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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 2020

截至2020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 2020 截至2020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	2020 HK\$'000 千港元 (unaudited) (未經審核)	2019 HK\$'000 千港元 (unaudited) (未經審核)
Gross proceeds from operation	營運所得款項總額	4	9,636	6,734
Revenue	收入	4	2,142	2,440
Other gains and losses	其他收益及虧損	5	(19,850)	(24,355)
Other income — Government grant	其他收入 — 政府補助		162	—
Bank interest income	銀行利息收入		1	160
Administrative expenses	行政開支		(5,108)	(6,400)
Investment management expenses	投資管理開支		(3,600)	(3,600)
Finance costs	財務成本		(2,214)	(2,115)
Loss before income tax	除所得稅前虧損		(28,467)	(33,870)
Income tax expense	所得稅開支	6	—	—
Loss for the period attributable to owners of the Company	本公司擁有人應佔期間虧損		(28,467)	(33,870)
Other comprehensive expense for the period	期間其他全面開支			
<i>Item that will not be reclassified subsequently to profit or loss:</i>	<i>後續不會重新分類至損益的項目：</i>			
Fair value loss on financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產公平值虧損		(3,936)	(13,322)
Total comprehensive expense for the period attributable to owners of the Company	本公司擁有人應佔本期間全面開支總額		(32,403)	(47,192)
Loss per share	每股虧損			
— Basic (HK cents)	— 基本(港仙)	7	(2.35)	(2.80)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2020 於2020年6月30日

		At 30 June 2020 於 2020年 6月30日 HK\$'000 (unaudited) (未經審核)	At 31 December 2019 於 2019年 12月31日 HK\$'000 (audited) (經審核)
ASSETS AND LIABILITIES	資產及負債		
Non-current assets	非流動資產		
Plant and equipments	廠房及設備	401	619
Right-of-use assets	使用權資產	326	490
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產	25,770	29,706
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	16,024	21,222
		42,521	52,037
Current assets	流動資產		
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	85,802	106,100
Other receivables	其他應收賬項	7,181	6,240
Cash held by securities brokers	證券經紀持有之現金	5,462	2,280
Bank balances and cash	銀行結餘及現金	16,059	26,448
		114,504	141,068
Current liabilities	流動負債		
Loan from a securities broker	來自證券經紀的貸款	46,903	49,884
Other payable and accruals	其他應付賬項及應計賬項	965	1,500
Lease liabilities	租賃負債	345	330
		48,213	51,714
Net current assets	流動資產淨值	66,291	89,354
Total assets less current liabilities	總資產減流動負債	108,812	141,391

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2020 於2020年6月30日

			At 30 June 2020 於 2020年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2019 於 2019年 12月31日 HK\$'000 千港元 (audited) (經審核)
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		—	176
Net assets	資產淨值		108,812	141,215
Capital and reserves	資本及儲備			
Share capital	股本	9	30,283	30,283
Reserves	儲備		78,529	110,932
Total equity	股本總值		108,812	141,215
Net Asset Value per Share (HK\$)	每股資產淨值(港元)		0.09	0.12

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

1. BASIS OF PREPARATION

The condensed consolidated interim financial statements for the Period have been prepared in accordance with the applicable disclosure requirements of the Listing Rules and HKAS 34 “Interim Financial Reporting”. The condensed consolidated interim financial statements do not include all of the information and disclosures required for a full set of financial statements prepared in accordance with HKFRSs and should be read in conjunction with the annual consolidated financial statements of the Group for the year ended 31 December 2019.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The condensed consolidated interim financial statements have been prepared in accordance with the accounting policies adopted in the Group’s most recent annual consolidated financial statements for the year ended 31 December 2019, except for the adoption of the following new and amended HKFRSs which are effective on the Group’s financial statements beginning from 1 January 2020:

Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform
Amendments to HKAS 1 and HKAS 8	Definition of Material

The adoption of these new and amended HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

The Group has not early applied any new standards, interpretations or amendments that is not yet effective for the current accounting period.

