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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 股份代號: 00310)**

## INTERIM RESULTS (UNAUDITED)

### FOR THE SIX MONTHS PERIOD ENDED 30 JUNE 2025

### 截至2025年6月30日止六個月期間之中期業績（未經審核）

The Board of Prosperity Investment Holdings Limited (the “**Company**”) hereby announces the unaudited consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the six months period ended 30 June 2025. This condensed consolidated financial information has been reviewed by the Company’s Audit Committee.

Prosperity Investment Holdings Limited 嘉進投資國際有限公司（「**本公司**」）的董事會謹此公告本公司和其附屬公司（統稱「**本集團**」）截至 2025 年 6 月 30 日止六個月期間的未經審核綜合業績。本簡明綜合財務資料已經由本公司的審核委員會審閱。

\* For identification purpose only  
僅供識別

# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 簡明綜合損益和其他全面收益表

For the six months period ended 30 June 2025  
截至2025年6月30日止六個月期間

		For the six months period ended 30 June 截至6月30日止六個月期間		
		Notes 附註	2025 HK\$'000 千港元 (unaudited) (未經審核)	2024 HK\$'000 千港元 (unaudited) (未經審核)
<b>Gross proceeds from operations</b>	<b>營運所得款項總額</b>	4	<b>59</b>	1,414
<b>Revenue</b>	<b>收入</b>	4	<b>3</b>	3
Other Gains / (Losses), net	其他收益 / (虧損), 淨額	5	<b>5</b>	(4,136)
Other income	其他收入		<b>6</b>	52
Administrative expenses	行政開支		<b>(3,977)</b>	(4,773)
Investment management expenses	投資管理開支		-	(240)
Finance costs	財務成本		<b>(322)</b>	(365)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>		<b>(4,285)</b>	(9,459)
Income tax expense	所得稅開支	6	-	-
<b>Loss for the period</b>	<b>本期間虧損</b>		<b>(4,285)</b>	(9,459)
<b>Other comprehensive expense for the period</b>	<b>期間其他全面開支</b>			
<i>Item that will not be reclassified subsequently to profit or loss:</i>	<i>後續不會重新分類至損益的項目:</i>			
Fair value loss on financial assets at fair value through other comprehensive income ("FVOCI") #	按公平值計入其他全面收益之金融資產公平值虧損 #		-	-
<b>Total comprehensive expense for the period attributable to owners of the Company</b>	<b>本公司擁有人應佔本期間全面開支總額</b>		<b>(4,285)</b>	(9,459)
<b>Loss per share</b>	<b>每股虧損</b>			
- Basic and Diluted (HK cents)	- 基本和攤薄 (港仙)	7	<b>(3.5)</b>	(7.8)

# Similar to 2024 Period, no adjustment has been made on the fair value as at Period End Date. Any adjustments will be made at 31 December when the auditor is involved.

# 與2024期間相同，公平值在期結日未有調整。在12月31日當有核數師參與時才對其作出任何調整。

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

At 30 June 2025

於2025年6月30日

		Notes	At 30 June 2025 於2025年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2024 於2024年 12月31日 HK\$'000 千港元 (audited) (經審核)
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Plant and Equipments	廠房及設備		205	267
Financial Assets FVOCI	按公平值計入其他全面收益 之金融資產		5,293	5,293
			<b>5,498</b>	<b>5,560</b>
<b>Current assets</b>	<b>流動資產</b>			
Financial Assets at Fair Value through Profit or Loss ("FVTPL")	按公平值計入損益之金融資產		80	132
Other Receivables	其他應收賬項		2	96
Cash held by securities brokers	證券經紀持有之現金		5	4
Bank balances and cash	銀行結餘及現金		91	330
			<b>178</b>	<b>562</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Other Payable and Accruals	其他應付賬項和應計賬項		8,165	6,261
Borrowings	貸款		4,088	2,160
Convertible notes	可換股票據	9	4,000	4,000
			<b>16,253</b>	<b>12,421</b>
<b>Net current liabilities</b>	<b>流動負債淨值</b>		<b>(16,075)</b>	<b>(11,859)</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>(10,577)</b>	<b>(6,299)</b>
<b>Long term liability</b>	<b>長期負債</b>			
Convertible notes	可換股票據	9	4,000	4,000
<b>Net Liabilities</b>	<b>負債淨值</b>		<b>(14,577)</b>	<b>(10,299)</b>

