



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 股份代號 : 00310.HK

2024

INTERIM REPORT | 中期報告

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Executive Director

Position Vacant (from 10 June 2021)

Non-Executive Director

LAU Tom Ko Yuen (*Chairman*)

Independent Non-Executive Directors

FENG Nien Shu
LUI Siu Tsuen, Richard
WONG Lai Kin, Elsa
IP Kwok Kwong

Audit Committee

LUI Siu Tsuen, Richard (*Chairman*)
FENG Nien Shu
WONG Lai Kin, Elsa
IP Kwok Kwong

Remuneration Committee

FENG Nien Shu (*Chairman*)
LAU Tom Ko Yuen
LUI Siu Tsuen, Richard

Nomination Committee

LAU Tom Ko Yuen (*Chairman*)
FENG Nien Shu
WONG Lai Kin, Elsa

Company Secretary

WAN Tat Kay Dominic Savio

Auditor

CL Partners CPA Limited
(*Certified Public Accountants*)
Registered Public Interest Entity Auditor

執行董事

位置懸空(自2021年6月10日起)

非執行董事

劉高原(*主席*)

獨立非執行董事

鄧念叔
呂兆泉
黃麗堅
葉國光

審核委員會

呂兆泉(*主席*)
鄧念叔
黃麗堅
葉國光

薪酬委員會

鄧念叔(*主席*)
劉高原
呂兆泉

提名委員會

劉高原(*主席*)
鄧念叔
黃麗堅

公司秘書

溫達基

核數師

先機會計師行有限公司
(*執業會計師*)
註冊公眾利益實體核數師

Principal Bankers

Bank of China (Hong Kong) Limited
Bank of East Asia, Limited

Registered Office

Clarendon House,
2 Church Street,
Hamilton, HM 11,
Bermuda

Head Office and Principal Place of Business

Suite 305,
Shui On Centre,
6–8 Harbour Road,
Wanchai,
Hong Kong

Principal Share Registrar and Transfer Office

Conyers Corporate Services (Bermuda) Limited
Clarendon House,
2 Church Street,
Hamilton, HM 11,
Bermuda

Share Registrar and Transfer Office in Hong Kong

Tricor Secretaries Limited
17/F., Far East Finance Centre,
16 Harcourt Road,
Hong Kong

Website

www.prosperityinvestment.hk

Stock Code

Hong Kong Stock Exchange: 00310

主要往來銀行

中國銀行(香港)有限公司
東亞銀行有限公司

註冊辦事處

Clarendon House,
2 Church Street,
Hamilton, HM 11,
Bermuda

總辦事處和主要營業地點

香港
灣仔
港灣道6–8號
瑞安中心
305室

主要股份過戶登記總處

Conyers Corporate Services (Bermuda) Limited
Clarendon House,
2 Church Street,
Hamilton, HM 11,
Bermuda

香港股份過戶登記處

卓佳秘書商務有限公司
香港
夏慤道16號
遠東金融中心17字樓

網址

www.prosperityinvestment.hk

股份代號

香港聯交所：00310

Business Review

Market Review

As economic activities normalised after the pandemic, global recovery was hindered by elevated commodity prices, high inflation, disrupted supply chains, escalating geopolitical tensions, and aggressive monetary policy tightening in developed markets. These factors contributed to difficulties in financial sector and the weakening of most currencies against the US dollar.

Hang Seng Index raised 5.53% between 2 January 2024 and 30 June 2024.

Operational Review

During the Period, 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 listed investments of the Group had mixed results at Period End Date.

Proceeds on disposal of financial assets at FVTPL which are revenue in nature had decreased by around HK\$892,000 from that of 2023 Period.

Proceeds on disposal of financial assets at FVTPL which are capital in nature had decreased by around HK\$5,336,000 from that of 2023 Period.

Other than the listed investments, the Group did not make any new unlisted investment during the Period.

Subsequent Events

On 11 July 2024, the stock broker providing the margin loan to our Group made a demand for full repayment of the outstanding loan amount of approximately HK\$2.57 million on or before 12 July 2024. This demand was made despite the fact that we had not exceeded the margin ratio of 55% of the market value of the shares of approximately HK\$5.71 million or an equivalent of approximately HK\$3.14 million. The stock broker then sold the shares held as collateral on 15 July 2024, realizing proceeds of approximately HK\$2.63 million before any charges. This resulted in a loss of approximately HK\$3.07 million from the carrying value of approximately HK\$5.71 million. The loan from a security broker was fully repaid. As a result of the above event, as at 31 July 2024 the Group's unaudited consolidated net Liabilities became HK\$6,495,000 and net Liabilities value per share was approximately HK\$0.05.

業務回顧

市場回顧

隨著經濟活動在疫情後恢復正常，全球復甦面臨著商品價格高企、高通貨膨脹、供應鏈中斷、地緣政治緊張加劇以及發達經濟體貨幣政策收緊等困境。這些因素導致金融界面臨困難，大多數貨幣兌美元走勢疲弱。

恒生指數由2024年1月2日至2024年6月30日上升5.53%。

經營回顧

於本期間，本集團繼續進行上市及非上市投資和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，本集團的上市投資於期結日表現好壞參半。

出售按公平值計入損益之金融資產之所得款項(屬收益性質)較2023期間減少89.2萬港元。

出售按公平值計入損益之金融資產之所得款項(屬資本性質)較2023期間減少533.6萬港元。

除上市投資外，本集團於本期間並未有新的非上市投資。

結算日後事項

於2024年7月11日，向本集團提供貸款的證券經紀要求於2024年7月12日或之前悉數償還未償還貸款金額約257萬港元。該償還貸款要求是在本集團的欠債沒有超出該證券經紀提供55%的上限。該投資在2024年7月11日市價約571萬港元，上限額大約是314萬港元。該證券經紀隨後於2024年7月15日出售了作為抵押品持有的股票，未扣除任何費用之前實現了約263萬港元的收益。與帳面價值約571萬港元相比對，這導致虧損約307萬港元。而證券經紀之貸款則全數償還。由於上述事件引至本集團於2024年7月31日的未經審核的綜合負債淨值變成港幣649.5萬港元和每股未經審核負債淨值約為0.05港元。

Financial Review

Results for the Period

The Group reported a loss after tax of approximately HK\$9.46 million for the Period compared to the loss of HK\$10.28 million for 2023 Period. Other than the administrative expenses, investment management expense had been reduced from HK\$0.32 million to HK\$0.24 million and finance cost had decreased by HK\$0.44 million due to decrease in loan from securities broker and interest of convertible notes. The loss for the Period was mainly due to the following reasons:

- (i) a loss of approximately HK\$3.68 million (2023 Period: loss HK\$0.78 million) arose from the change in fair value of listed equity investments at FVTPL (revenue in nature) as a result of the fluctuations of the stock market;
- (ii) a loss of approximately HK\$0.46 million (2023 Period: loss of HK\$4.18 million) arose from the change in fair value of listed equity investments at FVTPL (capital in nature) as a result of the fluctuations of the stock market; and
- (iii) administrative expenses of approximately HK\$4.77 million (2023 Period: HK\$4.22 million).

Gross proceeds from operations

| | | For the six months period ended 30 June 截至6月30日止六個月 | |
|--|-------------------------------------|---|--|
| | | 2024 HK\$'000 千港元 (unaudited) (未經審核) | 2023 HK\$'000 千港元 (unaudited) (未經審核) |
| 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 | 1,357 | 2,249 |
| Gross proceeds from disposal of financial assets at FVTPL which are capital in nature for tax purposes | 出售按公平值計入損益之金融資產 (就稅務而言為資本性質) 所得款項總額 | 54 | 5,390 |
| Dividend income | 股息收入 | 3 | 20 |
| | | 1,414 | 7,659 |

As mentioned in the operational review section, in the Period proceeds on disposal of financial assets at FVTPL which are revenue in nature decreased by HK\$0.892 million compared to 2023 Period, and proceeds on disposal of financial assets at FVTPL which are capital in nature had decreased by HK\$5.336 million compared to 2023 Period.

財務回顧

本期間業績

本集團於本期間錄得除稅後虧損約946萬港元，而2023期間則為虧損1,028萬港元。除行政開支，投資管理開支由32萬港元減少至24萬港元和來自證券經紀之貸款減少及可換股票據的利息導致財務成本減少44萬港元。本期間的虧損主要原因如下：

- (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368萬港元(2023期間：虧損78萬港元)；
- (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46萬港元(2023期間：虧損418萬港元)；和
- (iii) 行政開支約477萬港元(2023期間：422萬港元)。

營運所得款項總額

正如業務回顧部分所述，於本期間，出售按公平值計入損益之金融資產(屬收益性質)所得款項與2023期間比較減少89.2萬港元，和出售按公平值計入損益之金融資產(屬資本性質)所得款項與2023期間比較減少533.6萬港元。

Other (losses)/gains, net

Other (losses)/gains, net mainly comprise of fair value (losses)/gains of financial assets at FVTPL. The fair value (losses)/gains of financial assets at FVTPL is analysed in the table below:

其他(虧損)/收益，淨額

其他(虧損)/收益，淨額主要由按公平值計入損益之金融資產的公平值(虧損)/收益所組成。按公平值計入損益之金融資產之公平值(虧損)/收益於下表中作出分析：

| | | 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 |
| 2024 | | | | |
| Realised (losses) | 已變現(虧損) | (104) | (106) | (210) |
| Unrealised (losses) | 未變現(虧損) | (3,574) | (352) | (3,926) |
| | | (3,678) | (458) | (4,136) |
| 2023 | | | | |
| Realised (losses) | 已變現(虧損) | (704) | (4,891) | (5,595) |
| Unrealised (losses)/gains | 未變現(虧損)/收益 | (72) | 707 | 635 |
| | | (776) | (4,184) | (4,960) |

Please refer to results for the Period section above and note 7 to the condensed consolidated financial statements for analysis and details.

其分析和詳情請參照上述本期間的業績部份和簡明綜合財務報表附註7。

Administrative expenses

Among the administrative expenses, staff remuneration of HK\$2,883,000 (2023 Period: HK\$2,398,000) was the largest expense which represented approximately 60.42% (2023 Period: 57%) 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.

