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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 股份代號: 00310)

2025 FINAL RESULTS

2025年全年業績

The Board announces the audited results of the Group for the Year.

董事會公告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 2025
截至2025年12月31日止年度

		Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Gross proceeds from Operations/Revenue	經營所得款項總額／收入	3	4,268	4,343
Revenue	收入	3	3	6
Other gains/(losses), net	其他收益／(虧損)淨額	4	120	(7,369)
Other income	其他收入	5	446	240
Administrative expenses	行政開支		(10,980)	(8,986)
Investment management expenses	投資管理開支		(102)	(480)
Loss on deconsolidation of a subsidiary	終止綜合入賬一間附屬公司 之虧損	6	(5,293)	–
Finance costs	財務成本	7	(1,238)	(706)
Loss before income tax	除所得稅前虧損		(17,044)	(17,295)
Income tax expense	所得稅開支	8	–	–
Loss and total comprehensive expense for the year attributable to owners of the Company	本公司擁有人應佔本年度虧損 及全面開支總額	9	(17,044)	(17,295)
Loss per share	每股虧損			
			2025 HK Cents 港仙	2024 HK Cents 港仙
Basic and diluted	基本及攤薄	10	(7.43)	(14.28)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2025
於2025年12月31日

	Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
ASSETS AND LIABILITIES			
Non-current assets			
Plant and equipments		143	267
Financial assets at fair value through other comprehensive income		–	5,293
Investments in financial assets at amortised cost	11	7,006	–
		7,149	5,560
Current assets			
Financial assets at fair value through profit or loss		18,612	132
Other receivables		240	96
Cash held by securities brokers		1,517	4
Bank balances and cash		4,297	330
		24,666	562
Current liabilities			
Other payables and accruals		4,179	6,261
Borrowings		–	2,160
Convertible notes	12	–	4,000
		4,179	12,421
Net current assets/(liabilities)		20,487	(11,859)
Total assets less current liabilities		27,636	(6,299)
Non-current liabilities			
Borrowings		5,000	–
Bond payables	13	7,000	–
Convertible notes	12	–	4,000
		12,000	4,000
Net assets/(liabilities)		15,636	(10,299)
Capital and reserves			
Share capital	14	621	121
Reserves		15,015	(10,420)
Total equity/(deficit)		15,636	(10,299)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2025

截至2025年12月31日止年度

1. Application of New and Amendments to HKFRS Accounting Standards

Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21 Lack of Exchangeability

The application of the new and amendments to HKFRS Accounting Standards in the current year has no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Suspension and resuspension of trading in shares of the Company

The Group held 14.7% equity interest in Wealth Spread Investment Limited (“Wealth Spread”) through a wholly owned subsidiary, Easy Ace Investments Limited (“Easy Ace”), as at 31 December 2024 and 2023. Wealth Spread was an investment holding company with an indirectly held equity interest of 54% in an entity (the “PRC Entity”) Entity principally engaged in zinc and lead mining in the People’s Republic of China (the “PRC”) as at 31 December 2024 and 2023. The Group had an indirect effective attributable minority interest of 7.94% of the PRC Entity. As at 31 December 2024 and 2023. The Group’s investment in Wealth Spread (the “Investment”) was classified and accounted for as financial assets at fair value through other comprehensive income (“FVOCI”) and carried in the consolidated statement of financial position of the Group at its fair value as at 31 December 2024 of approximately HK\$5,293,000, which resulted in a fair value loss of approximately HK\$Nil recognised as other comprehensive expense in the consolidated statement of profit or loss and other comprehensive income of the Group for the year ended 31 December 2024.

During the years ended 31 December 2024 and 2023, the management of the Company could not get sufficient evidence from the PRC Entity’s management about its development plan. The Auditors found no other way to assess if adjustments to the Investment’s fair value were needed as of 31 December 2024 and 2023.

1. 採納新訂及經修訂香港財務報告準則及香港會計準則

於本年度強制生效的經修訂香港財務報告準則及會計準則

於本年度，本集團首次應用香港會計師公會所頒布的香港財務報告準則的以下修訂，該等修訂於本集團自2025年1月1日開始之年度期間強制生效用於編制綜合財務報表：

香港會計準則 缺乏可兌換性
第21號之修訂

採納該等新訂及經修訂的香港財務報告準則及香港會計準則對本集團於本年度及過往年度的業績及財務狀況之編製及呈現方式並無造成任何重大影響。

本公司股份暫停及恢復買賣

於2024年及2023年12月31日，本集團透過全資附屬公司Easy Ace Investments Limited (「East Ace」) 持有Wealth Spread Investment Limited (「Wealth Spread」) 14.7%的股權。於2024年及2023年12月31日，Wealth Spread為一間投資控股公司，間接持有一間實體(「中國實體」) 54%的股權，該中國實體主要在中華人民共和國(「中國」)從事鋅及鉛開採業務。本集團於中國實體持有7.94%的間接實際應佔少數股權。於2024年及2023年12月31日，本集團於Wealth Spread的投資(「該投資」)被分類及計入為按公平值計入其他全面收益的金融資產，並按其於2024年12月31日的公平值約5,293,000港元計入本集團的綜合財務狀況表，此導致約零港元的公平值虧損，已於本集團截至2024年12月31日止年度的綜合損益及其他全面收益表中確認為其他全面開支。

於截至2024年及2023年12月31日止年度內，本公司管理層未能從中國實體的管理層取得有關其發展計劃的充分證據。核數師未能找到其他方法評估截至2024年及2023年12月31日，該投資的公平值是否須予調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2025

截至2025年12月31日止年度

1. Application of New and Amendments to HKFRS Accounting Standards (Continued)

Suspension and resuspension of trading in shares of the Company (Continued)

The Company held an indirect minority interest in the PRC Entity and relied on Wealth Spread for information. The Wealth Spread Controlling Shareholder provided details about the PRC Entity, as the management of the Company has no direct relationship and access to the PRC Entity. During the year ended 31 December 2023, the Wealth Spread Controlling Shareholder expressed to the Company that he experienced difficulties in obtaining the required information relating to the PRC Entity as the PRC Entity did not have the information readily available and was unwilling to devote time and resources to prepare the same.

Trading in the shares of the Company has been suspended since 2 April 2024 after the disclaimer of opinion in the annual report for the financial year ended 31 December 2023.

In 2025, the board of directors of Easy Ace resolved that Easy Ace be placed into liquidation and that two (2) partners from Deloitte China (Hong Kong office) and one (1) partner from Deloitte Ltd. (BVI office) be appointed as liquidators (collectively, the “Liquidators”) for the Proposed Liquidation.

The Company has obtained BVI legal opinion which stated that pursuant to the provisions of the BVI Business Companies Act 2004 (as amended) (the “Act”):

- (a) the voluntary liquidator of Easy Ace, as and when appointed, would have custody and control of the assets of Easy Ace; and
- (b) the directors of Easy Ace have no control of Easy Ace and cease to have any powers, functions or duties, other than as may be specified in the Act, upon commencement of a voluntary liquidation.