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

At 30 June 2025  
於2025年6月30日

			At 30 June 2025 於2025年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2024 於2024年 12月31日 HK\$'000 千港元 (audited) (經審核)
	Notes 附註			
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share Capital	股本	10	121	121
Reserves	儲備		(14,698)	(10,420)
<b>Total deficit</b>	<b>虧絀總值</b>		<b>(14,577)</b>	<b>(10,299)</b>
<b>Net Liabilities</b>				
<b>Value per Share* (HK\$)</b>	<b>每股負債淨值* (港元)</b>		<b>(0.12)</b>	<b>(0.09)</b>

\* Net Liabilities Value per Share at Period End Date is computed based on the net Liabilities Value of HK\$14,577,000 (31 December 2024: HK\$10,299,000) and 121,132,020 shares (31 December 2024: 121,132,020 shares) issued and fully paid Shares.

\* 每股負債淨值乃按於期結日之負債淨值為14,577,000港元（2024年12月31日：10,299,000港元）及已發行和已繳足之121,132,020股（2024年12月31日：121,132,020股）股份計算。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months period ended 30 June 2025

截至2025年6月30日止六個月期間

### 1. BASIS OF PREPARATION

The condensed consolidated financial statements for the Period have been prepared in accordance with the applicable disclosure requirements of the Listing Rules and HKAS 34 “Interim Financial Reporting”. The condensed consolidated financial statements do not include all of the information and disclosures required for a full set of financial statements prepared in accordance with HKFRSs and should be read in conjunction with the annual consolidated financial statements of the Group for the year ended 31 December 2024.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Group has adopted new or revised standards, amendments to standards and interpretations of HKFRS which are effective for accounting periods commencing on or after 1 January 2025. The adoption of such new or revised standards, amendments to standards and interpretations does not have material impact on the unaudited condensed consolidated interim financial information and does not result in substantial changes to the Group’s accounting policies and amounts reported for the current period and prior years. The Group has not adopted any new standard or interpretation that is not yet effective for the current accounting period. Management does not anticipate any significant impact on the Group’s consolidated financial position and consolidated results of operations upon adopting the other new or revised standards, amendments or interpretations.

### 1. 編製基準

本期間之簡明綜合財務報表乃根據上市規則和香港會計準則第34號「中期財務報告」之適用披露規定而編製。簡明綜合財務報表並未納入根據香港財務報告準則編製完整財務報表時規定的所有資料和披露，和應與截至2024年12月31日止年度之本集團年度綜合財務報表一併閱讀。

### 2. 主要會計政策概要

本集團已採納香港財務報告準則之新訂或經修訂準則、準則修訂及詮釋，其自2025年1月1日或之後開始之會計期間生效。採納該等新訂或經修訂準則、準則修訂及詮釋對未經審核簡明綜合中期財務資料並無重大影響，且不會導致本集團之會計政策以及於本期間及過往年度呈報的金額出現重大變動。本集團於本會計期間並未採納任何尚未生效之新訂準則或詮釋。管理層預計採納其他新訂或經修訂準則、修訂或詮釋不會對本集團的綜合財務狀況及綜合經營業績構成任何重大影響。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months period ended 30 June 2025

截至2025年6月30日止六個月期間

### 3. SEGMENT INFORMATION

HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the CODM, being the only executive director of the Company, in order to allocate resources and to assess performance. The CODM reviews the Group's investment portfolio and profit or loss as a whole, which is determined in accordance with the Group's accounting policies, for performance assessment, up to 9 June 2021. Accordingly, no operating segment information is presented.

The position of executive director has been vacant from 10 June 2021. Moreover, due to the nature of the Company's business the Board of Directors continues the view that no operating segment information shall be presented.

### 4. GROSS PROCEEDS FROM OPERATIONS/REVENUE

The following table shows the gross proceeds from disposal of financial assets at FVTPL and the revenue of the Group which represents the dividend income:

### 3. 分類資料

香港財務報告準則第8號要求按有關主要經營決策者（即本公司唯一執行董事）定期檢討之本集團成份之內部報告基準識別經營分類，以分配資源和評估表現。主要經營決策者檢討本集團之整體投資組合和溢利或虧損（根據本集團之會計政策釐定）以進行表現評估，直至2021年6月9日止。因此，本集團並無另行呈列經營分類資料。

自2021年6月10日起，執行董事一職懸空。由於公司之業務性質，董事會維持相同意見。因此，並無呈列經分類資料。

### 4. 營運所得款項總額／收入

下表顯示出售按公平值計入損益之金融資產之所得款項總額和本集團之收入，指股息收入：

		For the six months period ended 30 June	
		截至6月30日止6個月期間	
		2025	2024
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Gross proceeds from disposal of financial assets at FVTPL which are revenue in nature for tax purposes	出售按公平值計入損益之金融資產（就稅務而言為收益性質）所得款項總額	56	1,357
Gross proceeds from disposal of financial assets at FVTPL which are capital in nature for tax purposes	出售按公平值計入損益之金融資產（就稅務而言為資本性質）所得款項總額	—	54
Dividend income	股息收入	3	3
		<b>59</b>	<b>1,414</b>

Revenue represents dividend income of HK\$3,000 (2024 Period: HK\$3,000).

