



2016 業績報告

Third Quarterly Report 第三季度報告



(Incorporated In The Cayman Islands With Limited Liability)
(於開曼群島註冊成立之有限公司)
Stock Code 股份代號: 8032

VIVA CHINA HOLDINGS LIMITED
非凡中國控股有限公司

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香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

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RESULTS

During the nine months ended 30 September 2016, the Group's consolidated revenue surged by 170.8% to HK\$304.7 million from HK\$112.5 million in the same period in prior year. The increase in revenue was mainly driven by revenue derived from sports talent management, the commercial rights secured by the Group in relation to certain basketball and running leagues in the People's Republic of China (the "PRC"), the sales of construction materials and new revenue streams in relation to sports park operations. Gross profit for the nine months ended 30 September 2016 was HK\$74.6 million (the corresponding period in 2015: HK\$18.7 million), representing a significant increase of HK\$55.9 million or 298.9% as compared to the same period last year.

The Group's other revenue and other net income for the nine months ended 30 September 2016 amounted to HK\$30.0 million (the corresponding period in 2015: HK\$16.3 million). Other revenue and other net income during the nine months ended 30 September 2016 was mainly attributable to government grants of HK\$26.6 million and interest income while in the corresponding period in 2015, other revenue and other net income was mainly attributable to an one-off net underwriting commission fee income of HK\$8.8 million for acting as one of the underwriters of the 2015 Li Ning Open Offer, and interest income.

Selling and distribution expenses for the nine months ended 30 September 2016 amounted to HK\$15.6 million (the corresponding period in 2015: HK\$16.7 million), representing a decrease of HK\$1.1 million or 6.6% as compared to the same period last year. The decrease was mainly due to lowered staff costs during the nine months ended 30 September 2016 as compared to the same period last year.

業績

截至二零一六年九月三十日止九個月，本集團之綜合收益由去年同期之112,500,000港元飆升170.8%至304,700,000港元。收益增長乃主要由體育人才管理、本集團於中華人民共和國（「中國」）就其若干籃球聯賽及路跑活動的商業推廣權、建築材料銷售錄得之收益及有關體育園業務的新收益流所帶動。截至二零一六年九月三十日止九個月之毛利為74,600,000港元（二零一五年同期：18,700,000港元），與去年同期相比大幅增加55,900,000港元或298.9%。

本集團於截至二零一六年九月三十日止九個月錄得其他收益及其他淨收入為30,000,000港元（二零一五年同期：16,300,000港元）。於截至二零一六年九月三十日止九個月，其他收益及其他淨收入主要源於政府補助26,600,000港元及利息收入，而於二零一五年同期，其他收益及其他淨收入主要源於擔任二零一五年李寧公開發售其中一名包銷商而收取的一次性包銷佣金收入淨額8,800,000港元及利息收入。

截至二零一六年九月三十日止九個月之銷售及分銷開支為15,600,000港元（二零一五年同期：16,700,000港元），較去年同期減少1,100,000港元或6.6%。該減少主要由於截至二零一六年九月三十日止九個月產生之員工成本較上年同期有所減少。

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Administrative expenses and other operating expenses (“Administrative Expenses”) incurred for the nine months ended 30 September 2016 amounted to HK\$63.2 million (the corresponding period in 2015: HK\$85.8 million), representing a decrease of 26.3%. The decrease in Administrative Expenses was due primarily to lowered foreign exchange losses and share option expenses. Administrative Expenses included non-cash items which amounted to HK\$6.6 million (the corresponding period in 2015: HK\$27.1 million), mainly representing share options expenses, depreciation of property, plant and equipment and foreign exchange losses, etc. Excluding these major non-cash items, Administrative Expenses for the nine months ended 30 September 2016 would be HK\$56.6 million (the corresponding period in 2015: HK\$58.7 million).

Li Ning Company Limited (“Li Ning Co”) is accounted for as an associate of the Group. The Group has adopted the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associate’s results based on the financial statements drawn up to a non-coterminous period end where the difference must be no greater than three months. During the period, the Group shared the results of Li Ning Co based on its adjusted financial results for the nine months ended 30 June 2016 and adjusted for any significant events or transactions for the period from 1 July 2016 to 30 September 2016. There is no non-coterminous period end for other associates and joint venture.

During the nine months ended 30 September 2016, the Group shared profits of associates and a joint venture amounting to HK\$10.9 million (the corresponding period in 2015: share of losses of HK\$84.5 million).

During the nine months ended 30 September 2016, the Group has recorded a net profit attributable to equity shareholders of HK\$24.1 million comparing to a net loss attributable to equity shareholders of HK\$152.1 million for the corresponding period in 2015, representing a significant turnaround of HK\$176.2 million. The significant turnaround of the Group’s results was mainly due to the improvement in gross profit, decrease in operating expenses and significant turnaround from losses to profits in sharing of results of associates and a joint venture.

截至二零一六年九月三十日止九個月產生之行政費用及其他經營開支（「行政費用」）為63,200,000港元，較二零一五年同期85,800,000港元減少26.3%。行政費用之減少主要由於匯兌虧損及購股權開支減少。行政費用之非現金項目為6,600,000港元（二零一五年同期：27,100,000港元），主要包括購股權開支、物業、廠房及設備之折舊以及匯兌虧損等。撇除該等主要非現金項目後，截至二零一六年九月三十日止九個月之行政費用應為56,600,000港元（二零一五年同期：58,700,000港元）。

李寧有限公司（「李寧公司」）作為本集團之聯營公司入賬。本集團已採納香港會計準則第28號所載條文，據此，其獲准根據聯營公司不同結算日期（但差距不得超過三個月）之財務報表計入應佔聯營公司之業績。於期內，本集團根據李寧公司截至二零一六年六月三十日止九個月之經調整財務業績（已就二零一六年七月一日至二零一六年九月三十日期間之任何重大事件或交易作出調整）分佔其業績。其他聯營公司及合營企業無不同結算日期。

於截至二零一六年九月三十日止九個月，本集團分佔聯營公司及合營企業的溢利達10,900,000港元（二零一五年同期：分佔虧損84,500,000港元）。

於截至二零一六年九月三十日止九個月，本集團錄得權益股東應佔溢利淨額24,100,000港元，而二零一五年同期則錄得權益股東應佔虧損淨額152,100,000港元，相當於大幅扭轉176,200,000港元。本集團業績明顯轉虧為盈乃主要由於毛利增加、經營開支減少及應佔聯營公司及合營企業業績大幅轉虧為盈。

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SEGMENT

Sports

The sports segment continued its business which encompasses event production and coordination of sports competitions, sports talent management, and sports and athletic related consulting. For the nine months ended 30 September of 2016, our sports segment generated revenue of HK\$130.0 million (the corresponding period in 2015: HK\$86.8 million), representing an increase of 49.8%. Out of the total revenue generated by our sports segment, HK\$87.1 million (the corresponding period in 2015: HK\$78.9 million) were related to sports content production and distribution, such as the secured commercial rights regarding the School Basketball Leagues in the PRC, namely, Chinese University Basketball Association (CUBA), Chinese High School Basketball League (CHBL) and Chinese Junior School Basketball League (CJBL), 2016 Li Ning 10K Running League and the 2016 Thomas & Uber Cup, a world-class badminton tournament held in Kunshan, the PRC. In addition, our sports talent management income for the nine months ended 30 September 2016 amounted to HK\$42.9 million (the corresponding period in 2015: HK\$7.8 million) which represented a significant increase of HK\$35.1 million or 450.0% as compared to the same period last year. The sports segment recorded an operating profit of HK\$49.7 million (the corresponding period in 2015: operating loss of HK\$7.6 million) which was attributable to the improvement in revenue and gross profit together with lowered staff costs incurred during the period.

分部

體育

體育分部持續其經營業務，包括項目製作及籌辦體育競賽、體育人才管理以及體育及運動相關諮詢。於截至二零一六年九月三十日止九個月，本集團體育分部產生收益130,000,000港元（二零一五年同期：86,800,000港元），增幅為49.8%。於體育分部產生的總收益中，其中87,100,000港元（二零一五年同期：78,900,000港元）乃與體育內容製作及配送有關，如就中國校園籃球聯賽（即中國大學生籃球聯賽（CUBA）、中國高中籃球聯賽（CHBL）及中國初中籃球聯賽（CJBL））、二零一六年李寧10公里路跑聯賽及二零一六年湯姆斯盃及尤伯盃（於中國昆山舉辦之世界級羽毛球比賽）獲得的商業推廣權。此外，本集團於截至二零一六年九月三十日止九個月之體育人才管理收入達42,900,000港元（二零一五年同期：7,800,000港元），較上年同期大幅增長35,100,000港元或450.0%。體育分部錄得經營溢利49,700,000港元（二零一五年同期：經營虧損7,600,000港元），乃由於期內收益及毛利增加以及所產生之員工成本有所減少。

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The Group continued to provide talent management services for commercial engagements for individual athletes and national team. The Group has succeeded in realising the commercial values of our managed sports talents by arranging them to participate in selected and diversified commercial activities and gaining public exposure. It is the Group's strategy to drive the establishment of an integrated sports platform by leveraging the existing resources of its sports business. The Group will therefore continue its effort to capture and maximise the commercial values of the sports resources under our management, and encourage social participation in sporting activities through commercial management of popular sporting events and competitions, sports talent management, as well as providing sports marketing and consulting services, and engaging in community development with a sports theme.

Community Development

Our Community Development segment comprises business of property development for sales and investment; research and development, manufacturing, marketing and sales of construction materials; operation of sports parks, development of communities and provision of consultancy and subcontracting services.

The Group has been dedicating its effort to promote a sportive and healthy lifestyle in the community. Echoing the PRC government's strategy to promote nationwide physical fitness, the Group actively held discussions with different prospective contracting parties, including local governments, property development companies, construction and landscaping companies, and established financial institutions. The Group is seeking cooperation opportunities to invest and operate sports park projects, including potential property development projects such as sports community development and sports parks, and sports-related commercial opportunities that promote healthier living and sports awareness in the PRC. The Group will carry on to make every endeavor to invest in development and related opportunities on sports communities with enormous growth prospects in the PRC. We trust that the expected expansion of this business segment will generate revenue and deliver returns to our stakeholders.

本集團繼續為個別運動員及國家隊的商業工作提供人才管理服務，透過安排旗下體育人才參與合適和多元化的商業活動及爭取曝光，成功實現其商業價值。本集團的策略是利用體育業務的現有資源推動建立一個綜合體育平台。因此，本集團將繼續捕捉和擷取本集團管理之體育資源最大的商業價值，透過對熱門體育活動和賽事的商業管理、體育人才管理、提供體育營銷及諮詢服務，以及參與體育主題社區發展，鼓勵社會大眾參與體育活動。

社區發展

社區發展分部業務包括待售物業開發及投資、建材之研發、製造、市場推廣及銷售、經營體育園、開發社區以及提供諮詢及分包服務。

本集團一直致力於社區中宣傳體育及健康的生活方式。為響應中國政府的全民健身戰略，本集團積極與地方政府、房地產開發公司、建築及園境建設公司、以及具規模的金融機構等不同的潛在訂約方進行磋商。本集團一直尋求於中國投資經營體育園項目，包括體育社區發展、體育園等潛在房地產開發項目的合作機會，以及推廣健康生活及體育意識之體育相關的商機。本集團將繼續致力於在中國投資增長前景優厚的體育社區和相關發展項目。我們相信此業務分部的預期擴張將能帶來收益，並為利益相關者創造回報。

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In July 2015, the Group had successfully acquired the land use right with a site area of approximately 23,334 square meters for a total consideration of approximately RMB168.4 million (equivalent to approximately HK\$210.2 million). The land is located in Guangling Xincheng, Yangzhou, Jiangsu Province of the PRC and adjacent to the Yangzhou Li Ning Sports Park. Yangzhou Li Ning Sports Park is the first sports park managed and operated by the Group.

