資產的賬面值乃於各報告期末進行審閱，並予以相應扣減，直至不可能有足夠應課稅溢利用以抵銷全部或部分遞延稅項資產為止。未確認的遞延稅項資產乃按可能獲得足夠應課稅溢利以收回全部或部分遞延稅項資產的情況下於報告期末重新評估並予以確認。

遞延稅項資產及負債乃根據於各報告期末已實施或實質上已實施的稅率（及稅務法例），按變現資產或清償負債的期間預期適用的稅率予以計量。

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財務報表附註

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2.3 Material accounting policies (continued)

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Provision of securities and futures brokerage services

The performance obligation is satisfied at a point in time when the customer has obtained control of the service, generally when the trades are executed.

Provision of investment banking services

The performance obligation for sponsoring and certain consultancy and financial advisory services are fulfilled when all the relevant duties of a sponsor or a financial advisor as stated in the contract are completed.

Depending on the nature of the services and the contract terms, sponsor fee is recognised in profit and loss over time using a method that depicts the Group's performance, or at point in time when the service is completed. Certain consultancy and financial advisory services' performance obligations are satisfied over time as services are rendered if the customer simultaneously receives and consumes the benefits provided by the Group.

2.3 重大會計政策 (續)

與客戶訂立的合同產生的收入

當商品或服務的控制權轉移至客戶時，則可按反映本集團預期將就該等商品或服務交換可收取的代價金額確認客戶合約收益。

倘合約代價包含可變金額，則按本集團將就轉移商品或服務予客戶交換所得金額估計代價金額。可變代價於合約開始時估計及受限制，直至與可變代價相關的不確定因素其後解除時累計已確認的收入很可能不會發生重大撥回。

提供證券及期貨經紀服務

履約責任在客戶取得服務控制權之時達成，通常為交易簽立時。

提供投資銀行服務

保薦及若干顧問及財務諮詢服務的履約責任乃於合約所載保薦人或財務顧問相關職責全部完成時達成。

根據服務性質及合約條款，保薦費用使用描述本集團表現的方法隨時間或於服務完成時於某一時間點服務完成時於損益確認。倘客戶同時收到及消耗本集團提供的利益，則若干顧問及財務諮詢服務履約責任隨提供服務而達成。

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財務報表附註

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2.3 Material accounting policies (continued)

Revenue from contracts with customers (continued)

Provision of asset management services

Revenue from asset management services is recognised over time as the services are provided. Fees for asset management services are calculated based on a fixed percentage of the value of assets managed.

Performance fees are recognised on the performance fee valuation day of the investment funds and managed accounts when there is a positive performance for the relevant performance period and it is determined that it will not result in significant reversal in a subsequent period, taking into consideration the relevant basis of calculation for the investment funds and managed accounts.

Fund distribution activities are separate performance obligations from the asset management and the obligation being satisfied at a point in time upon the investors' subscription. Subscription and handling fees relating to the distribution services are recognised at a point in time when the services are performed and the amount is known.

Provision of wealth management service

The performance obligation relating to the insurance brokerage service is satisfied at the point when the terms of the insurance policy have been agreed contractually by the insurer and policyholder, and the insurer has a present right to payment from the policyholder (the 'transaction date').

Revenue from other sources and other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument, to the gross carrying amount of the financial asset.

2.3 重大會計政策 (續)

與客戶訂立的合同產生的收入 (續)

提供資產管理服務

資產管理服務所得收入隨提供服務確認。資產管理服務費用按所管理資產價值的某個固定百分比計算。

倘於相關表現期間有正面表現，且釐定不會導致後續期間作出重大撥回（當中考慮投資基金及管理賬戶的相關計算基準），則表現費於投資基金及管理賬戶的表現費估值日確認。

基金分派活動是獨立於資產管理的表現責任，該責任於投資者認購後在某一時間點履行。與分銷服務有關的認購及手續費於提供服務且金額已知時在某時間點確認。

提供財富管理服務

與保險經紀服務有關的履約責任於保險公司與保單持有人以合約協定保單條款，且保險公司有現有權利向保單持有人收取付款時（「交易日期」）履行。

來自其他來源的收入及其他收益

利息收入使用實際利率法，採用將金融工具預計年期內的估計未來現金收款準確貼現至金融資產賬面值總額的利率，按累計基準確認。

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2.3 Material accounting policies (continued)

Employee benefits

(a) Retirement benefit scheme

The Group operates a MPF Scheme under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

(b) Bonuses

The Group recognises a liability and an expense for bonuses, based on an approved formula that takes into consideration the profit attributable to the Group after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(c) Share-based payments

The Group operates an equity-settled share-based compensation scheme namely a share option scheme for the purpose of assisting in recruiting, retaining and motivating key staff members. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

2.3 重大會計政策 (續)

僱員福利

(a) 退休福利計劃

本集團根據《強制性公積金計劃條例》，為所有僱員設立強積金計劃。根據強積金計劃的規則，供款額按僱員基本薪酬的一定百分比計算，並於產生時在損益賬中扣除。強積金計劃的資產乃以獨立管理基金方式與本集團的資產分開持有。本集團向強積金計劃繳納僱主供款後，該等供款即全數歸僱員所有。

(b) 花紅

本集團按照認可計算方法就花紅確認負債及開支，該計算方法已考慮本集團應佔溢利並作出若干調整。於出現合約責任或過往慣例引致推定責任時，本集團即確認撥備。

(c) 以股份為基礎付款

本集團採納一項以權益結算股份為基礎的薪酬計劃，即一項用於協助招聘、挽留及激勵關鍵員工的購股權計劃。本集團的僱員（包括董事）獲得以股份為基礎付款形式的薪酬，據此，僱員以提供服務作為權益工具的代價（「權益結算交易」）。

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2.3 Material accounting policies (continued)

Employee benefits (continued)

(c) Share-based payments (continued)

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The cost of equity-settled transactions is recognised, together with a corresponding increase in the “share option reserve” under equity, over the period in which the performance and/or service conditions are fulfilled in share-based compensation expense. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

The dilutive effect (if any) of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Dividends

Final dividends are recognised as a liability when they are approved by the Shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared, because the Articles of Association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2.3 重大會計政策 (續)

僱員福利 (續)

(c) 以股份為基礎付款 (續)

與僱員進行權益結算交易的成本乃參考其於授出日期的公平值計量。以權益結算的交易的成本於表現及／或服務條件達成期間與相應的權益下「購股權儲備」增加一併在以股份為基礎的薪酬開支下確認。於各報告期末直至歸屬日期就以權益結算的交易確認的累計開支，反映歸屬期間已屆滿及本集團將最終歸屬的權益工具數目的最佳估計。於某期間的損益賬內扣除或計入的金額指於該期間的期初及期末確認的累計開支變動。

尚未行使購股權的攤薄影響（如有）乃於計算每股盈利時反映為額外股份攤薄。

股息

末期股息經股東大會批准後確認為負債。

由於《組織章程細則》授予董事會權力宣派中期股息，擬派中期股息可即時宣派。因此，中期股息於擬派發及宣派時即時確認為負債。

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2.3 Material accounting policies (continued)

Securities borrowing and lending agreements

The Group has engaged in the securities borrowing and lending business with financial institutions and the Group's customers, under which all transactions are secured in the form of cash. The Group maintains no net position in such securities borrowing and lending transactions and is not subject to significant price risk. However, under the securities borrowing and lending arrangements, the cash collateral received and cash collateral placed is included in the accounts payable and accounts receivable from brokers and dealers respectively. Fees received or paid in connection with securities borrowing and lending is recorded as interest income or interest expense, respectively.

Assets sold under repurchase agreements (repos)

The Group may enter into repurchase agreements whereby securities are sold to third parties with a concurrent agreement to repurchase the securities at a specified date. The Group may be required to provide additional collateral based on the fair value of the underlying assets if necessary.

Assets purchased under agreements to resell (reverse repos)

The Group may enter into purchases of assets under agreements to resell. Reverse repos are initially recorded at the cost of the loan or collateral advanced in the consolidated statement of financial position. These securities are not recognised in the Group's consolidated statement of financial position as the counterparty retains substantially all risks and returns of the securities. In the event of failure by the counterparty to repay the loan, the Group has the right to the underlying assets.

2.3 重大會計政策 (續)

證券借貸協議

本集團從事與金融機構及本集團客戶的證券借貸業務，所有交易均以現金作為抵押品。本集團於該等證券借貸交易中並無維持任何淨倉，故並無面對重大價格風險。然而，根據證券借貸安排，所收取的現金抵押品以及所存放的現金抵押品分別計入應付款項以及應收經紀及交易商款項。與證券借貸有關的已收或已付費用分別記錄為利息收入或利息開支。

根據回購協議 (回購協議) 出售的資產

本集團可能訂立回購協議，據此向同時訂有於指定日期回購證券的協議的第三方出售證券。於必要時，本集團可能須基於相關資產的公平值提供額外抵押品。

根據重售協議 (反向回購協議) 購置的資產

本集團可能根據重售協議進行資產購買。反向回購協議初始按貸款或墊付抵押品的成本於綜合財務狀況表內入賬。該等證券未於本集團的綜合財務狀況表內確認，因為交易方保留相關證券的絕大部分風險及回報。倘交易方未能償還貸款，則本集團有權擁有相關資產。

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2.3 Material accounting policies (continued)

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange prevailing at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss and other comprehensive income are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the currency translation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated statement of profit or loss and other comprehensive income.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

2.3 重大會計政策 (續)

外幣

該等財務報表乃以港元(即本公司的功能及呈列貨幣)呈列。本集團屬下各實體自行釐定其本身的功能貨幣,而各實體的財務報表項目均以功能貨幣計量。本集團屬下實體的外幣交易初始按交易當日適用的功能貨幣匯率入賬。以外幣列賬的貨幣資產及負債按於報告期末適用的功能貨幣匯率重新換算。貨幣項目結算或換算產生的差額於損益賬內確認。

若干海外附屬公司的功能貨幣為港元以外的貨幣。於報告期末,有關實體的資產與負債,按報告期末適用的匯率換算為港元,而其損益及其他全面收益表按本年度的加權平均匯率換算為港元。

因此而產生的匯兌差額於其他全面收益確認並於貨幣換算儲備累計。出售海外業務時,與該項特定海外業務有關的其他全面收益的組成部分在綜合損益及其他全面收益表中確認。

關聯方

在下列情況下,一方將被視為與本集團有關聯:

- (a) 該方為以下人士或以下人士家族的近親屬:
 - (i) 控制或共同控制本集團;
 - (ii) 對本集團有重大影響力;或
 - (iii) 為本集團或本集團母公司的主要管理層成員;

或

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2.3 Material accounting policies (continued)

Related parties (continued)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.3 重大會計政策 (續)

關聯方 (續)

- (b) 該方為符合下列任何條件的實體：
- (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 一間實體為另一實體(或另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合資公司；
 - (iii) 該實體及本集團均為同一第三方的合資公司；
 - (iv) 一間實體為第三方實體的合資公司，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為離職後福利計劃，該計劃的受益人為本集團或與本集團有關的實體的僱員；
 - (vi) 該實體由(a)項所述人士控制或共同控制；
 - (vii) 於(a)(i)項所述人士對該實體有重大影響或屬該實體(或該實體的母公司)主要管理層成員；及
 - (viii) 向本集團或向本集團的母公司提供主要管理人員服務的實體或其所屬集團的任何成員公司。

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3. Significant accounting judgements and estimates

In the application of the Group's accounting policies, which are described in note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Measurement of ECL

A number of significant judgements are required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Selecting appropriate models and assumptions for the measurement of ECL;
- Establishing the relative probability weightings of forward-looking scenarios.

3. 重大會計判斷和估計

於應用附註2所述的本集團會計政策時，董事須就從其他來源不顯而易見的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃基於過往經驗及被視為相關的其他因素。實際結果可能與該等估計有所不同。

該等估計及相關假設乃按持續基準審閱。倘會計估計的修訂僅對作出修訂的期間產生影響，則有關修訂只會在該期間內確認；倘會計估計的修訂對現時及未來期間均產生影響，則會在作出該修訂期間及未來期間內確認。

應用會計政策的關鍵判斷

除涉及估計之判斷(見下文)外，以下為董事於應用本集團會計政策之過程中所作出並對綜合財務報表內確認之金額構成最重大影響之關鍵判斷。

預期信用損失的計量

在應用計量預期信用損失的會計要求時，需要作出多項重大判斷，比如：

- 釐定信貸風險顯著增加的標準；
- 選擇計量預期信用損失的適當模型及假設；
- 設定前瞻性情境的相對概率權重。

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3. Significant accounting judgements and estimates *(continued)*

Measurement of ECL *(continued)*

Significant increase in credit risk

ECL of different financial assets is measured by the Group on either a 12-month or lifetime basis depending on whether they are in Stage 1, 2 or 3 as defined in note 2. A financial asset moves to Stage 2 when its credit risk has increased significantly since initial recognition, and it comes to Stage 3 when it is credit-impaired (but it is not purchased original credit impaired). In assessing whether the credit risk of a financial asset has significantly increased, the Group takes into account qualitative and quantitative reasonable and supportable forward looking information with significant judgements involved.

Models and assumptions used

The Group uses various models and assumptions in estimating ECL. Judgement is applied in identifying the appropriate model for each type of financial assets, as well as the assumptions used in these models. Please refer to note 2 for more details on ECL.

Key sources of estimation uncertainty

The following are key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period.

Fair value measurement of financial instruments

Certain financial assets are measured at fair values with fair values being determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could affect the reported fair values of these instruments. See note 39 for further disclosures.

3. 重大會計判斷和估計 *(續)*

預期信用損失的計量 *(續)*

信貸風險顯著增加

不同金融資產的預期信用損失由本集團按12個月或全期基準計量，視乎其是否處於附註2所界定的第一、二或三階段。當金融資產的信貸風險自初始確認後顯著增加時，本集團將其轉移至第二階段，當金融資產發生信用減值時，本集團將其轉移至第三階段（但其並非購買的原始信用減值）。於評估金融資產的信貸風險是否顯著增加時，本集團會考慮涉及重大判斷的定性及定量合理且有理據的前瞻性資料。

所用的模型及假設

本集團在估計預期信用損失時使用了多種模型及假設。於確定各類金融資產的適當模型以及該等模型中使用的假設時，需要運用判斷。有關預期信用損失的更多詳情，請參閱附註2。

估計不確定性的主要來源

以下為於各報告期末有關未來的關鍵假設及估計不確定因素的其他主要來源，該等假設及來源具有導致下一個財政期間的資產及負債賬面值作出重大調整的重大風險。

金融工具公平值計量

若干金融資產按公平值計量，公平值乃根據重大不可觀察輸入數據使用估值技術釐定。於建立相關估值技術及其相關輸入數據時須作出判斷及估計。與該等因素有關的假設變動可能影響該等工具的呈報公平值。有關進一步披露，請參閱附註39。

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3. Significant accounting judgements and estimates *(continued)*

Measurement of ECL *(continued)*

Impairment assessment under ECL for accounts receivable (except for secured margin loans)

The Group uses a provision matrix to calculate ECL for the accounts receivable (except for secured margin loans) that result from transactions within the scope of HKFRS 15. The provision rates are based on debtor's aging as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable and available without undue costs and effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information is considered. In addition, accounts receivable with significant balances and credit impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL is disclosed in note 2.

Impairment assessment under ECL for financial assets at amortised cost other than accounts receivable (including secured margin loans, reverse repurchase agreements, deposits, other receivables and bank balances) and debt investments at fair value through other comprehensive income

The impairment assessment under ECL for financial assets at amortised cost (including secured margin loans, reverse repurchase agreements, deposits, other receivables and bank balances) and debt investments at fair value through other comprehensive income is an area that requires the use of models and assumptions about future economic conditions and the credit risk of the respective financial instruments.

3. 重大會計判斷和估計 *(續)*

預期信用損失的計量 *(續)*

應收款項(有抵押孖展貸款除外) 預期信用損失項下之減值評估

本集團使用撥備矩陣計算香港財務報告準則第15號範圍內的交易產生的應收款項(有抵押孖展貸款除外)的預期信用損失。撥備率乃基於具有類似虧損模式的不同債務人組別的債務人賬齡釐定。撥備矩陣乃基於本集團的歷史違約率，並考慮合理且可支持的前瞻性資料，且無需付出不必要的成本及努力。於各報告日期，本集團會重新評估過往觀察到的違約率，並考慮前瞻性資料的變動。此外，具有重大結餘及信貸減值的應收款項將單獨就預期信用損失進行評估。

預期信用損失撥備對估計變動敏感。有關預期信用損失的資料於附註2中披露。

按攤銷成本計量的金融資產(應收款項除外，包括有抵押孖展貸款、反向回購協議、按金、其他應收款項及銀行結餘)及按公平值計入其他全面收益的債務投資的預期信用損失項下的減值評估

根據按攤銷成本計量的金融資產(包括有抵押孖展貸款、反向回購協議、按金、其他應收款項及銀行結餘)及按公平值計入其他全面收益的債務投資的預期信用損失進行的減值評估，需要使用有關未來經濟環境及各金融工具信貸風險的模型及假設。

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3. Significant accounting judgements and estimates *(continued)*

Measurement of ECL *(continued)*

Impairment assessment under ECL for financial assets at amortised cost other than accounts receivable (including secured margin loans, reverse repurchase agreements, deposits, other receivables and bank balances) and debt investments at fair value through other comprehensive income (continued)

(i) Inputs, assumptions and estimation techniques

ECL is the discounted product of expected future cash flows by using the Probability of Default (“PD”), Loss Given Default (“LGD”) and Exposure at Default (“EAD”), of which PD and LGD are estimates based on significant management judgement.

(ii) Forward-looking information

In measuring ECL in accordance with HKFRS 9, it should consider forward-looking information. The calculation of ECL incorporates forward-looking information through the use of publicly available economic data and forecasts based on assumptions and management judgement to reflect the qualitative factors and through the use of multiple probability weighted scenario. Details of the impairment assessment of financial assets at amortised cost and debt investments at fair value through other comprehensive income are disclosed in note 2.

Income taxes

Deferred tax asset has been recognised in the consolidated statement of financial position in relation to the estimated tax losses as at year end for subsidiaries that are expected to have taxable profits in the future. No deferred tax asset was recognised for the unused tax losses in respect of subsidiaries where it is not probable that sufficient profits will be generated. Details of the tax losses and the deferred tax are disclosed in note 15.

3. 重大會計判斷和估計 *(續)*

預期信用損失的計量 *(續)*

*按攤銷成本計量的金融資產(應收款項除外,包括有抵押孖展貸款、反向回購協議、按金、其他應收款項及銀行結餘)及按公平值計入其他全面收益的債務投資的預期信用損失項下的減值評估 *(續)**

(i) 輸入數據、假設及估計技術

預期信用損失是使用違約概率(「違約概率」)、違約虧損率(「違約虧損率」)及違約風險(「違約風險」)計算的預期未來現金流量的折現值,其中違約概率及違約虧損率乃基於管理層的重大判斷進行的估計。

(ii) 前瞻性資料

根據香港財務報告準則第9號計量預期信用損失時,應考慮前瞻性資料。預期信用損失的計算通過使用公開可得的經濟數據及基於反映定性因素的假設及管理層判斷的預測及通過使用多重概率加權情境納入前瞻性資料。按攤銷成本計量的金融資產及按公平值計入其他全面收益的債務投資的減值評估的詳情於附註2中披露。

所得稅

已就預期於未來有應課稅溢利的附屬公司於年末的估計稅項虧損於綜合財務狀況表中確認遞延稅項資產。尚不可能產生足夠的溢利,則並無就附屬公司的未動用稅項虧損確認遞延稅項資產。稅項虧損及遞延稅項的詳情於附註15中披露。

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4. Operating segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's senior executive management and in accordance with HKFRS Accounting Standards. The Group's operating businesses are structured and managed separately according to the nature of their operations and the services they provide. Each of the Group's operating segments represents a strategic business unit that offers services which are subject to risks and returns that are different from those of the other operating segments.

In preparing the segment information for the years ended 31 December 2025 and 2024, the Executive Directors considered that the business relating to wealth management, institutional investor services, corporate finance services, investment management are separate reportable segments.

Details of each of the operating segments are as follows:

- (a) wealth management provides comprehensive financial services and solutions to individual investors, small to medium-sized businesses and family office including: brokerage, loans (mainly margin financing) and financing and other wealth management services;
- (b) institutional investor services provide market making, investments, structured product solutions, financing and other services to corporations, governments and financial institutions, and also include Group investments to support the above services;
- (c) corporate finance services provide advisory services, placing and underwriting services of debts and equity securities;
- (d) investment management provides asset management and fund management services to institutions and individuals, and also includes investment in funds, debts and equity securities; and
- (e) the "others" mainly represents rental income and the provision of information channel services.

Inter-segment transactions, if any, are conducted with reference to the prices charged to third parties.

4. 經營分部資料

經營分部報告的方式按照香港財務報告準則會計準則與向本集團高級行政管理人員提供的內部報告一致。本集團的經營業務乃按其營運性質及所提供服務分開組織及管理。本集團旗下各經營分部均為提供服務的策略業務單位，其服務所承受風險及所獲回報有別於其他經營分部。

於編製截至2025年及2024年12月31日止年度的分部資料時，執行董事認為財富管理、機構投資者服務、企業融資服務及投資管理相關的業務為獨立可呈報分部。

有關各經營分部的詳情概述如下：

- (a) 財富管理分部向個體投資者，中小型企業及家族辦公室提供全面金融服務及解決方案，包括：經紀、貸款（主要為孖展融資）及融資以及其他理財服務；
- (b) 機構投資者服務分部向企業、政府及金融機構提供做市、投資、結構性產品解決方案、融資及其他服務，亦包括支持上述服務的本集團投資；
- (c) 企業融資服務分部提供諮詢服務、債務及股本證券的配售及承銷服務；
- (d) 投資管理分部向機構及個人提供資產管理及基金管理服務，亦包括基金、債務及股票證券投資；及
- (e) 「其他」分部主要指租金收益及提供資訊渠道服務。

分部之間的交易（如有）乃參照向第三方收取的價格而進行。

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4. Operating segment information (continued)

The segment results of the Group for the years ended 31 December 2025 and 2024 are as follows:

Year ended 31 December 2025

		Institutional		Corporate		Others	Total
		Wealth Management	Investor Services	Finance Services	Investment Management		
		財富管理	機構投資者服務	企業融資服務	投資管理	其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue and other income:	分部收入及其他收益：						
Commission and fee income	佣金及費用收益	625,041	123,771	740,418	37,923	-	1,527,153
Interest income	利息收益	1,089,684	641,405	-	658,548	-	2,389,637
Net trading and investment income	交易及投資淨收益	139,397	1,100,530	-	1,073,291	-	2,313,218
Other loss	其他虧損	-	-	-	-	(17,888)	(17,888)
Total	總計	1,854,122	1,865,706	740,418	1,769,762	(17,888)	6,212,120
Profit before taxation	除稅前溢利	623,627	349,017	346,472	403,708	-	1,722,824
Income tax expense	所得稅開支						(376,103)
Profit for the year	年內溢利						<u>1,346,721</u>
Other segment information:	分部其他資料：						
Net impairment charge on loans and advances to customers	給予客戶貸款及墊款淨減值撥備	5,056	-	-	-	-	5,056
Net impairment charge on accounts receivable	應收款項淨減值撥備	3,000	2,286	9,473	2,625	-	17,384
Net impairment charge on other financial assets	其他金融資產淨減值撥備	246	129	-	189	-	564
Net impairment charge on financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產淨減值撥備	-	-	-	1,539	-	1,539
Depreciation	折舊	51,387	11,072	5,563	5,370	-	73,392
Finance costs	融資成本	351,642	893,326	-	1,131,360	-	2,376,328

4. 經營分部資料 (續)

截至2025年及2024年12月31日止年度，本集團的分部業績如下：

截至2025年12月31日止年度

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4. Operating segment information (continued)

Year ended 31 December 2024

		Wealth Management	Institutional Investor Services 機構投資者服務	Corporate Finance Services 企業融資服務	Investment Management 投資管理	Others 其他	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue and other income:	分部收入及其他收益：						
Commission and fee income	佣金及費用收益	439,410	86,378	318,628	27,339	-	871,755
Interest income	利息收益	1,422,116	876,355	-	15,535	-	2,314,006
Net trading and investment income	交易及投資淨收益	57,021	957,953	-	220,874	-	1,235,848
Other income	其他收益	-	-	-	-	5,428	5,428
Total	總計	1,918,547	1,920,686	318,628	263,748	5,428	4,427,037
Profit/(loss) before taxation	除稅前溢利/(虧損)	173,073	378,652	44,458	(229,552)	-	366,631
Income tax expense	所得稅開支						(15,934)
Profit for the year	年內溢利						350,697
Other segment information:	分部其他資料：						
Net impairment charge on loans and advances to customers	給予客戶貸款及墊款淨減值撥備	12,198	-	-	-	-	12,198
Net impairment charge/(reversal) on accounts receivable	應收款項淨減值撥備/(撥回)	2,471	3,987	(96)	9	-	6,371
Net impairment charge/(reversal) on other financial assets	其他金融資產淨減值撥備/(撥回)	(335)	(194)	-	23	-	(506)
Net impairment charge on financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產淨減值撥備	-	-	-	8,208	-	8,208
Depreciation	折舊	59,712	8,311	5,672	8,333	-	82,028
Finance costs	融資成本	1,074,275	979,162	-	376,670	-	2,430,107

Geographical information

(a) Revenue and other income from external customers

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Hong Kong	香港	5,811,283	4,153,919
Other countries	其他國家	400,837	273,118
		6,212,120	4,427,037

The information of revenue and other income above is based on the locations of the markets.

(b) Non-current assets

Majority of the non-current assets (excluding deferred tax assets) of the Group are located in Hong Kong.