收入指股息收入3,000港元（2024期間：3,000港元）。

## Notes to Condensed Consolidated Financial Statements

### 簡明綜合中期財務報表附註

For the six months period ended 30 June 2025

截至2025年6月30日止六個月期間

#### 5. OTHER GAINS / (LOSSES), NET

#### 5. 其他收益/(虧損), 淨額

		For the six months period ended 30 June 截至6月30日止6個月期間	
		2025	2024
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Fair value changes of financial assets at FVTPL	按公平值計入損益之金融資產 之公平值變動		
– capital in nature for tax purposes	– 就稅務而言為資本性質	—	(458)
– revenue in nature for tax purposes	– 就稅務而言為收益性質	5	(3,678)
		5	(4,136)

The fair value changes of financial assets at FVTPL comprised of net realized gains on disposal of financial assets at FVTPL of HK\$7,000 (2024 Period: net realized losses HK\$210,000). These figures represent the difference between proceeds on disposal and the original costs of acquisition of financial assets at FVTPL, and net unrealized losses HK\$2,000 (2024 Period: net unrealized losses of HK\$3,926,000).

按公平值計入損益之金融資產之公平值變動包括出售按公平值計入損益之金融資產之已變現淨收益7,000港元（2024期間：已變現淨虧損210,000港元）。此等數目代表由出售按公平值計入損益之金融資產的所得款項和在購入時的原價之差額所達致和未變現淨虧損2,000港元（2024期間：未變現淨虧損3,926,000港元）。

#### 6. INCOME TAX EXPENSE

#### 6. 所得稅開支

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

由於兩個期間均無產生應評稅利潤，故並無就兩個期間的香港利得稅作出撥備。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合中期財務報表附註

For the six months period ended 30 June 2025

截至2025年6月30日止六個月期間

### 7. LOSS PER SHARE

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

### 7. 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：

		For the six months period ended 30 June	
		截至6月30日止6個月期間	
		2025	2024
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Loss attributed to the owners of the Company (HK\$'000)	本公司擁有人應佔虧損(千港元)	(4,285)	(9,459)
Weighted average number of ordinary shares in issue for the purpose of loss per share (in thousands)	用以計算每股虧損之已發行普通股加權平均數 (千股)	121,132	121,132

For the Period, the computation of diluted loss per share does not assume the conversion of the Company's outstanding convertible notes since their assumed exercise would result in a decrease in loss per share. For the 2023 Period, the diluted loss per share is the same as basic loss per share as there was no potential dilutive ordinary share outstanding during the 2023 Period.

The weighted average number of ordinary shares in issue in the 2023 Period has been adjusted retrospectively to reflect the capital reorganization effective on 13 December 2023.

對於本期間，計算每股攤薄虧損時不假設本公司尚未兌換的可換股票據已予兌換，原因是假設兌換將導致每股虧損減少。就2023年期間而言，每股攤薄虧損與每股基本虧損相同，原因是2023年期間沒有已發行但尚未實現之潛在攤薄普通股。

2023年期間已發行普通股的加權平均數作出追溯調整，以反映2023年12月13日生效的股本重組。

### 8. DIVIDEND

The directors do not recommend the payment of interim dividend for the Period (2024 Period: HK\$0).

### 8. 股息

董事不建議派發本期間之中期股息（2024期間：零港元）。



# Notes to Condensed Consolidated Financial Statements

## 簡明綜合中期財務報表附註

For the six months period ended 30 June 2025  
截至2025年6月30日止六個月期間

### 9. CONVERTIBLE NOTES

On 29 December 2023, the Company issued convertible notes with an aggregate principal amount of HK\$4,000,000 after resolution was passed by shareholders at the Special General Meeting on 11 December 2023 for such issue.

The convertible notes mature on 29 December 2025, bearing interest at 8 percent per annum calculated on 360 days per year. On expiry, the noteholders have an option to convert to shares or redeem the convertible notes in full or in part.

