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PROSPERITY INVESTMENT HOLDINGS LIMITED

嘉進投資國際有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 310)

(股份代號：310)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2016

截至2016年6月30日止六個月之

中期業績公佈

INTERIM RESULTS

中期業績

The Board announces the unaudited results of the Group for the Period.
董事會公佈本集團於本期間之未經審核業績。

* For identification purpose only

* 僅供識別

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2016 截至2016年6月30日止六個月

		For the six months ended 30 June		
		截至6月30日止六個月		
		2016	2015	
		HK\$'000	HK\$'000	
		千港元	千港元	
		(unaudited)	(unaudited)	
		(未經審核)	(未經審核)	
Turnover — gross proceeds	營業額 — 所得款項總額	5	2,361	67,614
Revenue	收入	5	30	1,251
Other gains and losses	其他收益及虧損	6	(23,096)	126,483
Other income	其他收入		1	3
Administrative expenses	行政開支		(7,373)	(7,994)
Investment management expenses	投資管理開支		(3,600)	(1,800)
(Loss) profit for the period, attributable to owners of the Company	本公司擁有人應佔期間 (虧損) 溢利		(34,038)	117,943
Other comprehensive (expense) income for the period	期間其他全面(開支) 收益			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目：</i>			
Fair value changes of available-for-sale investments	可供出售投資之公平值變動		(2,939)	19,611
Reclassification adjustment upon impairment loss recognised in respect of available-for-sale investments	於就可供出售投資確認減值虧損時重新分類調整		3,705	—
Reclassification adjustments upon disposal of available-for-sale investments	於出售可供出售投資時重新分類調整		—	(12,443)
Other comprehensive income for the period	期間其他全面收益		766	7,168
Total comprehensive (expense) income for the period, attributable to owners of the Company	本公司擁有人應佔期間全面(開支) 收益總額		(33,272)	125,111
(Loss) earning per share — Basic (HK\$)	每股(虧損) 盈利 — 基本(港元)	7	(0.028)	0.121

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2016 於2016年6月30日

		Notes 附註	30 June 2016 2016年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2015 2015年 12月31日 HK\$'000 千港元 (audited) (經審核)
Non-current assets	非流動資產			
Plant and equipment	廠房及設備		2,558	502
Interest in an associate	聯營公司權益		—	—
Available-for-sale investments	可供出售投資		101,853	104,792
Other receivable	其他應收賬項		565	565
			104,976	105,859
Current assets	流動資產			
Loan receivable	應收貸款		—	4,264
Held-for-trading listed equity investments	持作買賣上市股本投資		186,385	203,880
Other receivables	其他應收賬項		25,196	29,048
Tax recoverable	可收回稅項		50	50
Cash held by securities brokers	證券經紀持有之現金		3,151	2,791
Bank balances and cash	銀行結餘及現金		11,059	17,288
			225,841	257,321
Current liability	流動負債			
Accruals and other payable	應計及其他應付負債		2,102	1,193
Net current assets	流動資產淨值		223,739	256,128
Net assets	資產淨值		328,715	361,987
Capital and reserves	資本及儲備			
Share capital	股本	8	30,283	30,283
Reserves	儲備		298,432	331,704
Total equity	股本總值		328,715	361,987
Net asset value per Share (HK\$)	每股股份資產淨值(港元)		0.27	0.30

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2016 截至2016年6月30日止六個月

1. Basis of Preparation

The condensed consolidated financial statements have been prepared in accordance with HKAS 34 “Interim Financial Reporting” as well as with the applicable disclosure requirements of Appendix 16 to the Listing Rules.

2. Principal Accounting Policies

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the Period are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2015.

Application of amendments to HKFRSs

In the Period, the Group has applied, for the first time, certain amendments to HKFRSs issued by the HKICPA that are mandatorily effective for the Period.

The application of the amendments to HKFRSs in the Period has had no material effect on the amounts reported and/or disclosures set out in these condensed consolidated financial statements.