1. 採納新訂及經修訂香港財務報告準則及香港會計準則 (續)

本公司股份暫停及恢復買賣 (續)

本公司持有該中國實體的間接少數股權，並依賴 Wealth Spread 提供資料。由於本公司管理層與該中國實體並無直接關係且無法接觸該中國實體，故由 Wealth Spread 控股股東提供有關該中國實體的詳情。於截至2023年12月31日止年度內，Wealth Spread 控股股東向本公司表示，其難以取得有關中國實體的所需資料，原因為該中國實體並無現有資料可予提供，且不願投入時間及資源進行相關準備。

自2024年4月2日起，本公司股份已暫停買賣，此乃因截至2023年12月31日止財政年度之年報中出現意見保留所致。

於2025年，Easy Ace 董事會決議將 Easy Ace 進入清盤程序，並委任德勤中國(香港辦事處)的兩(2)名合夥人及 Deloitte Ltd. (英屬處女群島辦事處)的一(1)名合夥人為建議清盤的清盤人(統稱「清盤人」)。

本公司已取得英屬處女群島法律意見，該意見註明根據2004年英屬處女群島商業公司法(經修訂)(「該法例」)的規定：

- (a) Easy Ace 之自願清盤人一經委任，即對 Easy Ace 之資產擁有保管及控制權；及
- (b) 由自願清盤程序開始之日起，Easy Ace 之董事對 Easy Ace 不再擁有任何控制權，並將不再擁有任何權力、職能或職責，惟該法例另有規定者除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2025

截至2025年12月31日止年度

1. Application of New and Amendments to HKFRS Accounting Standards (Continued)

Suspension and resuspension of trading in shares of the Company (Continued)

Following the passing of resolutions by Genius Choice Investment Limited (being the sole shareholder of Easy Ace) and the Shareholders at the special general meeting, respectively in approving the Proposed Liquidation, both obtained on 29 September 2025, the notice of appointment of the Liquidators for Easy Ace was filed with the BVI Financial Services Commission on 29 September 2025. As such, Easy Ace was placed into liquidation on 29 September 2025 and the Liquidators were appointed on the same date. Accordingly the Proposed Liquidation has commenced with effect on 29 September 2025.

No longer has power over the relevant activities and direction of relevant activities of Easy Ace and has lost control over Easy Ace, Easy Ace would be deconsolidated for the consolidated financial statement of the Group.

The Company had fulfilled all conditions of the Resumption Guidance and resumed trading in the Shares on the Stock Exchange with effect 15 October 2025. For details, please refer to the announcement made by the Company dated 14 October 2025.

As the Liquidators have been appointed on 29 September 2025, the Directors consider that Easy Ace shall be deconsolidated from the Group with effect from 29 September 2025, on the basis that the Group losses control of Easy Ace since 29 September 2025.

1. 採納新訂及經修訂香港財務報告準則及香港會計準則 (續)

本公司股份暫停及恢復買賣 (續)

繼Genius Choice Investment Limited (即Easy Ace的唯一股東)與股東分別於2025年9月29日舉行的股東特別大會上通過決議案，批准建議清盤後，Easy Ace清盤人的委任通知已於2025年9月29日向英屬處女群島金融服務委員會提交。因此，Easy Ace已於2025年9月29日進入清盤程序，清盤人亦於同日獲委任。因此，建議清盤已於2025年9月29日生效。

由於不再對Easy Ace的相關活動及相關活動的指導擁有權力，且已喪失對Easy Ace的控制權，Easy Ace將從本集團的綜合財務報表中剔除。

本公司已履行復牌指引的所有條件，並自2025年10月15日起於聯交所恢復股份買賣。詳情請參閱本公司於2025年10月14日發出的公告。

鑒於清盤人已於2025年9月29日獲委任，董事認為，基於本集團自2025年9月29日起已喪失對Easy Ace的控制權，Easy Ace應自2025年9月29日起從本集團的綜合財務報表中剔除。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2025
截至2025年12月31日止年度

2. Segment Information

HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the CODM, being the 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. Accordingly, no operating segment information is presented. Due to the nature of the Company's business, the CODM continues the view that no operating segment information shall be presented.

Geographic information

The Group's revenue is generated from, and non-current assets (other than financial instruments) are located in Hong Kong.

Dividend income from the Group's investments contributing over 10% of the Group's revenue during the years ended 31 December 2025 and 2024 are as follows:

2. 分類資料

香港財務報告準則第8號要求按有關主要經營決策者(即本公司唯一執行董事)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)。因此,本集團並無呈列經營分類資料。由於本公司之業務性質,主要經營決策者維持相同意見,據此,並無呈列經營分類資料。

地理資料

本集團之收入來自香港,而其非流動資產(除金融工具外)亦位於香港。

截至2025年及2024年12月31日止年度,佔本集團總收入10%以上之本集團投資股息收入如下:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Investee A	接受投資公司A	1	—
Investee B	接受投資公司B	—*	—
Investee C	接受投資公司C	—*	—
Investee D	接受投資公司D	—*	—
Investee E	接受投資公司E	—*	1
Investee F	接受投資公司F	—	1
Investee G	接受投資公司G	—	1
Investee H	接受投資公司H	—	1
Investee I	接受投資公司I	—	1

* Less than HK\$ thousand

* 少於千港元

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2025

截至2025年12月31日止年度

3. Gross proceeds from Operations/Revenue

The following table shows the gross proceeds from disposal of financial assets at fair value through profit or loss ("FVTPL"); which are revenue in nature for tax purposes and the revenue of the Group, which represents the dividend income:

	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Gross proceeds from disposal of financial assets at FVTPL which are revenue in nature for tax purposes	4,265	4,337
Dividend income	3	6
	4,268	4,343

Revenue in the Year represents dividend income of HK\$3,000 (Year 2024: HK\$6,000).

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就稅務而言為收益性質和本集團之收入，指股息收入：

本年度收入指股息收入3,000港元(2024年年度：6,000港元)。

4. Other gains/(losses), net

	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Fair value gain/(loss) of financial assets at FVTPL		
– revenue in nature for tax purposes	120	(6,879)
– capital in nature for tax purposes	–	(490)
	120	(7,369)

The fair value changes of financial assets at FVTPL comprised of net realised losses on disposal of financial assets at FVTPL of HK\$165,000 (Year 2024: HK\$43,242,000). These figures represent the difference between proceeds on disposal and the original costs of acquisition of financial assets at FVTPL.