In the event the convertible notes are fully converted to ordinary shares of the Company, an additional 24,096,384 ordinary shares in the Company will be issued to the noteholders, representing 16.59% of the enlarged issued share capital of the Company, together with an additional interest of HK\$320,000 payable to the noteholders.

On 30 April 2024, the Company issued convertible notes with an aggregate principal amount of HK\$4,000,000.

The convertible notes mature on 30 April 2026, bearing interest at 8 percent per annum calculated on 360 days per year. On expiry, the noteholders have an option to convert to shares or redeem the convertible notes in full or in part.

In the event the convertible notes are fully converted to ordinary shares of the Company, an additional 24,096,386 ordinary shares in the Company will be issued to the noteholders, representing 16.59% of the enlarged issued share capital of the Company, together with an additional interest of HK\$320,000 payable to the noteholders. At 31 December 2024 and as of the date of this report, the convertible option is not approved by The Stock Exchange of Hong Kong Limited yet.

### 9. 可換股票據

於2023年12月29日，本公司發行本金總額為4,000,000港元之可換股票據，本公司股東已於2023年12月11日之特別股東大會通過決議案授權此發行。

可換股票據於2025年12月29日到期，利率為每年8%計算用每年360天為準。在到期日，可換股票據持有人可選擇全數或部份換股及取回本金。

當可換股票據全數換股，本公司將發行24,096,384普通股股份給予可換股票據持有人，相當於擴大公司股本約16.59%，和額外支付予可換股票據持有人320,000港元利息。

在2024年4月30日，本公司發行本金總額為4,000,000港元之可換股票據。

可換股票據將於2026年4月30日到期，年利率8%，每年360天計算。到期時，可換股票據持有人可選擇全部或部分轉換為股份或贖回票據。

若票據全部轉換為本公司普通股，本公司將向可換股票據持有人額外發行24,096,386股普通股，佔本公司擴大後已發行股本的16.59%，並額外應付32萬港元利息。截至2024年12月31日及本報告日期，該可換股票據尚未獲得香港聯合交易所有限公司批准。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合中期財務報表附註

For the six months period ended 30 June 2025  
截至2025年6月30日止六個月期間

### 10. SHARE CAPITAL

### 10. 股本

		Number of Shares 股份數目	Nominal value 面值 HK\$'000 千港元
<b>Ordinary shares of HK\$0.001 each</b>	<b>每股面值0.001 港元的普通股</b>		
Authorised:	法定:		
At 31 December 2024 (audited)	於2024年12月31日 (經審核) 和		
and at 30 June 2025 (unaudited)	於2025年6月30日 (未經審核)	100,000,000,000	100,000
Issued and fully paid:	已發行及已繳足:		
At 31 December 2024 (audited)	於2024年12月31日 (經審核) 和		
and at 30 June 2025 (unaudited)	於2025年6月30日 (未經審核)	121,132,020	121

### 11. SUBSEQUENT EVENTS

### 11. 期後事件

There is no major event subsequent to Period End Date.

期結日後概無發生大事項。

## Management Discussion and Analysis

## 管理層論述和分析

### BUSINESS REVIEW

During the Period, the Group faced with limited financial resources and focused in managing our investments on hand, optimising the operation cost base and raising of new capital in support of our future growth. Trading of our shares on the Stock Exchange was suspended in April 2024 due to our auditor's disclaimer of opinion on our financial information for the year ended 31 December, 2023. Every effort was made to overcome the issues to enable the resumption of trading of our shares.

#### Operational review

During the Period, the Group continued its investment activities in both listed and unlisted investments and other related financial assets. Those investments which are held for revenue in nature for tax purpose are held for trading in nature. While those investments which are held for capital in nature for tax purpose are held for long term in nature.

As mentioned in market review section, the listed investments of the Group had mixed results at Period End Date.

Proceeds on disposal of financial assets at FVTPL which are revenue in nature had decreased by around HK\$1,301,000 from that of 2024 Period.

Proceeds on disposal of financial assets at FVTPL which are capital in nature had decreased by around HK\$54,000 from that of 2024 Period.

Other than the listed investments, the Group did not make any new unlisted investment during the Period.

