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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)

2017 FINAL RESULTS

2017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 2017 截至2017年12月31日止年度

		NOTES 附註	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Turnover — gross proceeds and revenue	營業額 — 所得款項總額及收入	3	55,724	19,000
Revenue	收入	3	4,808	7,215
Other income	其他收入		2	2
Other gains and losses	其他收益及虧損	4	20,165	(29,562)
Administrative expenses	行政開支		(13,674)	(13,752)
Investment management expenses	投資管理開支		(7,200)	(7,200)
Finance costs	財務成本	8	(3,144)	—
Profit (loss) before tax	除稅前溢利(虧損)		957	(43,297)
Taxation	稅項	5	(797)	—
Profit (loss) for the year, attributable to owners of the Company	本公司擁有人應佔年度溢利(虧損)	6	160	(43,297)
Other comprehensive income (expense):	其他全面收益(開支):			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目:</i>			
Fair value changes of available-for-sale investments	可供出售投資之公平值變動		7,993	(5,258)
Reclassification adjustment upon disposal of available-for-sale investments	於出售可供出售投資時重新分類調整		(3,160)	—
Reclassification adjustment upon impairment loss recognised in respect of available-for-sale investments	於就可供出售投資確認減值虧損時重新分類調整		1,913	3,705
Other comprehensive income (expense) for the year	年度其他全面收益(開支)		6,746	(1,553)
Total comprehensive income (expense) for the year, attributable to owners of the Company	本公司擁有人應佔年度全面收益(開支)總額		6,906	(44,850)
Earnings (loss) per share	每股盈利(虧損)	7		
— Basic (HK cents)	— 基本(港仙)		0.01	(3.60)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2017 於2017年12月31日

		NOTES	2017	2016
		附註	HK\$'000	HK\$'000
			千港元	千港元
Non-current assets	非流動資產			
Plant and equipment	廠房及設備		1,671	2,308
Interest in an associate	一間聯營公司權益		—	—
Available-for-sale investments	可供出售投資		86,610	99,534
Loan to an associate	向一間聯營公司貸款		—	—
Other receivable	其他應收賬項		—	565
			88,281	102,407
Current assets	流動資產			
Held-for-trading listed equity investments	持作買賣上市股本投資		210,694	182,704
Other receivables	其他應收賬項		60,745	28,229
Tax recoverable	可收回稅項		—	50
Cash held by securities brokers	證券經紀持有之現金		23,594	5,039
Bank balances and cash	銀行結餘及現金		860	3,114
			295,893	219,136
Current liabilities	流動負債			
Loan from a securities broker	來自證券經紀的貸款	8	51,099	—
Accruals and other payable	應計及其他應付款項		8,225	4,406
Tax payable	應付稅項		807	—
			60,131	4,406
Net current assets	流動資產淨值		235,762	214,730
Net assets	資產淨值		324,043	317,137
Capital and reserves	資本及儲備			
Share capital	股本	9	30,283	30,283
Reserves	儲備		293,760	286,854
Total equity	股本總值		324,043	317,137
Net Asset Value per Share (HK\$)	每股資產淨值(港元)	10	0.27	0.26

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

1. Application of New and Amendments to HKFRSs

Amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following amendments to HKFRSs for the first time in the current year:

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Amendments to HKFRS 12	As part of the Annual Improvements to HKFRSs 2014–2016 Cycle

Except as described below, the application of the amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Amendments to HKAS 7 Disclosure Initiative

The Group has applied these amendments for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

1. 應用新訂及經修訂香港財務報告準則

於本年度強制生效的經修訂香港財務報告準則

於本年度，本集團已首次應用以下香港財務報告準則之修訂：

香港會計準則 第7號之修訂	披露主動性
香港會計準則 第12號之修訂	就未變現虧損確認 遞延稅項資產
香港財務報告 準則第12號之 修訂	2014年至2016年週期 香港財務報告準則 之年度改進一部分

除下文所述者外，於本年度應用香港財務報告準則之修訂並無對本集團於本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載列之披露事項構成任何重大影響。