4. 其他收益／(虧損)淨額

按公平值計入損益之金融資產公平值變動包括出售按公平值計入損益之金融資產之已變現淨虧損165,000港元(2024年年度：43,242,000港元)。此等數目是由出售按公平值計入損益之金融資產之所得款項和在購入時的原價之差額所達致。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2025
截至2025年12月31日止年度

5. Other income

5. 其他收入

		2025	2024
		HK\$'000	HK\$'000
		千港元	千港元
Interest income from investments in financial assets at amortised cost	按攤銷成本計算之金融資產投資利息收入	6	-
Other	其他	440	240
		446	240

6. Deconsolidation of a subsidiary

6. 附屬公司終止綜合入賬

Easy Ace was deconsolidated from the consolidated financial statements of the Group with effect from 29 September 2025. The net assets of Easy Ace at 29 September 2025 were as follows:

Easy Ace已自2025年9月29日起自本集團的綜合財務報表中剔除。Easy Ace於2025年9月29日的資產淨值如下：

		HK\$'000
		千港元
Financial assets at FVOCI	按公平值計入其他全面收益的金融資產	5,293
Loss on deconsolidation of a subsidiary	終止綜合入賬一間附屬公司之虧損	5,293
Release of investment revaluation reserve	投資重估儲備的解除	48,753

An analysis of the net outflow of cash and cash equivalents in respect of the deconsolidation of a subsidiary is as follows:

終止綜合入賬一間附屬公司的現金及現金等價物流出淨額如下：

		HK\$'000
		千港元
Bank balances and cash	銀行結餘及現金	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2025
截至2025年12月31日止年度

7. Finance costs

		2025	2024
		HK\$'000	HK\$'000
		千港元	千港元
Interest on loan from a securities broker	來自證券經紀之貸款利息	–	162
Interest expenses on bond payables	應付債券利息開支	52	–
Interest expenses on borrowings	借款利息開支	81	–
Interest expenses on convertible notes	可換股票據利息開支	432	544
Loss on early redemption of convertible notes (note)	提早贖回可換股票據之虧損(註)	673	–
		1,238	706

Note:

As stated in note 12, the Company utilised approximately HK\$9.1 million (including redemption premium and accrued interest) for the early redemption/settlement of the convertible notes.

註：

正如附註12所述，本公司動用約910萬港元(包括贖回溢價及應計利息)提早贖回/清償可換股票據。

8. Income tax expense

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

8. 所得稅開支

由於本集團於兩個年度均無產生應課稅溢利，故並無就香港利得稅作出撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2025
截至2025年12月31日止年度

9. Loss for the Year

Loss for the Year had been arrived at after charging/(crediting):

9. 本年度虧損

本年度虧損已扣除/(計入)下列各項：

		2025	2024
		HK\$'000	HK\$'000
		千港元	千港元
(a) Staff costs (including directors' remuneration) (Note)			
(a) 員工成本(包括董事薪酬)(註)			
Salaries, wages and other benefits	薪金、工資及其他福利	5,725	5,676
Discretionary bonus	酌情花紅	405	221
Contributions to Mandatory Provident Fund Scheme	強積金計劃之供款	154	140
		6,284	6,037
(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	124	162
Loss on deconsolidation of a subsidiary	終止綜合入賬一間附屬公司之虧損	5,293	–
Gain on disposal on plant and equipments	出售廠房及設備收益	–	(52)
Auditors' remuneration	核數師酬金	660	660

Note: As at 31 December 2025 and 2024, the Group had no forfeited contributions available to reduce its contributions to pension schemes in future years.

註：於2025年12月31日及2024年12月31日，本集團概無任何已沒收供款可供其用於減低未來向退休福利計劃應繳的供款。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2025
截至2025年12月31日止年度

10. Loss per share

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

Basic	基本	2025	2024
Loss attributable to owners of the Company (HK\$'000)	本公司擁有人應佔虧損 (千港元)	(17,044)	(17,295)
Weighted average number of ordinary shares in issue for the purposes of loss per share (in thousands)	計算每股虧損之已發行普通股加權平均數(千股)	229,351	121,132

For the years ended 31 December 2025 and 2024, 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.

10. 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：

截至2025年及2024年12月31日止年度，每股攤薄虧損的計算並未假設公司已發行可換股票據的轉換，因為假設行使這些可轉換股票將導致每股虧損減少。

11. Investments in financial assets at amortised cost

Particulars of the principal bond investments, held as at 31 December 2025 are as follows:

Name 名稱	Notes 註	Place of incorporation 註冊成立地點	Investment cost 投資成本 HK\$'000 千港元	Interest 利息 HK\$'000 千港元	Allowance for credit losses 信貸虧損撥備 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
WLS Holdings Limited 滙隆控股有限公司	(i)	Cayman Islands 開曼群島	HK\$3,500 3,500港元	HK\$3 3港元	–	HK\$3,503 3,503港元
Hao Wen Holdings Limited 皓文控股有限公司	(ii)	Cayman Islands 開曼群島	HK\$3,500 3,500港元	HK\$3 3港元	–	HK\$3,503 3,503港元

Note:

- (i) On 17 December 2025, the Group subscribed coupon unlisted straight bonds issued by WLS Holdings Limited with an aggregate principal amount of HK\$3,500,000. The bonds carry interest at 12% per annum and mature for redemption on 16 December 2027.
- (ii) Separately, on 19 December 2025, the Group subscribed coupon bonds issued by Hao Wen Holdings Limited with an aggregate principal amount of HK\$3,500,000. The bonds carry interest at 9% per annum and mature for redemption on 18 December 2030.

11. 按攤銷成本計算之金融資產投資

於2025年12月31日持有的主要債券投資詳情如下：

註：

- (i) 本集團於2025年12月17日認購由滙隆控股有限公司發行的附息非上市普通債券，本金總額為3,500,000港元。該等債券年利率為12%，並將於2027年12月16日到期贖回。
- (ii) 此外，本集團於2025年12月19日認購由皓文控股有限公司發行的附息債券，本金總額為3,500,000港元。該等債券年利率為9%，並將於2030年12月18日到期贖回。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2025
截至2025年12月31日止年度

12. Convertible notes

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. On expiry, the noteholders have an option to convert to shares or redeem the convertible notes in full or in part.

On 30 April 2024, the Company issued convertible notes with an aggregate principal amount of HK\$4,000,000.

The convertible notes mature on 30 April 2026, bearing interest at 8 percent per annum calculated on 360 days per year. On expiry, the noteholders have an option to convert to shares or redeem the convertible notes in full or in part.

During the current year, the Company utilised approximately HK\$9.1 million (including redemption premium and accrued interest) for the early redemption/settlement of the convertible notes.

13. Bond payables

On 28 November 2025, the Group issued a bond of HK\$7 million in aggregate, whose interest rates is 8% per annum and the interest is paid at maturity. The bond matured two years from the respective issuance dates and will be repaid in 2027.

As at 31 December 2025, the carrying amount of the bond is approximately HK\$7,000,000.

The bond was unsecured. To the best knowledge, information and belief of the directors of the Company having made all reasonable enquiries, all bondholders are independent third parties not connected with the Company and its connected person.

