



PROSPERITY INVESTMENT HOLDINGS LIMITED

嘉進投資國際有限公司

Stock Code 股份代號: 0310.HK

2017

中期報告
INTERIM REPORT





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EXECUTIVE DIRECTOR

CHENG Hairong (*Chairman and Managing Director*)

NON-EXECUTIVE DIRECTOR

LAU Tom Ko Yuen (*Deputy Chairman*)

INDEPENDENT NON-EXECUTIVE DIRECTORS

FENG Nien Shu
LUI Siu Tsuen, Richard
WONG Lai Kin, Elsa

AUDIT COMMITTEE

LUI Siu Tsuen, Richard (*Chairman*)
FENG Nien Shu
WONG Lai Kin, Elsa

REMUNERATION COMMITTEE

FENG Nien Shu (*Chairman*)
LAU Tom Ko Yuen
LUI Siu Tsuen, Richard

NOMINATION COMMITTEE

CHENG Hairong (*Chairman*)
FENG Nien Shu
WONG Lai Kin, Elsa

COMPANY SECRETARY

YAU Wing Yiu

AUDITOR

Deloitte Touche Tohmatsu

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Bank of East Asia, Limited

執行董事

成海榮(主席兼董事總經理)

非執行董事

劉高原(副主席)

獨立非執行董事

鄧念叔
呂兆泉
黃麗堅

審核委員會

呂兆泉(主席)
鄧念叔
黃麗堅

薪酬委員會

鄧念叔(主席)
劉高原
呂兆泉

提名委員會

成海榮(主席)
鄧念叔
黃麗堅

公司秘書

邱榮耀

核數師

德勤•關黃陳方會計師行

主要往來銀行

中國銀行(香港)有限公司
東亞銀行有限公司

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 2701
Shui On Centre
6–8 Harbour Road
Wanchai
Hong Kong

總辦事處兼主要營業地點

香港
灣仔
港灣道6–8號
瑞安中心
2701室

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Secretaries Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

WEBSITE

www.irasia.com/listco/hk/prosperityinv/index.htm

網址

www.irasia.com/listco/hk/prosperityinv/index.htm

STOCK CODE

Hong Kong Stock Exchange: 310

股份代號

香港聯交所：310



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

Same as our anticipation in the annual report of 2016, there was a bullish market in the first half of 2017.

Although USA increased twice the interest rate during the first half of 2017, the increment was relatively mild which convey a supportive signal to the stock market. Together with the influx of fund from PRC, the stock market of Hong Kong went up.

Investment activities

Following the boom of stock market, we increased our activities in listed equity investments during the first half of 2017. Hence, the gross proceed from disposal of held-for-trading listed equity investments increased during the Period when comparing with that of 2016 Period.

As it is still difficult to identify good project, there was no new investment in unlisted equity investment.

In order to better utilise the resources, the Group started using margin financing provided by a securities broker for the listed equity investments.

FINANCIAL REVIEW

The Group reported a loss for the Period of approximately HK\$14 million for the Period which represented a reduction in loss of approximately HK\$20 million from the loss in 2016 Period. The reduction in loss were mainly due to the following reasons:

- i. there was a loss of approximately HK\$2 million arose from the change in fair value of held-for-trading listed equity investments for the Period, as compared with that of approximately HK\$19 million for 2016 Period; and
- ii. an impairment loss of HK\$0.6 million on available-for-sale listed equity investment for the Period, as compared with that of approximately HK\$4 million for 2016 Period.

As mentioned in Business Review section, the Group started using margin financing for listed equity investments and the related finance cost amounted to approximately HK\$0.8 million.

業務回顧

本期間內，本集團繼續其於上市及非上市投資及其他相關財務資產的投資活動。

市場回顧

與我們在2016年年報的預測一樣，2017年上半年的市場向好。

雖然美國於2017年上半年兩度提高利率，增幅仍相對溫和，向股市傳達了支持信號。加上中國資金湧入，香港股市得以上漲。

投資活動

隨著股市大升，我們已於2017年上半年增加上市股本投資活動。因此，本期間內出售持作買賣上市股本投資之所得款項總額較2016期間有所增加。

由於要識別良好項目仍有困難，故並無對非上市股本投資作出新投資。

為更佳利用資源，本集團開始使用證券經紀提供的孖展融資，以進行上市股本投資。

財務回顧

本期間內本集團呈報本期間虧損約14,000,000港元，相等於虧損由2016期間的虧損減少約20,000,000港元。虧損減少的主要原因如下：

- i. 本期間內持作買賣上市股本投資之公平值變動產生約2,000,000港元的虧損，而於2016期間則約為19,000,000港元；及
- ii. 本期間內可供出售上市股本投資之減值虧損為600,000港元，而於2016期間則約為4,000,000港元。

誠如業務回顧一節所述，本集團開始使用孖展融資以進行上市股本投資，而相關財務開支約為800,000港元。

OUTLOOK

Without happening of significant event, it is expected that the booming of Hong Kong stock market will continue in the third quarter of 2017. Attention is drawn to the fourth quarter of 2017 when investors possibly realise their profit and withdraw funds from the stock market.

LIQUIDITY AND FINANCIAL RESOURCES

At Period End Date, the Group had: (i) cash and cash equivalents of approximately HK\$1,154,000 (at 31 December 2016: HK\$8,153,000); and (ii) a loan of approximately HK\$50,573,000 (at 31 December 2016: nil) from a securities broker for margin financing of the listed equity investment of the Group.

GEARING RATIO

The gearing ratio (total liabilities/total assets) at Period End Date was 15.43% (at 31 December 2016: 1.37%).

CHARGES ON ASSETS

Charges on assets of the Group are set out in note 12(ii) and note 14 to the condensed consolidated financial statements.

