



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

Stock Code 股份代號: 0310.HK



2015  
中期報告  
Interim Report





# Contents 目錄

Corporate Information 公司資料	02
Management Discussion and Analysis 管理層論述及分析	04
Other Information 其他資料	08
Report on Review of Condensed Consolidated Financial Statements 簡明綜合財務報表審閱報告	12
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	14
Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表	15
Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表	16
Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表	17
Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註	18
Glossary 詞彙	30

## Corporate Information 公司資料

### Executive Director

CHENG Hairong (*Chairman*)

### 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)

### 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

## Head Office and Principal Place of Business

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

## Principal Share Registrar and Transfer Office

Codan Services 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

## Website

[www.irasia.com/listco/hk/prosperityinv/index.htm](http://www.irasia.com/listco/hk/prosperityinv/index.htm)

## Stock Code

Hong Kong Stock Exchange: 310

## 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## 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

## 主要股份過戶登記處

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

## 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

## 網址

[www.irasia.com/listco/hk/prosperityinv/index.htm](http://www.irasia.com/listco/hk/prosperityinv/index.htm)

## 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.

#### Fund raising

Two fund raising activities, an open offer and placing of new shares under general mandate were completed in March 2015 and May 2015 respectively. The cash position of the Group has been strengthened by approximately HK\$85 million. Details of these two fund raising activities are set out in note 15 to the condensed consolidated financial statements.

#### Investment activities

The share price of certain held-for-trading investments acquired during the Period increased substantially, together with the booming of stock market in the first half of 2015, led to a significant increase in the fair value of the held-for-trading investments of the Group.

The trading of held-for-trading investments was increased during the Period in order to capture the above mentioned increase in share price and the booming of the stock market.

In addition, the Group had also realised with profit certain available-for-sale investments during the Period so as to capture the booming stock market.

Following the launch of the Hong Kong and Shanghai Connect in November 2014, the Group acquired certain A shares through this channel in the Period.

### Financial Review

#### Turnover

Although the interest income was decreased due to the maturity and redemption of Loan Note in February 2015, the increase in trading of held-for-trading investments pushed the turnover of the Group up to approximately HK\$68 million for the Period, which represents an increase of HK\$61 million or 998% from that of 2014 Period.

### 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。

#### 集資

本公司分別於2015年3月及2015年5月完成兩項集資活動——公開發售及根據一般授權配售新股。本集團的現金狀況加強約85,000,000港元。此兩項集資活動的詳情載列於簡明綜合財務報表附註15。

#### 投資活動

於本期間收購的若干持作買賣投資的股價大幅上升，加上股市於2015年上半年暢旺，令本集團的持作買賣投資的公平值顯著增加。

本集團於本期間增加持作買賣投資交易以把握上述股價上升及股市暢旺帶來的機遇。

此外，本集團亦把握股市升勢於本期間變現若干可供出售投資並錄得溢利。

自2014年11月推出滬港通後，本集團於本期間經此渠道收購若干A股。

### 財務回顧

#### 營業額

儘管利息收入因貸款票據於2015年2月到期及贖回而減少，增加持作買賣投資交易令本集團的營業額於本期間增加至約68,000,000港元，較2014期間增加61,000,000港元或998%。

## Results

The Group recorded a profit before tax of approximately HK\$118 million after an impairment loss on an available-for-sale investment of approximately HK\$4 million mainly due to the following reasons:

- (i) fair value gain of approximately HK\$118 million for the Period on the held-for-trading investments, which represents an increase of HK\$123 million or 2,475% from that of 2014 Period;
- (ii) realised gain of approximately HK\$12 million from the disposal of available-for-sale investments, which represents an 100% increase from that of 2014 Period.

## Net asset value

As at 30 June 2015, the net asset value of the Group was approximately HK\$484 million, which represents an increase of approximately HK\$210 million or 77% from that of 31 December 2014. The increase in net asset value was mainly due to the fund raising activities and the substantial increase in profit for the Period.

## Outlook

In the second half of 2015, Hong Kong will be affected by two major economies. On the one hand, the continuous recovery of the economy of USA will lead to the increase in both interest rate and exchange rate of USD which may tighten the funding. On the other hand, it is anticipated that the growth of PRC economy will slow down and the PRC government will adopt various policies to stimulate the economy which in turn increase the funding. These two contradictory economies may cause the stock market and the economy of Hong Kong volatile.

