



PROSPERITY INVESTMENT HOLDINGS LIMITED

嘉進投資國際有限公司

Stock Code 股份代號: 0310.HK

Interim Report 中期報告 2016

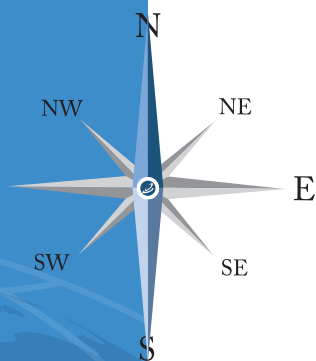


infrastructure

mine and resources

property

retail and services



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Corporate Information

公司資料

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

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

主要股份過戶登記處

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

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

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

Investment activities

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

Financial Review

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

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

業務回顧

於本期間，本集團繼續進行其於上市和非上市投資及其他相關財務資產之投資活動。

市場概覽

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

投資活動

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

財務回顧

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

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

Outlook

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

Dividend

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

Liquidity and Financial Resources

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

Gearing Ratio

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

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 2016.

展望

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

股息

董事不建議派發本期間之中期股息(2015期間：無)。

流動資金及財務資源

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

資本負債比率

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

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2016年6月30日概無或然負債。



Exposure to Fluctuations in Exchange Rates and Related Hedges

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

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

Capital Structure

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

Employee and Remuneration Policies

As at 30 June 2016, the Group had 6 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. No Director or executive is involved in dealing his 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 scheme at 5% of their monthly relevant income.

Major Subsequent Events

There is no major event subsequent to 30 June 2016.

匯率波動風險及相關對沖

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

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

資本架構

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

僱員及薪酬政策

於2016年6月30日，本集團有6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。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2016年6月30日後並無發生任何主要事項。

Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares

As at 30 June 2016, 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:

Long positions in the Shares

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
		個人權益 [*]	家族權益 ⁺	公司權益 [#]	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 2016, 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.

董事及行政總裁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2016年6月30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：

於股份之好倉

	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
	個人權益 [*]	家族權益 ⁺	公司權益 [#]	總權益	
Lau Tom Ko Yuen	—	266,890,840	266,890,840	266,890,840 (Note) (附註)	22.03%
Cheng Hairong	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2016年6月30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

As at 30 June 2016, 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2016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 ⁺ 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
		家族權益 ⁺	公司權益 [#]	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

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 2016, 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.

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 2016 年 6 月 30 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在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。



Corporate Governance

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

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

Audit Committee

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

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



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 2016 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.

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2016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。

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

26 August 2016

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

2016年8月26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

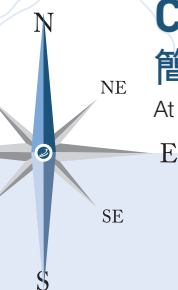
For the six months ended 30 June 2016 截至2016年6月30日止六個月

		For the six months ended 30 June		
		截至6月30日止六個月		
		2016	2015	
		HK\$'000	HK\$'000	
		千港元	千港元	
		(unaudited)	(unaudited)	
		(未經審核)	(未經審核)	
Turnover — gross proceeds	營業額 — 所得款項總額	5	2,361	67,614
Revenue	收入	5	30	1,251
Other gains and losses	其他收益及虧損	6	(23,096)	126,483
Other income	其他收入		1	3
Administrative expenses	行政開支		(7,373)	(7,994)
Investment management expenses	投資管理開支		(3,600)	(1,800)
(Loss) profit for the period, attributable to owners of the Company	本公司擁有人應佔期間 (虧損) 溢利	7	(34,038)	117,943
Other comprehensive (expense) income for the period	期間其他全面(開支) 收益			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目：</i>			
Fair value changes of available-for-sale investments	可供出售投資之公平值變動		(2,939)	19,611
Reclassification adjustment upon impairment loss recognised in respect of available-for-sale investments	於就可供出售投資確認減值虧損時重新分類調整		3,705	—
Reclassification adjustments upon disposal of available-for-sale investments	於出售可供出售投資時重新分類調整		—	(12,443)
Other comprehensive income for the period	期間其他全面收益		766	7,168
Total comprehensive (expense) income for the period, attributable to owners of the Company	本公司擁有人應佔期間 全面(開支) 收益總額		(33,272)	125,111
(Loss) earning per share — Basic (HK\$)	每股(虧損) 盈利 — 基本(港元)	8	(0.028)	0.121