The community development segment generated revenue of HK\$174.7 million (the corresponding period in 2015: HK\$25.6 million) during the nine months ended 30 September 2016. The revenue was attributable to the revenue derived from the operation of sports park, consultancy services, and the sales of construction materials as the Group expands its business network in tandem with the development of this segment. Taking into account the expenses of potential community development projects incurred, this segment reported an operating profit of HK\$8.9 million (the corresponding period in 2015: operating loss of HK\$21.8 million) during the period.

Charges on Assets

As at 30 September 2016, interest in an associate with carrying amount of approximately HK\$837.1 million had been charged as security for a bank borrowing of the subsidiary while as at 31 December 2015, a charge over bank deposit of a subsidiary in the amount of approximately HK\$27.1 million and interest in an associate with carrying amount of approximately HK\$996.1 million had been charged as security for a bank borrowing of the subsidiary.

Material Transactions

On 23 October 2015, the Group entered into a share transfer agreement with Li Ning Co and its subsidiaries ("LN Group") and proposed to acquire 10% equity interest in Shanghai Double Happiness Co., Ltd and its subsidiaries ("Double Happiness Group") at approximately RMB125.0 million upon satisfaction of certain conditions. On the same date, the Group also entered into the option agreement with LN Group, pursuant to which LN Group is granted the call option to purchase, and the Group is granted the put option to sell, the option shares on the exercise date subject to the conditions under the option agreement. The exercise price for the options is calculated based on the initial purchase consideration plus 6.5% interest per annum after deducting the relevant cash dividend entitlements from the completion date to the exercise date. The exercise date will be the last date on the fourth year following the completion date.

本集團於二零一五年七月以總代價約人民幣168,400,000元(約等值210,200,000港元)成功收購面積約23,334平方米的土地使用權。該地塊座落於中國江蘇省揚州市廣陵新城，並與揚州李寧體育園相鄰，而揚州李寧體育園為首個由本集團管理及運營的體育園。

社區發展分部於截至二零一六年九月三十日止九個月產生收益174,700,000港元(二零一五年同期: 25,600,000港元)。收益乃源於經營體育園、諮詢服務，以及隨著本集團發展此業務分部而擴展其業務網絡的建築材料銷售所得之收益。連同潛在社區發展項目產生之開支，此分部於期內錄得經營溢利8,900,000港元(二零一五年同期: 經營虧損21,800,000港元)。

資產抵押

於二零一六年九月三十日，賬面值約837,100,000港元之於一間聯營公司之權益已抵押作為一間附屬公司銀行借貸之擔保，而於二零一五年十二月三十一日，一間附屬公司為數約27,100,000港元之銀行存款抵押及賬面值約996,100,000港元之於一間聯營公司之權益已抵押作為一間附屬公司銀行借貸之擔保。

重大交易

於二零一五年十月二十三日，本集團與李寧公司及其附屬公司(「李寧集團」)訂立股份轉讓協議並擬收購上海紅雙喜股份有限公司及其附屬公司(「紅雙喜集團」)10%股權，代價約人民幣125,000,000元並於若干條件獲達成後支付。同日，本集團亦與李寧集團訂立股份期權協議，據此，李寧集團獲授予認購權於行權日購買，而本集團獲授予認沽權於行權日出售期權股份，惟須受股份期權協議項下之條件所規限。期權的行權價是按初始購買代價加6.5%年利率，再扣減自完成日至行權日有關的現金股利而計算的。行權日將為完成日後第四年的最後一日。

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Double Happiness Group is principally engaged in the manufacturing, research and development, marketing and sale of principally table tennis and badminton equipment under its own brand and other sports accessories. It is expected that investment in Double Happiness Group will enrich the Group's portfolio of sports assets, enhance the presence and perceived image of the Group in the PRC sports industry, and entail closer cooperation between the Group and LN Group in terms of strategy alignment and resources deployment.

Further details of the above were set out in the Company's announcement dated 25 October 2015. The transaction has yet to be completed as at the date of this report.

OUTLOOK

The PRC government and related authorities successively implemented plans and guiding opinions on fully supporting the sports industry in the second half of 2016. In late August 2016, the "Healthy China 2030" Plan was considered and approved at a meeting of the Political Bureau of the CPC Central Committee, and was released in late October to establish action agenda for promoting construction of healthy China in the next 15 years and to make people's health as a prioritised development strategy of China. The proposed measures include improving the public service system for national fitness, and facilitating the construction of infrastructure such as national fitness centers, sports parks and community multifunctional sports ground. The "Healthy China 2030" Plan targets to have three-level public sports facility network established across counties, towns and villages, with occupancy of sporting facilities per capita to reach not less than 2.3 sqm, and fitness circle to be constructed within a 15-minute walk in urban communities by 2030, whilst free or low-cost access to public sporting facilities to be realised and nationwide fitness to be widely promoted in daily activities by then.

紅雙喜集團主要從事製造、研發、營銷及銷售其自有品牌的乒乓球及羽毛球用品以及其他體育配件。投資紅雙喜集團預期將豐富本集團的運動資產組合，並提高本集團於中國體育行業的地位和形象，以及為本集團與李寧集團在戰略調整和資源配置的層面帶來更密切的合作。

有關上文之進一步詳情載於本公司日期為二零一五年十月二十五日之公告。截至本報告日期，該交易尚待完成。

展望

中國政府和有關部門於二零一六年下半年接連推出對於體育產業大力扶持的規劃和指導意見。二零一六年八月下旬，中國共產黨中央政治局會議審議通過並於十月下旬印發「健康中國2030規劃綱要」，為今後十五年推進健康中國建設設立行動綱領，把人民健康確定為國家優先發展戰略。其中建議措施包括完善全民健身公共服務體系，加強全民健身中心、體育公園、社區多功能運動場等場地設施建設。「健康中國2030規劃綱要」提出，到2030年基本建成縣鄉村三級公共體育設施網絡，人均體育場地面積不低於2.3平方米，在城鎮社區實現15分鐘健身圈全覆蓋；向社會免費或低收費開放公共體育場地設施，並推動全民健身生活化。

FINANCIAL REVIEW

財務回顧

In order to promote the development of youth sports, the General Administration of Sport of China officially released the *13th Five-Year Plan of Youth Sports* in mid-September 2016, clarifying the primary missions for youth sports development during the 13th Five-Year Plan period, which include extensively carrying out youth sports activities; proactively improving the facilities conditions of youth sports venues; advising the government to support and encourage social capital to take part in the construction and development of youth activity venues and fitness facilities by means of purchasing services; and boosting the marketisation of youth sports skill training and event organisation.

The National Development and Reform Commission released a notice of *Division of Key Tasks of Mid-and Long-Term Development Plan for Chinese Soccer (2016-2050)* in mid-October 2016, which intends to promote sustainable and healthy development of national football game. In late October, the State Council promulgated the *Guiding Opinion on Promoting Fitness and Recreation Industry* ("Guiding Opinion"), targeting the fitness and recreation industry value to reach RMB3 trillion by 2025, and providing fresh momentum for the economy growth in China. The Guiding Opinion stressed to further promote popular sports such as football, basketball, table tennis, badminton and running; improve infrastructure network of fitness and recreation, and encourage integrated development of the industry with residential, cultural, commercial and entertainment facilities in order to build fitness and recreation complexes.

The implementation of the above plans and guiding opinions indicates the PRC government's determination to fully accelerate the development of the sports industry. Such plans are believed to play an indispensable part in promoting national fitness by means of largely facilitating the popularity of group sports such as football, basketball, table tennis, badminton and running; increasing the amount of national fitness facilities such as community sports parks and multifunctional sport fields; implementing and improving training and competition system for diverse sporting events; establishing sports rehabilitation and health management centers; and developing the sports and recreation communities.

為促進青少年體育發展，國家體育總局於二零一六年九月中旬正式印發《青少年體育“十三五”規劃》，明確「十三五」時期青少年體育發展的主要任務，其中包括廣泛深入開展青少年體育活動；積極改善青少年體育場地設施條件；建議政府以購買服務方式支援及鼓勵社會力量參與青少年活動場館和健身設施的建設開發；並推進青少年運動技能培訓和賽事組織市場化。

二零一六年十月中旬，中華人民共和國國家發展和改革委員會於印發《中國足球中長期發展規劃（2016-2050年）重點任務分工》通知，旨在促進國家足球持續健康發展。同月下旬，國務院印發《關於加快發展健身休閒產業的指導意見》（「意見」），提出到2025年，健身休閒產業總規模目標達到3萬億元，並成為中國經濟增長新動能。意見指出加快發展足球、籃球、乒乓球、羽毛球、路跑等普及性廣的運動項目；完善健身休閒基礎設施網絡，鼓勵產業與住宅、文化、商業、娛樂等綜合開發，打造健身休閒服務綜合體。

以上發展規劃和指導意見的推行顯示出中國政府對於全方位加速發展體育產業的決心，而這些規劃相信對於推動足球、籃球、乒乓球、羽毛球和路跑等集體項目之普及；增設社區體育公園和多功能運動場等全民健身設施；落實完善多元運動項目訓練競賽體系；建立體育康復和健康管理中心；以及開發體育休閒社區等全民體育發展將不可或缺。

FINANCIAL REVIEW

財務回顧

With the support of state policies, the Group will devote itself in exploiting and investing in its business of Sports and Community Development as always. As such, we will continue to carry out commercial development of our sporting events that are popular among the communities, such as CUBA and other school basketball leagues of the upcoming season under our commercial development. Meanwhile, we are actively exploring diversified development of sports engagement, such as training and sports and physical rehabilitation. Furthermore, we will devote additional efforts to drive the growth of our Community Development business by exploring Li Ning Sports Park in more economically vibrant cities and investing in potential sports community projects in addition to continually expanding the operation of Yangzhou Li Ning Sports Park. Meanwhile, we will actively conduct negotiations with various local governments and business partners, in an effort to explore more collaboration opportunities for projects of developing sports park, national sport facilities and sports community, and seize the potential opportunities brought by the preferential national policies and the sports industry development during the 13th Five-Year Plan period in order to bring positive returns to our shareholders.

