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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)

2020 FINAL RESULTS

2020年全年業績

The Board announces the audited results of the Group for the Year.
董事會公佈本集團本年度之經審核業績。

* For identification purpose only

* 僅供識別

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2020 截至2020年12月31日止年度

		Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Gross proceeds from operations	經營所得款項總額	3	19,383	11,752
Revenue	收入	3	2,260	3,313
Other gains and losses	其他收益及虧損	4	(42,772)	(59,407)
Other income	其他收入	5	325	258
Administrative expenses	行政開支		(14,947)	(11,217)
Investment management expenses	投資管理開支		(7,200)	(7,200)
Finance costs	財務成本	6	(4,310)	(4,243)
Loss before income tax	除所得稅前虧損		(66,644)	(78,496)
Income tax expense	所得稅開支	7	—	—
Loss for the year attributable to owners of the Company	本公司擁有人應佔年度虧損	8	(66,644)	(78,496)
Other comprehensive expense:	其他全面開支：			
Item that will not be reclassified subsequently to profit or loss:	其後不會重新分類至損益的項目：			
Fair value gain/(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收益/(虧損)		14,350	(20,382)
Total comprehensive expense for the year attributable to owners of the Company	本公司擁有人應佔年度全面開支總額		(52,294)	(98,878)
Loss per share	每股虧損			
— Basic (HK cents)	— 基本(港仙)	9	(5.50)	(6.48)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2020 於2020年12月31日

	Notes 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
ASSETS AND LIABILITIES			
Non-current assets			
Plant and equipments		193	619
Right-of-use assets		163	490
Financial assets at fair value through other comprehensive income		44,056	29,706
Financial assets at fair value through profit or loss		14,469	21,222
		58,881	52,037
Current assets			
Financial assets at fair value through profit or loss		55,470	106,100
Other receivables		685	6,240
Cash held by securities brokers		6,404	2,280
Bank balances and cash		8,228	26,448
		70,787	141,068
Current liabilities			
Loan from a securities broker	10	38,750	49,884
Other payable and accruals		1,821	1,500
Lease liabilities		176	330
		40,747	51,714
Net current assets		30,040	89,354
Total assets less current liabilities		88,921	141,391
Non-current liabilities			
Lease liabilities		—	176
Net assets		88,921	141,215
Capital and reserves			
Share capital	11	30,283	30,283
Reserves		58,638	110,932
Total equity		88,921	141,215
Net Asset Value per Share (HK\$)		0.07	0.12

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至2020年12月31日止年度

1. Adoption of New and Amended HKFRSs

Amended HKFRSs that are effective for annual periods beginning on 1 January 2020

In the Year, the Group has applied for the first time the following amended HKFRSs issued by the HKICPA, which are relevant to the Group's operations and effective for the Group's consolidated financial statements for the annual period beginning on 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 amended HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

1. 採納新訂及經修訂香港財務報告準則

於2020年1月1日開始之年度期間生效之經修訂香港財務報告準則

本年度，本集團已首次應用下列由香港會計師公會頒佈與本集團營運有關且於本集團於2020年1月1日開始之年度期間之綜合財務報表生效之經修訂香港財務報告準則：

香港財務報告準則第3號之修訂	業務之定義
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	重大之定義

採納該等經修訂香港財務報告準則對本期間及過往期間業績及財務狀況之編製及呈列方式並無造成任何重大影響。

2. 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 (other than financial instruments) are located in, Hong Kong.

Dividend income from the Group's investments contributing over 10% of the Group's total revenue during the year ended 31 December 2020 and 2019 are as follows:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Investee A	接受投資公司A	1,147	3,111
Investee B	接受投資公司B	975	N/A 不適用

3. 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:

		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) 之所得款項總額	17,123	8,439
Dividend income	股息收入	2,260	3,313
		19,383	11,752

Revenue represents dividend income of HK\$2,260,000 (2019: HK\$3,313,000).