### 業務回顧

於本期間，集團面對有限的財務資源和專注於管理現有投資，優化營運成本基礎，並籌集新資本以支持未來的增長。由於本公司的核數師對我們截至2023年12月31日止年度的年報載有不發表意見的聲明，導致本公司的股份於2024年4月在聯交所暫停買賣。我們正在竭盡全力解決這些問題，以實現股份得以恢復買賣。

#### 經營回顧

於本期間，本集團繼續進行上市和非上市投資和其他相關金融資產之投資活動。持作(就稅務而言)為收益性質的有關投資乃為買賣性質持有，而持作(就稅務而言)屬資本性質的有關投資則為長期性質而持有。

如市場回顧一節所述，本集團的上市投資於本期結日表現不一。

出售按公平值計入損益之金融資產之所得款項（屬收益性質）較2024期間減少130.1萬港元。

出售按公平值計入損益之金融資產之所得款項（屬資本性質）較2024期間減少5.4萬港元。

除上市投資外，本集團於本期間並未進行新的非上市投資。

## FINANCIAL REVIEW

### Results for the Period

The Group reported a loss after tax of approximately HK\$4.29 million for the Period compared to the loss of HK\$9.46 million for 2024 Period. Other than the administrative expenses, investment management expense had been reduced from HK\$240,000 to HK\$0. The finance cost had decreased by HK\$40,000 due to repayment of loan from a securities broker. The loss for the Period was mainly due to the following reasons:

- (i) a gain of approximately HK\$7,000 (2024 Period: loss HK\$3.68 million) arose from the change in fair value of revenue in nature listed equity investments at FVTPL as a result of the fluctuations of the stock market;
- (ii) a loss of HK\$0 (2024 Period: loss of HK\$0.46 million) arose from the change in fair value of capital in nature listed equity investments at FVTPL as a result of the fluctuations of the stock market; and
- (iii) administrative expenses of approximately HK\$3.98 million (2024 Period: HK\$4.77 million).

### Gross proceeds from operation

Gross proceeds from disposal of financial assets at FVTPL which are revenue in nature for tax purposes	出售按公平值計入損益之金融資產 (就稅務而言為收益性質) 所得款項總額	56	1,357
Gross proceeds from disposal of financial assets at FVTPL which are capital in nature for tax purposes	出售按公平值計入損益之金融資產 (就稅務而言為資本性質) 所得款項總額	-	54
Dividend income	股息收入	3	3
		59	1,414

As mentioned in the operational review section, in the Period proceeds on disposal of financial assets at FVTPL which are revenue in nature decreased by HK\$ 1.3 million compared to 2024 Period, and proceeds on disposal of financial assets at FVTPL which are capital in nature had decreased by HK\$54,000 compared to 2024 Period.

## 財務回顧

### 本期間業績

本集團於本期間錄得除稅後虧損約429萬港元，而2024期間則為虧損946萬港元。除行政開支，投資管理開支由24萬港元減少至零港元。財務成本因償還證券經紀貸款而減少4萬港元。本期間的虧損主要原因如下：

- (i) 因股市波動，屬收益性質之按公平值計入損益之上市股本投資公平值變動產生收益7千港元（2024期間：虧損368萬港元）；
- (ii) 因股市波動，屬資本性質之按公平值計入損益之上市股本投資公平值變動產生虧損零港元（2024期間：虧損46萬港元）；和
- (iii) 行政開支約398萬港元（2024期間：477萬港元）。

### 營運所得款項總額

For the six months period ended 30 June	
截至6月30日止6個月期間	
2025	2024
HK\$'000	HK\$'000
千港元	千港元
(unaudited)	(unaudited)
(未經審核)	(未經審核)

Gross proceeds from disposal of financial assets at FVTPL which are revenue in nature for tax purposes	出售按公平值計入損益之金融資產 (就稅務而言為收益性質) 所得款項總額	56	1,357
Gross proceeds from disposal of financial assets at FVTPL which are capital in nature for tax purposes	出售按公平值計入損益之金融資產 (就稅務而言為資本性質) 所得款項總額	-	54
Dividend income	股息收入	3	3
		59	1,414

如業務回顧部分所述，於本期間，出售按公平值計入損益之金融資產(屬收益性質)所得款項與2024期間比較減少130萬港元，和出售按公平值計入損益之金融資產(屬資本性質)所得款項與2024期間比較減少5.4萬港元。

## Other Gains / (Loss), Net

The fair value changes of financial assets at FVTPL comprised of net realized gains on disposal of financial assets at FVTPL of HK\$7,000 (2024 Period: net realized losses HK\$210,000). These figures represent the difference between proceeds on disposal and the original costs of acquisition of financial assets at FVTPL, and net unrealized losses of HK\$2,000 (2024 Period: net unrealized losses HK\$3,926,000).

## Other Income

During the Period, forfeited contribution of ex-employee from Mandatory Provident Fund of HK\$6,000 (2024 Period: gain on disposal of an automobile of HK\$52,000).