Same as previous years, the Group will be cautious in its investments and will continue to explore the opportunities for valuable investments.

## Dividend

The Directors do not recommend the payment of interim dividend for the Period (2014 Period: Nil).

## 業績

經計入約4,000,000港元之可供出售投資減值虧損後，本集團錄得約118,000,000港元之除稅前溢利，主要原因如下：

- (i) 持作買賣投資於本期間帶來約118,000,000港元的公平值收益，較2014期間增加123,000,000港元或2,475%；
- (ii) 出售可供出售投資實現約12,000,000港元的收益，較2014期間增加100%。

## 資產淨值

於2015年6月30日，本集團的資產淨值約為484,000,000港元，較2014年12月31日增加約210,000,000港元或77%。資產淨值增加主要由於本期間的集資活動及溢利大幅增加所致。

## 展望

於2015年下半年，香港將受兩項主要經濟因素影響。一方面，美國經濟持續復甦將令利率及美元匯率同時上升，並可能令資金收緊。另一方面，預期中國經濟增長將會放緩，而中國政府將採取各項政策以刺激經濟，從而令資金增加。這兩項對立的經濟因素可能令香港的股市及經濟更加波動。

一如往年，本集團將審慎投資，並將繼續發掘寶貴的投資機會。

## 股息

董事不建議派發本期間之中期股息(2014期間：無)。

## Management Discussion and Analysis (continued) 管理層論述及分析(續)

### Liquidity and Financial Resources

As at 30 June 2015, the Group had cash and cash equivalents of approximately HK\$32,620,000 (at 31 December 2014: HK\$46,258,000). The Group had no bank borrowing as at 30 June 2015.

### Gearing Ratio

The gearing ratio (total liabilities/total assets) at the end of the Period was 0.21% (at 31 December 2014: 1.14%).

### Charges on Assets

Charge on asset of the Group is set out in note 11(ii) to the condensed consolidated financial statements.

### Contingent Liabilities

There is no contingent liability as at 30 June 2015.

### 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. No hedging policy in RMB was made during the Period.

### 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.

### 流動資金及財務資源

於2015年6月30日，本集團之現金及等值現金項目約為32,620,000港元(於2014年12月31日：46,258,000港元)。於2015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0.21%(於2014年12月31日：1.14%)。

### 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11(ii)。

### 或然負債

於2015年6月30日概無或然負債。

### 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，並無就人民幣作出對沖政策。

### 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。

## Employee and Remuneration Policies

The Group had 11 employees (including the Directors) as at 30 June 2015. 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. No Director or executive is involved in dealing his own remuneration. In addition to salary payments, the Group has participated in the MPF. The assets of the MPF are held separately from those of the Group in funds under the control of an independent trustee. Pursuant to the rules of the MPF, the Group and its employees are each required to make contributions to the scheme at 5% of their monthly relevant income.

## Major Subsequent Events

There is no major event subsequent to 30 June 2015.

## 僱員及薪酬政策

於2015年6月30日，本集團有11名僱員(包括董事)。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。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定，本集團及其僱員各自須按彼等每月之相關收入向計劃作出5%之供款。

## 主要結算日後事件

於2015年6月30日後並無發生任何主要事項。



## Other Information 其他資料

### Directors' Interests and Short Positions in Shares and Underlying Shares

As at 30 June 2015, the interests and short positions of the Directors 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:

#### Long positions in the Shares

Name of Director	董事姓名	Personal Interests	Family <sup>+</sup> Interests	Corporate <sup>#</sup> Interests	Total Interests	Percentage of issued share capital of the Company 佔本公司已發行股本之百分比
		個人權益*	家族權益 <sup>+</sup>	公司權益 <sup>#</sup>	總權益	
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

+ Interests of spouse

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

Note:

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.

Save as disclosed above, as at 30 June 2015, none of the Directors 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.