於國家政策扶持下，本集團將一如既往致力於開拓和投資體育和社區發展的業務不遺餘力。因此，我們將繼續對受社群歡迎的體育賽事進行商業推廣，如CUBA等新一屆校園籃球聯賽等。同時，我們正在積極開拓體育範疇多形式發展，如培訓和體能康復。此外，我們將加大力度推進社區發展業務，除了繼續拓展揚州李寧體育園的營運，也將於更多經濟活躍之城市發展李寧體育園，以及對潛在的體育社區項目進行商業投入，並積極與不同的地方政府與合作伙伴進行磋商，務求於中國探尋更多包括體育園、全民體育設施和體育社區發展項目的合作機會，以把握國家政策紅利和十三五規劃時期發展體育市場所帶來的潛在機遇，冀望為股東帶來回報。

UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績

The board of directors (the "Board") announces the unaudited condensed consolidated results of Viva China Holdings Limited (the "Company") and its subsidiaries (the "Group") for the periods from 1 July 2016 to 30 September 2016 and from 1 January 2016 to 30 September 2016 together with the comparative unaudited condensed consolidated results for the corresponding periods in 2015 as follows:

董事會（「董事會」）謹此公佈非凡中國控股有限公司（「本公司」）及其附屬公司（「本集團」）於二零一六年七月一日至二零一六年九月三十日及二零一六年一月一日至二零一六年九月三十日期間之未經審核簡明綜合業績，連同二零一五年同期之未經審核簡明綜合業績之比較如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the three months and nine months ended 30 September 2016

截至二零一六年九月三十日止三個月及九個月

		For the three months ended 30 September		For the nine months ended 30 September		
		截至九月三十日止三個月		截至九月三十日止九個月		
		2016	2015	2016	2015	
		二零一六年	二零一五年	二零一六年	二零一五年	
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	
		Notes	HK\$'000	HK\$'000	HK\$'000	
		附註	千港元	千港元	千港元	
Revenue	收益	3	167,816	33,821	304,662	112,507
Cost of sales	銷售成本		(143,033)	(27,071)	(230,058)	(93,798)
Gross profit	毛利		24,783	6,750	74,604	18,709
Other revenue and other net income	其他收益及 其他淨收入	3	10,327	1,352	29,976	16,324
Selling and distribution expenses	銷售及分銷開支		(4,947)	(3,517)	(15,565)	(16,722)
Administrative and other operating expenses	行政及其他 經營費用		(17,897)	(31,995)	(63,199)	(85,771)
Finance costs	財務成本		(1,307)	(1,065)	(3,952)	(1,525)
Share of profits/(losses) of associates and a joint venture	分佔聯營公司及合 營企業之溢利/ (虧損)	4	(5,937)	(1,821)	10,850	(84,476)
Profit/(loss) before income tax	除所得稅前溢利/ (虧損)	5	5,022	(30,296)	32,714	(153,461)
Income tax	所得稅	6	(3,795)	-	(4,604)	-
Profit/(loss) for the period	期內溢利/ (虧損)		1,227	(30,296)	28,110	(153,461)

UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

For the three months and nine months ended 30 September 2016

簡明綜合損益及其他全面收益表 (續)

截至二零一六年九月三十日止三個月及九個月

	For the three months ended 30 September		For the nine months ended 30 September		
	截至九月三十日止三個月		截至九月三十日止九個月		
	2016	2015	2016	2015	
	二零一六年	二零一五年	二零一六年	二零一五年	
	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	
Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Other comprehensive income/ (loss):	其他全面收益/ (虧損):				
<i>Items that may be reclassified subsequently to profit or loss, net of income tax of nil</i>	<i>其後可重新分類至損益之項目，扣除所得稅(無)</i>				
– Share of other comprehensive income/ (loss) of an associate	– 分佔聯營公司之其他全面收益/ (虧損)	110	28	(7)	35
– Reclassification adjustment upon deemed partial disposal of an associate	– 視作部分出售聯營公司時重新分類調整	4,197	–	4,197	196
– Exchange differences on translation of foreign operations	– 換算海外業務之匯兌差額	(18,622)	(80,444)	(94,978)	(88,054)
Other comprehensive loss for the period, net of income tax of nil	期內其他全面虧損，扣除所得稅(無)				
	(14,315)	(80,416)	(90,788)	(87,823)	
Total comprehensive loss for the period	期內全面虧損總額				
	(13,088)	(110,712)	(62,678)	(241,284)	
Profit/(loss) attributable to:	以下人士應佔溢利/ (虧損):				
Equity shareholders of the Company	本公司權益股東	(600)	(28,949)	24,095	(152,092)
Non-controlling interests	非控股權益	1,827	(1,347)	4,015	(1,369)
	1,227	(30,296)	28,110	(153,461)	

UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

For the three months and nine months ended 30 September 2016

簡明綜合損益及其他全面收益表 (續)

截至二零一六年九月三十日止三個月及九個月

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		Notes 附註			
Total comprehensive loss attributable to:	以下人士應佔 全面虧損總額：				
Equity shareholders of the Company	本公司權益股東				
		(14,524)	(108,731)	(64,822)	(239,281)
Non-controlling interests	非控股權益	1,436	(1,981)	2,144	(2,003)
		(13,088)	(110,712)	(62,678)	(241,284)
Profit/(loss) per share attributable to equity shareholders of the Company:	本公司權益股東 應佔每股溢利/ (虧損)：				
Basic (HK cents)	基本 (港仙)	7	(0.33)	0.28	(1.77)
Diluted (HK cents)	攤薄 (港仙)	7	(0.33)	0.27	(1.77)

The accompany notes form part of these unaudited condensed consolidated results.

隨附之附註為此等未經審核簡明綜合業績之一部分。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績附註

1. GENERAL INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands and the ordinary shares of which are listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited ("Stock Exchange").

Principal activities

During the period, the Group were involved in the following principal activities:

- production and distribution of sports content, management and marketing of sports talents and provision of sports consultancy service; and
- property development for sales and investment, research and development, manufacturing, marketing and sales of construction materials, operation of sports parks, development of communities and provision of consultancy and subcontracting services.

Li Ning Company Limited ("Li Ning Co"), a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 2331), is an associated company of the Group, whose principal activities include brand development, design, manufacture, sale and distribution of sport-related footwear, apparel, equipment and accessories in the People's Republic of China (the "PRC").

CITIC Land Co., Ltd ("CITIC Land"), a company incorporated in the PRC with limited liability and a directly owned subsidiary of CITIC Group Corporation, is an associated company of the Group, whose principal activities include project investment, real estate development, hotel investment and management, property management, project contracting, and real estate consultancy.

These unaudited condensed consolidated results are presented in HK dollars, unless otherwise stated.

1. 一般資料

本公司為一間於開曼群島註冊成立之有限公司，其普通股於香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市。

主要業務

期內，本集團從事下列主要業務：

- 體育內容製作及配送、體育人才管理及市場推廣以及提供體育諮詢服務；及
- 待售物業開發及投資、建材之研發、製造、市場推廣及銷售、經營體育園、開發社區以及提供諮詢及分包服務。

李寧有限公司（「李寧公司」）（一間於開曼群島註冊成立之有限公司，其已發行股份於聯交所主板上市（股份代號：2331））為本集團之一間聯營公司，其主要業務範圍涵蓋於中華人民共和國（「中國」）從事之體育相關鞋類、服飾、器材及配件之品牌開發、設計、製造、銷售及分銷。

中信置業有限公司（「中信置業」）（一間於中國註冊成立之有限公司，為中國中信集團有限公司直接擁有之附屬公司）為本集團之一間聯營公司，其主要業務範圍涵蓋項目投資、房地產開發、酒店投資管理、物業管理、工程承包及房地產諮詢等。

除另有指明者外，此等未經審核簡明綜合業績乃以港元呈列。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績附註

2. BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES

Basis of preparation

The unaudited condensed consolidated results for the nine months ended 30 September 2016 have been prepared to comply with the disclosure requirements of the Rules Governing the Listing of Securities on the GEM ("GEM Listing Rules").

These unaudited condensed consolidated results do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2015, which have been prepared in accordance with Hong Kong Financial Reporting Standards (the "HKFRSs").

The accounting policies used in the preparation of the unaudited condensed consolidated results are consistent with those adopted in preparing the Group's annual audited financial statements for the year ended 31 December 2015.

2. 編製基準及會計政策變動

編製基準

截至二零一六年九月三十日止九個月之未經審核簡明綜合業績乃遵照創業板證券上市規則（「創業板上市規則」）之披露規定編製。

該等未經審核簡明綜合業績並不包括年度財務報表所規定之所有資料及披露，並應與根據香港財務報告準則（「香港財務報告準則」）編製之本集團截至二零一五年十二月三十一日止年度之年度財務報表一併閱讀。

編製未經審核簡明綜合業績所採用之會計政策與編製本集團截至二零一五年十二月三十一日止年度之經審核年度財務報表所採納者一致。

2. BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES (Continued)

Changes in accounting policies

During the nine months ended 30 September 2016, the Group has adopted the following new and revised HKFRSs that are relevant to its operations and effective for the first time for this period beginning on 1 January 2016:

Amendments to HKFRS11, Accounting for acquisitions of interests in joint operations

Annual improvements to HKFRSs 2012-2014 cycle

Amendments to HKAS16 and HKAS38, Clarification of acceptable methods of depreciation and amortisation

The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current and prior periods.

Other standards, amendments and interpretations which are effective for the financial year beginning on 1 January 2016 are not material to the Group.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

2. 編製基準及會計政策變動 (續)

會計政策變動

截至二零一六年九月三十日止九個月內，本集團已採納下列與其業務相關及於二零一六年一月一日開始之期間首次生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第11號（修訂），收購合營業務權益之會計處理

香港財務報告準則二零一二年至二零一四年週期之年度改進

香港會計準則第16號及香港會計準則第38號（修訂），澄清折舊及攤銷的可接受方法

採納此等新訂及經修訂香港財務報告準則並無導致本集團之會計政策、本集團財務報表之呈列方式及本期間與過往期間之呈報金額出現重大變動。

於二零一六年一月一日開始之財政年度生效之其他準則、修訂及詮釋對本集團之影響並不重大。

本集團尚未應用已頒佈但尚未生效之新訂香港財務報告準則。本集團已開始評估此等新訂香港財務報告準則之影響，惟尚未可評論此等新訂香港財務報告準則會否對其經營業績及財務狀況構成重大影響。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績附註

3. REVENUE, OTHER REVENUE AND OTHER NET INCOME

3. 收益、其他收益及其他淨收入

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
Revenue	收益				
Sports content production and distribution income	體育內容製作及配送收入	26,390	23,529	87,110	78,942
Sports talent management income	體育人才管理收入	13,964	2,630	42,874	7,820
Sales of goods	銷售貨品	123,203	7,059	166,389	24,425
Gross rental income	租金總收入	217	450	957	1,167
Sports park facilities hiring income	體育園設施之租賃收入	4,042	153	6,412	153
Consultancy service income	諮詢服務收入	–	–	920	–
		167,816	33,821	304,662	112,507
Other Revenue	其他收益				
Government grants	政府補貼	8,755	–	26,615	–
Underwriting commission fee realised	已變現之包銷佣金收入	–	–	–	8,802
Interest income	利息收入	1,359	1,292	3,361	7,415
		10,114	1,292	29,976	16,217
Other net income	其他淨收入				
Foreign exchange gain, net	匯兌收益淨額	213	–	–	–
Others	其他	–	60	–	107
		213	60	–	107
Other revenue and other net income	其他收益及其他淨收入	10,327	1,352	29,976	16,324

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績附註

4. SHARE OF PROFITS/(LOSSES) OF ASSOCIATES AND A JOINT VENTURE

The unaudited condensed consolidated results for the nine months ended 30 September 2016 include the Group's share of the results and reserves of Li Ning Co for the nine months ended 30 June 2016 and adjusted for any significant events or transactions for the period from 1 July 2016 to 30 September 2016. The unaudited condensed consolidated results for the nine months ended 30 September 2015 included the attributable share of the results and reserves of Li Ning Co for the nine months ended 30 June 2015 and adjusted for any significant events or transactions for the period from 1 July 2015 to 30 September 2015. The Group has adopted the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associate's results based on accounts drawn up to a non-coterminous period end where the difference must be no greater than three months. There is no non-coterminous period end for other associates and a joint venture.