1. 編製基準

本期間之簡明綜合中期財務報表乃根據上市規則以及香港會計準則第34號「中期財務報告」之適用披露規定而編製。簡明綜合中期財務報表並未納入根據香港財務報告準則編製完整財務報表時規定的所有資料和披露，及應與截至2019年12月31日止年度之本集團年度綜合財務報表一併閱讀。

2. 主要會計政策概要

簡明綜合中期財務報表乃根據本集團於截至2019年12月31日止年度的最新年度綜合財務報表中所採納的會計政策編製，惟本集團採納下列於2020年1月1日開始生效之財務報表的新訂及經修訂香港財務報告準則除外：

香港財務報告準則第3號之修訂	業務的定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂	利率基準改革
香港會計準則第1號及香港會計準則第8號之修訂	重大的定義

採納該等新訂及經修訂之香港財務報告準則對編製及呈列當前及過往期間之業績及財務狀況概無重大影響。

本集團概無提早應用於當前會計期間尚未生效的任何新訂準則、詮釋或修訂。

3. SEGMENT INFORMATION

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

Geographic Information

The Group's revenue is generated from, and non-current assets are located in, Hong Kong.

4. GROSS PROCEEDS FROM OPERATION/ REVENUE

The following table shows the gross proceeds from disposal of financial assets at FVTPL which are revenue in nature for tax purposes and the revenue of the Group which represents the dividend income:

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

Revenue represents dividend income of HK\$2,142,000 (2019 Period: HK\$2,440,000).

3. 分部資料

香港財務報告準則第8號要求按有關主要經營決策者(即本公司董事總經理)定期檢討之本集團成分之內部報告基準識別經營分部,以分配資源及評估表現。主要經營決策者檢討本集團之整體投資組合及溢利或虧損(根據本集團之會計政策釐定)以進行表現評估,因此,本集團並無另行呈列經營分部資料。

地理資料

本集團之收入來自香港,而其非流動資產亦位於香港。

4. 營運所得款項總額/ 收入

下表顯示出售按公平值計入損益之金融資產(就稅務而言為收益性質)之所得款項總額以及本集團之收入,指股息收入:

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (unaudited) (未經審核)	2019 HK\$'000 千港元 (unaudited) (未經審核)
		7,494	4,294
		2,142	2,440
		9,636	6,734

收入指股息收入2,142,000港元(2019期間:2,440,000港元)。

5. OTHER GAINS AND LOSSES

5. 其他收益及虧損

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (unaudited) (未經審核)	2019 HK\$'000 千港元 (unaudited) (未經審核)
Fair value changes of financial assets at FVTPL (Note)	按公平值計入損益之金融資產之公平值變動(附註)		
— capital in nature for tax purpose	— 就稅務而言為資本性質	(5,198)	(834)
— revenue in nature for tax purpose	— 就稅務而言為收益性質	(14,641)	(23,474)
		(19,839)	(24,308)
Net exchange losses	淨匯兌虧損	(11)	(47)
		(19,850)	(24,355)

Note: The fair value changes of financial assets at FVTPL comprised of net realised losses for disposal of financial assets at FVTPL of HK\$7,476,000 (2019 Period: net gain of HK\$68,000) and unrealised losses of HK\$12,363,000 (2019 Period: HK\$24,376,000).

附註：按公平值計入損益之金融資產之公平值變動包括出售按公平值計入損益之金融資產之已變現淨虧損7,476,000港元(2019期間：淨收益68,000港元)及未變現虧損12,363,000港元(2019期間：24,376,000港元)。

6. INCOME TAX EXPENSE

6. 所得稅開支

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

由於兩個期間均無產生應課稅溢利，故並無就兩個期間的香港利得稅作出撥備。

At Period End Date, the Group has unused tax losses of HK\$386,275,000 (31 December 2019: HK\$360,911,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. The tax losses are subject to the agreement from the Hong Kong Inland Revenue Department and may be carried forward indefinitely.

於期結日，本集團之未動用稅項虧損386,275,000港元(2019年12月31日：360,911,000港元)可用於抵銷未來溢利。由於未來溢利流量不可預測，故並無確認遞延稅項資產。稅項虧損須待香港稅務局同意且可無限期承前結轉。

7. LOSS PER SHARE

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

7. 每股虧損

本公司擁有人應佔每股基本虧損乃按以下數據計算：

		For the six months ended 30 June 截至6月30日止六個月	
		2020 (unaudited) (未經審核)	2019 (unaudited) (未經審核)
Loss attributed to the owners of the Company (HK\$'000)	本公司擁有人應佔虧損(千港元)	(28,467)	(33,870)
Weighted average number of ordinary shares in issue for the purposes of loss per share (in thousands)	計算每股虧損之已發行普通股 加權平均數(千股)	1,211,320	1,211,320

The diluted loss per share is the same as basic loss per share as there was no potential dilutive ordinary share outstanding during both periods.