### 董事於股份及相關股份之權益及淡倉

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2015年6月30日，董事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：

#### 於股份之好倉

Name of Director	董事姓名	Personal Interests	Family <sup>+</sup> Interests	Corporate <sup>#</sup> Interests	Total Interests	Percentage of issued share capital of the Company 佔本公司已發行股本之百分比
		個人權益*	家族權益 <sup>+</sup>	公司權益 <sup>#</sup>	總權益	
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%

\* 實益擁有人

+ 配偶權益

# 權益由公司本身或透過其控制之公司實益持有

附註：

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。

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2015年6月30日，董事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

As at 30 June 2015, 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

## 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2015年6月30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	Family <sup>+</sup> Interests	Corporate <sup>#</sup> Interests	Total Interests	Percentage of issued share capital of the Company 佔本公司 已發行股本 之百分比
		家族權益 <sup>+</sup>	公司權益 <sup>#</sup>	總權益	
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

+ 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

## Other Information (continued) 其他資料(續)

### 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, as at 30 June 2015, 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 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 should be separate and should not be performed by the same individual. The Company does not at present have chief executive officer and is in the process of identifying suitable candidate to fill the casual vacancy of chief executive officer.

### 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 2015 年 6 月 30 日，就本公司董事所知，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、任何彼等之配偶或十八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。

## 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。本公司目前並無行政總裁，且現正物色適當人選填補行政總裁之空缺。

## 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.

## 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守則。

## 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 14 to 29, which comprise the condensed consolidated statement of financial position as of 30 June 2015 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 Main Board Listing 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.

### 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.

### 引言

吾等已審閱列載於第14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2015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主板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。

### 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

27 August 2015

### 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

2015年8月27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 2015 截至2015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		
		Notes 附註	2015 HK\$'000 千港元 (unaudited) (未經審核)	2014 HK\$'000 千港元 (unaudited) (未經審核)
Turnover — gross proceeds	營業額 — 所得款項總額	5	67,614	6,158
Revenue	收入	5	1,251	3,505
Other gains and losses on investments	投資之其他收益及虧損	6	126,483	(8,777)
Other income	其他收入		3	1
Administrative expenses	行政開支		(7,994)	(6,419)
Investment management expenses	投資管理開支		(1,800)	(1,800)
Profit (loss) for the period, attributable to owners of the Company	本公司擁有人應佔期間溢利(虧損)	7	117,943	(13,490)
<b>Other comprehensive income (expense) for the period</b>	<b>期間其他全面收益(開支)</b>			
<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		19,611	4,345
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		7,168	4,345
Total comprehensive income (expense) for the period, attributable to owners of the Company	本公司擁有人應佔期間全面收益(開支)總額		125,111	(9,145)
Earnings (loss) per share — Basic (HK\$)	每股盈利(虧損) — 基本(港元)	8	0.121	(0.019)

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

At 30 June 2015 於2015年6月30日

		Notes 附註	30 June 2015 2015年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2014 2014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	9	478	575
Interest in an associate	聯營公司權益	10	—	—
Available-for-sale investments	可供出售投資	11	182,991	128,321
			<b>183,469</b>	128,896
Current assets	流動資產			
Loan note receivable	應收貸款票據	12	—	52,752
Loan receivable	應收貸款	13	4,264	4,264
Held-for-trading listed equity investments	持作買賣上市股本投資		238,753	15,998
Other receivables	其他應收賬項	14	26,067	28,974
Cash held by securities brokers	證券經紀持有之現金		3,289	3,619
Bank balances and cash	銀行結餘及現金		29,331	42,639
			<b>301,704</b>	148,246
Current liability	流動負債			
Accruals and other payable	應計及其他應付負債		1,005	3,155
Net current assets	流動資產淨值		<b>300,699</b>	145,091
Net assets	資產淨值		<b>484,168</b>	273,987
Capital and reserves	資本及儲備			
Share capital	股本	15	30,283	17,814
Reserves	儲備		453,885	256,173
Total equity	股本總值		<b>484,168</b>	273,987
Net asset value per Share (HK\$)	每股股份資產淨值(港元)	18	<b>0.40</b>	0.39



# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2015 截至2015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 2014 (audited)	於2014年1月1日(經審核)	17,814	120,294	11,125	290,081	(151,146)	288,168
Loss for the period	期間虧損	—	—	—	—	(13,490)	(13,490)
Fair value changes of available-for-sale investments	可供出售投資之公平值變動	—	—	4,345	—	—	4,345
Total comprehensive income (expense) for the period	期間全面收益(開支)總額	—	—	4,345	—	(13,490)	(9,145)
At 30 June 2014 (unaudited)	於2014年6月30日(未經審核)	17,814	120,294	15,470	290,081	(164,636)	279,023
At 1 January 2015 (audited)	於2015年1月1日(經審核)	17,814	120,294	12,759	290,081	(166,961)	273,987
Profit for the period	期間溢利	—	—	—	—	117,943	117,943
Fair value changes of available-for-sale investments	可供出售投資之公平值變動	—	—	19,611	—	—	19,611
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)	—	—	(12,443)
Other comprehensive income for the period	期間其他全面收益	—	—	7,168	—	—	7,168
Total comprehensive income for the period	期間全面收益總額	—	—	7,168	—	117,943	125,111
Issue of shares (Note 15)	發行股份(附註15)	12,469	72,601	—	—	—	85,070
At 30 June 2015 (unaudited)	於2015年6月30日(未經審核)	30,283	192,895	19,927	290,081	(49,018)	484,168

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2015 截至2015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	
		2015 HK\$'000 千港元 (unaudited) (未經審核)	2014 HK\$'000 千港元 (unaudited) (未經審核)
	Notes 附註		
Net cash used in operating activities	經營活動所耗現金淨額	(113,048)	(6,027)
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Repayment of loan note receivable	應收貸款票據還款 12	53,176	—
Proceeds on disposal of available-for-sale investments	出售可供出售投資之所得款項	23,684	—
Advance to an investee company	一間接受投資公司墊款 11(v)	(7,500)	—
Repayment from an investee company	一間接受投資公司還款 11(v)	7,500	—
Interest received	已收利息	903	551
Repayment of loans receivable	應收貸款還款	—	2,100
Purchase of available-for-sale investments	購買可供出售投資	(63,423)	—
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>投資活動所得現金淨額</b>	<b>14,340</b>	2,651
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Proceeds from issue of shares	發行股份之所得款項 15	89,066	—
Transaction costs paid for issue of shares	就發行股份已付之交易成本 15	(3,996)	—
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金淨額</b>	<b>85,070</b>	—
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及等值現金項目 減少淨額</b>	<b>(13,638)</b>	(3,376)
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>於1月1日之現金及 等值現金項目</b>	<b>46,258</b>	20,067
<b>CASH AND CASH EQUIVALENTS AT 30 JUNE</b>	<b>於6月30日之現金及 等值現金項目</b>	<b>32,620</b>	16,691
Represented by	指		
Bank balances and cash	銀行結餘及現金	29,331	10,565
Cash held by securities brokers	證券經紀持有之現金	3,289	6,126
		<b>32,620</b>	16,691

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2015 截至2015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 2014.

#### 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 profit 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2014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溢利（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 2015 截至2015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.

### 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. Turnover and Revenue

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

### 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	
		2015 HK\$'000 千港元 (unaudited) (未經審核)	2014 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	66,363	2,653
Dividend income	股息收入	486	27
Interest on loan note receivable	應收貸款票據利息	765	3,478
		<b>67,614</b>	<b>6,158</b>

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

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：

		Six months ended 30 June 截至6月30日止六個月	
		2015 HK\$'000 千港元 (unaudited) (未經審核)	2014 HK\$'000 千港元 (unaudited) (未經審核)
Dividend income	股息收入	486	27
Interest on loan note receivable	應收貸款票據利息	765	3,478
		<b>1,251</b>	<b>3,505</b>

## 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 2015 截至2015年6月30日止六個月

### 6. Other Gains and Losses on Investments

### 6. 投資之其他收益及虧損

		Six months ended 30 June 截至6月30日止六個月	
		2015 HK\$'000 千港元 (unaudited) (未經審核)	2014 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)	117,720	(4,957)
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	12,443	—
Impairment loss on interest in an associate (Note 10)	於一間聯營公司權益之減值虧損(附註10)	—	(1,242)
Impairment loss on loan to an associate	向一間聯營公司貸款之減值虧損	—	(2,578)
Impairment loss recognised in respect of an available-for-sale investment (Note 11(iii))	可供出售投資之已確認減值虧損(附註11(iii))	(3,680)	—
		<b>126,483</b>	<b>(8,777)</b>

Note: The amount included a realised gain on disposal of held-for-trading equity investments of HK\$42,212,000 (2014 Period: loss of HK\$53,000).