12. 可換股票據

於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，本公司股東已於2023年12月11日之特別股東大會通過決議案授權此發行。

可換股票據於2025年12月29日到期，年利率為8%，每年360天計算。到期時，可換股票據持有人可選擇全部或部分轉換為股份或贖回票據。

於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。

可換股票據將於2026年4月30日到期，年利率為8%，每年360天計算。到期時，可換股票據持有人可選擇全部或部分轉換為股份或贖回票據。

於本年度內，本公司動用約910萬港元(包括贖回溢價及應計利息)提早贖回/清償可換股票據。

13. 應付債券

於2025年11月28日，本集團發行總額為700萬港元的債券，年利率為8%，利息於到期時支付。該債券自各發行日起計兩年屆滿，並將於2027年償還。

於2025年12月31日，該債券的賬面值約為700萬港元。

該債券為無擔保債券。據本公司董事經作出一切合理查詢後所知、所悉及所信，所有債券持有人均為獨立第三方，與本公司及其關連人士概無關連。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2025
截至2025年12月31日止年度

14. Share capital

14. 股本

		Number of shares 股份數目	Value 金額 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.001 each at 1 January 2024, 31 December 2024 and 2025	於2024年1月1日、2024年及2025年 12月31日每股0.001港元之普通股	100,000,000,000	100,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2024 and 31 December 2024	於2024年1月1日及2024年12月31日	121,132,020	121
Placing of new shares under 2025 Specific Mandate (Note)	根據2025年特別授權配售之新股份 (註)	500,000,000	500
Ordinary shares of HK\$0.001 each at 31 December 2025	於2025年12月31日每股面值0.001港元之 普通股	621,132,020	621

Note:

Pursuant to the Company's announcement on 5 September 2025, a placing agent (the "September 2025 Placing Agent") and the Company entered into an agreement (the "September 2025 Placing Agreement") pursuant to which the September 2025 Placing Agent agreed to place up to 500,000,000 shares (the "September 2025 Placing Shares") to not less than six placees who are independent third parties (the "September 2025 Placing").

The 500,000,000 September 2025 Placing Shares under the September 2025 Placing represented (i) approximately 412.77% of the existing issued share capital of the Company as at 5 September 2025; and (ii) approximately 80.50% of the issued share capital of the Company as enlarged by the allotment and issue of 500,000,000 Placing Shares. The aggregate nominal value of the September 2025 Placing Shares under the September 2025 Placing would be HK\$500,000.

註：

根據本公司日期為2025年9月5日之公告，配售代理(「2025年9月配售代理」)與本公司訂立一項協議(「2025年9月配售協議」)，據此，2025年9月配售代理同意向本身為獨立第三方的不少於六名承配人配售最多500,000,000股股份(「2025年9月配售股份」)(「2025年9月配售事項」)。

根據2025年9月配售事項配售的500,000,000股2025年9月配售股份相當於(i)於2025年9月5日本公司現有已發行股本約412.77%；及(ii)經配發及發行500,000,000股配售股份擴大後本公司已發行股本約80.50%。根據2025年9月配售事項2025年9月配售股份的總面值為500,000港元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2025
截至2025年12月31日止年度

14. Share capital (Continued)

Note: (Continued)

The September 2025 Placing price of HK\$0.090 Placing Price represented (i) a discount of approximately 10.00% to the closing price of HK\$0.100 per share as quoted on the Stock Exchange on 28 March 2024, being the last trading day prior to the suspension of trading in shares on 2 April 2024; (ii) a discount of approximately 9.09% to the average closing price per share of approximately HK\$0.099 as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the suspension of trading in Shares on 2 April 2024; (iii) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 8.00%, represented by the theoretical diluted price of approximately HK\$0.092 per share to the benchmarked price of approximately HK\$0.100 per share which shall be the closing prices of the Shares as quoted on the Stock Exchange on 28 March 2024, which was immediately prior to the suspension of trading in shares on 2 April 2024; and (iv) a cumulative theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 8.00% which is the same as the theoretical dilution effect calculated in (iii) above as the Company had not conducted any fund raising activities (rights issues, open offers and/or specific mandate placings) involving the issue of its equity securities in the 12 months immediately preceding the date 12 September 2025.

The September 2025 Placing Shares have been issued under the specific mandate (the "2025 Specific Mandate") granted to the directors of the Company by resolution of the shareholders passed at the special general meeting of the Company held on 29 September 2025 to approve the 2025 Specific Mandate.

Pursuant to the Company's announcement on 14 October 2025, all conditions of the September 2025 Placing Agreement have been fulfilled and the September 2025 Placing was completed on 14 October 2025.

The net proceeds from the September 2025 Placing, after deducting the placing commission and other expenses in connection with the September 2025 Placing from the gross proceeds, are approximately HK\$42 million and are intended to be used as to (i) approximately HK\$27.5 million for investments acquisition; (ii) approximately HK\$9.1 million for early redemption of convertible notes that were issued on 29 December 2023 and 30 April 2024 respectively, whose total principal amount was HK\$8 million together with redemption premium and accrued interests and (iii) the balance of approximately HK\$5.0 million for general working capital of the Group, such as rental expenses, staff costs, professional services expenses and settlement of amount payables in respect thereof. The net price of the September 2025 Placing Share is approximately HK\$0.85 per September 2025 Placing Share.

Details of the above are set out in the Company's announcements on 5 September 2025, 12 September 2025, 29 September 2025 and 14 October 2025.

The above new issued shares in 2025 rank pari passu in all respects with each other in the share capital of the Company.

14. 股本(續)

註：(續)

2025年9月配售股份的配售價0.090港元較於(i)2024年3月28日(即股份於2024年4月2日暫停買賣前之最後交易日)在聯交所所報收市價每股0.100港元折讓約10.00%；(ii)於緊接股份於2024年4月2日暫停買賣前最後五(5)個連續交易日在聯交所所報平均收市價每股約0.099港元折讓約9.09%；(iii)相當於約8.00%之理論攤薄效應(定義見上市規則第7.27B條)，即理論攤薄價每股股份約0.092港元較基準價每股股份約0.100港元，而基準價應為股份於2024年3月28日(緊接2024年4月2日暫停買賣前)在聯交所所報股份之收市價；及(iv)相當於累計理論攤薄效益(定義見上市規則第7.27B條)約8.00%，與上文(iii)計算的理論攤薄效應相同，原因是於緊接2025年9月12日前12個月，本公司並無進行任何涉及發行其股本證券的集資活動(供股、公开发售及/或特別授權配售)。

2025年9月配售股份乃根據股東於2025年9月29日舉行的本公司股東特別大會上通過決議案，批准授予本公司董事之特別授權(「2025年特別授權」)而發行。

根據本公司日期為2025年10月14日之公告，2025年9月配售協議的所有條件均已達成及2025年9月配售事項已於2025年10月14日完成。

經扣除2025年9月配售事項的配售佣金及其他開支後，2025年9月配售事項的所得款項淨額約4,200萬港元，擬將其中(i)約27.5百萬港元用於收購投資；(ii)約910萬港元用於提早贖回分別於2023年12月29日及2024年4月30日發行的可換股票據，該等票據的本金總額為800萬港元，連同贖回溢價及應計利息；及(iii)餘額約500萬港元將用於本集團的一般營運資金，例如租金開支、員工成本、專業服務開支及清償相關應付款項。2025年9月配售股份的價格淨額約為每股2025年9月配售股份0.85港元。

以上詳情載於本公司於2025年9月5日、2025年9月12日、2025年9月29日及2025年10月14日之公告內。

上述的2025年新發行股份於各方面均與本公司股本中的其他股份享有同等權益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2025
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15. Net Asset/(Liabilities) Value per Share

15. 每股資產／(負債)淨值

		2025 HK\$ 港元	2024 HK\$ 港元
Net Asset/(Liabilities) Value per Share	每股資產／(負債)淨值	0.03	(0.09)

Net Assets Value per share is computed based on the net assets value of HK\$15,636,000 (31 December 2024: net liabilities value of HK\$10,299,000) and 621,132,000 shares (31 December 2024: 121,132,000) issued and fully paid.