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2016 於2016年6月30日



			30 June 2016 2016年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2015 2015年 12月31日 HK\$'000 千港元 (audited) (經審核)
Non-current assets	非流動資產			
Plant and equipment	廠房及設備	9	2,558	502
Interest in an associate	聯營公司權益	10	—	—
Available-for-sale investments	可供出售投資	11	101,853	104,792
Other receivable	其他應收賬項	14	565	565
			104,976	105,859
Current assets	流動資產			
Loan receivable	應收貸款	13	—	4,264
Held-for-trading listed equity investments	持作買賣上市股本投資		186,385	203,880
Other receivables	其他應收賬項	14	25,196	29,048
Tax recoverable	可收回稅項		50	50
Cash held by securities brokers	證券經紀持有之現金		3,151	2,791
Bank balances and cash	銀行結餘及現金		11,059	17,288
			225,841	257,321
Current liability	流動負債			
Accruals and other payable	應計及其他應付負債		2,102	1,193
Net current assets	流動資產淨值		223,739	256,128
Net assets	資產淨值		328,715	361,987
Capital and reserves	資本及儲備			
Share capital	股本	15	30,283	30,283
Reserves	儲備		298,432	331,704
Total equity	股本總值		328,715	361,987
Net asset value per Share (HK\$)	每股股份資產淨值(港元)	18	0.27	0.30

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

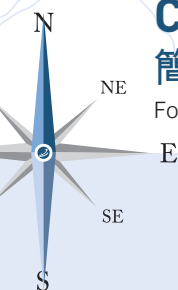
For the six months ended 30 June 2016 截至2016年6月30日止六個月

		Share capital	Share premium	Investment revaluation reserve	Contributed surplus	Accumulated losses	Total
		股本	股份溢價	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 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
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

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

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



		For the six months ended 30 June	
		截至6月30日止六個月	
		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Net cash used in operating activities	經營活動所耗現金淨額	(8,948)	(113,048)
INVESTING ACTIVITIES	投資活動		
Repayment of loan receivable	應收貸款還款	13	4,264
Interest received	已收利息	1	903
Disposal of and repayment from an investee company	出售一間接受投資公司及其還款	11(v)	—
Investment in and advance to an investee company	投資於一間接受投資公司及墊款	11(v)	—
Repayment of loan note receivable	應收貸款票據還款	12	—
Proceeds on disposal of available-for-sale investments	出售可供出售投資之所得款項	—	7,503
Purchase of available-for-sale investments	購買可供出售投資	—	(7,503)
Purchase of plant and equipment	購買廠房及設備	9	—
		(1,186)	53,176
		—	23,684
		—	(63,423)
NET CASH FROM INVESTING ACTIVITIES	投資活動所得現金淨額	3,079	14,340
FINANCING ACTIVITIES	融資活動		
Proceeds from issue of shares	發行股份之所得款項	15	—
Transaction costs paid for issue of shares	就發行股份已付之交易成本	15	—
NET CASH FROM FINANCING ACTIVITIES	融資活動所得現金淨額	—	89,066
		—	(3,996)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及等值現金項目減少淨額	(5,869)	85,070
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於1月1日之現金及等值現金項目	20,079	(13,638)
CASH AND CASH EQUIVALENTS AT 30 JUNE	於6月30日之現金及等值現金項目	14,210	46,258
Represented by	指		
Bank balances and cash	銀行結餘及現金	11,059	29,331
Cash held by securities brokers	證券經紀持有之現金	3,151	3,289
		14,210	32,620

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

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

1. Basis of Preparation

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

2. Principal Accounting Policies

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

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

Application of amendments to HKFRSs

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

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

3. Segment Information

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

1. 編製基準

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

2. 主要會計政策

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

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

應用香港財務報告準則之修訂

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

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

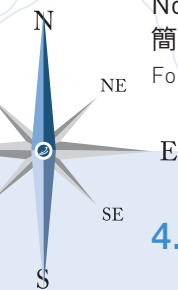
3. 分類資料

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

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 2016 截至2016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.