4. 經營分部資料 (續)

截至2024年12月31日止年度

地域資料

(a) 外部客戶收入及其他收益

上文的收入及其他收益資料乃按市場地點編製。

(b) 非流動資產

本集團大部分非流動資產(不包括遞延稅項資產)均位於香港。

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5. Revenue

The Group's revenue is disaggregated as follows:

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
<i>Commission and fee income (Note (1))</i>	<i>佣金及費用收益 (附註(1))</i>		
Brokerage (Note (3))	經紀業務 (附註(3))	801,396	512,295
Corporate finance	企業融資		
Placing, underwriting and sub-underwriting commission (Note (3))	配售、承銷及分承銷的佣金 (附註(3))	593,417	255,129
Consultancy and financial advisory fee income (Note (4))	顧問及融資諮詢費收益 (附註(4))	67,200	47,930
Asset management fee and performance fee income (Note (4))	資產管理費及表現費收益 (附註(4))	47,539	21,717
Handling income on financial products (Note (3))	金融產品手續費收益 (附註(3))	17,601	34,684
		1,527,153	871,755
<i>Interest income (Note (2))</i>	<i>利息收益 (附註(2))</i>		
Interest income from customers (Note (5))	來自客戶的利息收益 (附註(5))	450,467	476,189
Interest income from banks (Note (5))	來自銀行的利息收益 (附註(5))	653,825	1,006,883
Interest income from other financial institutions (Note (5))	來自其他金融機構的利息收益 (附註(5))	562,653	278,221
Interest income from fixed income securities	來自固定收益證券的利息收益	722,692	552,713
		2,389,637	2,314,006
<i>Net trading and investment income (Note (2))</i>	<i>交易及投資淨收益 (附註(2))</i>		
Net trading income from fixed income securities, unconsolidated investment funds, derivative and equity investments	來自固定收益證券、非合併投資基金、衍生工具及股本投資的交易收益淨額	1,384,473	324,225
Net income from financial products	金融產品淨收益	928,745	911,623
		2,313,218	1,235,848
		6,230,008	4,421,609

5. 收入

本集團的收入分拆如下：

Note (1) Revenue arising from customer contracts under HKFRS 15

附註(1) 根據香港財務報告準則第15號來自與客戶合約產生的收入

Note (2) Revenue arising from other sources

附註(2) 其他來源產生的收入

Note (3) Commission and fee income arising from 1) brokerage, 2) placing, underwriting and sub-underwriting commission, 3) handling income on financial products is recognized at a point in time

附註(3) 來自1)經紀業務、2)配售、承銷及分承銷的佣金、3)金融產品手續費收益的佣金及費用收益於某一時間點確認

Note (4) Commission and fee income arising from 1) consultancy and financial advisory fee income, 2) asset management fee and performance fee income are recognized over time

附註(4) 來自1)顧問及融資諮詢費收益、2)資產管理費及表現費收益的佣金及費用收益隨時間確認

Note (5) Interest income from customers, banks and other financial institutions are calculated using effective interest method

附註(5) 來自客戶、銀行及其他金融機構利息收益採用實際利率法計算

Notes to Financial Statements

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6. Staff costs

6. 員工成本

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Staff costs (including directors' remuneration):	員工成本(包括董事酬金):		
Salaries, bonuses and allowances	薪金、花紅及津貼	991,228	781,457
Pension scheme contributions	退休金計劃供款	13,982	13,345
		1,005,210	794,802

7. Finance costs

7. 融資成本

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Bank borrowings and overdrafts	銀行借款及透支	531,233	633,006
Debt securities in issue	已發行債務證券	362,537	389,063
Securities borrowing and lending	證券借貸	13,061	2,747
Repurchase agreements	回購協議	1,336,589	1,223,132
Lease liabilities	租賃負債	2,274	1,564
Accounts payable to clients	給予客戶的應付款項	17,275	38,981
Others	其他	26,731	29,756
Sub-total (calculated using effective interest method)	小計(採用實際利率法計算)	2,289,700	2,318,249
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債	86,628	111,858
		2,376,328	2,430,107

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8. Profit before tax

The Group's profit before tax is arrived at after charging/(crediting):

8. 除稅前溢利

本集團的除稅前溢利乃經扣減／(計入)以下各項後得出：

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Auditor's remuneration	核數師酬金		
(i) audit services	(i) 核數服務	4,969	4,378
(ii) interim review	(ii) 中期審閱	1,000	1,010
(iii) compliance and other consultancy services	(iii) 合規及其他諮詢服務	1,721	658
Other commission expenses	其他佣金開支	57,319	47,369
Information service expenses	資訊服務開支	53,217	49,529
Marketing, advertising and promotion expenses	市場推廣、廣告及宣傳開支	3,999	4,525
Professional and consultancy fee	專業及諮詢費	114,861	95,607
Repair and maintenance (including system maintenance)	維修及維護 (包括系統維護)	113,120	100,593
Net impairment charge on loans and advances to customers	給予客戶貸款及墊款 淨減值撥備	5,056	12,198
Net impairment charge on accounts receivable	應收款項淨減值撥備	17,384	6,371
Net impairment charge/(reversal) on other financial assets	其他金融資產淨減值 撥備／(撥回)	564	(506)
Net impairment charge on financial assets at fair value through other comprehensive income	按公平值計入其他全面 收益的金融資產 淨減值撥備	1,539	8,208

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9. Income tax expense

Hong Kong profits tax has been provided at the rate of 16.5% (2024: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Current – Hong Kong	即期 – 香港		
– Charge for the year	– 一年內開支	154,273	19,712
– Over-provision in prior years	– 過往年度超額計提	(1,364)	(1,159)
Deferred (note 15)	遞延 (附註15)	223,194	(2,619)
Total tax expense	稅項開支總額	376,103	15,934

A reconciliation of the tax expense applicable to profit before tax using the statutory rate to the tax expense at the effective tax rate is as follows:

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Profit before tax	除稅前溢利	1,722,824	366,631
Tax at the statutory tax rate at 16.5% (2024: 16.5%)	按法定稅率16.5%計算之稅項 (2024年：16.5%)	284,266	60,494
Over provision in prior years	過往年度超額計提	(1,364)	(1,159)
Income not subject to tax	毋須課稅收入	(87,495)	(207,849)
Expenses not deductible for tax	不可扣稅開支	101,822	93,958
Tax losses utilised	已動用稅項虧損	(99,300)	(22)
Tax losses not recognised	未確認稅項虧損	345	66,918
Other (Note 1)	其他 (附註1)	177,829	3,594
Tax charge for the year	年內稅項支出	376,103	15,934

Note 1: For the year ended 31 December 2025, the carrying amount of a deferred tax asset was reviewed. The carrying amount of a deferred tax asset was reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised.

9. 所得稅開支

香港利得稅乃就年內在香港產生的估計應課稅溢利按稅率16.5% (2024年：16.5%)計提。

按適用法定稅率之除稅前溢利計算之稅項開支與按實際稅率計算之稅項開支之對賬如下：

附註1：截至2025年12月31日止年度，遞延稅項資產的賬面金額已進行審查。遞延稅項資產的賬面金額已減少至不可能有足夠的應課稅利潤來使部分或全部該遞延稅項資產的利益得以利用。

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9. Income tax expense (continued)

In accordance with the accounting policy set out in note 2.3, the Group has not recognized deferred tax assets in respect of cumulative tax losses of approximately HK\$1,382,033,000 (2024: HK\$599,933,000) as it is not probable that future taxable profits against which the losses can be utilized will be available in the relevant tax jurisdiction and entity. The tax losses do not expire under current tax legislation.

The Company is part of a multinational enterprise group which is subject to the Global Anti-Base Erosion Model Rules published by the Organisation for Economic Co-operation and Development.

On 28 May 2025, the bill for the implementation of the Global Anti-Base Erosion Rules and the Hong Kong Minimum Top-up Tax was passed by the Hong Kong Legislative Council. The Hong Kong Minimum Top-up Tax has taken effect for a fiscal year beginning on or after 1 January 2025. Under these rules, a top-up tax liability is not expected to arise since the effective tax rate of the Group's operations in Hong Kong is expected to be higher than 15%.

The Group has applied the temporary mandatory exception from deferred tax accounting for the top-up tax and accounted for the tax as current tax when incurred.

10. Dividends

		2025 2025年 HK\$'000 千港元
2025 interim dividend, paid – HK\$0.05 per Share	2025年中期股息，已支付—每股股份0.05港元	476,350
2025 final dividend, proposed after the end of the reporting period – HK\$0.02 per Share	2025年末期股息，報告期結束後擬派發—每股股份0.02港元	190,599
		666,949
		2024 2024年 HK\$'000 千港元
2024 interim dividend, paid – HK\$0.012 per Share	2024年中期股息，已支付—每股股份0.012港元	114,529
2024 final dividend, paid – HK\$0.02 per Share	2024年末期股息，已支付—每股股份0.02港元	190,462
		304,991

9. 所得稅開支 (續)

根據附註2.3所載會計政策，本集團並無就累計稅項虧損約1,382,033,000港元（2024年：599,933,000港元）確認遞延稅項資產，原因為相關稅務司法管轄區及實體不大可能有可動用該等虧損以作抵銷的未來應課稅溢利。根據現行稅務法例，稅項虧損並無屆滿期限。

本公司為跨國企業集團的一部分，須遵守經濟合作與發展組織頒佈的全球反侵蝕稅基示範規則。

於2025年5月28日，香港立法會通過實施全球反侵蝕稅基規則及香港最低補足稅的法案。香港最低補貼稅已於2025年1月1日或之後開始的財政年度生效。根據該等規則，由於本集團在香港經營業務的實際稅率預期高於15%，故預期不會產生補足稅負債。

本集團已就補足稅項應用遞延稅項會計的暫時強制性例外情況，並在產生時將稅項列為當期稅項。

10. 股息

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10. Dividends (continued)

The 2025 interim dividend paid during the year was adjusted to include the dividend for the shares issued upon the exercise of share options before ex-dividend date, amounting to HK\$397,500.

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming AGM and has not been recognized as a liability at the end of the reporting period.

11. Earnings per share attributable to ordinary equity holders of the parent

The calculations of the basic and diluted earnings per share are based on:

10. 股息 (續)

本年度派付的2025年中期股息已作調整，以包括於除息日前因行使購股權而發行的股份股息397,500港元。

本年度擬派末期股息須待本公司股東於應屆股東週年大會上批准後，方可作實，於報告期末尚未確認為負債。

11. 母公司普通股股東應佔每股盈利

每股基本及攤薄盈利乃基於下列方式計算：

Basic earnings per share		2025	2024
		2025年	2024年
Profit attributable to ordinary equity holders of the parent (in HK\$'000)	母公司普通股股東應佔溢利 (以千港元計)	1,345,354	347,783
Weighted average number of ordinary shares in issued less shares held for the share award scheme (in '000)	已發行普通股的加權平均數減就股份獎勵計劃持有的股份 (以千股計)	9,529,239	9,548,061
Basic earnings per share (in HK cents)	每股基本盈利 (以港仙計)	14.1	3.6
Diluted earnings per share		2025	2024
		2025年	2024年
Profit attributable to ordinary equity holders of the parent (in HK\$'000)	母公司普通股股東應佔溢利 (以千港元計)	1,345,354	347,783
Weighted average number of ordinary shares in issued less shares held for the share award scheme used in the basic earnings per share calculation (in '000)	用於計算每股基本盈利的已發行普通股的加權平均數減就股份獎勵計劃持有的股份 (以千股計)	9,529,239	9,548,061
Effect of dilution – weighted average number of ordinary shares:	攤薄效應 – 普通股加權平均數：		
Share options under the Share Option Scheme (in '000)	購股權計劃下的購股權 (以千股計)	1,781	–
Number of ordinary shares for the purpose of the diluted earnings per share calculation (in '000)	用於計算每股攤薄盈利的普通股數目 (以千股計)	9,531,020	9,548,061
Diluted earnings per share (in HK cents)	每股攤薄盈利 (以港仙計)	14.1	3.6

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12. Property, plant and equipment

12. 物業、廠房及設備

		Office equipment	Furniture and fixtures	Buildings	Leasehold improvements	Motor vehicles	Sub-total	Right of use assets 使用權資產			Total
								Leasehold land	Buildings	Sub-total	
		辦公室設備	傢俬及裝置	樓宇	租賃物業 裝修	汽車	小計	租賃土地	樓宇	小計	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
31 December 2025	2025年12月31日										
As at 1 January 2025	於2025年1月1日										
Cost	成本	296,346	6,488	81,999	68,061	3,497	456,391	481,832	88,122	569,954	1,026,345
Accumulated depreciation	累計折舊	(246,205)	(5,632)	(32,533)	(58,859)	(2,734)	(345,963)	(189,609)	(34,161)	(223,770)	(569,733)
Net carrying amount	賬面淨值	50,141	856	49,466	9,202	763	110,428	292,223	53,961	346,184	456,612
Opening net carrying amount	年初賬面淨值	50,141	856	49,466	9,202	763	110,428	292,223	53,961	346,184	456,612
Additions	添置	28,504	3	-	430	-	28,937	-	3,297	3,297	32,234
Exchange realignment	外匯調整	(43)	-	-	-	-	(43)	-	791	791	748
Depreciation charged during the year	年內折舊	(31,598)	(441)	(2,199)	(4,826)	(262)	(39,326)	(12,988)	(21,078)	(34,066)	(73,392)
Closing net carrying amount	年末賬面淨值	47,004	418	47,267	4,806	501	99,996	279,235	36,971	316,206	416,202
As at 31 December 2025	於2025年12月31日										
Cost	成本	314,748	6,465	81,999	68,689	3,469	475,370	481,832	92,821	574,653	1,050,023
Accumulated depreciation	累計折舊	(267,744)	(6,047)	(34,732)	(63,883)	(2,968)	(375,374)	(202,597)	(55,850)	(258,447)	(633,821)
Net carrying amount	賬面淨值	47,004	418	47,267	4,806	501	99,996	279,235	36,971	316,206	416,202

		Office equipment	Furniture and fixtures	Buildings	Leasehold improvements	Motor vehicles	Sub-total	Right of use assets 使用權資產			Total
								Leasehold land	Buildings	Sub-total	
		辦公室設備	傢俬及裝置	樓宇	租賃物業 裝修	汽車	小計	租賃土地	樓宇	小計	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
31 December 2024	2024年12月31日										
As at 1 January 2024	於2024年1月1日										
Cost	成本	265,154	7,089	81,999	61,423	3,069	418,734	481,832	92,062	573,894	992,628
Accumulated depreciation	累計折舊	(216,983)	(6,714)	(30,334)	(53,408)	(3,069)	(310,508)	(176,621)	(71,589)	(248,210)	(558,718)
Net carrying amount	賬面淨值	48,171	375	51,665	8,015	-	108,226	305,211	20,473	325,684	433,910
Opening net carrying amount	年初賬面淨值	48,171	375	51,665	8,015	-	108,226	305,211	20,473	325,684	433,910
Additions	添置	35,164	873	-	8,967	785	45,789	-	59,408	59,408	105,197
Exchange realignment	外匯調整	(236)	-	-	(10)	-	(246)	-	(92)	(92)	(338)
Depreciation charged during the year	年內折舊	(32,958)	(392)	(2,199)	(7,641)	(22)	(43,212)	(12,988)	(25,828)	(38,816)	(82,028)
Disposal	出售	-	-	-	(129)	-	(129)	-	-	-	(129)
Closing net carrying amount	年末賬面淨值	50,141	856	49,466	9,202	763	110,428	292,223	53,961	346,184	456,612
As at 31 December 2024	於2024年12月31日										
Cost	成本	296,346	6,488	81,999	68,061	3,497	456,391	481,832	88,122	569,954	1,026,345
Accumulated depreciation	累計折舊	(246,205)	(5,632)	(32,533)	(58,859)	(2,734)	(345,963)	(189,609)	(34,161)	(223,770)	(569,733)
Net carrying amount	賬面淨值	50,141	856	49,466	9,202	763	110,428	292,223	53,961	346,184	456,612

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13. Goodwill and other intangible assets

		Trading rights 交易權 HK\$'000 千港元	Goodwill 商譽 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Net carrying amounts	賬面淨值			
As at 1 January and 31 December 2024	於2024年1月1日及 12月31日	2,413	20,473	22,886

		Trading rights 交易權 HK\$'000 千港元	Goodwill 商譽 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Net carrying amounts	賬面淨值			
As at 1 January	於1月1日	2,413	20,473	22,886
Impairment loss	減值虧損	-	(20,473)	(20,473)
As at 31 December 2025	於2025年12月31日	2,413	-	2,413

As at 31 December 2025 and 2024, the Group had three trading rights in the Stock Exchange and two trading rights in The Hong Kong Futures Exchange Limited. The intangible assets are not amortised as they have no expiry date.

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the GTJA Vietnam cash-generating unit for impairment testing. The recoverable amount (higher of fair value less cost of disposal and value-in-use) of GTJA Vietnam has been determined based on the value-in-use calculation using cash flow projections covering a five-year period approved by the management.

For the year ended 31 December 2024, the discount rate applied to the cash flow projections was 9% which is determined based on the past business performance, the management's expectation of the market development and future business plan. The discount rate used reflects specific risks relating to GTJA Vietnam and has taken into account of the risk of business uncertainties in the foreseeable future. As at 31 December 2024, the estimated recoverable amount of the cash-generating unit exceeded its carrying amount. Therefore, no impairment loss was recognized.

13. 商譽及其他無形資產

於2025年及2024年12月31日，本集團擁有於聯交所的三項交易權及香港期貨交易所有限公司的兩項交易權。由於並無到期日，故並無攤銷無形資產。

商譽減值測試

通過業務合併獲得的商譽分配給國泰君安越南現金產生單位用於減值測試。國泰君安越南可收回金額（以公平值減出售成本及使用權價值中的較高者為準）乃基於使用價值計算釐定，有關計算採用管理層核定之涵蓋五年期現金流預測。

於截至2024年12月31日止年度，現金流預測所用貼現率為9%，其乃基於過往業務表現、管理層對市場演變預期及未來商業計劃釐定。所用貼現率反映國泰君安越南相關特定風險，當中已計及可見未來內業務不確定性風險。於2024年12月31日，現金產生單位的估計可收回金額超過其賬面值。因此，並無確認減值虧損。

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財務報表附註

31 December 2025
2025年12月31日

13. Goodwill and other intangible assets (continued)

Impairment testing of goodwill (continued)

For the year ended 31 December 2025, the discount rate applied to the cash flow projections was 7.9% which is determined based on the past business performance, the management's expectation of the market development and future business plan. The discount rate used reflects specific risks relating to GTJA Vietnam and has taken into account of the risk of business uncertainties in the foreseeable future.

Taken into account the operation results of the cash-generating unit, an impairment loss of HK\$20,473,000 was recognized. A lower recoverable amount from the cash-generating unit is mainly attributable to the downward adjustment in financial projections under the expected challenging operating environment and market conditions. As at 31 December 2025, the goodwill was fully impaired.

14. Other assets

Basic contribution of the guarantee fund paid to HKSCC	支付予香港結算的保證基金基本供款	1,015	769
Deposits with Stock Exchange	於聯交所的按金		
– Compensation fund	– 補償基金	150	150
– Fidelity fund	– 互保基金	150	150
– Stamp duty deposit	– 印花稅按金	500	500
Admission fee paid to HKSCC	支付予香港結算的准入費	150	150
Settlement Risk Fund paid to the Shanghai Stock Exchange	支付予上海證券交易所的結算風險基金	223	212
Deposit with HKFE Clearing Corporation Limited	於香港期貨結算有限公司的按金	1,500	1,500
License deposit with the Monetary Authority of Singapore	於新加坡金融管理局的牌照按金	605	571
Statutory deposit with Hanoi Stock Exchange	於河內證券交易所的法定按金	4,577	4,363
		8,870	8,365

The carrying amounts of the Group's other assets approximate to their fair values.

13. 商譽及其他無形資產 (續)

商譽減值測試 (續)

於截至2025年12月31日止年度，現金流預測所用貼現率為7.9%，其乃基於過往業務表現、管理層對市場演變預期及未來商業計劃釐定。所用貼現率反映國泰君安越南相關特定風險，當中已計及可見未來內業務不確定性風險。

考慮到現金產生單位的經營業績，已確認減值虧損20,473,000港元。現金產生單位的可收回金額較低，主要歸因於在預期具挑戰性的經營環境及市場條件下，對財務預測作出的下調。於2025年12月31日，商譽已悉數減值。

14. 其他資產

2025	2024
2025年	2024年
HK\$'000	HK\$'000
千港元	千港元
1,015	769
150	150
150	150
500	500
150	150
223	212
1,500	1,500
605	571
4,577	4,363
8,870	8,365

本集團其他資產的賬面值與其公平值相若。

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15. Deferred tax

The movements in deferred tax liabilities and assets during the year are as follows:

		Accelerated tax depreciation	Losses available for offsetting against future taxable profits	Fair value gain/loss	ECL allowance	Total
		加速稅項折舊	稅項溢利的虧損	收益/虧損	預期信用損失撥備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 31 December 2023 and 1 January 2024	於2023年12月31日及2024年1月1日	(7,878)	272,931	(31)	3,364	268,386
Deferred tax charged to other comprehensive income	於其他全面收益扣除遞延稅項	-	-	(4,174)	-	(4,174)
Deferred tax credited to profit or loss (note 9)	於損益計入遞延稅項(附註9)	135	186	-	2,298	2,619
As at 31 December 2024 and 1 January 2025	於2024年12月31日及2025年1月1日	(7,743)	273,117	(4,205)	5,662	266,831
Deferred tax charged to other comprehensive income	於其他全面收益扣除遞延稅項	-	-	(47,623)	-	(47,623)
Deferred tax (charged)/credited to profit or loss (note 9)	於損益(扣除)/計入遞延稅項(附註9)	(1,658)	(227,832)	3,789	2,507	(223,194)
As at 31 December 2025	於2025年12月31日	(9,401)	45,285	(48,039)	8,169	(3,986)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority. The deferred income tax assets and liabilities are to be utilised and settled after one year and the following amounts, determined after appropriate offsetting, are shown in the consolidated statement of financial position.

15. 遞延稅項

年內遞延稅項負債及資產變動如下：

當有法定權利可以將本期稅項資產與本期稅項負債抵銷及遞延所得稅涉及同一稅務機關時，則可將遞延所得稅資產與負債互相抵銷。遞延所得稅資產及負債將於一年後予以動用及結算，而下列在計入適當抵銷後釐定的金額則在綜合財務狀況表內列賬。

		2025	2024
		2025年	2024年
		HK\$'000	HK\$'000
		千港元	千港元
Deferred tax assets	遞延稅項資產	43,096	275,846
Deferred tax liabilities	遞延稅項負債	(47,082)	(9,015)
		(3,986)	266,831

In accordance with the accounting policy set out in note 2.3, the Group has recognised deferred tax assets in respect of cumulative tax losses of HK\$274 million (2024: HK\$1,655 million) as it is probable that future taxable profits against which the losses can be utilised will be available in the relevant jurisdiction and entity. The tax losses do not expire under the current tax legislation.

根據附註2.3所載會計政策，本集團就累計稅項虧損274百萬港元(2024年：1,655百萬港元)確認遞延稅項資產，蓋因相關司法權區及實體可能有未來應課稅溢利抵銷該等虧損。根據當前稅法，稅項虧損並未到期。

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16. Loans and advances to customers

16. 給予客戶的貸款及墊款

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Margin loans	孖展貸款	12,871,651	9,628,032
Term loans to customers	給予客戶的定期貸款	235,365	235,365
Less: impairment provision	減：減值撥備	(2,122,051)	(2,116,996)
		10,984,965	7,746,401

Loans and advances are categorised into “excellent”, “fair” and “individually impaired”. Excellent refers to exposures which margin obligation are consistently met and the payment of principal and interest is not in doubt, collaterals provided are highly liquid and of good quality. Fair refers to exposures which principal and interest are fully secured but the quality of the collateral is deteriorating, shortfall would be expected when the collateral value continues to deteriorate. Individually impaired refers to exposures which loss, partial or full, has incurred and with insufficient collateral.

貸款及墊款分類為「優秀」、「普通」及「個別減值」。優秀指貫徹履行孖展責任及本金和利息付款並無呆賬，且提供的抵押品具有高流通性及良好品質的風險。普通指本金和利息全部有抵押但抵押品質量正在變差，且抵押品價值持續下跌時預期錄得缺額的風險。個別減值指已產生部分或悉數虧損且無足夠抵押品的風險。

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16. Loans and advances to customers (continued)

Analysis of the gross carrying amount as at 31 December by the Group's internal credit rating and year end classification:

2025

Internal rating grade	內部評級	12-month ECL 12個月預期 信用損失 (Stage 1) (第一階段) HK\$'000 千港元	Lifetime ECL not-credit-impaired 未信貸減值 的全期預期 信用損失 (Stage 2) (第二階段) HK\$'000 千港元	Lifetime ECL credit-impaired 已信貸減值 的全期預期 信用損失 (Stage 3) (第三階段) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Performing	正常	10,759,492	-	-	10,759,492
Excellent	優秀	-	224,527	-	224,527
Fair	普通	-	-	-	-
Non-performing	不良	-	-	2,122,997	2,122,997
Individually impaired	個別減值	-	-	-	-
		10,759,492	224,527	2,122,997	13,107,016

2024

Internal rating grade	內部評級	12-month ECL 12個月預期 信用損失 (Stage 1) (第一階段) HK\$'000 千港元	Lifetime ECL not-credit-impaired 未信貸減值 的全期預期 信用損失 (Stage 2) (第二階段) HK\$'000 千港元	Lifetime ECL credit-impaired 已信貸減值 的全期預期 信用損失 (Stage 3) (第三階段) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Performing	正常	7,427,075	-	-	7,427,075
Excellent	優秀	-	332,060	-	332,060
Fair	普通	-	-	-	-
Non-performing	不良	-	-	2,104,262	2,104,262
Individually impaired	個別減值	-	-	-	-
		7,427,075	332,060	2,104,262	9,863,397

16. 給予客戶的貸款及墊款 (續)

按本集團內部信貸評級及年末分類的於12月31日的賬面總值分析：

2025年

Internal rating grade	內部評級	12-month ECL 12個月預期 信用損失 (Stage 1) (第一階段) HK\$'000 千港元	Lifetime ECL not-credit-impaired 未信貸減值 的全期預期 信用損失 (Stage 2) (第二階段) HK\$'000 千港元	Lifetime ECL credit-impaired 已信貸減值 的全期預期 信用損失 (Stage 3) (第三階段) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Performing	正常	10,759,492	-	-	10,759,492
Excellent	優秀	-	224,527	-	224,527
Fair	普通	-	-	-	-
Non-performing	不良	-	-	2,122,997	2,122,997
Individually impaired	個別減值	-	-	-	-
		10,759,492	224,527	2,122,997	13,107,016

2024年

Internal rating grade	內部評級	12-month ECL 12個月預期 信用損失 (Stage 1) (第一階段) HK\$'000 千港元	Lifetime ECL not-credit-impaired 未信貸減值 的全期預期 信用損失 (Stage 2) (第二階段) HK\$'000 千港元	Lifetime ECL credit-impaired 已信貸減值 的全期預期 信用損失 (Stage 3) (第三階段) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Performing	正常	7,427,075	-	-	7,427,075
Excellent	優秀	-	332,060	-	332,060
Fair	普通	-	-	-	-
Non-performing	不良	-	-	2,104,262	2,104,262
Individually impaired	個別減值	-	-	-	-
		7,427,075	332,060	2,104,262	9,863,397

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16. Loans and advances to customers (continued)

The movements of the gross carrying amount of loans and advances to customers are as follows:

		12-month ECL	Lifetime ECL not-credit- impaired	Lifetime ECL credit- impaired	Total
		12個月預期 信用損失 (Stage 1) (第一階段)	未信貸減值 的全期預期 信用損失 (Stage 2) (第二階段)	已信貸減值 的全期預期 信用損失 (Stage 3) (第三階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Gross carrying amount as at 1 January 2024	於2024年1月1日的 賬面總值	5,736,909	25,783	2,103,702	7,866,394
New assets originated, purchased or assets transferred	已產生、已購買的新資 產或已轉讓的資產	3,801,147	17,302	1,236	3,819,685
Assets derecognised or repaid	已終止確認或已償還的 資產	(1,761,529)	(48,439)	(12,714)	(1,822,682)
Transfer from stage 1 to stage 2	由第一階段轉入第二階段	(337,414)	337,414	-	-
Transfer from stage 1 to stage 3	由第一階段轉入第三階段	(12,038)	-	12,038	-
Gross carrying amount as at 31 December 2024 and as at 1 January 2025	於2024年12月31日及 於2025年1月1日的 賬面總值	7,427,075	332,060	2,104,262	9,863,397
New assets originated, purchased or assets transferred	已產生、已購買的新資 產或已轉讓的資產	6,695,118	1	16,675	6,711,794
Assets derecognised or repaid	已終止確認或已償還的 資產	(3,390,443)	(49,274)	(28,458)	(3,468,175)
Transfer from stage 2 to stage 1	由第二階段轉入第一階段	58,260	(58,260)	-	-
Transfer from stage 1 to stage 3	由第一階段轉入第三階段	(30,518)	-	30,518	-
Gross carrying amount as at 31 December 2025	於2025年12月31日的 賬面總值	10,759,492	224,527	2,122,997	13,107,016

16. 給予客戶的貸款及墊款 (續)

給予客戶的貸款及墊款賬面總值變動如下：

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16. Loans and advances to customers (continued)

The movements of the ECL allowance on loans and advances to customers are as follows:

		12-month ECL	Lifetime ECL not-credit- impaired	Lifetime ECL credit- impaired	Total
		12個月預期 信用損失 (Stage 1)	未信貸減值 的全期預期 信用損失 (Stage 2)	已信貸減值 的全期預期 信用損失 (Stage 3)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
ECL allowance as at 1 January 2024	於2024年1月1日的 預期信用損失撥備	(1,147)	(990)	(2,102,663)	(2,104,800)
New assets originated or purchased	已產生或已購買的 新資產	(3)	(661)	(627)	(1,291)
Assets derecognised or repaid	已終止確認或已償還的 資產	-	216	10	226
Changes to risk parameters	風險參數變動	(395)	131	3,942	3,678
Changes arising from transfer of stage	源於轉移階段的變動	60	(11,414)	(3,455)	(14,809)
ECL allowance as at 31 December 2024 and 1 January 2025	於2024年12月31日及 2025年1月1日的 預期信用損失撥備	(1,485)	(12,718)	(2,102,793)	(2,116,996)
New assets originated or purchased	已產生或已購買的 新資產	-	-	(4,627)	(4,627)
Assets derecognised or repaid	已終止確認或已償還的 資產	-	40	645	685
Changes to risk parameters	風險參數變動	(666)	1,839	2,986	4,159
Changes arising from transfer of stage	源於轉移階段的變動	-	2,194	(7,466)	(5,272)
ECL allowance as at 31 December 2025	於2025年12月31日的 預期信用損失撥備	(2,151)	(8,645)	(2,111,255)	(2,122,051)

There were no loans and advances to customers which have been written off but were still subject to enforcement activity at 31 December 2025 and 2024.

16. 給予客戶的貸款及墊款 (續)

給予客戶的貸款及墊款的預期信用
損失撥備變動如下：

於2025年及2024年12月31日，概無
已撇銷但仍須進行強制執法行動的
給予客戶的貸款及墊款。

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16. Loans and advances to customers (continued)

Margin financing operations

The Group provides customers with margin financing for securities transactions, which are secured by customers' securities held as collateral. The maximum credit limit granted for each customer is based on the customer's financial background and the quality of related collateral. The Group seeks to maintain strict control over its outstanding receivables and has a credit and risk management department to monitor credit risks.

Margin loans to the customers are secured by the underlying pledged securities, bear interest at a rate with reference to the Hong Kong dollar prime rate and are repayable on demand. The carrying value of margin loans approximates to their fair value. No ageing analysis is disclosed as the Group considers an ageing analysis does not give additional value in view of the nature of the margin loans business. The amount of credit facilities granted to margin clients is determined by the discounted market value of the collateral securities accepted by the Group. As at 31 December 2025, the total value of securities pledged as collateral in respect of the margin loans was approximately HK\$38,980 million (2024: HK\$39,512 million) based on the market value of the securities as at the end of the reporting period.