3. Segment Information

The Group’s operating segment is identified on the basis of internal reports about components of the Group that are regularly reviewed by the CODM, in order to allocate resources and to assess performance. The CODM reviews the Group’s results as a whole, which is determined in accordance with the Group’s accounting policies, for performance assessment and therefore no separate segment information is prepared by the Group.

1. 編製基準

簡明綜合財務報表乃根據香港會計準則第34號「中期財務報告」以及上市規則附錄16之適用披露規定而編製。

2. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製，惟若干財務工具則按公平值計量。歷史成本一般以貨品交易代價之公平值為基準。

除下文所述者外，本期間之簡明綜合財務報表所使用之會計政策及計算方法與編製本集團截至2015年12月31日止年度之年度財務報表所依循者相同。

應用香港財務報告準則之修訂

於本期間，本集團已首次應用由香港會計師公會頒佈並於本期間強制生效之香港財務報告準則之若干修訂。

於本期間應用香港財務報告準則之修訂對該等簡明綜合財務報表所報告之金額及／或所載之披露概無任何重大影響。

3. 分類資料

本集團之經營分類乃按主要經營決策者定期檢討本集團成份，以分配資源及評估表現之內部報告基準識別。主要經營決策者檢討本集團之整體業績（根據本集團之會計政策釐定）以進行表現評估，因此本集團並無另行編製分類資料。

4. Income Tax Expense

No provision for Hong Kong Profits Tax is made for both periods since there was no assessable profit for both periods.

There is no significant unprovided deferred taxation at the end of the reporting periods.

5. Turnover and Revenue

Turnover represents revenue of the Group and the gross proceeds from disposal of held-for-trading listed equity investments, as follows:

		Six months ended 30 June 截至6月30日止六個月	
		2016 HK\$'000 千港元 (unaudited) (未經審核)	2015 HK\$'000 千港元 (unaudited) (未經審核)
Gross proceeds from disposal of held-for-trading listed equity investments	出售持作買賣上市股本投資之所得款項總額	2,331	66,363
Dividend income	股息收入	30	486
Interest on loan note receivable	應收貸款票據利息	—	765
		2,361	67,614

Revenue represents dividend income and interest on loan note receivable. An analysis of the Group's revenue for the period is as follows:

		Six months ended 30 June 截至6月30日止六個月	
		2016 HK\$'000 千港元 (unaudited) (未經審核)	2015 HK\$'000 千港元 (unaudited) (未經審核)
Dividend income	股息收入	30	486
Interest on loan note receivable	應收貸款票據利息	—	765
		30	1,251

4. 所得稅開支

由於本集團於兩個期間均無產生應課稅溢利，故並無於該兩個期間就香港利得稅作出撥備。

於報告期末，本集團並無重大未撥備遞延稅項。

5. 營業額及收入

營業額指本集團之收入及出售持作買賣上市股本投資之所得款項總額，詳情如下：

收入指股息收入及應收貸款票據利息。本集團期間之收入分析如下：

6. Other Gains and Losses

6. 其他收益及虧損

		Six months ended 30 June 截至6月30日止六個月	
		2016 HK\$'000 千港元 (unaudited) (未經審核)	2015 HK\$'000 千港元 (unaudited) (未經審核)
Fair value changes of held-for-trading listed equity investments (note)	持作買賣上市股本投資之公平值變動(附註)	(19,391)	117,720
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	—	12,443
Impairment loss recognised in respect of an available-for-sale investment	可供出售投資之已確認減值虧損		
— unlisted equity security	— 非上市股本證券	—	(3,680)
— listed equity security	— 上市股本證券	(3,705)	—
		(23,096)	126,483

note: The amount included a realised loss on disposal of held-for-trading equity investments of HK\$255,000 (2015 Period: gain of HK\$42,212,000).