香港會計準則第7號之修訂披露主動性

本集團已於本年度首次應用該等修訂。該修訂要求實體作出披露，以令財務報告表使用者可評估融資業務引致之負債變動，包括現金及非現金變動。此外，倘財務資產的現金流量或未來現金流量將於融資活動所得現金流量入賬，該修訂亦要求披露該等財務資產變動。

尤其是，該修訂要求須披露以下各項：(i) 融資現金流量引致之變動；(ii) 取得或失去附屬公司或其他企業之控制權引致之變動；(iii) 外匯匯率變動之影響；(iv) 公平值變動；及(v) 其他變動。

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, the managing director of the Group, in order to allocate resources and to assess performance. The CODM reviews the Group's profit as a whole, which is determined in accordance with the Group's accounting policies, for performance assessment and therefore no separate segment information is prepared by the Group.

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

Revenue from the Group's investments of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

		2017	2016
		HK\$'000	HK\$'000
		千港元	千港元
Investee A ¹	接受投資公司A ¹	4,442	6,973

¹ Revenue from dividend income

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(即本集團董事總經理)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溢利(根據本集團之會計政策釐定)以進行表現評估,因此,本集團並無另行編製分類資料。

本集團之收入來自香港,而其非流動資產亦位於香港。

於相應年度內佔本集團總收入10%以上之本集團投資收入如下:

		2017	2016
		HK\$'000	HK\$'000
		千港元	千港元
		4,442	6,973

¹ 來自股息收入之收入

3. Turnover and Revenue

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

		2017	2016
		HK\$'000	HK\$'000
		千港元	千港元
Gross proceeds from disposal of held-for-trading listed equity investments	出售持作買賣上市股本投資之所得款項總額	50,916	11,785
Dividend income	股息收入	4,808	7,215
		55,724	19,000

Revenue represents dividend income of HK\$4,808,000 (2016: HK\$7,215,000).

3. 營業額及收入

營業額指本集團之收入及出售持作買賣上市股本投資之所得款項總額,詳情如下:

		2017	2016
		HK\$'000	HK\$'000
		千港元	千港元
		50,916	11,785
		4,808	7,215
		55,724	19,000

收入指股息收入4,808,000港元(2016年:7,215,000港元)。

4. Other Gains and Losses

4. 其他收益及虧損

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Realised loss and unrealised fair value changes of held-for-trading listed equity investments	持作買賣上市股本投資之已變現虧損及未變現公平值變動	(12,921)	(25,857)
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	34,579	—
Impairment losses on available-for-sale investments	可供出售投資之減值虧損	(1,913)	(3,705)
Exchange difference	匯兌差額	420	—
		20,165	(29,562)

5. Taxation

5. 稅項

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Current tax	即期稅項		
— PRC Withholding Tax	—中國預扣稅	797	—

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

由於本集團於兩個年度均無產生應課稅溢利，故並無於該兩個年度就香港利得稅作出撥備。

The tax charge of HK\$797,000 for the Year (2016: Nil) represents 10% PRC withholding tax on the capital gain on disposal of an available-for-sale investment during the Year.

本年度稅項支出797,000港元(2016年：無)為本年度出售可供出售投資資本收益的10%中國預扣稅。

6. Profit (Loss) for the Year

Profit (loss) for the year has been arrived at after charging:

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Directors' emoluments	董事酬金	180	180
Other staff costs	其他員工開支	3,584	3,679
Other staff's retirement benefit schemes contributions	其他員工之退休福利計劃供款	177	183
Total staff costs	員工開支總額	3,941	4,042
Auditor's remuneration	核數師酬金	924	880
Depreciation of plant and equipment	廠房及設備折舊	637	438

7. Earnings (Loss) Per Share

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

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Earnings (loss)	盈利(虧損)		
Earnings (loss) for purposes of basic earnings (loss) per share	計算每股基本盈利(虧損)之盈利(虧損)		
Profit (loss) for the year attributable to the owners of the Company	本公司擁有人應佔年度溢利(虧損)	160	(43,297)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purposes of basic earnings (loss) per share	計算每股基本盈利(虧損)之普通股加權平均數	1,211,320,200	1,211,320,200

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

6. 年度溢利(虧損)

年度溢利(虧損)已扣除下列各項：

7. 每股盈利(虧損)