## Administrative expenses

Among the administrative expenses, staff remuneration of HK\$2,398,000 (2024 Period: HK\$2,883,000) was the largest expense which represented approximately 60.3% (2024 Period: 60.42%) of the administrative expenses. Employees are regarded as the most valuable asset and the Group aims to reward the staff with competitive remuneration package.

## Investment Management expenses

Investment Management expenses of HK\$0 (2024 Period: HK\$240,000) represented amount paid to the investment manager for the provision of investment management services to the Group. Please refer to the announcement of the Company dated 21 March 2023 and 26 January 2022 respectively for details.

## 其他收益/ (虧損), 淨額

按公平值計入損益之金融資產之公平值變動包括出售按公平值計入損益之金融資產之已變現淨收益 7千港元 (2024期間: 已變現淨虧損 21萬港元)。此等數目代表由出售按公平值計入損益之金融資產的所得款項和在購入時的原價之差額所達致和未變現淨虧損 2千港元 (2024期間: 未變現淨虧損392.6萬港元)。

## 其他收入

於本期間, 由前僱員已沒收的強積金供款 6,000港元 (2024期間: 出售汽車錄得利潤 52,000港元)。

## 行政開支

於行政開支中, 239.8萬港元 (2024期間: 288.3萬港元) 的員工薪酬為最大開支, 其佔行政開支約60.3% (2024期間: 60.42%)。員工乃本集團最有價值的資產, 而本集團旨在以具競爭力的薪酬待遇獎勵員工。

## 投資管理開支

投資管理開支零港元 (2024期間: 24萬港元) 指就向本集團提供投資管理服務而支付予投資經理的金額。詳情請參閱本公司分別於2023年3月21日和2022年1月26日之公告。

## Finance costs

Finance costs included interest payment to a securities broker for the provision of margin loan and interest to convertible note.

In order to better utilise the resources, the Group used margin loan provided by a securities broker for its investment in listed equity securities since 2017. At Period End Date, the margin loan from a securities broker amounted to approximately HK\$0 (at 31 December 2024: HK\$0). The interest expenses for the Period were HK\$0 (2024 Period: HK\$365,000). The interest payment was decreased in the Period due to repayment of loan from a securities broker.

## 財務成本

財務成本包括就提供孖展貸款而向證券經紀支付的利息及可換股票據支付的利息。

為了更好利用資源，本集團自2017年起動用證券經紀提供的孖展貸款投資於上市股本證券。於期結日，來自證券經紀之孖展貸款約零港元（於2024年12月31日：零港元）。本期間的利息開支約為零港元（2024期間：36.5萬港元）。在本期間，利息開支減少是由於證券經紀的貸款在本期間償還所致。

		For the six months period ended 30 June	
		截至6月30日止6個月期間	
		2025	2024
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Interest on loan from a securities broker	來自證券經紀之貸款利息	-	148
Interest expenses of convertible notes	可換股票據之利息開支	322	217
		322	365

## Liquidity and Financial Resources

At Period End Date, the Group had: (i) cash and cash equivalents of approximately HK\$96,000 (at 31 December 2024: HK\$334,000); and (ii) a loan from a director of HK\$2,800,000 (31 December 2024: HK\$1,000,000 and (iii) a loan from a director of a subsidiary company of HK\$1,288,000 (31 December 2024: HK\$1,160,000). All loans mentioned in (ii) and (iii) above were non-interest bearing, due on demand and with no guarantee provided by the Company.

## 流動資金及財務資源

於期結日，本集團有：(i)現金和等值現金項目約96,000港元（於2024年12月31日：33.4萬港元）；和(ii)一個董事提供貸款280萬港元（2024年12月31日：100萬港元）；和(iii)一個子公司董事提供128.8萬港元貸款（2024年12月31日：116萬港元）。在上面(ii)和(iii)提及的所有貸款是免利息，公司並沒有提供任何擔保及公司可在任何時間被要求償還該貸款。

## Gearing Ratio

The gearing ratio (total liabilities/total assets) at Period End Date was 356.82% (at 31 December 2024: 268.23%)

## 資本負債比率

期結日之資本負債比率（總負債／總資產）為 356.82% （於 2024 年 12 月 31 日：268.23%）。

## Contingent Liabilities

There is no contingent liability at Period End Date.

## 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 was not expected in USD transactions and balances. During the Period, the bank and cash balances in RMB were not significant and the exposure to RMB was 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.

## **Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures**

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

## **Major Customers and Suppliers**

Due to the business nature, the Group has no major customer and supplier. Therefore, there is no ageing analysis of accounts receivable and accounts payable.

