



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

(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



Annual Report  
2017  
年報



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## BOARD OF DIRECTORS

### Executive Directors

Mr. Li Ning (*Chairman & 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. Wang Yan

## AUDIT COMMITTEE

Mr. Chen Johnny (*Chairman*)  
Mr. Lien Jown Jing, Vincent  
Mr. Wang Yan  
Mr. Ma Wing Man

## REMUNERATION COMMITTEE

Mr. Wang Yan (*Chairman*)  
Mr. Chan Ling  
Mr. Chen Johnny  
Mr. Lien Jown Jing, Vincent

## NOMINATION COMMITTEE

Mr. Li Ning (*Chairman*)  
Mr. Chen Johnny  
Mr. Wang Yan

## AUTHORISED REPRESENTATIVES

Mr. Chan Ling  
Ms. Kong Kwok Ha

## COMPLIANCE OFFICER

Mr. Chan Ling

## COMPANY SECRETARY

Ms. Kong Kwok Ha

## AUDITOR

PricewaterhouseCoopers  
Certified Public Accountants  
22/F, Prince's Building  
Central, Hong Kong

## 董事會

### 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  
汪延先生

## 審核委員會

陳志宏先生 (*主席*)  
連宗正先生  
汪延先生  
馬詠文先生

## 薪酬委員會

汪延先生 (*主席*)  
陳寧先生  
陳志宏先生  
連宗正先生

## 提名委員會

李寧先生 (*主席*)  
陳志宏先生  
汪延先生

## 授權代表

陳寧先生  
江國霞女士

## 監察主任

陳寧先生

## 公司秘書

江國霞女士

## 核數師

羅兵咸永道會計師事務所  
執業會計師  
香港中環  
太子大廈22樓

## Corporate Information

### 公司資料

#### PRINCIPAL BANKERS

The Bank of East Asia, Limited  
Hang Seng Bank Limited  
Industrial and Commercial Bank of China (Asia) Limited  
China Citic Bank International Limited  
Dah Sing Bank Limited  
China Merchants Bank Co., Ltd  
China Construction Bank Corporation  
Xiamen International Bank Co., Ltd  
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Grand Cayman KY1-1111  
Cayman Islands

#### PRINCIPAL PLACE OF BUSINESS

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Hong Kong

#### 主要往來銀行

東亞銀行有限公司  
恒生銀行有限公司  
中國工商銀行(亞洲)有限公司  
中信銀行(國際)有限公司  
大新銀行有限公司  
招商銀行股份有限公司  
中國建設銀行股份有限公司  
廈門國際銀行股份有限公司  
瑞士寶盛銀行有限公司  
瑞士銀行·香港

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## SHARE REGISTRARS AND TRANSFER OFFICES

### Cayman Islands

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### WEBSITE

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### STOCK CODE

8032

## 股份過戶登記處

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Cayman Islands

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[www.vivachina.hk](http://www.vivachina.hk)

### 股份代號

8032

# Chairman's Statement

## 主席報告



### *Dear Shareholders,*

In 2017, the Chinese government has continued to roll out innovative reform policies, and has quicken its pace to grow the sports industry into a sustainable driving force for national economic development. Against the backdrop of positive economic development as well as favourable policies and industry environment, the Group continued to adopt and push forward its strategies on community development and sports business in 2017 by adopting diverse "Sports +" modes of operation with sports being the core element, while investing in sports projects with development potential as appropriate and actively seeking new opportunities to diversify its sports-related business. Owing to such efforts, the Group has attained fruitful results during the year.



致各位股東：

二零一七年，中國政府繼續推動改革創新政策，並加快培育體育產業成為國家經濟發展的持續動能。背靠正面的經濟發展、政策氣候及行業環境，本集團於二零一七年持續以體育作為核心元素的多元「體育+」經營模式執行和推進社區發展及體育業務策略，同時適時投資具有發展潛力的體育項目，積極物色新契機拓展體育相關業務多樣化發展，年內取得了豐碩的成果。



## FAST-TRACKING THE COMMUNITY DEVELOPMENT BUSINESS AND ESTABLISHING SPORTS CULTURAL INDUSTRY FUND TO HELP IN EXPANDING SPORTS COMMUNITY PROJECTS