CONTINGENT LIABILITIES

There is no contingent liability at Period End Date.

展望

在無發生重大事件的情況下，預期香港股市將於2017年第三季繼續上升，惟須留意，投資者於2017年第四季可能會變現其溢利並從股市提取資金。

流動資金及財務資源

於期結日，本集團有：(i)現金及等值現金項目約1,154,000港元(於2016年12月31日：8,153,000港元)；及(ii)來自證券經紀有關本集團上市股本投資的孖展融資的貸款約50,573,000港元(於2016年12月31日：無)。

資本負債比率

期結日之資本負債比率(總負債／總資產)為15.43%(於2016年12月31日：1.37%)。

資產抵押

本集團之資產抵押情況載列於簡明綜合財務報表附註12(ii)及附註14。

或然負債

於期結日概無或然負債。



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, internal resources and margin financing from securities brokers were used in funding the investments and operating activities of the Group.

EMPLOYEE AND REMUNERATION POLICIES

At Period End Date, the Group had 5 employees and 5 Directors. Remuneration policies for the employees and the Directors are reviewed by the Group in accordance with the market situation and their performance from time to time. Remuneration Committee will meet at least once a year to review the remuneration policy and package of Directors and senior management of the Group. No Director or executive is involved in determining his/her own remuneration. In addition to salary payments, the Group has participated in the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Pursuant to the rules of the MPF Scheme, the Group and its employees are each required to make contributions to the MPF Scheme at 5% of their monthly relevant income. Forfeited contribution can be used to reduce future contribution of the Group. There was no forfeited contribution during the Periods.

匯率波動風險及相關對沖

於本期間，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。於本期間，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、內部資源及來自證券經紀的孖展融資用於撥付本集團投資及經營活動之資金。

僱員及薪酬政策

於期結日，本集團有5名僱員及5名董事。僱員及董事之薪酬政策經本集團不時根據市況及彼等之表現進行審閱。薪酬委員會將至少每年舉行一次會議，以審閱董事及本集團高級管理層的薪酬政策及待遇。概無董事或行政人員參與釐定其本身之薪酬。除薪酬支出外，本集團已參與強積金計劃。強積金計劃之資產在獨立信託人控制之基金下與本集團之資產分開持有。根據強積金計劃之規則，本集團及其僱員各自須按彼等每月之相關收入向強積金計劃作出5%之供款。沒收之供款可用作減少本集團未來之供款。本期間並無所沒收之供款。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

董事及行政總裁於股份及相關股份之權益及淡倉

At Period End Date, the interests and short positions of the Directors and the chief executive of the Company and any of their associates in the Shares and underlying Shares or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

按本公司須根據證券及期貨條例第352條而存置之登記冊所記錄或按本公司及聯交所根據標準守則獲知會，於期結日，董事及本公司行政總裁及任何彼等之聯繫人於股份及相關股份或其任何相聯法團(定義見證券及期貨條例第XV部)中擁有之權益及淡倉如下：

Long positions in the Shares

於股份之好倉

| Name of Director | 董事姓名 | Personal* Interests | Family* Interests | Corporate# Interests | Total Interests | Percentage of issued share capital of the Company 佔本公司已發行股本之百分比 |
|------------------|------|---------------------|-------------------|----------------------|-------------------------------|--|
| Lau Tom Ko Yuen | 劉高原 | — | 266,890,840 | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |
| Cheng Hairong | 成海榮 | 9,370,000 | — | — | 9,370,000 | 0.78% |

* Beneficial owner

* 實益擁有人

+ Interests of spouse

+ 配偶權益

Interests beneficially held by the company itself or through companies controlled by it

權益由公司本身或透過其控制之公司實益持有

Note:

附註：

266,890,840 Shares were held by Favor Hero Investments Limited, a company controlled as to 51% by Sun Matrix Limited. Sun Matrix Limited was controlled as to 50% by Mr. Lau Tom Ko Yuen and 50% by Ms. Lan Yi, the spouse of Mr. Lau Tom Ko Yuen.

266,890,840股股份由Favor Hero Investments Limited持有，而該公司則由Sun Matrix Limited控制51%權益。Sun Matrix Limited由劉高原先生及藍一女士(劉高原先生之配偶)各自控制50%權益。

Save as disclosed above, at Period End Date, none of the Directors and chief executive of the Company nor their associates had or was deemed to have any interest or short position in the Shares or underlying Shares or any of its associated corporations as recorded in the register that required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，按本公司須根據證券及期貨條例第352條而存置之登記冊所記錄或按本公司及聯交所根據標準守則獲知會，於期結日，董事及本公司行政總裁或彼等之聯繫人概無擁有或被視為於股份或相關股份或其任何相聯法團中擁有任何權益或淡倉。



SUBSTANTIAL SHAREHOLDERS

At Period End Date, the following persons had interests and short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in the Shares

| Name of Shareholder | 股東名稱/姓名 | Family ⁺ Interests | Corporate [#] Interests | Total Interests | Percentage of issued share capital of the Company 佔本公司 已發行股本 之百分比 |
|----------------------------------|--------------------------------|----------------------------------|-------------------------------------|-------------------------------|---|
| Favor Hero Investments Limited | Favor Hero Investments Limited | — | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |
| Sun Matrix Limited | Sun Matrix Limited | — | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |
| Lau Tom Ko Yuen | 劉高原 | 266,890,840 | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |
| Lan Yi | 藍一 | 266,890,840 | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |
| Glory Avenue Limited | Glory Avenue Limited | — | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |
| Silvery Fortune Holdings Limited | 銀富控股有限公司 | — | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |
| Liu Min | 劉敏 | — | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |

+ Interests of spouse

Interests beneficially held by the company itself or through companies controlled by it