行政開支

於行政開支中，288.3萬港元(2023期間：239.8萬港元)的員工薪酬為最大開支，其佔行政開支約60.42%(2023期間：57%)。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 expenses of HK\$240,000 (2023 Period: HK\$320,000) represented amount paid to the investment manager for the provision of investment management services to the Group. Please refer to the announcement of the Company dated 21 March 2023; and 26 January 2022 respectively for details.

投資管理開支

投資管理開支24萬港元(2023期間：32萬港元)指就向本集團提供投資管理服務而支付給投資經理的金額。詳情請參閱本公司分別於2023年3月21日和2022年1月26日之公告。

Finance costs

Finance costs included interest payment to a securities broker for the provision of margin loan and interest to convertible notes.

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\$2,563,000 (at 31 December 2023: HK\$2,415,000). The interest expenses for the Period were approximately HK\$365,000 (2023 Period: HK\$806,000). The interest payment was decreased in the Period due to reduction of loan from a securities broker compared to 2023 Period. Interest rate was at 12% per annum in the Period (2023 Period: 15%).

Significant Investments

The investment objective of the Group is to enhance the corporate value to the Shareholders. The strategy of the Group is to identify and invest in both listed and unlisted investments with potential of growth within their industries. In identifying potential investment, the Group will consider its business segment, operation, current value and the potential of going public. Currently, the Group has no specific industry focus on potential investment.

At Period End Date, the Group held the following significant investments:

ITC Properties Group Ltd (“ITC”) (00199.HK)

Information for the investment:

- (i) during the Period, share price decreased by 38.46%.
- (ii) during the Period, unrealised loss was HK\$3,659,000 and the unrealized loss at Period End Date amounted to HK\$39,912,000.
- (iii) at Period End Date, number and percentage of shares held were 14,635,763 shares and 1.61% respectively.
- (iv) at Period End Date, its size relative to the Group’s total assets was 46.56%.

ITC will focus on the sale of the remaining units in Macau and other redevelopment projects to secure revenue and maximise returns for their shareholders. In addition, they will consider disposing of certain properties in order to realise the tied-up capital and value. Apart from businesses in the PRC, Macau, Canada and the United Kingdom, they will cautiously explore potential property development projects and closely assess and select attractive opportunities to replenish their Group’s portfolio.

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和可換股票據支付的利息。

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256.3萬港元（於2023年12月31日：241.5萬港元）。本期間的利息開支約為36.5萬港元（2023期間：80.6萬港元）。在本期間，利息開支減少是由於證券經紀的貸款在本期間與2023期間比較減少所致。本期間利率是年利率12%（2023期間：15%）。

重大投資

本集團之投資目標是為股東提升企業的價值。本集團之策略是識別和投資於其行業內具有增長潛力之上市和非上市投資。在識別潛在投資時，本集團將考慮其業務分部、營運、現值和上市潛力。目前，本集團於潛在投資上並無特定行業重點。

於期結日，本集團持有以下重大投資：

德祥地產集團有限公司（「德祥地產」）(00199.HK)

該投資之資料：

- (i) 於本期間，股價下跌38.46%。
- (ii) 於本期間，未變現虧損為365.9萬港元於期結日之未變現虧損為3,991.2萬港元。
- (iii) 於期結日，所持股份數目及比例分別為14,635,763股及1.61%。
- (iv) 於期結日，其規模相對於本集團總資產的比例為46.56%。

德祥地產將專注於出售澳門餘下單位以及其他重建項目，確保收益穩健及為股東帶來最大回報。此外，德祥地產將考慮出售若干物業，以變現被捆綁的資本及價值。除在中國、澳門、加拿大及英國的業務外，德祥地產將審慎發掘潛在物業發展項目，並密切評估及選擇具吸引力的機遇以豐富其投資組合。

Wealth Spread Investment Limited (“Wealth Spread”)

Information for the investment:

- (i) during the Period, fair value remained the same value as at 31 December 2023.
- (ii) during the Period, realised loss was HK\$Nil and unrealised loss at Period End Date amounted to HK\$48,753,000 respectively.
- (iii) at Period End Date, number and percentage of shares held are 147 shares and 14.70% respectively.
- (iv) at Period End Date, its size relative to the Group’s total assets is 42.09%.

The Group held 14.7% equity interest in Wealth Spread as at Period End Date. Wealth Spread is an investment holding company with an indirectly held equity interest of 54% in an entity (the “PRC entity”) principally engaged in lead and zinc mining in the PRC as at 30 June 2024. The Group had an indirect effective attributable minority interest of 7.94% of the PRC entity.

For a detailed understanding of the performance and future prospects of those listed significant investments, please refer to the published annual/interim reports of the respective listed companies as shown on the HKExnews of the Stock Exchange. Other details of significant investments of the Group are set out in note 20 to the condensed consolidated financial statements.

Liquidity and Financial Resources

At Period End Date, the Group had: (i) cash and cash equivalents of approximately HK\$629,000 (at 31 December 2023: HK\$4,017,000); and (ii) a loan of approximately HK\$2,564,000 (at 31 December 2023: HK\$2,415,000) 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. Details of the margin loan are set out in note 16 to the condensed consolidated financial statements.

Gearing Ratio

The gearing ratio (total liabilities/total assets) at Period End Date was 119.58% (at 31 December 2023: 66.33%).

康展投資有限公司(「康展投資」)

該投資之資料：

- (i) 於本期間，公平值維持2023年12月31日的價值。
- (ii) 於本期間，已變現虧損為零港元和於期結日之未變現虧損為4,875.3萬港元。
- (iii) 於期結日，所持股份數目及比例分別為147股和14.70%。
- (iv) 於期結日，其規模相對於本集團總資產的比例為42.09%。

於期結日，本集團持有康展投資的14.7%的股東權益。康展投資為一家投資控股公司，於2024年6月30日通過間接持股方式持有一家主要在中華人民共和國從事鉛鋅開採的實體(「中國實體」)54%的股權。本集團擁有中國實體間接有效的少數股東歸屬權益7.94%。

有關上市重大投資之表現及未來前景之詳情，請參閱於聯交所披露易所示之各上市公司已刊發年度／中期報告。本集團重大投資之其他資料載於簡明綜合財務報表附註20。

流動資金和財務資源

於期結日，本集團有：(i)現金和等值現金項目約62.9萬港元(於2023年12月31日：401.7萬港元)；和(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256.4萬港元(於2023年12月31日：241.5萬港元)。

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。孖展貸款詳情載於簡明綜合財務報表附註16。

資本負債比率

期結日之資本負債比率(總負債／總資產)為119.58%(於2023年12月31日：66.33%)。

Charges on Assets

Charges on assets of the Group are set out in note 16 to the condensed consolidated financial statements.

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 was 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 was 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 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.

Details of the margin loan are set out in note 16 to the condensed consolidated financial statements.

Details of convertible notes are set out in note 17 to the condensed consolidated financial statements.

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16。

或然負債

於期結日概無或然負債。

匯率波動風險和相關對沖

於本期間，本集團之投資主要以港元、美元和人民幣計值。由於港元與美元掛鈎，預期以美元計值之交易和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和現金結餘並不重大，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。

重大收購和出售附屬公司、聯營公司和合營企業

於本期間，本集團並無任何重大收購和出售附屬公司、聯營公司和合營企業。

主要客戶及供應商

由於業務性質，本集團並無主要客戶和供應商。因此，並沒有應收賬和應付賬賬齡分析。

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和日常運營用途，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。

孖展貸款詳情載於簡明綜合財務報表附註16。

可換股票據詳情載於簡明綜合財務報表附註17。

Employee and Remuneration Policies

At Period End Date, the Group had 6 employees and 5 Directors. The remuneration packages of the employees and Directors included monthly salary, contribution to MPF Scheme, overtime payment, discretionary bonus and directors' fee. Remuneration policies of the Group are to reward the employees and the Directors with remuneration packages in accordance with the market situation and their performance from time to time. Remuneration Committee will meet at least once a year to review the remuneration policy and packages of Directors and senior management of the Group. The remuneration of other employees is determined by the managing director of the Group. No Director or executive is involved in determining his/her own remuneration. 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 and the policy of the Group, the Group and its employees are each required to make contributions to the MPF Scheme at 5% of their monthly relevant income. Forfeited contribution can be used to reduce future contribution of the Group. There was no forfeited contribution during the Period.

On-the-job training and continuous professional development are important elements to enhance the industry knowledge of the employees of the Group. The Group encourages employees to attend training courses and reimbursement will be made by the Group for those job-related training courses. Besides, the Group will purchase relevant reference materials for the employees' on-the-job reference.

Outlook

Amid ongoing economic uncertainty, prolonged geopolitical tensions and potential financial market instability, the Group foresees challenges in the year ahead. We will prudently manage our business operations and financial resources during this difficult period. Vigilance and resilience will be vital to navigate conditions as the recovery continues. Further to the issuance of convertible notes near the end of the financial year ended 31 December 2023 and in the Period, management is exploring options to raise additional equity funding in order to strengthen our balance sheet, enabling us to capture investment opportunities here and abroad for the overall benefit of the Company and shareholders as a whole.