由於該兩個期間並無發行在外之潛在攤薄普通股，故每股攤薄虧損與每股基本虧損相同。

8. DIVIDEND

The directors do not recommend the payment of interim dividend for the Period (2019 Period: nil).

8. 股息

董事不建議派發本期間之中期股息(2019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	每股面值0.025港元的普通股		
Authorised:	法定：		
At 31 December 2019 and 30 June 2020 (unaudited)	於2019年12月31日及 2020年6月30日(未經審核)	4,000,000,000	100,000
Issued and fully paid:	已發行及已繳足：		
At 31 December 2019 and 30 June 2020 (unaudited)	於2019年12月31日及 2020年6月30日(未經審核)	1,211,320,200	30,283

10. SUBSEQUENT EVENTS

10. 期後事件

There is no major event subsequent to Period End Date.

期結日後概無發生重大事項。

Management Discussion and Analysis

管理層論述及分析

BUSINESS REVIEW

Market review

With the outbreak of COVID-19 in late December last year, the Period was passed with anxiety. In order to stop the infection and spread of COVID-19, nations or cities adopted various policies including travel restriction and lockdown. These policies affect the living of peoples and the business environment.

Locally, the political environment led to another instability to the business environment in Hong Kong.

All-in-all, the above major events made the investment market fluctuate significantly during the Period. Hang Sang Index could move 1000 points (same as Dow Jones Index in USA) a day shows how the investment market was fluctuated.

Operational review

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

Due to the market fluctuation as mentioned in the market review above, the investing activities of the Group for the Period continued keeping at low level but a bit higher than that of 2019 Period.

Due to the COVID-19 and the local political environment, the stock prices and hence the fair value of our listed investments decreased significantly during the Period but lower than that of 2019 Period. The decrease in fair value of our listed investments in 2019 Period was mainly due to the Sino-US trade war.

Other than the listed investments, the Group did not have other new unlisted investment during the Period.

FINANCIAL REVIEW

Results for the Period

The Group reported a loss of approximately HK\$28 million for the Period which is at a similar level of loss of HK\$34 million for 2019 Period.

業務回顧

市場回顧

隨著去年12月末COVID-19的爆發，本期間在焦慮中度過。為了阻斷COVID-19的感染和傳播，各個國家或城市都採取了各種政策，包括旅遊限制和封鎖。這些政策影響了人們的生活和商業環境。

在香港，本地政治環境導致商業環境再度出現不穩定。

總而言之，上述重大事件使得投資市場在本期間出現較大波動。恒生指數在一天之內的波動幅度可達1000點（與美國道瓊斯指數相同），表明投資市場波動之劇烈。

營運回顧

於本期間，本集團繼續從事其於上市及非上市的投資及其他相關金融資產的投資活動。

如上文市場回顧部分所述，由於市場波動，本集團繼續限制本期間的投資活動至低水平，但略高於2019期間。

由於COVID-19和本地政治環境的影響，本期間我們的上市投資的股價以及公平值大幅下跌，但低於2019期間。我們在2019期間的上市投資出現公平值下跌乃主要由於中美貿易戰。

除上市投資外，本集團於本期間並未進行新的其他非上市投資。

財務回顧

本期間的業績

本集團於本期間錄得虧損約2,800萬港元，與2019期間虧損3,400萬港元相若。

Other than the administrative expenses, investment management expense and finance cost which were rather stable, the loss for both periods was mainly due to the fair value loss of approximately HK\$20 million and HK\$24 million on the equity investments at FVTPL for the Period and 2019 Period respectively. As mentioned in operational review section, there was significant fair value loss for both periods because of the COVID-19 and local political environment in the Period and the trade war between USA and PRC in 2019 Period.