5. Turnover and Revenue

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

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

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

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

4. 所得稅開支

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

於報告期末，本集團並無重大未撥備遞延稅項。

5. 營業額及收入

營業額指本集團之收入及出售持作買賣上市股本投資之所得款項總額，詳情如下：

收入指股息收入及應收貸款票據利息。本集團期間之收入分析如下：

6. Other Gains and Losses

6. 其他收益及虧損

		Six months ended 30 June 截至6月30日止六個月	
		2016 HK\$'000 千港元 (unaudited) (未經審核)	2015 HK\$'000 千港元 (unaudited) (未經審核)
Fair value changes of held-for-trading listed equity investments (note)	持作買賣上市股本投資之公平值變動(附註)	(19,391)	117,720
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	—	12,443
Impairment loss recognised in respect of an available-for-sale investment	可供出售投資之已確認減值虧損		
— unlisted equity security (Note 11(iii))	— 非上市股本證券(附註11(iii))	—	(3,680)
— listed equity security (Note 11(iv))	— 上市股本證券(附註11(iv))	(3,705)	—
		(23,096)	126,483

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

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

7. (Loss) Profit for the Period

7. 期間(虧損)溢利

(Loss) profit for the period has been arrived at after charging:

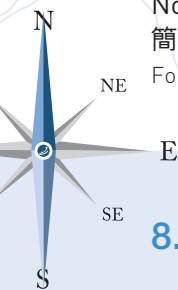
期間(虧損)溢利已扣除下列各項：

		Six months ended 30 June 截至6月30日止六個月	
		2016 HK\$'000 千港元 (unaudited) (未經審核)	2015 HK\$'000 千港元 (unaudited) (未經審核)
Staff costs (including Directors' emoluments)	員工開支(包括董事酬金)	1,939	1,712
Depreciation of plant and equipment	廠房及設備折舊	127	97

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 2016 截至2016年6月30日止六個月



8. (Loss) Earning Per Share

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

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

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

本公司擁有人應佔每股基本(虧損)盈利乃按以下數據計算：

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

9. Plant and Equipment

During the Period, the Group acquired of a motor vehicle of HK\$2,183,000 (2015 Period: nil). Depreciation of plant and equipment of HK\$127,000 (2015 Period: HK\$97,000) is provided based on their estimated useful lives of 3 to 5 years.

9. 廠房及設備

於本期間，本集團購置2,183,000港元(2015期間：零)的車輛。127,000港元(2015期間：97,000港元)之折舊乃按廠房及設備之估計可使用年期三至五年計算。

10. Interest in an Associate

10. 聯營公司權益

		30 June 2016 2016年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2015 2015年 12月31日 HK\$'000 千港元 (audited) (經審核)
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 2016 and 31 December 2015, the Group had interest in the following associate:

於2016年6月30日及2015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 2016 2016年 6月30日	31 December 2015 2015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

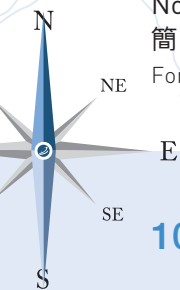
note: Proportion of result shared by the Group is 50% according to the shareholders' agreement.

附註：根據股東協議，本集團分佔之業績比例為50%。

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 2016 截至2016年6月30日止六個月



10. Interest in an Associate (Continued)

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.

During the year ended 31 December 2014, an impairment loss of HK\$1,242,000 was recognised in 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 and capped at the cost of the investment in an associate.

10. 聯營公司權益 (續)

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。

於截至2014年12月31日止年度，一項減值虧損1,242,000港元已於損益中確認，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，並以於聯營公司之投資成本為上限。

11. Available-For-Sale Investments

11. 可供出售投資

		30 June 2016 2016年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2015 2015年 12月31日 HK\$'000 千港元 (audited) (經審核)
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)	(36,670)	(36,670)
		46,834	46,834
Hong Kong listed equity securities, at fair value (note iv)	香港上市股本證券，按公平值 (附註iv)	55,019	57,958
		101,853	104,792

11. Available-For-Sale Investments (Continued)

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.

(ii) Included in unlisted equity securities above is an investment with a carrying amount of HK\$46,834,000 (31 December 2015: 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. 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.

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.

(iii) During the 2015 Period, an impairment loss on the Group's unlisted equity security in Yantai Jili Fine Chemical Co., Ltd, amounting to HK\$3,680,000 had been recognised in profit or loss. As at 31 December 2015, the carrying amount of unlisted equity securities other than Rakarta had been fully impaired.

No impairment loss on the Group's unlisted equity securities was recognised in the Period.

(iv) 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 carrying value. During the Period, an impairment loss of HK\$3,705,000 (2015 Period: nil) 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.