僱員及薪酬政策

於期結日，本集團有6名僱員和5名董事。僱員及董事的薪酬待遇包括月度薪金、強積金計劃供款、加班費、酌情花紅和董事袍金。本集團之薪酬政策為獎勵僱員和董事，不時根據市況和彼等之表現進行審閱。薪酬委員會將至少每年舉行一次會議，以審閱董事和本集團高級管理層的薪酬政策和待遇。其他僱員的薪酬由本集團的董事總經理釐定。概無董事或行政人員參與釐定其本身之薪酬。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和本集團之資產分開持有。根據強積金計劃之規則和本集團的政策，本集團和其僱員各自須按彼等每月之相關收入向強積金計劃作出5%之供款。沒收之供款可用作減少本集團未來之供款。本期間並無所沒收之供款。

在職培訓和持續專業發展為加強本集團僱員的行業知識的重要元素。本集團鼓勵僱員參與培訓課程，並可就該等與工作相關的培訓課程費用向本集團報銷。另外，本集團亦會購入相關參考材料以供僱員在職參考之用。

展望

面對當前經濟不確定性，持久的地緣政治緊張局勢和潛在的金融市場不穩定，本集團預見來年的前景具有挑戰性。在此困難時期，我們將審慎管理業務運營和財政資源。面對形勢變化，我們將保持靈活應對與韌性。這對未來復甦進程中至關重要。除了截至2023年12月31日財政年度接近結束時和在本期間發行可轉換票據外，管理層還在探討募集額外股權融資的方案，以加強我們的資產負債表狀況，使我們能夠抓住國內外的投資機會，從而實現公司和股東的整體利益。

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

At Period End Date, 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 |
|------------------|------|---------------------|-------------------------------|----------------------------------|-----------------|--|
| Lau Tom Ko Yuen | 劉高原 | 5,340,000 | 26,689,084 | 26,689,084 (Note) (附註) | 32,029,084 | 26.44% |

* Beneficial owner

⁺ Interests of spouse

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

Note:

26,689,084 Shares were held by All Fame Developments Limited, a company controlled as to 100% 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, at Period End Date, none of the Directors nor their associates had or was deemed to have any interest or short position in the Shares or underlying Shares or any of its associated corporations as recorded in the register that required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事和最高行政人員於股份和相關股份之權益和淡倉

按本公司須根據證券和期貨條例第352條而存置之登記冊所記錄或按本公司和聯交所根據標準守則獲知會，於期結日，董事和本公司最高行政人員和任何彼等之聯繫人於股份和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

* 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：

滿譽發展有限公司持有26,689,084股，而該公司則由Sun Matrix Limited控制100%權益。Sun Matrix Limited由劉高原先生和藍一女士（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和聯交所根據標準守則另行獲知會，於期結日，董事或彼等之聯繫人概無擁有或被視為於股份或相關股份或其任何相聯法團中擁有任何權益或淡倉。

Substantial Shareholders

At Period End Date, 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

按本公司根據證券及期貨條例第336條須存置之登記冊所記錄，下列人士於期結日於股份和相關股份中擁有權益和淡倉：

於股份之好倉

| Name of Shareholder | 股東名稱／姓名 | Personal Interests | Family Interests ⁺ | Corporate Interests [#] | Total Interests | Percentage of issued share capital of the Company |
|-------------------------------|--------------------|--------------------|-------------------------------|----------------------------------|-----------------|---|
| | | 個人權益 | 家族權益 ⁺ | 公司權益 [#] | 總權益 | 佔本公司已發行股本之百分比 |
| All Fame Developments Limited | 滿譽發展有限公司 | — | — | 26,689,084 (Note) (附註) | 26,689,084 | 22.03% |
| Sun Matrix Limited | Sun Matrix Limited | — | — | 26,689,084 (Note) (附註) | 26,689,084 | 22.03% |
| Lau Tom Ko Yuen* | 劉高原* | 5,340,000 | 26,689,084 | 26,689,084 (Note) (附註) | 32,029,084 | 26.44% |
| Lan Yi ⁺ | 藍一 ⁺ | — | 32,029,084 | 26,689,084 (Note) (附註) | 32,029,084 | 26.44% |

⁺ 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

* Mr. Lau Tom Ko Yuen is a non-executive Director and Chairman of the Company

* 劉高原先生為本公司非執行董事和主席。

Note:

附註：

All Fame Developments Limited, a company controlled as to 100% 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.

滿譽發展有限公司由Sun Matrix Limited控制100%權益。Sun Matrix Limited由劉高原先生和藍一女士(劉高原先生之配偶)各自控制50%權益。

Save as disclosed above, at Period End Date, 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.

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，於期結日，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，和／或直接或間接擁有附有一切情況下可於本集團任何其他成員公司之股東大會上投票之權利之股本面值5%或以上之權益。

Arrangements to Purchase Shares or Debentures

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 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 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.

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.

From 10 June 2021, since the position of executive director was vacant, all investing/divesting activities had to be pre-approved by Opus Capital.

The Company had received approval from the Stock Exchange for a suitable person to act as its executive director and chief executive. Once the appointment is made, the Company will make an announcement in compliance with the Listing Rules.

購買股份或債權證之安排

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、任何彼等之配偶或18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。

根據企管守則之守則條文第A.2.1條，主席和最高行政人員之職務應予以區分，並不應由同一人擔任。

自2021年6月10日起，由於執行董事一職懸空，所有投資／出售行為必須經過創富融資的預先批准。

本公司已經獲得聯交所批准一合適人選去擔任執行董事及最高行政人員。一旦人選被任命，本公司會遵守上市規則即時作出公告。

Audit Committee

The audit committee comprises four INEDs, namely Mr. Lui Siu Tsuen, Richard, Mr. Feng Nien Shu, Ms. Wong Lai Kin, Elsa, and Mr. Ip Kwok Kwong. 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 had adopted the Model Code as the codes of conduct regarding securities transactions by Directors and by relevant employees of the Company. All Directors had 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 non-executive Director, namely Mr. Lau Tom Ko Yuen, and four INEDs, namely Mr. Lui Siu Tsuen, Richard, Mr. Feng Nien Shu, Ms. Wong Lai Kin, Elsa, and Mr. Ip Kwok Kwong.

On 21 December 2017, all Directors with the exception of Mr. Ip Kwok Kwong have entered into appointment letters with the Company for a term commencing from 21 December 2017 and continuing until termination by either party by not less than three months prior written notice or any time agreed by both parties. They are subject to the requirement that one third of all the Directors shall retire from office by rotation at each annual general meeting pursuant to the Bye-Laws of the Company. Mr. Ip Kwok Kwong was approved by shareholders for appointment as an independent non-executive director at the Annual General Meeting held on 31 May 2023.

During the Period, the non-executive Director was entitled to a monthly remuneration of HK\$200,000 (2023 Period: monthly remuneration of HK\$200,000 from 1 April 2023), each of the INEDs was entitled to a director's fee of HK\$100,000 per annum (2023 Period: HK\$100,000 per annum on a prorata basis on number of days as an INED) which was determined with reference to their duties and the prevailing market conditions.

審核委員會

審核委員會由四名獨立非執行董事，即呂兆泉先生、鄧念叔先生、黃麗堅女士和葉國光先生組成。審核委員會與管理層已審閱本集團所採納之會計原則和常規，並商討審核、內部監控和財務申報事宜，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和相關僱員進行證券交易之操守守則。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和其董事進行證券交易的操守守則。

董事會

於本報告日期，董事會由一名非執行董事劉高原先生，以及四名獨立非執行董事呂兆泉先生、鄧念叔先生、黃麗堅女士和葉國光先生組成。

在2017年12月21日，全體董事，葉國光先生除外，與本公司訂立委任函，任期由2017年12月21日起計並繼續擔任，直至任何一方透過發出不少於三個月或雙方協定之任何時間之事先書面通知予以終止為止。根據本公司之公司細則，彼等須遵守全體董事之三分之一須於每屆股東週年大會上輪值退任之規定。葉國光先生在2023年5月31日的股東周年大會上被選任為獨立非執行董事。

在本期內，非執行董事有權收取每月20萬港元酬金(2023期間：由2023年4月1日起每月20萬港元酬金)，而各獨立非執行董事有權收取之董事袍金為每年10萬港元(2023期間：每年10萬港元按獨立非執行董事的在任日數計算)。各獨立非執行董事之董事袍金經參照其職責和現行市況釐定。

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益和其他全面收益表

For the six months period ended 30 June 2024

截至2024年6月30日止六個月期間

| | | | For the six months period ended 30 June 截至6月30日止六個月期間 | |
|---|-------------------------------------|-------------|--|--|
| | | | 2024 HK\$'000 千港元 (unaudited) (未經審核) | 2023 HK\$'000 千港元 (unaudited) (未經審核) |
| | | Notes 附註 | | |
| Gross proceeds from operations | 營運所得款項總額 | 6 | 1,414 | 7,659 |
| Revenue | 收入 | 6 | 3 | 20 |
| Other (Losses)/Gains, Net | 其他(虧損)/收益·淨額 | 7 | (4,136) | (4,960) |
| Other income | 其他收入 | | 52 | 9 |
| Administrative expenses | 行政開支 | | (4,773) | (4,218) |
| Investment management expenses | 投資管理開支 | | (240) | (320) |
| Finance Costs | 財務成本 | 8 | (365) | (806) |
| Loss before income tax | 除所得稅前虧損 | | (9,459) | (10,275) |
| Income Tax Expense | 所得稅開支 | 9 | — | — |
| Loss for the Period attributable to owners of the Company | 本公司擁有人應佔 本期間虧損 | 10 | (9,459) | (10,275) |
| Other comprehensive expense for the period | 期間其他全面開支 | | | |
| Item that will not be reclassified subsequently to profit or loss: | 後續不會重新分類至損益的項目： | | | |
| 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 [#] | | — | — |
| 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 | | (9,459) | (10,275) |
| | | | HK cents 港仙 | HK cents 港仙 |
| Loss Per Share | 每股虧損 | 11 | | |
| — Basic and diluted | — 基本和攤薄 | | (7.8) | (8.5) |

[#] Similar to 2023 Period, no adjustment has been made on the fair value as at Period End Date. Any adjustments will be made at 31 December when the auditor is involved.