Term loans to customers

The Group also provides term loans to customers. In determining the interest rates, reference is made to the credit standing of the relevant customers and the quality and value of the collateral pledged.

As at 31 December 2025 and 2024, all term loans were categorised as Stage 3 and were fully impaired.

17. Loans to directors

For the year ended 31 December 2025 and 2024, there were no loans to directors pursuant to section 383(1)(d) of the CO and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation.

16. 給予客戶的貸款及墊款 (續)

孖展融資業務

本集團就證券交易向客戶提供孖展融資，以客戶的證券持作抵押品擔保。每名客戶獲授的最高信貸額度乃以客戶的財務背景及所持相關抵押品的質素為基準。本集團擬保持對其未清償應收款項的嚴格控制，並成立了信貸及風險管理部門監控信貸風險。

給予客戶的孖展貸款以相關已抵押證券擔保，按根據港元最優惠利率釐定的利率計息，並按要求償還。孖展貸款的賬面值與其公平值相若。由於本集團認為，鑒於孖展貸款業務的性質，賬齡分析並不會提供額外價值，故概無披露賬齡分析。授予孖展客戶的信貸融資額乃根據本集團接納的抵押證券貼現市值釐定。於2025年12月31日，作為孖展貸款抵押品的已抵押證券總值約為38,980百萬港元（2024年：39,512百萬港元），此乃按證券於報告期末的市值計算得出。

給予客戶的定期貸款

本集團亦向客戶提供定期貸款。於釐定利率時，會參考相關客戶的財務信貸狀況以及所質押的抵押品質素及價值。

於2025年及2024年12月31日，所有定期貸款均分類為第三階段並全額減值。

17. 給予董事的貸款

截至2025年及2024年12月31日止年度，概無根據《公司條例》第383(1)(d)條及公司（披露董事利益資料）規例第3部給予董事的貸款。

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18. Accounts receivable

The carrying values of accounts receivable arising from the course of business of the Group are as follows:

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Accounts receivable arising from brokerage	經紀業務應收款項		
– cash and custodian clients	– 現金及託管客戶	221,364	558,174
– the Stock Exchange and other clearing houses	– 聯交所及其他結算所	3,678,244	2,305,840
– brokers and dealers	– 經紀及交易商	11,030,669	7,052,717
Accounts receivable arising from securities borrowing and lending	證券借貸業務應收款項		
– brokers and dealers	– 經紀及交易商	1,465,210	1,098,216
Accounts receivable arising from corporate finance, asset management, financial products, market making and investments	企業融資、資產管理、金融產品、做市及投資業務應收款項		
– corporate clients, investment funds and others	– 企業客戶、投資基金及其他	416,857	167,080
		16,812,344	11,182,027
Less: impairment provision	減：減值撥備	(93,482)	(76,090)
		16,718,862	11,105,937

The movements in the impairment allowance on accounts receivable are as follows:

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
At 1 January	於1月1日	76,090	69,876
Impairment provision charged to profit or loss during the year	年內計入損益的減值撥備	17,652	7,360
Impairment provision reversed during the year	年內撥回的減值撥備	(268)	(989)
Exchange difference	匯兌差額	8	(157)
At 31 December	於12月31日	93,482	76,090

18. 應收款項

本集團業務過程中所產生的應收款項賬面值如下：

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Accounts receivable arising from brokerage	經紀業務應收款項		
– cash and custodian clients	– 現金及託管客戶	221,364	558,174
– the Stock Exchange and other clearing houses	– 聯交所及其他結算所	3,678,244	2,305,840
– brokers and dealers	– 經紀及交易商	11,030,669	7,052,717
Accounts receivable arising from securities borrowing and lending	證券借貸業務應收款項		
– brokers and dealers	– 經紀及交易商	1,465,210	1,098,216
Accounts receivable arising from corporate finance, asset management, financial products, market making and investments	企業融資、資產管理、金融產品、做市及投資業務應收款項		
– corporate clients, investment funds and others	– 企業客戶、投資基金及其他	416,857	167,080
		16,812,344	11,182,027
Less: impairment provision	減：減值撥備	(93,482)	(76,090)
		16,718,862	11,105,937

應收款項減值撥備變動如下：

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
At 1 January	於1月1日	76,090	69,876
Impairment provision charged to profit or loss during the year	年內計入損益的減值撥備	17,652	7,360
Impairment provision reversed during the year	年內撥回的減值撥備	(268)	(989)
Exchange difference	匯兌差額	8	(157)
At 31 December	於12月31日	93,482	76,090

Notes to Financial Statements

財務報表附註

31 December 2025
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18. Accounts receivable (continued)

There was no accounts receivable which have been written off but were still subject to enforcement activity at 31 December 2025 and 2024.

The carrying values of accounts receivable arising from the course of business of the Group are as follows:

31 December 2025

		Accounts receivable from cash and custodian clients	Accounts receivable from the Stock Exchange and other clearing houses	Accounts receivable from brokers and dealers	Accounts receivable from corporate clients, investment funds and others	Accounts receivable from insurance brokerage	Total
		現金及託管客戶應收款項	聯交所及其他結算所應收款項	經紀及交易商應收款項	企業客戶、投資基金及其他應收款項	保險經紀應收款項	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Gross carrying amount	賬面總值	221,364	3,678,244	12,495,879	416,857	-	16,812,344
Less: impairment	減：減值						
- Stage 1	— 第一階段	(28)	(3,080)	(12,593)	N/A	-	(15,701)
- Stage 2	— 第二階段	(3)	-	-	N/A	-	(3)
- Stage 3	— 第三階段	(2,754)	-	-	N/A	-	(2,754)
- Simplified approach	— 簡易法	N/A	N/A	N/A	N/A	N/A	N/A
		不適用	不適用	不適用	(75,024)	不適用	(75,024)
		218,579	3,675,164	12,483,286	341,833	-	16,718,862

18. 應收款項 (續)

於2025年及2024年12月31日，概無已撇銷但仍須進行強制執法行動的應收款項。

本集團業務過程中所產生的應收款項賬面值如下：

2025年12月31日

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財務報表附註

31 December 2025
2025年12月31日

18. Accounts receivable (continued)

31 December 2024

		Accounts receivable from cash and custodian clients	Accounts receivable from the Stock Exchange and other clearing houses	Accounts receivable from brokers and dealers	Accounts receivable from corporate clients, investment funds and others	Accounts receivable from insurance brokerage	Total
		現金及託管客戶應收款項	聯交所及其他結算所應收款項	經紀及交易商應收款項	企業客戶、投資基金及其他應收款項	保險經紀應收款項	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Gross carrying amount	賬面總值	558,174	2,305,840	8,150,933	167,080	-	11,182,027
Less: impairment	減：減值						
- Stage 1	- 第一階段	(111)	(1,279)	(10,809)	N/A	-	(12,199)
- Stage 2	- 第二階段	(1)	-	-	N/A	-	(1)
- Stage 3	- 第三階段	(948)	-	-	N/A	-	(948)
- Simplified approach	- 簡易法	N/A	N/A	N/A	N/A	N/A	
		不適用	不適用	不適用	(62,942)	不適用	(62,942)
		557,114	2,304,561	8,140,124	104,138	-	11,105,937

Accounts receivable from cash and custodian clients represent unsettled client trades on various securities exchanges transacted on the last two to three business days prior to the end of the reporting year. When the cash and custodian clients fail to settle on the settlement date, the Group has the rights to force-sell the collateral underlying the securities transactions. The collateral held against these receivables is publicly traded securities. The impairment provision is made after taking into consideration the recoverability from the collateral. No ageing analysis is disclosed as the Group considers an ageing analysis does not give additional value in view of the nature of these accounts receivable.

18. 應收款項 (續)

2024年12月31日

		Accounts receivable from cash and custodian clients	Accounts receivable from the Stock Exchange and other clearing houses	Accounts receivable from brokers and dealers	Accounts receivable from corporate clients, investment funds and others	Accounts receivable from insurance brokerage	Total
		現金及託管客戶應收款項	聯交所及其他結算所應收款項	經紀及交易商應收款項	企業客戶、投資基金及其他應收款項	保險經紀應收款項	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Gross carrying amount	賬面總值	558,174	2,305,840	8,150,933	167,080	-	11,182,027
Less: impairment	減：減值						
- Stage 1	- 第一階段	(111)	(1,279)	(10,809)	N/A	-	(12,199)
- Stage 2	- 第二階段	(1)	-	-	N/A	-	(1)
- Stage 3	- 第三階段	(948)	-	-	N/A	-	(948)
- Simplified approach	- 簡易法	N/A	N/A	N/A	N/A	N/A	
		不適用	不適用	不適用	(62,942)	不適用	(62,942)
		557,114	2,304,561	8,140,124	104,138	-	11,105,937

現金及託管客戶的應收款項是指在報告年度末之前的最後兩到三個工作日內在不同證券交易所進行的未結算客戶交易。一旦現金及託管客戶未能於結算日償付款項，本集團有權強制出售證券交易相關的抵押品。針對該等應收款項持有的抵押品為公開交易證券。減值撥備在考慮抵押品的可收回性後作出。董事認為，由於該等應收款項的性質，賬齡分析不會帶來額外價值，故未披露任何賬齡分析。

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財務報表附註

31 December 2025
2025年12月31日

18. Accounts receivable (continued)

The movement of the gross carrying amount of accounts receivable arising from brokerage of cash and custodian clients are as follows:

		12-months ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
		12個月預期 信用損失 (Stage 1) (第一階段)	未信貸減值 的全期預期 信用損失 (Stage 2) (第二階段)	已信貸減值 的全期預期 信用損失 (Stage 3) (第三階段)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Gross carrying amount as at 1 January 2024	於2024年1月1日的 賬面總值	6,569	3,296	5,513	15,378
New assets originated, purchased or assets transferred	已產生、已購買的新資產 或已轉讓的資產	552,957	6	(4,150)	548,813
Assets derecognised or repaid	已終止確認或已償還的 資產	(5,688)	-	(329)	(6,017)
Transfer of stages	轉移階段	3,156	(3,270)	114	-
Gross carrying amount as at 31 December 2024 and as at 1 January 2025	於2024年12月31日及 於2025年1月1日的 賬面總值	556,994	32	1,148	558,174
New assets originated, purchased or assets transferred	已產生、已購買的新資產 或已轉讓的資產	177,305	24	1,864	179,193
Assets derecognised or repaid	已終止確認或已償還的 資產	(480,848)	-	(35,155)	(516,003)
Transfer of stages	轉移階段	(35,123)	12	35,111	-
Gross carrying amount as at 31 December 2025	於2025年12月31日的 賬面總值	218,328	68	2,968	221,364

18. 應收款項 (續)

經紀現金及託管客戶的應收款項的賬面總值變動載列如下：

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財務報表附註

31 December 2025
2025年12月31日

18. Accounts receivable (continued)

The movements in the ECL allowance of accounts receivable arising from brokerage of cash and custodian clients are as follows:

		12-months ECL	Lifetime ECL not credit- impaired 未信貸減值 的全期預期 信用損失 (Stage 2) (第二階段)	Lifetime ECL credit- impaired 已信貸減值 的全期預期 信用損失 (Stage 3) (第三階段)	Total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
ECL allowance as at 1 January 2024	於2024年1月1日的 預期信用損失撥備	(1)	(127)	(1,006)	(1,134)
New assets originated or purchased	已產生或已購買的新資產	(109)	-	(169)	(278)
Assets derecognised or repaid	已終止確認或已償還的資產	2	-	341	343
Changes to risk parameters	風險參數變動	(3)	126	(114)	9
ECL allowance as at 31 December 2024 and 1 January 2025	於2024年12月31日及 2025年1月1日的 預期信用損失撥備	(111)	(1)	(948)	(1,060)
New assets originated or purchased	已產生或已購買的新資產	(7)	-	(1,703)	(1,710)
Assets derecognised or repaid	已終止確認或已償還的資產	96	-	153	249
Changes to risk parameters	風險參數變動	(6)	(2)	(256)	(264)
ECL allowance as at 31 December 2025	於2025年12月31日的 預期信用損失撥備	(28)	(3)	(2,754)	(2,785)

18. 應收款項 (續)

經紀現金及託管客戶的應收款項的
預期信用損失撥備變動載列如下：

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18. Accounts receivable (continued)

For accounts receivable from the Stock Exchange and other clearing houses, brokers and dealers, and insurance brokerage, no ageing analysis is disclosed as the Group considers an ageing analysis does not give additional value in view of the nature of these accounts receivable. There was no transfer of ECL allowance to different stages during the year ended 31 December 2025 and 2024.

Accounts receivable from corporate clients and investment funds arising from asset management, corporate finance, investment holding and market making which have not yet been settled by clients after the Group's normal credit period. The credit rating and reputation of the trade counterparties were considered as sound for the past due accounts receivable from corporate clients and investment funds.

Ageing analysis of the relevant trade receivables at the date of consolidated statement of financial position based on past due date is as follows:

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Not yet past due	尚未逾期	278,917	74,838
Past due less than 1 month	逾期一個月以內	42,242	22,651
Past due between 1 to 3 months	逾期一至三個月	18,639	5,551
Past due over 3 months	逾期三個月以上	77,059	64,040
Total	總計	416,857	167,080

Accounts receivable from corporate clients and investment funds arising from asset management, corporate finance, investment holding and market making using a provision matrix under simplified approach. The provision rates are based on DPD for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

18. 應收款項 (續)

對於聯交所及其他結算所、經紀及交易商以及保險經紀的應收款項，本集團認為，由於該等應收款項的性質，賬齡分析不會帶來額外價值，故未披露任何賬齡分析。於截至2025年及2024年12月31日止年度，概無將預期信用損失撥備轉移至不同階段。

客戶於本集團正常信貸期後尚未結付的企業客戶及投資基金的應收款項產生自資產管理、企業融資、投資控股及做市。就企業客戶及投資基金的逾期應收款項而言，交易對手方的信貸評級及信譽均被視為良好。

於綜合財務狀況表日期根據逾期日期的相關貿易應收款項的賬齡分析如下：

按簡易法使用撥備矩陣計算的企業客戶及投資基金的應收款項（產生自資產管理、企業融資、投資控股及做市）。撥備率乃基於將具相似虧損模式（即地理區域、產品類型、客戶類別及評級、以及信用證覆蓋範圍或其他形式的信貸保險）之各個客戶分部進行分組之逾期天數計算。該計算反映概率加權結果、金錢之時間價值以及於有關過去事件、當前狀況及對未來經濟狀況預測的報告日期可獲得的合理及支持性資料。一般而言，倘應收貿易款項逾期一年以上，則撇銷應收貿易款項，並且不受強制執行活動所規限。

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18. Accounts receivable (continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

2025

		Gross carrying amount	ECL	Total
		賬面總值	預期信用損失	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Not yet past due	尚未逾期	278,917	(68)	278,849
Past due less than 1 month	逾期一個月以內	42,242	(25)	42,217
Past due between 1 to 3 months	逾期一至三個月	18,639	(1,680)	16,959
Past due over 3 months	逾期三個月以上	77,059	(73,251)	3,808
Total	總計	416,857	(75,024)	341,833

2024

		Gross carrying amount	ECL	Total
		賬面總值	預期信用損失	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Not yet past due	尚未逾期	74,838	(77)	74,761
Past due less than 1 month	逾期一個月以內	22,651	(14)	22,637
Past due between 1 to 3 months	逾期一至三個月	5,551	(55)	5,496
Past due over 3 months	逾期三個月以上	64,040	(62,796)	1,244
Total	總計	167,080	(62,942)	104,138

19. Prepayments, deposits and other receivables

		2025	2024
		2025年	2024年
		HK\$'000	HK\$'000
		千港元	千港元
Prepayments, deposits and other receivables	預付款項、按金及其他 應收款項	100,482	135,771
Interest receivables	應收利息	77,471	83,166
Other assets	其他資產	66	–
		178,019	218,937

None of the above assets is either past due or credit-impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

18. 應收款項 (續)

以下是使用撥備矩陣計算的有關本集團應收貿易款項之信貸風險資料：

2025年

		Gross carrying amount	ECL	Total
		賬面總值	預期信用損失	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Not yet past due	尚未逾期	278,917	(68)	278,849
Past due less than 1 month	逾期一個月以內	42,242	(25)	42,217
Past due between 1 to 3 months	逾期一至三個月	18,639	(1,680)	16,959
Past due over 3 months	逾期三個月以上	77,059	(73,251)	3,808
Total	總計	416,857	(75,024)	341,833

2024年

		Gross carrying amount	ECL	Total
		賬面總值	預期信用損失	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Not yet past due	尚未逾期	74,838	(77)	74,761
Past due less than 1 month	逾期一個月以內	22,651	(14)	22,637
Past due between 1 to 3 months	逾期一至三個月	5,551	(55)	5,496
Past due over 3 months	逾期三個月以上	64,040	(62,796)	1,244
Total	總計	167,080	(62,942)	104,138

19. 預付款項、按金及其他應收款項

		2025	2024
		2025年	2024年
		HK\$'000	HK\$'000
		千港元	千港元
Prepayments, deposits and other receivables	預付款項、按金及其他 應收款項	100,482	135,771
Interest receivables	應收利息	77,471	83,166
Other assets	其他資產	66	–
		178,019	218,937

上述資產概無逾期亦並無信貸減值。計入上述結餘的金融資產與近期無違約記錄的應收款項有關。

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20. Financial assets at fair value

20. 按公平值計量的金融資產

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Non-current	非流動		
Financial assets held for trading and investments	持作買賣及投資的金融資產		
– Unlisted equity securities	– 非上市股本證券	808,656	1,238,747
Financial products (note (b))	金融產品(附註(b))	7,108,360	4,364,220
		7,917,016	5,602,967
Current	流動		
Financial assets held for trading and investments	持作買賣及投資的金融資產		
– Unlisted fixed income securities	– 非上市固定收益證券	–	39,402
– Unlisted convertible securities	– 非上市可換股證券	174,956	215,593
– Listed equity securities	– 上市股本證券	2,823,731	1,199,157
– Listed debt securities	– 上市債務證券	13,492,063	21,877,735
– Unlisted debt securities	– 非上市債務證券	3,265,701	2,735,536
– Listed fund investments	– 上市基金投資	1,886,253	1,741,131
– Unlisted fund investments (note (a))	– 非上市基金投資(附註(a))	576,411	516,627
– Other financial instruments	– 其他金融工具	55,110	507,988
Financial products (note (b))	金融產品(附註(b))	40,288,513	35,889,656
		62,562,738	64,722,825
Total financial assets at fair value through profit or loss	按公平值計入損益的金融資產總額	70,479,754	70,325,792
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產		
Current	流動		
Financial assets held for investments	持作投資的金融資產		
– Listed equity securities	– 上市股本證券	587,241	670,284
– Listed debt securities	– 上市債務證券	15,533,978	7,523,556
– Unlisted debt securities	– 非上市債務證券	1,780,032	791,432
		17,901,251	8,985,272

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20. Financial assets at fair value (continued)

Notes:

- (a) The Group invested in unconsolidated investment funds for capital appreciation and investment income. The interests held by the Group are in the form of participating shares which provide the Group with the share of returns from the investment funds, but not any decision making power nor any voting right. Given that the Group only held the beneficial interests without holding any voting right or substantial decision making power as principal, these investments are classified as financial assets at fair value through profit or loss.
- (b) The financial products invested by the Group included listed equity investments, listed debt investments, unlisted fund investments, unlisted equity investments and derivatives. As at 31 December 2025, securities collateral of HK\$nil (2024: HK\$193 million) were placed to the counterparties.

Financial assets are categorised as “financial products” when it is acquired by the Group for the primary purpose of meeting customers’ investment needs and used as hedging instruments for structured notes issued under the MTN Programme (note 27), financial liabilities (note 28) or derivative instruments acquired by customers (note 21). As a result, the variable return of these financial products and the financial liabilities in relation to these financial products is not significant.

Assets pledged

The table above shows assets where a charge has been granted to secure liabilities on a legal and contractual basis. These transactions are conducted under terms that are usual and customary to collateralised transactions including sale and repurchase agreements and securities lending, derivative margining, and include assets pledged to cover short positions and to facilitate settlement processes with clearing houses.

20. 按公平值計量的金融資產 (續)

附註：

- (a) 本集團投資於未合併投資基金以獲得資本增值及投資收入。本集團以參股形式持有權益，其使本集團可分享投資基金所得回報，但並無任何決策權或任何投票權。鑒於本集團僅持有實益權益而並無任何投票權或如委託人有重大決策權，該等投資分類為按公平值計入損益的金融資產。
- (b) 本集團投資的金融產品包括上市股本投資、上市債務投資、非上市基金投資、非上市股本投資及衍生工具。於2025年12月31日，存放於交易對手的證券抵押品為零港元（2024年：193百萬港元）。

金融資產於被本集團主要因滿足客戶投資需求而收購時分類為「金融產品」，並作為根據中期票據計劃發行的結構性票據（附註27）、金融負債（附註28）或客戶收購的衍生工具（附註21）的對沖工具。故此該等金融產品及其相關金融負債之可變回報不大。

已抵押資產

		2025	2024
		2025年	2024年
		HK\$'000	HK\$'000
		千港元	千港元
Trading assets, financial investments and cash pledged	交易性資產、金融投資及已抵押現金	805,649	538,529
Amount of liabilities secured	所擔保負債金額	(770,641)	(562,746)

上表列示為擔保負債而按法律及合約基準抵押的資產。該等交易乃按有抵押交易（包括出售及回購協議、證券借貸、衍生工具保證金）的一般及慣常條款進行，並包括為擔保淡倉及為與結算所進行結算流程而抵押的資產。

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21. Derivative financial instruments

The table below shows the fair values of derivative financial instruments recorded as assets or liabilities together with their notional amounts. The notional amount, recorded gross, is the amount of a derivative's underlying asset, reference rate or index and is the basis upon which changes in the value of the derivative are measured. The notional amounts indicate the volume of transactions outstanding at the year end and are indicative of neither the market risk nor the credit risk.

21. 衍生金融工具

下表呈列記錄為資產或負債的衍生金融工具的公平值連同其名義金額。所記錄的名義金額總額為衍生工具相關資產、參考匯率或指數的金額，並為衍生工具價值計量變動的基準。名義金額表明於年末未完成的交易量，既不是市場風險亦非信貸風險的指標。

		Notional amount 名義金額 HK\$'000 千港元	Fair value 公平值	
			Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元
As at 31 December 2025	於2025年12月31日			
Non-current	非流動			
Currency derivatives	貨幣衍生工具			
Foreign exchange forward	遠期外匯	13,055,220	130,872	(12,642)
Interest rate derivatives	利率衍生工具			
Interest rate swap	利率掉期	1,779,086	2,586	(7,354)
Equity derivatives	權益類衍生工具			
Stock options	股票期權	358,741	16,429	(1,116)
Warrants	認股權證	1,009,700	5,243	(49,216)
Swaps	掉期	21,618	822	(4,239)
Other derivatives	其他衍生工具	1,747,631	8,914	(15,132)
		17,971,996	164,866	(89,699)
Current	流動			
Commodity derivatives	商品衍生工具			
Metal futures swap	金屬期貨掉期	17,097,084	214,162	(209,349)
Currency derivatives	貨幣衍生工具			
Foreign exchange forward	遠期外匯	39,821,817	82,372	(126,554)
Cross currency swap	交叉貨幣掉期			
Interest rate derivatives	利率衍生工具			
Interest rate swap	利率掉期	6,036,728	47,689	(18,853)
Equity derivatives	股本衍生工具			
Stock options	股票期權	18,255,590	761,158	(837,099)
Warrants	認股權證	8,811,436	-	(57,260)
Futures	期貨	1,820,006	39,860	(11,829)
Swaps	掉期	12,822,685	475,015	(1,243,085)
Other derivatives	其他衍生工具	761,570	823	(3,230)
		105,426,916	1,621,079	(2,507,259)
		123,398,912	1,785,945	(2,596,958)

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21. Derivative financial instruments (continued)

21. 衍生金融工具 (續)

		Notional amount 名義金額 HK\$'000 千港元	Fair value 公平值	
			Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元
As at 31 December 2024	於2024年12月31日			
Non-current	非流動			
Currency derivatives	貨幣衍生工具			
Foreign exchange forward	遠期外匯	7,471,417	22,371	(244,863)
Interest rate derivatives	利率衍生工具			
Interest rate swap	利率掉期	6,122,881	119,164	(54,042)
Equity derivatives	權益類衍生工具			
Stock options	股票期權	459,934	26,485	(3,347)
Warrants	認股權證	165,034	–	(5,692)
Swaps	掉期	70,320	71,139	–
Other derivatives	其他衍生工具	758,192	5,787	(2,432)
		15,047,778	244,946	(310,376)
Current	流動			
Commodity derivatives	商品衍生工具			
Metal futures swap	金屬期貨掉期	13,554,539	184,604	(187,526)
Currency derivatives	貨幣衍生工具			
Foreign exchange forward	遠期外匯	42,930,108	458,332	(642,790)
Cross currency swap	交叉貨幣掉期			
Interest rate derivatives	利率衍生工具			
Interest rate swap	利率掉期	28,927,947	76,422	(42,324)
Equity derivatives	股本衍生工具			
Stock options	股票期權	9,398,736	212,776	(216,134)
Warrants	認股權證	4,457,956	–	(61,437)
Futures	期貨	1,463,780	14,129	(32,981)
Swaps	掉期	12,499,628	563,958	(563,483)
Other derivatives	其他衍生工具	957,233	1,373	(1,078)
		114,189,927	1,511,594	(1,747,753)
		129,237,705	1,756,540	(2,058,129)

The Group entered into ISDA master netting agreements or similar agreements with substantially all of its derivative counterparties. Where legally enforceable, these master netting agreements give the Group the right to offset cash collateral paid or received with the same counterparty. As at 31 December 2025, amounts of cash collateral of HK\$2,179 million and HK\$5,407 million were paid to and received from respective counterparties (2024: HK\$2,587 million and HK\$3,399 million), which are included in “accounts receivable and accounts payable arising from brokerage – brokers and dealers” in notes 18 and 24 to the financial statements respectively.

本集團與絕大部分衍生工具交易方訂立國際掉期及衍生品協會淨額抵銷總協議或類似協議。在依法可強制執行情況下，該等淨額抵銷總協議賦予本集團權利以抵銷與相同交易方的已付或已收現金抵押品。於2025年12月31日，現金抵押品金額2,179百萬港元及5,407百萬港元（2024年：2,587百萬港元及3,399百萬港元）分別付予及收自相關交易方，分別包括在財務報表附註18及24的「經紀業務應收款項及應付款項－經紀及交易商」。

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22. Receivable from reverse repurchase agreements

The receivable from reverse repurchase agreements arises when the securities are bought by the Group with a concurrent agreement to resell at a specified later date and price. These securities are not recognised in the Group's consolidated statement of financial position as the counterparty retains substantially all risks and returns of the securities. The amount paid by the Group is recognised as receivable. In the event of default by the counterparty, the Group has the right to sell the underlying securities for settling the outstanding receivable.

As at 31 December 2025, the outstanding amount paid for the reverse repurchase agreements was HK\$13,701,454,000 (2024: HK\$9,982,509,000) and was recognised as receivable from reverse repurchase agreements.

The fair value of securities received as collateral for the outstanding receivable at the year-end was HK\$14,871,834,000 (2024: HK\$9,963,680,000).

23. Cash and cash equivalents and client trust bank balances

22. 反向回購協議應收款項

反向回購協議之應收款項於本集團購買證券時產生，連帶同時訂立一項協議以按指定其後日期及價格轉售。該等證券並無於本集團綜合財務狀況表中確認，原因是交易方保留該等證券的絕大部分風險及回報。本集團支付的款項確認為應收款項。倘交易方違約，本集團有權出售相關證券以結算未結清的應收款項。

於2025年12月31日，就反向回購協議支付的未結清款項為13,701,454,000港元（2024年：9,982,509,000港元），並確認為反向回購協議應收款項。

於年末已收取作為未結清應收款項抵押品的證券的公平值為14,871,834,000港元（2024年：9,963,680,000港元）。

23. 現金及現金等價物及客戶信託銀行結餘

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	6,375,707	5,999,235
Time deposits	定期存款	1,196,188	1,204,914
– with original maturity of less than three months	– 原到期日少於三個月	589,422	662,832
– with original maturity of more than three months	– 原到期日超過三個月	606,766	542,082
		7,571,895	7,204,149

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23. Cash and cash equivalents and client trust bank balances (continued)

23. 現金及現金等價物及客戶信託銀行結餘(續)

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Cash and cash equivalents denominated in:	按以下幣種計值的現金及現金等價物：		
HK\$	港元	2,312,775	2,650,926
US\$	美元	3,688,694	1,653,891
RMB	人民幣	538,925	2,328,405
VND	越南盾	199,318	138,845
Others	其他	832,183	432,082
		7,571,895	7,204,149

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between one month and 6 months depending on the cash requirements of the Group, and earn interest at the respective time deposit rates. The bank balances are deposited with creditworthy banks with no history of default.