(v) During the 2015 Period, the Group invested in 30% equity interest in a project company incorporated in Hong Kong (the "Investee"), which was 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 2015 Period.

11. 可供出售投資(續)

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。

(ii) 上述非上市股本證券為一項賬面值為46,834,000港元(2015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，而其主要附屬公司的主要業務為於中國開採鋅及鉛。

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。

(iii) 於2015期間，本集團於煙台巨力精細化工股份有限公司的非上市股本證券之減值虧損3,680,000港元已於損益中確認。於2015年12月31日，非上市股本證券(Rakarta除外)之賬面值已悉數減值。

本期間並無就本集團非上市股本證券確認減值虧損。

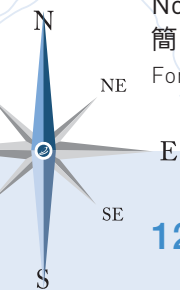
(iv) 就上市股本證券而言，由於相關股本證券之公平值大幅及長期跌至低於其賬面值，故減值虧損於損益中確認。於本期間，基於董事意見，由於相關股本證券之公平值大幅及長期跌至低於其賬面值，故3,705,000港元(2015期間: 零)之減值虧損於損益中確認。

(v) 於2015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2015期間內獲全數償還。

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 2016 截至2016年6月30日止六個月



12. Loan Note Receivable

In February 2015, the loan note receivable of HK\$53,176,000 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 was expected to be repaid within twelve months from the end of the reporting period and the amount is classified as current asset. The amount was fully repaid in March 2016.

14. Other Receivables

12. 應收貸款票據

53,176,000港元之應收貸款票據已於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，且該款項已分類為流動資產。該款項已於2016年3月獲全數償還。

14. 其他應收賬項

		30 June 2016 2016年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	31 December 2015 2015年 12月31日 HK\$'000 千港元 (audited) (經審核)
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	191	1,753
Dividend receivable	應收股息	—	2,290
Other receivables	其他應收賬項	5	5
		25,761	29,613
Analysed for reporting purposes as:	分析作呈報用途：		
Non-current	非流動	565	565
Current	流動	25,196	29,048
		25,761	29,613

14. Other Receivables (Continued)

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 2016. 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 2016 or upon the conclusion of the negotiations with the potential vendor.
- (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. As at 30 June 2016, the amount is classified as non-current as the term extends beyond one year.

14. 其他應收賬項(續)

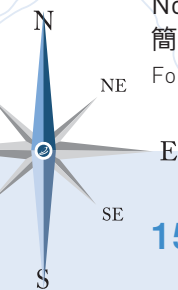
附註：

- (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2016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2016年12月或於與潛在賣方結束磋商後。
- (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。於2016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。

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:	法定股本：		
At 1 January 2015, 30 June 2015, 31 December 2015 and 30 June 2016	於2015年1月1日、2015年 6月30日、2015年12月31日 及2016年6月30日	4,000,000,000	100,000
Issued and fully paid:	已發行及已繳足：		
At 1 January 2015	於2015年1月1日	712,546,800	17,814
Shares issued upon open offer (note i)	於公開發售時發行股份(附註i)	356,273,400	8,907
Shares issued upon share placing (note ii)	於股份配售時發行股份(附註ii)	142,500,000	3,562
At 30 June 2015, 31 December 2015 and 30 June 2016	於2015年6月30日、2015年 12月31日及2016年6月30日	1,211,320,200	30,283



15. Share Capital (Continued)

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 deducting transaction costs, to the Company. Transaction costs directly attributable to the open offer amounted to approximately HK\$3,090,000 and were recognised in the share premium account of the Company.
- (ii) On 27 May 2015, the Company completed a placing under general mandate of 142,500,000 new ordinary shares of HK\$0.025 each at a price of HK\$0.20 per share pursuant to a placing agreement dated 13 May 2015. The gross proceeds from the share placing was, before deducting transaction costs approximately HK\$28,500,000. Transaction costs directly attributable to the placing of shares amounted to approximately HK\$906,000 and were recognised in the share premium account of the Company.

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).