[#] 與2023期間相同，公平值在期結日未有調整。在12月31日當有核數師參與時才對其作出任何調整。

Condensed Consolidated Statement of Financial Position

At 30 June 2024

簡明綜合財務狀況表

於2024年6月30日

| | | Notes 附註 | At 30 June 2024 於2024年 6月30日 HK\$'000 千港元 (unaudited) (未經審核) | At 31 December 2023 於2023年 12月31日 HK\$'000 千港元 (audited) (經審核) |
|--|-----------------------|-------------|--|--|
| ASSETS AND LIABILITIES | 資產及負債 | | | |
| Non-current assets | 非流動資產 | | | |
| Plant and Equipments | 廠房和設備 | 13 | 332 | 619 |
| Financial Assets at FVOCI | 按公平值計入其他全面收益 之金融資產 | 14 | 5,293 | 5,293 |
| Financial Assets at FVTPL | 按公平值計入損益之金融資產 | 14 | 310 | 822 |
| | | | 5,935 | 6,734 |
| Current assets | 流動資產 | | | |
| Financial Assets at FVTPL | 按公平值計入損益之金融資產 | 14 | 5,949 | 9,956 |
| Other Receivables | 其他應收賬項 | 15 | 60 | 71 |
| Cash held by securities brokers | 證券經紀持有之現金 | | 13 | 14 |
| Bank balances and cash | 銀行結餘及現金 | | 616 | 4,003 |
| | | | 6,638 | 14,044 |
| Current liabilities | 流動負債 | | | |
| Loan from a Securities Broker | 來自證券經紀之貸款 | 16 | 2,564 | 2,415 |
| Other payable and accruals | 其他應付賬項和應計賬項 | | 4,072 | 5,627 |
| Borrowings | 借貸 | | — | 1,740 |
| | | | 6,636 | 9,782 |
| Net current assets | 流動資產淨值 | | 2 | 4,262 |
| Total assets less current liabilities | 資產總值減流動負債 | | 5,937 | 10,996 |

Condensed Consolidated Statement of Financial Position

At 30 June 2024

簡明綜合財務狀況表

於2024年6月30日

| | | Notes 附註 | At 30 June 2024 於2024年 6月30日 HK\$'000 千港元 (unaudited) (未經審核) | At 31 December 2023 於2023年 12月31日 HK\$'000 千港元 (audited) (經審核) |
|---|---------------------|-------------|--|--|
| Long term liability | 長期負債 | | | |
| Borrowings | 貸款 | | 400 | 0 |
| Convertible Notes | 可換股票據 | 17 | 8,000 | 4,000 |
| | | | 8,400 | 4,000 |
| Net (liabilities)/assets | (負債)/資產淨值 | | (2,463) | 6,996 |
| Capital and reserves | 資本及儲備 | | | |
| Share Capital | 股本 | 18 | 121 | 121 |
| Reserves | 儲備 | | (2,584) | 6,875 |
| Total (deficit)/equity | (虧絀)/權益總值 | | (2,463) | 6,996 |
| | | | HK\$ | HK\$ |
| | | | 港元 | 港元 |
| Net (Liabilities)/Asset Value Per Share* | 每股(負債)/資產淨值* | 19 | (0.02) | 0.06 |

* Net (Liabilities)/Asset Value Per Share at Period End Date is computed based on the Net (Liabilities)/Asset value of (HK\$2,463,000) (31 December 2023: HK\$6,996,000) and 121,132,020 (31 December 2023: 121,132,020) issued and fully paid Shares after capital reorganisation effective on 13 December 2023.

* 每股(負債)/資產淨值乃按於期結日之(負債)/資產淨值為(246.3萬港元)(2023年12月31日: 699.6萬港元)及已發行和已繳足之121,132,020股(2023年12月31日: 121,132,020股)股份在2023年12月13日生效的股份重組計算。

Condensed Consolidated Statement of Changes in Equity

For the six months period ended 30 June 2024

簡明綜合權益變動表

截至2024年6月30日止六個月期間

| | | Share capital | Share premium | Investment revaluation reserve | Contributed Surplus | Accumulated losses | Total equity |
|--|---------------------------------|---------------|---------------|--------------------------------|---------------------|--------------------|--------------|
| | | 股本 | 股份溢價 | 投資重估儲備 | 實繳盈餘 | 累計虧損 | 股本總值 |
| | | 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 31 December 2022 (audited) | 於2022年12月31日 (經審核) | 30,283 | 192,895 | (33,859) | 290,081 | (435,109) | 44,291 |
| Loss for the period | 本期間虧損 | — | — | — | — | (10,275) | (10,275) |
| Other comprehensive expense | 其他全面開支 | | | | | | |
| Fair value loss on financial assets at FVOCI | 按公平值計入其他全面收益之金融資產公平值虧損 | — | — | — | — | — | — |
| Total comprehensive expense for the period | 期間全面開支總額 | — | — | — | — | (10,275) | (10,275) |
| At 30 June 2023 (unaudited) | 於2023年6月30日 (未經審核) | 30,283 | 192,895 | (33,859) | 290,081 | (445,384) | 34,016 |
| At 31 December 2023 (audited with disclaimer) | 於2023年12月31日 (經審核及 不表示意見) | 121 | 192,895 | (48,753) | 320,243 | (457,510) | 6,996 |
| Loss for the period | 本期間虧損 | — | — | — | — | (9,459) | (9,459) |
| Other comprehensive expense | 其他全面開支 | | | | | | |
| Fair value loss on financial assets at FVOCI | 按公平值計入其他全面收益之金融資產公平值虧損 | — | — | — | — | — | — |
| Total comprehensive expense for the period | 期間全面開支總額 | — | — | — | — | (9,459) | (9,459) |
| At 30 June 2024 (unaudited) | 於2024年6月30日 (未經審核) | 121 | 192,895 | (48,753) | 320,243 | (466,969) | (2,463) |

Condensed Consolidated Statement of Cash Flows

For the six months period ended 30 June 2024

簡明綜合現金流量表

截至2024年6月30日止六個月期間

| | | For the six months period ended 30 June 截至6月30日止六個月期間 | |
|--|------------------------------|--|--|
| | | 2024 HK\$'000 千港元 (unaudited) (未經審核) | 2023 HK\$'000 千港元 (unaudited) (未經審核) |
| | Note 附註 | | |
| Cash flow generated from/(used in) operating activities | 經營活動所得/(所用)現金流量 | | |
| Cash (used in)/generated from operations | 經營(所用)/所得現金 | (5,877) | 61 |
| Dividend received | 已收股息 | 3 | 15 |
| <i>Net cash (used in)/generated from operating activities</i> | <i>經營活動(所用)/所得現金淨額</i> | (5,874) | 76 |
| Cash flow generated from/(used in) investing activities | 投資活動所得/(所用)現金流量 | | |
| Proceeds on disposal of automobiles | 出售汽車所得款項 | 52 | — |
| (Purchase) of computer equipment | (購入)電腦設備 | (9) | — |
| <i>Net cash generated from/(used in) investing activities</i> | <i>投資活動所得/(所用)現金淨額</i> | 43 | — |
| Cash flow (used in)/generated from financing activities | 融資活動(所用)/所得現金流量 | | |
| (Repayment)/Proceed from loan from a director | (償還)/來自一董事的貸款 | (600) | — |
| (Repayment) of loan from a director of a subsidiary company | (償還)來自一子公司的董事的貸款 | (740) | — |
| Proceeds from loan from a securities broker | 來自證券經紀之貸款之所得款項 | 148 | 806 |
| Proceeds from convertible notes | 來自可換股票據之所得款項 | 4,000 | — |
| (Repayment) of loan from a securities broker | (償還)來自證券經紀之貸款 | — | (311) |
| Finance Costs | 財務成本 | (365) | (806) |
| <i>Net cash generated from/(used in) financing activities</i> | <i>融資活動所得/(所用)現金淨額</i> | 2,443 | (311) |
| Net (decrease)/increase in cash and cash equivalents | 現金及等值現金項目(減少)/增加淨額 | (3,388) | (235) |
| Cash and cash equivalents at 31 December (2023/2022) | 於12月31日(2023/2022)之現金和等值現金項目 | 4,017 | 455 |
| Cash and cash equivalents at 30 June | 於6月30日之現金和等值現金項目 | 629 | 220 |
| Represented by | 指 | | |
| Bank balances and cash | 銀行結餘和現金 | 616 | 184 |
| Cash held by securities brokers | 證券經紀持有之現金 | 13 | 36 |
| | | 629 | 220 |

Notes to Condensed Consolidated Financial Statements

For the six months period ended 30 June 2024

簡明綜合財務報表附註

截至2024年6月30日止六個月期間

1. General Information

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Main Board of the Stock Exchange. The addresses of its registered office and principal place of business of the Company are Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Suite 305, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, respectively.

The Company acts as an investment holding company. The Group's principal activity is investment holding.

The condensed consolidated financial statements are presented in thousands of units of Hong Kong dollars ("HK\$'000"), unless otherwise stated.

The condensed consolidated financial statements for the six months period ended 30 June 2024 were approved for issue by the Board on 28 August 2024.

2. Basis of Preparation

The condensed consolidated 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 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 2023.

1. 一般資料

本公司在百慕達註冊成立為一間受豁免有限公司，其股份於聯交所主板上市。本公司之註冊辦事處和主要營業地點之地址分別為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda和香港灣仔港灣道6-8號瑞安中心305室。

本公司為一間投資控股公司。本集團的主要業務為控股投資。

除另有說明之外，簡明綜合財務報表以千港元（「千港元」）為單位呈列。

截至2024年6月30日止六個月期間簡明綜合財務報表已於2024年8月28日獲董事會批准刊發。

2. 編製基準

本期間之簡明綜合財務報表乃根據上市規則和香港會計準則第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，和應與截至2023年12月31日止年度之本集團年度綜合財務報表一併閱讀。

3. Summary of Significant Accounting Policies

The condensed consolidated 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 2023, except for the adoption of the following amended HKFRSs which are effective on the Group's financial statements beginning from 1 January 2024:

| | |
|----------------------------------|---|
| Amendments to HKFRS 16 | Lease Liability in a Sale and Leaseback |
| Amendments to HKAS 1 | Classification of Liabilities as Current or Non-current and Related amendments to Hong Kong Interpretation 5 (2020) |
| Amendments to HKAS 1 | Non-current Liabilities with Covenants |
| Amendments to HKAS 7 and HKFRS 7 | Supplier Finance Arrangements |

The directors anticipate that all of the amended HKFRSs adopted in the Group's accounting policy in the current period are not expected to have a material impact on the Group's condensed consolidated financial statements.

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

4. Critical Accounting Estimates and Judgements

The preparation of the condensed consolidated financial statements requires management to make accounting judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these condensed consolidated financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual consolidated financial statements of the Group for the year ended 31 December 2023.

3. 主要會計政策概要

簡明綜合財務報表乃根據本集團於截至2023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2024年1月1日開始生效之財務報表的經修訂香港財務報告準則除外：

| | |
|--------------------------|----------------------------------|
| 香港財務報告準則第16號(修訂本) | 售後租回交易中的租賃負債 |
| 香港會計準則第1號之修訂 | 負債分類為流動或非流動以及香港詮釋第5號(2020年)之有關修訂 |
| 香港會計準則第1號之修訂 | 附帶契諾的非流動負債 |
| 香港會計準則第7號及香港財務報告準則第7號之修訂 | 供應商融資安排 |

董事預計，在本期間，本集團之會計政策所採納的所有經修訂香港財務報告準則，不會對本集團之簡明綜合財務報表產生重大影響。

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。

4. 關鍵會計估計和判斷

編製簡明綜合財務報表時，需要管理層做出會計判斷、估計和假設，該等會計判斷、估計和假設會影響會計政策之應用以及資產和負債、收入和開支之報告金額。實際結果可能有別於該等估計。

編製該等簡明綜合財務報表時，管理層應用本集團之會計政策作出的重大判斷和估計不確定因素之主要來源，與應用於本集團截至2023年12月31日止年度之年度綜合財務報表者一致。

Notes to Condensed Consolidated Financial Statements

For the six months period ended 30 June 2024

簡明綜合財務報表附註

截至2024年6月30日止六個月期間

5. 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 only executive 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, up to 9 June 2021. Accordingly, no operating segment information is presented.