主要股東

按本公司須根據證券及期貨條例第336條而存置之登記冊所記錄，於期結日，下列人士於股份及相關股份中擁有權益及淡倉：

於股份之好倉

| Name of Shareholder | 股東名稱/姓名 | Family ⁺ Interests | Corporate [#] Interests | Total Interests | Percentage of issued share capital of the Company 佔本公司 已發行股本 之百分比 |
|----------------------------------|--------------------------------|----------------------------------|-------------------------------------|-------------------------------|---|
| Favor Hero Investments Limited | Favor Hero Investments Limited | — | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |
| Sun Matrix Limited | Sun Matrix Limited | — | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |
| Lau Tom Ko Yuen | 劉高原 | 266,890,840 | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |
| Lan Yi | 藍一 | 266,890,840 | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |
| Glory Avenue Limited | Glory Avenue Limited | — | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |
| Silvery Fortune Holdings Limited | 銀富控股有限公司 | — | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |
| Liu Min | 劉敏 | — | 266,890,840 | 266,890,840 (Note) (附註) | 22.03% |

+ 配偶權益

權益由公司本身或透過其控制之公司實益持有

Note:

Favor Hero Investments Limited was controlled as to 51% by Sun Matrix Limited and as to 49% by Glory Avenue Limited. Sun Matrix Limited was controlled as to 50% by Mr. Lau Tom Ko Yuen and 50% by Ms. Lan Yi, the spouse of Mr. Lau Tom Ko Yuen. Glory Avenue Limited was wholly controlled by Silvery Fortune Holdings Limited which was wholly controlled by Mr. Liu Min.

Save as disclosed above, at Period End Date, the Directors were not aware of any other person who had an interest or short position in the Shares or underlying Shares as recorded in the register that required to be kept by the Company pursuant to Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

At no time during the Period was the Company or any of its subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate and neither the Directors nor the chief executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company.

PURCHASE, SALE OR REDEMPTION OF SHARES OF THE COMPANY

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

附註：

Favor Hero Investments Limited 由 Sun Matrix Limited 及 Glory Avenue Limited 分別控制 51% 及 49% 權益。Sun Matrix Limited 由劉高原先生及藍一女士(劉高原先生之配偶)各自控制 50% 權益。Glory Avenue Limited 則由劉敏先生全權控制之銀富控股有限公司全權控制。

除上文所披露者外，按本公司須根據證券及期貨條例第 336 條而存置之登記冊所記錄，於期結日，就董事所知，並無任何其他人士於股份或相關股份中擁有權益或淡倉，及／或直接或間接擁有附有一切情況下可於本集團任何其他成員公司之股東大會上投票之權利之股本面值 5% 或以上之權益。

董事購買股份之權利

本公司或其任何附屬公司於本期間內任何時間並無訂立任何安排，使董事可藉購入本公司或任何其他法人團體之股份或債權證而獲益，而各董事、行政總裁、任何彼等之配偶或 18 歲以下子女亦無擁有可認購本公司證券之任何權利。

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。



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 separated 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.

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.

BOARD OF DIRECTORS

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

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。

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準則。

董事會

於本報告日期，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呂兆泉先生、鄧念叔先生及黃麗堅女士組成。

Report on Review of Condensed Consolidated Financial Statements

簡明綜合財務報表審閱報告

Deloitte.

德勤

TO THE BOARD OF DIRECTORS OF
PROSPERITY INVESTMENT HOLDINGS LIMITED
(incorporated in the Bermuda with limited liability)

致嘉進投資國際有限公司
(於百慕達註冊成立之有限公司)
董事會

INTRODUCTION

We have reviewed the condensed consolidated financial statements of Prosperity Investment Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 13 to 29, which comprise the condensed consolidated statement of financial position as of 30 June 2017 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

引言

吾等已審閱列載於第13至29頁之嘉進投資國際有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之簡明綜合財務報表，當中包括於2017年6月30日之簡明綜合財務狀況表與截至該日止六個月期間之相關簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流量表以及若干說明附註。香港聯合交易所有限公司證券上市規則規定須按照其相關規定和香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)編製中期財務資料之報告。貴公司董事須負責根據香港會計準則第34號編製及呈報該等簡明綜合財務報表。吾等之責任是根據吾等之審閱對該等簡明綜合財務報表作出結論，並按照吾等所協定應聘條款，僅向全體董事會報告，除此以外並無其他用途。吾等不會就本報告之內容向任何其他人士負責或承擔責任。

SCOPE OF REVIEW

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

審閱範圍

吾等已根據香港會計師公會頒佈之香港審閱委聘準則第2410號「由實體的獨立核數師執行的中期財務資料審閱」進行審閱。審閱該等簡明綜合財務報表包括主要向負責財務和會計事務之人員作出查詢，及應用分析和其他審閱程序。審閱之範圍遠較根據香港審計準則進行審核之範圍為小，故不能令吾等保證吾等將知悉在審核中可能發現之所有重大事項。因此，吾等不會發表審核意見。



Report on Review of Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表審閱報告(續)