每股資產淨值乃根據資產淨值15,636,000港元(2024年12月31日: 負債淨值10,299,000港元)及621,132,000股已發行及繳足股份(2024年12月31日: 121,132,000)計算。

16. Event After the End of Reporting Period

16. 報告期結束後的事件

Saved as disclosed elsewhere in these consolidated financial statements, the Group had the following significant event after the end of the reporting period:

除本綜合財務報表其他部分所披露者外，本集團於報告期結束後發生下列重大事件：

Pursuant to the Company's announcement on 10 February 2026, a placing agent (the "February 2026 Placing Agent") and the Company entered into an agreement (the "February 2026 Placing Agreement") pursuant to which the February 2026 Placing Agent agreed to place up to 250,000,000 shares (the "February 2026 Placing Shares") to not less than six placees who are independent third parties (the "February 2026 Placing").

根據本公司日期為2026年2月10日之公告，一名配售代理(「2026年2月配售代理」)與本公司訂立協議(「2026年2月配售協議」)，據此，2026年2月配售代理同意向不少於六名本身為獨立第三方的承配人配售最多250,000,000股股份(「2026年2月配售股份」)(「2026年2月配售事項」)。

The 250,000,000 February 2026 Placing Shares under the February 2026 Placing represented (i) approximately 40.2% of the existing issued share capital of the Company as at 10 February 2026; and (ii) approximately 28.7% of the issued share capital of the Company as enlarged by the allotment and issue of 250,000,000 placing shares. The aggregate nominal value of the February 2026 Placing Shares under the February 2026 Placing would be HK\$250,000.

根據2026年2月配售事項進行的250,000,000股2026年2月配售股份，佔(i)本公司於2026年2月10日現有已發行股本約40.2%；及(ii)經配發及發行250,000,000股配售股份擴大後本公司已發行股本約28.7%。根據2026年2月配售事項發行的2026年2月配售股份的總面值將為250,000港元。

The Placing price represents (i) a discount of approximately 16.67% to the closing price of HK\$0.144 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a discount of approximately 19.79% to the average closing price of HK\$0.150 per shares as quoted on the Stock Exchange on 3 February 2026.

配售價較(i)於最後交易日在聯交所所報之每股股份收市價0.144港元折讓約16.67%；及(ii)於2026年2月3日在聯交所所報之每股股份平均收市價0.150港元折讓約19.79%。

The gross proceeds and net proceeds from the February 2026 Placing (after deducting the placing commission and other related expenses) are estimated to be approximately HK\$30.0 million and HK\$29.0 million respectively. The Company intends to apply the net proceeds from the February 2026 Placing totalling HK\$29.0 million for investments acquisitions, and general working capital of the Group. Details of the above are set out in the Company's announcements on 10 February 2026.

2026年2月配售事項的所得款項總額及所得款項淨額(扣除配售佣金及其他相關開支後)估計分別約為3,000萬港元及2,900萬港元。本公司擬將2026年2月配售事項所得款項淨額合共2,900萬港元用於本集團的投資收購及一般營運資金。上述詳情載於本公司日期為2026年2月10日之公告。

Extracts of the Independent Auditor's Report

獨立核數師報告書摘要

The following is an extract of the independent auditor's report on the Group's consolidated financial statements for the year ended 31 December 2025 which has included a disclaimer of opinion.

Disclaimer of Opinion

We were engaged to audit the consolidated financial statements of Prosperity Investment Holdings Company Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Disclaimer of Opinion

As stated in note 2.1 to the consolidated financial statements, section titled "Suspension and resuspension of trading in shares of the Company", the Group held 7.94% effective interest in an entity (the "PRC Entity") principally engaged in zinc and lead mining in the People's Republic of China (the "PRC") as at 31 December 2024 and 2023. This effective interest is held through a wholly owned subsidiary Easy Ace Investments Limited ("Easy Ace") which in turns holds 54% in Wealth Spread Investment Limited ("Wealth Spread") who held 14.7% equity interest in the PRC entity. The Group's investment in Wealth Spread (the "Investment") was classified and accounted for as financial assets at fair value through other comprehensive income ("FVOCI") and carried in the consolidated statement of financial position of the Group at its fair value as at 31 December 2024 at HK\$5,293,000. Also as set out in note 2.1 to the consolidated financial statements, Easy Ace was deconsolidated in September 2025 since it commenced the liquidation.

As detailed in our auditor's report in the consolidated financial statements of the Group for the year ended 31 December 2024 dated 29 August 2025, we were unable to obtain sufficient appropriate audit evidence that the fair value of the Investment did not contain material misstatement and have disclaimed our opinion.

以下為獨立核數師對本集團截至2025年12月31日止年度之綜合財務報表之報告書摘要，當中載有不發表意見之聲明。

不發表意見

吾等已獲委聘審計嘉進投資國際有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）的綜合財務報表，當中包括於2025年12月31日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註（包括重要會計政策概要）。

吾等不對 貴集團的綜合財務報表發表意見。由於吾等報告中「不發表意見的基準」一節所述事項之重要性，吾等未能取得充分、適當的審計證據，以對該等綜合財務報表發表審計意見提供基準。在所有其他方面，吾等認為，綜合財務報表已根據香港公司條例的披露規定妥為編製。

不發表意見之基準

正如綜合財務報表附註2.1「本公司股份暫停及恢復買賣」一節所述，於2024年及2023年12月31日，貴集團持有某實體（「中國實體」）7.94%的實際權益，該實體主要在中華人民共和國（「中國」）從事鋅及鉛開採業務。該實際權益乃透過全資附屬公司Easy Ace Investments Limited（「Easy Ace」）持有，而Easy Ace則持有Wealth Spread Investment Limited（「Wealth Spread」）54%權益，後者持有該中國實體14.7%股權。貴集團於Wealth Spread的投資（「該投資」）被分類及入賬為按公平值計入其他全面收益的金融資產，並按其於2024年12月31日的公平值5,293,000港元計入 貴集團的綜合財務狀況表。此外，誠如綜合財務報表附註2.1所述，由於Easy Ace已開始清盤，故於2025年9月終止綜合入賬。

正如 貴集團日期為2025年8月29日的截至2024年12月31日止年度綜合財務報表的核數師報告所詳述，吾等無法取得充分、適當的審計證據證明 貴集團於該投資的公平值並無重大錯誤陳述，因此吾等不發表意見。

Extracts of the Independent Auditor's Report (Continued)

獨立核數師報告書摘要(續)

As aforesaid the Investment was deconsolidated in 2025 and the matter which was the subject matter of the scope limitation referred to above no longer have possible effects on the figures presented in the consolidated statement of financial position of the Group as at 31 December 2025 and it shall not have carried forward effect to the consolidated financial statements for the year ended 31 December 2025 and future consolidated financial statements of the Group. We were unable to obtain sufficient appropriate audit evidence that the fair value of the investment as at 31 December 2024 did not contain material misstatement. Any adjustments to the figure as described above might have a consequential effect on the Group's result and cash flows for current and prior year, the related disclosures in the consolidated financial statements; the financial position of the Group as at 31 December 2024 presented as comparative figures in these consolidated financial statements and hence affect the comparability of the current year's figures and the corresponding figures.