The position of executive director has been vacant from 10 June 2021. Moreover, due to the nature of the Company's business the Board of Directors continues the same view. Accordingly, no operating segment information shall be presented.

6. Gross Proceeds from Operations/ Revenue

The following table shows the gross proceeds from disposal of financial assets at FVTPL and the revenue of the Group which represents the dividend income:

| | | For the six months period ended 30 June 截至6月30日止六個月期間 | |
|--|-----------------------------------|--|--|
| | | 2024 HK\$'000 千港元 (unaudited) (未經審核) | 2023 HK\$'000 千港元 (unaudited) (未經審核) |
| 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 | 1,357 | 2,249 |
| Gross proceeds from disposal of financial assets at FVTPL which are capital in nature for tax purposes | 出售按公平值計入損益之金融資產(就稅務而言為資本性質)所得款項總額 | 54 | 5,390 |
| Dividend income | 股息收入 | 3 | 20 |
| | | 1,414 | 7,659 |

Revenue represents dividend income of HK\$3,000 (2023 Period: HK\$20,000).

香港財務報告準則第8號要求按有關主要經營決策者(即本公司唯一執行董事)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和溢利或虧損(根據本集團之會計政策釐定)以進行表現評估,直至2021年6月9日止。因此,本集團並無呈列經營分類資料。

自2021年6月10日起,執行董事一職懸空。由於公司之業務性質,董事會維持相同意見。因此,並無呈列經營分類資料。

5. 分類資料

6. 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之所得款項總額和本集團之收入,指股息收入:

收入指股息收入0.3萬港元(2023期間:2萬港元)。

Notes to Condensed Consolidated Financial Statements

For the six months period ended 30 June 2024

簡明綜合財務報表附註

截至2024年6月30日止六個月期間

7. Other (Losses)/Gains, Net

7. 其他(虧損)/收益, 淨額

| | | For the six months period ended 30 June 截至6月30日止六個月期間 | |
|---|---------------------|--|--|
| | | 2024 HK\$'000 千港元 (unaudited) (未經審核) | 2023 HK\$'000 千港元 (unaudited) (未經審核) |
| Fair value changes of financial assets at FVTPL | 按公平值計入損益之金融資產之公平值變動 | | |
| — capital in nature for tax purpose | — 就稅務而言為資本性質 | (458) | (4,184) |
| — revenue in nature for tax purpose | — 就稅務而言為收益性質 | (3,678) | (776) |
| | | (4,136) | (4,960) |

The fair value changes of financial assets at FVTPL comprised of net realised losses on disposal of financial assets at FVTPL of HK\$210,000 (2023 Period: net losses HK\$5,595,000). These figures represent the difference between proceeds on disposal and the original costs of acquisition of financial assets at FVTPL, and net unrealised losses of HK\$3,926,000 (2023 Period: net unrealised gains HK\$635,000).

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21萬港元(2023期間: 淨虧損559.5萬港元)。此等數目代表由出售按公平值計入損益之金融資產的所得款項和在購入時的原價之差額所達致和未變現淨虧損392.6萬港元(2023期間: 未變現淨收益63.5萬港元)。

8. Finance Costs

8. 財務成本

| | | For the six months period ended 30 June 截至6月30日止六個月期間 | |
|---|-------------|--|--|
| | | 2024 HK\$'000 千港元 (unaudited) (未經審核) | 2023 HK\$'000 千港元 (unaudited) (未經審核) |
| Interest on loan from a securities broker | 來自證券經紀之貸款利息 | 148 | 806 |
| Interest expenses of convertible notes | 可換股票據之利息開支 | 217 | — |
| | | 365 | 806 |

Notes to Condensed Consolidated Financial Statements

For the six months period ended 30 June 2024

簡明綜合財務報表附註

截至2024年6月30日止六個月期間

9. Income Tax Expense

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

At Period End Date, the Group has unused tax losses of HK\$451,099,000 (31 December 2023: HK\$445,962,000) available to offset against future profits. No deferred tax asset had been recognised due to the unpredictability of future profit streams. The tax losses are subject to the agreement with the Hong Kong Inland Revenue Department and may be carried forward indefinitely.

10. Loss for the Period

Loss for the Period has been arrived at after charging:

9. 所得稅開支

由於兩個期間均無產生應評稅利潤，故並無就兩個期間的香港利得稅作出撥備。

於期結日，本集團之未動用稅項虧損451,099,000港元(2023年12月31日：445,962,000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。

10. 本期間虧損

本期間虧損已扣除下列各項：

| | | For the six months period ended 30 June 截至6月30日止六個月期間 | |
|--|-------------------------|--|--|
| | | 2024 HK\$'000 千港元 (unaudited) (未經審核) | 2023 HK\$'000 千港元 (unaudited) (未經審核) |
| (a) Staff costs (including directors' remuneration) | (a) 員工成本(包括董事薪酬) | | |
| Salaries, wages and other benefits | 薪金、工資和其他福利 | 2,818 | 2,328 |
| Contributions to defined contribution retirement plans | 界定供款退休計劃之供款 | 65 | 70 |
| | | 2,883 | 2,398 |
| (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 | 96 | 108 |

11. Loss Per Share

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

| | | For the six months period ended 30 June 截至6月30日止六個月期間 | |
|--|----------------------|--|-------------------------------|
| | | 2024 (unaudited) (未經審核) | 2023 (unaudited) (未經審核) |
| Loss attributable to the owners of the Company (HK\$'000) | 本公司擁有人應佔虧損(千港元) | (9,459) | (10,275) |
| Weighted average number of ordinary shares in issue for the purposes of loss per share | 用以計算每股虧損之已發行普通股加權平均數 | 121,132,020 | 121,132,020 |

For the Period, the computation of diluted loss per share does not assume the conversion of the Company's outstanding convertible notes since their assumed exercise would result in a decrease in loss per share. For the 2023 Period, the diluted loss per share was the same as basic loss per share as there was no potential dilutive ordinary share outstanding during the 2023 Period.

The weighted average number of ordinary shares in issue for the 2023 Period has been adjusted retrospectively to reflect the capital reorganisation effective on 13 December 2023.

12. Dividend

The directors do not recommend the payment of interim dividend for the Period (2023 Period: HK\$0).

13. Plant and Equipments

During the period the Group disposed automobile original costs of HK\$350,000 (2023 Period: HK\$0) resulting in a gain on disposal of HK\$52,000 (2023 Period: HK\$0), and acquired computer equipment of HK\$9,000 (2023 Period: HK\$0).

During the Period, depreciation of plant and equipments of HK\$96,000 (2023 Period: HK\$108,000) was provided based on their estimated useful lives of 3 to 5 years using straight line method.

11. 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 period ended 30 June 截至6月30日止六個月期間 | |
|--|----------------------|--|-------------------------------|
| | | 2024 (unaudited) (未經審核) | 2023 (unaudited) (未經審核) |
| Loss attributable to the owners of the Company (HK\$'000) | 本公司擁有人應佔虧損(千港元) | (9,459) | (10,275) |
| Weighted average number of ordinary shares in issue for the purposes of loss per share | 用以計算每股虧損之已發行普通股加權平均數 | 121,132,020 | 121,132,020 |

對於本期間，計算每股攤薄虧損時不假設本公司尚未兌換的可換股票據已予兌換，原因是假設兌換將導致每股虧損減少。就2023期間而言，每股攤薄虧損與每股基本虧損相同，原因是2023年期間內沒有已發行但尚未實現之潛在攤薄普通股。

2023期間已發行普通股的加權平均數作出追溯調整，以反映2023年12月13日生效的股本重組。

12. 股息

董事不建議派發本期間之中期股息 (2023期間：零港元)。

13. 廠房和設備

於本期間，本集團售出汽車原價為35萬港元(2023期間：零港元)導致在賣出時收入港幣5.2萬元(2023期間：零港元)，及購入電腦設備0.9萬港元(2023期間：零港元)。

於本期間，廠房和設備折舊為9.6萬港元(2023期間：10.8萬港元)乃根據其估計可使用年期以直線法計算3至5年度比率撥備。

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簡明綜合財務報表附註

截至2024年6月30日止六個月期間

14. Financial Assets at FVOCI/FVTPL

14. 按公平值計入其他全面收益之金融資產/按公平值計入損益之金融資產

| | | At 30 June 2024 於2024年 6月30日 HK\$'000 千港元 (unaudited) (未經審核) | At 31 December 2023 於2023年 12月31日 HK\$'000 千港元 (audited with disclaimer) (經審核及 不表示意見) |
|--|----------------------------------|--|---|
| Unlisted equity investment designated at FVOCI (Note) | 按公平值計入其他全面收益之非上市股本投資(附註) | 5,293 | 5,293 |
| Non-current portion | 非流動部分 | | |
| Listed equity investments classified as financial assets at FVTPL which is capital in nature for tax purpose | 按公平值計入損益之金融資產之上市股本投資(就稅務而言為資本性質) | 310 | 822 |
| Current portion | 流動部分 | | |
| Listed equity investments classified as financial assets at FVTPL which is revenue in nature for tax purpose | 按公平值計入損益之金融資產之上市股本投資(就稅務而言為收益性質) | 5,949 | 9,956 |

Note: The investment is not held for trading. Instead, it is held for long-term strategic purposes. The Directors have elected to designate this investment in unlisted equity investments at FVOCI as they believe that recognising short-term fluctuations in this investment's fair value in profit or loss would not be consistent with the Group's strategy of holding this investment for long-term purposes and realising its performance potential in the long run.

At Period End Date, financial assets at FVTPL of HK\$5,854,000 (31 December 2023: HK\$9,513,000) were pledged to a securities broker for the margin loan of HK\$2,564,000 (31 December 2023: HK\$2,415,000) granted to the Group (note 16).