附註：該金額包括出售持作買賣股權投資之已變現收益42,212,000港元(2014期間：虧損53,000港元)。

### 7. Profit (Loss) for the Period

### 7. 期間溢利(虧損)

Profit (loss) for the period has been arrived at after charging:

期間溢利(虧損)已扣除下列各項：

		Six months ended 30 June 截至6月30日止六個月	
		2015 HK\$'000 千港元 (unaudited) (未經審核)	2014 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)	1,712	1,572
Depreciation of plant and equipment	廠房及設備折舊	97	210

## 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 2015 截至2015年6月30日止六個月

### 8. Earnings (Loss) Per Share

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

### 8. 每股盈利(虧損)

本公司擁有人應佔每股基本盈利(虧損)乃按以下數據計算：

		Six months ended 30 June 截至6月30日止六個月	
		2015 HK\$'000 千港元 (unaudited) (未經審核)	2014 HK\$'000 千港元 (unaudited) (未經審核)
<b>Earnings (loss)</b>	<b>盈利(虧損)</b>		
Earnings (loss) for purpose of basic earnings (loss) per share (Profit (loss) for the period attributed to the owners of the Company)	計算每股基本盈利(虧損)之盈利(虧損)(本公司擁有人應佔期間溢利(虧損))	<b>117,943</b>	(13,490)
		2015	2014
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purposes of basic earnings (loss) per share	計算每股基本盈利(虧損)之普通股加權平均數	<b>972,368,685</b>	712,546,800

For both periods, no diluted earnings (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普通股，故並無呈列每股攤薄盈利(虧損)。

### 9. Plant and Equipment

No plant and equipment has been acquired or disposed of during both periods. Depreciation of HK\$97,000 (2014 Period: HK\$210,000) is provided based on their estimated useful lives of 3 to 5 years.

### 9. 廠房及設備

於該兩個期間，概無購置或出售廠房及設備。97,000港元(2014期間：210,000港元)之折舊乃按其估計可使用年期三至五年計算。

## 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 2015 截至2015年6月30日止六個月

### 10. Interest in an Associate

### 10. 聯營公司權益

		30 June 2015 2015年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2014 2014年 12月31日 HK\$'000 千港元 (audited) (經審核)
Costs 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 2015 and 31 December 2014, the Group had interest in the following associate:

於2015年6月30日及2014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 2015 2015年 6月30日	31 December 2014 2014年 12月31日	
Easy Best (note) Easy Best (附註)	The BVI 英屬處女群島	100 shares of USD1 each 100股每股面值 1美元之股份	30%	30%	Investment holding 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 during both periods 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.

本集團已於該兩個期間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 2015 截至2015年6月30日止六個月

### 10. Interest in an Associate (Continued)

During the 2014 Period, an impairment loss of HK\$1,242,000 was recognised in the condensed consolidated statement of profit or loss, which was measured as the difference between the carrying amount of investment in an associate and the present value of the estimated future cash flows generated from the associate.

### 10. 聯營公司權益(續)

於2014期間，一項減值虧損1,242,000港元已於簡明綜合損益表中確認，其乃按於一間聯營公司之投資之賬面值與自該聯營公司所產生之估計未來現金流量之現值之差額計量。

### 11. Available-For-Sale Investments

### 11. 可供出售投資

		30 June 2015 2015年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2014 2014年 12月31日 HK\$'000 千港元 (audited) (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 (note iii)	減：減值虧損(附註iii)	(25,777)	(22,097)
		57,727	61,407
Hong Kong listed equity securities, at fair value	香港上市股本證券，按公平值	125,264	66,914
(notes iii and iv)	(附註iii及iv)		
		182,991	128,321

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 significant and the Directors are of the opinion that their fair values cannot be measured reliably.
- (ii) Included in unlisted equity securities above is an investment with a carrying amount of HK\$54,046,000 (31 December 2014: HK\$54,046,000) 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. Rakarta is controlled by an individual who has approximately 19% equity interest in the Borrower at the date of the Indemnity Agreement. The principal activity of Rakarta is investment holding and the principal activity of its principal subsidiary is zinc and lead mining in the PRC.