除行政開支、投資管理費用及財務成本相當穩定外，兩個期間虧損的主要組成部分，分別為於本期間及2019期間按公平值計入損益之股本投資的公平值虧損約2,000萬港元及2,400萬港元。如營運回顧一節所述，這兩個期間都存有重大的公平值虧損，因為本期間爆發的COVID-19和本地政治環境，及2019期間的中美貿易戰。

Gross proceeds from operation

營運所得款項總額

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Gross proceeds from disposal of financial assets at FVTPL which are revenue in nature for tax purposes	出售按公平值計入損益之金融資產(就稅務而言為收益性質)所得款項總額	7,494	4,294
Dividend income	股息收入	2,142	2,440
		9,636	6,734

As mentioned in the business review section, the Group kept the investing activities at low level due to the market fluctuation.

如業務回顧部分所述，由於市場波動，本集團限制投資活動至低水平。

Other gains and losses

Other gains and losses mainly comprise of fair value loss of financial assets at FVTPL. Included in fair value loss of financial assets at FVTPL are net losses of HK\$14,641,000 (2019 Period: HK\$23,474,000) and HK\$5,198,000 (2019 Period: HK\$834,000) which are revenue and capital in nature respectively for tax purposes. Net loss of HK\$14,641,000 included a realised loss on disposal of financial assets at FVTPL which is revenue in nature for tax purposes of HK\$7,476,000 (2019 Period: realised gain of HK\$124,000). The net loss of HK\$5,198,000 do not included any realised gain or loss on disposal of financial assets at FVTPL which is capital in nature for tax purposes (2019 Period: realised loss of HK\$56,000). Please refer to results for the Period section above and note 5 for analysis and details.

其他收益及虧損

其他收益及虧損主要由按公平值計入損益之金融資產的公平值虧損所組成。就稅務而言，按公平值計入損益之金融資產之公平值虧損包括淨虧損14,641,000港元(2019期間：23,474,000港元)及5,198,000港元(2019期間：834,000港元)分別為收益性質及資本性質。淨虧損14,641,000港元包括出售按公平值計入損益之就稅務而言為收益性質金融資產之已變現虧損7,476,000港元(2019期間：已變現收益124,000港元)。淨虧損5,198,000港元不包括任何出售按公平值計入損益之就稅務而言為資本性質金融資產之已變現收益或虧損(2019期間：已變現虧損56,000港元)。其分析及詳情請參照上述本期間的業績部份及附註5。

Administrative expenses

Among the administrative expenses, staff remuneration of HK\$1,992,000 (2019 Period: HK\$1,941,000) is the largest expenses which represents approximately 39% (2019 Period: 30%) of the administrative expenses. Employees are regarded as the most valuable asset and the Group is aimed to reward the staff with competitive remuneration package.

Investment Management expenses

Investment management expense of HK\$3,600,000 (2019 Period: HK\$3,600,000) represents expense paid to the investment manager for the provision of investment management services to the Group. Please refer to the announcement of the Company dated 18 December 2018 for details.

Finance costs

Finance costs include interest payment to a securities broker for provision of margin loan and interest expense of lease liabilities.

In order to better utilise the resources, the Group used margin loan provided by a securities broker for its investment in listed equity securities since 2017. At Period End Date, the margin loan from a securities broker amounted to approximately HK\$46,903,000 (at 31 December 2019: HK\$49,884,000). The interest expenses for the Period was approximately HK\$2,195,000 (2019 Period: HK\$2,100,000). The interest payment for both period are similar as the margin loan were kept at similar level for both periods.

During the Period, the Group incurred the interest expenses on lease liabilities amounted to approximately HK\$19,000 (2019 Period: HK\$15,000).

Liquidity and Financial Resources

At Period End Date, the Group had: (i) cash and cash equivalents of approximately HK\$21,521,000 (at 31 December 2019: HK\$28,728,000); and (ii) a loan of approximately HK\$46,903,000 (at 31 December 2019: HK\$49,884,000) from a securities broker for margin financing of the listed equity investments of the Group.

In order to better utilise the resources, the Group used the margin loan provided by a securities broker for the investment in listed equity investments since 2017.

Gearing Ratio

The gearing ratio (total liabilities/total assets) at Period End Date was 30.70% (at 31 December 2019: 26.87%).