In respect alone to the aforementioned matter in relation to the Investment, we have not obtained all information and explanations, and whether proper books and records have been kept.

如前所述，該投資已於2025年終止綜合入賬，且上述範圍限制事項所涉及的事項不再可能對 貴集團於2025年12月31日之綜合財務狀況表所呈列的數字產生影響，其不會對截至2025年12月31日止年度之綜合財務報表及 貴本集團日後綜合財務報表產生結轉影響。吾等無法取得充分、適當的審計證據，以證明該投資於2024年12月31日的公平值不存在重大錯誤陳述。上述數字的任何調整，可能會對 貴集團本年度及過往年度的業績和現金流量、綜合財務報表內的相關披露產生連帶影響；並影響本綜合財務報表內作為比較數字呈列的 貴集團於2024年12月31日的財務狀況，從而影響本年度數字與相應數字的可比性。

僅就前述與該投資相關的事項而言，吾等尚未取得所有資料及說明，亦未能確認相關賬冊及記錄是否已妥善保存。

Management Discussion

管理層論述

Business Review

The year 2025 presented a pivotal period for global and Hong Kong financial markets, characterized by a gradual stabilization following years of volatility.

The Hang Seng Index (HSI) served as a reliable barometer of market sentiment throughout the year. After a prolonged period of consolidation, the HSI demonstrated a notable recovery trajectory in 2025. This rebound was largely attributed to a stabilizing interest rate environment, as major central banks signaled the conclusion of their tightening cycles, thereby easing pressure on local liquidity and equity valuations. Investor confidence was further bolstered by policy support measures aimed at reinforcing Hong Kong's status as an international financial hub.

On a macroeconomic level, Hong Kong's economy exhibited a modest yet steady recovery. The Gross Domestic Product (GDP) registered positive growth during 2025, driven primarily by a rebound in private consumption and a gradual normalization of cross-border activities. Although external trade continued to face headwinds due to supply chain reconfigurations and subdued global goods demand, the services sector and financial activities remained resilient pillars of economic performance. This GDP expansion provided a constructive backdrop for corporate earnings, particularly for companies with exposure to the local equity market.

The Company remained focused on its core activities of trading listed securities and managing its financial asset portfolio. We concentrated on capital preservation while strategically capturing dividend income, navigating the volatile equity markets with a disciplined approach to asset allocation.

On the corporate level, the Company achieved a significant milestone. Following the suspension of trading in the Company's shares on The Stock Exchange of Hong Kong Limited in April 2024, the Board dedicated substantial effort to the underlying issues. We are pleased to report that the Company has successfully fulfilled all conditions outlined in the resumption guidance. Consequently, trading in the shares was fully resumed with effect from 15 October 2025, this resumption marks a new chapter for the Company, marking a pivotal moment for restoring shareholder value and market confidence. Looking ahead, we remain committed to prudent investment management and upholding the highest standards of corporate governance.

業務回顧

2025年對全球及香港金融市場而言是關鍵的一年，經歷了數年的波動後，市場逐漸趨於穩定。

恒生指數(恒指)在整個年度內一直是市場情緒的可靠風向標。經過一段長時間的整固後，恒指在2025年展現出顯著的復甦軌跡。這波反彈主要歸因於利率環境趨於穩定，各主要央行已釋出緊縮週期即將結束的訊號，從而紓緩了對本地流動性及股票估值的壓力。此外，旨在鞏固香港作為國際金融樞紐地位的政策支持措施，亦進一步提振了投資者信心。

從宏觀經濟層面來看，香港經濟呈現溫和而穩定的復甦態勢。於2025年期間，本地生產總值(GDP)錄得正增長，主要受私人消費回升及跨境活動逐步回歸常態所帶動。儘管受供應鏈重組及全球貨物需求疲軟影響，對外貿易持續面臨逆風，但服務業及金融活動仍為經濟表現提供堅實的支柱。此輪GDP增長為企業盈利提供了有利的背景，特別是對那些在本地股票市場有風險的公司而言。

本公司持續專注於其核心業務，即買賣上市證券及管理其金融資產組合。我們在致力保本的同時，亦策略性地獲取股息收入，並透過嚴謹的資產配置策略，在波動的股票市場中穩健前行。

在企業層面方面，本公司達成了重要的里程碑。繼本公司股份於2024年4月在香港聯合交易所有限公司暫停買賣後，董事會投入大量心力處理相關問題。我們欣然報告，本公司已成功履行復牌指引中列明的所有條件。因此，股份買賣已於2025年10月15日起全面恢復。此次復牌標誌著本公司開啟新篇章，也是恢復股東價值及市場信心的關鍵時刻。展望未來，我們將繼續致力於審慎的投資管理，並恪守最高標準的企業管治。

Management Discussion (Continued)

管理層論述 (續)

Financial Review

Results for the Year

The Group reported a loss after tax of approximately HK\$17 million for the Year compared to the loss of HK\$17.3 million for the Year 2024. Other than the administrative expenses, investment management expense, had been reduced from HK\$0.48 million to HK\$0.12 million, finance costs had been increased by HK\$0.5 million after the loss on early redemption of convertible notes.

The loss for the Year was mainly due to the following reasons:

- (i) a gain of approximately HK\$0.1 million (Year 2024: loss of HK\$0.3 million) arose from the change in fair value of revenue in nature listed equity investments at FVTPL as a result of the fluctuations of the stock market;
- (ii) administrative expenses of approximately HK\$10.1 million (Year 2024: HK\$9.0 million) due to increase in legal and professional fee, staff cos and advertising expenses.
- (iii) Loss on deconsolidation of a subsidiary of approximately HK\$5.3 million during the year ended 31 December 2025.

Gross proceeds from Operations/Revenue

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所得款項總額就稅務而言為收益性質		
Dividend income	股息收入		

	2025	2024
	HK\$'000	HK\$'000
	千港元	千港元

	4,265	4,337
	3	6
	4,268	4,343

During the Year, the Group had disposed a portion of the listed investments.