As at 31 December 2025, the ECL allowance of bank deposits, cash and cash equivalents, and client trust bank balances amounted to HK\$1,790,000 (2024: HK\$1,795,000) in aggregate. All of them are classified as Stage 1 under the ECL model and there was no transfer to/from the other stages.

The Company maintains segregated accounts with authorized institutions to hold client money in the normal course of business.

銀行現金基於每日銀行存款利率按浮動利率計息。定期存款的存款期視本集團的現金需求而定，介乎一個月至六個月，並按相關定期存款利率計息。銀行結餘已存入信譽良好且無拖欠歷史的銀行中。

於2025年12月31日，銀行存款、現金及現金等價物以及客戶信託銀行結餘的預期信用損失撥備合共為1,790,000港元(2024年：1,795,000港元)，均按預期信用損失模型劃分至第一階段，且並未轉入／轉自其他階段。

本公司在授權機構設有獨立帳戶，於日常業務過程中持有客戶資金。

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24. Accounts payable

24. 應付款項

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Accounts payable arising from brokerage	經紀業務應付款項		
– clients	– 客戶	13,925,041	13,429,990
– brokers and dealers	– 經紀及交易商	10,609,029	4,544,838
– the Stock Exchange and other clearing houses	– 聯交所及其他結算所	2,612,862	802,238
Accounts payable arising from securities borrowing and lending	證券借貸業務應付款項	474,702	49,618
Accounts payable arising from corporate finance, asset management, financial products, market making, investments and others	企業融資、資產管理、金融產品、做市、投資及其他業務應付款項	1,765,936	888,120
		29,387,570	19,714,804

The majority of the accounts payable are repayable on demand except for certain accounts payable to clients which represent margin deposits received from clients for their trading activities in the normal course of business. Only the excess amounts over the required margin deposits stipulated are repayable on demand.

The Group has a practice to satisfy all the requests for payment within one business day. No ageing analysis is disclosed as the Group considers the ageing analysis does not give additional value in view of the nature of these businesses.

Accounts payable to clients also include those payables in trust accounts with authorised institutions of HK\$13,680 million (2024: HK\$12,057 million), Hong Kong Futures Exchange Clearing Corporation Limited and other futures dealers of HK\$168 million (2024: HK\$130 million).

大部分應付款項須於要求時償還，惟若干應付予客戶的款項為就客戶於正常業務過程中進行買賣活動收取客戶的保證金除外。只有超出規定保證金的金額須於要求時發還客戶。

本集團慣於在一個營業日內清償所有支付要求。本集團認為，由於該等業務的性質，賬齡分析不會帶來額外價值，故未披露任何賬齡分析。

應付予客戶的款項亦包括分別存放於認可機構信託賬戶的13,680百萬港元（2024年：12,057百萬港元）、香港期貨結算有限公司及其他期貨交易商的168百萬港元（2024年：130百萬港元）的應付款項。

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25. Other payables and accrued liabilities

25. 其他應付款項及應計負債

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Other payables	其他應付款項	9,378	16,119
Accrued liabilities	應計負債	929,780	793,171
		939,158	809,290

Other payables and accrued liabilities are non-interest-bearing and have an average term of three months.

其他應付款項及應計負債均不計息，平均期限為三個月。

26. Interest bearing borrowings

26. 計息借款

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Non-current:	非流動：		
Lease liabilities	租賃負債	18,689	20,889
Current:	流動：		
Lease liabilities	租賃負債	20,504	35,378
Unsecured bank borrowings	無抵押銀行借款	12,072,819	5,900,533
		12,093,323	5,935,911
Total interest bearing borrowings	計息借款總額	12,112,012	5,956,800

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Denominated in:	按以下幣種計值：		
HK\$	港元	823,138	40,195
US\$	美元	11,167,170	5,861,443
Other currencies	其他貨幣	121,704	55,162
		12,112,012	5,956,800

The Group's bank borrowings bear interest at the Interbank Offered Rate plus an interest spread.

本集團銀行借款均按銀行同業拆息加息差計息。

The carrying amounts of the bank borrowings approximate to their fair values as the impact on discounting is not significant.

由於貼現的影響並不屬重大，故該等銀行借款的賬面值與其公平值相若。

The Group's lease liabilities bear weighted average interest rate at 4.64% per annum (2024: 4.66% per annum).

本集團的租賃負債的加權平均年利率為4.64%（2024年：年利率4.66%）。

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27. Debt securities in issue

27. 已發行債務證券

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Non-current	非流動		
At amortised cost (note a):	按攤銷成本(附註a):		
Listed unsecured medium-term notes	上市無抵押中期票據	3,932,393	3,125,610
Designated at fair value through profit or loss (note b):	指定按公平值計入損益(附註b):		
Structured notes issued in relation to financial products	已發行的金融產品相關之結構性票據	6,491,884	3,988,001
		10,424,277	7,113,611
Current	流動		
At amortised cost (note a):	按攤銷成本(附註a):		
Unlisted unsecured medium-term notes	非上市無抵押中期票據	10,750,304	7,463,994
Designated at fair value through profit or loss (note b):	指定按公平值計入損益(附註b):		
Structured notes issued in relation to financial products	已發行的金融產品相關之結構性票據	31,972,388	33,780,647
		42,722,692	41,244,641
		53,146,969	48,358,252
Unsecured medium-term notes denominated in:	按下列貨幣列值的無抵押中期票據:		
US\$	美元	11,422,505	7,878,010
HK\$	港元	3,260,192	22,656
RMB	人民幣	-	2,688,938
		14,682,697	10,589,604
Structured notes issued in relation to financial products denominated in:	按下列貨幣列值的已發行的金融產品相關之結構性票據:		
US\$	美元	25,643,430	34,335,888
HK\$	港元	2,462,414	1,109,698
RMB	人民幣	10,001,582	1,993,201
Other currencies	其他貨幣	356,846	329,861
		38,464,272	37,768,648
		53,146,969	48,358,252

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27. Debt securities in issue (continued)

Notes:

- (a) The outstanding balance of HK\$14,683 million (2024: HK\$10,590 million) stated at amortised cost represents the amount of unsecured notes issued by the Company under the Company's MTN Programme and GSN Programme maintained by its subsidiary. As at 31 December 2025, the debt securities in issue bore fixed interest rates ranging from 2% to 4.8% (2024: 2% to 5.85%). The carrying amounts of the debt securities in issue approximate to their fair values.
- (b) The outstanding balance of HK\$38,464 million (2024: HK\$37,769 million) represented the amount of unlisted structured notes which arose from selling structured products under the MTN Programme with underlying investments related to listed equity investments, listed debt investments, unlisted debt investments, unlisted fund investments and derivatives.

The Group has not had any defaults of principal, interest or other breaches with respect to their liabilities during the year (2024: nil).

Part of debt securities in issue are repayable on demand and the Group has a practice to satisfy the request for redemption on the settlement date.

27. 已發行債務證券 (續)

附註：

- (a) 按攤銷成本列賬的未償還餘額14,683百萬港元(2024年：10,590百萬港元)指本公司根據中期票據計劃發行的無抵押票據款額及其附屬公司維持的擔保結構票據計劃發行的無抵押票據金額。於2025年12月31日，已發行債務證券按固定利率2%至4.8%(2024年：2%至5.85%)計息。已發行債務證券的賬面值與其公平值相若。
- (b) 未償還餘額38,464百萬港元(2024年：37,769百萬港元)指根據中期票據計劃銷售結構產品產生的非上市結構性票據款額，相關投資與上市股本投資、上市債務投資、非上市債務投資、非上市基金投資及衍生工具有關。

本集團於年內並無拖欠任何本金、利息或其他未履行其責任的情況(2024年：無)。

已發行債務證券部分須按要求償還，而本集團的慣例為在結算日期滿足贖回要求。

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28. Financial liabilities at fair value through profit or loss

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Financial liabilities held for trading:	持作買賣的金融負債：		
– Listed equity securities	– 上市股本證券	1,015,312	567,426
– Listed debt securities	– 上市債務證券	755,017	1,238,875
– Unlisted debt securities	– 非上市債務證券	–	1,240
Financial liabilities designated at fair value through profit or loss	指定按公平值計入損益的金融負債		
– Financial products	– 金融產品	1,934,328	1,091,844
– Other financial instruments	– 其他金融工具	101,679	–
– Third-party interests in consolidated investment funds	– 納入合併投資基金的第三方權益	173,678	222,700
		3,980,014	3,122,085

Notes:

- (a) The amount of change in fair value of financial liabilities at fair value through profit or loss, during the year and cumulatively, attributable to changes in own credit risk was insignificant.
- (b) Third-party interests in consolidated investment funds consist of third-party unitholders' interests in consolidated investment funds which are reflected as liabilities since they can be put back to the Group for cash. The realisation of third-party interests in investment funds cannot be predicted with accuracy since these represent the interests of third-party unitholders in consolidated investment funds that are subject to market risk and the actions of third-party investors.

29. Obligations under repurchase agreements

The obligations under repurchase agreements arise when the securities are sold by the Group with a concurrent agreement to repurchase at a specified later date and price. The amount received by the Group is recognised as liabilities as the Group retains substantially all risks and returns of the securities.

As at 31 December 2025, the outstanding amount received from repurchase agreements was HK\$35,178,653,000 (2024: HK\$35,113,555,000) which was recognised as obligations under repurchase agreements.

28. 按公平值計入損益的金融負債

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Financial liabilities held for trading:	持作買賣的金融負債：		
– Listed equity securities	– 上市股本證券	1,015,312	567,426
– Listed debt securities	– 上市債務證券	755,017	1,238,875
– Unlisted debt securities	– 非上市債務證券	–	1,240
Financial liabilities designated at fair value through profit or loss	指定按公平值計入損益的金融負債		
– Financial products	– 金融產品	1,934,328	1,091,844
– Other financial instruments	– 其他金融工具	101,679	–
– Third-party interests in consolidated investment funds	– 納入合併投資基金的第三方權益	173,678	222,700
		3,980,014	3,122,085

附註：

- (a) 於年內，因本身信貸風險變動累積而導致按公平值計入損益的金融負債公平值出現的金額變動並不重大。
- (b) 納入合併投資基金的第三方權益包括納入合併投資基金的第三方單位持有人權益，由於該等權益可退回本集團以收取現金，故列為負債。投資基金中第三方權益的變現無法準確預測，乃因有關權益代表納入合併投資基金的第三方單位持有人的權益，並受制於市場風險及第三方投資者的行為。

29. 回購協議的債項

本集團根據回購協議出售證券，連帶同時訂立一項協議以按指定其後日期及價格回購證券。由於本集團保留證券的絕大部分風險及回報，故本集團收取的款項確認為負債。

於2025年12月31日，自回購協議收取的未結清款項為35,178,653,000港元（2024年：35,113,555,000港元），並確認為回購協議的債項。

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29. Obligations under repurchase agreements (continued)

Fair value of financial assets under the repurchase agreements:

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Financial assets held for trading	持作買賣的金融資產		
– Listed debt securities	– 上市債務證券	12,982,271	17,401,716
– Unlisted debt securities	– 非上市債務證券	1,251,240	465,890
Financial products	金融產品	23,627,712	21,220,676
		37,861,223	39,088,282

30. Share capital

		Number of issued and fully paid shares 已發行及 繳足股份數目	Share capital 股本 HK\$'000 千港元
At 1 January 2024 and 31 December 2024	於2024年1月1日及 2024年12月31日	9,553,994,707	10,911,163
Share repurchased	所購回股份	(17,445,000)	–
31 December 2024	於2024年12月31日	9,536,549,707	10,911,163
Share repurchased	所購回股份	(20,055,000)	–
Share issued upon exercise of share options under the Share Option Scheme (note 31)	根據購股權計劃行使購股權而發行的股份(附註31)	13,450,000	32,973
At 31 December 2025	於2025年12月31日	9,529,944,707	10,944,136

29. 回購協議的債項 (續)

回購協議項下金融資產的公平值：

30. 股本

(a) During the year ended 31 December 2025, the Company bought back a total of 20,055,000 shares (2024: 17,445,000 shares) at an aggregate consideration (before expenses) of HK\$21,793,750 (2024: HK\$14,671,220) on the Hong Kong Stock Exchange at share prices ranging from HK\$0.86 to HK\$1.22 (2024: HK\$0.60 to HK\$1.22). The share repurchase consideration and the related expenses were charged against retained profits pursuant to section 257 of CO.

(a) 截至2025年12月31日止年度，本公司於香港聯交所以介乎0.86港元至1.22港元（2024年：0.60港元至1.22港元）的股價購回合共20,055,000股（2024年：17,445,000股）股份，總代價為21,793,750港元（扣除開支前）（2024年：14,671,220港元）。股份購回代價及相關開支已根據《公司條例》第257條自保留溢利扣除。

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31. Share option reserve

The Company adopted the Share Option Scheme on 19 June 2010. The Share Option Scheme was valid for a period of 10 years from the date of adoption and has expired on 19 June 2020. No further share options shall be granted after it expired, but all granted and outstanding share options remain exercisable for a period of 10 years after the respective dates of grant, the provisions of the Share Option Scheme thereof remain in full force and effect.

The total number of shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme must not in aggregate exceed 10% of the shares of the Company in issue at the date of approval of the Share Option Scheme (i.e. 164,000,000 shares). The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time (i.e. 16,400,000 shares). Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director or chief executive of the Company, or to any of their associates, are subject to approval in advance by the Independent Non-executive Directors. In addition, any share options granted to a substantial Shareholder or an Independent Non-executive Director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to Shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and ends on a date which is not later than ten years from the date of offer of the share options.

31. 購股權儲備

本公司於2010年6月19日採納購股權計劃。購股權計劃於採納日期起計10年期間有效，該期限已於2020年6月19日到期。於屆滿後不得再授出購股權，惟所有已授出及尚未行使購股權於各自授出日期後10年期間仍可行使，購股權計劃的條文仍具有十足效力及作用。

購股權計劃項下授出的所有購股權獲行使而發行的股份總數不能合計超過在購股權計劃批准日本公司已發行股份的10%（即164,000,000股股份）。於任何十二個月期間內可根據購股權向購股權計劃下的每名合資格參與者發行的最高股份數目乃限本公司於任何時間已發行股份的1%（即16,400,000股股份）。任何超出此限額的進一步授出購股權須經股東於股東大會上批准。

授予本公司董事或最高行政人員，或彼等任何聯繫人的購股權，均須事先獲得獨立非執行董事的批准。此外，於任何十二個月期間內授予本公司主要股東或獨立非執行董事，或彼等任何聯繫人的任何購股權，凡超過本公司於任何時間已發行股份的0.1%或其總值（根據本公司於授出日期之股價計算）超過5百萬港元，均須於股東大會上事先取得股東的批准。

授出購股權的要約可由承授人自要約日期起計二十八日內於支付名義代價合共1港元後被接納。所授出購股權的行使期由董事釐定，最遲至自購股權要約日期起計滿十年之日為止。

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31. Share option reserve (continued)

The exercise price of share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer.

The fair values of share options at the date of grant of the options are calculated using a Binomial Option Pricing Model. The fair value of the share option is based on the terms and conditions of the share options upon which the options were granted, share price at the date of the grant, the historical volatility of the Company's shares, the historical dividend yield and the risk-free interest rate is referenced to the prevailing interest rate of the Hong Kong Government Bonds.

Upon completion of the bonus issue on 9 July 2015, the exercise price and the number of shares to be issued and allotted under the outstanding share options had been adjusted pursuant to the terms of the Share Option Scheme in the manner set out below:

Date of share options granted	Immediately before the completion of the bonus issue 緊接紅股發行完成前		Immediately after the completion of the bonus issue 緊隨紅股發行完成後	
	Exercise price per share	Number of outstanding options	Adjusted exercise price per Share	Adjusted number of outstanding options
授出購股權的日期	每股行使價	未行使購股權的數目	經調整每股行使價	經調整未行使購股權的數目
24/4/2012	HK\$2.48	4,856,448	HK\$0.827	14,569,344
2012年4月24日	2.48港元	4,856,448	0.827港元	14,569,344
10/1/2014	HK\$3.79	36,959,910	HK\$1.264	110,879,730
2014年1月10日	3.79港元	36,959,910	1.264港元	110,879,730
11/6/2015	HK\$14.56	4,500,000	HK\$4.854	13,500,000
2015年6月11日	14.56港元	4,500,000	4.854港元	13,500,000

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

For the year ended 31 December 2025, 13,450,000 share options were exercised. No share option was exercised during the year ended 31 December 2024.

31. 購股權儲備 (續)

購股權的行使價由董事釐定，惟不可低於以下最高者：(i)本公司股份於購股權要約日期在聯交所的收市價；及(ii)本公司股份於緊接要約日期前五個交易日在聯交所的平均收市價。

購股權授出日期的公平值乃用二項式期權定價模型計算。購股權的公平值為根據授予購股權的條款和條件、授予日期的股價、本公司股份的過往波幅、過往股息收益率和無風險利率(參考香港政府債券的現行利率)計算得出。

於2015年7月9日完成紅股發行後，尚未行使購股權的行使價及據此將予發行及配發股份數目已根據購股權計劃的條款調整如下：

購股權並無賦予持有人獲派股息或於股東大會上投票之權利。

截至2025年12月31日止年度，已行使13,450,000份購股權。截至2024年12月31日止年度，概無行使購股權。

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31. Share option reserve (continued)

For the year ended 31 December 2025 and 2024, the Group did not recognised an equity-settled share-based compensation expense for the share options under the Share Option Scheme in profit or loss.

		2025 2025年		2024 2024年	
		Weighted average exercise price HK\$ per share 加權平均行使 價每股港元	Number of options 購股權數目	Weighted average exercise price HK\$ per share 加權平均行使 價每股港元	Number of options 購股權數目
At 1 January	於1月1日	1.772	18,600,000	1.570	34,048,806
Forfeited during the year	年內沒收	–	–	–	–
Lapsed during the year	年內失效	1.585	(300,000)	1.327	(15,448,806)
Exercised during the year	年內行使	1.754	(13,450,000)	–	–
At 31 December	於12月31日	1.832	4,850,000	1.772	18,600,000

At 31 December 2025, the Company had 4,850,000 (2024: 18,600,000) share options outstanding under the Share Option Scheme, which represents approximately 0.05% (2024: 0.20%) of the Company's Shares in issue (excluding any treasury Shares) as at 31 December 2025.

The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 4,850,000 additional Shares (2024: 18,600,000 shares) and additional share capital of HK\$8,887,000 (before issuance expenses) (2024: HK\$32,951,000).

The option periods of the share options are from 13 July 2017 to 12 July 2027, from 4 July 2018 to 3 July 2028 and from 11 September 2019 to 10 September 2029.

13,450,000 share option were exercised during the year ended 31 December 2025, resulting in the issue of 13,450,000 shares for a total cash consideration of HK\$23,588,500. HK\$9,384,000 was transferred from the share option reserve to the share capital account upon the exercise of the share options. The weighted average closing share price immediately before the dates on which the share options were exercised during the year was HK\$4.70 per share.

31. 購股權儲備 (續)

截至2025年及2024年12月31日止年度，本集團並無就購股權計劃項下的購股權於損益確認以權益結算以股份為基礎的薪酬開支。

於2025年12月31日，本公司有4,850,000份（2024年：18,600,000份）購股權計劃項下尚未行使的購股權，佔於2025年12月31日本公司已發行股份（不包括任何庫存股份）的約0.05%（2024年：0.20%）。

根據本公司目前的資本架構，若其餘購股權悉數行使，會導致額外發行4,850,000股股份（2024年：18,600,000股），以及額外股本8,887,000港元（未扣除發行開支）（2024年：32,951,000港元）。

購股權的期權行使期間為2017年7月13日至2027年7月12日、2018年7月4日至2028年7月3日及2019年9月11日至2029年9月10日。

截至2025年12月31日止年度，13,450,000份購股權獲行使，導致13,450,000股股份發行，現金代價總額為23,588,500港元。9,384,000港元因購股權獲行使而由購股權儲備轉撥至股本賬。年內，緊接購股權行使日期之前的加權平均收市價為每股4.70港元。

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32. Reserves

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of changes in equity.

Other reserve of the Group represents a merger reserve, being the difference between the issued share capital of HK\$31,980,000 of Guotai Junan (Hong Kong) Limited and the amount of share capital and share premium of HK\$1,268,440,000 of the Company transferred and issued to GJHL in exchange for the entire issued share capital of Guotai Junan (Hong Kong) Limited on 14 June 2010.

Investment revaluation reserve comprises the cumulative net change in the fair value of investments designated at FVOCI under HKFRS 9 that are held at the end of the reporting period.

33. Capital commitments and other commitments

Capital commitments

The Group had capital commitments for system upgrade and renovation of premises of approximately HK\$10,746,000 which were contracted but not provided for as at 31 December 2025 (2024: HK\$6,445,000).

Other commitments

The Group undertakes underwriting obligations on placing, IPO, takeover and merger activities and financial obligations to loan facilities granted to customers. As at 31 December 2025, there was no underwriting obligation (2024: HK\$nil).

32. 儲備

本集團的儲備金額及其變動於綜合權益變動表內呈報。

本集團其他儲備為合併儲備，即於2010年6月14日，國泰君安（香港）有限公司的已發行股本31,980,000港元與本公司向國泰君安控股轉讓及發行股本及股份溢價的（以換取國泰君安（香港）有限公司的全部已發行股本）金額1,268,440,000港元之間的差額。

投資重估儲備包括於報告期末持有根據香港財務報告準則第9號指定為按公平值計入其他全面收益的投資公平值的累計變動淨額。

33. 資本承擔及其他承擔

資本承擔

本集團就升級系統及物業裝修作出資本承擔約10,746,000港元，該款項已訂約但並未於2025年12月31日予以撥備（2024年：6,445,000港元）。

其他承擔

本集團為配售、首次公開發售、收購及合併活動提供承銷承諾及為授予客戶的貸款融資提供融資承諾。於2025年12月31日，本集團並無承銷承諾（2024年：零港元）。

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34. Directors', chairman's and chief executive's emoluments

(a) Directors', chairman's and chief executive's current emoluments

The current emoluments of every Director paid/payable by the Group for the years ended 31 December 2025 and 2024 are set out below:

Year ended 31 December 2025

Name of director	董事姓名	Director fee HK\$'000 千港元	Salaries and allowances HK\$'000 千港元	Discretionary bonuses* HK\$'000 千港元	Employer's contribution to pension scheme	Total HK\$'000 千港元
					僱主向退休金計劃供款 HK\$'000 千港元	
Executive Directors:						
Yim Fung (note (i))	閻峰 (附註(i))	-	4,320	3,337	18	7,675
Qi Haiying (note (ii))	祁海英 (附註(ii))	-	4,002	4,072	18	8,092
Non-executive Directors:						
Yu Jian (resigned on 24 May 2024)	喻健 (於2024年5月24日辭任)	-	-	-	-	-
Hu Xupeng (retired on 22 May 2024)	胡旭鵬 (於2024年5月22日退任)	-	-	-	-	-
Yu Xuping	虞旭平	-	-	-	-	-
Xie Lebin (appointed on 5 July 2024, resigned on 19 November 2024)	謝樂斌 (於2024年7月5日獲委任，於2024年11月19日辭任)	-	-	-	-	-
Dong Boyang (appointed on 5 July 2024)	董博陽 (於2024年7月5日獲委任)	-	-	-	-	-
Han Zhida (appointed on 19 November 2024)	韓志達 (於2024年11月19日獲委任)	-	-	-	-	-
Zou Hua (appointed on 22 May 2025)	鄒華 (於2025年5月22日獲委任)	-	-	-	-	-
Independent Non-executive Directors:						
Fu Tingmei	傅廷美	550	-	-	-	550
Chan Ka Keung Ceajer	陳家強	550	-	-	-	550
Liu Chung Mun	廖仲敏	550	-	-	-	550
		1,650	8,322	7,409	36	17,417

34. 董事、主席及行政總裁酬金

(a) 董事、主席及行政總裁現時酬金

本集團截至2025年及2024年12月31日止年度已付／應付各董事現時的酬金載列如下：

截至2025年12月31日止年度

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31 December 2025
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34. Directors', chairman's and chief executive's emoluments (continued)

(a) Directors', chairman's and chief executive's current emoluments (continued)

Year ended 31 December 2024

Name of director	董事姓名	Director fee HK\$'000 千港元	Salaries and allowances 薪金及津貼 HK\$'000 千港元	Discretionary bonuses* 酌情花紅* HK\$'000 千港元	Employer's contribution to pension scheme 僱主向退休金計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Executive Directors:		執行董事：				
Yim Fung (note (i))	閻峰 (附註(i))	-	4,320	3,396	18	7,734
Qi Haiying (note (ii))	祁海英 (附註(ii))	-	4,002	3,378	18	7,398
Non-executive Directors:		非執行董事：				
Yu Jian (resigned on 24 May 2024)	喻健 (於2024年5月24日辭任)	-	-	-	-	-
Hu Xupeng (retired on 22 May 2024)	胡旭鵬 (於2024年5月22日退任)	-	-	-	-	-
Yu Xuping	虞旭平	-	-	-	-	-
Xie Lebin (appointed on 5 July 2024, resigned on 19 November 2024)	謝樂斌 (於2024年7月5日獲委任，於2024年11月19日辭任)	-	-	-	-	-
Dong Boyang (appointed on 5 July 2024)	董博陽 (於2024年7月5日獲委任)	-	-	-	-	-
Han Zhida (appointed on 19 November 2024)	韓志達 (於2024年11月19日獲委任)	-	-	-	-	-
Independent Non-executive Directors:		獨立非執行董事：				
Fu Tingmei	傅廷美	550	-	-	-	550
Chan Ka Keung Ceajer	陳家強	550	-	-	-	550
Liu Chung Mun	廖仲敏	550	-	-	-	550
		1,650	8,322	6,774	36	16,782

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

* This amount is the discretionary bonus for immediate distribution of directors' service in the corresponding year, and the deferred bonus will be disclosed in the annual report corresponding to the year in which the payment is made (after the Company's established conditions are met).

34. 董事、主席及行政總裁酬金 (續)

(a) 董事、主席及行政總裁現時酬金 (續)

截至2024年12月31日止年度

Name of director	董事姓名	Director fee HK\$'000 千港元	Salaries and allowances 薪金及津貼 HK\$'000 千港元	Discretionary bonuses* 酌情花紅* HK\$'000 千港元	Employer's contribution to pension scheme 僱主向退休金計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Executive Directors:		執行董事：				
Yim Fung (note (i))	閻峰 (附註(i))	-	4,320	3,396	18	7,734
Qi Haiying (note (ii))	祁海英 (附註(ii))	-	4,002	3,378	18	7,398
Non-executive Directors:		非執行董事：				
Yu Jian (resigned on 24 May 2024)	喻健 (於2024年5月24日辭任)	-	-	-	-	-
Hu Xupeng (retired on 22 May 2024)	胡旭鵬 (於2024年5月22日退任)	-	-	-	-	-
Yu Xuping	虞旭平	-	-	-	-	-
Xie Lebin (appointed on 5 July 2024, resigned on 19 November 2024)	謝樂斌 (於2024年7月5日獲委任，於2024年11月19日辭任)	-	-	-	-	-
Dong Boyang (appointed on 5 July 2024)	董博陽 (於2024年7月5日獲委任)	-	-	-	-	-
Han Zhida (appointed on 19 November 2024)	韓志達 (於2024年11月19日獲委任)	-	-	-	-	-
Independent Non-executive Directors:		獨立非執行董事：				
Fu Tingmei	傅廷美	550	-	-	-	550
Chan Ka Keung Ceajer	陳家強	550	-	-	-	550
Liu Chung Mun	廖仲敏	550	-	-	-	550
		1,650	8,322	6,774	36	16,782

年內並無董事或主要行政人員放棄或同意放棄任何薪酬的安排。

* 此金額為即期發放董事過往年度服務的酌情花紅，遞延花紅將在發放(滿足本公司既定條件後)的年度對應的年報中披露。

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34. Directors', chairman's and chief executive's emoluments *(continued)*

(b) Directors', chairman's and chief executive's deferred emoluments

In prior years, certain directors were granted share options, in respect of their services to the Group, under the Share Option Scheme of the Company, further details of which are set out in note 31 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss and other comprehensive income over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the following directors' and chief executive's remuneration disclosures.

The amount of share-based compensation expense illustrated in the below table represents amortisation to profit or loss of the fair value of these share options granted to the directors measured at the respective grant dates.