附註：該投資並非持作買賣。相反，其被持作長期戰略投資。董事已選擇將該非上市投資指定為按公平值計入其他全面收益之股本投資，乃由於彼等認為於損益表中的該投資的公平值中確認短期波動不符合本集團將該投資持作長期投資和實現其長遠表現潛力的戰略。

於期結日，按公平值計入損益之金融資產585.4萬港元(2023年12月31日：951.3萬港元)作為證券經紀授予本集團的孖展貸款256.4萬港元(2023年12月31日：241.5萬港元)的抵押(附註16)。

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簡明綜合財務報表附註

截至2024年6月30日止六個月期間

15. Other Receivables

15. 其他應收賬項

| | | At 30 June 2024 於2024年 6月30日 HK\$'000 千港元 (unaudited) (未經審核) | At 31 December 2023 於2023年 12月31日 HK\$'000 千港元 (audited with disclaimer) (經審核及 不表示意見) |
|--------------------------------|-----------|--|---|
| Dividend receivable | 應收股息 | — | — |
| Other prepayments and deposits | 其他預付款項和按金 | 60 | 71 |
| | | 60 | 71 |

16. Loan from a Securities Broker

At Period 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\$5,854,000 (31 December 2023: HK\$9,513,000). 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 Period was 12.00% (2023 Period: 15.00%) per annum. The Finance Costs for the Period is set out in note 8.

16. 來自證券經紀之貸款

於期結日，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585.4萬港元(2023年12月31日：951.3萬港元)。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。本期間之實際年利率為12.00% (2023期間：15.00%)。本期間財務成本載列於附註8。

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截至2024年6月30日止六個月期間

17. Convertible Notes

(1) Convertible notes due 2025

On 29 December 2023, the Company issued convertible notes with an aggregate principal amount of HK\$4,000,000 after resolution was passed by shareholders at the Special General Meeting on 11 December 2023 for such issue.

The convertible notes mature on 29 December 2025, bearing interest at 8 percent per annum calculated on 360 days per year. At maturity, the convertible notes will be redeemed by the Company at 100% of the outstanding principal amount plus a redemption premium of 4% per annum, together with accrued and unpaid interest thereon.

The convertible notes are convertible at the conversion price of HK\$0.166 per share up to seven (7) days prior to maturity date. In the event the convertible notes are fully converted to ordinary shares of the Company, an additional 24,096,384 ordinary shares in the Company will be issued to the noteholders, representing 16.59% of the enlarged issued share capital of the Company.

All noteholders of the convertible notes due 2025 have consented in writing that any suspension of trading in the shares of the Company does not constitute an event of default.

(2) Convertible notes due 2026

On 30 April 2024, the Company issued convertible notes with an aggregate principal amount of HK\$4,000,000 by the general mandate received from shareholders in 2023 Annual General Meeting.

The Convertible notes mature on 30 April 2026, bearing interest at 8 percent per annum calculated on 360 days per year. At maturity, the convertible notes will be redeemed by the Company at 100% of the outstanding principal amount plus a redemption premium of 4% per annum, together with accrued and unpaid interest thereon.

The convertible notes are convertible at the conversion price of HK\$0.166 per share up to seven (7) days prior to maturity date. In the event the convertible notes are fully converted to ordinary shares of the Company, an additional 24,096,385 ordinary shares in the Company will be issued to the noteholders, representing 16.59% of the enlarged issued share capital of the Company.

Application for the conversion to ordinary shares has not been applied or approved by the Stock Exchange.

17. 可換股票據

(1) 2025年到期的可換股票據

根據本公司股東於2023年12月11日之特別股東大會通過特別授權，在2023年12月29日本公司發行本金總額為4,000,000港元之可換股票據。

可換股票據於2025年12月29日到期，利率為每年8%計算用每年360天為準。於到期日，公司將以未償還本金的100%加上每年4%的贖回溢價，連同應計及未付利息，贖回可換股票據。

可換股票據可於到期日前七(7)天內以每股0.166港元的換股價進行轉換。當可換股票據全數換股，本公司將發行24,096,384普通股股份給予可換股票據持有人，相當於擴大公司股本約16.59%。

所有2025年到期的可換股票據持有人已經書面同意本公司股份暫停買賣不構成可換股票據的違約事件。

(2) 2026年到期的可換股票據

根據本公司股東在2023年度之周年股東大會通過一般授權，在2024年4月30日，本公司發行本金總額為4,000,000港元之可換股票據。

可換股票據於2026年4月30日到期，利率為每年8%計算用每年360天為準。於到期日，公司將以未償還本金的100%加上每年4%的贖回溢價，連同應計及未付利息，贖回可換股票據。

可換股票據可於到期日前七(7)天內以每股0.166港元的換股價進行轉換。當可換股票據全數換股，本公司將發行24,096,385普通股股份給予可換股票據持有人，相當於擴大公司股本約16.59%。

有關此票據兌換至普通股仍未向聯交所申請或未被批准。

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簡明綜合財務報表附註

截至2024年6月30日止六個月期間

18. Share Capital

18. 股本

| | | Number of shares 股份數目 | Nominal value 面值 HK\$'000 千港元 |
|---|-----------------------------|-----------------------------|---|
| Ordinary shares of HK\$0.001 each | 每股面值0.001港元之普通股 | | |
| Authorised: | 法定： | | |
| At 31 December 2023 (audited with disclaimer) | 於2023年12月31日(經審核及 不表示意見) | | |
| and at 30 June 2024 (unaudited) | 和於2024年6月30日 (未經審核) | 100,000,000,000 | 100,000 |
| Issued and fully paid: | 已發行和已繳足： | | |
| At 31 December 2023 (audited with disclaimer) | 於2023年12月31日(經審核及 不表示意見) | | |
| and at 30 June 2024 (unaudited) | 和於2024年6月30日 (未經審核) | 121,132,020 | 121 |

Pursuant to a special resolution for the capital reorganisation of the Company passed in the special general meeting on 11 December 2023, the Company undertook a capital reorganisation which comprised:

- the consolidation of every ten issued existing Shares in the authorised share capital of the Company of HK\$0.025 each into one consolidated share of HK\$0.25 (the "Share Consolidation").
- the reduction of the issued share capital of the Company by cancellation of the paid up capital of the Company to the extent of HK\$0.249 on each of the issued consolidated share such that the par value of each issued consolidated share was reduced from HK\$0.25 to HK\$0.001 (the "Capital Reduction").
- the subdivision of every unissued share of HK\$0.025 in the authorised share capital of the Company into twenty-five adjusted shares of HK\$0.001 each (the "Share Subdivision").

Upon the capital reorganisation effective on 13 December 2023, the reduced share capital of approximately HK\$30,162,000 has been transferred to the contributed surplus account of the Company.

按照於2023年12月11日之股東特別大會上所通過一項有關本公司股本重組之特別決議案，本公司已進行一項股本重組，包括：

- 將本公司法定股本中每十股每股面值0.025港元之已發行及未發行現有股份合併為1股面值0.25港元之合併股份(「股份合併」)。
- 透過註銷本公司繳足股本(以每股已發行合併股份0.249港元為限)之方式，將每股已發行合併股份之面值由0.25港元削減至0.001港元，致使削減本公司已發行股本(「股本削減」)。
- 將本公司法定股本中面值0.025港元之每股未發行合併股份分拆為二十五股每股面值0.001港元之經調整股份(「股份分拆」)。

股本重組於2023年12月13日生效後，削減之股本約3,016.2萬港元已計入本公司之實繳盈餘賬。

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19. Net (Liabilities)/Asset Value Per Share

Net (Liabilities)/Asset Value per share at Period End Date is computed based on the net (liabilities)/assets value of HK\$(2,463,000) (31 December 2023: HK\$6,996,000) and 121,132,020 (31 December 2023: 121,132,020) issued and fully paid Shares after capital reorganisation effective on 13 December 2023.

19. 每股(負債)/資產淨值

每股(負債)/資產淨值乃按於期結日之(負債)/資產淨值為(246.3)萬港元(2023年12月31日: 699.6萬港元)及已發行和已繳足之121,132,020股(2023年12月31日: 121,132,020股)股份在2023年12月13日生效的股份重組計算。

20. Particulars of Investments Held by the Group

Particulars of investments held by the Group at Period end date disclosed pursuant to Chapter 21 of the Listing Rules are as follows:

20. 本集團持有之投資詳情

根據上市規則第21章，本集團於期結日持有之投資詳情披露如下：

| Name | Place of Incorporation | Proportion of investee's capital owned 所擁有接受投資實體之資本比例 | Cost | Fair values of listed/unlisted equity securities 上市/非上市股本證券之公平值 | Dividend income during the year 年內之股息收入 | Net assets attributable to the investment 投資項目應佔資產淨值 | Principal activities/places of operation 主要業務/經營地點 |
|------|------------------------|--|---------------------------|--|--|---|---|
| 名稱 | 註冊成立地點 | 資本比例 | 原值 HK\$ million 百萬元 | 公平值 HK\$ million 百萬元 | 收入 HK\$ million 百萬元 | 資產淨值 HK\$ million 百萬元 | 主要業務/經營地點 |

Listed equity securities 上市股本證券

| | | | | | | | |
|--|-----------|------------|-------|-------|---|-------|--|
| * ITC Properties Group Limited (00199.HK) | Bermuda | 1.61% | 45.77 | 5.854 | — | 47.27 | Property development and investment, hotel and leisure operations, securities trading and loan financing services/Hong Kong, Macau, Canada, United Kingdom and the PRC |
| *德祥地產集團有限公司 (00199.HK) | 百慕達 | | | | | | 物業發展及投資、酒店及消閒業務營運、證券買賣及貸款融資服務/香港、澳門、加拿大、英國及中國 |
| Blue River Holdings Limited (00498.HK) | Bermuda | 0.24% | 2.03 | 0.309 | — | 2.18 | Infrastructure investment and the operation of bulk cargo ports and logistics facilities/PRC |
| 藍河控股有限公司 (00498.HK) | 百慕達 | | | | | | 基建投資以及大宗散貨港口及物流設施營運/中國 |
| Link Real Estate Investment Trust (00823.HK) | Hong Kong | 0.00002% | 0.024 | 0.152 | — | 0.04 | Engaged in property development and investment/Hong Kong, the PRC, United Kingdom, Australia |
| 領展房地產投資信託基金 (00823.HK) | 香港 | | | | | | 從事物業發展和投資/香港、中國、英國、澳洲 |
| China Construction Bank Corporation (00939.HK) 中國建設銀行股份有限公司 (00939.HK) | PRC 中國 | 0.0000004% | 0.008 | 0.058 | — | 0.01 | Banking and financial services/Global operation 銀行和金融服務/全球運營 |