財務回顧

本年度業績

本集團於本年度錄得除稅後虧損約1,700萬港元，而2024年年度則為虧損1,730萬港元。除行政開支、投資管理開支由48萬港元減少至12萬港元，經計及提早贖回可換股票據的虧損，財務成本增加50萬港元。

本年度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收益約10萬港元(2024年年度：虧損30萬港元)；
- (ii) 由於法律及專業費用、員工成本及廣告開支增加，行政開支約1,010萬港元(2024年年度：900萬港元)。
- (iii) 於截至2025年12月31日止年度終止綜合入賬一間附屬公司之虧損約為530萬港元。

經營所得款項總額／收入

於本年度，本集團出售部分的上市投資。

Management Discussion (Continued)

管理層論述 (續)

Other gains/(losses)

Other losses mainly comprised of fair value losses of financial assets at FVTPL which was analysed in the table below:

		For tax purpose 就稅務而言		
		Revenue in nature 收益性質 HK\$'000 千港元	Capital in nature 資本性質 HK\$'000 千港元	Total 總額 HK\$'000 千港元
2025	2025年			
Realised losses	已變現虧損	-	-	-
Unrealised losses	未變現虧損	120	-	120
		120		120
2024	2024年			
Realised losses	已變現虧損	(6,642)	(490)	(7,132)
Unrealised losses	未變現虧損	(237)	-	(237)
		(6,879)	(490)	(7,369)

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

Administrative expenses

Among the administrative expenses, staff remuneration of HK\$6,284,000 (Year 2024: HK\$6,037,000) was the largest item of expenses which represented approximately 70% (Year 2024: 67%) of the total administrative expenses. Employees are regarded as the most valuable asset and the Group aims to reward the staff with competitive remuneration package.

Investment management expenses

Investment management expenses of Nil (Year 2024: HK\$480,000) represented expenses paid to Opus Capital for the provision of investment management services to the Group.

其他虧損

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

其分析及詳情請參照上述本年度的業績部份及載列於附註4。

行政開支

於行政開支中，6,284,000港元(2024年年度：6,037,000港元)的員工薪酬為最大開支，其佔行政開支總額約70%(2024年年度：67%)。員工乃本集團最有價值的資產，而本集團旨在以具競爭力的薪酬待遇獎勵員工。

投資管理開支

投資管理開支零港元(2024年年度：480,000港元)代表向創富資本支付提供投資管理服務的費用。

Management Discussion (Continued)

管理層論述 (續)

The Original IM Agreement dated 26 January 2022 (as amended and supplemented by the Supplemental Agreement dated 21 March 2023) entered into between the Company and Opus Capital Management expired on 31 December 2024. On 14 October 2025, the Company entered into the New IM Agreement with SSHK, pursuant to which SSHK is appointed as the Investment Manager of the Company for a period of three (3) years commencing from the first day of trading resumption and must take place no later than 31 December 2025 (subject to the approval of the Stock Exchange) at a monthly management fee of HK\$40,000.

Investment management expense of HK\$102,000 represented expenses paid to SSHK for the provision of investment management services to the Group during the year ended 31 December 2025.

Finance costs

Finance costs included interest expenses of convertible notes.

During the current year the Company utilised approximately HK\$1.2 million in respect of redemption premium and accrued interest for the early redemption/settlement of the convertible notes.

Liquidity and Financial Resources

At Year End Date, the Group had: (i) cash and cash equivalent of approximately HK\$5,814,000 (31 December 2024: HK\$334,000); (ii) a loan from a director of HK\$Nil (31 December 2024: HK\$1,000,000); and (iii) a loan from a director of a subsidiary company of HK\$Nil (31 December 2024: HK\$1,160,000). All loans mentioned in (ii) and (iii) above were non-interest bearing, due on demand and with no guarantee provided by the Company.

Gearing ratio

The gearing ratio (total assets/total liabilities) at Year End Date was 50.85% (31 December 2024: 268.23%).

Capital structure

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

本公司與創富資本管理所訂立日期為2022年1月26日之原投資管理協議(經日期為2023年3月21日之補充協議修訂及補充)已於2024年12月31日屆滿。於2025年10月14日,本公司與國金證券(香港)訂立新投資管理協議,據此,國金證券(香港)獲委任為本公司之投資經理,任期為由恢復買賣首日起計三(3)年,且不得遲於2025年12月31日進行(須經聯交所批准),每月管理費為40,000港元。

投資管理開支102,000港元代表於截至2025年12月31日止年度內向本集團提供投資管理服務而支付予國金證券(香港)的開支。

財務成本

財務成本包括可換股票據之利息開支。

於本年度內,本公司就提早贖回/清償可換股票據的贖回溢價及應計利息動用約120萬港元。

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5,814,000港元(2024年12月31日:334,000港元);(ii)一個董事提供貸款零港元(2024年12月31日:100萬港元);及(iii)一個子公司董事提供零港元貸款(2024年12月31日:116萬港元)。在上面(ii)和(iii)提及的所有貸款是免利息,按要求償還,而公司並沒有提供任何擔保。

資本負債比率

年結日之資本負債比率(總負債/總資產)為50.85%(2024年12月31日:268.23%)。

資本架構

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

Management Discussion (Continued)

管理層論述 (續)

Use of Proceeds

Placing

On 5 September 2025, the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company has conditionally agreed to place through the Placing Agent 500,000,000 Placing Shares at the Placing Price of HK\$0.090 per Placing Share to not less than six Placers who and whose ultimate beneficial owner(s) (if applicable) are Independent Third Parties. The Placing is fully underwritten by the Placing Agent.

For the details of the Placing, please refer to the announcements of the Company dated 5 September 2025, 12 September 2025, 29 September 2025, 30 September 2025 and 14 October 2025.

The net proceeds from the Placing (after deducting the placing commission and other related expenses) amount to approximately HK\$42.0 million. The Company intends to apply the net proceeds from the Placing for investments acquisitions, redemption of convertible notes and general working capital of the Group.

所得款項用途

配售事項

於2025年9月5日，本公司與配售代理訂立配售協議，據此，本公司已有條件同意透過配售代理，按每股配售股份0.090港元的配售價，向不少於六名承配人配售500,000,000股配售股份，該等承配人及其最終實益擁有人(如適用)均為獨立第三方。配售事項由配售代理全數包銷。

有關配售事項之詳情，請參閱本公司日期為2025年9月5日、2025年9月12日、2025年9月29日、2025年9月30日及2025年10月14日之公告。

配售事項所得款項淨額(經扣除配售佣金及其他相關開支後)約為4,200萬港元。本公司擬將配售事項所得款項淨額用於本集團的投資收購、贖回可換股票據及一般營運資金。

Planned use of Net Proceeds	Intended use of Net Proceeds	Utilised Net Proceeds	Unutilised Net Proceeds	Expected timeline of full utilization of remaining proceeds
		as at date of this announcement		
		於本公告日期的已動用所得款項淨額	未動用所得款項淨額	悉數動用剩餘所得款項之預期時間表
	所得款項淨額的擬定用途	所得款項淨額	所得款項淨額	
	HK\$ million	HK\$ million	HK\$ million	
	百萬港元	百萬港元	百萬港元	
Investment acquisition	27.5	25.9	–	
投資收購				
– Invest in Hong Kong and United States listed securities	20.0	18.9	1.1	On or before 30 June 2026
– 投資於香港及美國上市證券				於2026年6月30日或之前

Management Discussion (Continued)

管理層論述 (續)

Planned use of Net Proceeds	Intended use of Net Proceeds	Utilised Net Proceeds as at date of this announcement	Unutilised Net Proceeds	Expected timeline of full utilization of remaining proceeds
所得款項淨額的擬定用途	所得款項淨額的擬定用途	於本公告日期的已動用所得款項淨額	未動用所得款項淨額	悉數動用剩餘所得款項之預期時間表
	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	
– Fixed income products – 固定收益產品	7.5	7.0	0.5	On or before 30 June 2026 於2026年 6月30日或 之前
Early redemption of convertible notes 提早贖回可換股票據	9.5	9.2	0.3	On or before 30 June 2026 於2026年 6月30日或 之前
General working capital 一般營運資金	5.0	4.3	0.7	On or before 30 June 2026 於2026年 6月30日或 之前

The unutilised Net Proceeds are expected to be fully utilised on or before 30 June 2026 in accordance with the expected timeline as set out above. The Board expected that the unutilised balance will be used as intended.