34. 董事、主席及行政總裁酬金 *(續)*

(b) 董事、主席及行政總裁遞延酬金

於過往年度，若干董事於本公司購股權計劃項下就其為本集團提供的服務而獲授購股權，進一步詳情載於財務報表附註31。有關購股權的公平值（已於歸屬期間的損益及其他全面收益表中確認）乃於授出日期釐定，而計入本年度財務報表的金額已列入下文董事及主要行政人員薪酬披露中。

下表所述以股份為基礎的薪酬開支金額為授予董事的購股權按有關授出日期計量的公平值於損益中的攤銷金額。

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31 December 2025
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34. Directors', chairman's and chief executive's emoluments (continued)

(b) Directors', chairman's and chief executive's deferred emoluments (continued)

Year ended 31 December 2025

Name of director	董事姓名	Share-based compensation reserve	Cash-based compensation		
		以股份為基礎薪酬儲備	以現金為基礎薪酬		
		Share Option Scheme	Deferred cash bonuses		
		購股權計劃	遞延現金花紅		
		Date of grant	Respective year of service	Year of distribution	Deferred cash bonus expense (note(iii))
		授出日期	各自服務年份	分派年度	遞延現金花紅開支(附註(iii))
		Share option expense			(note(iii))
		HK\$'000			開支(附註(iii))
		千港元			千港元
Executive Directors:	執行董事：				
Yim Fung (note (i))	閻峰(附註(i))	-	2022	2025	829
		-	2023	2025	753
Qi Haiying (note (ii))	祁海英(附註(ii))	-	2022	2025	742
		-	2023	2025	746
Non-executive Directors:	非執行董事：				
Yu Jian (resigned on 24 May 2024)	喻健(於2024年5月24日辭任)	-			-
Hu Xupeng (retired on 22 May 2024)	胡旭鵬(於2024年5月22日退任)	-			-
Yu Xuping	虞旭平	-			-
Xie Lebin (appointed on 5 July 2024, resigned on 19 November 2024)	謝樂斌(於2024年7月5日獲委任，於2024年11月19日辭任)	-			-
Dong Boyang (appointed on 5 July 2024)	董博陽(於2024年7月5日獲委任)	-			-
Han Zhida (appointed on 19 November 2024)	韓志達(於2024年11月19日獲委任)	-			-
Zou Hua (appointed on 22 May 2025)	鄒華(於2025年5月22日獲委任)	-			-
Independent Non-executive Directors:	獨立非執行董事：				
Fu Tingmei	傅廷美	-			-
Chan Ka Keung Ceajer	陳家強	-			-
Liu Chung Mun	廖仲敏	-			-
		-			3,070

34. 董事、主席及行政總裁酬金(續)

(b) 董事、主席及行政總裁遞延酬金(續)

截至2025年12月31日止年度

Notes to Financial Statements

財務報表附註

31 December 2025
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34. Directors', chairman's and chief executive's emoluments (continued)

(b) Directors', chairman's and chief executive's deferred emoluments (continued) Year ended 31 December 2024

Name of director	董事姓名	Share-based compensation reserve	Cash-based compensation		
		以股份為基礎薪酬儲備	以現金為基礎薪酬		
		Share Option Scheme	Deferred cash bonuses		
		購股權計劃	遞延現金花紅		
		Date of grant	Respective year of service	Year of distribution	Deferred cash bonus expense (note (iii))
		授出日期	各自服務年份	分派年度	遞延現金花紅開支(附註(iii))
		Share option expense			HK\$'000
		千港元			千港元
Executive Directors:	執行董事：				
Yim Fung (note (i))	閻峰(附註(i))	-	2020	2024	1,741
		-	2021	2024	2,441
		-	2022	2024	829
Qi Haiying (note (ii))	祁海英(附註(ii))	-	2020	2024	1,209
		-	2021	2024	1,985
		-	2022	2024	742
Non-executive Directors:	非執行董事：				
Yu Jian (resigned on 24 May 2024)	喻健(於2024年5月24日辭任)	-			-
Hu Xupeng (retired on 22 May 2024)	胡旭鵬(於2024年5月22日退任)	-			-
Yu Xuping	虞旭平	-			-
Xie Lebin (appointed on 5 July 2024, resigned on 19 November 2024)	謝樂斌(於2024年7月5日獲委任，於2024年11月19日辭任)	-			-
Dong Boyang (appointed on 5 July 2024)	董博陽(於2024年7月5日獲委任)	-			-
Han Zhida (appointed on 19 November 2024)	韓志達(於2024年11月19日獲委任)	-			-
Independent Non-executive Directors:	獨立非執行董事：				
Fu Tingmei	傅廷美	-			-
Chan Ka Keung Ceajer	陳家強	-			-
Liu Chung Mun	廖仲敏	-			-
		-			8,947

34. 董事、主席及行政總裁酬金(續)

(b) 董事、主席及行政總裁遞延酬金(續) 截至2024年12月31日止年度

Notes to Financial Statements 財務報表附註

31 December 2025
2025年12月31日

34. Directors', chairman's and chief executive's emoluments *(continued)*

(b) Directors', chairman's and chief executive's deferred emoluments *(continued)*

Note (i): Dr Yim Fung is the Executive Director and the Chairman of the Company.

Note (ii): Ms QI Haiying is the Executive Director and the CEO of the Company.

Note (iii): The deferred cash bonus was paid after the completion of evaluation of prior years performance of the Executive Directors.

The directors remunerations included share-based compensation of approximately HK\$ nil (2024: HK\$ nil) attributable to share options granted by Company, part of which was in respect of their services to the Company.

34. 董事、主席及行政總裁酬金 *(續)*

(b) 董事、主席及行政總裁遞延酬金 *(續)*

附註(i)：閻峰博士為本公司執行董事兼主席。

附註(ii)：祁海英女士為本公司執行董事兼行政總裁。

附註(iii)：完成過往年度執行董事表現的評估後，支付遞延現金花紅。

董事薪酬包括本公司授出的購股權應佔以股份為基礎之薪酬約為零港元（2024年：零港元），其中部分乃就彼等向本公司提供的服務而支付。

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財務報表附註

31 December 2025
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35. Notes to the consolidated statement of cash flows

(a) Cash flows from operating activities

35. 綜合現金流量表附註

(a) 經營活動產生的現金流量

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Cash flows from operating activities	經營活動產生的現金流量		
Profit before tax	除稅前溢利	1,722,824	366,631
Adjustments for:	經調整：		
Depreciation	折舊	73,392	82,028
Unrealised gain on financial instruments measured at fair value through profit or loss	按公平值計入損益計量的金融工具未變現收益	(808,689)	(660,928)
Unrealised loss on debt securities in issue	已發行債務證券未變現虧損	1,676,257	552,092
Unrealised loss on derivative financial instruments	衍生金融工具未變現虧損	363,928	285,426
Finance cost	融資成本	2,376,328	2,430,107
Interest income	利息收入	(1,810,773)	(1,966,627)
Dividend income	股息收入	(61,552)	(46,651)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	89
Goodwill impairment	商譽減值	20,473	-
Effect of loss allowance on loans and advances to customers, net	給予客戶貸款及墊款淨虧損撥備影響	5,056	12,198
Effect of loss allowance on accounts receivable, net	應收款項淨虧損撥備影響	17,384	6,371
Effect of loss allowance on client trust bank balance, net	客戶信託銀行結餘淨虧損撥備影響	16	(1,468)
Effect of loss allowance on other receivables, net	其他應收款項淨虧損撥備影響	436	1,380
Effect of loss allowance on receivable from reverse repurchase agreements, net	反向回購協議應收款項淨虧損撥備影響	129	(193)
Effect of loss allowance on bank deposits, net	銀行存款淨虧損撥備影響	(17)	(225)
Effect of loss allowance on financial assets at fair value through other comprehensive income	虧損撥備對按公平值計入其他全面收益的金融資產的影響	1,539	8,208
		3,576,731	1,068,438

Notes to Financial Statements

財務報表附註

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35. Notes to the consolidated statement of cash flows (continued)

(a) Cash flows from operating activities (continued)

35. 綜合現金流量表附註(續)

(a) 經營活動產生的現金流量(續)

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
(Increase)/decrease in other assets	其他資產(增加)/減少	(505)	1,029
Decrease/(increase) in financial assets at fair value through profit or loss	按公平值計入損益的金融資產減少/(增加)	908,116	(1,679,936)
Changes in derivative financial instruments	衍生金融工具變動	145,496	257,848
Increase in loans and advances to customers	給予客戶的貸款及墊款增加	(3,249,315)	(2,015,735)
Increase in accounts receivable	應收款項增加	(5,630,309)	(2,711,672)
Increase in receivable from reverse repurchase agreements	反向回購協議應收款項增加	(3,719,074)	(9,242,737)
Increase in obligations under repurchase agreements	回購協議的債項增加	65,098	21,085,960
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少/(增加)	41,214	(622)
Increase in financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債增加	703,896	718,390
(Increase)/decrease in client trust bank balances	客戶信託銀行結餘(增加)/減少	(1,623,407)	1,697,404
Increase in time deposits	定期存款增加	(64,684)	(322,596)
Increase in accounts payable	應付款項增加	9,672,766	1,666,445
Increase in other payables and accrued liabilities	其他應付款項及應計負債增加	362,383	245,948
Increase in financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產增加	(8,674,140)	(8,571,899)
Cash (used in)/generated from operations	經營業務(所用)/所得現金	(7,485,734)	2,196,265
Hong Kong profits tax refund	香港利得稅退款	31,161	26,267
Interest received	已收利息	1,717,111	2,030,801
Interest paid	已付利息	(2,606,661)	(2,519,270)
Dividend received	已收股息	60,821	47,047
Net cash flows (used in)/generated from operating activities	經營活動(所用)/所得現金流量淨額	(8,283,302)	1,781,110

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財務報表附註

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35. Notes to the consolidated statement of cash flows (continued)

(b) Changes in liabilities arising from financing activities

		Bank borrowings 銀行借款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Debt securities in issue 已發行債務證券 HK\$'000 千港元
At 1 January 2024	於2024年1月1日	9,918,099	21,322	45,763,712
Changes from financing cash flows	融資現金流量變動	(3,913,878)	(26,007)	2,505,508
Foreign exchange movement, net	外匯變動淨額	(103,688)	(87)	(463,060)
Interest expense	利息開支	619,318	1,636	428,674
Additions	添置	-	59,403	-
Interest paid classified as operating cash flows	分類為經營現金流量的已付利息	(680,816)	-	(428,674)
Increase in interest payable	應付利息增加	61,498	-	-
Unrealised loss on debt securities in issue	已發行債務證券未變現虧損	-	-	552,092
		5,900,533	56,267	48,358,252
At 1 January 2025	於2025年1月1日	5,900,533	56,267	48,358,252
Changes from financing cash flows	融資現金流量變動	6,081,646	(23,158)	2,782,520
Foreign exchange movement, net	外匯變動淨額	90,640	595	329,940
Interest expense	利息開支	516,887	2,182	393,913
Additions	添置	-	3,307	-
Interest paid classified as operating cash flows	分類為經營現金流量的已付利息	(504,391)	-	(393,913)
Increase in interest payable	應付利息增加	(12,496)	-	-
Unrealised loss on debt securities in issue	已發行債務證券未變現虧損	-	-	1,676,257
		12,072,819	39,193	53,146,969

35. 綜合現金流量表附註 (續)

(b) 融資活動產生的負債變動

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財務報表附註

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35. Notes to the consolidated statement of cash flows (continued)

(c) Major non-cash transactions

During the year, the Group had non-cash additions to right of-use assets and lease liabilities of HK\$3,297,000 (2024: HK\$59,408,000) and HK\$3,307,000 (2024: HK\$59,403,000), respectively, in respect of lease arrangements for property, plant and equipment.

36. Unconsolidated structured entity

A structured entity is an entity in which voting rights are not the dominant factor in deciding control. Structured entity is generally created to achieve a narrow and well defined objective with restrictions around their ongoing activities.

Depending on the Group's power over the activities of the entity and its exposure to and the ability to influence its own returns, it may consolidate the entity. In other cases, it may sponsor or have an interest in such an entity but does not consolidate it. The Group sponsors an entity when:

- (i) It is the majority user of the entity;
- (ii) Its name appears in the name of the entity or on the products issued by the entity;
- (iii) It provides implicit or explicit guarantees of the entity's performance; and
- (iv) It led the formation of the entity.

The unconsolidated structured entities invest in a range of asset classes. The Group receives income from these unconsolidated structured entities through the receipt of arrangement fees and interest income from interest bearing notes issued by these entities. As of 31 December 2025, the Group held notes of HK\$324 million (2024: HK\$612 million), under financial assets held for trading and investments (note 20), issued by these entities.

35. 綜合現金流量表附註(續)

(c) 主要非現金交易

於年內，本集團就物業、廠房及設備租賃安排分別以非現金添置使用權資產及租賃負債3,297,000港元（2024年：59,408,000港元）及3,307,000港元（2024年：59,403,000港元）。

36. 未綜合結構性實體

結構性實體為投票權並非決定控制權的主導因素的實體。結構性實體通常為實現有限而明確的目標而設，其持續經營活動受到限制。

視乎本集團對實體活動的權力及其受實體回報的影響程度及其影響實體回報的能力而定，其可能將實體綜合入賬。在其他情況下，其可能資助實體或於實體中擁有權益，但不將實體綜合入賬。下列情況屬本集團贊助一間實體：

- (i) 其為該實體的主要用戶；
- (ii) 其名稱出現在該實體的名稱或該實體發行的產品上；
- (iii) 其為該實體的業績提供隱含或明確的擔保；及
- (iv) 其牽頭成立該實體。

未綜合結構性實體投資於多種資產類別。本集團通過自該等實體發行的計息票據收取安排費用及利息收入而自該等未綜合結構性實體收取收入。截至2025年12月31日，本集團在持作買賣及投資金融資產（附註20）項下持有該等實體發行的票據324百萬港元（2024年：612百萬港元）。

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36. Unconsolidated structured entity (continued)

Income from the sponsored structured entities and assets transferred to the structured entities are as follow:

		2025 2025年			2024 2024年		
		Interest income	Commission and fees	Assets transferred	Interest income	Commission and fees	Assets transferred
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Assets securitisations	資產證券化	-	10,102	-	-	7,799	-

37. Five highest paid individuals

Excluding amounts paid or payable by way of commission of sales generated by the individuals, the five highest paid employees during the year included two (2024: two) directors, details of whose remuneration are set out in note 34 above. Details of the remuneration of the remaining three (2024: three) non-director and highest paid employees for the year are as follows:

36. 未綜合結構性實體 (續)

來自受贊助的結構性實體的收入及轉讓予結構性實體的資產如下：

37. 五位最高薪酬人士

除以個別人士產生的銷售佣金的方式支付或應付的款項外，年內五位最高薪酬僱員包括兩名（2024年：兩名）董事，其薪酬詳情載於上文附註34。年內其餘三名（2024年：三名）非董事及最高薪酬僱員的薪酬詳情如下：

		2025 2025年	2024 2024年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and allowances	薪金及津貼	6,981	7,860
Discretionary bonuses	酌情花紅	23,419	16,003
Employer's contribution to pension scheme	僱主向退休金計劃供款	54	54
Sub-total	小計	30,454	23,917
Share-based compensation reserve – Share option expense	以股份為基礎薪酬儲備 – 購股權開支	-	-
Total	總計	30,454	23,917

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37. Five highest paid individuals (continued)

The number of non-director and highest paid employees of the Group whose emoluments fell within the following bands is as follows:

		2025 2025年 Number of employees 僱員人數	2024 2024年 Number of employees 僱員人數
Emolument bands	酬金範圍		
- HK\$6,500,001 to HK\$7,000,000	- 6,500,001港元至7,000,000港元	-	1
- HK\$7,500,001 to HK\$8,000,000	- 7,500,001港元至8,000,000港元	-	1
- HK\$9,000,001 to HK\$9,500,000	- 9,000,001港元至9,500,000港元	1	-
- HK\$9,500,001 to HK\$10,000,000	- 9,500,001港元至10,000,000港元	-	1
- HK\$10,000,001 to HK\$10,500,000	- 10,000,001港元至10,500,000港元	1	-
- HK\$10,500,001 to HK\$11,000,000	- 10,500,001港元至11,000,000港元	1	-
		3	3

37. 五位最高薪酬人士 (續)

非董事，而為本集團最高薪酬僱員的人數及其酬金範圍如下：

38. Related party transactions

(a) In addition to the transactions and balances set out elsewhere in the financial statements, the Group had the following material transactions with related parties during the year.

38. 關聯方交易

(a) 除於財務報表另行載列的交易及結餘外，本集團於年內與關聯方進行以下重大交易。

		Notes 附註	2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Commission expenses to the ultimate holding company	支付予最終控股公司的佣金開支	(i)	(26,915)	(13,251)
Professional and consultancy fees paid to fellow subsidiaries	支付予同系附屬公司的專業及諮詢費	(ii)	(30,400)	(32,500)
Information technology logistic consultancy fees paid to the ultimate holding company	支付予最終控股公司的信息技術物流諮詢費	(iii)	(26,692)	(19,472)
Consultancy services income received from the ultimate holding company	自最終控股公司收取的諮詢服務收益	(iv)	3,636	5,767
Consultancy services fee paid to the ultimate holding company	向最終控股公司支付的諮詢服務費	(v)	(6,278)	(7,257)
Commission & handling income from an immediate holding company	自直接控股公司收取的佣金及手續費收益	(vi)	11	10
Commission and handling income from the ultimate holding company	自最終控股公司收取的佣金及手續費收益	(vii)	185	92
Underwriting fee and sponsor fee income from the ultimate holding company	自最終控股公司收取的包銷費及保薦費收益	(viii)	825	1,179

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38. Related party transactions (continued)

(a) (continued)

			2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
	Notes 附註			
Commission and handling income from fellow subsidiaries	自同系附屬公司收取的佣金及手續費收益 (ix)		31,531	11,167
Commission income and handling income from another fellow subsidiary	自另一同系附屬公司收取的佣金收益及手續費收益 (x)		1	34
Consultancy service fee and corporate finance service fee paid to the ultimate holding company and fellow subsidiary	支付予最終控股公司及同系附屬公司的諮詢服務費及企業融資服務費 (xi)		(32,181)	(19,472)
Commission income of private funds managed by a fellow subsidiary	同系附屬公司管理私募基金佣金收入 (xii)		1,123	429

Notes:

- (i) The commission expenses to the ultimate holding company were calculated based on the percentage of the transaction value stated in the Cooperation Agreement signed with a wholly-owned subsidiary of the Company.
- (ii) The professional and consultancy fees paid to the fellow subsidiaries for the provision of capital market information were charged at HK\$30,400,000 for the year ended 31 December 2025 (2024: HK\$32,500,000).
- (iii) The Information technology logistic consultancy fees paid to the ultimate holding company for the provision of information technology logistic services were charged at HK\$26,692,000 for the year ended 31 December 2025 (2024: HK\$19,472,000).
- (iv) The consultancy services income received from the ultimate holding company for the provision of consultancy services was received at HK\$3,636,000 for the year ended 31 December 2025 (2024: HK\$5,767,000).
- (v) The consultancy services fee paid to the ultimate holding company for the provision of consultancy services was charged at HK\$6,278,000 for the year ended 31 December 2025 (2024: HK\$7,257,000).

附註：

- (i) 支付予最終控股公司的佣金開支乃按與本公司的一家全資附屬公司簽立的合作協議列明的交易值百分比計算。
- (ii) 截至2025年12月31日止年度，就提供資本市場資料而向同系附屬公司支付專業及諮詢費30,400,000港元（2024年：32,500,000港元）。
- (iii) 截至2025年12月31日止年度，就提供信息技術物流服務向最終控股公司支付的信息技術物流諮詢費為26,692,000港元（2024年：19,472,000港元）。
- (iv) 截至2025年12月31日止年度，就提供諮詢服務向最終控股公司收取的諮詢服務收入為3,636,000港元（2024年：5,767,000港元）。
- (v) 截至2025年12月31日止年度，就提供諮詢服務向最終控股公司支付的諮詢服務費為6,278,000港元（2024年：7,257,000港元）。

38. 關聯方交易 (續)

(a) (續)

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38. Related party transactions (continued)

(a) (continued)

Notes: (continued)

- (vi) The commission and handling income received from the immediate holding company was based on the pricing stated in the signed brokerage agreement with wholly-owned subsidiaries of the Company.
- (vii) The commission and handling income received from the ultimate holding company was based on the pricing stated in the signed brokerage agreement with a wholly-owned subsidiary of the Company.
- (viii) The underwriting and sponsor fee income received from the ultimate holding company was based on the underwriting and sponsor agreement with the ultimate holding company.
- (ix) The commission and handling income received from fellow subsidiaries were based on the pricing stated in the signed brokerage agreement with wholly-owned subsidiaries of the Company.
- (x) The commission income and handling income received from another fellow subsidiary were based on the pricing stated in the signed brokerage agreement with a wholly-owned subsidiary of the Company.
- (xi) The consultancy service fee and corporate finance service fee paid to the ultimate holding company were based on the pricing stated in consultancy services and corporate finance services agreements with wholly-owned subsidiaries of the Company.
- (xii) The commission income received from private funds was based on the pricing stated in the signed brokerage agreement with wholly-owned subsidiaries of the Company.
- (xiii) Included in the Group's accounts receivable was a broker receivable due from the ultimate holding company of HK\$282,886,000 (2024: HK\$325,820,000) arising from dealing in securities as at 31 December 2025. The credit terms provided to the ultimate holding company were consistent with the practice of the securities dealing industry. The balance was unsecured, interest-free and receivable on the settlement day under the relevant market practices.

38. 關聯方交易 (續)

(a) (續)

附註：(續)

- (vi) 直接控股公司收取的佣金及手續費收益乃按與本公司全資附屬公司簽立的經紀協議列明的定價收費。
- (vii) 自最終控股公司收取的佣金及手續費收益乃按與本公司一家全資附屬公司簽立的經紀協議列明的定價收費。
- (viii) 自最終控股公司收取的包銷及保薦費收益按與最終控股公司簽立的包銷及贊助協議收費。
- (ix) 自同系附屬公司收取的佣金及手續費收益乃按與本公司全資附屬公司簽立的經紀協議列明的定價收費。
- (x) 自另一同系附屬公司收取的佣金收益及手續費收益乃按與本公司一家全資附屬公司簽立的經紀協議列明的定價收費。
- (xi) 支付予最終控股公司的諮詢服務費及企業融資服務費按與本公司全資附屬公司的諮詢服務及企業融資服務協議所載定價收取。
- (xii) 自私募基金收取的佣金收入乃基於與本公司全資附屬公司所訂立經紀協議所載定價收取。
- (xiii) 本集團的應收款項包括於2025年12月31日買賣證券產生的應收最終控股公司經紀款項282,886,000港元(2024年：325,820,000港元)。向最終控股公司提供的信貸條款與證券買賣行業的慣例一致。根據相關市場慣例，該結餘為無抵押、免息及須於結算日收取。

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38. Related party transactions (continued)

(a) (continued)

Notes: (continued)

- (xiv) Included in the Group's accounts payable was a broker payable due to the ultimate holding company of HK\$1,175,000 (2024: HK\$1,827,000) arising from dealing in securities as at 31 December 2025. The balance was unsecured, interest-free and payable on the settlement day under the relevant market practices.
- (xv) Included in the Group's prepayments, deposits and other receivables of HK\$27,426,000 (31 December 2024: HK\$58,378,000) was an advance prepayment to the fellow subsidiary for the professional and consultancy fee as at 31 December 2025 mentioned in note (ii) above.
- (xvi) Included in the Group's accounts payable was an accrual payable due to the ultimate holding company of HK\$nil (31 December 2024: HK\$9,637,000) arising from information technology logistic consultancy service received as at 31 December 2025 mentioned in note (iii) above.
- (xvii) Included in the Group's accounts receivables were amounts due from the ultimate holding company of HK\$5,837,000 (2024: HK\$7,005,000) for consultancy services income provided mentioned in the note (iv) above.
- (xviii) Included in the Group's accounts payables were amounts due to the ultimate holding company of HK\$6,339,000 (2024: HK\$8,431,000) for consultancy services fee paid mentioned in the note (v) above.
- (xix) Included in the Group's payables were the accounts payables to clients in note (vi) above arising from dealing in securities of HK\$919,000 (31 December 2024: HK\$3,000). The balances were unsecured, interest-bearing and payable on demand.

38. 關聯方交易 (續)

(a) (續)

附註：(續)

- (xiv) 本集團之應付賬款包括於2025年12月31日買賣證券產生之應付最終控股公司之經紀應付款項1,175,000港元(2024年：1,827,000港元)。根據相關市場慣例，該結餘為無抵押、免息及須於結算日支付。
- (xv) 本集團的預付款項、按金及其他應收款項27,426,000港元(2024年12月31日：58,378,000港元)包括就上文附註(ii)所述於2025年12月31日專業及諮詢費向同系附屬公司預付之款項。
- (xvi) 於2025年12月31日，本集團的應付賬款包括就上文附註(iii)所述已收信息技術物流諮詢服務產生的應付最終控股公司應計款項零港元(2024年12月31日：9,637,000港元)。
- (xvii) 本集團的應收款項包括就上文附註(iv)所述提供諮詢服務收入應收最終控股公司款項5,837,000港元(2024年：7,005,000港元)。
- (xviii) 本集團的應付賬款包括就上文附註(v)所述已付諮詢服務費而應付最終控股公司的賬款6,339,000港元(2024年：8,431,000港元)。
- (xix) 本集團之應付賬款包括證券買賣產生之應付上文附註(vi)客戶賬款919,000港元(2024年12月31日：3,000港元)。該結餘為無抵押、計息及須按要求償還。

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38. Related party transactions (continued)

(a) (continued)

Notes: (continued)

- (xx) Included in the Group's accounts payables were amounts due to the ultimate holding company of HK\$2,261,000 (2024: HK\$154,000) mentioned in note (vii) and the fellow subsidiaries of HK\$376,500,000 (2024: HK\$117,039,000) mentioned in note (ix) and another fellow subsidiary of HK\$12,259,000 (2024: HK\$12,000) mentioned in note (x) arising from dealing in securities, futures and foreign exchange as at 31 December 2025. The balances were unsecured, interest-bearing and payable on demand.
- (xxi) Included in the Group's accounts payables were the accounts payable to the ultimate holding company mentioned in note (xi) for the consulting service fee and corporate finance service fee of HK\$14,899,000 (2024: HK\$16,599,000) as at 31 December 2025.
- (xxii) Included in the Group's accounts receivable were accounts receivables to private funds of HK\$979,000 (2024: receivables of HK\$61,000) arising from dealing in securities mentioned in note (xii) as at 31 December 2025. The balance was unsecured, interest-bearing and payable on the settlement day under the relevant market practices.

The Group's ultimate holding company, Guotai Junan, is subject to the control of the PRC Government which also controls a significant portion of assets and entities in the PRC (collectively referred to as "state-owned enterprises"). Therefore, transactions with state-owned enterprises are regarded as related party transactions.

38. 關聯方交易 (續)

(a) (續)

附註：(續)

- (xx) 於2025年12月31日，本集團之應付款項包括就因買賣證券、期貨及外匯產生之就附註(vii)所述應付最終控股公司2,261,000港元(2024年：154,000港元)、就附註(ix)所述應付同系附屬公司376,500,000港元(2024年：117,039,000港元)及就附註(x)所述應付另一間同系附屬公司12,259,000港元(2024年：12,000港元)。該結餘乃無抵押、計息及須於要求時支付。
- (xxi) 於2025年12月31日，本集團的應付款項包括於附註(xi)所述應付最終控股公司的諮詢服務費及企業融資服務費14,899,000港元(2024年：16,599,000港元)。
- (xxii) 於2025年12月31日，本集團的應收款項包括就附註(xii)所述因買賣證券產生應收私人基金款項979,000港元(2024年：應收款項61,000港元)。該結餘為無抵押、計息及根據相關市場慣例於結付日支付。

本集團最終控股公司國泰君安受中國政府控制，而中國政府亦控制中國大部分資產及實體(統稱「國有企業」)。因此，與國有企業的交易被視為關聯方交易。

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財務報表附註

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38. Related party transactions (continued)

(a) (continued)

Majority of the bank borrowings and deposits of the Group were entered into with state-owned banks. In addition, the Group enters into transactions with state-owned enterprises that relate to the Group's normal business activities, including but not limited to brokerage services, corporate finance business, asset management business, loan and financing business and investment holding and market making business. These transactions are entered into in the ordinary course of business at an arm's length and under the normal commercial terms and conditions as to those that would have been entered into with non-state-owned enterprises, which were not considered as individually significant in accordance with HKAS 24.

The related party transactions in respect of items (i) to (ix) and (xi) to(xii) also constitute continuing connected transactions to be disclosed in the annual report as defined in Chapter 14A of the Listing Rules.

(b) Details of the remuneration of the key management personnel of the Group are disclosed in note 34 to the financial statements.

39. Financial risk management

The Group's activities mainly expose to such financial risks as credit risk, market risk and liquidity risk. The Group's overall risk management framework focuses on the analysis, evaluation, acceptance and monitoring of these risks which are an inevitable consequence of being in business. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimise any potential adverse effect on the Group's financial performance.