CONCLUSION

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

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
25 August 2017

結論

按照吾等之審閱，吾等並無發現任何事項，致令吾等相信簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

德勤•關黃陳方會計師行
執業會計師
香港
2017年8月25日

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 2017 截至2017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 | | |
| | | 2017 | 2016 | |
| | | HK\$'000 | HK\$'000 | |
| | | 千港元 | 千港元 | |
| | | (unaudited) | (unaudited) | |
| | | (未經審核) | (未經審核) | |
| | NOTES 附註 | | | |
| Turnover — gross proceeds | 營業額 — 所得款項總額 | 5 | 40,489 | 2,361 |
| Revenue | 收入 | 5 | 35 | 30 |
| Other gains and losses | 其他收益及虧損 | 6 | (2,366) | (23,096) |
| Other income | 其他收入 | | 2 | 1 |
| Administrative expenses | 行政開支 | | (7,537) | (7,373) |
| Investment management expenses | 投資管理開支 | | (3,600) | (3,600) |
| Finance cost | 財務開支 | | (781) | — |
| Loss for the period, attributable to owners of the Company | 本公司擁有人應佔期間虧損 | 7 | (14,247) | (34,038) |
| Other comprehensive income for the period | 期間其他全面收益 | | | |
| <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 | | 7,612 | (2,939) |
| 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 | 12(iii) | 629 | 3,705 |
| Other comprehensive income for the period | 期間其他全面收益 | | 8,241 | 766 |
| Total comprehensive expense for the period, attributable to owners of the Company | 本公司擁有人應佔期間全面開支總額 | | (6,006) | (33,272) |
| Loss per share | 每股虧損 | | | |
| — Basic (HK\$) | — 基本(港元) | 8 | (0.012) | (0.028) |



Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2017 於2017年6月30日

| | | NOTES 附註 | 30 June 2017 2017年 6月30日 HK\$'000 千港元 (unaudited) (未經審核) | 31 December 2016 2016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 | 10 | 1,989 | 2,308 |
| Interest in an associate | 聯營公司權益 | 11 | — | — |
| Available-for-sale investments | 可供出售投資 | 12/14 | 107,146 | 99,534 |
| Other receivable | 其他應收賬項 | 13 | 565 | 565 |
| | | | 109,700 | 102,407 |
| Current assets | 流動資產 | | | |
| Held-for-trading listed equity investments | 持作買賣上市股本投資 | 14 | 231,771 | 182,704 |
| Other receivables | 其他應收賬項 | 13 | 25,207 | 28,229 |
| Tax recoverable | 可收回稅項 | | 50 | 50 |
| Cash held by securities brokers | 證券經紀持有之現金 | | 374 | 5,039 |
| Bank balances and cash | 銀行結餘及現金 | | 780 | 3,114 |
| | | | 258,182 | 219,136 |
| Current liabilities | 流動負債 | | | |
| Loan from a securities broker | 來自證券經紀的貸款 | 14 | 50,573 | — |
| Accruals and other payable | 應計及其他應付賬項 | | 6,178 | 4,406 |
| | | | 56,751 | 4,406 |
| Net current assets | 流動資產淨值 | | 201,431 | 214,730 |
| Net assets | 資產淨值 | | 311,131 | 317,137 |
| Capital and reserves | 資本及儲備 | | | |
| Share capital | 股本 | 15 | 30,283 | 30,283 |
| Reserves | 儲備 | | 280,848 | 286,854 |
| Total equity | 股本總值 | | 311,131 | 317,137 |
| Net asset value per Share (HK\$) | 每股股份資產淨值(港元) | 18 | 0.26 | 0.26 |

Condensed Consolidated Statement of Changes In Equity

簡明綜合權益變動表

For the six months ended 30 June 2017 截至2017年6月30日止六個月

| | | Share capital | Share premium | Investment revaluation reserve | Contributed surplus | Accumulated losses | Total |
|--|-----------------------|---------------|---------------|--------------------------------|---------------------|--------------------|----------|
| | | 股本 | 股份溢價 | 投資重估儲備 | 實繳盈餘 | 累計虧損 | 總值 |
| | | 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 |
| At 1 January 2016 (audited) | 於2016年1月1日(經審核) | 30,283 | 192,895 | (1,437) | 290,081 | (149,835) | 361,987 |
| Loss for the period | 期間虧損 | — | — | — | — | (34,038) | (34,038) |
| Fair value changes of available-for-sale investments | 可供出售投資之公平值變動 | — | — | (2,939) | — | — | (2,939) |
| 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 | — | — | 3,705 |
| Other comprehensive income for the period | 期間其他全面收益 | — | — | 766 | — | — | 766 |
| Total comprehensive income (expense) for the period | 期間全面收益(開支)總額 | — | — | 766 | — | (34,038) | (33,272) |
| At 30 June 2016 (unaudited) | 於2016年6月30日(未經審核) | 30,283 | 192,895 | (671) | 290,081 | (183,873) | 328,715 |
| At 1 January 2017 (audited) | 於2017年1月1日(經審核) | 30,283 | 192,895 | (2,990) | 290,081 | (193,132) | 317,137 |
| Loss for the period | 期間虧損 | — | — | — | — | (14,247) | (14,247) |
| Fair value changes of available-for-sale investments | 可供出售投資之公平值變動 | — | — | 7,612 | — | — | 7,612 |
| 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 | — | — | 629 | — | — | 629 |
| Other comprehensive income for the period | 期間其他全面收益 | — | — | 8,241 | — | — | 8,241 |
| Total comprehensive income (expense) for the period | 期間全面收益(開支)總額 | — | — | 8,241 | — | (14,247) | (6,006) |
| At 30 June 2017 (unaudited) | 於2017年6月30日(未經審核) | 30,283 | 192,895 | 5,251 | 290,081 | (207,379) | 311,131 |



Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2017 截至2017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 | |
| | | 2017 | 2016 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (unaudited) | (unaudited) |
| | | (未經審核) | (未經審核) |
| | | NOTES | |
| | | 附註 | |
| Net cash used in operating activities | 經營活動所耗現金淨額 | | (8,948) |
| INVESTING ACTIVITIES | 投資活動 | | |
| Repayment of loan receivable | 應收貸款還款 | | 4,264 |
| Interest received | 已收利息 | | 1 |
| Purchase of plant and equipment | 購買廠房及設備 | 10 | (1,186) |
| NET CASH FROM INVESTING ACTIVITIES | 投資活動所得現金淨額 | | 3,079 |
| FINANCING ACTIVITY | 融資活動 | | |
| Loan from a securities broker | 來自證券經紀的貸款 | 14 | — |
| NET CASH FROM FINANCING ACTIVITY | 融資活動所得現金淨額 | | — |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | 現金及等值現金項目減少淨額 | | (5,869) |
| CASH AND CASH EQUIVALENTS AT 1 JANUARY | 於1月1日之現金及等值現金項目 | | 20,079 |
| CASH AND CASH EQUIVALENTS AT 30 JUNE | 於6月30日之現金及等值現金項目 | | 14,210 |
| Represented by | 指 | | |
| Bank balances and cash | 銀行結餘及現金 | | 11,059 |
| Cash held by securities brokers | 證券經紀持有之現金 | | 3,151 |
| | | | 14,210 |
| | | | 1,154 |

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2017 截至2017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 2016.