* Significant Investments held as at 30 June 2024

* 於2024年6月30日持有之重大投資

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20. Particulars of Investments Held by the Group (Continued)

Particulars of investments held by the Group at Period end date disclosed pursuant to Chapter 21 of the Listing Rules are as follows: (Continued)

20. 本集團持有之投資詳情(續)

根據上市規則第21章，本集團於期結日持有之投資詳情披露如下：(續)

| Name | Place of Incorporation | Proportion of investee's capital owned | Cost | Fair values of listed/unlisted equity securities | Dividend income during the year | Net assets attributable to the investment | Principal activities/places of operation |
|---|------------------------|--|----------------------|--|---------------------------------|---|---|
| 名稱 | 註冊成立地點 | 所擁有接受投資實體之資本比例 | 原值 | 上市/非上市股本證券之公平值 | 年內之股息收入 | 投資項目應佔資產淨值 | 主要業務/經營地點 |
| | | | HK\$ million 百萬港元 | HK\$ million 百萬港元 | HK\$ million 百萬港元 | HK\$ million 百萬港元 | |
| HSBC Holdings Plc (00005.HK) 滙豐控股有限公司 (00005.HK) | England 英格蘭 | 0.0000003% | 0.004 | 0.005 | 0.0012 | 0.01 | Banking and financial services/Global operation 銀行和金融服務/全球運營 |
| Hong Kong Exchanges and Clearing Limited (00388.HK) 香港交易及結算有限公司 (00388.HK) | Hong Kong 香港 | 0.000008% | 0.026 | 0.025 | 0.0004 | 0.0039 | Provision of market for stock and commodity trading and exercise continuing evaluation of listed companies 為股票和期貨交易提供市場和監管上市公司 |
| Alibaba Group Holding Limited (09988.HK) 阿里巴巴集團控股有限公司 (09988.HK) | PRC 中國 | 0.000004% | 0.009 | 0.007 | 0.0004 | 0.05 | Engaged in two core businesses: e-commerce and cloud computing 從事兩大核心業務：電商和雲計算 |
| CK Infrastructure Holdings Limited (01038.HK) 長江基建集團有限公司 (01038.HK) | Bermuda 百慕達 | 0.00002% | 0.023 | 0.022 | 0.0009 | 0.02 | Generate electricity in U.K., Australia, New Zealand, Canada, Netherlands, Hong Kong and China 從事在英國、澳洲、新西蘭、加拿大、荷蘭、香港及中國發電業務 |
| AIA Group Limited (01299.HK) 友邦保險控股有限公司 (01299.HK) | Hong Kong 香港 | 0.000002% | 0.013 | 0.011 | 0.0002 | 0.01 | Insurance 保險 |
| Unlisted equity securities 非上市股本證券 | | | | | | | |
| * Wealth Spread Investment Limited *康展投資有限公司 | Hong Kong 香港 | 14.70% | 54.05 | 5.29 | — | (2.863) | Investments in a subsidiary principally engaged in zinc and lead mining/the PRC 投資於主要從事鋅及鉛開採的附屬公司/中國 |

* Significant Investments held as at 30 June 2024

* 於2024年6月30日持有之重大投資

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20. Particulars of Investments Held by the Group (Continued)

Particulars of investments held by the Group at 31 December 2023 disclosed pursuant to Chapter 21 of the Listing Rules are as follows:

20. 本集團持有之投資詳情(續)

根據上市規則第21章，於2023年12月31日本集團持有之投資詳情披露如下：

| Name | Place of Incorporation | Proportion of investee's capital owned 所擁有接受投資實體之資本比例 | Cost | Fair values of listed/unlisted equity securities 上市/非上市股本證券之公平值 | Dividend income during the year 年內之股息收入 | Net assets attributable to the investment 投資項目應佔資產淨值 | Principal activities/places of operation 主要業務/經營地點 |
|------|------------------------|--|----------------------------|--|--|---|---|
| 名稱 | 註冊成立地點 | 資本比例 | 原值 HK\$ million 百萬港元 | 公平值 HK\$ million 百萬港元 | 收入 HK\$ million 百萬港元 | 資產淨值 HK\$ million 百萬港元 | 主要業務/經營地點 |

Listed equity securities

上市股本證券

| | | | | | | | |
|--|-----------|-----------|-------|------|-------|-------|--|
| * ITC Properties Group Limited (00199.HK) | Bermuda | 1.61% | 45.77 | 9.51 | — | 54.77 | Property development and investment, hotel and leisure operations, securities trading and loan financing services/Hong Kong, Macau, Canada, United Kingdom and the PRC |
| * 德祥地產集團有限公司 (00199.HK) | 百慕達 | | | | | | 物業發展及投資、酒店及消閒業務營運、證券買賣及貸款融資服務/香港、澳門、加拿大、英國及中國 |
| Blue River Holdings Limited (00498.HK) | Bermuda | 0.26% | 2.19 | 0.82 | — | 3.27 | Infrastructure investment and the operation of bulk cargo ports and logistics facilities/PRC |
| 藍河控股有限公司 (00498.HK) | 百慕達 | | | | | | 基建投資以及大宗散貨港口及物流設施營運/中國 |
| Link Real Estate Investment Trust (00823.HK) | Hong Kong | 0.00012% | 0.17 | 0.13 | 0.003 | 0.21 | Engaged in property development and investment/Hong Kong, the PRC, United Kingdom, Australia |
| 領展房地產投資信託基金 (00823.HK) | 香港 | | | | | | 從事物業發展和投資/香港、中國、英國、澳洲 |
| China Construction Bank Corporation (00939.HK) 中國建設銀行股份有限公司 (00939.HK) | PRC 中國 | 0.000006% | 0.12 | 0.07 | 0.006 | 0.21 | Banking and financial services/Global operation 銀行和金融服務/全球運營 |
| Alibaba Group Holding Limited (09988.HK) 阿里巴巴集團控股有限公司 (09988.HK) | PRC 中國 | 0.000003% | 0.49 | 0.38 | — | 0.028 | Engaged in two core businesses: e-commerce and cloud computing 從事兩大核心業務：電商和雲計算 |

* Significant Investments held as at 31 December 2023

* 於2023年12月31日持有之重大投資

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20. Particulars of Investments Held by the Group (Continued)

Particulars of investments held by the Group at 31 December 2023 disclosed pursuant to Chapter 21 of the Listing Rules are as follows: (Continued)

20. 本集團持有之投資詳情(續)

根據上市規則第21章，於2023年12月31日本集團持有之投資詳情披露如下：(續)

| Name | Place of Incorporation | Proportion of investee's capital owned | Cost | Fair values of listed/unlisted equity securities | Dividend income during the year | Net assets attributable to the investment | Principal activities/places of operation |
|---|------------------------|--|----------------------|--|---------------------------------|---|---|
| 名稱 | 註冊成立地點 | 所擁有接受投資實體之資本比例 | 原值 | 上市/非上市股本證券之公平值 | 年內之股息收入 | 投資項目應佔資產淨值 | 主要業務/經營地點 |
| | | | HK\$ million 百萬港元 | HK\$ million 百萬港元 | HK\$ million 百萬港元 | HK\$ million 百萬港元 | |
| Baidu, Inc (09888.HK) | Cayman Islands | 0.00002% | 0.05 | 0.06 | — | 0.04 | Internet content services, value-added telecommunication-based services, internet map services, online audio and video services and mobile application distribution businesses in the PRC |
| 百度集團股份有限公司 (09888.HK) | 開曼群島 | | | | | | 中國的互聯網內容服務、增值電信服務、互聯網地圖服務、網絡音視頻服務以及移動應用分發業務 |
| Hong Kong Exchanges and Clearing Limited (00388.HK) | Hong Kong | 0.0000158% | 0.05 | 0.05 | — | 0.008 | Provision of market for stock and commodity trading and exercise continuing evaluation of listed companies |
| 香港交易及結算所有限公司 (00388.HK) | 香港 | | | | | | 為股票和期貨交易提供市場和監管上市公司 |
| CK Infrastructure Holdings Limited (01038.HK) | Bermuda | 0.00004% | 0.047 | 0.043 | — | 0.049 | Generate electricity in U.K., Australia, New Zealand, Canada, Netherlands, Hong Kong and China |
| 長江基建集團有限公司 (01038.HK) | 百慕達 | | | | | | 從事在英國、澳洲、新西蘭、加拿大、荷蘭、香港及中國發電業務 |
| AIA Group Limited (01299.HK) | Hong Kong | 0.00004% | 0.05 | 0.04 | — | 0.049 | Insurance |
| 友邦保險控股有限公司 (01299.HK) | 香港 | | | | | | 保險 |
| Unlisted equity securities 非上市股本證券 | | | | | | | |
| * Wealth Spread Investment Limited | Hong Kong | 14.70% | 54.05 | 5.29 | — | (2.863) | Investments in a subsidiary principally engaged in zinc and lead mining/ the PRC |
| * 康展投資有限公司 | 香港 | | | | | | 投資於主要從事鋅及鉛開採的附屬公司/中國 |

* Significant Investments held as at 31 December 2023

* 於2023年12月31日持有之重大投資

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For the six months period ended 30 June 2024

簡明綜合財務報表附註

截至2024年6月30日止六個月期間

21. Related Party/Connected Transactions

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

21. 關連方／關連交易

兩個期間內，本集團訂立以下關連方／關連交易：

| Name 名稱 | Relationship 關係 | Nature of transactions 交易性質 | For the six months period ended 30 June 截至6月30日止六個月期間 | |
|-------------------------------------|--|--|---|--|
| | | | 2024 HK\$'000 千港元 (unaudited) (未經審核) | 2023 HK\$'000 千港元 (unaudited) (未經審核) |
| Opus Capital 創富資本 | Investment manager of the Company 本公司之投資經理 | Investment management fee expense 投資管理費開支 | 240 | 320 |
| Opus Securities Limited 創富證券有限公司 | A commonly controlled company as Opus Capital 一間與創富資本由同一實 體所控制的公司 | Financial advice fee on convertible notes 可換股票據的財務顧問 費用 | 40 | — |