The Group's risk management policies are approved by the Board and are designed to identify and analyse these risks, to set appropriate risk limits and controls and to monitor the risks and adherence to limits by means of reliable and up-to-date information. The Board provides written principles for overall risk management. The Group regularly reviews its risk management policies to reflect any change in the market and clients.

38. 關聯方交易 (續)

(a) (續)

本集團大部分銀行借款及存款均與國有銀行訂立。此外，本集團與國有企業進行與本集團日常業務活動有關的交易，包括但不限於經紀服務、企業融資業務、資產管理業務、貸款及融資業務、投資控股及做市業務。該等交易乃於日常業務過程中公平地按與非國有企業進行的交易類似的正常商業條款及條件進行，並按照香港會計準則第24號沒有被視為個別重大交易。

上文第(i)至(ix)及(xi)至(xii)項的關聯方交易亦構成須於年報披露之持續關連交易(定義見《上市規則》第十四A章)。

(b) 本集團主要管理人員薪酬詳情於財務報表附註34披露。

39. 金融風險管理

本集團的業務主要面臨信貸風險、市場風險及流動資金風險等金融風險。本集團整體風險管理框架集中於分析、評估、接受及監控該等於業務過程中不可避免的風險。因此，本集團的目標為適當地平衡風險與回報，並將對本集團財務表現潛在的任何不良影響減至最低。

本集團的風險管理政策由董事會批准，旨在識別及分析上述風險，設定適當的風險限額並控制及監控風險及使用可靠及先進的資訊以嚴守限額。董事會就整體風險管理制定書面原則。本集團定期檢討其風險管理政策，以反映市場及客戶的任何變動。

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39. Financial risk management (continued)

The main financial risks arising from the Group's financial instruments are credit risk, market risk and liquidity risk. The policies for managing each of these risks are summarised below:

Credit risk

Credit exposures arise principally from loans and advances to customers, accounts receivable, debt securities, bank balances and client trust bank balances which are included in the Group's asset portfolio.

Credit risk limit control and mitigation policies

The Board delegates to the management committees the duties to monitor the credit risk of the Group. Members of the management committees include, inter alia, the CEO, the CFO, the CRO, responsible officers and the head of related control departments. The management committees are mainly responsible for the development of financing business and approval of major credit exposure and the risk management committee to provide independent supervision of all credit risk metrics and limits.

The risk management department and business department are responsible for approval, monitoring and review of the Group's credit risk of financing clients. It is also responsible for making settlement calls when the trades of financing clients exceed their respective limits. Failure to meet margin calls may result in liquidation of the client's position. The credit limit and margin limit for each client and the lending ratio of securities acceptable as collateral prepared by business department and approved by risk management department, the significant transaction will be approved by the management committees.

Loans and advances to customers including IPO loans for subscription of new shares are normally settled within 1 week from the drawdown date. Forced liquidation action would be taken if the customers fail to settle their shortfall within a specific period of tolerance after the IPO allotment result is announced.

For debt securities, external rating such as Standard & Poor's and Moody's ratings or their equivalents are used by the risk management department for managing credit risk exposures as supplemented by the Group's own credit assessment.

39. 金融風險管理 (續)

本集團金融工具所產生的主要金融風險為信貸風險、市場風險及流動資金風險。管理各項風險的政策概括如下：

信貸風險

信貸風險主要源自本集團資產組合中的給予客戶的貸款及墊款、應收款項、債務證券、銀行結餘及客戶信託銀行結餘。

信用風險限額控制及緩釋政策

董事會委派管理委員會監控本集團信貸風險。管理委員會包括(除其他外)行政總裁、財務總監、首席風險官、負責人員及相關監控部門主管。管理委員會主要負責發展融資業務及批准主要信貸風險及風險管理委員會獨立監察所有信貸風險參數及限額。

風險管理部及營業部負責批准、監控及審閱本集團的融資客戶信貸風險。其亦須於融資客戶的交易超過其各別限額時發出補倉通知。未能補倉的客戶可能被斬倉。各客戶的信貸限額及孖展限額以及營業部釐定及風險管理部批准可接納為抵押的證券貸款比率、重大交易將由管理委員會批准。

給予客戶的貸款及墊款包括有關認購新股的首次公開發售貸款，一般於自提取日期起一周內結算。倘客戶於首次公開發售配發結果公佈後的指定寬限期內未能結算其差額，則將會被斬倉。

就債務證券而言，風險管理部門採用外部信貸評級(如標準普爾及穆迪評級或其同行評級)進行信貸風險管理，本集團進行補充性自行信貸評估。

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財務報表附註

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39. Financial risk management (continued)

Credit risk (continued)

Credit risk limit control and mitigation policies (continued)

The Group's bank balances are deposited in respectable and large commercial banks. For the client trust bank balances which are held in segregated accounts, they are deposited in authorised financial institutions in Hong Kong. The credit risk of bank balances and client trust bank balances is considered insignificant.

Accounts receivable from clients represent receivables from clients arising from dealing in securities, which normally had a delivery-against payment settlement term of 1 to 3 days. The Group allows credit up to the settlement dates of the respective securities transactions (normally from T+1 to T+3 days). All applications for credit limits must be reviewed by the credit manager and approved by risk management department or the management committees. The risk management department and business department determine whether a forced liquidation action is to be taken against clients with overdue balances on a case-by-case basis. The management committees regularly review the overdue balances.

The Group only accepts margin deposits in the form of cash for futures, options and leveraged foreign exchange dealing and broking. No unauthorised transaction is allowed to be executed if the current position of the customer exceeds its trading limit. The margin deposit placed and the aggregate of the required margin deposits of each future, options and leveraged foreign exchange contract are timely monitored by both the dealers and the risk management department. Margin calls will be executed by the on-site duty staff for futures, options and leveraged foreign exchange brokerage business if there is a deficit with the margin deposit. Forced liquidation of the customer's position will be executed if the customer fails to meet the margin calls.

Management considers that the credit risk of the Group resulting from securities, futures, options and leveraged foreign exchange brokerage business as well as margin and other loan financing is properly managed within the defined internal control framework.

Accounts receivable from brokers and dealers are placed with large financial institutions which are governed by regulators. The credit risk of accounts receivable from brokers and dealers is considered insignificant.

39. 金融風險管理 (續)

信貸風險 (續)

信用風險限額控制及緩釋政策 (續)

本集團銀行結餘乃存於聲譽良好的大型商業銀行。就以獨立賬戶持有的客戶信託銀行結餘而言，該等結餘乃存於香港認可金融機構。銀行結餘及客戶信託銀行結餘的信貸風險乃視為不重大。

應收客戶款項指證券交易所產生的應收客戶款項，付款交收的結算期一般為一至三天。本集團授予的信貸期最多至各項證券交易的結算日（一般為T+1至T+3日內）。所有信貸限額的申請均須經信貸主任審計及由風險管理部或管理委員會批准。風險管理部及營業部釐定是否就逾期結餘逐筆對個別客戶採取強制清盤措施。管理委員會定期檢討逾期結餘。

本集團對期貨、期權及槓桿外匯買賣及經紀僅接受現金形式的保證金。倘客戶的本期財務狀況超過交易限額，則不得進行任何未經授權的交易。所投入的保證金及各項期貨、期權及槓桿外匯合約所要求的保證金總額由交易商及風險管理部門及時監察。倘保證金不足，現場在職的員工會就期貨、期權及槓桿外匯經紀業務發出補倉通知。未能補倉的客戶將被斬倉。

管理層認為本集團因證券、期貨、期權及槓桿外匯經紀業務以及孖展及其他貸款融資所面臨的信貸風險均在界定內部控制框架內妥當管理。

應收經紀及交易商的款項存放於監管機構管治下的大型金融機構。應收經紀及交易商的款項的信貸風險乃視為不重大。

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39. Financial risk management (continued)

Credit risk (continued)

Credit risk limit control and mitigation policies (continued)

Ageing of accounts receivable from corporate clients and investment funds arising from corporate finance, asset management and investment holding and market making businesses is closely monitored. There were no significant defaults in the past.

The credit risk of accounts receivable from the Stock Exchange and other clearing houses is considered to be minimal.

Regarding the risk of the counterparties, the Group monitored the margin call process in accordance with the credit terms under the trading master agreement entered into with the counterparties. In addition, the Group assesses counterparty's credit risk through assigning internal credit ratings and set counterparty limits according to counterparty's types, credit ratings and business demand.

ECL allowance and provisioning policies

The Group's policy requires the review of individual outstanding amounts at least monthly or more regularly depending on individual circumstances or market condition.

The Group has adopted HKFRS 9, where the ECL allowance requirements under HKFRS 9 are based on an ECL model. The Group applies simplified approach to measure ECL on accounts receivable from corporate clients, investment funds and others; and general approach to measure ECL on loans and advances to customers, time deposits and other financial assets accounted for at amortised cost and fair value through other comprehensive income as well as loan commitments. Under the simplified approach, the Group measures the ECL allowance at an amount equal to lifetime ECL. Under the general approach, financial assets migrate through the following three stages based on the change in credit risk since initial recognition: Stage 1: 12-months ECL, Stage 2: Lifetime ECL – not credit-impaired and Stage 3: Lifetime ECL – credit-impaired.

39. 金融風險管理 (續)

信貸風險 (續)

信用風險限額控制及緩釋政策 (續)

企業融資、資產管理及投資控股以及做市業務所產生的應收企業客戶及投資基金款項的賬齡在密切監控內。過往概無重大違約。

應收聯交所及其他結算所的應收款項的信貸風險甚微。

有關交易對手的風險，本集團根據與交易對手簽定協議中的信用條款進行監控，包括追繳或補充保證金等。另外，本集團對交易對手進行內部評級，根據交易對手類型、信用評級及業務需求設置交易對手限額。

預期信用虧損撥備及撥備政策

本集團的政策要求至少每月或在特定情況或因應市況下更為頻繁地對個別未結清款項進行審閱。

本集團已採納香港財務報告準則第9號，香港財務報告準則第9號下的預期信用虧損撥備要求以預期信用損失模型為依據。本集團應用簡易方法計量企業客戶、投資基金及其他的應收款項的預期信用損失，並應用一般方法計量給予客戶的貸款及墊款、定期存款及其他按攤銷成本及按公平值計入其他全面收益入賬的金融資產以及貸款承擔的預期信用損失。根據簡易方法，本集團基於全期預期信用損失計量預期信用虧損撥備。按照一般方法，金融工具乃基於初步確認後的信貸風險變動，通過下列三個階段予以轉撥：第一階段：12個月的預期信用損失、第二階段：全期預期信用損失—並無信貸減值及第三階段：全期預期信用損失—信貸減值。

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財務報表附註

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39. Financial risk management (continued)

Credit risk (continued)

Assessment of significant increase in credit risk

When determining whether the risk of default has increased significantly since initial recognition, the Group considers both quantitative and qualitative information and analysis based on the Group's historical experience and expert credit risk assessment, including forward-looking information. The loan and advances use the number of DPD and loan-to-marginable value to determine significant increase in credit risk. For non-standard financing, internally derived credit ratings have been identified as representing the best available determinant of credit risk. Credit risk is deemed to have increased significantly if the credit rating has significantly deteriorated at the reporting date relative to the credit rating at the date of initial recognition.

Calculation of ECL

The ECL are assessed by the Group on semi-annual basis. Based on DPD, loan-to-marginable value and internally derived credit ratings, loans and advances to customers are classified into 3 stages.

Under stage 1 is calculated on collective basis. For the year ended 31 December 2025 and 2024, the 12-month ECL was measured based on loss rate approach.

The ECL of each scenario is then calculated in accordance with the respective loan exposure. When the loans are classified under stage 2 and stage 3, the lifetime ECL is calculated.

As at 31 December 2025, the average loss rate for 12-month ECL, Lifetime ECL not credit-impaired and lifetime ECL credit-impaired was 0.02%, 3.85% and 99.45% respectively.

As at 31 December 2024, the average loss rate for 12-month ECL, Lifetime ECL not credit-impaired and lifetime ECL credit-impaired was 0.02%, 3.84% and 99.93% respectively.

39. 金融風險管理 (續)

信貸風險 (續)

評估信貸風險大幅增加

於釐定自初始確認以來違約風險是否大幅增加時，本集團兼顧定量及定性資料以及基於本集團過往經驗及專家信貸風險評估的分析，包括前瞻性資料。貸款及墊款採用逾期天數及貸款對可保證價值比率釐定信貸風險是否大幅增加。就非標準融資而言，已確立內部信貸評級作為信貸風險的最佳可用指標。倘若報告日期的信貸評級相較初始確認日期的信貸評級大幅惡化，則信貸風險視為已大幅增加。

預期信用損失的計算

本集團每半年評估預期信用損失。根據逾期天數、貸款對可保證價值比率及內部制定的信貸評級，給予客戶的貸款及墊款分為三個階段。

第一階段下的預期信用損失集中進行計算。截至2025年及2024年12月31日止年度，12個月預期信用損失乃根據損失率法計量。

隨後，根據相關貸款敞口計算各情境下的預期信用損失。倘貸款分類為第二階段及第三階段，則計算全期預期信用損失。

於2025年12月31日，12個月預期信用損失、全期預期信用損失—無信貸減值及全期預期信用損失—信貸減值的平均虧損比率分別為0.02%、3.85%及99.45%。

於2024年12月31日，12個月預期信用損失、全期預期信用損失—無信貸減值及全期預期信用損失—信貸減值的平均虧損比率分別為0.02%、3.84%及99.93%。

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39. Financial risk management (continued)

Credit risk (continued)

Calculation of ECL (continued)

If there is material decrease in collateral value and the full recovery of the loan is in doubt, the retail and non-standard loan will be classified into stage 3. For the loans classified as stage 3, the Group may further calculate the ECL based on probability-weighted scenarios to measure the ECL. Each scenario is associated with different exposure at default and probability.

Incorporation of forward-looking information

When estimating the ECL on loan and advances to customers, the Group has incorporated forward-looking economic information through the use of industry trend and experienced credit judgement to reflect the qualitative factors, and through the use of multiple probability-weighted scenarios by the stock market analysis.

Maximum exposure to credit risk before collateral held or other credit enhancements

The Group's maximum exposure to credit risk in the event that the counterparties fail to perform their obligations as at the end of the reporting period, in relation to each class of financial assets, is the carrying amount of those assets as indicated in the statement of financial position.

These amounts represent the worst case scenario of credit risk exposure to the Group at 31 December 2025 and 2024, without taking account of any collateral held or other credit enhancements attached.

Concentration of risks of financial assets with credit risk exposure

(a) Bank balances and client trust bank balances

The counterparties of all client trust bank balances and the majority of cash and bank balances are located in Hong Kong. As the Group's bank balances and client trust bank balances are deposited with a number of financially sound financial institutions, in the opinion of the Group, the concentration risk of the Group's bank balances and client trust bank balances is insignificant.

39. 金融風險管理 (續)

信貸風險 (續)

預期信用損失的計算 (續)

倘抵押品價值大幅下降且貸款能否悉數收回存疑，則零售及非標準貸款分類為第三階段。就分類為第三階段的貸款而言，本集團可根據概率加權情境計算預期信用損失，以計量預期信用損失。不同的情境與不同的違約敞口及概率相關。

納入前瞻性資料

於估計給予客戶的貸款及墊款的預期信用損失時，本集團已納入前瞻性經濟資料，包括通過使用行業趨勢及基於經驗的信用判斷以反映定量因素，以及通過使用多種概率加權情境進行股票市場分析。

除所持抵押品或其他信貸提升前所面對的最高信貸風險

倘交易對手未能於報告期間結束時履行其責任，則本集團所面對的與各類金融資產相關的最高信貸風險值為財務狀況表內所示該等資產的賬面值。

該等金額為本集團於2025年及2024年12月31日所面對的信貸風險的最差情形，且未計及任何所持抵押品或所附其他信貸提升情況。

面臨信貸風險的金融資產的風險集中程度

(a) 銀行結餘及客戶信託銀行結餘

所有客戶信託銀行結餘及大部分現金及銀行結餘的交易對手均位於香港。由於本集團的銀行結餘及客戶信託銀行結餘乃存於多家財務穩健的金融機構，故本集團認為本集團的銀行結餘及客戶信託銀行結餘的集中風險不大。

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39. Financial risk management (continued)

Credit risk (continued)

Concentration of risks of financial assets with credit risk exposure (continued)

- (b) Loans and advances to customers and accounts receivable from clients

The counterparties of the majority of loans and advances to customers (including margin loans, IPO loans and other loan financing) and accounts receivable from clients are individuals who are mainly located in China. The business department and risk management department daily prepare an analysis of key financing client and futures, options and leveraged foreign exchange client exposure for review to avoid excessive concentration of risk. The Group manages its concentration risk by diversified clients and collateral portfolio and various concentration limit.

- (c) Accounts receivable from brokers, dealers as well as clearing houses and others

The Group also has accounts receivable from clearing houses, brokers and dealers from its securities, futures, options and leveraged foreign exchange brokerage business as well as other receivables from asset management, corporate finance and investment holding and market making businesses. Responsible officers manage the concentration of risk by monitoring their respective exposures on a timely basis.

Securities borrowing and lending

In the normal course of brokerage business, the Group may enter into securities borrowing and lending arrangements with customers and financial institutions. The Group is not subject to significant price risks under the securities borrowing and lending arrangement. The cash collateral received and cash collateral placed are included in the accounts payable and accounts receivable from brokers and dealers, respectively. The Group is principally liable for repaying the borrowed securities in case of any default by the customers.

39. 金融風險管理 (續)

信貸風險 (續)

面臨信貸風險的金融資產的風險集中程度 (續)

- (b) 給予客戶的貸款及墊款以及應收客戶款項

大部分給予客戶的貸款及墊款 (包括孖展貸款、首次公開發售貸款及其他貸款融資) 以及應收客戶款項的交易對手為個人，主要居於中國。營業部及風險管理部門每日編製及審閱主要融資客戶及期貨、期權及槓桿外匯客戶風險分析，以期避免過度集中的風險。本集團通過與各行各業的客戶以及抵押品組合及各種集中度限制管理其集中風險。

- (c) 應收經紀、交易商以及結算所及其他人士的款項

本集團亦有應收結算所、經紀及交易商有關證券、期貨、期權及槓桿外匯經紀業務的款項以及來自資產管理、企業融資及投資控股以及做市業務的其他應收款項。負責人員通過定時監察彼等各自面臨的風險管理集中風險。

證券借貸業務

在正常的經紀業務過程中，本集團可與客戶及金融機構訂立證券借貸安排。在證券借貸安排下，本集團並無面對重大價格風險。所收取的現金抵押品以及所存放的現金抵押品分別計入應付款項以及應收經紀及交易商款項。倘客戶有任何違約行為，本集團主要負責償還借入證券。

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39. Financial risk management (continued)

Credit risk (continued)

Securities borrowing and lending (continued)

As at 31 December 2025, the Group outstanding securities borrowed/lent to customers and financial institutions and their corresponding cash collateral paid/received are as follows:

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Equity securities borrowed from financial institutions	自金融機構借入的股權證券	1,226,841	999,041
Equity securities pledged by margin customers for stock lending	保證金客戶為借出股票而抵押的股權證券	3,374	3,374
		1,230,215	1,002,415
Cash collateral placed with financial institutions	存放在金融機構的現金抵押品	1,268,121	1,052,538
Equity securities lent to customers	向客戶借出的股權證券	444,925	43,763
Cash collateral received from customers	自客戶收取的現金抵押品	474,702	49,618

Market risk

The Group takes on exposure to market risk, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks mainly arise from open positions in interest rate, currency and equity products, all of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates, foreign exchange rates and equity prices.

The financial instruments held by the Group mainly exposed it to interest rate risk and price risk. The market risk mainly includes cash flow interest rate risk and price risk. The Group has established policies and procedures for monitoring and controlling the market risk arising from these financial instruments.

39. 金融風險管理 (續)

信貸風險 (續)

證券借貸業務 (續)

於2025年12月31日，本集團向客戶及金融機構借入／借出的未償還證券及其相應的已付／已收現金抵押品如下：

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Equity securities borrowed from financial institutions	自金融機構借入的股權證券	1,226,841	999,041
Equity securities pledged by margin customers for stock lending	保證金客戶為借出股票而抵押的股權證券	3,374	3,374
		1,230,215	1,002,415
Cash collateral placed with financial institutions	存放在金融機構的現金抵押品	1,268,121	1,052,538
Equity securities lent to customers	向客戶借出的股權證券	444,925	43,763
Cash collateral received from customers	自客戶收取的現金抵押品	474,702	49,618

市場風險

本集團所面對的市場風險，乃指由於市場價格變動而引致金融工具的公平值或未來現金流量變動的風險。市場風險乃主要因利率、貨幣及股權產品等的未平倉而產生，並受到一般及特定的市場變動及市場利率或價格（如利率、匯率及股價）波幅變動的風險所影響。

本集團所持有的金融工具主要面對利率風險及價格風險。市場風險主要包括現金流量利率風險及價格風險。本集團已制定有關政策及程序，以監測及控制該等金融工具所產生的市場風險。

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31 December 2025
2025年12月31日

39. Financial risk management (continued)

Market risk (continued)

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's loans and advances to customers, accounts receivable, financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, accounts payable to clients, bank borrowings, debt securities in issue, receivable from reverse repurchase agreements, obligations under repurchase agreements, client trust bank balances and cash and bank balances. Debt investments usually bear a fixed rate interest and they are managed through the sensitivity analysis and risk limit to monitor and control the interest rate risk.

Interest on cash at banks will fluctuate at floating rates based on daily bank deposit rates. Bank borrowings and margin loans receivable at variable rates exposed the Group to cash flow interest rate risk. Other financial assets and liabilities which are mainly hedged the interest rate risk, not sensitive to the movement of interest rate, of which the interest rate risk is also considered to be minimal. The Group mitigates its interest rate risk by monitoring market interest rate movements and revising the interest rates offered to its customers on an ongoing basis in order to limit potential adverse effects of interest rate movements on net interest income. The Group regularly calculates the impact on profit or loss of a possible interest rate shift on its portfolio of bank borrowings, margin loans receivable, debt securities investment and interest-bearing bank deposits.

The following table illustrates the potential impact, of a parallel upward or downward shift of 100 basis points in interest rate curves with all other variables held constant on the Group's net profit for the next twelve months from the reporting date, based on the Group's positions of interest-earning assets, interest-bearing liabilities and listed debt securities investments at year end.

39. 金融風險管理 (續)

市場風險 (續)

利率風險

本集團面臨的市場利率變動風險主要與本集團給予客戶的貸款及墊款、應收款項、按公平值計入損益的金融資產及負債、按公平值計入其他全面收益的金融資產、應付客戶款項、銀行借款、已發行債務證券、反向回購協議應收款項、回購協議的債項、客戶信託銀行結餘以及現金與銀行結餘有關。債務投資通常按固定利率計息，通過敏感度分析及風險限額以監控及控制利率風險對其進行管理。

銀行存款利息按根據每日銀行存款利率計算的浮動利率而波動。本集團面對以浮息計息的銀行借款及應收孖展貸款款項所產生的現金流量利率風險。主要對沖利率風險的其他金融資產及負債不易受利率波動影響，故其利率風險亦被認為微乎其微。本集團通過監控市場利率變動並持續修訂給予客戶的利率，從而減輕利率風險，藉此限制利率變動對利息收入淨額的潛在不利影響。本集團定期計算其銀行借款、應收孖展貸款款項、債務證券投資及計息銀行存款組合可能產生的利率變動對損益的影響。

根據本集團於年末的生息資產，計息負債及上市債務證券投資的情況，下表顯示利率曲線平移向上或向下100個基點而其他所有變數維持不變對本集團報告日期起計未來12個月的淨利潤的潛在影響。

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財務報表附註

31 December 2025
2025年12月31日

39. Financial risk management (continued)

Market risk (continued)

Interest rate sensitivity analysis

		Increase/(decrease) in profit before tax	
		2025	2024
		2025年	2024年
		HK\$'000	HK\$'000
		千港元	千港元
Interest rate increase 100 basis points	利率上升100個基點		
Interest-earning assets and interest-bearing liabilities	生息資產及計息負債	54,143	103,967
Debt securities investment	債務證券投資	(240,433)	(166,941)
Net Amount	淨額	(186,290)	(62,974)

Note: Sensitivity analysis focus on directional investment which may potentially impact the Group's profit before tax. For the securities, financial product and derivative financial instruments held by the Group are structured as derivative products in issue for sales to customers and for hedging purpose. They are not subject to the sensitivity analysis as the risk has been either transferred to customers or properly hedged and mitigated accordingly. For the securities held by the Group, whether they have been hedged against the interest rate risk and price risk or not sensitive to the movement of interest rate or equity index (e.g. money market fund), they are not subject to the sensitivity analysis. For financial assets at fair value through other comprehensive income are not subject to the sensitivity analysis.

The estimated 1% increase in interest rate represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting period. The sensitivity analysis is unrepresentative because the year-end exposure does not reflect the exposure during the year.

39. 金融風險管理 (續)

市場風險 (續)

利率敏感度分析

	Increase/(decrease) in profit before tax	
	2025	2024
	2025年	2024年
	HK\$'000	HK\$'000
	千港元	千港元
Interest rate increase 100 basis points	利率上升100個基點	
Interest-earning assets and interest-bearing liabilities	生息資產及計息負債	54,143
Debt securities investment	債務證券投資	(240,433)
Net Amount	淨額	(186,290)

附註：敏感度分析側重於可能對本集團除稅前溢利產生潛在影響的方向性投資。本集團持有的證券、金融產品及衍生金融工具結構化為已發行衍生產品，以向客戶銷售及作對沖用途。其並無承受敏感度分析，因為有關風險已相應轉移客戶或進行適當對沖或緩和。就本集團持有的證券而言，無論其是否已對沖利率風險及價格風險，或對利率或股票指數的變動不敏感（如貨幣市場基金），因此不需要進行敏感度分析。按公平值計入其他全面收益的金融資產不受敏感度分析的影響。

估計利率1%的增加指管理層對下個年度報告期間前期間的利率合理變動的評估。該敏感度分析不具代表性，原因是年末的風險不能反映全年的風險。

Notes to Financial Statements

財務報表附註

31 December 2025
2025年12月31日

39. Financial risk management (continued)

Market risk (continued)

Price risk

The Group is exposed to equity securities price risk from listed equity instruments and fund investments held by the Group which are classified in the statement of financial position as financial assets and liabilities at fair value through profit or loss. Price risk is the risk of changes in fair value of financial instruments from fluctuations, whether such a change in price is caused by factors specific to the individual instrument or factors affecting all instruments traded in the markets. The Group mitigates its price risk by performing detailed due diligence analysis of investments and dedicated professionals are assigned to oversee and monitor the performance of investments.

The sensitivity analysis below has been determined based on the assumption that the price of all the direct investment of listed equity instruments and funds move according to the historical correlation with the Hong Kong Hang Seng Index and other relevant equity indices. The analysis is based on the assumption that the equity index had changed by 10% with all other variable held constant, it represents management's assessment of the reasonably possible change in equity index.

Changes in relevant index	相關指數變動	Increase/(decrease) in profit before tax 除稅前溢利增加/(減少)	
		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Increase 10%	上升10%	76,639	40,713
Decrease 10%	下降10%	(76,639)	(40,713)

Note: Sensitivity analysis focus on directional investment which may potentially impact the Group's profit before tax. For the securities, financial product and derivative financial instruments held by the Group are structured as derivative products in issue for sales to customers and for hedging purpose. They are not subject to the sensitivity analysis as the risk has been either transferred to customers or properly hedged and mitigated accordingly. For the securities held by the Group, whether they have been hedged against the interest rate risk and price risk or not sensitive to the movement of interest rate or equity index (e.g. money market fund), they are not subject to the sensitivity analysis. For financial assets at fair value through other comprehensive income are not subject to the sensitivity analysis.

39. 金融風險管理 (續)

市場風險 (續)

價格風險

本集團因持有上市股本工具及基金投資(於財務狀況表分類為按公平值計入損益的金融資產及負債)而承受股本證券價格風險。價格風險指金融工具公平值因波動而出現變動的風險，無論有關價格變動是因個別工具特有的因素或影響市場上所有買賣工具的因素所引致。本集團通過對投資進行詳細的盡職分析降低價格風險，並指派專業人士監督及監控投資表現。

以下敏感度分析乃假設所有上市權益類產品及基金直接投資的價格根據與香港恆生指數及其他相關股票指數之過往關係變動而釐定。分析乃以假設股票指數變動10%而其他變數維持不變，這代表管理層對股票指數合理可能變動的評估。

Changes in relevant index	相關指數變動	Increase/(decrease) in profit before tax 除稅前溢利增加/(減少)	
		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Increase 10%	上升10%	76,639	40,713
Decrease 10%	下降10%	(76,639)	(40,713)

附註：敏感度分析側重於可能對本集團除稅前溢利產生潛在影響的方向性投資。本集團持有的證券、金融產品及衍生金融工具結構化為已發行衍生產品，以向客戶銷售及作對沖用途。其並無承受敏感度分析，因為有關風險已相應轉移客戶或進行適當對沖或緩和。就本集團持有的證券而言，無論其是否已對沖利率風險及價格風險，或對利率或股票指數的變動不敏感(如貨幣市場基金)，因此不需要進行敏感度分析。按公平值計入其他全面收益的金融資產不受敏感度分析的影響。

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31 December 2025
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39. Financial risk management (continued)

Market risk (continued)

Price risk (continued)

The sensitivity analysis is unrepresentative because the year-end exposure does not reflect the exposure during the year.