## **Capital Structure**

It is the treasury policy in utilising Shareholders' fund and internal resources primarily for the investing activities and daily operations of the Group. In order to preserve resources for potential investments and daily operations, the Group may also borrow from third parties when the circumstances thought fit. Funds are mainly kept in HK\$ and will be translated into foreign currencies when necessary. The Group has no hedging policy.

## **匯率波動風險和相關對沖**

於本期間，本集團之投資主要以港元、美元和人民幣計值。由於港元與美元掛鈎，預期以美元計值之交易和結餘將不會面對重大風險。於本期間，本集團以人民幣計值的銀行和現金結餘並不重大，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。

## **重大收購及出售附屬公司、聯營公司和合營企業**

於本期間，本集團並無任何重大收購和出售附屬公司、聯營公司和合營企業。

## **主要客戶及供應商**

由於業務性質，本集團並無主要客戶和供應商。因此，並沒有應收賬和應付賬齡分析。

## **資本架構**

財務政策為主要利用股東資金和內部資源用於本集團的投資活動和日常運營。為了保存足夠資源作為潛在投資和日常運營用途，本集團亦可在情況合適時向第三方借款。資金主要以港元存置，並會在有需要時轉換為外幣。本集團並無對沖政策。

## OUTLOOK

The Hong Kong capital market appears recovering. Management is exploring options to satisfy all conditions for the resumption of trading of our shares and to raise additional equity funding in order to strengthen our balance sheet, so as to enable us to capture investment opportunities here and abroad for the overall benefit of the Company and shareholders as a whole.

## Other Information

### 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.

### CORPORATE GOVERNANCE

During the Period, the Company complied with the code provisions in the CG Code.

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separated and should not be performed by the same individual.

From 10 June 2021, due to the position of executive director was vacant, all investing/divesting activities had to be pre-approved by Opus Capital.

The Company had received approval from the Stock Exchange for a suitable person to act as its executive director and chief executive. Once the appointment is made, the Company will make an announcement in compliance with the Listing Rules.

### SUSPENSION OF TRADING

Trading in the shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) has been suspended with 9:00 a.m. on 2 April 2024 pursuant to the rule 13.50A of the Rules Governing the Listing of Securities on the Stock Exchange due to a disclaimer of opinion on the Company’s financial statements.

On 21 June 2024 and 7 April 2025, the Company received letters from the Stock Exchange setting out the guidance for the resumption of trading in the shares of the Company on the Stock Exchange (the “Resumption Guidance”). The Company is taking appropriate steps to comply with the Resumption Guidance and the relevant Listing Rules set out therein and will keep the market informed of the latest developments of the Group by making further announcement(s) as and when appropriate.

## 展望

香港資本市場似乎正在復甦。管理層正在探討各種方案，以滿足恢復股票交易的所有條件，並籌集更多股本資金，以增強我們的資產負債表，使我們能夠抓住國內外的投資機會，從而為公司和全體股東帶來整體利益。

## 其他資料

### 購買、出售或贖回本公司股份

本公司或其任何附屬公司於本期間概無購買、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。

根據企管守則之守則條文第A.2.1條，主席和最高行政人員之職務應予以區分，並不應由同一人擔任。

自2021年6月10日起，由於執行董事一職懸空，所有投資／出售活動必須經過創富融資的預先批准。

本公司已經獲得聯交所批准一合適人選去擔任執行董事及最高行政人員。一旦人選被任命，本公司會遵守上市規則即時作出公告。

### 暫停買賣

由於核數師對本公司的財務報表不發表意見，本公司的股份已根據香港聯合交易所有限公司（「聯交所」）證券上市規則第13.50A條的規定於2024年4月2日上午九時正起於聯交所暫停交易。

於2024年6月21日和2025年4月7日，本公司收到聯交所函件，當中列載有關本公司股份於聯交所恢復買賣之指引（「復牌指引」）。本公司正採取適當措施以遵守復牌指引及其中列明的相關上市規則，並將適時作出進一步公告，讓市場了解本集團的最新發展。



## AUDIT COMMITTEE

The audit committee comprises four INEDs, namely Mr. Lui Siu Tsuen, Richard, Mr. Feng Nien Shu, Ms. Wong Lai Kin, Elsa, and Mr. Ip Kwok Kwong. 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 had adopted the Model Code as the codes of conduct regarding securities transactions by Directors and by relevant employees of the Company. All Directors had 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

The interim report for the Period will be available on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) as well as the website of the Company ([www.prosperityinvestment.hk](http://www.prosperityinvestment.hk)) and despatched to the shareholders as per the corporate communication arrangements of the Company in due course.