15. 股本(續)

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。公開發售經已完成，而合共356,273,400股每股面值0.025港元的新普通股已於2015年3月5日發行，故本公司的所得款項(扣除交易成本前)約為60,566,000港元。公開發售直接應佔的交易成本約為3,090,000港元，並已於本公司股份溢價賬中確認。
- (ii) 於2015年5月27日，本公司根據日期為2015年5月13日之配售協議完成根據一般授權按每股股份0.20港元之價格配售142,500,000股每股面值0.025港元的新普通股。股份配售所得款項總額(扣除交易成本前)約為28,500,000港元。配售股份直接應佔的交易成本約為906,000港元，並已於本公司股份溢價賬中確認。

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。

16. Fair Value Measurements of Financial Instruments (Continued)

16. 財務工具之公平值計量 (續)

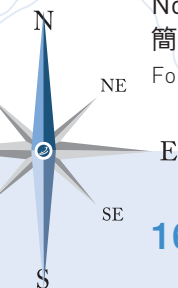
Financial assets 財務資產	Fair value as at 於下列時間之公平值		Fair value hierarchy 公平值等級	Valuation technique(s) and key input(s) 估值技術及重要輸入值
	30 June 2016 2016年6月30日 HK\$'000 千港元	31 December 2015 2015年12月31日 HK\$'000 千港元		
Hong Kong listed equity securities classified as available-for-sale investments 分類為可供出售投資之香港上市股本證券	55,019	57,958	Level 1 第一級	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	186,385	203,880	Level 1 第一級	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。



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. 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.

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。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之估值技術及輸入值。

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. 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	
			2016 HK\$'000 千港元 (unaudited) (未經審核)	2015 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 投資管理費	3,600	1,800
Linkson Investment (note) 信萊投資(附註)	Former Associate of GC Capital 漢華資本之前聯繫人	Rental expenses, rates and buildings and management fee 租賃開支、差餉以及樓宇及管理費	—	1,080
GC Corporate Services (note) 漢華企業服務(附註)	Former Associate of GC Capital 漢華資本之前聯繫人	Corporate services fee 企業服務費	—	490

note: On 15 October 2015, Linkson Investment and GC Corporate Services ceased to be Associates of GC Capital and related parties/connected persons to the Group.

附註：於2015年10月15日，信萊投資及漢華企業服務已不再為漢華資本之聯繫人及本集團之關聯方／關連人士。

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	
		2016	2015
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Short-term employee benefits	短期僱員福利	1,437	1,174
Retirement benefits costs	退休福利成本	74	63
		1,511	1,237

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\$328,715,000 (31 December 2015: HK\$361,987,000) and 1,211,320,200 (31 December 2015: 1,211,320,200) issued and fully paid Shares as at 30 June 2016.

18. 每股股份資產淨值

每股股份資產淨值乃按於2016年6月30日之資產淨值328,715,000港元(2015年12月31日：361,987,000港元)及已發行及已繳足之1,211,320,200股(2015年12月31日：1,211,320,200股)股份計算。



Glossary

詞彙

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
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 before 15 October 2015 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於2015年10月15日之前為漢華資本的聯繫人
Glorious Bright 千昇	Glorious Bright Limited, a private limited company incorporated in the Hong Kong 千昇有限公司，一間於香港註冊成立之私人有限公司

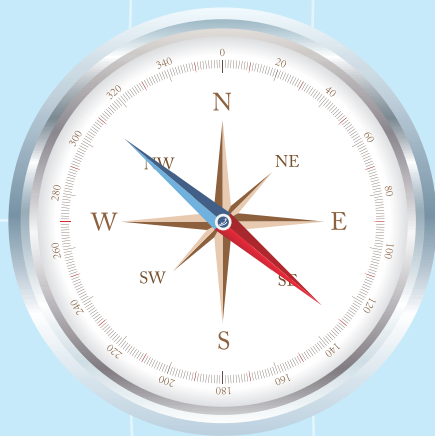
Group 本集團	the Company and its subsidiaries 本公司及其附屬公司
HKAS 香港會計準則	the Hong Kong Accounting Standards issued by HKICPA 香港會計師公會頒佈之香港會計準則
HKFRS(s) 香港財務報告準則	the Hong Kong Financial Reporting Standards issued by HKICPA 香港會計師公會頒佈之香港財務報告準則
HKICPA 香港會計師公會	the Hong Kong Institute of Certified Public Accountants 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 before 15 October 2015 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於2015年10月15日之前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3年期應收貸款票據
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 2016 截至2016年6月30日止六個月



Glossary (continued)

詞彙 (續)

2015 Period 2015期間	the six months ended 30 June 2015 截至2015年6月30日止六個月
PRC 中國	the People's Republic of China, which for the purpose of this interim 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
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



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