In 2017, the Group expanded the implementation of its community development projects with "Sports + Leisure" as the core elements at a faster pace. Currently, we manage and operate Yangzhou Li Ning Sports Park in Jiangsu province and Linyi Li Ning Sports Centre in Shandong province. The two venues are designed to provide local communities with all-round "Sports + Leisure" experience with related ancillary facilities and services such as sports and fitness coaching and training classes ("Sports + Coaching"), sports rehabilitation center ("Sports + Rehabilitation"), recreation and entertainment activities ("Sports + Entertainment"), organisation of corporate events ("Sports + Culture") and retail consumption ("Sports + Consumption"). Meanwhile, we have continued our negotiations with various local governments and business partners with regard to developing and replicating people-oriented sports communities and sports towns that integrate sports elements into commercial and residential properties ("Sports + Properties") and ancillary service offerings of different industries across China.

## 社區發展業務加快推動成立體育文化產業基金 助力開拓體育社區項目

本集團於二零一七年加快拓展以「體育+休閒」為核心的社區發展項目，現時我們在國內管理和運營位於江蘇省的揚州李寧體育園和位於山東省的臨沂李寧運動中心，旨在為當地社區提供全面的「體育+休閒」體驗，包括體育和健身培訓鍛煉課程（「體育+培訓」）、體能康復中心（「體育+康復」）、休閒娛樂活動（「體育+娛樂」）、文企活動籌辦（「體育+文化」）和零售消費（「體育+消費」）等相關配套設施和服務，同時與不同的地方政府和業務夥伴就於全國發展和複製以人為本、以體育元素及商住房地產（「體育+地產」）和周邊產業服務相互結合的體育社區及體育小鎮進行持續磋商。



In its *Notice on Promoting the Construction of Sports and Leisure-Featured Towns* issued in May 2017, the General Administration of Sport of China set a target of building a number of sports and leisure towns with distinctive sports characteristics across China by 2020 for people's well-being. Serving as a platform for national fitness and a base for the sports industry, such feature towns will be equipped with multiple functions that encompass sports and leisure, culture, healthcare, tourism, elderly care, education and training. Benefiting from favourable national policies and recognition by the government of our business model of developing sports parks, sports communities and sports towns, we managed to establish cooperative relationships with some local governments and entered into strategic cooperation with state-owned and renowned construction and property development companies and financial institution in 2017, which has laid a solid foundation for the Group to pursue and invest in sports communities and other community development projects in different cities.

國家體育總局於二零一七年五月發佈《關於推動運動休閒特色小鎮建設工作的通知》，訂立目標到2020年在全國扶持建設一批體育特徵鮮明、惠及人民健康的運動休閒特色小鎮，以打造包含運動休閒、文化、健康、旅遊、養老、教育培訓等多種功能於一體的全民健身平台和體育產業基地。受惠於優惠國策，加上本集團的體育園及體育社區與體育小鎮業務模式得到政府廣泛認可，我們因此於二零一七年成功與一些地方政府建立了合作關係，並且與國有及知名建築和房地產開發企業和金融機構等訂立策略合作，為本集團於不同城市落實及投資體育社區和其他社區發展項目奠定了穩實基礎。



To further complement its community development strategy, the Group established a Sports Cultural Industry Fund of RMB1.5 billion with a subsidiary of Huarong Real Estate in September 2017 to invest in sports community and sports cultural-related projects with growth prospects. We are convinced that the Fund, as a key milestone for the community development business, will boost the financial and investment capabilities of the Group, help the Group to make decisions in investing and participating in potential community development projects and to bring in new revenue sources.

為進一步配合我們的社區發展策略，本集團於二零一七年九月與華融置業的一家附屬公司共同成立人民幣15億元之體育文化產業基金，以投資具增長前景的體育社區及體育文化相關項目。我們深信此項舉措為社區發展業務極具標誌性的一個里程碑，將有力增強本集團的財務及投資能力，有助決策投資及參與具潛力的社區發展項目，同時帶來新的收入來源。

## STEADILY DEVELOPING THE SPORTS BUSINESS AND MATERIALISING COMMERCIAL VALUE OF OUR SPORTS RESOURCES

The Group made steady progress in its sports business in 2017. We sustained our focus on investing in popular sports with development potential, such as basketball and running. By engaging ourselves in the commercial development and operation of these events and managing sports talents, we aimed to encourage greater public participation in sports activities. In addition, we committed our abundant sports resources to help establishing an integrated sports platform comprising both spectating and participatory events, and by adopting "Sports + Marketing" mode of operation to create, deliver and enhance the commercial value of different sports resources.