The remuneration of Directors and other members of key management personnel of the Group during the period was as follows:

本期間，董事和本集團主要管理層其他成員之薪酬如下：

| | | For the six months period ended 30 June 截至6月30日止六個月期間 | |
|--|----------|---|--|
| | | 2024 HK\$'000 千港元 (unaudited) (未經審核) | 2023 HK\$'000 千港元 (unaudited) (未經審核) |
| Directors' remuneration | 董事酬金 | 1,400 | 759 |
| Short-term employee benefits | 短期僱員福利 | 1,145 | 1,569 |
| Retirement benefits scheme contributions | 退休福利計劃供款 | 47 | 70 |
| | | 2,592 | 2,398 |

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簡明綜合財務報表附註

截至2024年6月30日止六個月期間

22. Fair Values Measurements of Financial Instruments

Financial assets and liabilities measured at fair value in the condensed consolidated statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurements, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and not using significant unobservable inputs.
- Level 3: significant unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which the financial assets is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

The financial assets measured at fair value in the condensed consolidated statement of financial position on a recurring basis are grouped into the fair value hierarchy as follows:

22. 金融工具之公平值計量

於簡明綜合財務狀況表中按公平值計量之金融資產及負債歸類為三個等級之公平值層級。三個等級乃根據計量所用重大輸入值之可觀察程度界定，如下：

- 第1級：相同資產及負債於活躍市場之報價（未經調整）。
- 第2級：第1級所載報價以外之可直接或間接觀察之資產或負債輸入值和並無採用重大不可觀察輸入值。
- 第3級：不可觀察之資產或負債輸入值。

在金融資產之整體分類中，公平值層級之水平基於對公平值計量有重大影響之最低輸入值水平。

於簡明綜合財務狀況表中按經常性基準以公平值計量的金融資產乃如下歸入不同公平值層級：

| | | Level 1 第一級 HK\$'000 千港元 | Level 2 第二級 HK\$'000 千港元 | Level 3 第三級 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|--------------------------------|
| 30 June 2024 (unaudited) | 2024年6月30日 (未經審核) | | | | |
| Financial assets at FVTPL | 按公平值計入損益之金融資產 | | | | |
| — Listed equity investments | — 上市股本投資 | 6,259 | — | — | 6,259 |
| Financial asset at FVOCI | 按公平值計入其他全面收益之金融資產 | | | | |
| — Unlisted equity investment | — 非上市股本投資 | — | — | 5,293 | 5,293 |
| Total | 總計 | 6,259 | — | 5,293 | 11,552 |
| 31 December 2023 (audited with disclaimer) | 2023年12月31日 (審核及不表示意見) | | | | |
| Financial assets at FVTPL | 按公平值計入損益之金融資產 | | | | |
| — Listed equity investments | — 上市股本投資 | 10,778 | — | — | 10,778 |
| Financial asset at FVOCI | 按公平值計入其他全面收益之金融資產 | | | | |
| — Unlisted equity investment | — 非上市股本投資 | — | — | 5,293 | 5,293 |
| Total | 總計 | 10,778 | — | 5,293 | 16,071 |

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簡明綜合財務報表附註

截至2024年6月30日止六個月期間

22. Fair Values Measurements of Financial Instruments (Continued)

There were no transfers between the levels during the Period (31 December 2023: Nil).

The fair value of financial assets at FVTPL was determined by reference to the quoted bid price in the active market.

The information about the fair value of the unlisted equity investment categorised under Level 3 fair value hierarchy are as follows:

22 金融工具之公平值計量(續)

於本期間，等級之間並無轉撥(2023年12月31日：無)。

按公平值計入損益之金融資產之公平值乃經參考於活躍市場的買入價後釐定。

關於根據第3級公平值層級歸類之非上市股本投資公平值之資料如下：

| Fair value as at 於下列時間之公平值 | | Valuation technique(s) and key input(s) 估值技術及重要輸入值 | Significant unobservable input(s) 重要非可觀察輸入值 |
|--|---|--|--|
| 30 June 2024 2024年 6月30日 HK\$'000 千港元 | 31 December 2023 2023年 12月31日 HK\$'000 千港元 | | |
| 5,293 | 5,293 | Discounted cash flows 貼現現金流量 | Discount rate of 20.96% (31 December 2023: 20.96%), 貼現率為20.96%(2023年12月31日：20.27%)， Forecasted production volume of 220,000 (31 December 2023: 220,000) tonnes per year. 預測產量為每年220,000噸 (2023年12月31日：220,000噸) Forecasted selling price with base price of RMB2,007 (31 December 2023: RMB2,007) per tonne and price changes over the projection period; and 預測銷售價以每噸人民幣2,007元(2023年12月 31日：人民幣2,007元)為基準價和預測期內 之價格變動；和 Marketability discount of 20.50% (31 December 2023: 20.50%) 市場流通性折扣為20.50% (2023年12月31日：20.50%) |

No fair value revaluation as at 30 June 2024; and 30 June 2023 respectively.

No adjustment has been made on the fair value of the unlisted equity investment as at Period End Date similar to 2023 Period. Any adjustments will be made at 31 December when the auditor is involved.

公平值分別在2024年6月30日和2023年6月30日沒有重新估算。

與2023期間相同，非上市股本投資的公平值在期結日未有調整。12月31日當有核數師參與時才對其作出任何調整。

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簡明綜合財務報表附註

截至2024年6月30日止六個月期間

22. Fair Values Measurements of Financial Instruments (Continued)

The fair values of the Group's financial assets and financial liabilities recorded at amortised cost are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The Directors consider that the carrying amounts of its financial assets and financial liabilities recorded at amortised cost in the condensed consolidated interim financial statements approximate to their fair values.

Reconciliation of Level 3 fair value measurements of financial asset

| | | Unlisted equity securities classified as financial assets at FVOCI 分類為按公平值計入 其他全面收益之金融資產 之非上市股本證券 HK\$'000 千港元 |
|--|----------------------------|---|
| At 31 December 2023 (audited with disclaimer) | 於2023年12月31日 (審核及不表示意見) | 5,293 |
| (Loss) recognised in other comprehensive expense | 於其他全面開支確認之(虧損) | — |
| At 30 June 2024 (unaudited) | 於2024年6月30日(未經審核) | 5,293 |
| At 31 December 2022 (audited) | 於2022年12月31日(經審核) | 20,187 |
| (Loss) recognised in other comprehensive expense | 於其他全面開支確認之虧損 | (14,894) |
| At 31 December 2023 (audited with disclaimer) | 於2023年12月31日 (審核及不表示意見) | 5,293 |

23. Subsequent Events

Saved as disclosed elsewhere in this interim report, there were no other subsequent events occurred after the Period End Date and up to the date of this interim report.

22. 金融工具之公平值計量(續)

本集團按攤銷成本入賬之金融資產及金融負債之公平值根據貼現現金流量分析使用公認定價模型釐定。

董事認為，其於簡明綜合中期財務報表按攤銷成本入賬之金融資產和金融負債之賬面值與其公平值相若。

金融資產第3級公平值計量之對賬

23. 結算日後事項

除了已於本中期報告其他章節中披露外，由期結日截至本中期報告批准日為止，並未有其他日後任何事件發生。

In this interim report, the following expressions shall have the following meanings unless the context otherwise requires:

於本中期報告內，除非文義另有所指，否則下列詞彙具有以下涵義：

| | |
|-----------------------|--|
| 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 | 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 | 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 | 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 Prosperity Investment Holdings Limited 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 | 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 | Company and its subsidiaries 本公司和其附屬公司 |
| HKAS 香港會計準則 | 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 | Hong Kong Financial Reporting Standards (HKFRSs) are standards and interpretations adopted by HKICPA, comprise of Hong Kong Financial Reporting Standards (HKFRSs); HKASs; HK(IFRIC) Interpretations; and HK(SIC) Interpretations 香港財務報告準則是香港會計師公會所採納的準則及詮釋，包括香港財務報告準則；香港會計準則；香港（國際財務報告準則）解釋及香港（常務解釋委員會）發布之解釋公告 |
| HKICPA 香港會計師公會 | Hong Kong Institute of Certified Public Accountants 香港會計師公會 |

In this interim report, the following expressions shall have the following meanings unless the context otherwise requires: 於本中期報告內，除非文義另有所指，否則下列詞彙具有以下涵義：

| | |
|------------------------|--|
| HK\$ 港元 | Hong Kong Dollar, the lawful currency of Hong Kong 香港法定貨幣港元 |
| Hong Kong 香港 | 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 | Independent non-executive Directors(s) 獨立非執行董事 |
| Listing Rules 上市規則 | Rules Governing the Listing of Securities on Stock Exchange 聯交所證券上市規則 |
| 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設立之強制性公積金計劃 |
| Model Code 標準守則 | 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 |
| Opus Capital 創富資本 | Opus Capital Management Limited, the investment manager of the Group since 1 January 2019 that provides investment management services to the Group, a private limited company incorporated in Hong Kong licensed to carry out Type 9 (asset management) regulated activities under SFO 創富資本管理有限公司，自2019年1月1日為本集團之投資經理，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，和根據證券及期貨條例可進行第9類（提供資產管理）受規管活動之持牌人 |
| Period 本期間 | the six months period ended 30 June 2024 截至2024年6月30日止六個月期間 |
| Period End Date 期結日 | at 30 June 2024 於2024年6月30日 |
| 2023 Period 2023期間 | the six months period ended 30 June 2023 截至2023年6月30日止六個月期間 |
| PRC 中國 | 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、澳門和台灣 |
| RMB 人民幣 | Renminbi, the lawful currency of PRC 中國法定貨幣人民幣 |

In this interim report, the following expressions shall have the following meanings unless the context otherwise requires:

於本中期報告內，除非文義另有所指，否則下列詞彙具有以下涵義：

| | |
|-----------------------|---|
| Share(s) 股份 | share(s) of HK\$0.001 each in the share capital of the Company 本公司股本中每股面值0.001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 | 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 |
| USA 美國 | United States of America 美利堅合眾國 |
| USD 美元 | United States Dollar, the lawful currency of USA 美國法定貨幣美元 |



Suite 305, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong
香港灣仔港灣道 6-8 號瑞安中心 305室

Tel 電話: (852) 3106 3939

Fax 傳真: (852) 3106 3938

www.prosperityinvestment.hk