During the nine months ended 30 September 2016, the Group shared the profits of associates and a joint venture amounting to HK\$33,356,000 (the corresponding period in 2015: share of losses of an associate and a joint venture amounting to HK\$38,097,000). Subsequent to the completion of open offer in January 2015, the Group's equity interests in Li Ning Co have been diluted from approximately 26.1% to approximately 25.0% and a loss on deemed partial disposal of HK\$46,379,000 was recognised in 2015. In August 2016, Li Ning Co issued 56,810,850 new shares upon the conversion of convertible bonds in principal amount of RMB189,000,000, the Group's equity interests in Li Ning Co have been diluted from approximately 25.0% to approximately 24.3% and a loss on deemed partial disposal of HK\$22,506,000 has arisen. In this connection, for the nine months ended 30 September 2016, the Group shared the profits (net of loss on deemed partial disposal) of the associates and a joint venture in the amount of HK\$10,850,000 (the corresponding period in 2015: share of losses (including loss on deemed partial disposal) of an associate and a joint venture in the amount of HK\$84,476,000).

4. 分佔聯營公司及合營企業之溢利／（虧損）

截至二零一六年九月三十日止九個月之未經審核簡明綜合業績包括本集團分佔李寧公司截至二零一六年六月三十日止九個月之業績及儲備，並就自二零一六年七月一日起至二零一六年九月三十日止期間之任何重大事件或交易作出調整。截至二零一五年九月三十日止九個月之未經審核簡明綜合業績包括分佔李寧公司截至二零一五年六月三十日止九個月之業績及儲備，並就自二零一五年七月一日起至二零一五年九月三十日止期間之任何重大事件或交易作出調整。本集團已採納香港會計準則第28號所載之條文，據此，其准許根據聯營公司不同截算日期（但差距不得超過三個月）之賬目計入應佔聯營公司之業績。其他聯營公司及合營企業無不同截算日期。

截至二零一六年九月三十日止九個月，本集團分佔聯營公司及合營企業的溢利達33,356,000港元（二零一五年同期：分佔聯營公司及合營企業的虧損達38,097,000港元）。於二零一五年一月完成公開發售後，本集團於李寧公司的股權已由約26.1%攤薄至約25.0%，並於二零一五年確認視作出售部分權益之虧損46,379,000港元。於二零一六年八月，李寧公司於轉換本金額為人民幣189,000,000元之可換股債券後發行56,810,850股新股份，本集團於李寧公司的股權已由約25.0%攤薄至約24.3%，並產生視作出售部分權益之虧損22,506,000港元。就此而言，截至二零一六年九月三十日止九個月，本集團分佔聯營公司及合營企業的溢利（扣除視作出售部分權益之虧損）達10,850,000港元（二零一五年同期：分佔聯營公司及合營企業的虧損（包括視作出售部分權益之虧損）達84,476,000港元）。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績附註

5. PROFIT/(LOSS) BEFORE INCOME TAX

The Group's profit/(loss) before income tax is arrived at after charging/(crediting):

5. 除所得稅前溢利／（虧損）

本集團之除所得稅前溢利／（虧損）乃經扣除／（計及）下列各項後得出：

		For the three months ended 30 September		For the nine months ended 30 September	
		截至九月三十日止三個月		截至九月三十日止九個月	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Cost of inventories sold	已售存貨成本	121,594	5,497	162,778	18,747
Cost of services provided	所提供服務成本	21,439	21,574	67,021	75,051
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	-	-	259	-
Depreciation	折舊	967	1,299	2,815	4,770
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	-	112	-	343
Minimum lease payments under operating leases of land and buildings	土地及樓宇經營租約之 最低租金	2,114	2,602	7,063	8,089
Foreign exchange (gain)/loss, net	匯兌（收益）／虧損淨額	(213)	9,544	317	10,518
Fair value loss on investment properties	投資物業之公平值虧損	-	-	1,870	1,517
Employee benefits expense (including directors' remuneration):	僱員福利開支 （包括董事酬金）：				
Wages and salaries	工資及薪金	9,634	10,947	31,494	36,065
Equity-settled share option expenses	以股權結算之購 股權開支	158	1,803	1,844	9,126
Contributions to defined contribution retirement plans	定額供款退休金 計劃之供款	663	878	2,401	3,145
Total employee benefits expense	僱員福利開支總額	10,455	13,628	35,739	48,336

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績附註

6. INCOME TAX

6. 所得稅

		For the three months ended 30 September		For the nine months ended 30 September	
		截至九月三十日止三個月		截至九月三十日止九個月	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Current – the PRC	本期間－中國	3,795	–	5,071	–
Deferred	遞延	–	–	(467)	–
		3,795	–	4,604	–

No provision for Hong Kong profits tax has been provided for the nine months ended 30 September 2016 as the Group did not generate any assessable profits arising in Hong Kong during the period (the corresponding period in 2015: Nil). The PRC corporate income tax provision in respect of operations in the PRC is calculated based on the statutory tax rate of 25% on the estimated assessable profits for the period based on existing legislation, interpretations and practices in respect thereof (the corresponding period in 2015: Nil).

The share of income tax expense attributable to associates and a joint venture for the period amounting to HK\$12,791,000 (the corresponding period in 2015: HK\$28,291,000) is included in "Share of profits/(losses) of associates and a joint venture" in the unaudited condensed consolidated results.

本集團截至二零一六年九月三十日止九個月並無於香港產生任何應課稅溢利，故並無就期內作出香港利得稅撥備（二零一五年同期：無）。就中國業務作出之中國企業所得稅撥備乃根據相關現行法規、詮釋和慣例按期內估計應課稅溢利以25%之法定稅率計算（二零一五年同期：無）。

期內分佔聯營公司及合營企業應佔所得稅開支達12,791,000港元（二零一五年同期：28,291,000港元）乃計入未經審核簡明綜合業績之「分佔聯營公司及合營企業之溢利／（虧損）」。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績附註

7. PROFIT/(LOSS) PER SHARE ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The calculation of basic earnings per share amounts for the nine months ended 30 September 2016 and 2015 is based on the profit/(loss) for the period attributable to equity shareholders of the Company, and the weighted average number of ordinary shares in issue during the periods.

The calculation of the diluted earnings per share amounts for the nine months ended 30 September 2016 is based on the profit/(loss) for the period attributable to equity shareholders of the Company and the weighted average number of ordinary shares after adjustment for the effect of deemed exercise of all dilutive share options at no consideration at the beginning of the period.

No adjustment has been made to the basic loss per share amounts presented for the period ended 30 September 2015 in respect of a dilution as the impact of the potential ordinary shares for the nine months ended 30 September 2015, either had anti-dilutive or no dilutive effect on the basic loss per share amounts presented.

7. 本公司權益股東應佔每股溢利／（虧損）

截至二零一六年及二零一五年九月三十日止九個月之每股基本盈利金額乃根據本公司權益股東應佔期內溢利／（虧損）及期內已發行普通股加權平均數計算。

截至二零一六年九月三十日止九個月之每股攤薄盈利金額乃根據本公司權益股東應佔期內溢利／（虧損）及因期初所有具攤薄影響之購股權視作獲無償行使而經調整後之普通股加權平均數計算。

就攤薄影響而言，由於截至二零一五年九月三十日止九個月的潛在普通股對所呈列之每股基本虧損金額具反攤薄效應或並無攤薄效應，故並無就截至二零一五年九月三十日止期間所呈列之每股基本虧損金額作出調整。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績附註

7. PROFIT/(LOSS) PER SHARE ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY (Continued)

The calculation of the diluted earnings per share amounts is based on the following data:

7. 本公司權益股東應佔每股溢利／（虧損）（續）

每股攤薄盈利金額乃按下列數據計算：

	For the three months ended 30 September		For the nine months ended 30 September		
	截至九月三十日止三個月 2016 二零一六年	2015 二零一五年	截至九月三十日止九個月 2016 二零一六年	2015 二零一五年	
	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	
Profit/(loss) attributable to equity shareholders of the Company, used in the basic and diluted earnings per share calculation (HK\$'000)	用於計算每股基本及攤薄盈利之本公司權益股東應佔溢利／（虧損）（千港元）	(600)	(28,949)	24,095	(152,092)
Number of ordinary shares	普通股數目				
Weighted average number of ordinary shares in issue during the period, used in the basic earnings per share calculation ('000)	用於計算每股基本盈利之期內已發行普通股加權平均數（千股）	8,764,139	8,729,493	8,753,944	8,581,477
Dilutive equivalent shares arising from share options ('000)	因購股權所產生之攤薄股數（千股）	95,494	–	103,179	–
Weighted average number of ordinary shares, used in the diluted earnings per share calculation ('000)	用於計算每股攤薄盈利之普通股加權平均數（千股）	8,859,633	8,729,493	8,857,123	8,581,477
Basic earnings/(loss) per share (HK cents)	每股基本盈利／（虧損）（港仙）	(0.01)	(0.33)	0.28	(1.77)
Diluted earnings/(loss) per share (HK cents)	每股攤薄盈利／（虧損）（港仙）	(0.01)	(0.33)	0.27	(1.77)

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績附註

8. RESERVES

8. 儲備

		Attributable to equity shareholders of the Company 本公司權益股東應佔							
		Share premium account 股份溢價賬	Perpetual convertible bonds 永久性可換股債券	Unlisted warrants reserve 非上市認股權證儲備	Share option reserve 購股權儲備	Exchange fluctuation reserve 匯兌波動儲備	Reserve funds 儲備基金	Accumulated losses 累計虧損	Total 總計
		(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元
For the nine months ended 30 September 2016		截至二零一六年九月三十日止九個月							
Balance at 1 January 2016	於二零一六年一月一日之結餘	4,135,885	1,139,046	–	133,067	(133,082)	1,281	(1,971,758)	3,304,439
Profit for the period	期內溢利	–	–	–	–	–	–	24,095	24,095
Other comprehensive income/(loss) for the period:	期內其他全面收益/(虧損):								
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	–	–	–	–	(93,107)	–	–	(93,107)
Share of other comprehensive loss of an associate	分佔聯營公司之其他全面虧損	–	–	–	–	(7)	–	–	(7)
Reclassification adjustment upon deemed partial disposal of an associate	視作部分出售聯營公司時重新分類調整	–	–	–	–	4,197	–	–	4,197
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	–	–	–	–	(88,917)	–	24,095	(64,822)
Shares issued upon exercise of share options	購股權獲行使時發行之股份	9,354	–	–	(2,123)	–	–	–	7,231
Equity-settled share option arrangements	以股權結算之購股權安排	–	–	–	3,022	–	–	–	3,022
Transfer of share option reserve upon the forfeiture or expiry of share options	於購股權被沒收或屆滿時轉撥購股權儲備	–	–	–	(17,111)	–	–	17,111	–
Share of an associate's reserve	分佔聯營公司之儲備	–	–	–	8,854	–	–	–	8,854
Balance at 30 September 2016	於二零一六年九月三十日之結餘	4,145,239	1,139,046	–	125,709	(221,999)	1,281	(1,930,552)	3,258,724
For the nine months ended 30 September 2015		截至二零一五年九月三十日止九個月							
Balance at 1 January 2015	於二零一五年一月一日之結餘	3,933,886	1,139,046	5,993	146,658	26,016	1,281	(1,804,781)	3,448,099
Loss for the period	期內虧損	–	–	–	–	–	–	(152,092)	(152,092)
Other comprehensive income/(loss) for the period:	期內其他全面收益/(虧損):								
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	–	–	–	–	(88,054)	–	–	(88,054)
Share of other comprehensive income of an associate	分佔聯營公司之其他全面收益	–	–	–	–	35	–	–	35
Reclassification adjustment upon deemed partial disposal of an associate	視作部分出售聯營公司時重新分類調整	–	–	–	–	196	–	–	196
Total comprehensive loss for the period	期內全面虧損總額	–	–	–	–	(87,823)	–	(152,092)	(239,915)
Shares issued upon exercise of share options	購股權獲行使時發行之股份	186,614	–	–	(23,676)	–	–	–	162,938
Shares issued upon exercise of unlisted warrants	非上市認股權證獲行使時發行之股份	10,171	–	(171)	–	–	–	–	10,000
Equity-settled share option arrangements	以股權結算之購股權安排	–	–	–	11,985	–	–	–	11,985
Transfer of share option reserve upon the forfeiture or expiry of share options	於購股權被沒收或屆滿時轉撥購股權儲備	–	–	–	(6,906)	–	–	6,906	–
Share of an associate's reserve	分佔聯營公司之儲備	–	–	–	3,622	–	–	–	3,622
Balance at 30 September 2015	於二零一五年九月三十日之結餘	4,130,671	1,139,046	5,822	131,683	(61,807)	1,281	(1,949,967)	3,396,729