附註：該金額包括出售持作買賣股本投資之已變現虧損255,000港元(2015期間：收益42,212,000港元)。

7. (Loss) Earning Per Share

The calculation of basic (loss) earning per share attributable to the owners of the Company is based on the following data:

7. 每股(虧損)盈利

本公司擁有人應佔每股基本(虧損)盈利乃按以下數據計算：

		Six months ended 30 June 截至6月30日止六個月	
		2016 HK\$'000 千港元 (unaudited) (未經審核)	2015 HK\$'000 千港元 (unaudited) (未經審核)
(Loss) earning	(虧損)盈利		
(Loss) earning for purposes of basic (loss) earning per share ((Loss) profit for the period attributed to the owners of the Company)	計算每股基本(虧損)盈利之(虧損)盈利(本公司擁有人應佔期間(虧損)溢利)	(34,038)	117,943
		2016	2015
Number of shares	股份數目		
Weighted average number of ordinary shares for the purposes of basic (loss) earning per share	計算每股基本(虧損)盈利之普通股加權平均數	1,211,320,200	972,368,685

For both periods, no diluted (loss) earning per share is presented as there was no potential dilutive ordinary share outstanding during both periods.

於該兩個期間內，由於該兩個期間並無發行在外之潛在攤薄普通股，故並無呈列每股攤薄(虧損)盈利。

8. Share Capital

8. 股本

		Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
Ordinary shares of HK\$0.025 each	每股面值0.025港元的普通股		
Authorised:	法定股本：		
At 1 January 2015, 30 June 2015, 31 December 2015 and 30 June 2016	於2015年1月1日、2015年 6月30日、2015年12月31日 及2016年6月30日	4,000,000,000	100,000
Issued and fully paid:	已發行及已繳足：		
At 1 January 2015	於2015年1月1日	712,546,800	17,814
Shares issued upon open offer (note i)	於公開發售時發行股份(附註i)	356,273,400	8,907
Shares issued upon share placing (note ii)	於股份配售時發行股份(附註ii)	142,500,000	3,562
At 30 June 2015, 31 December 2015 and 30 June 2016	於2015年6月30日、2015年 12月31日及2016年6月30日	1,211,320,200	30,283

notes:

附註：

(i) Pursuant to a resolution passed at a meeting of the Directors on 16 January 2015, an issue of shares by the Company at a price of HK\$0.17 per share on the basis of one offer share for every two existing shares then held by the qualifying shareholders and payable in full on the acceptance was approved. The open offer was completed and a total of 356,273,400 new ordinary shares of HK\$0.025 each were issued on 5 March 2015, resulting in proceeds of approximately HK\$60,566,000, before deducting transaction costs, to the Company. Transaction costs directly attributable to the open offer amounted to approximately HK\$3,090,000 and were recognised in the share premium account of the Company.

(i) 根據於2015年1月16日舉行的董事會議上通過的決議案，本公司獲准按每股股份0.17港元之價格發行股份，基準為合資格股東當時每持有兩股現有股份獲發一股發售股份，並須於接納時繳足股款。公開發售經已完成，而合共356,273,400股每股面值0.025港元的新普通股已於2015年3月5日發行，故本公司的所得款項(扣除交易成本前)約為60,566,000港元。公開發售直接應佔的交易成本約為3,090,000港元，並已於本公司股份溢價賬中確認。

(ii) On 27 May 2015, the Company completed a placing under general mandate of 142,500,000 new ordinary shares of HK\$0.025 each at a price of HK\$0.20 per share pursuant to a placing agreement dated 13 May 2015. The gross proceeds from the share placing was, before deducting transaction costs approximately HK\$28,500,000. Transaction costs directly attributable to the placing of shares amounted to approximately HK\$906,000 and were recognised in the share premium account of the Company.