附註：

- (i) 由於非上市股本證券之合理公平值估計範圍為大，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。
- (ii) 上述非上市股本證券為一項賬面值為54,046,000港元(2014年12月31日：54,046,000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於彌償協議日期由擁有借款人約19%股權之一名個人控制。Rakarta之主要業務為投資控股，而其重要附屬公司的主要業務為於中國開採鋅及鉛。



# 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 2015 截至2015年6月30日止六個月

### 11. Available-For-Sale Investments (Continued)

Notes: (Continued)

(ii) (Continued)

In December 2014, the Group purchased 6.7% equity interest in Rakarta from the major shareholder of Rakarta, an independent third party to the Group, at a consideration of HK\$1,000,000, in order to preserve the carrying value of the Group's investment in Rakarta. As at 30 June 2015 and 31 December 2014, the carrying amount of the investment does not exceed the present value of estimated future cash flows discounted at the current market rate of return for a similar asset and no impairment loss is recognised.

(iii) During the Period, an impairment loss on the Group's unlisted equity security amounting to HK\$3,680,000 has been recognised in profit or loss, which is measured as the difference between the carrying amount of the investment and the present value of the estimated future cash flows. The estimated future cash flows have been determined by reference to the investee's past performance discounted at the current market rate of return for a similar investment. No impairment loss on the Group's listed equity securities was recognised in the Period.

No impairment loss was recognised in the 2014 Period.

(iv) For listed equity securities, the fair value is determined with reference to quoted market bid prices.

(v) During the Period, the Group invested in 30% equity interest in a project company incorporated in Hong Kong (the "Investee"), which is engaged in financial intermediary services, amounting to HK\$3,000. In addition, an unsecured and interest-free loan amounting to HK\$7,500,000 was made to the Investee. The investment was disposed of at the original investment cost and the loan was fully repaid during the Period.

### 12. Loan Note Receivable

The amount was classified as loans and receivables and measured at amortised cost, with effective interest rate of 14.2% per annum. In February 2015, the amount was fully received upon the maturity of the Loan Note.

### 13. Loan Receivable

Upon the disposal of its entire interest in Glorious Bright in January 2013, the Group reclassified its loan to Glorious Bright from loan to an associate to loan receivable. Pursuant to a shareholders' agreement entered into on 30 December 2011, Glorious Bright agreed to repay the loan upon receipt by Glorious Bright of its loan receivable due from an independent third party. The loan is expected to be repaid within twelve months from the end of the reporting period. Accordingly, the amount was classified as current asset.

### 11. 可供出售投資(續)

附註：(續)

(ii) (續)

於2014年12月，本集團以代價1,000,000港元從Rakarta之主要股東(本集團之獨立第三方)購買Rakarta之6.7%股權，以保留本集團於Rakarta之投資之賬面值。於2015年6月30日及2014年12月31日，投資之賬面值並無超過估計未來現金流量按類似資產之現行市場回報率折現之現值及並無確認減值虧損。

(iii) 於本期間，本集團於損益確認非上市股本證券之減值虧損為3,680,000港元，乃以投資之賬面值與估計未來現金流量之現值之間之差額計量。估計未來現金流量乃參考接受投資實體按類似投資之現行市場回報率貼現之過往表現釐定。本期間並無就本集團上市股本證券確認減值虧損。

2014期間並無確認減值虧損。

(iv) 就上市股本證券而言，公平值乃參考所報市場買入價釐定。

(v) 於本期間，本集團投資3,000港元於一間於香港註冊成立之項目公司(「接受投資實體」)之30%股權，該接受投資實體從事金融中介服務。此外，本集團向接受投資實體提供7,500,000港元之無抵押及免息貸款。該投資按原投資成本處置，而貸款已於本期間內獲全數償還。

### 12. 應收貸款票據

有關款項已分類為貸款及應收賬項，並以攤銷成本計量，其實際年利率為14.2%。該款項已於2015年2月貸款票據到期後全數收取。

### 13. 應收貸款

於2013年1月出售千昇全部權益後，本集團將其向千昇之貸款由向一間聯營公司貸款重新分類為應收貸款。根據於2011年12月30日訂立之股東協議，千昇同意當千昇收到其應收一名獨立第三方之應收貸款後償還貸款。該貸款預期於報告期末起計十二個月內償還。因此，該款項已分類為流動資產。