## 體育業務穩中求進 成功實現體育資源商業價值

本集團的體育業務在二零一七年得到穩步推進。我們繼續專注投資於較受大眾歡迎以及於體育產業中具有發展潛力的運動領域，包括籃球和路跑等，通過參與這些項目賽事的商業開發和運營工作，以及管理體育人才，鼓勵大眾參與體育活動，並致力利用我們旗下豐富的體育資源推動建立一個涵蓋觀賞性及參與性項目的綜合體育平台，以「體育+市場推廣」之經營模式創造、實現和提升不同體育資源的商業價值。



Basketball remains a key focus of our development. We continued our commercial development of CUBA, CHBL and CJBL in 2017, introduced a number of renowned commercial brands to become sponsors of the School Basketball Leagues and carried out extensive marketing campaigns. In the meantime, we utilised various channels to promote the basketball leagues, and managed to attract wide attention and active participation from basketball fans and young people. Moreover, we provided new sponsorship and marketing related services in relation to a top-tier professional basketball league in the PRC in 2017. The Group will continue to improve and broaden its basketball sports resources to deliver and to enhance the commercial value of high-quality basketball resources, while to effectively promote the basketball culture across all social strata.

一如既往，籃球為我們的重點開拓領域之一。我們在二零一七年繼續商業營運中國大學生籃球聯賽及中國初高中籃球聯賽，成功為校園籃球聯賽引入多家知名商業品牌作為贊助商並開展廣泛的市場推廣，同時利用多渠道宣傳賽事，成功激發球迷和年輕群眾對賽事的廣泛關注及積極參與。我們亦於二零一七年就中國一個高等級職業籃球聯賽提供新的贊助和市場推廣相關服務。本集團將繼續優化並擴展我們的籃球體育資源，以實現和提升優質籃球資源的商業價值，同時有效在社會各階層推廣籃球文化。

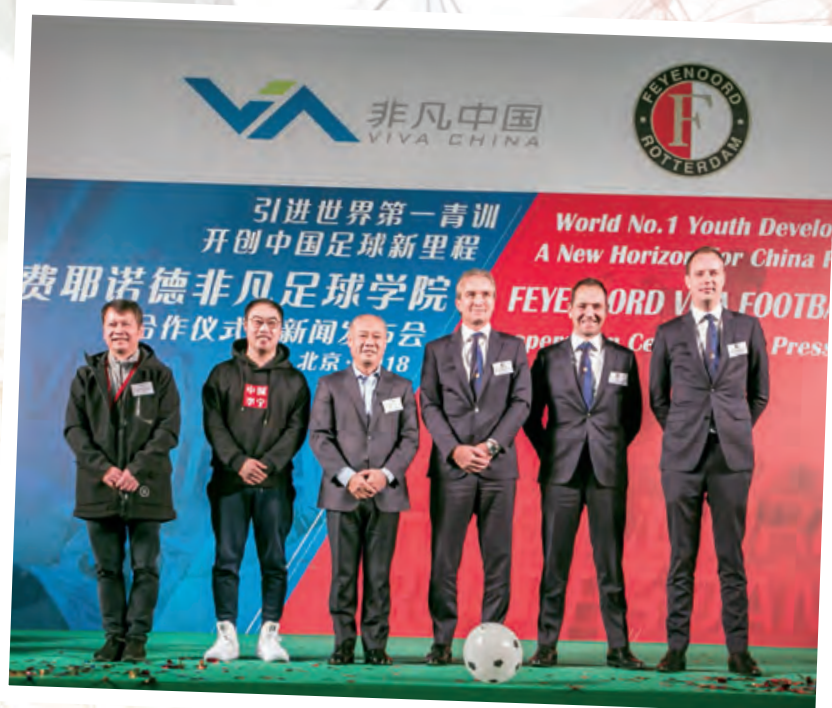


我們在報告期內亦繼續參與「李寧10公里路跑聯賽」的商業運營，取得了品牌贊助和合作夥伴的支持，使其成為中國最具標誌性的路跑賽事之一，並令其成為各贊助品牌進行市場推廣的一個重要平台，助力實現此賽事的潛在商業價值。