2. 分類資料

香港財務報告準則第8號要求按有關主要經營決策者(即本公司董事總經理)定期檢討之本集團成份之內部報告基準識別經營分類,以分配資源及評估表現。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,並無呈列經營分類資料。

地理資料

本集團之收入來自香港,而其非流動資產(除金融工具外)亦位於香港。

截至2020年及2019年12月31日止年度,佔本集團總收入10%以上之本集團投資股息收入如下:

3. 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:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
		17,123	8,439
		2,260	3,313
		19,383	11,752

收入指股息收入2,260,000港元(2019年:3,313,000港元)。

4. Other Gains and Losses

4. 其他收益及虧損

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Fair value changes of financial assets at FVTPL	按公平值計入損益之金融資產公平 值變動		
— capital in nature for tax purpose	— 就稅務而言為資本性質	(6,753)	(3,838)
— revenue in nature for tax purpose	— 就稅務而言為收益性質	(36,019)	(55,492)
		(42,772)	(59,330)
Net exchange losses	淨匯兌虧損	—	(77)
		(42,772)	(59,407)

The fair value changes of financial assets at FVTPL comprised of net realised losses for disposal of financial assets at FVTPL of HK\$16,526,000 (2019: HK\$1,858,000) and unrealised losses of HK\$26,246,000 (2019: HK\$57,472,000).

按公平值計入損益之金融資產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16,526,000港元(2019年：1,858,000港元)及未變現虧損26,246,000港元(2019年：57,472,000港元)。

5. Other Income

5 其他收入

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Bank interest income	銀行利息收入	1	258
Government subsidies (Note)	政府補貼(附註)	324	—
		325	258

Note: Government subsidies for the Year represents subsidies from the government of Hong Kong under the Employment Support Scheme.

附註：本年度政府補貼指來自香港政府根據保就業計劃提供之補貼。

6. Finance Costs

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Interest on loan from a securities broker	來自證券經紀之貸款利息	4,280	4,201
Interest expenses of lease liabilities	租賃負債之利息開支	30	42
		4,310	4,243

7. Income Tax Expense

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

At Year End Date, the Group has unused tax losses of HK\$418,093,000 (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.

6. 財務成本

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Interest on loan from a securities broker	來自證券經紀之貸款利息	4,280	4,201
Interest expenses of lease liabilities	租賃負債之利息開支	30	42
		4,310	4,243

7. 所得稅開支

由於本集團於兩個年度均無產生應課稅溢利，故並無就香港利得稅作出撥備。

於年結日，本集團之未動用稅項虧損418,093,000港元(2019年：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。

8. Loss for the Year

Loss for the year has been arrived at after charging:

8. 年度虧損

年度虧損已扣除下列各項：

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
<hr/>			
(a) Staff costs (including directors' remuneration)	(a) 員工成本 (包括董事薪酬)		
Salaries, wages and other benefits	薪金、工資及其他福利	4,100	3,992
Discretionary bonus	酌情花紅	311	286
Contributions to defined contribution retirement plans	界定供款退休計劃之供款	199	199
		<hr/>	<hr/>
		4,610	4,477
<hr/>			
(b) Other items	(b) 其他項目		
Depreciation, included in administrative expenses:	行政開支項目下之折舊：		
— Owned assets	— 自有資產	438	456
— Right-of-use assets	— 使用權資產	327	244
Auditors' remuneration	核數師酬金	870	850
Impairment loss on earnest money deposit	誠意金減值虧損	4,870	—
Loss on written off of plant and equipments	撇銷廠房及設備之虧損	—	12
Short term lease with lease term less than 12 months	租期少於12個月之短期租賃	—	600
		<hr/>	<hr/>

9. Loss Per Share

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

		2020	2019
Loss attributable to owners of the Company (HK\$'000)	本公司擁有人應佔虧損(千港元)	(66,644)	(78,496)
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 years.

9. 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：

由於該兩個年度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。

10. Loan from a Securities Broker

At Year End Date, the margin loan from a securities broker was secured by a portfolio of financial assets at FVTPL held under the margin account, with a total market value of approximately HK\$57,898,000 (2019: HK\$106,768,000). The Group's margin loan has no determined maturity date and is subject to interest specified from time to time by the securities broker. The maximum amount of the margin loan granted by the securities broker depends on the market value of the assets pledged with the securities broker. The effective interest rate for the Year is 9.65% (2019: 9.65%) per annum. The finance cost for the Year is set out in note 6.

10. 來自證券經紀的貸款

於年結日，來自證券經紀之孖展貸款乃由孖展賬戶項下持有之按公平值計入損益之金融資產之組合所抵押，總市值約為57,898,000港元(2019年：106,768,000港元)。本集團之孖展貸款並無釐定到期日，並須按證券經紀不時指定之利率計息。證券經紀授予之孖展貸款之最高金額取決於質押予證券經紀之資產之市場價值。本年度之實際年利率為9.65%(2019年：9.65%)。本年度財務成本載列於附註6。

11. Share Capital

11. 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港元之普通股		
Authorised:	法定：		
At 31 December 2019 and 2020	於2019年及2020年12月31日	4,000,000,000	100,000
Issued and fully paid:	已發行及已繳足：		
At 31 December 2019 and 2020	於2019年及2020年12月31日	1,211,320,200	30,283

12. Net Asset Value Per Share

12. 每股資產淨值

Net Asset Value per share is computed based on the net assets value of HK\$88,921,000 (2019: HK\$141,215,000) and 1,211,320,200 (2019: 1,211,320,200) issued and fully paid Shares at the Year End Date.