(ii) 於2015年5月27日，本公司根據日期為2015年5月13日之配售協議完成根據一般授權按每股股份0.20港元之價格配售142,500,000股每股面值0.025港元的新普通股。股份配售所得款項總額(扣除交易成本前)約為28,500,000港元。配售股份直接應佔的交易成本約為906,000港元，並已於本公司股份溢價賬中確認。

Management Discussion and Analysis

管理層論述及分析

Business Review

During the Period, the Group continued its investment activities in both listed and unlisted investments and other related financial assets.

Market overview

Following the drastic drop to below 21,000 points in the second half of 2015, Hang Seng Index moved between the lowest of 18,319 points and highest of 21,795 points during the Period. The movement is mainly due to the uncertainty of interest rate in United States of America (“USA”) and the possible slowdown of the PRC economy. In addition, the Brexit also affects both the worldwide economy and stock market.

Investment activities

As the market is uncertain and unstable, the volume of trading in held-for-trading listed equity investments was kept at low level of approximately HK\$2.3 million. There was no new investment in available-for-sale investment during the Period.

Financial Review

As mentioned above, the business activities of the Group was decreased and the Group incurred a loss of approximately HK\$34 million for the Period while it was a profit of approximately HK\$118 million for 2015 Period. The loss for the Period was mainly due to the following reasons:

- (i) a loss of approximately HK\$19 million (gain of approximately HK\$118 million for 2015 Period) arose from the change in fair value of held-for-trading listed equity investments which was caused by the fluctuation of the stock market;
- (ii) an impairment loss of approximately HK\$4 million (HK\$4 million for 2015 period) on the available-for-sale investment; and
- (iii) no gain (gain of approximately HK\$12 million for 2015 Period) from the disposal of available-for-sale listed equity investments.

業務回顧

於本期間，本集團繼續進行其於上市和非上市投資及其他相關財務資產之投資活動。

市場概覽

恒生指數於2015年下半年大跌至21,000點以下後，於本期間內在最低位18,319點與最高位21,795點之間浮動。指數浮動主要由於美利堅合眾國（「美國」）息率的不確定性及中國經濟可能放緩所致。此外，英國退出歐盟亦影響全球經濟及股票市場。

投資活動

由於市場不明朗及不穩，持作買賣上市股本投資之交易量維持於約2,300,000港元之低水平。本集團於本期間並無新增於可供出售投資之投資。

財務回顧

誠如上文所述，本集團之業務活動減少，故本集團於本期間產生虧損約34,000,000港元，而於2015期間則錄得溢利約118,000,000港元。本期間錄得虧損乃主要由於以下原因：

- (i) 因股市波動令持作買賣上市股本投資之公平值變動而導致虧損約19,000,000港元（2015期間為溢利約118,000,000港元）；
- (ii) 可供出售投資之減值虧損約4,000,000港元（2015期間為4,000,000港元）；及
- (iii) 並無因出售可供出售上市股本投資之收益（2015期間為收益約12,000,000港元）。

Outlook

The effect of Brexit on worldwide economy is expected to come up gradually in the second half of 2016. Together with the possible raise in interest rate of USA and the slowdown of PRC economy, the worldwide economy and stock market are expected to be volatile as in previous years. Although it is difficult to identify quality investment under this situation, the Group will keep on exploring opportunity for valuable investments.

Dividend

The Directors do not recommend the payment of interim dividend for the Period (2015 Period: Nil).

Liquidity and Financial Resources

As at 30 June 2016, the Group had cash and cash equivalents of approximately HK\$14,210,000 (at 31 December 2015: HK\$20,079,000). The Group had no bank borrowing as at 30 June 2016.

Gearing Ratio

The gearing ratio (total liabilities/total assets) at the end of the Period was 0.64% (at 31 December 2015: 0.33%).

Contingent Liabilities

There is no contingent liability as at 30 June 2016.