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績附註

8. RESERVES (Continued)

8. 儲備 (續)

		Attributable to equity shareholders of the Company 本公司權益股東應佔							Total
		Share premium account	Perpetual convertible bonds	Unlisted warrants reserve	Share option reserve	Exchange fluctuation reserve	Reserve funds	Accumulated losses	Total
		股份溢價賬	永久性可換股債券	非上市認股權證儲備	購股權儲備	匯兌波動儲備	儲備基金	累計虧損	總計
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
For the three months ended 30 September 2016	截至二零一六年九月三十日止三個月								
Balance at 1 July 2016	於二零一六年七月一日之結餘	4,144,929	1,139,046	–	139,692	(208,075)	1,281	(1,946,995)	3,269,878
Loss for the period	期內虧損	–	–	–	–	–	–	(600)	(600)
Other comprehensive income/(loss) for the period:	期內其他全面收益/(虧損):								
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	–	–	–	–	(18,231)	–	–	(18,231)
Share of other comprehensive income of an associate	分佔聯營公司之其他全面收益	–	–	–	–	110	–	–	110
Reclassification adjustment upon deemed partial disposal of an associate	視作部分出售聯營公司時重新分類調整	–	–	–	–	4,197	–	–	4,197
Total comprehensive loss for the period	期內全面虧損總額	–	–	–	–	(13,924)	–	(600)	(14,524)
Shares issued upon exercise of share options	購股權獲行使時發行之股份	310	–	–	(72)	–	–	–	238
Equity-settled share option arrangements	以股權結算之購股權安排	–	–	–	194	–	–	–	194
Transfer of share option reserve upon the forfeiture or expiry of share options	於購股權被沒收或屆滿時轉撥購股權儲備	–	–	–	(17,043)	–	–	17,043	–
Share of an associate's reserve	分佔聯營公司之儲備	–	–	–	2,938	–	–	–	2,938
Balance at 30 September 2016	於二零一六年九月三十日之結餘	4,145,239	1,139,046	–	125,709	(221,999)	1,281	(1,930,552)	3,258,724
For the three months ended 30 September 2015	截至二零一五年九月三十日止三個月								
Balance at 1 July 2015	於二零一五年七月一日之結餘	4,123,110	1,139,046	5,822	134,445	18,609	1,281	(1,927,642)	3,494,671
Loss for the period	期內虧損	–	–	–	–	–	–	(28,949)	(28,949)
Other comprehensive income/(loss) for the period:	期內其他全面收益/(虧損):								
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	–	–	–	–	(80,444)	–	–	(80,444)
Share of other comprehensive income of an associate	分佔聯營公司之其他全面收益	–	–	–	–	28	–	–	28
Total comprehensive loss for the period	期內全面虧損總額	–	–	–	–	(80,416)	–	(28,949)	(109,365)
Shares issued upon exercise of share options	購股權獲行使時發行之股份	7,561	–	–	(338)	–	–	–	7,223
Equity-settled share option arrangements	以股權結算之購股權安排	–	–	–	2,458	–	–	–	2,458
Transfer of share option reserve upon the forfeiture or expiry of share options	於購股權被沒收或屆滿時轉撥購股權儲備	–	–	–	(6,624)	–	–	6,624	–
Share of an associate's reserve	分佔聯營公司之儲備	–	–	–	1,742	–	–	–	1,742
Balance at 30 September 2015	於二零一五年九月三十日之結餘	4,130,671	1,139,046	5,822	131,683	(61,807)	1,281	(1,949,967)	3,396,729

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED RESULTS

未經審核簡明綜合業績附註

9. DIVIDEND

The Directors do not recommend the payment of any interim dividend in respect of the nine months ended 30 September 2016 (2015: Nil).

9. 股息

董事不建議派付截至二零一六年九月三十日止九個月之任何中期股息（二零一五年：無）。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 September 2016.

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND THE CHIEF EXECUTIVE IN THE SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 September 2016, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive of the Company were deemed or taken to have under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

購回、出售或贖回本公司上市證券

於截至二零一六年九月三十日止九個月內，本公司或其任何附屬公司概無購回、出售或贖回本公司之任何上市證券。

董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉

於二零一六年九月三十日，本公司之董事及行政總裁於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉（包括本公司董事及行政總裁根據證券及期貨條例有關條文被視為或當作擁有之權益及淡倉），或必須及已記錄於本公司根據證券及期貨條例第352條所存置登記冊之權益及淡倉，或根據創業板上市規則第5.46至5.67條所述有關董事買賣之規定標準須知會本公司及聯交所之權益及淡倉如下：

Interests in the ordinary shares (the “Shares”),
underlying Shares and debenture of the Company

於本公司普通股（「股份」）、相關股份
及債權證之權益

Name of Director	Capacity	Number of Shares/underlying Shares held 所持股份／相關股份數目			Number of share options held ⁽³⁾	Total interests	Approximate percentage of shareholding as at 30 September 2016 於二零一六年九月三十日 所持股權 概約百分比
		Nature of Interest 權益性質		Corporate interests 公司權益			
董事姓名	身份	Personal interests 個人權益	Corporate interests 公司權益		所持購股權 數目 ⁽³⁾	權益總額	
Mr. Li Ning 李寧先生	Beneficial owner 實益擁有人	20,008,000	-	4,500,000	}	8,236,951,151(L)	93.98%
	Interest of controlled corporation 受控制法團權益	-	8,212,443,151 ⁽¹⁾	-			
	Interest of controlled corporation 受控制法團權益	-	544,241,573 ⁽¹⁾	-			
Mr. CHAN Ling 陳寧先生	Beneficial owner 實益擁有人	58,767,669	-	49,000,000		107,767,669(L)	1.23%
Mr. Li Chunyang 李春陽先生	Beneficial owner 實益擁有人	13,067,669	-	43,000,000		56,067,669(L)	0.64%
Mr. Li Qilin 李麒麟先生	Beneficiary of trusts 信託受益人	6,080,022,769 ⁽²⁾	-	-			
	Beneficial owner 實益擁有人	-	-	6,000,000		6,086,022,769(L)	69.44%
Mr. CHAN James 陳進思先生	Beneficial owner 實益擁有人	-	-	15,000,000		15,000,000(L)	0.17%
Mr. MA Wing Man 馬詠文先生	Beneficial owner 實益擁有人	600,000	-	4,854,667		5,454,667(L)	0.06%
Mr. CHEN Johnny 陳志宏先生	Beneficial owner 實益擁有人	600,000	-	5,166,667		5,766,667(L)	0.07%
Mr. LIEN Jown Jing, Vincent 連宗正先生	Beneficial owner 實益擁有人	-	-	6,000,000		6,000,000(L)	0.07%
Mr. NG Sau Kei, Wilfred 吳守基先生	Beneficial owner 實益擁有人	3,400,000	-	5,166,667		8,566,667(L)	0.10%

(L) and (S) represent long position and short position respectively

(L)及(S)分別指好倉及淡倉

Notes:

1. Mr. Li Ning is deemed to be interested in the long positions of 8,212,443,151 Shares in aggregate through his interests in Lead Ahead Limited ("Lead Ahead"), Victory Mind Assets Limited ("Victory Mind Assets") and Dragon City Management (PTC) Limited ("Dragon City"), respectively and the short position of 544,241,573 Shares through his interests in Lead Ahead, as follows:
 - (a) the long position of 2,132,420,382 Shares and the short position of 544,241,573 Shares are held by Lead Ahead, which is owned as to 60% by Mr. Li Ning and 40% by Mr. Li Chun. Mr. Li Ning is also a director of Lead Ahead;
 - (b) the long position of 2,728,582,769 Shares in which Victory Mind Assets is interested in comprises (i) 1,680,022,769 Shares held by Victory Mind Assets and (ii) 1,048,560,000 Shares which may be issued on the basis of a full exercise of conversion rights at a conversion price of HK\$0.325 per Share attaching to the convertible bonds issued to Victory Mind Assets by the Company in November 2013. Victory Mind Assets is owned as to 57% by Ace Leader Holdings Limited ("Ace Leader") and 38% by Jumbo Top Group Limited ("Jumbo Top"). All shares of Ace Leader are held by TMF (Cayman) Ltd. ("TMF") in its capacity as trustee of a discretionary trust. Mr. Li Ning is the settlor of the trust and is therefore deemed to be interested in such 2,728,582,769 Shares. Mr. Li Ning is a director of each of Victory Mind Assets and Ace Leader; and

附註：

1. 李寧先生透過以下於Lead Ahead Limited (「Lead Ahead」)、Victory Mind Assets Limited (「Victory Mind Assets」)及Dragon City Management (PTC) Limited (「Dragon City」)分別持有權益而被視為擁有合共8,212,443,151股股份好倉之權益及透過於Lead Ahead持有權益而被視為擁有544,241,573股股份淡倉之權益：
 - (a) 2,132,420,382股股份好倉及544,241,573股股份淡倉由Lead Ahead持有，而Lead Ahead由李寧先生及李進先生分別擁有60%及40%股權。李寧先生亦為Lead Ahead之董事；
 - (b) Victory Mind Assets擁有2,728,582,769股股份好倉權益，當中包括(i)Victory Mind Assets所持有之1,680,022,769股股份及(ii)因本公司於二零一三年十一月向Victory Mind Assets發行之可換股價券所附帶之轉換權按轉換價每股股份0.325港元獲悉數行使而可予發行之1,048,560,000股股份。Victory Mind Assets分別由Ace Leader Holdings Limited (「Ace Leader」)及Jumbo Top Group Limited (「Jumbo Top」)擁有57%及38%。Ace Leader全部股份由TMF (Cayman) Ltd. (「TMF」)以酌情信託之受託人身份持有。李寧先生為該信託之信託創立人，因此被視為於上述2,728,582,769股股份中擁有權益。李寧先生為Victory Mind Assets及Ace Leader各自之董事；及

(c) the long position of 3,351,440,000 Shares in which Dragon City is interested in comprises (i) 2,000,000,000 Shares held by Dragon City and (ii) 1,351,440,000 Shares which may be issued on the basis of a full exercise of conversion rights at a conversion price of HK\$0.325 per Share attaching to the convertible bonds issued to Dragon City by the Company in November 2013. Dragon City is interested in such 3,351,440,000 Shares in its capacity as trustee of a unit trust, the units of which are owned as to 60% by Cititrust (Cayman) Limited ("Cititrust") and as to 40% by Cititrust, each as the trustee of separate trust. Mr. Li Ning is the 60% shareholder of Dragon City and a founder of the unit trust and is therefore deemed to be interested in such 3,351,440,000 Shares. Mr. Li Ning is a director of Dragon City.

2. See note 1(b) and note 1(c) under "Interests and short positions of substantial shareholders and other persons in the share capital of the Company" below.
3. These represented the share options granted by the Company to the respective Directors, the details of which are provided in the section headed "Share Option Scheme" in this report.