By Order of the Board  
**Prosperity Investment Holdings Limited**  
Lau Tom Ko Yuen  
*Chairman*

Hong Kong, 29 August 2025

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

## 審核委員會

審核委員會由四名獨立非執行董事，即呂兆泉先生、鄭念叔先生、黃麗堅女士和葉國光先生組成。審核委員會與管理層已審閱本集團所採納之會計原則和常規，並商討審核、內部監控和財務申報事宜，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和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，全體董事均確認，彼等於本期間內一直全面遵守標準守則和其有關董事進行證券交易的操守守則。

## 刊載中期報告

本期間之中期報告將於稍後時間分別於聯交所網站（[www.hkex.com.hk](http://www.hkex.com.hk)）及本公司網站（[www.prosperityinvestment.hk](http://www.prosperityinvestment.hk)）刊載和寄發予已作出收取本公司通訊安排的股東。

承董事會命  
**嘉進投資國際有限公司**  
劉高原  
*主席*

香港，2025年8月29日

於本公告日期，董事會由一名非執行董事劉高原先生和四名獨立非執行董事鄭念叔先生、呂兆泉先生、黃麗堅女士和葉國光先生組成。

*This announcement is made in English and Chinese. In case of any inconsistency, information in English version shall prevail.*

本公告同時備有中文和英文版本所組成，如有任何抵觸，概以英文資料為準。

## Glossary 詞彙

In this announcement, the following expressions shall have the following meanings unless the context otherwise requires:

本公告內，除非文義另有所指，否則下列詞彙具有以下涵義：

Associate(s) 聯營公司	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	Board of Directors 董事會
CG Code 企管守則	Corporate Governance Code as set out 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	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 Prosperity Investment Holdings Limited 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	Director(s) of the Company 本公司董事
FVOCI 按公平值計入其他全面收益	fair value through other comprehensive income 按公平值計入其他全面收益
FVTPL 按公平值計入損益	fair value through profit or loss 按公平值計入損益
Group 本集團	Company and its subsidiaries 本公司和其附屬公司
HKAS 香港會計準則	Hong Kong Accounting Standards issued by HKICPA 香港會計師公會頒佈之香港會計準則
HK\$ 港元	Hong Kong Dollar, the lawful currency of Hong Kong 香港法定貨幣港元
HKFRSs 香港財務報告準則	Hong Kong Financial Reporting Standards (HKFRSs) are standards and interpretations adopted by HKICPA, comprise of Hong Kong Financial Reporting Standards (HKFRSs); HKASs; HK(IFRIC) Interpretations; and HK(SIC) Interpretations 香港財務報告準則是香港會計師公會所採納的準則及詮釋，包括香港財務報告準則；香港會計準則；香港（國際財務報告準則）解釋及香港（常務解釋委員會）發布之解釋公告
HKICPA 香港會計師公會	Hong Kong Institute of Certified Public Accountants 香港會計師公會
Hong Kong 香港	Hong Kong Special Administrative Region of the PRC 中國香港特別行政區

## Glossary (Continued)

### 詞彙 (續)

INED(s) 獨立非執行董事	Independent non-executive Directors(s) 獨立非執行董事
Listing Rules 上市規則	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	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
Opus Capital 創富資本	Opus Capital Management Limited, the investment manager of the Group since 1 January 2019 that provides investment management services to the Group, a private limited company incorporated in Hong Kong and licensed to carry out Type 9 (asset management) regulated activities under SFO 創富資本管理有限公司，自2019年1月1日起為本集團之投資經理，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，和根據證券及期貨條例可進行第9類（提供資產管理）受規管活動之持牌人
Period 本期間	the six months period ended 30 June 2025 截至2025年6月30日止六個月
Period End Date 期結日	at 30 June 2025 於2025年6月30日
2024 Period 2024 期間	the six months period ended 30 June 2024 截至2024年6月30日止六個月期間
PRC 中國	People's Republic of China, which for the purpose of this interim announcement, excludes Hong Kong, Macau and Taiwan 中華人民共和國，就本中期公告而言，不包括香港、澳門及台灣
RMB 人民幣	Renminbi, the lawful currency of PRC 中國法定貨幣人民幣
Share(s) 股份	share(s) of HK\$0.001 each in the share capital of the Company 本公司股本中每股面值0.001 港元之股份
Shareholder(s) 股東	holder(s) of Share(s) 股份持有人
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
USD 美元	United States Dollar, the lawful currency of USA 美國法定貨幣美元