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PROSPERITY INVESTMENT HOLDINGS LIMITED

嘉進投資國際有限公司*

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)

(Stock Code: 310) (股份代號: 310)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2017

截至2017年6月30日止六個月之 中期業績公佈

INTERIM RESULTS 中期業績

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

- * For identification purpose only
- * 僅供識別

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表

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

			For the six months ended 30 June 截至6月30日止六個月	
		NOTES 附註	2017 HK\$'000	2016 HK\$'000 千港元 (unaudited) (未經審核)
			千港元 (unaudited) (未經審核)	
Turnover — gross proceeds	營業額一所得款項總額	5	40,489	2,361
Revenue	收入	5	35	30
Other gains and losses	其他收益及虧損	6	(2,366)	(23,096)
Other income	其他收入	· ·	2	1
Administrative expenses	行政開支		(7,537)	(7,373)
Investment management expenses	投資管理開支		(3,600)	(3,600)
Finance cost	財務開支		(781)	
Loss for the period, attributable to owners of	本公司擁有人應佔期間			
the Company	虧損		(14,247)	(34,038)
Other comprehensive income for the period	期間其他全面收益			
Items that may be reclassified subsequently to	其後可能重新分類至損益			
profit or loss:	的項目:			
Fair value changes of available-for-sale investments	可供出售投資之公平值 變動		7,612	(2,939)
Reclassification adjustment upon impairment loss	於就可供出售投資確認減值		7,012	(2,535)
recognised in respect of available-for-sale	虧損時重新分類調整			
investments			629	3,705
Other comprehensive income for the period	期間其他全面收益		8,241	766
Total comprehensive expense for the period,	本公司擁有人應佔期間			
attributable to owners of the Company	全面開支總額		(6,006)	(33,272)
Loss per share	每股虧損			
— Basic (HK\$)	一基本(港元)	7	(0.012)	(0.028)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2017 於2017年6月30日

		30 June	31 December
		2017	2016
		2017年	2016年
		6月30日 HK\$′000 千港元 (unaudited)	12月31日 HK\$'000 千港元 (audited)
	NOTE		
	附註		
	113 H.		
		(未經審核) 	· (經審核)
非滋動姿态			
		1 090	2,308
		1,363	2,300
		107.146	00.534
			99,534
具他態収賬項 ————————————————————————————————————		565	565
		109,700	102,407
流動資產			
		231,771	182,704
			28,229
			50
			5,039
			3,114
业门局场火 <u>火</u> 亚			5,114
		258,182	219,136
流動負債			
來自證券經紀的貸款		50,573	_
應計及其他應付賬項		6,178	4,406
		56,751	4,406
流動資產淨值		201,431	214,730
\mathrew			
		311,131	317,137
資本及儲備			
股本	9	30,283	30,283
儲備		280,848	286,854
股本總值		311,131	317,137
每股股份資產淨值(港元)		0.26	0.26
	來自證券經紀的貸款 應計及其他應付賬項 流動資產淨值 資產淨值 資本及儲備 股本 儲備	非流廠資產	NOTE

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

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

1. BASIS OF PREPARATION

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

2. PRINCIPAL ACCOUNTING POLICIES

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

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the Period are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2016.

Application of amendments to HKFRSs

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

Amendments to HKAS 7 Disclosure Initiative

Amendments to HKAS 12 Recognition of Deferred Tax Assets for

Unrealised Losses

Amendments to HKFRS 12 Disclosure of Interests in Other Entities

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

3. SEGMENT INFORMATION

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

1. 編製基準

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

2. 主要會計政策

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

除下文所述者外,本期間之簡明綜合財務報表所使用之會計政策及計算方法與編製本集團截至2016年12月31日止年度之年度財務報表所依循者相同。

應用香港財務報告準則之修訂

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

香港會計準則 披露主動性

第7號之修訂

香港會計準則 就未變現虧損確認 第12號之修訂 遞延税項資產 香港財務報告準則 披露於其他實體之

第12號之修訂 權益

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

3. 分類資料

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

4. INCOME TAX EXPENSE

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

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

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

5. TURNOVER AND REVENUE

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

4. 所得税開支

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

於報告期末,本集團並無重大未撥備遞 延税項。

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

5. 營業額及收入

營業額指本集團之收入及出售持作買賣 上市股本投資之所得款項總額,詳情如 下:

> Six months ended 30 June 截至6月30日止六個月

2017 2016 **HK\$'000** HK\$'000

千港元 千港元 (unaudited) (unaudited)

(未經審核) (未經審核)

40,454

Gross proceeds from disposal of held-for-trading 出售持作買賣上市股本投資 listed equity investments 之所得款項總額

Dividend income 股息收入 35 30

40,489 2,361

2,331

5. TURNOVER AND REVENUE (Continued)

5. 營業額及收入(續)

Revenue represents dividend income. An analysis of the Group's revenue for the period is as follows:

收入指股息收入。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

2017 2016 HK\$'000 HK\$'000

千港元 千港元 (unaudited) (unaudited)

(未經審核) (未經審核)

Dividend income 股息收入 35 30

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

2017 2016 HK\$'000 HK\$'000

千港元 千港元 (unaudited) (unaudited)

(未經審核) (未經審核)

Fair value changes of held-for-trading listed equity

持作買賣上市股本投資之 investments (note) 公平值變動(附註)

Impairment loss on available-for-sale investments 可供出售投資之減值虧損

(1,737)(19,391)(629)(3,705)

(2,366)(23,096)

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

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

7. LOSS PER SHARE

7. 每股虧損

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

本公司擁有人應佔每股基本虧損乃按以 下數據計算:

> Six months ended 30 June 截至6月30日止六個月

2017 2016

HK\$'000 千港元

(unaudited) (unaudited)

(未經審核)

(未經審核)

HK\$'000

千港元

Loss 虧損

Loss for purposes of basic loss per share (Loss for the period attributed to the owners of the Company)

計算每股基本虧損之虧損(本公司 擁有人應佔期間虧損)

(14,247)(34,038)

> 2017 2016

Number of shares 股份數目

Weighted average number of ordinary shares for the 計算每股基本虧損之普通股

purposes of basic loss per share 加權平均數 1,211,320,200 1,211,320,200

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

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

8. DIVIDEND

8. 股息

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

董事不建議派發本期間之中期股息 (2016期間:無)。

9. SHARE CAPITAL

9. 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 Authorised: At 1 January 2016, 30 June 2016, 31 December 2016 and 30 June 2017	每股面值0.025港元的普通股 法定: 於2016年1月1日、2016年 6月30日、2016年12月31日 及2017年6月30日	4,000,000,000	100,000
Issued and fully paid: At 1 January 2016, 30 June 2016, 31 December 2016 and 30 June 2017	已發行及已繳足: 於2016年1月1日、2016年 6月30日、2016年12月31日 及2017年6月30日	1,211,320,200	30,283

10. SUBSEQUENT EVENTS

10. 期後事件

There is no major event subsequent to Period End Date.

於期結日後並無發生任何主要事項。

Management Discussion and Analysis

管理層論述及分析

BUSINESS REVIEW

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

Market overview

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

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

Investment activities

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

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

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

FINANCIAL REVIEW

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

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

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

業務回顧

本期間內,本集團繼續其於上市及非上市投 資及其他相關財務資產的投資活動。

市場回顧

與我們在2016年年報的預測一樣,2017年上 半年的市場向好。

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

投資活動

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

由於要識別良好項目仍有困難,故並無對非 上市股本投資作出新投資。

為更佳利用資源,本集團開始使用證券經紀 提供的孖展融資,以進行上市股本投資。

財務回顧

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

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

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

OUTLOOK

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

LIQUIDITY AND FINANCIAL RESOURCES

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

GEARING RATIO

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

CONTINGENT LIABILITIES

There is no contingent liability at Period End Date.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

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

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

CAPITAL STRUCTURE

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

展望

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

流動資金及財務資源

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

資本負債比率

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

或然負債

於期結日概無或然負債。

匯率波動風險及相關對沖

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

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

資本架構

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

Other Information 其他資料

PURCHASE, SALE OR REDEMPTION OF 購買、出售或贖回本公司股份 SHARES OF THE COMPANY

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

CORPORATE GOVERNANCE

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

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

AUDIT COMMITTEE

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

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

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

本公司及其任何附屬公司於本期間內概無購 買、出售或贖回仟何股份。

企業管治

於本期間,本公司已遵守企管守則之守則條 文,惟以下偏離者除外:

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

審核委員會

審核委員會由三名獨立非執行董事,即呂兆 泉先生、酆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

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。

PUBLICATION OF INTERIM REPORT ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY

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

By Order of the Board

Prosperity Investment Holdings Limited Cheng Hairong

Chairman and Managing Director

Hong Kong, 25 August 2017

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

於聯交所及本公司網站上刊 發中期報告

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

承董事會命 嘉進投資國際有限公司 主席兼董事總經理 成海榮

香港,2017年8月25日

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

Glossary 詞彙

Board the board of Directors

董事會董事會

CG Code the Corporate Governance Code as contained in Appendix 14 of the Listing Rules

企管守則 載於上市規則附錄14之企業管治守則

CODM the chief operating decision maker

主要經營決策者 主要經營決策者

Company Prosperity Investment Holdings Limited, a company incorporated in Bermuda with limited liability, whose

本公司 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) the director(s) of the Company

董事 本公司董事

Group the Company and its subsidiaries

本集團 本公司及其附屬公司

HKAS the Hong Kong Accounting Standards issued by HKICPA

香港會計準則 香港會計師公會頒佈之香港會計準則

HKFRS(s) the Hong Kong Financial Reporting Standards issued by HKICPA

香港財務報告準則 香港會計師公會頒佈之香港財務報告準則

HKICPA the Hong Kong Institute of Certified Public Accountants

香港會計師公會 香港會計師公會

Hong Kong Special Administrative Region of the PRC

香港 中國香港特別行政區

INED(s) the independent non-executive Directors(s)

獨立非執行董事 獨立非執行董事

Listing Rules the Rules Governing the Listing of Securities on the Stock Exchange

上市規則 聯交所證券上市規則

Model Code the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the

標準守則 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 the six months ended 30 June 2017 本期間 截至2017年6月30日止六個月

 Period End Date
 at 30 June 2017

 期結日
 於2017年6月30日

2016 Periodthe six months ended 30 June 20162016期間截至2016年6月30日止六個月

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

中國 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

Share(s) share(s) of HK\$0.025 each in the share capital of the Company

股份 本公司股本中每股面值0.025港元之股份

Shareholder(s) holder(s) of Share(s) 股東 股份持有人

Stock Exchange The Stock Exchange of Hong Kong Limited

聯交所 香港聯合交易所有限公司

USA United States of America

美國美利堅合眾國

HK\$ Hong Kong Dollar, the lawful currency of Hong Kong

港元 香港法定貨幣港元

RMB Renminbi, the lawful currency of PRC

人民幣中國法定貨幣人民幣

USD United States Dollar, the lawful currency of USA

美元 美國法定貨幣美元