Save as disclosed above, none of the Directors nor the chief executive of the Company had, as at 30 September 2016, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were deemed or taken to have under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

(c) Dragon City擁有3,351,440,000股股份好倉權益，當中包括(i) Dragon City持有之2,000,000,000股股份及(ii)因本公司於二零一三年十一月向Dragon City發行之可換股債券所附之轉換權按轉換價每股股份0.325港元獲悉數行使而可予發行之1,351,440,000股股份。Dragon City以單位信託之受託人身份持有該等3,351,440,000股股份權益，而上述信託之單位由Cititrust (Cayman) Limited (「Cititrust」)及Cititrust作為獨立信託受託人而擁有60%及40%。李寧先生為持有Dragon City 60%權益之股東及單位信託之創立人，因此被視為於該等3,351,440,000股股份中擁有權益。李寧先生為Dragon City之董事。

2. 見下文「主要股東及其他人士於本公司股本中的權益及淡倉」項下之附註1(b)及附註1(c)。
3. 此即本公司向董事各自授出之購股權，有關詳情載述於本報告「購股權計劃」一節。

除上文披露者外，於二零一六年九月三十日，本公司董事及行政總裁概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文彼被視為或當作擁有之權益或淡倉），或必須及已記錄於本公司根據證券及期貨條例第352條所存置登記冊之權益或淡倉，或根據創業板上市規則第5.46條至第5.67條所述有關董事買賣之規定標準須知會本公司及聯交所之權益或淡倉。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARE CAPITAL OF THE COMPANY

As at 30 September 2016, so far as was known to the Directors, the interests and short positions of the persons (other than the interests and short positions of the Directors or chief executive of the Company as disclosed above) in the shares and/or underlying shares of the Company (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company are set out below:

Interests in the Shares and underlying Shares

主要股東及其他人士於本公司股本中的權益及淡倉

於二零一六年九月三十日，就董事所知，除上文披露之本公司董事或行政總裁權益及淡倉外，以下人士於本公司股份及／或相關股份（定義見證券及期貨條例第XV部）擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊內，或已另行知會本公司之權益及淡倉如下：

於股份及相關股份之權益

Capacity	Number of Shares/underlying Shares held	Approximate percentage of shareholdings as at 30 September 2016	
身份	所持股份／ 相關股份之數目	於二零一六年 九月三十日 所持股權 概約百分比	
Substantial Shareholders			
主要股東			
Mr. Li Chun ⁽¹⁾ 李進先生 ⁽¹⁾	Interest of controlled corporation 受控制法團權益	8,212,443,151(L) 544,241,573(S)	93.70% 6.21%
Lead Ahead ⁽²⁾	Beneficial owner 實益擁有人	2,132,420,382(L) 544,241,573(S)	24.33% 6.21%
Victory Mind Assets ⁽³⁾	Beneficial owner 實益擁有人	2,728,582,769(L)	31.13%
Ace Leader ⁽³⁾	Interest of controlled corporation 受控制法團權益	2,728,582,769(L)	31.13%
Jumbo Top ⁽³⁾	Interest of controlled corporation 受控制法團權益	2,728,582,769(L)	31.13%

	Capacity	Number of Shares/underlying Shares held	Approximate percentage of shareholdings as at 30 September 2016 於二零一六年九月三十日 所持股權 概約百分比
	身份	所持股份/ 相關股份之數目	
TMF ⁽³⁾	Trustee 受託人	2,728,582,769(L)	31.13%
Dragon City ⁽⁴⁾	Trustee 受託人	3,351,440,000(L)	38.24%
Cititrust ⁽⁴⁾	Trustee 受託人	3,351,440,000(L)	38.24%
Other Persons 其他人士			
China Construction Bank Corporation 中國建設銀行 股份有限公司	Interest of controlled corporation 受控制法團權益 Person having a security interests in shares 於股份持有保證權益之人士	544,241,573 3,512,443,151	
		4,056,684,724 ⁽⁵⁾ (L)	46.29%
Central Huijin Investment Ltd. 中央匯金投資 有限責任公司	Interest of controlled corporation 受控制法團權益 Person having a security interests in shares 於股份持有保證權益之人士	544,241,573 3,512,443,151	
		4,056,684,724 ⁽⁵⁾ (L)	46.29%
Mr. MA Chi Seng 馬志成先生	Beneficial owner 實益擁有人	545,000,000 ⁽⁶⁾ (L)	6.22%
(L) and (S) represent long position and short position respectively		(L)及(S)分別指好倉及淡倉	

Notes:

1. Mr. Li Chun is deemed to be interested in the long positions of 8,212,443,151 Shares in aggregate through his interests in Lead Ahead, Victory Mind Assets and Dragon City, respectively and the short position of 544,241,573 Shares through his interests in Lead Ahead, as follows:
 - (a) the long position of 2,132,420,382 Shares and the short position of 544,241,573 Shares are held by Lead Ahead, which is owned as to 60% by Mr. Li Ning and 40% by Mr. Li Chun;
 - (b) the long position of 2,728,582,769 Shares in which Victory Mind Assets is interested in comprises (i) 1,680,022,769 Shares held by Victory Mind Assets and (ii) 1,048,560,000 Shares which may be issued on the basis of a full exercise of conversion rights at a conversion price of HK\$0.325 per Share attaching to the convertible bonds issued to Victory Mind Assets by the Company in November 2013. Victory Mind Assets is owned as to 57% by Ace Leader and 38% by Jumbo Top. All shares of Jumbo Top are held by TMF in its capacity as trustee of a discretionary trust. Mr. Li Chun is the settlor of the trust and is therefore deemed to be interested in such 2,728,582,769 Shares. Mr. Li Qilin is a beneficiary of the trust and is also therefore deemed to be interested in such 2,728,582,769 Shares. Mr. Li Chun is also a director of each of Victory Mind Assets and Jumbo Top; and

附註：

1. 李進先生透過以下於Lead Ahead - Victory Mind Assets及Dragon City分別持有權益而被視為擁有合共8,212,443,151股股份好倉之權益及透過於Lead Ahead持有權益而被視為擁有544,241,573股股份淡倉之權益：
 - (a) 2,132,420,382股股份好倉及544,241,573股股份淡倉由Lead Ahead持有，而Lead Ahead由李寧先生及李進先生分別擁有60%及40%股權；
 - (b) Victory Mind Assets擁有2,728,582,769股股份好倉權益，當中包括(i)Victory Mind Assets所持有之1,680,022,769股股份及(ii)因本公司於二零一三年十一月向Victory Mind Assets發行之可換股債券所附帶之轉換權按轉換價每股股份0.325港元獲悉數行使而可予發行之1,048,560,000股股份。Victory Mind Assets分別由Ace Leader及Jumbo Top擁有57%及38%權益。Jumbo Top全部股份由TMF以酌情信託之受託人身份持有。李進先生為該信託之信託創立人，因此被視為於上述2,728,582,769股股份中擁有權益。李麒麟先生為該信託之受益人，因此亦被視為於上述2,728,582,769股股份中擁有權益。李進先生亦為Victory Mind Assets及Jumbo Top各自之董事；及

- (c) the long position of 3,351,440,000 Shares in which Dragon City is interested in comprises (i) 2,000,000,000 Shares held by Dragon City and (ii) 1,351,440,000 Shares which may be issued on the basis of a full exercise of conversion rights at a conversion price of HK\$0.325 per Share attaching to the convertible bonds issued to Dragon City by the Company in November 2013. Dragon City is interested in such 3,351,440,000 Shares in its capacity as trustee of a unit trust, the units of which are owned as to 60% by Cititrust and as to 40% by Cititrust, each as the trustee of a separate trust. Mr. Li Qilin is a beneficiary of one of the said separate trusts and is also therefore deemed to be interested in such 3,351,440,000 Shares. Mr. Li Chun is taken to be interested in 40% of the shares of Dragon City and is therefore deemed to be interested in such 3,351,440,000 Shares. Mr. Li Chun is a director of Dragon City.
- (c) Dragon City擁有3,351,440,000股股份好倉權益，當中包括(i) Dragon City持有之2,000,000,000股股份及(ii)因本公司於二零一三年十一月向Dragon City發行可換股債券所附之轉換權按轉換價每股股份0.325港元獲悉數行使而可予發行之1,351,440,000股股份。上述3,351,440,000股股份由Dragon City作為單位信託之受託人而擁有權益，而上述信託之單位由Cititrust作為獨立信託受託人而擁有60%及40%權益。李麒麟先生為上述其中一個獨立信託之受益人，因此亦被視為於上述3,351,440,000股股份中擁有權益。李進先生被視為擁有Dragon City之40%的股份權益，因此被視為於上述3,351,440,000股股份中擁有權益。李進先生為Dragon City之董事。
2. Lead Ahead is owned as to 60% by Mr. Li Ning and 40% by his brother, Mr. Li Chun. Mr. Li Ning is also a director of Lead Ahead.
2. Lead Ahead由李寧先生及其胞兄李進先生分別擁有60%及40%股權。李寧先生亦為Lead Ahead之董事。
3. See note 1(b) under "Interests and short positions of directors and the chief executive in the shares and underlying shares and debentures of the Company and its associated corporations" and note 1(b) above. For avoidance of doubt and double counting, it should be noted that Ace Leader, Jumbo Top and TMF are deemed to be interested in the 2,728,582,769 Shares which Victory Mind Assets is interested in.
3. 見「董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉」一節附註1(b)及上文附註1(b)。為免生疑問及重複計算，謹請留意Ace Leader、Jumbo Top及TMF被視為於Victory Mind Assets所擁有權益之2,728,582,769股股份中擁有權益。
4. See note 1(c) under "Interests and short positions of directors and the chief executive in the shares and underlying shares and debentures of the Company and its associated corporations" and note 1(c) above. Cititrust is deemed to be interested in the 3,351,440,000 Shares which Dragon City is interested in.
4. 見「董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉」一節附註1(c)及上文附註1(c)。Cititrust被視為於Dragon City所擁有權益之3,351,440,000股股份中擁有權益。

5. Such long position includes unlisted and physically settled derivative interests in 544,241,573 underlying Shares and is held by Cheer Hope Holdings Limited ("Cheer Hope"). Cheer Hope is wholly-owned by CCBI Investments Limited which is in turn wholly-owned by CCB International (Holdings) Limited ("CCB International"). CCB International is wholly-owned by CCB Financial Holdings Limited ("CCB Financial") and CCB Financial is wholly-owned by CCB International Group Holdings Limited ("CCB Holdings"). CCB Holdings is wholly-owned by China Construction Bank Corporation ("CCBC") which is in turn owned as to 57.31% by Central Huijin Investment Ltd ("Huijin"). Huijin is deemed to be interested in the 4,056,684,724 Shares which CCBC is interested in.
6. Mr. Ma Chi Seng is interested in 500,000,000 Shares and the share options of the Company entitling to subscribe for a total of 45,000,000 Shares.

As at 30 September 2016, save as disclosed above, so far as was known to the Directors, no other person (other than the Directors or chief executive of the Company) had any interests or short position in the shares and/or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company.

SHARE OPTION SCHEME

On 29 June 2010, the Company passed an ordinary resolution to adopt a share option scheme (the "Share Option Scheme") for the purpose of providing incentives to participants to contribute to the Group and/or to enable the Group to recruit high-calibre employees and/or attract human resources that are valuable to the Group. Participants of the Share Option Scheme include employee, officer, agent, consultant, business associate or representative of the Company or any subsidiary or otherwise contributes to the success of the Group, including any executive, non-executive or independent non-executive director of the Company or any subsidiary who, as the Board or a committee comprising Directors and members of the senior management of the Company (as the case may be) may determine in its absolute discretion, is regarded as valuable human resources of the Group based on his working experience, knowledge in the industry and other relevant factors, and subject to such conditions as the Board or such committee (as the case may be) may think fit. The Share Option Scheme will remain in force for a period of ten years commencing on 29 June 2010.