尚未動用所得款項淨額預期將於2026年6月30日或之前按照上文所載預期時間表悉數動用。董事會預期未動用餘額將用於擬定用途。

Management Discussion (Continued) 管理層論述 (續)

Suspension of Trading

Trading in the shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) has been suspended with 9:00 a.m. on 2 April 2024 pursuant to the rule 13.50A of the Rules Governing the Listing of Securities on the Stock Exchange due to a disclaimer of opinion on the Company’s financial statements.

The Company had fulfilled all conditions of the Resumption Guidance and resumed trading in the Shares on the Stock Exchange with effect 15 October 2025. For details, please refer to note 1 and the announcement made by the Company dated 14 October 2025.

Subsequent Events

Please refer to note 16 for details.

Dividend

The Board does not recommend the payment of dividend for the Year (Year 2024: 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.

During the Year, the Company complied with the code provisions in the CG Code contained in Appendix C1 to the Listing Rules.

Audit Committee

The Audit Committee had reviewed the audited results of the Group for the Year.

暫停買賣

由於核數師對本公司的財務報表不發表意見，本公司的股份已根據香港聯合交易所有限公司（「聯交所」）證券上市規則第13.50A條的規定於2024年4月2日上午九時正起於聯交所暫停交易。

本公司已履行復牌指引的所有條件，並自2025年10月15日起於聯交所恢復股份買賣。詳情請參閱附註1及本公司於2025年10月14日發出的公告。

期後事項

詳情請參閱附註16。

股息

董事會不建議派發本年度之股息（2024年年度：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。

於本年度，本公司已遵守上市規則附錄C1所載企管守則之守則條文。

審核委員會

審核委員會已審閱本集團本年度之經審核業績。

Management Discussion (Continued) 管理層論述 (續)

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 as set out in Appendix C3 to the Listing Rules. 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 Year.

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.prosperityinvestment.hk) as soon as possible.

By Order of the Board
Prosperity Investment Holdings Limited
Tang Tsz Tung
Executive Director

Hong Kong, 31 March 2026

As at the date of this announcement, the Board comprises one executive director, namely Mr. Tang Tsz Tung one non-executive director, namely Mr. Lau Tom Ko Yuen, and four independent non-executive directors, namely Mr. Feng Nien Shu, Mr. Lui Siu Tsuen, Richard, Ms. Katsaya Wiriyachart and Mr. Ip Kwok Kwong.

董事進行證券交易之標準守則

本公司已採納上市規則附錄C3所載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。

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.prosperityinvestment.hk) 刊載。

承董事會命
嘉進投資國際有限公司
執行董事
鄧子棟

香港，2026年3月31日

於本公告日期，董事會由一名執行董事鄧子棟先生、一名非執行董事劉高原先生及四名獨立非執行董事鄧念叔先生、呂兆泉先生、Katsaya Wiriyachart女士及葉國光先生組成。

Glossary

詞彙

Board 董事會	board of Directors 董事會
CG Code 企管守則	Corporate Governance Code as set out in Appendix 14 to 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	director(s) of the Company 本公司董事
FVOCI 按公平值計入其他全面收益	fair value through other comprehensive income 按公平值計入其他全面收益
FVTPL 按公平值計入損益	fair value through profit or loss 按公平值計入損益
Group 本集團	the Company and its subsidiaries 本公司及其附屬公司
HKAS 香港會計準則	the Hong Kong Accounting Standards issued by HKICPA 香港會計師公會頒佈之香港會計準則
HKFRSs 香港財務報告準則	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
Hong Kong 香港	Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
HK\$ 港元	Hong Kong Dollar, the lawful currency of Hong Kong 香港法定貨幣港元

Glossary (Continued)

詞彙 (續)

Original IM Agreement 投資管理協議	the investment agreement dated 18 January 2022 entered into between the Company and Opus Capital regarding the appointment of Opus Capital as the Company's investment manager for the period from 1 January 2022 to 31 December 2024 本公司與創富資本於2022年1月18日訂立之協議就委任創富資本為本公司自2022年1月1日起至2024年12月31日止期間之投資經理
New IM Agreement 新投資管理協議	the investment agreement dated 14 October 2025 entered into between the Company and Sinolink Securities (Hong Kong) Company Limited regarding the appointment of Sinolink Securities (Hong Kong) Company Limited as the Company's investment manager for the period from 15 October 2025 to 14 October 2028 本公司與國金證券（香港）有限公司於2025年10月14日簽訂之投資協議，內容關於委任國金證券（香港）有限公司為本公司之投資經理，任期自2025年10月15日起至2028年10月14日止
Listing Rules 上市規則	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
Opus Capital 創富資本	Opus Capital Management Limited, the investment manager of the Group since 1 January 2019 until 31 December 2024 that provides investment management services to the Group and, a private limited company incorporated in Hong Kong and 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日起至2024年12月31日止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，及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
PRC 中國	People's Republic of China, which for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan 中華人民共和國，就本公告而言，不包括香港、澳門及台灣
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
SFO 證券及期貨條例	the 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
Shareholder(s) 股東	holder(s) of Share(s) 股份持有人

Glossary (Continued)

詞彙 (續)

SSHK	Sinolink Securities (Hong Kong) Company Limited, the investment manager of the Group since 14 October 2025 that provides non-discretionary investment advisory services to the Group and, a private limited company incorporated in Hong Kong and licensed to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (corporate finance) and Type 9 (asset management) regulated activities under SFO
國金證券 (香港)	國金證券 (香港) 有限公司，自2025年10月14日起為本集團之投資經理，負責向本集團提供非全權委託投資顧問服務，乃一間於香港註冊成立之私人有限公司，及根據證券及期貨條例可進行第1類 (證券交易)、第2類 (期貨合約交易)、第4類 (就證券提供意見)、第6類 (企業融資) 及第9類 (資產管理) 受規管活動之持牌人
Stock Exchange 聯交所	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
Year 本年度	year ended 31 December 2025 截至2025年12月31日止年度
Year 2024 2024年年度	year ended 31 December 2023 截至2023年12月31日止年度
Year End Date 年結日	at 31 December 2025 於2025年12月31日