Application of amendments to HKFRSs

In the Period, the Group has applied, for the first time, the following amendments to HKFRSs that are mandatorily effective for the period:

| | |
|------------------------|--|
| Amendments to HKAS 7 | Disclosure Initiative |
| Amendments to HKAS 12 | Recognition of Deferred Tax Assets for Unrealised Losses |
| Amendments to HKFRS 12 | Disclosure of Interests in Other Entities |

The application of the above 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2016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，本集團已首次應用於下列本期間強制生效之香港財務報告準則之若干修訂：

| | |
|-----------------|----------------|
| 香港會計準則第7號之修訂 | 披露主動性 |
| 香港會計準則第12號之修訂 | 就未變現虧損確認遞延稅項資產 |
| 香港財務報告準則第12號之修訂 | 披露於其他實體之權益 |

於本期間應用上述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。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至2017年6月30日止六個月

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.

At Period End Date, the Group has unused tax losses of HK\$185,492,000 (31 December 2016: HK\$172,156,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Tax losses may be carried forward indefinitely.

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:

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。

於期結日，本集團之未動用稅項虧損185,492,000港元（2016年12月31日：172,156,000港元）可用於抵銷未來溢利。由於未來溢利流量不可預測，故並無確認遞延稅項資產。稅項虧損可無限期承前結轉。

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：

| | | Six months ended 30 June 截至6月30日止六個月 | |
|--|---------------------|--|--|
| | | 2017 HK\$'000 千港元 (unaudited) (未經審核) | 2016 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 | 40,454 | 2,331 |
| Dividend income | 股息收入 | 35 | 30 |
| | | 40,489 | 2,361 |

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至2017年6月30日止六個月

5. TURNOVER AND REVENUE (Continued)

Revenue represents dividend income. 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 | |
|-----------------|------|--|--|
| | | 2017 HK\$'000 千港元 (unaudited) (未經審核) | 2016 HK\$'000 千港元 (unaudited) (未經審核) |
| Dividend income | 股息收入 | 35 | 30 |

5. 營業額及收入(續)

收入指股息收入。本集團期間之收入分析如下：

6. OTHER GAINS AND LOSSES

| | | Six months ended 30 June 截至6月30日止六個月 | |
|---|------------------------|--|--|
| | | 2017 HK\$'000 千港元 (unaudited) (未經審核) | 2016 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) | (1,737) | (19,391) |
| Impairment loss on available-for-sale investments (Note 12(iii)) | 可供出售投資之減值虧損(附註12(iii)) | (629) | (3,705) |
| | | (2,366) | (23,096) |

note: The amount included a realised loss on disposal of held-for-trading equity investments of HK\$1,160,000 (2016 Period: loss of HK\$255,000).

附註：該金額包括出售持作買賣股本投資之已變現虧損1,160,000港元(2016期間：虧損255,000港元)。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至2017年6月30日止六個月

7. LOSS FOR THE PERIOD

Loss for the period has been arrived at after charging:

| | | Six months ended 30 June 截至6月30日止六個月 | |
|---|---------------|--|--|
| | | 2017 HK\$'000 千港元 (unaudited) (未經審核) | 2016 HK\$'000 千港元 (unaudited) (未經審核) |
| Staff costs (including Directors' emoluments) | 員工開支(包括董事酬金) | 1,860 | 1,939 |
| Depreciation of plant and equipment (note 10) | 廠房及設備折舊(附註10) | 319 | 127 |

7. 期間虧損

期間虧損已扣除下列各項：

8. LOSS PER SHARE

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

| | | Six months ended 30 June 截至6月30日止六個月 | |
|---|-------------------------------|--|--|
| | | 2017 HK\$'000 千港元 (unaudited) (未經審核) | 2016 HK\$'000 千港元 (unaudited) (未經審核) |
| Loss | 虧損 | | |
| Loss for purposes of basic loss per share (Loss for the period attributed to the owners of the Company) | 計算每股基本虧損之虧損(本公司 擁有人應佔期間虧損) | (14,247) | (34,038) |

8. 每股虧損

本公司擁有人應佔每股基本虧損乃按以下數據計算：

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至2017年6月30日止六個月

8. LOSS PER SHARE (Continued)

8. 每股虧損(續)

| | | 2017 | 2016 |
|---|-------------------|---------------|---------------|
| Number of shares | 股份數目 | | |
| Weighted average number of ordinary shares for the purposes of basic loss per share | 計算每股基本虧損之普通股加權平均數 | 1,211,320,200 | 1,211,320,200 |

For both periods, no diluted loss 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。

9. DIVIDEND

The Directors do not recommend the payment of interim dividend for the Period (2016 Period: nil).

9. 股息

董事不建議派發本期間之中期股息(2016期間：無)。

10. PLANT AND EQUIPMENT

During the Period, the Group has not acquired or disposed of plant and equipment (2016 Period: acquired motor vehicle of HK\$2,183,000). Depreciation of plant and equipment of HK\$319,000 (2016 Period: HK\$127,000) is provided based on their estimated useful lives of 3 to 5 years.