Besides, the asset quality of the margin clients' margin collateral will deteriorate when the market comes down drastically, scenario analysis and stress testing are regularly performed on an individual client basis.

Foreign currency risk

Foreign currency risk refers to the risk that movements in foreign currency exchange rates will affect the Group's financial results and its cash flows.

The Group's foreign exchange risk principally arises from its leveraged foreign exchange dealing and broking business as well as the Group's transactions which are denominated in currencies other than the Hong Kong dollars.

For the leveraged foreign exchange brokerage business, the Group hedges the majority of the client positions through back-to-back transactions with external counterparties. The Group adopts stringent control over its positions to minimize its exposure to foreign exchange risk.

The Group's principal operations are transacted and recorded in Hong Kong dollars, US\$ and RMB. The Group is not exposed to material foreign exchange risk because HK\$ is pegged with US\$. The Group also conducts appropriate hedging activities when it is exposed to material exchange risk in RMB. Other foreign currency exposure is relatively minimal to its total assets and liabilities. The foreign exchange risk is daily managed and monitored by the treasury and finance department.

Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, the treasury department maintains flexibility in funding by maintaining available committed credit facilities from the banks.

Sources of liquidity are daily reviewed by treasury department to ensure the availability of sufficient liquid funds to meet all obligations.

39. 金融風險管理 (續)

市場風險 (續)

價格風險 (續)

該敏感度分析不具代表性，原因是年末的風險不能反映全年的風險。

此外，孖展客戶的孖展抵押品的資產質素會於市場嚴重下滑時惡化。情景分析及壓力測試乃按個別客戶基準定期進行。

外匯風險

外匯風險指影響本集團財務業績及其現金流量的外幣匯率變動的風險。

本集團的外匯風險主要來自其槓桿式外匯買賣及經紀業務以及本集團以港元以外貨幣為單位的交易。

就槓桿外匯經紀業務而言，本集團通過與外部對手方的背對背交易對沖大多數客戶的倉位。本集團對其倉位採納嚴格監控，以最小化其外匯風險。

本集團的主要業務以港元、美元及人民幣進行交易及列賬。由於港元與美元掛鈎，故本集團並無面臨重大外匯風險。本集團亦於其面臨重大的人民幣外匯風險時採取適當的對沖活動。其他外幣風險相對於其總資產及負債所承接者相對較低。外匯風險由庫務及財務部每日管理及監督。

流動資金風險

審慎的流動資金風險管理包括維持充足的現金，通過已承諾信貸融資的足夠額度備有資金，及有能力減少市場持倉。由於相關業務的多變性質，庫務部致力通過已承諾的可用銀行信貸融資維持資金的靈活性。

庫務部每日審計流動資金來源，以確保可獲得充足流動資金，履行所有責任。

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財務報表附註

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39. Financial risk management (continued)

Liquidity risk (continued)

Management monitors rolling forecasts of the Group's liquidity reserve (comprising undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows in strict compliance with statutory requirements. This is achieved by monitoring the liquidity position of the individual companies within the Group on a daily basis to ensure the availability of sufficient liquid funds to meet all obligations and compliance with the statutory requirements such as the Hong Kong Securities and Futures (Financial Resources) Rules.

The following tables summarise the maturity profile of the Group's financial liabilities, based on the contractual and undiscounted cash flows:

As at 31 December 2025

		Up to 1 month 一個月內 HK\$'000 千港元	1 to 3 months 一至三個月 HK\$'000 千港元	3 to 12 months 三至十二個月 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Liabilities	負債					
Accounts payable	應付款項	29,387,570	-	-	-	29,387,570
Bank borrowings	銀行借款	12,103,552	10,449	-	-	12,114,001
Lease liabilities	租賃負債	2,079	4,096	17,079	19,576	42,830
Debt securities in issue	已發行債務證券	32,835,103	7,932,584	2,171,537	10,700,918	53,640,142
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債	3,980,014	-	-	-	3,980,014
Obligations under repurchase agreement	回購協議債項	34,096,196	982,384	-	341,537	35,420,117
		112,404,514	8,929,513	2,188,616	11,062,031	134,584,674
Off-balance sheet items	資產負債表外項目					
Capital commitments	資本承擔	10,746	-	-	-	10,746
		10,746	-	-	-	10,746
Derivative cash flows	衍生現金流量					
Derivative financial instruments settled on a gross basis	按總額結算的衍生金融工具					
Total inflows	總流入	13,520,365	4,864,694	21,680,179	13,110,716	53,175,954
Total outflows	總流出	(13,660,470)	(4,815,852)	(21,531,255)	(13,055,220)	(53,062,797)
		(140,105)	48,842	148,924	55,496	113,157

39. 金融風險管理 (續)

流動資金風險 (續)

管理層根據預期現金流量監控本集團的流動資金儲備(包括未提取借款融資)及現金及現金等價物的滾存預測,以嚴格遵守法定要求。為達到此目的,本集團需要每日監控旗下公司的流動資金狀況,以確保能夠取得充足的流動資金履行所有責任,並符合有關法定要求(如香港證券及期貨(財政資源)規則)。

根據合約及未貼現現金流量,下表概述本集團金融負債的到期情況:

於2025年12月31日

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財務報表附註

31 December 2025
2025年12月31日

39. Financial risk management (continued)

Liquidity risk (continued)

As at 31 December 2024

		Up to 1 month 一個月內 HK\$'000 千港元	1 to 3 months 一至三個月 HK\$'000 千港元	3 to 12 months 三至十二個月 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Liabilities	負債					
Accounts payable	應付款項	19,714,804	-	-	-	19,714,804
Bank borrowings	銀行借款	5,901,536	21,221	-	-	5,922,757
Lease liabilities	租賃負債	2,043	4,087	18,233	38,734	63,097
Debt securities in issue	已發行債務證券	34,487,680	3,478,297	3,421,881	7,124,455	48,512,313
Financial liabilities at fair value through profit or loss	按公平值計入損益的 金融負債	3,122,085	-	-	-	3,122,085
Obligations under repurchase agreement	回購協議債項	26,648,054	6,282,558	2,758,209	-	35,688,821
		89,876,202	9,786,163	6,198,323	7,163,189	113,023,877
Off-balance sheet items	資產負債表外項目					
Underwriting obligations	承銷承諾	-	-	-	-	-
Capital commitments	資本承擔	6,445	-	-	-	6,445
		6,445	-	-	-	6,445
Derivative cash flows	衍生現金流量					
Derivative financial instruments settled on a gross basis	按總額結算的衍生 金融工具					
Total inflows	總流入	17,565,489	7,280,278	18,699,740	7,168,775	50,714,282
Total outflows	總流出	(17,644,299)	(7,026,211)	(18,855,234)	(7,580,938)	(51,106,682)
		(78,810)	254,067	(155,494)	(412,163)	(392,400)

39. 金融風險管理 (續)

流動資金風險 (續)

於2024年12月31日

		Up to 1 month 一個月內 HK\$'000 千港元	1 to 3 months 一至三個月 HK\$'000 千港元	3 to 12 months 三至十二個月 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Liabilities	負債					
Accounts payable	應付款項	19,714,804	-	-	-	19,714,804
Bank borrowings	銀行借款	5,901,536	21,221	-	-	5,922,757
Lease liabilities	租賃負債	2,043	4,087	18,233	38,734	63,097
Debt securities in issue	已發行債務證券	34,487,680	3,478,297	3,421,881	7,124,455	48,512,313
Financial liabilities at fair value through profit or loss	按公平值計入損益的 金融負債	3,122,085	-	-	-	3,122,085
Obligations under repurchase agreement	回購協議債項	26,648,054	6,282,558	2,758,209	-	35,688,821
		89,876,202	9,786,163	6,198,323	7,163,189	113,023,877
Off-balance sheet items	資產負債表外項目					
Underwriting obligations	承銷承諾	-	-	-	-	-
Capital commitments	資本承擔	6,445	-	-	-	6,445
		6,445	-	-	-	6,445
Derivative cash flows	衍生現金流量					
Derivative financial instruments settled on a gross basis	按總額結算的衍生 金融工具					
Total inflows	總流入	17,565,489	7,280,278	18,699,740	7,168,775	50,714,282
Total outflows	總流出	(17,644,299)	(7,026,211)	(18,855,234)	(7,580,938)	(51,106,682)
		(78,810)	254,067	(155,494)	(412,163)	(392,400)

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39. Financial risk management (continued)

Fair values of financial assets and liabilities

Financial instruments not measured at fair value

At the end of the reporting period, the fair values of the Group's financial assets and liabilities not measured at fair value were not materially different from their carrying amount due to their short term nature.

Financial instruments measured at fair value

Group's valuation process

The fair values of financial assets in Level 1 and Level 2 are measured by reference to quoted market prices and brokers' quotes, respectively. The Group engaged independent professional valuers to perform the valuation of financial instruments in Level 3 for financial reporting purposes. These valuation reports are sent to the finance department and discussed at the Audit Committee at least twice per annum, which is in line with the Group's reporting dates.

At each financial year end, the finance department reviews all significant unobservable inputs and valuation adjustments used to measure the fair values of financial instruments in Level 3. Changes in fair values of financial assets in Levels 2 and 3 are analysed at each reporting date.

39. 金融風險管理 (續)

金融資產及負債的公平值

並非按公平值計量的金融工具

於報告期間結束時，本集團並非按公平值計量的金融資產及負債的公平值因該等資產及負債的短期性質而與其賬面值無重大差異。

按公平值計量的金融工具

本集團的估值流程

第1級及第2級金融資產的公平值乃分別參考市場報價及經紀報價計量。本集團已委聘獨立專業估值師對第3級金融工具進行估值，以作財務申報目的。該等估值報告將每年至少兩次（與本集團的報告日期一致）呈送予財務部並於審核委員會上討論。

於各財政年度末，財務部審閱所有用於計量第3級金融工具公平值的重大無法觀察參數及估值調整。第2級及第3級金融資產的公平值變動於各報告日期進行分析。

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31 December 2025
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39. Financial risk management (continued)

Fair values of financial assets and liabilities

(continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2025

		Quoted prices in active Markets (Level 1) 活躍 市場報價 (第1級) HK\$'000 千港元	Fair value measurement using 採用以下各項的公平值計量		Total 總計 HK\$'000 千港元
			Significant observable inputs (Level 2) 重大可 觀察參數 (第2級) HK\$'000 千港元	Significant unobservables inputs (Level 3) 重大無法 觀察參數 (第3級) HK\$'000 千港元	
Non-current	非流動				
Financial assets held for trading and investments	持作買賣及投資金融資產				
– Unlisted equity securities	– 非上市股本證券	–	–	808,656	808,656
Financial products	金融產品	210,740	2,068,002	4,829,618	7,108,360
Derivative financial instruments	衍生金融工具	–	164,866	–	164,866
		210,740	2,232,868	5,638,274	8,081,882
Current	流動				
Financial assets held for trading and investments	持作買賣及投資的金融資產				
– Unlisted convertible securities	– 非上市可換股證券	–	1,417	173,539	174,956
– Listed equity securities	– 上市股本證券	2,397,036	426,695	–	2,823,731
– Listed debt securities	– 上市債務證券	–	13,492,063	–	13,492,063
– Unlisted debt securities	– 非上市債務證券	–	3,265,701	–	3,265,701
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產				
– Listed fund investments	– 上市基金投資	1,886,253	–	–	1,886,253
– Unlisted fund investments	– 非上市基金投資	–	565,543	10,868	576,411
– Other financial instruments	– 其他金融工具	–	55,110	–	55,110
– Financial products	– 金融產品	5,547,932	33,917,385	823,196	40,288,513
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產				
– Listed equity securities	– 上市股本證券	587,241	–	–	587,241
– Listed debt securities	– 上市債務證券	–	15,533,978	–	15,533,978
– Unlisted debt securities	– 非上市債務證券	–	1,780,032	–	1,780,032
Derivative financial instruments	衍生金融工具	–	1,621,079	–	1,621,079
		10,418,462	70,659,003	1,007,603	82,085,068
		10,629,202	72,891,871	6,645,877	90,166,950

39. 金融風險管理 (續)

金融資產及負債的公平值

(續)

按公平值計量的金融工具 (續)

公平值等級

下表闡明本集團金融工具的公平值計量等級：

按公平值計量的資產：

於2025年12月31日

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財務報表附註

31 December 2025
2025年12月31日

39. Financial risk management (continued)

Fair values of financial assets and liabilities

(continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments: (continued)

Assets measured at fair value: (continued)

As at 31 December 2024

		Quoted prices in active Markets (Level 1) 活躍 市場報價 (第1級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可 觀察參數 (第2級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大無法 觀察參數 (第3級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Non-current	非流動				
Financial assets held for trading and investments	持作買賣及投資金融資產				
– Unlisted equity securities	– 非上市股本證券	–	–	1,238,747	1,238,747
Financial products	金融產品	421,670	3,133,350	809,200	4,364,220
Derivative financial instruments	衍生金融工具	–	244,946	–	244,946
		421,670	3,378,296	2,047,947	5,847,913
Current	流動				
Financial assets held for trading and investments	持作買賣及投資的 金融資產				
– Unlisted fixed income securities	– 非上市固定收益證券	–	39,402	–	39,402
– Unlisted convertible securities	– 非上市可換股證券	–	–	215,593	215,593
– Listed equity securities	– 上市股本證券	1,199,157	–	–	1,199,157
– Listed debt securities	– 上市債務證券	–	21,877,735	–	21,877,735
– Unlisted debt securities	– 非上市債務證券	–	2,502,631	232,905	2,735,536
Financial assets at fair value through profit or loss	按公平值計入損益的 金融資產				
– Listed fund investments	– 上市基金投資	1,741,131	–	–	1,741,131
– Unlisted fund investments	– 非上市基金投資	–	355,803	160,824	516,627
– Other financial instruments	– 其他金融工具	–	507,988	–	507,988
– Financial products	– 金融產品	3,071,286	27,553,726	5,264,644	35,889,656
Financial assets at fair value through other comprehensive income	按公平值計入其他全面 收益的金融資產				
– Listed equity securities	– 上市股本證券	670,284	–	–	670,284
– Listed debt securities	– 上市債務證券	–	7,523,556	–	7,523,556
– Unlisted debt securities	– 非上市債務證券	–	791,432	–	791,432
Derivative financial instruments	衍生金融工具	–	1,511,594	–	1,511,594
		6,681,858	62,663,867	5,873,966	75,219,691
		7,103,528	66,042,163	7,921,913	81,067,604

39. 金融風險管理 (續)

金融資產及負債的公平值

(續)

按公平值計量的金融工具 (續)

公平值等級 (續)

下表闡明本集團金融工具的公平值計量等級：(續)

按公平值計量的資產：(續)

於2024年12月31日

Fair value measurement using
採用以下各項的公平值計量

		Quoted prices in active Markets (Level 1) 活躍 市場報價 (第1級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可 觀察參數 (第2級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大無法 觀察參數 (第3級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Non-current	非流動				
Financial assets held for trading and investments	持作買賣及投資金融資產				
– Unlisted equity securities	– 非上市股本證券	–	–	1,238,747	1,238,747
Financial products	金融產品	421,670	3,133,350	809,200	4,364,220
Derivative financial instruments	衍生金融工具	–	244,946	–	244,946
		421,670	3,378,296	2,047,947	5,847,913
Current	流動				
Financial assets held for trading and investments	持作買賣及投資的 金融資產				
– Unlisted fixed income securities	– 非上市固定收益證券	–	39,402	–	39,402
– Unlisted convertible securities	– 非上市可換股證券	–	–	215,593	215,593
– Listed equity securities	– 上市股本證券	1,199,157	–	–	1,199,157
– Listed debt securities	– 上市債務證券	–	21,877,735	–	21,877,735
– Unlisted debt securities	– 非上市債務證券	–	2,502,631	232,905	2,735,536
Financial assets at fair value through profit or loss	按公平值計入損益的 金融資產				
– Listed fund investments	– 上市基金投資	1,741,131	–	–	1,741,131
– Unlisted fund investments	– 非上市基金投資	–	355,803	160,824	516,627
– Other financial instruments	– 其他金融工具	–	507,988	–	507,988
– Financial products	– 金融產品	3,071,286	27,553,726	5,264,644	35,889,656
Financial assets at fair value through other comprehensive income	按公平值計入其他全面 收益的金融資產				
– Listed equity securities	– 上市股本證券	670,284	–	–	670,284
– Listed debt securities	– 上市債務證券	–	7,523,556	–	7,523,556
– Unlisted debt securities	– 非上市債務證券	–	791,432	–	791,432
Derivative financial instruments	衍生金融工具	–	1,511,594	–	1,511,594
		6,681,858	62,663,867	5,873,966	75,219,691
		7,103,528	66,042,163	7,921,913	81,067,604

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39. Financial risk management (continued)

Fair values of financial assets and liabilities

(continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

Liabilities measured at fair value:

As at 31 December 2025

39. 金融風險管理 (續)

金融資產及負債的公平值

(續)

按公平值計量的金融工具(續)

公平值等級(續)

按公平值計量的負債：

於2025年12月31日

		Fair value measurement using 採用以下各項的公平值計量			
		Quoted prices in active Markets (Level 1) 活躍 市場報價 (第1級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可 觀察參數 (第2級) HK\$'000 千港元	Significant unobservables inputs (Level 3) 重大無法 觀察參數 (第3級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Non-current	非流動				
Debt securities in issue designated at fair value through profit and loss	指定按公平值計入損益的 已發行債務證券	-	1,660,865	4,831,019	6,491,884
Derivative financial instruments	衍生金融工具	-	89,699	-	89,699
		-	1,750,564	4,831,019	6,581,583
Current	流動				
Debt securities in issue designated at fair value through profit and loss	指定按公平值計入損益的 已發行債務證券	-	30,879,158	1,093,230	31,972,388
Financial liabilities held for trading	持作買賣的金融負債				
- Listed equity securities	- 上市股本證券	1,015,312	-	-	1,015,312
- Listed debt securities	- 上市債務證券	-	755,017	-	755,017
Financial liabilities designated at fair value through profit or loss	指定按公平值計入損益的 金融負債				
- Financial products	- 金融產品	-	1,934,328	-	1,934,328
- Other financial instruments	- 其他金融工具	-	101,679	-	101,679
- Third-party interest in consolidated investment funds	- 綜合投資基金的 第三方權益	-	173,678	-	173,678
Derivative financial instruments	衍生金融工具	-	2,507,259	-	2,507,259
		1,015,312	36,351,119	1,093,230	38,459,661
		1,015,312	38,101,683	5,924,249	45,041,244

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財務報表附註

31 December 2025
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39. Financial risk management (continued)

Fair values of financial assets and liabilities

(continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

Liabilities measured at fair value: (continued)

As at 31 December 2024

39. 金融風險管理 (續)

金融資產及負債的公平值

(續)

按公平值計量的金融工具 (續)

公平值等級 (續)

按公平值計量的負債：(續)

於2024年12月31日

		Fair value measurement using 採用以下各項的公平值計量			
		Quoted prices in active Markets (Level 1) 活躍 市場報價 (第1級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可 觀察參數 (第2級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大無法 觀察參數 (第3級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Non-current	非流動				
Debt securities in issue designated at fair value through profit and loss	指定按公平值計入損益的 已發行債務證券	-	2,866,883	1,121,118	3,988,001
Derivative financial instruments	衍生金融工具	-	310,376	-	310,376
		-	3,177,259	1,121,118	4,298,377
Current	流動				
Debt securities in issue designated at fair value through profit and loss	指定按公平值計入損益的 已發行債務證券	-	28,564,605	5,216,042	33,780,647
Financial liabilities held for trading	持作買賣的金融負債				
- Listed equity securities	- 上市股本證券	567,426	-	-	567,426
- Listed debt securities	- 上市債務證券	-	1,238,875	-	1,238,875
- Unlisted fixed income securities	- 非上市固定收益證 券	-	1,240	-	1,240
Financial liabilities designated at fair value through profit or loss	指定按公平值計入損益的 金融負債				
- Financial products	- 金融產品	-	1,091,844	-	1,091,844
- Third-party interest in consolidated investment funds	- 綜合投資基金的第 三方權益	-	222,700	-	222,700
Derivative financial instruments	衍生金融工具	-	1,747,753	-	1,747,753
		567,426	32,867,017	5,216,042	38,650,485
		567,426	36,044,276	6,337,160	42,948,862

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財務報表附註

31 December 2025
2025年12月31日

39. Financial risk management *(continued)*

Fair values of financial assets and liabilities

(continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy *(continued)*

(a) Financial instruments in Level 1

The fair values of financial instruments traded in active markets are based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, or broker and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market prices used for financial assets and financial liabilities held by the Group are the current bid price and the current ask price.

(b) Financial instruments in Level 2

The fair values of financial instruments that are not traded in an active market (for example, over-the-counter) are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs used in the valuation for financial instruments are observable, the financial instruments are included in Level 2.

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

39. 金融風險管理 *(續)*

金融資產及負債的公平值

(續)

按公平值計量的金融工具 (續)

公平值等級 *(續)*

(a) 第1級金融工具

於活躍市場買賣的金融工具公平值根據報告期末的市場報價計算。活躍的市場指可即時及定期從交易所、交易商、或經紀取得報價的市場，而該等報價反映按公平基準進行的實際及定期發生的市場交易。本集團所持金融資產及金融負債所用的市場報價為當時的買盤價及賣盤價。

(b) 第2級金融工具

並非於活躍市場（例如場外市場）買賣的金融工具公平值乃使用估值技術釐定。該等估值技術盡可能採用可觀察市場數據（如有），盡量不依賴實體的特定估計。如金融工具估值所用的所有重大參數均為可觀察參數，該金融工具列入第2級。

倘有一個或多個重大參數並非以可觀察市場數據為基準，該金融工具列入第3級。

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財務報表附註

31 December 2025
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39. Financial risk management (continued)

Fair values of financial assets and liabilities

(continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

(c) Financial instruments in Level 3

The following table presents the changes in Level 3 financial instruments for the years ended 31 December 2025 and 2024.

Level 3 financial assets

For the year ended 31 December 2025

		Unlisted equity securities (note 20) 非上市 股本證券 (附註20) HK\$'000 千港元	Unlisted debt securities (note 20) 非上市 債務證券 (附註20) HK\$'000 千港元	Unlisted fund investments (note 20) 非上市 基金投資 (附註20) HK\$'000 千港元	Unlisted convertible securities (note 20) 非上市 可換股證券 (附註20) HK\$'000 千港元	Financial product (note 20) 金融產品 (附註20) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2025	於2025年1月1日	1,238,747	232,905	160,824	215,593	6,073,844	7,921,913
Purchase	購買	15,564	-	-	-	-	15,564
Disposal	出售	-	-	-	-	(199,716)	(199,716)
Transfer to level 2 (note 1)	轉入第2級(附註1)	(426,695)	(232,905)	-	-	-	(659,600)
Net loss recognised in profit or loss	於損益確認的虧損淨額	(18,960)	-	(149,956)	(42,054)	(221,314)	(432,284)
At 31 December 2025	於2025年12月31日	808,656	-	10,868	173,539	5,652,814	6,645,877

Note 1: During the year ended 31 December 2025, the unlisted equity securities are listed in stock exchange with lock-up period of 6 months to 1 year. As at 31 December 2025, the fair value is determined by market price and lock-up period discount. During the year ended 31 December 2025, the unlisted debt securities were converted into listed debt securities upon on the completed restructuring of the issuer. As at 31 December 2025, the fair value is determined by observable broker quotes.

39. 金融風險管理 (續)

金融資產及負債的公平值

(續)

按公平值計量的金融工具(續)

公平值等級(續)

(c) 第3級金融工具

下表呈列截至2025年及2024年12月31日止年度，第3級金融工具的變動。

第3級金融資產

截至2025年12月31日止年度

附註1：截至2025年12月31日止年度，非上市股本證券於證券交易所上市，並設有六個月至一年禁售期。於2025年12月31日，公平值由市場價格及禁售期折讓釐定。截至2025年12月31日止年度，該等非上市債務證券已於發行人完成重組後轉換為上市債務證券。截至2025年12月31日，公平值通過可觀察經紀報價釐定。

Notes to Financial Statements

財務報表附註

31 December 2025
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39. Financial risk management (continued)

Fair values of financial assets and liabilities (continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

(c) Financial instruments in Level 3 (continued)

Level 3 financial assets

For the year ended 31 December 2024

		Unlisted equity securities (note 20) 非上市 股本證券 (附註20) HK\$'000 千港元	Unlisted debt securities (note 20) 非上市 債務證券 (附註20) HK\$'000 千港元	Unlisted fund investments (note 20) 非上市 基金投資 (附註20) HK\$'000 千港元	Unlisted convertible securities (note 20) 非上市 可換股證券 (附註20) HK\$'000 千港元	Financial product (note 20) 金融產品 (附註20) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2024	於2024年1月1日	1,825,052	748,646	347,661	205,920	7,291,212	10,418,491
Purchases	購買	-	-	-	-	-	-
Disposal	出售	-	-	-	-	(966,492)	(966,492)
Transfer to level 1 (note 1)	轉入第1級(附註1)	(349,350)	-	-	-	-	(349,350)
Transfer to level 2 (note 2)	轉入第2級(附註2)	-	(514,292)	-	-	-	(514,292)
Net (loss)/gain recognised in profit or loss	於損益確認的(虧損)/ 收益淨額	(236,955)	(1,449)	(186,837)	9,673	(250,876)	(666,444)
At 31 December 2024	於2024年12月31日	1,238,747	232,905	160,824	215,593	6,073,844	7,921,913

Note 1: During the year ended 31 December 2024, the unlisted equity securities are listed in stock exchange. As at 31 December 2024, the fair value is determined by market price.

Note 2: As of 31 December 2024, the valuations of unlisted debt securities and unlisted fund investments were determined by observable broker quotes or market price of the reference securities.