展望

英國退出歐盟對全球經濟的影響預期將於2016年下半年逐漸浮現。加上美國息率可能上升及中國經濟放緩，預期全球經濟及股票市場將如往年般反覆波動。雖然在此情況下難以物色優質投資，本集團將繼續發掘具價值的投資機會。

股息

董事不建議派發本期間之中期股息(2015期間：無)。

流動資金及財務資源

於2016年6月30日，本集團之現金及等值現金項目約為14,210,000港元(於2015年12月31日：20,079,000港元)。於2016年6月30日，本集團並無銀行借款。

資本負債比率

本期間末之資本負債比率(總負債／總資產)為0.64%(於2015年12月31日：0.33%)。

或然負債

於2016年6月30日概無或然負債。

Exposure to Fluctuations in Exchange Rates and Related Hedges

During the Period, the investments of the Group were mainly denominated in HK\$, USD and RMB. Since HK\$ is pegged to USD, significant exposure is not expected in USD transactions and balances. During the Period, transactions and balances in RMB were not significant and the exposure to RMB is insignificant.

The Group does not have foreign exchange hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

Capital Structure

Shareholders' fund and internal resources were used in funding the investments and operating activities of the Group. The Group had no bank borrowing during the Period.

Major Subsequent Events

There is no major event subsequent to 30 June 2016.

匯率波動風險及相關對沖

本期間，本集團之投資主要以港元、美元及人民幣計值。由於港元與美元掛鈎，預期以美元計值之交易及結餘將不會面對重大風險。本期間，以人民幣計值的交易及結餘並不重大，故人民幣的風險微不足道。

本集團並無外匯對沖政策。然而，管理層監控外匯風險，並於有需求時考慮對沖重大外幣風險。

資本架構

股東資金及內部資源用於撥付本集團投資及經營活動之資金。於本期間，本集團並無銀行借款。

主要結算日後事件

於2016年6月30日後並無發生任何主要事項。

Other Information

其他資料

Purchase, Sale or Redemption of Shares of the Company

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Shares during the Period.

Corporate Governance

During the Period, the Company complied with the code provisions in the CG Code except for the following deviation:

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Being the only executive Director, Mr. Cheng Hairong, the Chairman of the Company, has assumed the role of chief executive officer of the Company as well. The Board believes that in light of the nature and scale of the Group's business operations, it is in the interest of the Group for Mr. Cheng Hairong to be the Chairman and assume the role of chief executive officer of the Company at the same time, as it helps to ensure consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively.

Audit Committee

The audit committee comprises three INEDs, namely Mr. Lui Siu Tsuen, Richard, Mr. Feng Nien Shu and Ms. Wong Lai Kin, Elsa. The audit committee reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited condensed consolidated financial statements for the Period.

購買、出售或贖回本公司股份

本公司及其任何附屬公司於本期間內概無購買、出售或贖回任何股份。

企業管治

於本期間，本公司已遵守企管守則之守則條文，惟以下偏離者除外：

根據企管守則之守則條文第A.2.1條，主席及行政總裁之職務應予以區分，並不應由同一人擔任。本公司主席成海榮先生作為唯一的執行董事，亦擔任本公司行政總裁一職的角色。董事會相信，就本集團業務運作的性質及規模而言，由於此安排有助確保本集團的領導方針一致並使本集團整體戰略規劃更具效益及效率，故成海榮先生擔任主席及擔任本公司行政總裁一職的角色符合本集團利益。董事會認為目前的安排將不會削弱權力及授權制衡，而此架構亦將令本公司得以及時及有效地作出並實行決策。

審核委員會

審核委員會由三名獨立非執行董事，即呂兆泉先生、鄧念叔先生及黃麗堅女士組成。審核委員會與管理層已審閱本集團所採納之會計原則及常規，並商討審核、內部監控及財務申報事宜，包括審閱本期間之未經審核簡明綜合財務報表。

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as the codes of conduct regarding securities transactions by Directors and by relevant employees of the Company. All Directors have confirmed, following specific enquiries by the Company, that they fully complied with the Model Code and its code of conduct regarding directors' securities transactions throughout the Period.