10. 廠房及設備

於本期間，本集團並無購置或出售廠房及設備(2016期間：購置2,183,000港元的車輛)。319,000港元(2016期間：127,000港元)之廠房及設備折舊乃按其估計可使用年期3至5年計算。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至2017年6月30日止六個月

11. INTEREST IN AN ASSOCIATE

11. 聯營公司權益

| | | 30 June 2017 2017年 6月30日 HK\$'000 千港元 (unaudited) (未經審核) | 31 December 2016 2016年 12月31日 HK\$'000 千港元 (audited) (經審核) |
|--|------------------|---|---|
| Cost of investment in an associate — unlisted | 於一間聯營公司投資之成本—非上市 | — | — |
| Share of post-acquisition profits, net of dividends received | 攤佔收購後溢利，扣除已收股息 | 1,242 | 1,242 |
| Impairment on interest in an associate | 一間聯營公司權益之減值 | (1,242) | (1,242) |
| | | — | — |

As at 30 June 2017 and 31 December 2016, the Group had interest in the following associate:

於2017年6月30日及2016年12月31日，本集團於以下聯營公司中擁有權益：

| Name of entity 公司名稱 | Place of incorporation 註冊成立地點 | Paid-up issued ordinary share capital 已繳足已發行普通股本 | Proportion of nominal value of issued capital held by the Group 本集團持有之已發行股本面值之比例 | | Principal activity 主要業務 |
|------------------------|----------------------------------|---|---|--|----------------------------|
| | | | 30 June 2017 2017年 6月30日 | 31 December 2016 2016年 12月31日 | |
| Easy Best (note) | The BVI | 100 shares of USD 1 each | 30% | 30% | Investment holding |
| Easy Best (附註) | 英屬處女群島 | 100股每股面值1美元之股份 | | | 投資控股 |

note: Proportion of result shared by the Group is 50% according to the shareholders' agreement.

附註：根據股東協議，本集團分佔之業績比例為50%。

The Group had discontinued recognition of its share of loss of an associate since the year ended 31 December 2014 because its cumulative share of losses in this associate had exceeded its investment cost less subsequent accumulated impairment losses. The Group will not resume recognition of its share of any future profits in this associate until its share of such profits equals the cumulative share of losses not recognised in past years.

本集團已自截至2014年12月31日止年度起終止確認其應佔一間聯營公司虧損，原因是其所應佔該聯營公司之累計虧損已超過其投資成本減其後累計減值虧損。本集團將不會重新確認其分佔該聯營公司之任何未來溢利，直至其分佔之該等溢利相等於過往年度中未有確認之分佔累計虧損為止。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至2017年6月30日止六個月

12. AVAILABLE-FOR-SALE INVESTMENTS

12. 可供出售投資

| | | 30 June | 31 December |
|--|-----------------------|--------------------|-------------|
| | | 2017 | 2016 |
| | | 2017年 | 2016年 |
| | | 6月30日 | 12月31日 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (unaudited) | (audited) |
| | | (未經審核) | (經審核) |
| Unlisted equity securities (notes i and ii) | 非上市股本證券(附註i及ii) | 83,504 | 83,504 |
| Less: Impairment losses | 減: 減值虧損 | (36,670) | (36,670) |
| | | 46,834 | 46,834 |
| Hong Kong listed equity securities, at fair value (note iii) | 香港上市股本證券, 按公平值(附註iii) | 60,312 | 52,700 |
| | | 107,146 | 99,534 |

notes:

- (i) The unlisted equity securities are measured at cost less impairment at the end of the reporting periods, because the range of reasonable fair value estimates is so significant that the Directors are of the opinion that their fair values cannot be measured reliably.

附註:

- (i) 由於非上市股本證券之合理公平值估計範圍太大, 且董事認為有關證券之公平值不能可靠計量, 因此非上市股本證券於報告期末按成本扣除減值計量。



Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至2017年6月30日止六個月

12. AVAILABLE-FOR-SALE INVESTMENTS

(Continued)

notes: (Continued)

- (ii) Included in unlisted equity securities above is an investment with a carrying amount of HK\$46,834,000 (31 December 2016: HK\$46,834,000) in Rakarta. The shares of a subsidiary of Rakarta have been pledged to a bank as a security for a loan facility expiring on 3 November 2018 granted by the bank to a listed company in Hong Kong (the "Borrower"). Pursuant to an indemnity agreement signed with the Borrower in November 2011 (the "Indemnity Agreement"), the Group is indemnified for the cost of investment in Rakarta against any loss or damage arising from the above pledge of shares. The principal activity of Rakarta is investment holding and the principal activity of its principal subsidiary is zinc and lead mining in the PRC.
- (iii) For listed equity securities, impairment loss was recognised in profit or loss as there had been a significant or prolonged decline in the fair value of the relevant equity securities below their cost. During the Period, an impairment loss of HK\$629,000 (2016 Period: HK\$3,705,000) was recognised in profit or loss as, based on the directors' opinion, there had been a significant or prolonged decline in the fair value of the relevant equity securities below their carrying value.