5. 此好倉包括於544,241,573股相關股份之非上市及以實物交收之衍生工具權益並由Cheer Hope Holdings Limited ("Cheer Hope")持有。Cheer Hope由CCBI Investments Limited全資擁有，而CCBI Investments Limited則由建銀國際（控股）有限公司（「建銀國際」）全資擁有。建銀國際由建行金融控股有限公司（「建行金融」）全資擁有及建行金融由建行國際集團控股有限公司（「建行控股」）全資擁有。建行控股由中國建設銀行股份有限公司（「中國建設銀行」）全資擁有，而中國建設銀行則由中央匯金投資有限責任公司（「匯金」）擁有57.31%權益。匯金被視為於中國建設銀行擁有權益之4,056,684,724股股份中擁有權益。
6. 馬志成先生於500,000,000股股份及本公司購股權（賦予權利可認購合共45,000,000股股份）中擁有權益。

於二零一六年九月三十日，除上文披露者外，就董事所知，概無其他人士（除本公司董事或行政總裁外）於本公司股份及／或相關股份中，擁有任何記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊或已另行知會本公司之權益或淡倉。

購股權計劃

於二零一零年六月二十九日，本公司通過普通決議案採納一項購股權計劃（「購股權計劃」），旨在向為本集團作出貢獻之參與者提供獎勵及／或使本集團可招攬優秀僱員及／或吸引對本集團有價值之人力資源。購股權計劃之參與者包括本公司或任何附屬公司之僱員、高級職員、代理、顧問、業務夥伴或代表或對本集團成就作出貢獻之其他人士，包括本公司或任何附屬公司任何執行、非執行或獨立非執行董事，而董事會或由本公司董事及高級管理層成員組成之委員會（視情況而定）經考慮其工作經驗、行業知識及其他相關因素以及董事會或該委員會（視情況而定）可能認為合適之條件後，可全權酌情決定有關人士是否屬本集團之寶貴人力資源。購股權計劃將由二零一零年六月二十九日起計十年內有效。

Particulars of the share options under the Share Option Scheme and their movements during the nine months ended 30 September 2016 are set out below:

截至二零一六年九月三十日止九個月，購股權計劃下之購股權詳情及變動載列如下：

	Date of Grant 授出日期	Number of Share Options 購股權數目			Balance as at 30.9.2016 於 二零一六年 九月三十日 結餘
		Balance as at 1.1.2016 於 二零一六年 一月一日 結餘	Exercised during the period 於期內行使	Cancelled/ lapsed during the period 於期內 註銷/失效	
Directors 董事					
LI Ning 李寧	02.07.2013	6,000,000	–	(1,500,000)	4,500,000 ^{(2)(a)}
CHAN Ling 陳寧	02.07.2010	6,000,000	–	(2,000,000)	4,000,000 ^{(1)(a)}
	02.07.2013	60,000,000	–	(15,000,000)	45,000,000 ^{(2)(b)}
LI Chunyang 李春陽	02.07.2010	6,000,000	–	(2,000,000)	4,000,000 ^{(1)(a)}
	02.07.2013	52,000,000	–	(13,000,000)	39,000,000 ^{(2)(c)}
LI Qilin 李麒麟	02.07.2013	6,000,000	–	–	6,000,000 ⁽³⁾
CHAN James 陳進思	02.07.2013	15,000,000	–	–	15,000,000 ⁽³⁾
MA Wing Man 馬詠文	02.07.2010	1,000,000	–	(333,333)	666,667 ^{(1)(b)}
	02.07.2013	4,752,000	(564,000)	–	4,188,000 ^{(2)(d)}
CHEN Johnny 陳志宏	02.07.2010	1,000,000	–	(333,333)	666,667 ^{(1)(b)}
	02.07.2013	6,000,000	(1,500,000)	–	4,500,000 ^{(2)(a)}
LIEN Jown Jing, Vincent 連宗正	02.07.2013	6,000,000	–	–	6,000,000 ⁽³⁾
NG Sau Kei, Wilfred 吳守基	02.07.2010	1,000,000	–	(333,333)	666,667 ^{(1)(b)}
	02.07.2013	6,000,000	–	(1,500,000)	4,500,000 ^{(2)(a)}
		176,752,000	(2,064,000) ^{(13)(a)}	(35,999,999)	138,688,001

Date of Grant	Number of Share Options 購股權數目			Balance as at 30.9.2016 於 二零一六年 九月三十日 結餘	
	Balance as at 1.1.2016 於 二零一六年 一月一日 結餘	Exercised during the period 於期內行使	Cancelled/ lapsed during the period 於期內 註銷/失效		
授出日期					
Other employees 其他僱員					
In aggregate 合計	02.07.2010	3,400,000	–	(1,133,333)	2,266,667 ⁽⁴⁾
In aggregate 合計	06.09.2010	3,600,000	–	(400,000)	3,200,000 ⁽⁵⁾
In aggregate 合計	20.09.2011	6,166,667	–	(3,066,667)	3,100,000 ⁽⁶⁾
In aggregate 合計	02.07.2013	90,500,000	(3,900,000)	(16,628,000)	69,972,000 ⁽⁷⁾
In aggregate 合計	20.06.2014	21,540,000	–	(820,000)	20,720,000 ⁽⁸⁾
		125,206,667	(3,900,000) ^{(13)(b)}	(22,048,000)	99,258,667
Other grantees 其他承授人					
In aggregate 合計	06.09.2010	2,400,000	–	(800,000)	1,600,000 ⁽⁹⁾
In aggregate 合計	20.09.2011	3,216,000	–	(1,800,000)	1,416,000 ⁽¹⁰⁾
In aggregate 合計	02.07.2013	114,500,000	(10,104,000)	(15,896,000)	88,500,000 ⁽¹¹⁾
In aggregate 合計	20.06.2014	13,000,000	–	(9,000,000)	4,000,000 ⁽¹²⁾
		133,116,000	(10,104,000) ^{(13)(d)}	(27,496,000)	95,516,000
		435,074,667	(16,068,000)	(85,543,999)	333,462,668

Notes:

- (1) (a) The share options as at 1 January 2016 comprised the following: (i) 2,000,000 share options with exercisable period from 2 July 2011 to 1 July 2016; (ii) 2,000,000 share options with exercisable period from 2 July 2012 to 1 July 2017; and (iii) 2,000,000 share options with exercisable period from 2 July 2013 to 1 July 2018. The number of share options under (i), (ii) and (iii) of this note was 0, 2,000,000, and 2,000,000 respectively as at 30 September 2016.
- (b) The share options as at 1 January 2016 comprised the following: (i) 333,333 share options with exercisable period from 2 July 2011 to 1 July 2016; (ii) 333,333 share options with exercisable period from 2 July 2012 to 1 July 2017; and (iii) 333,334 share options with exercisable period from 2 July 2013 to 1 July 2018. The number of share options under (i), (ii) and (iii) of this note was 0, 333,333, and 333,334 respectively as at 30 September 2016.
- (2) (a) The share options as at 1 January 2016 comprised the following: (i) 1,500,000 share options with exercisable period from 2 July 2013 to 1 July 2016; (ii) 1,500,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (iii) 1,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iv) 1,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii), (iii) and (iv) of this note was 0, 1,500,000, 1,500,000 and 1,500,000 respectively as at 30 September 2016.

附註：

- (1) (a) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一一年七月二日至二零一六年七月一日之2,000,000份購股權；(ii)行使期為二零一二年七月二日至二零一七年七月一日之2,000,000份購股權；及(iii)行使期為二零一三年七月二日至二零一八年七月一日之2,000,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一六年九月三十日分別為0份、2,000,000份及2,000,000份。
- (b) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一一年七月二日至二零一六年七月一日之333,333份購股權；(ii)行使期為二零一二年七月二日至二零一七年七月一日之333,333份購股權；及(iii)行使期為二零一三年七月二日至二零一八年七月一日之333,334份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一六年九月三十日分別為0份、333,333份及333,334份。
- (2) (a) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一三年七月二日至二零一六年七月一日之1,500,000份購股權；(ii)行使期為二零一四年七月二日至二零一七年七月一日之1,500,000份購股權；(iii)行使期為二零一五年七月二日至二零一八年七月一日之1,500,000份購股權；及(iv)行使期為二零一六年七月二日至二零一九年七月一日之1,500,000份購股權。本附註(i)、(ii)、(iii)及(iv)項之購股權數目於二零一六年九月三十日分別為0份、1,500,000份、1,500,000份及1,500,000份。

(b) The share options as at 1 January 2016 comprised the following: (i) 15,000,000 share options with exercisable period from 2 July 2013 to 1 July 2016; (ii) 15,000,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (iii) 15,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iv) 15,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii), (iii) and (iv) of this note was 0, 15,000,000, 15,000,000 and 15,000,000 respectively as at 30 September 2016.

(c) The share options as at 1 January 2016 comprised the following: (i) 13,000,000 share options with exercisable period from 2 July 2013 to 1 July 2016; (ii) 13,000,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (iii) 13,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iv) 13,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii), (iii) and (iv) of this note was 0, 13,000,000, 13,000,000 and 13,000,000 respectively as at 30 September 2016.

(b) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一三年七月二日至二零一六年七月一日之15,000,000份購股權；(ii)行使期為二零一四年七月二日至二零一七年七月一日之15,000,000份購股權；(iii)行使期為二零一五年七月二日至二零一八年七月一日之15,000,000份購股權；及(iv)行使期為二零一六年七月二日至二零一九年七月一日之15,000,000份購股權。本附註(i)、(ii)、(iii)及(iv)項之購股權數目於二零一六年九月三十日分別為0份、15,000,000份、15,000,000份及15,000,000份。

(c) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一三年七月二日至二零一六年七月一日之13,000,000份購股權；(ii)行使期為二零一四年七月二日至二零一七年七月一日之13,000,000份購股權；(iii)行使期為二零一五年七月二日至二零一八年七月一日之13,000,000份購股權；及(iv)行使期為二零一六年七月二日至二零一九年七月一日之13,000,000份購股權。本附註(i)、(ii)、(iii)及(iv)項之購股權數目於二零一六年九月三十日分別為0份、13,000,000份、13,000,000份及13,000,000份。