行政開支

於行政開支中，1,992,000港元(2019期間：1,941,000港元)的員工薪酬為最大開支，其佔行政開支約39% (2019期間：30%)。員工乃本集團最有價值的資產，而本集團旨在以具競爭力的薪酬待遇獎勵員工。

投資管理開支

投資管理開支3,600,000港元(2019期間：3,600,000港元)代表因向本集團提供投資管理服務而支付給投資經理的開支。詳情請參閱本公司日期為2018年12月18日之公告。

財務成本

財務成本包括就提供孖展貸款向證券經紀支付的利息以及租賃負債的利息開支。

為了更好利用資源，本集團自2017年起動用證券經紀提供的孖展貸款投資於上市股本證券。於期結日，來自證券經紀之孖展貸款約46,903,000港元(於2019年12月31日：49,884,000港元)。本期間的利息開支約為2,195,000港元(2019期間：2,100,000港元)。由於兩個期間的孖展貸款保持在相約程度，利息開支於兩個期間相約。

於本期間，本集團產生的租賃負債的利息開支約為19,000港元(2019期間：15,000港元)。

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21,521,000港元(於2019年12月31日：28,728,000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46,903,000港元(於2019年12月31日：49,884,000港元)。

為了更好利用資源，本集團自2017年起動用證券經紀提供的孖展貸款投資於上市股本投資。

資本負債比率

期結日之資本負債比率(總負債/總資產)為30.70%(於2019年12月31日：26.87%)。

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, the bank and cash 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.

Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

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

Major Customers and Suppliers

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

Capital Structure

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

OUTLOOK

For the rest of 2020, it is expected that COVID-19 should still be the major issue affecting the worldwide economy. Following the more understanding on and better preparation for dealing with COVID-19, its effect on worldwide economy maybe lower than that of the first half of 2020 and the worldwide economy may recover in the late 2020.

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。本期間內，本集團以人民幣計值的銀行及現金結餘並不重大，故人民幣的風險微不足道。

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

重大收購及出售附屬公司、聯營公司及合營企業

於本期間，本集團並無任何重大收購及出售附屬公司、聯營公司及合營企業。

主要客戶及供應商

由於業務性質，本集團並無主要客戶及供應商。因此，並沒有應收賬及應付賬齡分析。

資本架構

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

展望

於2020年餘下時間裡，預期COVID-19仍將成為影響全球經濟的重大問題。隨著對COVID-19的了解增多和預防措施的優化，其對全球經濟的影響可能低於2020年上半年，全球經濟可能在2020年末恢復。

Other Information

其他資料

PURCHASE, SALE OR REDEMPTION OF SHARES OF THE COMPANY

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

CORPORATE GOVERNANCE

During the Period, the Company complied with the code provisions in the CG Code 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 interim financial statements for the Period.

The unaudited condensed consolidated Interim financial statements has also been reviewed by the Company's independent auditor, Grant Thornton Hong Kong Limited.

購買、出售或贖回本公司股份

本公司或其任何附屬公司於本期間內概無購買、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，故成海榮先生擔任本公司主席及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中期財務報表。

未經審核簡明綜合中期財務報表亦已由本公司獨立核數師致同(香港)會計師事務所有限公司審閱。

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.

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, 28 August 2020

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.

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。

於聯交所及本公司網站上刊登中期報告

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/prosperityinv)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，2020年8月28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鄭念叔先生、呂兆泉先生及黃麗堅女士組成。

Glossary

詞彙

Associate(s) 聯營公司	has the meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞之涵義
Board 董事會	the board of Directors 董事會
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
FVTPL 按公平值計入損益	fair value through profit or loss 按公平值計入損益
Group 本集團	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	including individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the HKICPA 包括香港會計師公會頒佈之所有個別香港財務報告準則、香港會計準則及詮釋
HKICPA 香港會計師公會	the Hong Kong Institute of Certified Public Accountants 香港會計師公會
Hong Kong 香港	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
INED(s) 獨立非執行董事	the independent non-executive Directors(s) 獨立非執行董事
Listing Rules 上市規則	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則

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 2020 截至2020年6月30日止六個月
Period End Date 期結日	at 30 June 2020 於2020年6月30日
2019 Period 2019期間	the six months ended 30 June 2019 截至2019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
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
Stock Exchange 聯交所	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
USA 美國	United States of America 美利堅合眾國
HK\$ 港元	Hong Kong Dollar, the lawful currency of Hong Kong 香港法定貨幣港元
RMB 人民幣	Renminbi, the lawful currency of PRC 中國法定貨幣人民幣
USD 美元	United States Dollar, the lawful currency of USA 美國法定貨幣美元