## 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 2015 截至2015年6月30日止六個月

### 14. Other Receivables

### 14. 其他應收賬項

		30 June 2015 2015年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2014 2014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
Interest receivable on loan note receivable	應收貸款票據應收利息	—	559
Rental deposit (note ii)	租賃按金(附註ii)	450	450
Other prepayments and deposits	其他預付款項及按金	162	686
Dividend receivable	應收股息	450	2,274
Other receivables	其他應收賬項	5	5
		<b>26,067</b>	<b>28,974</b>

Notes:

- (i) The earnest money deposit is unsecured, interest-free and placed with the potential vendor, who is 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 2015. The Directors considered that further information is to be obtained in order to make the decision on this potential investment. Agreements were signed during the Period to extend the refundable period up to December 2015 or upon the conclusion of the negotiations with the potential vendor.

The deposit exposes the Group to concentration of credit risk as 100% of the earnest money deposit is due from one (2014: one) party. In order to minimise the credit risk arising from the earnest money deposit, management of the Group performed a credit analysis on the background and creditworthiness of the counterparty to whom the earnest money has been paid. The Group reviews the recoverable amount of the earnest money held by the counterparty by requesting the counterparty to report the progress of the prospective investment regularly. The management also monitors the creditworthiness of the counterparty from time to time to ensure that adequate impairment loss is made for any irrecoverable amount. In this regard, the Directors consider that the Group's credit risk on the earnest money is significantly reduced.

- (ii) The rental deposit represents the amount due from Linkson Investment. The amount is unsecured, interest-free and repayable upon expiry of the relevant tenancy agreement.

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2015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2015年12月或於與潛在賣方結束磋商後。

按金令本集團須承擔信貸集中風險，乃由於誠意金之100%由一(2014年：一)方所結欠所致。為盡量降低誠意金所產生之信貸風險，本集團管理層就收取誠意金之對手方之背景及信譽度進行了信貸分析。本集團要求對手方定期報告潛在投資進度，藉以審視對手方所持誠意金之可收回金額。管理層亦不時監督對手方之信譽度，確保已就任何不可收回金額計提足夠減值虧損撥備。就此而言，董事認為，本集團面對有關誠意金之信貸風險大幅減少。

- (ii) 租賃按金指應收信萊投資之款項。該款項為無抵押、免息及須於有關租賃協議屆滿後償還。

# 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 2015 截至2015年6月30日止六個月

### 15. Share Capital

### 15. 股本

		Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
<b>Ordinary shares of HK\$0.025 each</b>	<b>每股面值0.025港元的普通股</b>		
Authorised:	法定股本：		
At 1 January 2014, 30 June 2014, 31 December 2014 and 30 June 2015	於2014年1月1日、 2014年6月30日、 2014年12月31日及 2015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 2014, 30 June 2014 and 31 December 2014	於2014年1月1日、 2014年6月30日及 2014年12月31日	712,546,800	17,814
Shares issued upon open offer (note i)	於公开发售時發行股份(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	於2015年6月30日	1,211,320,200	30,283

Notes:

- (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 expenses, 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.
- (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 expenses, 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.

附註：

- (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。公开发售經已完成，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(扣除開支前)約為60,566,000港元。公开发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) 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(扣除開支前)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。

## 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 2015 截至2015年6月30日止六個月

### 16. Fair Value Measurements of Financial Instruments

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.

- 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

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(第一至三級))之資料。

- 第一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；
- 第二級公平值計量由第一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
- 第三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	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	於下列時間之公平值	公平值等級				
財務資產	30 June 2015 2015年6月30日 HK\$'000 千港元	31 December 2014 2014年12月31日 HK\$'000 千港元		估值技術及重要輸入值	重要非可觀察輸入值	非可觀察輸入值與公平值之關係
Hong Kong listed equity securities classified as available-for-sale investments in the condensed consolidated statement of financial position	<b>125,264</b>	66,914	Level 1	Quoted bid price in an active market	N/A	N/A
於簡明綜合財務狀況表分類為可供出售投資之香港上市股本證券			第一級	於活躍市場之買入價報價	不適用	不適用
Held-for-trading listed equity investments	<b>238,753</b>	15,998	Level 1	Quoted bid prices in an active market	N/A	N/A
持作買賣上市股本投資			第一級	於活躍市場之買入價報價	不適用	不適用

## 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 2015 截至2015年6月30日止六個月

### 16. Fair Value Measurements of Financial Instruments (Continued)

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.