12. 可供出售投資(續)

附註：(續)

- (ii) 上述非上市股本證券為一項賬面值為46,834,000港元(2016年12月31日：46,834,000港元)於Rakarta之投資。Rakarta之附屬公司之股份已抵押予銀行，作為該銀行授予一間香港上市公司(「借款人」)之一項於2018年11月3日到期之貸款融通之抵押品。根據與借款人於2011年11月簽署之彌償協議(「彌償協議」)，本集團已就上述股份抵押對於Rakarta之投資成本所產生之任何損失或損害獲得彌償。Rakarta之主要業務為投資控股，而其主要附屬公司的主要業務為於中國開採鋅及鉛。
- (iii) 就上市股本證券而言，由於相關股本證券之公平值大幅或長期跌至低於其成本，故減值虧損於損益中確認。於本期間，基於董事意見，由於相關股本證券之公平值大幅或長期跌至低於其賬面值，故629,000港元(2016期間：3,705,000港元)之減值虧損於損益中確認。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至2017年6月30日止六個月

13. OTHER RECEIVABLES

13. 其他應收賬項

| | | 30 June 2017 2017年 6月30日 HK\$'000 千港元 (unaudited) (未經審核) | 31 December 2016 2016年 12月31日 HK\$'000 千港元 (audited) (經審核) |
|---|-----------------|---|---|
| Earnest money deposit for a potential investment project (note i) | 潛在投資項目之誠意金(附註i) | 25,000 | 25,000 |
| Rental deposit (note ii) | 租賃按金(附註ii) | 565 | 565 |
| Other prepayments and deposits | 其他預付款項及按金 | 202 | 792 |
| Dividend receivable | 應收股息 | — | 2,432 |
| Other receivables | 其他應收賬項 | 5 | 5 |
| | | 25,772 | 28,794 |
| Analysed for reporting purposes as: | 分析作呈報用途： | | |
| Non-current | 非流動 | 565 | 565 |
| Current | 流動 | 25,207 | 28,229 |
| | | 25,772 | 28,794 |

notes:

- (i) The earnest money deposit is unsecured, interest-free and placed with the potential vendor, an individual and independent third party to the Group. During the Period, the Group had active negotiation with the vendor but such negotiation had not been concluded as at 30 June 2017. The Directors considered that further information is to be obtained in order to make the decision on this potential investment. Agreement was signed during the Period to extend the refundable period up to December 2017 or upon the conclusion of the negotiations with the potential vendor.
- (ii) The rental deposit is unsecured, interest-free and repayable upon expiry of the relevant tenancy agreement. As at 30 June 2017, the amount is classified as non-current as the term extends beyond one year.

附註：

- (i) 誠意金為無抵押、免息及存放於潛在賣方(一名個人並為本集團之獨立第三方)。於本期間，本集團已積極與賣方磋商，但有關磋商於2017年6月30日尚未結束。董事認為須獲取進一步資料，方可就此項潛在投資作出決定。本期間已簽訂協議，以將退款期延長至2017年12月或於與潛在賣方結束磋商後。
- (ii) 租賃按金為無抵押、免息及須於有關租賃協議屆滿後償還。於2017年6月30日，由於租期延長超過一年，該款項已分類為非流動。



Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至2017年6月30日止六個月

14. LOAN FROM A SECURITIES BROKER

At Period End Date, the margin loan from a securities broker was secured by a portfolio of available-for-sale investments and held-for-trading listed equity investments held under the margin account, with a total market value of approximately HK\$220,541,000 (31 December 2016: nil). The Group's margin loan has no determined maturity date and is subject to interest specified from time to time by a securities broker. The effective interest rate for the period ended 30 June 2017 is 9.65% (31 December 2016: nil) per annum.

14. 來自證券經紀的貸款

於期結日，來自證券經紀的孖展貸款乃由孖展賬戶項下持有之可供出售投資及持作買賣上市股本投資的組合所抵押，總市值約為220,541,000港元(2016年12月31日：零)。本集團之孖展貸款並無釐定到期日，並須按證券經紀不時指定的利率計息。截至2017年6月30日止期間之實際年利率為9.65%(2016年12月31日：零)。

15. SHARE CAPITAL

15. 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： | | |
| | 於2016年1月1日、2016年 | | |
| At 1 January 2016, 30 June 2016, | 6月30日、2016年12月31日 | | |
| 31 December 2016 and 30 June 2017 | 及2017年6月30日 | 4,000,000,000 | 100,000 |
| Issued and fully paid: | 已發行及已繳足： | | |
| | 於2016年1月1日、2016年 | | |
| At 1 January 2016, 30 June 2016, | 6月30日、2016年12月31日 | | |
| 31 December 2016 and 30 June 2017 | 及2017年6月30日 | 1,211,320,200 | 30,283 |

16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

16. 財務工具之公平值計量

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

本集團若干財務資產於各報告期末以公平值計量。下表載列有關釐定該等財務資產之公平值之方法的資料(尤其是所用的估值技術及輸入值)以及公平值等級之級別(公平值計量根據其輸入值之可觀察程度分類(第1至3級))之資料。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至2017年6月30日止六個月

16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

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

16. 財務工具之公平值計量 (續)

- 第1級公平值計量由同等資產於活躍市場之報價(未經調整)得出；
- 第2級公平值計量由第1級所載報價以外之可觀察資產輸入值直接(即價格)或間接(即源自價格)得出；及
- 第3級公平值計量由包括並非基於可觀察市場數據(非可觀察輸入值)之資產輸入值之估值技術得出。

| Financial assets 財務資產 | Fair value as at 於下列時間之公平值 | | Fair value hierarchy 公平值等級 | Valuation technique(s) and key input(s) 估值技術及重要輸入值 |
|---|---|--|-------------------------------|---|
| | 30 June 2017 2017年6月30日 HK\$'000 千港元 | 31 December 2016 2016年12月31日 HK\$'000 千港元 | | |
| Hong Kong listed equity securities classified as available-for-sale investments 分類為可供出售投資之香港上市股本證券 | 60,312 | 52,700 | Level 1 第1級 | Quoted bid price in an active market 於活躍市場之買入價報價 |
| Held-for-trading listed equity investments 持作買賣上市股本投資 | 231,771 | 182,704 | Level 1 第1級 | Quoted bid prices in an active market 於活躍市場之買入價報價 |

The directors consider that the carrying amounts of its financial assets recorded at amortised cost in the condensed consolidated financial statements approximate to their fair values.