Publication of Interim Report on the Websites of the Stock Exchange and the Company

The Group's interim results will be included in the Company's interim report for the Period which will be published on the website of the Stock Exchange (www.hkex.com.hk) as well as the website of the Company (www.irasia.com/listco/hk/prosperityinv) as soon as possible.

By Order of the Board

Prosperity Investment Holdings Limited

Cheng Hairong

Chairman

Hong Kong, 26 August 2016

As at the date of this announcement, the Board comprises one executive director, namely Mr. Cheng Hairong, one non-executive director, namely Mr. Lau Tom Ko Yuen and three independent non-executive directors, namely Mr. Feng Nien Shu, Mr. Lui Siu Tsuen, Richard and Ms. Wong Lai Kin, Elsa.

董事進行證券交易之標準守則

本公司已採納標準守則作為有關本公司董事及相關僱員進行證券交易之操守準則。經本公司作出具體查詢後，全體董事已確認彼等於本期間內一直全面遵守標準守則及其董事進行證券交易的操守守則。

於聯交所及本公司網站上刊發中期報告

本集團之中期業績將載於本公司於本期間之中期報告內，該報告將盡快於聯交所網站(www.hkex.com.hk)及本公司網站(www.irasia.com/listco/hk/prosperityinv)刊載。

承董事會命

嘉進投資國際有限公司

主席

成海榮

香港，2016年8月26日

於本公佈日期，董事會由一名執行董事成海榮先生，一名非執行董事劉高原先生，以及三名獨立非執行董事鄺念叔先生、呂兆泉先生及黃麗堅女士組成。

Glossary

詞彙

Board 董事會	the board of Directors 董事會
CG Code 企管守則	the Corporate Governance Code as contained in Appendix 14 of the Listing Rules 載於上市規則附錄14之企業管治守則
CODM 主要經營決策者	the chief operating decision maker 主要經營決策者
Company 本公司	Prosperity Investment Holdings Limited, a company incorporated in Bermuda with limited liability, whose issued Shares are listed on the Main Board of the Stock Exchange 嘉進投資國際有限公司，一間於百慕達註冊成立之有限公司，其已發行股份於聯交所主板上市
Director(s) 董事	the director(s) of the Company 本公司董事
Group 本集團	the Company and its subsidiaries 本公司及其附屬公司
HKAS 香港會計準則	the Hong Kong Accounting Standards issued by HKICPA 香港會計師公會頒佈之香港會計準則
HKFRS(s) 香港財務報告準則	the Hong Kong Financial Reporting Standards issued by HKICPA 香港會計師公會頒佈之香港財務報告準則
HKICPA 香港會計師公會	the Hong Kong Institute of Certified Public Accountants 香港會計師公會
Hong Kong 香港	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
INED(s) 獨立非執行董事	the independent non-executive Directors(s) 獨立非執行董事
Listing Rules 上市規則	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
Model Code 標準守則	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules 上市規則附錄10所載之上市發行人董事進行證券交易的標準守則
Period 本期間	the six months ended 30 June 2016 截至2016年6月30日止六個月

2015 Period 2015 期間	the six months ended 30 June 2015 截至2015年6月30日止六個月
PRC 中國	the People's Republic of China, which for the purpose of this interim results announcement, excludes Hong Kong, Macau and Taiwan 中華人民共和國，就本中期業績公佈而言，不包括香港、澳門及台灣
Share(s) 股份	share(s) of HK\$0.025 each in the share capital of the Company 本公司股本中每股面值0.025港元之股份
Stock Exchange 聯交所	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
HK\$ 港元	Hong Kong Dollar, the lawful currency of Hong Kong 香港法定貨幣港元
RMB 人民幣	Renminbi, the lawful currency of PRC 中國法定貨幣人民幣
USD 美元	United States Dollar, the lawful currency of United States of America 美利堅合眾國法定貨幣美元