- (d) The share options as at 1 January 2016 comprised the following: (i) 564,000 share options with exercisable period from 2 July 2013 to 1 July 2016; (ii) 1,500,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (iii) 1,188,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iv) 1,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii), (iii) and (iv) of this note was 0, 1,500,000, 1,188,000 and 1,500,000 respectively as at 30 September 2016.
- (d) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一三年七月二日至二零一六年七月一日之564,000份購股權；(ii)行使期為二零一四年七月二日至二零一七年七月一日之1,500,000份購股權；(iii)行使期為二零一五年七月二日至二零一八年七月一日之1,188,000份購股權；及(iv)行使期為二零一六年七月二日至二零一九年七月一日之1,500,000份購股權。本附註(i)、(ii)、(iii)及(iv)項之購股權數目於二零一六年九月三十日分別為0份、1,500,000份、1,188,000份及1,500,000份。
- (3) The share options are exercisable for a period of 3 years after vested subject to the vesting schedule in tranches of one-third each on 2 July 2014, 2 July 2015 and 2 July 2016 respectively.
- (3) 購股權可於歸屬後三年內行使，惟須分別於二零一四年七月二日、二零一五年七月二日及二零一六年七月二日按歸屬時間分批各歸屬三分之一。
- (4) The share options as at 1 January 2016 comprised the following: (i) 1,133,333 share options with exercisable period from 2 July 2011 to 1 July 2016; (ii) 1,133,333 share options with exercisable period from 2 July 2012 to 1 July 2017; and (iii) 1,133,334 share options with exercisable period from 2 July 2013 to 1 July 2018. The number of share options under (i), (ii) and (iii) of this note was 0, 1,133,333 and 1,133,334 respectively as at 30 September 2016.
- (4) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一一年七月二日至二零一六年七月一日之1,133,333份購股權；(ii)行使期為二零一二年七月二日至二零一七年七月一日之1,133,333份購股權；及(iii)行使期為二零一三年七月二日至二零一八年七月一日之1,133,334份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一六年九月三十日分別為0份、1,133,333份及1,133,334份。
- (5) The share options as at 1 January 2016 comprised the following: (i) 400,000 share options with exercisable period from 6 September 2011 to 5 September 2016; (ii) 400,000 share options with exercisable period from 6 September 2012 to 5 September 2017; (iii) 400,000 share options with exercisable period from 6 September 2013 to 5 September 2018; (iv) 1,200,000 share options with exercisable period from 6 September 2014 to 5 September 2019; and (v) 1,200,000 share options with exercisable period from 6 September 2015 to 5 September 2020. The number of share options under (i), (ii), (iii), (iv) and (v) of this note was 0, 400,000, 400,000, 1,200,000 and 1,200,000 respectively as at 30 September 2016.
- (5) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一一年九月六日至二零一六年九月五日之400,000份購股權；(ii)行使期為二零一二年九月六日至二零一七年九月五日之400,000份購股權；(iii)行使期為二零一三年九月六日至二零一八年九月五日之400,000份購股權；(iv)行使期為二零一四年九月六日至二零一九年九月五日之1,200,000份購股權；及(v)行使期為二零一五年九月六日至二零二零年九月五日之1,200,000份購股權。本附註(i)、(ii)、(iii)、(iv)及(v)項之購股權數目於二零一六年九月三十日分別為0份、400,000份、400,000份、1,200,000份及1,200,000份。

- (6) The share options as at 1 January 2016 comprised the following: (i) 3,066,667 share options with exercisable period from 20 September 2014 to 19 September 2016; and (ii) 3,100,000 share options with exercisable period from 20 September 2015 to 19 September 2017. The number of share options under (i) and (ii) by this note was 0 and 3,100,000 respectively as at 30 September 2016.
- (6) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一四年九月二十日至二零一六年九月十九日之3,066,667份購股權；及(ii)行使期為二零一五年九月二十日至二零一七年九月十九日之3,100,000份購股權。本附註(i)及(ii)項之購股權數目於二零一六年九月三十日分別為0份及3,100,000份。
- (7) The share options as at 1 January 2016 comprised the following: (i) 20,000,000 share options with exercisable period from 2 July 2013 to 1 July 2016; (ii) 23,500,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (iii) 23,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iv) 23,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii), (iii) and (iv) of this note was 0, 22,972,000, 23,500,000 and 23,500,000 respectively as at 30 September 2016.
- (7) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一三年七月二日至二零一六年七月一日之20,000,000份購股權；(ii)行使期為二零一四年七月二日至二零一七年七月一日之23,500,000份購股權；(iii)行使期為二零一五年七月二日至二零一八年七月一日之23,500,000份購股權；及(iv)行使期為二零一六年七月二日至二零一九年七月一日之23,500,000份購股權。本附註(i)、(ii)、(iii)及(iv)項之購股權數目於二零一六年九月三十日分別為0份、22,972,000份、23,500,000份及23,500,000份。
- (8) The share options as at 1 January 2016 comprised the following: (i) 5,140,000 share options with exercisable period from 20 June 2014 to 19 June 2017; (ii) 5,466,666 share options with exercisable period from 20 June 2015 to 19 June 2018; (iii) 5,466,667 share options with exercisable period from 20 June 2016 to 19 June 2019; and (iv) 5,466,667 share options with exercisable period from 20 June 2017 to 19 June 2020. The number of share options under (i), (ii), (iii) and (iv) of this note was 5,120,000, 5,200,000, 5,200,000 and 5,200,000 respectively as at 30 September 2016.
- (8) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一四年六月二十日至二零一七年六月十九日之5,140,000份購股權；(ii)行使期為二零一五年六月二十日至二零一八年六月十九日之5,466,666份購股權；(iii)行使期為二零一六年六月二十日至二零一九年六月十九日之5,466,667份購股權；及(iv)行使期為二零一七年六月二十日至二零二零年六月十九日之5,466,667份購股權。本附註(i)、(ii)、(iii)及(iv)項之購股權數目於二零一六年九月三十日分別為5,120,000份、5,200,000份、5,200,000份及5,200,000份。

- (9) The share options as at 1 January 2016 comprised the following: (i) 800,000 share options with exercisable period from 6 September 2011 to 5 September 2016; (ii) 800,000 share options with exercisable period from 6 September 2012 to 5 September 2017; and (iii) 800,000 share options with exercisable period from 6 September 2013 to 5 September 2018. The number of share options under (i), (ii) and (iii) of this note was 0, 800,000 and 800,000 respectively as at 30 September 2016.
- (10) The share options as at 1 January 2016 comprised the following: (i) 1,800,000 share options with exercisable period from 20 September 2014 to 19 September 2016; and (ii) 1,416,000 share options with exercisable period from 20 September 2015 to 19 September 2017. The number of share options under (i) and (ii) of this note was 0 and 1,416,000 respectively as at 30 September 2016.
- (11) The share options as at 1 January 2016 comprised the following: (i) 26,000,000 share options with exercisable period from 2 July 2013 to 1 July 2016; (ii) 29,500,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (iii) 29,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iv) 29,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii), (iii) and (iv) of this note was 0, 29,500,000, 29,500,000 and 29,500,000 respectively as at 30 September 2016.
- (12) The share options as at 1 January 2016 comprised the following: (i) 1,000,000 share options with exercisable period from 20 June 2014 to 19 June 2017; (ii) 4,000,000 share options with exercisable period from 20 June 2015 to 19 June 2018; (iii) 4,000,000 share options with exercisable period from 20 June 2016 to 19 June 2019; and (iv) 4,000,000 share options with exercisable period from 20 June 2017 to 19 June 2020. The number of share options under (i), (ii), (iii) and (iv) of this note was 1,000,000, 1,000,000, 1,000,000 and 1,000,000 respectively as at 30 September 2016.
- (9) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一一年九月六日至二零一六年九月五日之800,000份購股權；(ii)行使期為二零一二年九月六日至二零一七年九月五日之800,000份購股權；及(iii)行使期為二零一三年九月六日至二零一八年九月五日之800,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一六年九月三十日分別為0份、800,000份及800,000份。
- (10) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一四年九月二十日至二零一六年九月十九日之1,800,000份購股權；及(ii)行使期為二零一五年九月二十日至二零一七年九月十九日之1,416,000份購股權。本附註(i)及(ii)項之購股權數目於二零一六年九月三十日分別為0份及1,416,000份。
- (11) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一三年七月二日至二零一六年七月一日之26,000,000份購股權；(ii)行使期為二零一四年七月二日至二零一七年七月一日之29,500,000份購股權；(iii)行使期為二零一五年七月二日至二零一八年七月一日之29,500,000份購股權；及(iv)行使期為二零一六年七月二日至二零一九年七月一日之29,500,000份購股權。本附註(i)、(ii)、(iii)及(iv)項之購股權數目於二零一六年九月三十日分別為0份、29,500,000份、29,500,000份及29,500,000份。
- (12) 於二零一六年一月一日之購股權包括下列各項：(i)行使期為二零一四年六月二十日至二零一七年六月十九日之1,000,000份購股權；(ii)行使期為二零一五年六月二十日至二零一八年六月十九日之4,000,000份購股權；(iii)行使期為二零一六年六月二十日至二零一九年六月十九日之4,000,000份購股權；及(iv)行使期為二零一七年六月二十日至二零二零年六月十九日之4,000,000份購股權。本附註(i)、(ii)、(iii)及(iv)項之購股權數目於二零一六年九月三十日分別為1,000,000份、1,000,000份、1,000,000份及1,000,000份。

- (13) (a) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.65. (13) (a) 於緊接購股權獲行使日期前之加權平均收市價為0.65港元。
- (b) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.66. (b) 於緊接購股權獲行使日期前之加權平均收市價為0.66港元。
- (c) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.65. (c) 於緊接購股權獲行使日期前之加權平均收市價為0.65港元。
- (14) The exercise prices of the share options are as follows: (14) 購股權之行使價如下：

Date of Grant 授出日期	Exercise Price per Share (HK\$) 每股行使價 (港元)
02.07.2010	3.90
06.09.2010	4.15
20.09.2011	0.75
02.07.2013	0.50
20.06.2014	0.80

- (15) No share options were granted during the nine months ended 30 September 2016. (15) 於截至二零一六年九月三十日止九個月內概無購股權被授出。

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

For the nine months ended 30 September 2016, the Directors are not aware of any business or interest of the Directors, the controlling shareholders and their respective close associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group.

董事於競爭業務之權益

截至二零一六年九月三十日止九個月，董事並不知悉董事、控股股東及彼等各自之緊密聯繫人（定義見創業板上市規則）擁有與本集團業務構成競爭或可能構成競爭之任何業務或權益，亦不知悉任何該等人士與或可能與本集團存在任何其他利益沖突。

AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company's risk management and internal control systems, annual reports, financial statements, half-year reports and quarterly reports and to provide advice and comments thereon to the Board.

The Audit Committee currently comprises three independent non-executive Directors, namely, Mr. Chen Johnny (the Chairman of the Audit Committee), Mr. Lien Jown Jing, Vincent and Mr. Ng Sau Kei, Wilfred and one non-executive Director, Mr. Ma Wing Man. The unaudited consolidated results of the Group for the nine months ended 30 September 2016 have been reviewed by the Audit Committee.

By order of the Board

Viva China Holdings Limited

Li Ning

Chairman and Chief Executive Officer

Hong Kong, 11 November 2016

As at the date of this report, the Board comprises the following members:

Executive Directors:

Mr. Li Ning (*Chairman and Chief Executive Officer*)

Mr. Chan Ling (*Chief Operating Officer*)

Mr. Li Chunyang

Mr. Li Qilin

Non-executive Directors:

Mr. Chan James

Mr. Ma Wing Man

Independent Non-executive Directors:

Mr. Chen Johnny

Mr. Lien Jown Jing, Vincent

Mr. Ng Sau Kei, Wilfred

審核委員會

本公司已根據創業板上市規則第5.28條至第5.29條成立審核委員會（「審核委員會」），並訂立書面職權範圍。審核委員會之主要職責為檢討本公司之風險管理及內部監控制度、年度報告、財務報表、半年報告及季度報告，以及就此向董事會提供建議及發表意見。

審核委員會現時包括三名獨立非執行董事陳志宏先生（審核委員會主席）、連宗正先生及吳守基先生，以及一名非執行董事馬詠文先生。審核委員會已審閱本集團截至二零一六年九月三十日止九個月之未經審核綜合業績。

承董事會命

非凡中國控股有限公司

主席兼行政總裁

李寧

香港，二零一六年十一月十一日

於本報告日期，董事會包括以下成員：

執行董事：

李寧先生（主席兼行政總裁）

陳寧先生（營運總裁）

李春陽先生

李麒麟先生

非執行董事：

陳進思先生

馬詠文先生

獨立非執行董事：

陳志宏先生

連宗正先生

吳守基先生



VIVA CHINA

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