董事認為計入簡明綜合財務報表內攤銷成本之財務資產之賬面值與其公平值相若。

The fair values of the Group's financial assets recorded at amortised cost are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

本集團按攤銷成本入賬的財務資產之公平值乃根據貼現現金流量分析之公認定價模式釐定。



Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至2017年6月30日止六個月

16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

Fair value measurements and valuation processes

The Directors have closely monitored and determined the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available.

Information about the valuation techniques and inputs used in determining the fair value of various assets are disclosed above.

16. 財務工具之公平值計量 (續)

公平值計量及估值程序

董事已緊密監察及釐定合適之公平值計量估值技術及輸入值。

於估計一項資產或一項負債之公平值時，本集團會使用可得之市場可觀察數據。

有關用以釐定多項資產之公平值之估值技術及輸入值之資料已於上文披露。

17. RELATED PARTY/CONNECTED TRANSACTIONS

During both periods, the Group entered into the following related party/connected transactions:

17. 關連人士／關連交易

兩個期間內，本集團訂立以下關連人士／關連交易：

| Name 名稱 | Relationship 關係 | Nature of transactions 交易性質 | Six months ended 30 June 截至6月30日止六個月 | |
|--------------------|--|--|--|--|
| | | | 2017 HK\$'000 千港元 (unaudited) (未經審核) | 2016 HK\$'000 千港元 (unaudited) (未經審核) |
| GC Capital 漢華資本 | Investment manager of the Company 本公司之投資經理 | Investment management fee expense 投資管理費開支 | 3,600 | 3,600 |

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至2017年6月30日止六個月

17. RELATED PARTY/CONNECTED TRANSACTIONS (Continued)

The remuneration of Directors and other members of key management during the period is as follows:

| | | Six months ended 30 June 截至6月30日止六個月 | |
|------------------------------|--------|--|--|
| | | 2017 HK\$'000 千港元 (unaudited) (未經審核) | 2016 HK\$'000 千港元 (unaudited) (未經審核) |
| Short-term employee benefits | 短期僱員福利 | 1,404 | 1,437 |
| Retirement benefits costs | 退休福利成本 | 76 | 74 |
| | | 1,480 | 1,511 |

17. 關連人士／關連交易(續)

期內，董事及主要管理層其他成員之薪酬如下：

18. NET ASSET VALUE PER SHARE

Net asset value per Share is computed based on the net assets of HK\$311,131,000 (31 December 2016: HK\$317,137,000) and 1,211,320,200 (31 December 2016: 1,211,320,200) issued and fully paid Shares as at 30 June 2017.

19. SUBSEQUENT EVENTS

There is no major event subsequent to Period End Date.

18. 每股股份資產淨值

每股股份資產淨值乃按於2017年6月30日之資產淨值311,131,000港元(2016年12月31日：317,137,000港元)及已發行及已繳足之1,211,320,200股(2016年12月31日：1,211,320,200股)股份計算。

19. 期後事件

於期結日後並無發生任何主要事項。



In this interim report (other than the independent auditor's review report as set out on pages 11 to 12), the following expressions shall have the following meanings unless the context otherwise requires:

於本中期報告內(載於第11至12頁之獨立核數師審閱報告者除外), 除非文義另有所指, 否則下列詞彙具有以下涵義:

| | |
|------------------------|---|
| Associate(s) 聯繫人 | has the meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞之涵義 |
| Board 董事會 | the board of Directors 董事會 |
| BVI 英屬處女群島 | British Virgin Islands 英屬處女群島 |
| 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 |
| Easy Best Easy Best | Easy Best Holdings Limited, a company incorporated in the BVI Easy Best Holdings Limited, 一間於英屬處女群島註冊成立之公司 |
| GC Capital 漢華資本 | Greater China Capital Limited, the investment manager of the Group that provides investment management services to the Group and a private limited company incorporated in Hong Kong and licensed to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under SFO 漢華資本有限公司, 本集團之投資經理, 負責向本集團提供投資管理服務, 乃一間於香港註冊成立之私人有限公司, 及根據證券及期貨條例可進行第4類(就證券提供意見)、第6類(就機構融資提供意見)及第9類(提供資產管理)受規管活動之持牌人 |

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| 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 |
| MPF Scheme 強積金計劃 | Mandatory Provident Fund Scheme established under Mandatory Provident Funds Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) 根據香港法例第485章強制性公積金計劃條例而註冊之強制性公積金計劃 |
| 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 2017 截至2017年6月30日止六個月 |
| Period End Date 期結日 | at 30 June 2017 於2017年6月30日 |



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| 2016 Period 2016 期間 | the six months ended 30 June 2016 截至2016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 report, excludes Hong Kong, Macau and Taiwan 中華人民共和國，就本中期報告而言，不包括香港、澳門及台灣 |
| Rakarta Rakarta | Rakarta Limited, a limited company incorporated in the BVI Rakarta Limited，一間於英屬處女群島註冊成立之有限公司 |
| 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 |
| Shareholder(s) 股東 | holder(s) of Share(s) 股份持有人 |
| SFO 證券及期貨條例 | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 香港法例第571章證券及期貨條例 |
| Stock Exchange 聯交所 | The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司 |
| USA 美國 | United States of America 美利堅合眾國 |
| 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 USA 美國法定貨幣美元 |



PROSPERITY INVESTMENT HOLDINGS LIMITED
嘉進投資國際有限公司

Suite 2701, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong
香港灣仔港灣道 6-8 號瑞安中心 2701 室

Tel 電話: (852) 3106 3939

Fax 傳真: (852) 3106 3938