During the reporting period, we also continued with our commercial operation of "Li-Ning 10K Running League". By securing sponsorship from commercial brands and support from our cooperative partners, we have made Li-Ning 10K Running League to become one of the most iconic running events in China and an important marketing platform for the sponsors, which in turn helped to deliver the potential commercial value of the event.

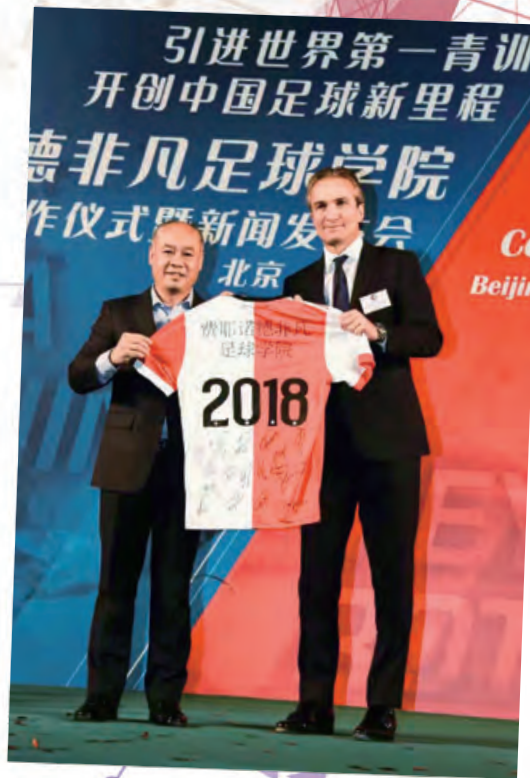
## MATERIALIZING SPORTS-RELATED INVESTMENT AND COLLABORATIONS TO DIVERSIFY OUR SPORTS-RELATED ASSETS

In 2017, the Group was active in seeking and implementing sports-related cooperative projects with development potential, with an aim to diversify the sports-related assets under its management. Such initiatives are expected to create synergies with our community development and sports businesses to provide sustainable driving force for the Group's long-term development. Among the Group's new projects in 2017, the Group has implemented the project regarding "Dr. Chen's Sports Training and Rehab Center" in Li Ning Sports Centres, Li Ning Sports Parks and major Chinese cities jointly established by the Group and Dr. Bob Chen, a sports and physical rehabilitation expert. The sports training and rehabilitation center is designed to provide communities with scientific physical rehabilitation training and health management services. Two centers have commenced operation as of December 2017. Besides, the Group and Feyenoord Rotterdam, a renowned European football club, entered into a strategic partnership agreement in January 2018 to establish and operate "Feyenoord Viva Football Academy" in selected sports communities to promote the development of youth football training, with an aim to provide world-class and highly recognised football training for different strata in China ranging from teenagers to local coaches and school teachers, and contribute to the sustainable development of national football.



### 落實多項體育相關投資合作 達致體育資產多樣化

二零一七年，本集團大力尋求和實踐具有發展潛力的體育相關合作項目，務求令旗下管理的體育資產多樣化，並與我們的社區發展及體育業務產生協同，長遠為本集團提供可持續的發展動力。本集團在年內實現的新項目其中包括與著名運動及體能康復專家陳方燦博士合作於李寧運動中心、李寧體育園及中國主要城市設立「陳博士體能康復中心」，旨在為各社區提供科學化的體能康復訓練及健康管理服務，而截至二零一七年十二月已有兩家中心正式營運。此外，我們於二零一八年一月與歐洲著名足球俱樂部費耶諾德•鹿特丹簽署戰略合作夥伴協議，於中國推動開設和經營足球學校「費耶諾德非凡足球學院」並落戶選定的體育社區，以大力發展足球青訓，旨在向國內不同階層包括從青少年至本地教練及體育老師提供世界級並受高度認可的足球培訓，同時為國家足球運動事業可持續發展作出貢獻。