39. 金融風險管理 (續)

金融資產及負債的公平值 (續)

按公平值計量的金融工具(續)

公平值等級(續)

(c) 第3級金融工具(續)

第3級金融資產

截至2024年12月31日止年度

附註1：截至2024年12月31日止年度，非上市股本證券於證券交易所上市。於2024年12月31日，公平值由市場價格釐定。

附註2：截至2024年12月31日，非上市債務證券及非上市基金投資的估值通過可觀察經紀報價或參考證券的市價釐定。

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財務報表附註

31 December 2025
2025年12月31日

39. Financial risk management (continued)

Fair values of financial assets and liabilities (continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

(c) Financial instruments in Level 3 (continued)

Level 3 financial liabilities

For the year ended 31 December 2025

		Debt securities in issue 已發行債務證券 HK\$'000 千港元
At 1 January 2025	於2025年1月1日	6,337,160
Issuance	發行	-
Redemption	贖回	(151,113)
Net loss recognised in profit or loss	於損益確認的虧損淨額	(261,798)
At 31 December 2025	於2025年12月31日	5,924,249

Level 3 financial liabilities

For the year ended 31 December 2024

第3級金融負債

截至2024年12月31日止年度

		Debt securities in issue 已發行債務證券 HK\$'000 千港元
At 1 January 2024	於2024年1月1日	7,510,726
Issuance	發行	-
Redemption on maturity	於到期時贖回	(966,491)
Net loss recognised in profit or loss	於損益確認的虧損淨額	(207,075)
At 31 December 2024	於2024年12月31日	6,337,160

39. 金融風險管理 (續)

金融資產及負債的公平值 (續)

按公平值計量的金融工具 (續)

公平值等級 (續)

(c) 第3級金融工具 (續)

第3級金融負債

截至2025年12月31日止年度

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財務報表附註

31 December 2025
2025年12月31日

39. Financial risk management (continued)

Fair values of financial assets and liabilities

(continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

(c) Financial instruments in Level 3 (continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments as at 31 December 2025 and 2024:

31 December 2025

	Valuation technique 估值技術	Significant unobservable input 重大無法觀察參數	Median 中位數	Sensitivity of the fair value to the input 公平值對參數的敏感度
Unlisted convertible securities	Market Approach	Pricing multiples of market comparable companies used to determine the estimated equity value of the Project Company: – Price to earnings multiple	11.48	10% increase or decrease in the underlying stock price, the fair value would be increased by HK\$17 million or decreased by HK\$17 million, respectively.
非上市可換股證券	市場法	用於釐定項目公司估計股權價值的市場可資比較公司的定價倍數： – 市盈率	11.48	相關股價上升或降低10%，公平值將分別增加17百萬港元或減少17百萬港元。
Unlisted fund investments	Net asset value	N/A	N/A	N/A
非上市基金投資	資產淨值	不適用	不適用	不適用
Unlisted equity securities	Market approach	Pricing multiples, discount rate for lack of marketability, volatility	N/A	The higher the pricing multiples, the higher the fair value. The higher the discount rate, the lower the fair value. The higher the volatility, the higher the fair value.
非上市股本證券	市場法	定價倍數、缺乏市場流通性的貼現率、波幅	不適用	定價倍數越高，公平值越高。貼現率越高，公平值越低。波幅越高，公平值越高。
Financial products	Net asset value	N/A	N/A	N/A
金融產品	資產淨值	不適用	不適用	不適用
Debt securities in issue	Net asset value	N/A	N/A	N/A
已發行債務證券	資產淨值	不適用	不適用	不適用

39. 金融風險管理 (續)

金融資產及負債的公平值

(續)

按公平值計量的金融工具 (續)

公平值等級 (續)

(c) 第3級金融工具 (續)

下文為金融工具於2025年及2024年12月31日估值的重大無法觀察參數概要：

2025年12月31日

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財務報表附註

31 December 2025
2025年12月31日

39. Financial risk management (continued)

Fair values of financial assets and liabilities

(continued)

Financial instruments measured at fair value (continued)

Fair value hierarchy (continued)

(c) Financial instruments in Level 3 (continued)

31 December 2024

	Valuation technique 估值技術	Significant unobservable input 重大無法觀察參數	Average 平均	Sensitivity of the fair value to the input 公平值對參數的敏感度
Unlisted convertible securities	Market Approach	Pricing multiples of market comparable companies used to determine the estimated equity value of the Project Company: – Price to earnings multiple	13.41	10% increase or decrease in the underlying stock price, the fair value would be increased by HK\$22 million or decreased by HK\$22 million, respectively.
非上市可換股證券	市場法	用於釐定項目公司估計股權價值的市場可資比較公司的定價倍數： – 市盈率	13.41	相關股價上升或降低10%，公平值將分別增加22百萬港元或減少22百萬港元。
Unlisted debt securities	Income approach	Collateral value	N/A	N/A
非上市債務證券	收入法	抵押品價值	不適用	不適用
Unlisted fund investments	Net asset value	N/A	N/A	N/A
非上市基金投資	資產淨值	不適用	不適用	不適用
Unlisted equity securities	Market approach	Pricing multiples, discount rate for lack of marketability, volatility	N/A	The higher the pricing multiples, the higher the fair value. The higher the discount rate, the lower the fair value. The higher the volatility, the higher the fair value.
非上市股本證券	市場法	定價倍數、缺乏市場流通性的貼現率、波幅	不適用	定價倍數越高，公平值越高。貼現率越高，公平值越低。波幅越高，公平值越高。
Financial products	Net asset value	N/A	N/A	N/A
金融產品	資產淨值	不適用	不適用	不適用
Debt securities in issue	Net asset value	N/A	N/A	N/A
已發行債務證券	資產淨值	不適用	不適用	不適用

39. 金融風險管理 (續)

金融資產及負債的公平值

(續)

按公平值計量的金融工具 (續)

公平值等級 (續)

(c) 第3級金融工具 (續)

2024年12月31日

Notes to Financial Statements

財務報表附註

31 December 2025
2025年12月31日

39. Financial risk management (continued)

Capital management

The Group's objectives for managing capital, which represent a broader concept than the "equity" on the face of the statement of financial position, are:

- to comply with the capital requirements under the Hong Kong Securities and Futures (Financial Resources) Rules for its subsidiaries which are licensed corporations;
- to safeguard the Group's ability to continue as a going concern so that it can continue to provide returns for Shareholders and benefits for other stakeholders;
- to support the Group's stability and growth; and
- to maintain a strong capital base to support the development of its business.

The liquid capital is monitored daily by each individual licensed subsidiary's management based on the Securities and Futures (Financial Resources) Rules. The required information is filed with the SFC on a timely basis. The SFC requires each licensed corporation to maintain a level of required liquid capital which is the higher of the floor requirement ranging from HK\$0.1 million to HK\$15 million and 5% of the aggregate of its adjusted liabilities and clients' margin. All licensed corporations within the Group complied with their required liquid capital during the years ended 31 December 2025 and 2024.

A subsidiary of the Company is a member of the Hong Kong Confederation of Insurance Brokers and is required to maintain a minimum net asset value of HK\$0.1 million at all times. Two subsidiaries of the Company are registered with the Monetary Authority of Singapore and are required to maintain a minimum base capital requirement of SG\$250,000 and SG\$1,000,000 at all times, respectively. A subsidiary of the Company is a licensed subsidiary under Monetary Authority of Macao and is required to satisfy with relevant capital requirements.

The capital of the Group mainly comprises its total equity.

39. 金融風險管理 (續)

資本管理

本集團資本管理的目標概念比財務狀況表的「權益」更為廣闊，即：

- 就本身為持牌法團的附屬公司而言，符合香港證券及期貨（財政資源）規則的資本規定；
- 保障本集團持續經營的能力，以繼續為股東提供回報及為其他持份者提供利益；
- 維持本集團的穩定及發展；及
- 維持穩固的資本基礎，以支持其業務的發展。

持牌附屬公司的管理層根據證券及期貨（財政資源）規則每天監控流動資金，並按時向證監會提呈所需資料。證監會規定，各持牌法團須保持所需流動資本水平為介乎0.1百萬港元至15百萬港元的最低要求及其經調整負債及客戶保證金總和的5%兩者中的較高者。於截至2025年及2024年12月31日止年度，本集團旗下所有持牌法團均符合所需流動資金水平規定。

本公司一家附屬公司是香港保險顧問聯會成員及須在所有時候維持最低資產淨值0.1百萬港元。本公司兩家附屬公司在新加坡金融管理局登記及須在所有時候分別維持最低基本資本規定250,000新加坡元及1,000,000新加坡元。本公司一家附屬公司是澳門金融管理局的持牌附屬公司，並須符合相關的資本規定。

本集團的資本主要包括其權益總額。

Notes to Financial Statements

財務報表附註

31 December 2025
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40. Offsetting financial assets and financial liabilities

The Group currently has a legally enforceable right to set off the Continuous Net Settlement (CNS) money obligations receivable and trade payables with HKSCC and it intends to settle on a net basis as accounts receivable from or accounts payable to the Stock Exchange. The net amount of CNS money obligations receivable or payable with HKSCC and the guarantee fund placed in HKSCC do not meet the criteria for offsetting in the financial statements and the Group does not intend to settle the balances on a net basis.

40. 抵銷金融資產與金融負債

本集團目前擁有合法可執行權利抵銷與香港結算的持續淨額交收(持續淨額交收)應收賬與交易應付款項，並擬按淨額基準作為應收或應付聯交所賬款結算。與香港結算的持續淨額交收應收賬或應付賬的淨額及存放於香港結算的保證基金並不符合於財務報表內抵銷的標準，本集團不擬按淨額基準結算有關結餘。

		Gross amount of recognised financial assets/ (liabilities)	Gross amount of recognised financial assets/ (liabilities) offset in the financial statements	Net amounts of financial assets/ (liabilities) reflected in the financial statements	Related amounts not set off in the statement of financial position	Net
		已確認金融資產/ (負債) 總額	抵銷已確認負債總額	於財務報表呈列的金融資產/ (負債) 淨額	尚未於財務狀況表抵銷的有關金額	淨額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 31 December 2025	於2025年12月31日					
Financial assets	金融資產					
Accounts receivable arising from brokerage – the Stock Exchange and other clearing houses	經紀業務應收款項 – 聯交所及其他結算所	9,670,266	(5,995,102)	3,675,164	–	3,675,164
Loans and advances to Customers	給予客戶的貸款及墊款	10,984,965	–	10,984,965	(10,980,123)	4,842
Financial liabilities	金融負債					
Accounts payable arising from brokerage – the Stock Exchange and other clearing houses	經紀業務應付款項 – 聯交所及其他結算所	(8,607,964)	5,995,102	(2,612,862)	–	(2,612,862)
As at 31 December 2024	於2024年12月31日					
Financial assets	金融資產					
Accounts receivable arising from brokerage – the Stock Exchange and other clearing houses	經紀業務應收款項 – 聯交所及其他結算所	6,111,756	(3,807,195)	2,304,561	–	2,304,561
Loans and advances to Customers	給予客戶的貸款及墊款	7,746,401	–	7,746,401	(7,742,749)	3,652
Financial liabilities	金融負債					
Accounts payable arising from brokerage – the Stock Exchange and other clearing houses	經紀業務應付款項 – 聯交所及其他結算所	(4,609,433)	3,807,195	(802,238)	–	(802,238)

Notes to Financial Statements

財務報表附註

31 December 2025
2025年12月31日

40. Offsetting financial assets and financial liabilities (continued)

The tables below reconcile the “net amount of financial assets/(liabilities) presented in the statement of financial position”, as set out above, to the amounts presented in the statement of financial position.

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Net amount of accounts receivable arising from brokerage after offsetting as stated above – the Stock Exchange and other clearing houses	上文所述抵銷後經紀業務應收款項淨額 – 聯交所及其他結算所	3,675,164	2,304,561
Accounts receivable other than the Stock Exchange and other clearing houses	聯交所及其他結算所以外的應收款項	13,134,100	8,876,187
Less: Impairment	減：減值	(90,402)	(74,811)
Accounts receivables in the statement of financial position	財務狀況表內應收款項	16,718,862	11,105,937
Net amount of accounts payable arising from brokerage after offsetting as stated above – the Stock Exchange and other clearing houses	上文所述抵銷後經紀業務應付款項淨額 – 聯交所及其他結算所	2,612,862	802,238
Accounts payables other than the Stock Exchange and other clearing houses	聯交所及其他結算所以外的應付款項	26,774,708	18,912,566
Accounts payables in the statement of financial position	財務狀況表內應付款項	29,387,570	19,714,804

The “net amounts of financial assets/(liabilities) reflected in the financial statements”, as set out above, is included in “accounts receivable and accounts payable arising from brokerage – the Stock Exchange and other clearing houses” in notes 18 and 24 to the financial statements, respectively.

40. 抵銷金融資產與金融負債 (續)

下表對上文所載的「於財務狀況表呈報的金融資產／(負債)淨額」與財務狀況表呈報的金額進行對賬。

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Net amount of accounts receivable arising from brokerage after offsetting as stated above – the Stock Exchange and other clearing houses	上文所述抵銷後經紀業務應收款項淨額 – 聯交所及其他結算所	3,675,164	2,304,561
Accounts receivable other than the Stock Exchange and other clearing houses	聯交所及其他結算所以外的應收款項	13,134,100	8,876,187
Less: Impairment	減：減值	(90,402)	(74,811)
Accounts receivables in the statement of financial position	財務狀況表內應收款項	16,718,862	11,105,937
Net amount of accounts payable arising from brokerage after offsetting as stated above – the Stock Exchange and other clearing houses	上文所述抵銷後經紀業務應付款項淨額 – 聯交所及其他結算所	2,612,862	802,238
Accounts payables other than the Stock Exchange and other clearing houses	聯交所及其他結算所以外的應付款項	26,774,708	18,912,566
Accounts payables in the statement of financial position	財務狀況表內應付款項	29,387,570	19,714,804

上文所載的「於財務報表反映的金融資產／(負債)淨額」分別包括在財務報表附註18及24的「經紀業務應收款項及應付款項－聯交所及其他結算所」。

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財務報表附註

31 December 2025
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41. Statement of financial position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

41. 本公司財務狀況表

有關本公司於報告期末的財務狀況表的資料如下：

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	投資附屬公司	26,433,281	26,117,665
Deferred tax assets	遞延稅項資產	1,895	1,310
		26,435,176	26,118,975
Current assets	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	14,436	8,382
Amounts due from subsidiaries	應收附屬公司款項	19,127,963	13,224,891
Cash and cash equivalents	現金及現金等價物	154,512	180,638
Total current assets	流動資產總額	19,296,911	13,413,911
Current liabilities	流動負債		
Accrued liabilities	應計負債	(27,840)	(15,418)
Debt securities in issue	已發行債務證券	(7,790,017)	(8,062,170)
– At amortised cost	– 按攤銷成本	(7,417,143)	(6,834,597)
– Designated at fair value through profit or loss	– 指定按公平值計入損益	(372,874)	(1,227,573)
– Bank loans	– 銀行貸款	(11,967,170)	(5,861,443)
– Amount due to a subsidiary	– 應付一家附屬公司款項	(6,541,298)	(6,330,501)
Tax payable	應付稅項	(545)	(1,822)
Total current liabilities	流動負債總額	(26,326,870)	(20,271,354)
Net current liabilities	流動負債淨值	(7,029,959)	(6,857,443)
Non-current liabilities	非流動負債		
Debt securities in issue	已發行債務證券	(3,932,393)	(3,125,610)
– At amortised cost	– 按攤銷成本	(3,932,393)	(3,125,610)
		(3,932,393)	(3,125,610)
Net assets	資產淨值	15,472,824	16,135,922

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財務報表附註

31 December 2025
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41. Statement of financial position of the Company (continued)

41. 本公司財務狀況表 (續)

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元
Equity	權益		
Share capital	股本	10,935,167	10,902,195
Share option reserve	購股權儲備	3,520	13,083
Retained profits	保留溢利	4,534,137	5,220,644
Total equity	權益總額	15,472,824	16,135,922

Approved and authorised for issue by the board of directors on 25 March 2026.

董事會於2026年3月25日批准並授權發出。

Dr. YIM Fung
閻峰博士
Director
董事

Ms. QI Haiying
祁海英女士
Director
董事

Notes to Financial Statements

財務報表附註

31 December 2025
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41. Statement of financial position of the Company (continued)

A summary of the Company's reserves is as follows:

41. 本公司財務狀況表 (續)

本公司儲備概要如下：

		Share option reserve 購股權儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2023 and 1 January 2024	於2023年12月31日及2024年1月1日	19,432	5,356,315	5,375,747
Total comprehensive income for the year	年內全面收益總額	-	82,863	82,863
Share repurchase	股份購回	-	(14,815)	(14,815)
Transfer of share option reserve upon the lapsed of share options	購股權失效而轉讓購股權儲備	(6,349)	6,349	-
Final dividend for 2023 (note 10)	2023年末期股息(附註10)	-	(95,539)	(95,539)
Interim dividend for 2024 (note 10)	2024年中期股息(附註10)	-	(114,529)	(114,529)
As at 31 December 2024 and 1 January 2025	於2024年12月31日及2025年1月1日	13,083	5,220,644	5,233,727
Total comprehensive income for the year	年內全面收益總額	-	2,115	2,115
Share repurchase	股份購回	-	(21,988)	(21,988)
Transfer of share option reserve upon the lapsed of share options	購股權失效而轉讓購股權儲備	(178)	178	-
Exercise of share option	行使購股權	(9,385)	-	(9,385)
Final dividend for 2024 (note 10)	2024年末期股息(附註10)	-	(190,462)	(190,462)
Interim dividend for 2025 (note 10)	2025年中期股息(附註10)	-	(476,350)	(476,350)
		3,520	4,534,137	4,537,657

Notes to Financial Statements

財務報表附註

31 December 2025
2025年12月31日

42. Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2025

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2025 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after		對以下日期或 之後開始之 會計期間生效
<i>Amendments to HKFRS 9, Financial instruments and HKFRS 7, Financial instruments: disclosures – Contracts referencing nature-dependent electricity</i>	1 January 2026	香港財務報告準則第9號 (修訂本)，金融工具及 香港財務報告準則第7號 金融工具：披露—參照 依賴自然因素的電力 合約	2026年1月1日
<i>Amendments to HKFRS 9, Financial instruments and HKFRS 7, Financial instruments: disclosures – Amendments to the classification and measurement of financial instruments</i>	1 January 2026	香港財務報告準則第9號 (修訂本)，金融工具及 香港財務報告準則第7號 金融工具：披露—分類 及計量金融工具的修訂	2026年1月1日
<i>Annual improvements to HKFRS Accounting Standards – Volume 11</i>	1 January 2026	香港財務報告準則會計準 則的年度改進—第11卷	2026年1月1日
<i>HKFRS 18, Presentation and disclosure in financial statements</i>	1 January 2027	香港財務報告準則第18號， 財務報表的呈列及披露	2027年1月1日
<i>HKFRS 19, Subsidiaries without public accountability: disclosures</i>	1 January 2027	香港財務報告準則第19號， 非公共受託責任附屬公 司：披露	2027年1月1日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

43. Events after the reporting period

On 6 March 2026, the Company issued US\$400,000,000 Floating Rate Notes due 2029 under the HK\$35,000,000,000 MTN Programme of the Company. Please refer to the Company's announcement dated 6 March 2026 for details.

42. 截至2025年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生之影響

截至該等財務報表刊發之日，香港會計師公會已頒佈多項新訂或經修訂準則，有關修訂及準則於截至2025年12月31日止年度尚未生效，且並未於該等財務報表中採納。該等發展包括以下可能與本集團有關者。

本集團正在評估該等發展於首次應用期間預期造成的影響。迄今為止，本集團的結論是，採納其不大可能對綜合財務報表造成重大影響。

43. 報告期後事宜

於2026年3月6日，本公司發行根據35,000,000,000港元中期票據計劃之2029年到期400,000,000美元浮息票據。詳情請參閱本公司日期為2026年3月6日的公告。

Five Years Financial Summary

五年財務概要

RESULTS

業績

For the year ended 31 December
截至12月31日止年度

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Revenue and other income	收入及其他收益	6,212,120	4,427,037	3,230,094	2,327,603	3,964,944
Profit before tax	除稅前溢利	1,722,824	366,631	191,416	26,657	1,287,646
Profit for the year	年內溢利	1,346,721	350,697	206,105	83,042	1,103,273
Profit attributable to ordinary equity holders of the Company	本公司普通股股東應佔溢利	1,345,354	347,783	201,261	80,381	1,094,743

ASSETS AND LIABILITIES

資產與負債

As at 31 December
於12月31日

		2025 2025年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Loans and advances to customers	給予客戶的貸款及墊款	10,984,965	7,746,401	5,761,594	6,391,369	15,854,687
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	40,984,132	39,057,188	19,970,416	11,517,623	23,253,517
Financial products	金融產品	47,396,873	40,253,876	48,535,137	45,938,678	31,599,309
Receivable from reverse repurchase agreements	反向回購協議應收款項	13,701,454	9,982,509	739,579	586,845	4,443,729
Derivative financial instruments	衍生金融工具	1,785,945	1,756,540	1,935,260	2,104,513	619,230
Cash and cash equivalents	現金及現金等價物	7,571,895	7,204,149	7,407,815	7,756,580	5,277,874
Client trust bank balances	客戶信託銀行結餘	13,677,473	12,054,082	13,750,018	13,347,021	17,804,841
Other current assets	其他流動資產	16,926,943	11,354,695	8,681,685	6,053,134	6,711,577
Other non-current assets	其他非流動資產	470,581	763,709	753,649	759,323	723,329
Total assets	資產總額	153,500,261	130,173,149	107,535,153	94,455,086	106,288,093
Interest bearing borrowing	計息借款	(12,112,012)	(5,956,800)	(9,939,421)	(9,349,007)	(5,375,203)
Debt securities in issue	已發行債務證券	(53,146,969)	(48,358,252)	(45,763,712)	(41,488,268)	(45,491,783)
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債	(3,980,014)	(3,122,085)	(2,432,272)	(2,108,386)	(8,772,805)
Obligations under repurchase agreements	回購協議的債項	(35,178,653)	(35,113,555)	(14,027,595)	(7,695,073)	(9,255,723)
Derivative financial instruments	衍生金融工具	(2,596,958)	(2,058,129)	(1,693,575)	(1,529,217)	(532,961)
Other liabilities	其他負債	(30,515,014)	(20,537,625)	(18,716,580)	(17,348,939)	(21,422,679)
Non-controlling interests	非控股權益	(111,273)	(112,046)	(122,525)	(129,497)	(129,578)
Shareholders' fund	股東資金	15,859,368	14,914,657	14,839,473	14,806,699	15,307,361

Glossary

詞彙

In this report, unless the context requires otherwise, the following expressions have the following meanings:

AGM • the annual general meeting of the Company

Anti-Money Laundering and Counter-Terrorist Financing Ordinance • the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Chapter 615 of the Laws of Hong Kong)

Articles of Association • the articles of association of the Company

Board • the board of Directors

CEO • the chief executive officer of the Company

CFO • the chief financial officer of the Group

CG Code • the Corporate Governance Code set out in Appendix C1 of the Listing Rules

Chairman • the chairman of the Board

CO • the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

Company or **Guotai Junan International** • Guotai Junan International Holdings Limited, incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 1788.HK)

Company Secretary • the company secretary of the Company

CRO • the chief risk officer of the Group

Director(s) • the director(s) of the Company

DPD • days past due

ECL • expected credit loss

EGM • the extraordinary general meeting of the Company

ESG • environmental, social and governance

於本報告內，除文義另有所指外，下列詞彙具有以下涵義：

股東週年大會 • 本公司股東週年大會

《打擊洗錢及恐怖分子資金籌集條例》 • 《打擊洗錢及恐怖分子資金籌集條例》(香港法例第615章)

《組織章程細則》 • 本公司《組織章程細則》

董事會 • 董事會

行政總裁 • 本公司行政總裁

財務總監 • 本集團財務總監

《企業管治守則》 • 《上市規則》附錄C1所載之《企業管治守則》

主席 • 董事會主席

《公司條例》 • 《公司條例》(香港法例第622章)

本公司或國泰君安國際 • 國泰君安國際控股有限公司，於香港註冊成立的有限公司，其股份於聯交所主板上市(股份代號：1788.HK)

公司秘書 • 本公司公司秘書

首席風險官 • 本集團首席風險官

董事 • 本公司董事

逾期天數 • 逾期天數

預期信用損失 • 預期信用損失

股東特別大會 • 本公司股東特別大會

ESG • 環境、社會及管治

Glossary

詞彙

Executive Director(s) • the executive Director(s)

執行董事 • 執行董事

Greater Bay Area • Guangdong-Hong Kong-Macao Greater Bay Area

大灣區 • 粵港澳大灣區

Group • the Company together with its subsidiaries from time to time

本集團 • 本公司及其不時的附屬公司

GSN Programme • guaranteed structured note programme

擔保結構票據計劃 • 擔保結構票據計劃

GTHT Financial Holdings • Guotai Haitong Financial Holdings Limited (formerly known as Guotai Junan Financial Holdings Limited), a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of GTHT, and a controlling shareholder of the Company

國泰海通金融控股 • 國泰海通金融控股有限公司(前稱國泰君安金融控股有限公司)，一間於香港註冊成立的有限公司，為國泰海通的全資附屬公司及本公司的控股股東

GTHT Group • GTHT and its subsidiaries from time to time (but excluding the Group)

國泰海通集團 • 國泰海通及其不時的附屬公司(但不包括本集團)

GTHT or parent company • Guotai Haitong Securities Co., Ltd. (formerly known as Guotai Junan Securities Co., Ltd.), a joint stock limited company incorporated in the PRC with limited liability, whose A-shares are listed on the Shanghai Stock Exchange (stock code: 601211.SH) and H-shares are listed on the Main Board of the Stock Exchange (stock code: 2611.HK), and the holding company of GTHT Financial Holdings

國泰海通或母公司 • 國泰海通證券股份有限公司(前稱國泰君安證券股份有限公司)，一間於中國註冊成立的股份有限公司，其A股於上海證券交易所上市(股份代號：601211.SH)及H股於聯交所主板上市(股份代號：2611.HK)，並為國泰海通金融控股的控股公司

GTJA Vietnam • Guotai Junan Securities (Vietnam) Corp., a company incorporated in Vietnam, the shares of which are listed on the Hanoi Stock Exchange (stock code: IVS.HN), a non-wholly owned subsidiary of the Company

國泰君安越南 • 國泰君安證券(越南)股份公司，一間於越南註冊成立的公司，其股份於河內證券交易所上市(股份代號：IVS.HN)，本公司之非全資附屬公司

Haitong • Haitong Securities Co., Ltd., formerly a joint stock company incorporated in the PRC with limited liability, was merged by way of absorption by GTHT on 14 March 2025, which no longer exists as a separate legal entity and has been delisted from the Shanghai Stock Exchange and the Stock Exchange

海通 • 海通證券股份有限公司，原為在中國註冊成立的股份有限公司，於2025年3月14日由國泰海通吸收合併，其已不再為獨立法人實體存在，並已從上海證券交易所及聯交所退市

Haitong Group • Haitong, together with the subsidiaries originally held by Haitong prior to the completion of the merger of Haitong by way of absorption by GTHT on 14 March 2025

海通集團 • 海通，連同於2025年3月14日由國泰海通吸收合併海通完成前，原由海通持有的附屬公司

Glossary

詞彙

HK or Hong Kong • The Hong Kong Special Administrative Region of the PRC	香港 • 中國香港特別行政區
HKAS(s) • Hong Kong Accounting Standard(s)	香港會計準則 • 《香港會計準則》
HKICPA • Hong Kong Institute of Certified Public Accountants	香港會計師公會 • 香港會計師公會
HKFRS(s) • Hong Kong Financial Reporting Standard(s)	香港財務報告準則 • 《香港財務報告準則》
HKSCC • Hong Kong Securities Clearing Company Limited	香港結算 • 香港中央結算有限公司
HKUST • the Hong Kong University of Science and Technology	香港科技大學 • 香港科技大學
HK\$ • Hong Kong Dollars, the lawful currency of Hong Kong	港元 • 港元，香港法定貨幣
Independent Non-executive Director(s) • the independent non-executive Director(s)	獨立非執行董事 • 獨立非執行董事
IPO(s) • initial public offering(s)	首次公開發售 • 首次公開發售
IR team • investor relations team of the Company	投資者關係團隊 • 本公司投資者關係團隊
ISDA • International Swaps and Derivatives Association, Inc.	ISDA • 國際掉期及衍生品協會
Listing Rules • the Rules Governing the Listing of Securities on the Stock Exchange	《上市規則》 • 聯交所《證券上市規則》
Macao • The Special Administrative Region of Macao of the PRC	澳門 • 中國澳門特別行政區
Mainland China • the PRC, for the purpose of this report, does not include Hong Kong, Macao and Taiwan	中國內地 • 中國，就本報告而言，不包括香港、澳門及台灣
Master Agreement • a master agreement entered into between the Company and GTHT on 3 November 2023	總協議 • 本公司與國泰海通於2023年11月3日訂立的總協議
Model Code • the Model Code for Securities Transactions by Directors of Listed Issuers sets out in Appendix C3 of the Listing Rules	《標準守則》 • 《上市規則》附錄C3所載上市發行人董事進行證券交易之《標準守則》
MOP • Macanese Pataca, the lawful currency of Macao	澳門元 • 澳門元，澳門法定貨幣

Glossary

詞彙

MPF • mandatory provident fund

MPF Scheme • MPF scheme

MSCI • Morgan Stanley Capital International, a global provider of equity indices, risk management tools, and ESG research

MTN Programme • medium term note programme

Non-executive Director(s) • non-executive Director(s)

OTC • over-the-counter

Pillar Two Income Taxes • tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development

PRC or China • The People's Republic of China

RMB • Renminbi, the lawful currency of the PRC

SFC • The Securities and Futures Commission

SFO • the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

Share(s) • ordinary share(s) of the Company

強積金 • 強制性公積金

強積金計劃 • 強制性公積金計劃

MSCI • 明晟公司，全球股票指數、風險管理工具及ESG研究的提供商

中期票據計劃 • 中期票據計劃

非執行董事 • 非執行董事

OTC • 場外

支柱二所得稅 • 為實施經濟合作暨發展組織頒佈的第二支柱示範規則而頒佈或實質上頒佈的稅務法例

中國 • 中華人民共和國

人民幣 • 人民幣，中國法定貨幣

證監會 • 證券及期貨事務監察委員會

《證券及期貨條例》 • 《證券及期貨條例》(香港法例第571章)

股份 • 本公司普通股

Glossary

詞彙

Shareholder(s) • shareholder(s) of the Company

Share Option Scheme • The share option scheme of the Company adopted on 19 June 2010 and expired on 19 June 2020

SPPI • solely payments of principal and interest on the principal amount outstanding

Stock Exchange • The Stock Exchange of Hong Kong Limited

US • United States of America

US\$ • United States Dollars, the lawful currency of the US

VND • Vietnamese Dong, the lawful currency of Vietnam

YOY • year on year

% • per cent

股東 • 本公司股東

購股權計劃 • 本公司於2010年6月19日採納的購股權計劃，並於2020年6月19日屆滿

僅為本金及利息付款 • 僅為本金及利息付款

聯交所 • 香港聯合交易所有限公司

美國 • 美利堅合眾國

美元 • 美元，美國法定貨幣

越南盾 • 越南盾，越南法定貨幣

同比 • 與去年同期相比

% • 百分比



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