每股資產淨值乃按於年結日之資產淨值88,921,000港元(2019年：141,215,000港元)及已發行及已繳足之1,211,320,200股(2019年：1,211,320,200股)股份計算。

Management Discussion

管理層論述

Business Review

Market Review

With the outbreak of COVID-19 in late December of Year 2019, quarantine measures have been imposed by major economies which include travel restriction and lockdown of cities during the Year. The living of peoples was seriously affected and business activities of various business sectors were interfered by the measures which in turn affected the stock markets for the Year.

Although various business sectors were affected by COVID-19, the research and development of vaccine and peoples spent more time at home led to the booming of new economy stocks (mainly medicine related and tech stocks providing online platform) near the end of the Year.

Operational Review

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

As mentioned in market review section, the stock market was affected by the COVID-19 and hence the listed investments of the Group incurred a further unrealized loss at Year End Date.

During the Year, we had disposed of certain loss-making listed investments so that the gross proceeds from the disposal of financial assets at FVTPL which are revenue in nature had been increased from that of last year.

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

業務回顧

市場回顧

隨著2019年12月下旬爆發COVID-19疫情，於本年度，主要經濟體實施各種檢疫措施，包括旅遊限制及封城。該等措施令市民大眾的生活受到嚴重影響，而各商業界別的業務活動亦受到窒礙，繼而影響本年度的股票市場。

儘管各商業界別均受到COVID-19影響，惟疫苗研發及人們在家時間增加導致臨近年底時新經濟股(主要為醫藥相關及提供網絡平台的科技股)表現暢旺。

經營回顧

於本年度，本集團繼續進行上市及非上市投資及其他相關金融資產之投資活動。持作就稅務而言為收益性質的有關投資乃為買賣性質而持有，而持作就稅務而言屬資本性質的有關投資則為長期性質而持有。

如市場回顧一節所述，股市受COVID-19影響，故本集團的上市投資於年結日產生進一步未變現虧損。

於本年度，我們已出售若干處於虧損的上市投資，使出售按公平值計入損益之金融資產之所得款項總額(屬收益性質)較去年有所增加。

除上市投資外，本集團於本年度並未進行新的非上市投資。

Financial Review

Results for the Year

The Group reported a loss after tax of approximately HK\$67 million for the Year which is similar to the loss of HK\$78 million for Year 2019. Other than the administrative expenses, investment management expense and finance costs which were rather stable, the loss for the Year was mainly due to the following reasons:

- (i) a loss of approximately HK\$36 million (Year 2019: HK\$55 million) arose from the change in fair value of revenue in nature listed equity investments at FVTPL which was caused by the fluctuation of the stock market. This loss of HK\$36 million included a realised loss of approximately HK\$17 million (Year 2019: HK\$2 million);
- (ii) a loss of approximately HK\$7 million (Year 2019: HK\$4 million) arose from the change in fair value of capital in nature listed equity investments at FVTPL which was caused by the fluctuation of the stock market. This loss of HK\$7 million included no realised loss (Year 2019: HK\$0.06 million); and
- (iii) an impairment loss of approximately HK\$5 million on earnest money deposit for a potential investment project (Year 2019: nil).

Gross proceeds from operation

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

2020	2019
HK\$'000	HK\$'000
千港元	千港元

17,123	8,439
2,260	3,313

19,383	11,752
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As mentioned in the business review section above, we had disposed of certain loss-making listed investments so that the gross proceeds from the disposal of financial assets at FVTPL which are revenue in nature had been increased from that of Year 2019.