## EMBRACING CONTINUOUS DEVELOPMENT OF THE SPORTS INDUSTRY AND PROMPTING THE ADVANCEMENT OF OUR BUSINESS

The Chinese government has successively rolled out favourable national policies and guidelines in supporting the sports industry, with the purpose of facilitating comprehensive expansion and innovation in various fields of sports, such as sports leagues in competitive sports, as well as sports training, fitness service and venues operation in public sports. These policies and guidelines also set out quantified targets and specific deployment and arrangements on the scale and operation of every aspect in the sports industry. Hence, we expect that the Chinese sports industry will sustain its development over the coming year, which will provide the Group with room for growth and broad prospect for its development.

Looking into 2018, the Group will further extend the business network and the scope of its community development business, strive to put the business model of "Sports + Communities" into practice, and implement different types of community development projects, content and services at a faster pace. We will also steadily grow our sports business, continue to secure joint investment with business partners and engage ourselves in various types of sports-related projects to diversify our sports-related assets.

## 展望體育產業持續得到發展 業務乘勢推進而上

受惠於中國政府陸續發佈有關體育產業的扶持性國策及實施意見以加快落實體育領域全面拓展革新，包括從競技性體育領域中的如體育賽事，到大眾參與性體育領域中的如體育培訓、健身服務和場館運營等，為體育產業各個範疇的規模和運營訂立出量化目標以及具體的部署和協調。因此，我們預料中國體育行業將於來年得到持續發展，也將為本集團帶來業績上升空間和廣闊的發展前景。

展望二零一八年，本集團將進一步推進旗下社區發展分部的業務網絡及範疇，努力實踐「體育+社區」發展模式，加快落實不同類型的社區發展項目、內容和服務。同時穩步發展體育業務，並繼續爭取與業務夥伴合作投資及參與多類型的體育相關項目，以豐富我們旗下的體育資產。





## CONCLUSION AND APPRECIATION

A journey of a thousand miles begins with a single step. Engraved in our mind is the Group's mission to promote healthy lifestyle and sports culture. By capitalising on our strong resources in sports and achieving industries integration through adopting various "Sports +" modes of operation, we work hard to implement our strategies for our sports business and community development business to help to create a sportive and healthy environment, aiming to promote national fitness and improve the quality of life for urban dwellers. We will continue our efforts to fully tap into the potential and value of the sports industry, seeking to become a leading sports enterprise with sustainable development. In 2018, the Group will use its best endeavours to make further progress in its business.

Finally, on behalf of the Board, I would like to thank our Shareholders and business partners for their constant trust in and resolute support to the Group. My appreciation also goes to the management team and all the staff for their dedication and contribution over the past year. We will stay firm in our posts in the coming year and create long-term value for our Shareholders.

### Li Ning

Chairman, Chief Executive Officer and Executive Director  
22 March 2018, Hong Kong

## 寄語及致謝

「千里之行，始於足下。」我們始終謹記本集團之宗旨，肩負宣揚健康生活方式及體育文化的使命，利用我們強大的體育資源，以各種「體育+」之經營模式與不同產業融合，努力不懈並專注實現體育及社區發展業務戰略，營造運動及健康的環境，以推廣全民健身及提升城市人民生活質素為目標；同時繼續充分發揮體育產業的潛力與價值，成為首屈一指的可持續發展體育企業。二零一八年我們將全力以赴砥礪前行，推動本集團各業務拓展更上層樓。

最後，本人謹代表董事會同寅感謝各位股東及業務夥伴一直對本集團的信賴和忠實支持，並謹向管理團隊和全體員工在過去一年作出之貢獻和努力致以衷心的謝忱。我們承諾將於來年繼續謹守崗位，為股東締造長遠價值。

主席、行政總裁兼執行董事

李寧

二零一八年三月二十二日，香港





# Business Review

## 業務回顧



2017 李宁路跑联赛 · 武汉站  
2017 LI-NING RUNNING LEAGUE · WUHAN





## COMMUNITY DEVELOPMENT

The Group has endeavoured to develop and replicate sports communities across the PRC to help in creating a sportive and healthy environment for the neighbourhoods, ultimately driving nationwide participation in sports and leisure activities. In 2017, we have been actively pursuing opportunities in developing the sports community and community development projects nationwide.