本公司擁有人應佔每股基本盈利(虧損)乃按以下數據計算：

於該兩個年度內，由於該兩個年度並無發行在外之潛在攤薄普通股，故並無呈列每股攤薄盈利(虧損)。

8. LOAN FROM A SECURITIES BROKER/FINANCE COSTS

At Year End Date, the margin loan from a securities broker was secured by a portfolio of available-for-sale investments and held-for-trading listed equity investments held under the margin account, with a total market value of approximately HK\$207,183,971 (31 December 2016: nil). The Group's margin loan has no determined maturity date and is subject to interest specified from time to time by a securities broker. The effective interest rate for the Year is 9.65% (31 December 2016: nil) per annum. The finance cost for the Year amounting to HK\$3,144,000 (2016: nil) represents interest on loan from a securities broker.

9. Share Capital

Ordinary shares of HK\$0.025 each

Authorised:

At 1 January 2016, 31 December 2016 and 2017

每股面值0.025港元之普通股

法定：

於2016年1月1日、2016年及
2017年12月31日

Number of Shares 股份數目	Nominal value 面值 HK\$'000 千港元
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4,000,000,000	100,000
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Issued and fully paid:

At 1 January 2016, 31 December 2016 and 2017

已發行及已繳足：

於2016年1月1日、2016年及
2017年12月31日

1,211,320,200	30,283
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10. NET ASSET VALUE PER SHARE

Net Asset Value per Share is computed based on the net assets of HK\$324,043,000 (2016: HK\$317,137,000) and 1,211,320,200 (2016: 1,211,320,200) issued and fully paid Shares as at the end of the reporting period.

8. 來自證券經紀的貸款／財務成本

於年結日，來自證券經紀的孖展貸款乃由孖展賬戶項下持有之可供出售投資及持作買賣上市股本投資的組合所抵押，總市值約為207,183,971港元(2016年12月31日：零)。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的利率計息。本年度之實際年利率為9.65%(2016年12月31日：零)。本年度之財務成本3,144,000港元(2016年：零)為來自證券經紀貸款的利息。

9. 股本

10. 每股資產淨值

每股資產淨值乃按報告期末之資產淨值324,043,000港元(2016年：317,137,000港元)及已發行和已繳足之1,211,320,200股(2016年：1,211,320,200股)股份計算。

Management Discussion

管理層論述

Business Review

Market Review

Same as our anticipation in the annual report of 2016, there was a bullish market in the first half of the Year. The bullish market continued in the second half of the Year. One of the major reason for the boost of the stock market was the significant influx of fund from PRC through the Shanghai Stock Connect and Shenzhen Stock Connect.

The anticipated major “dark side” events, being the policies of the USA under the newly elected president, increase in interest rate of the USA and the effect of Brexit, did not affect much the stock market which also push the market upward.

Operational Review

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

As mentioned in the market review above, the stock market went upward during the Year. The Group followed this upward trend and disposed certain held-for-trade and available-for-sale listed equity securities during the Year. Although held-for-trade listed equity securities portfolio still incurred a fair value loss, the loss was significantly lower than that of Year 2016.

The Group disposed of its investment in Yantai Juli, a fully impaired unlisted equity securities held under available-for-sale investments, during the Year. Please refer to the financial review section below for the financial impact of this disposal. Other than this disposal, the Group did not have any other disposal or new investment in unlisted equity securities during the Year.

In order to better utilise the resources, the Group used margin financing provided by a securities broker for investment in listed equity securities during the Year.

業務回顧

市場回顧

與我們在2016年年報中的預期相同，本年度上半年市場向好。本年度下半年市場持續向好。股市上揚的主要原因之一是來自中國的大量資金通過滬港通及深港通湧入。

預期的主要「負面」事件（即美國在新當選總統下的政策、美國利率提高及英國脫歐）並未對股市造成太多影響，並推動市場走好。

經營回顧

本年度內，本集團繼續其於上市及非上市投資及其他相關財務資產的投資活動。

誠如上文市場回顧所述，股市在本年度上漲。本集團於本年度跟隨此上升趨勢及出售若干持作買賣及可供出售上市股本證券。儘管持作買賣上市股本證券投資組合仍產生公平值虧損，惟虧損明顯低於2016年年度。