財務回顧

本年度業績

本集團於本年度錄得除稅後虧損約6,700萬港元，與2019年年度的虧損7,800萬港元相若。除行政開支、投資管理開支及財務成本相當穩定外，本年度的虧損主要由於以下原因：

- (i) 因股市波動，屬收益性質之按公平值計入損益之上市股本投資公平值變動產生虧損約3,600萬港元(2019年年度：5,500萬港元)。該3,600萬港元虧損包括已變現虧損約1,700萬港元(2019年年度：200萬港元)；
- (ii) 因股市波動，屬資本性質之按公平值計入損益之上市股本投資公平值變動產生虧損約700萬港元(2019年年度：400萬港元)。該700萬港元虧損並無包括已變現虧損(2019年年度：6萬港元)；及
- (iii) 有關一項潛在投資項目的誠意金減值虧損約500萬港元(2019年年度：零)。

營運所得款項總額

誠如上文業務回顧一節所述，我們已出售若干處於虧損的上市投資，使出售按公平值計入損益之金融資產(屬收益性質)之所得款項總額較2019年年度有所增加。

Other gains and losses

Other gains and losses mainly comprise of fair value loss of financials assets at FVTPL which is analysed in the table below:

		For tax purpose 就稅務而言		
		Revenue in nature 收益性質 HK\$'000 千港元	Capital in nature 資本性質 HK\$'000 千港元	Total 總額 HK\$'000 千港元
2020	2020年			
Realised loss	已變現虧損	(16,526)	—	(16,526)
Unrealised loss	未變現虧損	(19,493)	(6,753)	(26,246)
		(36,019)	(6,753)	(42,772)
2019	2019年			
Realised loss	已變現虧損	(1,801)	(57)	(1,858)
Unrealised loss	未變現虧損	(53,691)	(3,781)	(57,472)
		(55,492)	(3,838)	(59,330)

Please refer to results for the Year section above and note 4 for analysis and details.

Other Income

Other income for the Year mainly comprises of HK\$324,000 (Year 2019: nil) government subsidies received from the government of Hong Kong under the Employment Support Scheme.

Administrative expenses

Administrative expenses include an impairment loss on earnest money deposit of HK\$4,870,000 (Year 2019: nil).

Among the administrative expenses (excluding the impairment loss on earnest money deposit), staff remuneration of HK\$4,286,000 (Year 2019: HK\$4,199,000) is the largest expenses which represents approximately 42% (Year 2019: 37%) 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.

其他收益及虧損

其他收益及虧損主要包括按公平值計入損益之金融資產之公平值虧損，其於下表中作出分析：

		For tax purpose 就稅務而言		
		Revenue in nature 收益性質 HK\$'000 千港元	Capital in nature 資本性質 HK\$'000 千港元	Total 總額 HK\$'000 千港元
2020	2020年			
Realised loss	已變現虧損	(16,526)	—	(16,526)
Unrealised loss	未變現虧損	(19,493)	(6,753)	(26,246)
		(36,019)	(6,753)	(42,772)
2019	2019年			
Realised loss	已變現虧損	(1,801)	(57)	(1,858)
Unrealised loss	未變現虧損	(53,691)	(3,781)	(57,472)
		(55,492)	(3,838)	(59,330)

其分析及詳情請參照上述本年度的業績部份及載於附註4。

其他收入

本年度其他收入主要包括來自收取香港政府根據保就業計劃提供之324,000港元(2019年年度：零)政府補貼。

行政開支

行政開支包括誠意金減值虧損4,870,000港元(2019年年度：零)。

於行政開支(不包括誠意金減值虧損)中，4,286,000港元(2019年年度：4,199,000港元)的員工薪酬為最大開支，其佔行政開支約42%(2019年年度：37%)。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。

Investment management expenses

Investment management expense of HK\$7,200,000 (Year 2019: HK\$7,200,000) represents expense paid to the investment manager for the provision of investment management services to the Group.

Finance cost

Finance cost includes interest payment to a securities broker for provision of margin loan and interest expenses 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 Year End Date, the margin loan from a securities broker amounted to approximately HK\$38,750,000 (Year 2019: HK\$49,884,000) and the related interest expenses was approximately HK\$4,280,000 (Year 2019: HK\$4,201,000). As mentioned above, the loss-making listed investments were mainly disposed of near the year end. Hence, the interest payments for both years are similar but the margin loan balance at Year End Date was lower than that of Year 2019.

At Year End Date, the lease liabilities of the Group amounted to approximately HK\$176,000 (Year 2019: HK\$506,000) and the related interest expenses was approximately HK\$30,000 (Year 2019: HK\$42,000).

Liquidity and Financial Resources

At Year End Date, the Group had: (i) cash and cash equivalent of approximately HK\$14,632,000 (Year 2019: HK\$28,728,000); and (ii) a loan of approximately HK\$38,750,000 (Year 2019: HK\$49,884,000) from a securities broker for margin financing of listed equity investments of the Group.

In order to better utilize the resources, the Group used margin loan provided by a securities broker for the investment in listed equity investments since 2017. Details of the margin loan are set out in note 10.

Gearing ratio

The gearing ratio (total liabilities/total assets) at Year End Date was 31.42% (Year 2019: 26.87%).