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.

#### 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. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The Directors work closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

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

### 17. Related Party/Connected Transactions

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

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	
			2015 HK\$'000 千港元 (unaudited) (未經審核)	2014 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 fees paid 已付投資管理費	1,800	1,800
Linkson Investment 信萊投資	Associate of GC Capital 漢華資本之聯繫人	Rental expenses, rates and buildings and management fee paid 已付租賃開支、差餉以及樓宇及管理費	1,080	1,067
GC Corporate Services 漢華企業服務	Associate of GC Capital 漢華資本之聯繫人	Corporate services fee paid 已付企業服務費	490	540

### 16. 財務工具之公平值計量(續)

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。

本集團財務資產之公平值按攤銷成本入賬，並根據基於貼現現金流量分析之公認定價模式釐定。

#### 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。當未能取得第一級輸入值，本集團委聘第三方合資格估值師進行估值。董事與合資格外聘估值師緊密合作以就模型制定合適的估值技術及輸入值。

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. 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：

## 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 2015 截至2015年6月30日止六個月

### 17. Related Party/Connected Transactions (Continued) 17. 關連人士／關連交易(續)

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

期內，董事及主要管理層其他成員之薪酬如下：

		Six months ended 30 June 截至6月30日止六個月	
		2015 HK\$'000 千港元 (unaudited) (未經審核)	2014 HK\$'000 千港元 (unaudited) (未經審核)
Short-term employee benefits	短期僱員福利	1,174	1,148
Retirement benefits costs	退休福利成本	63	61
		<b>1,237</b>	1,209

### 18. Net Asset Value Per Share

Net asset value per Share is computed based on the net assets of HK\$484,168,000 (31 December 2014: HK\$273,987,000) and 1,211,320,200 (31 December 2014: 712,546,800) issued and fully paid Shares as at 30 June 2015.

### 18. 每股股份資產淨值

每股股份資產淨值乃按於2015年6月30日之資產淨值484,168,000港元(2014年12月31日：273,987,000港元)及已發行及已繳足之1,211,320,200股(2014年12月31日：712,546,800股)股份計算。

## Glossary

### 詞彙

In this interim report (other than the independent auditor's report as set out on pages 12 to 13, the following expressions shall have the following meanings unless the context otherwise requires:

於本中期報告內(載於第12至13頁之獨立核數師報告除外)，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	the 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, the Chairman of the Group 主要經營決策者，本集團之主席
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
GC Corporate Services 漢華企業服務	Greater China Corporate Consultancy & Services Limited, a private limited company incorporated in Hong Kong and an Associate of GC Capital 漢華企業服務有限公司，一間於香港註冊成立之私人有限公司及為漢華資本之聯繫人
Glorious Bright 千昇	Glorious Bright Limited, a private limited company incorporated in Hong Kong 千昇有限公司，一間於香港註冊成立之私人有限公司
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
ITC Properties 德祥地產	ITC Properties Group Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the Stock Exchange 德祥地產集團有限公司，一間於百慕達註冊成立之有限公司，其股份於聯交所上市
Linkson Investment 信萊投資	Linkson Investment Limited, a private limited company incorporated in Hong Kong and an Associate of GC Capital 信萊投資有限公司，一間於香港註冊成立之私人有限公司及為漢華資本的聯繫人
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
Loan Note 貸款票據	6% 3-year loan note receivable with principal amount of HK\$2.00 each issued by ITC Properties 德祥地產發行之每份本金額2.00港元之6厘三年期應收貸款票據
MPF 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 2015 截至2015年6月30日止六個月
2014 Period 2014期間	the six months ended 30 June 2014 截至2014年6月30日止六個月



## Glossary (continued)

### 詞彙 (續)

PRC	the People's Republic of China, which for the purpose of this interim report, excludes Hong Kong, Macau and Taiwan
中國	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
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



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