於本年度，本集團出售其於煙台巨力的投資，該投資為於可供出售投資項下持有的悉數減值非上市股本證券。有關該出售事項的財務影響，請參閱下文財務回顧部分。除該出售事項外，本集團於本年度並無任何其他出售或新投資於非上市股本證券。

為更有效利用資源，本集團於本年度使用證券經紀提供的孖展融資以投資於上市股本證券。

Financial Review

Results for the Year

The Group reported a profit after tax of approximately HK\$0.20 million for the Year (loss of approximately HK\$43 million for Year 2016) mainly due to the following reasons:

- (i) the recognition of an after-tax profit of approximately HK\$31 million upon the completion of disposal of Yantai Juli in December 2017; and
- (ii) a loss of approximately HK\$13 million arose from the realised loss and unrealised fair value changes of held-for-trading listed equity securities for the Year, as compared with that of approximately HK\$26 million for the Year 2016 which was caused by the fluctuation of the stock market.

Turnover

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Gross proceeds from disposal of held-for-trading listed equity securities	出售持作買賣上市股本證券之所得款項總額	50,916	11,785
Dividend income	股息收入	4,808	7,215
		55,724	19,000

As mentioned in the business review section above, the Group increased its investing activities in listed equity securities and hence the gross proceeds from the disposal of held-for-trading listed equity securities increased when compared with that of Year 2016.

Gain on disposal of Yantai Juli

During the Year, the Group disposed of its investment in Yantai Juli, a fully impaired unlisted equity securities held under available-for-sale investments. The gain on disposal is as follows:

		HK\$'000 千港元
Disposal proceed after deduction of expenses PRC withholding tax	扣除開支後出售所得款項 中國預扣稅	31,419 (797)
After-tax profit on disposal	出售之除稅後溢利	30,622

Please refer to the circular of the Company dated 21 November 2017 for details of the disposal.

財務回顧

本年度業績

本集團於本年度錄得除稅後溢利約200,000港元(2016年年度虧損約為43,000,000港元)，主要由於以下原因：

- i) 於2017年12月完成出售煙台巨力後確認除稅後溢利約31,000,000港元；及
- ii) 本年度持作買賣上市股本證券的已變現虧損及未變現公平值變動產生虧損約13,000,000港元，而2016年年度則由於股市波動而產生虧損約26,000,000港元。

營業額

	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Gross proceeds from disposal of held-for-trading listed equity securities	50,916	11,785
Dividend income	4,808	7,215
	55,724	19,000

誠如上文業務回顧部分所述，本集團上市股本證券的投資活動增加，因此出售持作買賣上市股本證券的所得款項總額較2016年年度有所增加。

出售煙台巨力的收益

於本年度，本集團出售其於煙台巨力的投資，煙台巨力為可供出售投資項下持有的悉數減值非上市股本證券。出售收益如下：

	HK\$'000 千港元
Disposal proceed after deduction of expenses PRC withholding tax	31,419 (797)
After-tax profit on disposal	30,622

出售事項的詳情請參閱本公司日期為2017年11月21日的通函。

Fair value loss on held-for-trading investments

The fair value loss of approximately HK\$13 million on held-for-trading listed equity securities includes approximately HK\$10 million realised loss from the disposal of held-for-trading listed equity securities during the Year.

Impairment loss on available-for-sale investments

Due to the decrease in fair value of available-for-sale investments during the Year, impairment loss of approximately HK\$2 million was made for the investments in ITC Properties Group Limited and PYI Corporation Limited.

Margin financing and finance cost

In order to better utilise the resources, the Group used margin financing provided by a securities broker for the investments in listed equity securities during the Year. At Year End Date, the loan from a securities broker amounted to approximately HK\$51,099,000 and the related interest expenses was approximately HK\$3,144,000.

Liquidity and Financial Resources

At Year End Date, the Group had: (i) cash and cash equivalents of approximately HK\$24,454,000 (2016: HK\$8,153,000); and (ii) a loan of approximately HK\$51,099,000 (2016: nil) from a securities broker for margin financing of the listed equity investment of the Group.

Gearing ratio

The gearing ratio (total liabilities/total assets) at Year End Date was 15.65% (2016: 1.37%).