投資管理開支

投資管理開支7,200,000港元(2019年年度：7,200,000港元)代表因向本集團提供投資管理服務而支付予投資經理的開支。

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。

為更善用資源，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。於年結日，來自證券經紀之孖展貸款約為38,750,000港元(2019年年度：49,884,000港元)及相關利息開支約為4,280,000港元(2019年年度：4,201,000港元)。如上文所述，處於虧損的上市投資主要於臨近年末時出售。因此，兩個年度的利息付款相若，惟於年結日的孖展貸款餘額低於2019年年度。

於年結日，本集團的租賃負債約為176,000港元(2019年年度：506,000港元)及相關利息開支約為30,000港元(2019年年度：42,000港元)。

流動資金及財務資源

於年結日，本集團有(i)現金及等值現金項目約14,632,000港元(2019年年度：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38,750,000港元(2019年年度：49,884,000港元)。

為更善用資源，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。孖展貸款詳情載於附註10。

資本負債比率

年結日之資本負債比率(總負債/總資產)為31.42%(2019年年度：26.87%)。

Capital structure

It is the treasure policy in utilizing 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.

Details of the margin loan are set out in note 10.

Outlook

Following the roll out of vaccination campaign of major economies, the effect of COVID-19 is expected to be alleviated gradually over year 2021. The worldwide economies will be recovered and the performance of the businesses will be improved.

Subsequent Events

There is no major event subsequent to Year End Date.

Dividend

The Board do not recommend the payment of dividend for the Year (2019: nil).

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 Year.

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。

孖展貸款詳情載於附註10。

展望

隨著主要經濟體展開疫苗接種計劃，COVID-19之影響預期將於2021年逐步緩解。全球經濟將會恢復，而業務表現亦將得到改善。

期後事項

年結日後概無發生重大事項。

股息

董事會不建議派發本年度之股息(2019年：無)。

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年度內概無購買、出售或贖回任何股份。

Corporate Governance

The Company adopted all the code provisions in the CG Code as its own code on corporate governance practices.

During the Year, the Company complied with the code provisions in the CG Code except for the following deviations:

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separated and should not be performed by the same individual. 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 has reviewed the annual results of the Group for the Year.

Model Code for Securities Transactions by Directors

The Company 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 Year.

企業管治

本公司已採納企管守則之全部守則條文，作為其本身之企業管治常規守則。

於本年度，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，主席及最高行政人員之職務應予以區分，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，故成海榮先生同時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

審核委員會已審閱本集團本年度之年度業績。

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董事及本公司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年度內一直全面遵守標準守則及董事進行證券交易的操守守則。

Closure of the Register of Members

The register of members of the Company will be closed from 24 May 2021 to 28 May 2021, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 21 May 2021.

Publication of Annual Report on the Websites of the Stock Exchange and the Company

The annual report for the Year 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, 30 March 2021

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.

暫停辦理股份過戶登記

本公司將於2021年5月24日至2021年5月28日(包括首尾兩日)暫停辦理股東登記,期間將不會處理股份過戶登記手續。為釐定有權出席股東週年大會並於會上投票之股東身份,所有已正式填妥之過戶表格連同有關股票,必須在不遲於2021年5月21日下午四時三十分前送達本公司之香港股份過戶登記分處卓佳秘書商務有限公司,地址為香港皇后大道東183號合和中心54樓。

於聯交所及本公司網站上刊發年報

本年度之年報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, 2021年3月30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

Board 董事會	the board of Directors 董事會
CG Code 企管守則	the Corporate Governance Code as set out in Appendix 14 of the Listing Rules 上市規則附錄14所載之企業管治守則
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
FVOCI 按公平值計入其他全面收益	fair value through other comprehensive income 按公平值計入其他全面收益
FVTPL 按公平值計入損益	fair value through profit or loss 按公平值計入損益
Group 本集團	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
HKFRSs 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

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
Net Asset Value 資產淨值	the consolidated net asset value of the Group as reflected in its audited financial statements 本集團於經審核財務報表內反映之綜合資產淨值
PRC 中國	People's Republic of China, which for the purpose of this annual report, excludes Hong Kong, Macau and Taiwan 中華人民共和國，就本年報而言，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
Year 本年度	year ended 31 December 2020 截至2020年12月31日止年度
Year End Date 年結日	at 31 December 2020 於2020年12月31日
Year 2019 2019年年度	year ended 31 December 2019 截至2019年12月31日止年度
HK\$ 港元	Hong Kong Dollar, the lawful currency of Hong Kong 香港法定貨幣港元