Capital structure

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

持作買賣投資之公平值虧損

持作買賣上市股本證券的公平值虧損約為13,000,000港元，包括本年度出售持作買賣上市股本證券的已變現虧損約10,000,000港元。

可供出售投資的減值虧損

由於本年度的可供出售投資的公平值有所下跌，故於德祥地產集團有限公司及保華集團有限公司的投資已作出減值虧損約2,000,000港元。

孖展融資及財務成本

為更好地利用資源，本集團於本年度使用證券經紀提供的孖展融資以投資於上市股本證券。於年結日，證券經紀的貸款約為51,099,000港元，相關利息開支約為3,144,000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為24,454,000港元(2016年：8,153,000港元)；及(ii)證券經紀就本集團上市股本投資之孖展融資提供貸款約51,099,000港元(2016年：無)。

資本負債比率

於年結日的資本負債比率(總負債／總資產)為15.65%(2016年：1.37%)。

資本架構

股東資金、內部資源及證券經紀孖展融資用於撥付本集團投資及經營活動之資金。

Outlook

The stock market fluctuates significantly at the start of year 2018. The fluctuation was mainly due to the following reasons:

- i. the influx and retreat of funds from PRC;
- ii. the policies of the USA under the current president; and
- iii. the continuous recovery of the USA economy increased the possibility in speeding up the increase in interest rate of USA

It is anticipated that the above factors will cover the entire year of 2018 and the stock market will fluctuate significantly. The speeding up of the increase in interest rate of USA may also lead to the burst of the asset bubble which in turn lead to the downturn of the worldwide economy.

With the anticipation, same as previous years, the Group will be cautious in its investment in both listed and unlisted investments in the year of 2018.

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 (2016: 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.

Corporate Governance

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

展望

股市於2018年年初大幅波動，波動主要由於以下原因所致：

- i. 中國資金流入及撤資；
- ii. 美國在其現任總統下的政策；及
- iii. 美國經濟持續復甦增加美國加快提高利率的可能性

預測上述因素將涵蓋2018年全年，且股市將大幅波動。美國加快提高利率亦可能導致資產泡沫爆破，繼而導致全球經濟下滑。

基於預期與往年相同，本集團於2018年將會以審慎態度在上市及非上市投資作出投資。

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(2016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。

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。

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.

In respect of the code provision A.6.7 of the CG Code, Mr. Cheng Hairong, the executive Director and Mr. Lui Siu Tsuen, Richard, an INED were unable to attend the general meetings of the Company as they were sick and out of town respectively.

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.

Closure of the Register of Members

The register of members of the Company will be closed from 17 May 2018 to 25 May 2018, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 16 May 2018.

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。

就企管守則的守則條文第A.6.7條而言，執行董事成海榮先生及獨立非執行董事呂兆泉先生均未能出席本公司之股東大會，原因分別是生病及不在香港。

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。

暫停協理股份過戶登記

本公司將於2018年5月17日至2018年5月25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2018年5月16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22樓。

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, 28 March 2018

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

於聯交所及本公司網站上刊發年報

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，2018年3月28日

於本公佈日期，董事會由一名執行董事成海榮先生、一名非執行董事劉高原先生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
Group 本集團	the Company and its subsidiaries 本公司及其附屬公司
HKAS 香港會計準則	the Hong Kong Accounting Standards issued by HKICPA 香港會計師公會頒佈之香港會計準則
HKFRS(s) 香港財務報告準則	the Hong Kong Financial Reporting Standards issued by HKICPA 香港會計師公會頒佈之香港財務報告準則
HKICPA 香港會計師公會	the Hong Kong Institute of Certified Public Accountants 香港會計師公會
Hong Kong 香港	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
INED(s) 獨立非執行董事	the independent non-executive Directors(s) 獨立非執行董事
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
USA 美國	United States of America 美利堅合眾國
Yantai Juli 煙台巨力	Yantai Juli Fine Chemical Co. Ltd., a company established in the PRC 煙台巨力精細化工股份有限公司，一間於中國成立之公司
Year 本年度	year ended 31 December 2017 截至2017年12月31日止年度
Year End Date 年結日	at 31 December 2017 於2017年12月31日
Year 2016 2016年年度	year ended 31 December 2016 截至2016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