### 社區發展

本集團一直致力於全國發展和複製體育社區，為社區大眾打造體育與健康並重的環境，鼓勵全民參與體育及休閒活動。於二零一七年，我們在全國積極尋求契機以拓展體育社區和社區發展項目。



## Sports Centre & Sports Park

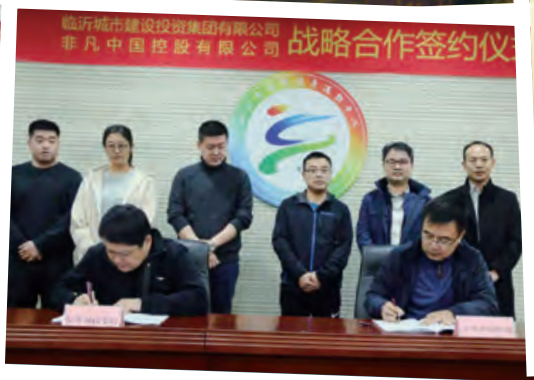
Li Ning Sports Centre and/or Li Ning Sports Park are the core component of our sports community. Located at the center of Linyi city of Shandong Province and invested by the People's Government of Linyi, Linyi Li Ning Sports Centre aims to provide the neighbourhood with various sports-related facilities and service. Currently, it is equipped with facilities including badminton courts, basketball courts, tennis and squash courts, swimming pool, gym and yoga studios, and multi-functional activities room, etc. We have secured the operating and management rights for the Linyi Li Ning Sports Centre, which has commenced operation in January 2018. Under the Group's management and operation starting from 2018, Linyi Li Ning Sports Centre is expected to be optimised with a larger variety of sports-related and commercial ancillary offerings catered for local needs, such as coaching and training courses, F&B and sports rehabilitation services.

Meanwhile, the Group continued to manage and operate Yangzhou Li Ning Sports Park during the reporting period. Campaigns in promoting mass participation of sports and leisure activities were held throughout the year in the sports park, and have greatly promoted the popularity of sports and social interaction in the Yangzhou neighbourhood. In December 2017, Yangzhou Li Ning Sports Park has been named as the "Ten Best Sports Park in Jiangsu Province" in Jiangsu Sports Industry Conference, with Jiangsu Provincial Sports Bureau as one of the guiding units.

## 運動中心與體育園

李寧運動中心及／或李寧體育園是我們體育社區的核心組成部分。臨沂李寧運動中心位於山東省臨沂市中心，由臨沂市人民政府投資興建，旨在為當地社區提供多種體育設施和服務。目前設有羽毛球場、籃球場、網球場、壁球場、游泳池、健身房、瑜伽室、多功能活動室等設施。我們擁有臨沂李寧運動中心的運營管理權，並已於二零一八年一月開始營運。自二零一八年起在本集團的管理及營運下，預計臨沂李寧運動中心將增加更多體育相關和商業配套服務，例如培訓鍛煉課程、餐飲和體能康復等，以滿足當地社區需要。

同時，本集團於報告期內繼續管理和營運揚州李寧體育園。年內，體育園積極組辦各種群眾體育休閒項目，有力促進了揚州地區的體育氛圍和社區交流。於二零一七年十二月，由江蘇省體育局作為指導單位之一的江蘇體育產業大會向揚州李寧體育園授予「江蘇省十佳體育公園」之稱。



### Sports Community & Sports Town

In 2017, the Group has been active in conducting negotiations with various local governments and business partners to develop and replicate sports community projects across China, such as Beijing, Shanghai, Guangdong-Hong Kong-Macao Bay Area, Nanjing, Shenzhen, Suzhou, Jiaxing, Xi'an, Qingdao and Tianjin. As of 31 December 2017, we have entered into cooperation framework agreements with the local governments and/or cooperative partners of Liuzhou, Nantong, Kunming, and Zhaoqing regarding the development of sports park and/or sports community. Meanwhile, the Group also entered into cooperative arrangements with state-owned and reputable construction and property development enterprises to pursue sports community development projects across the PRC.

### 體育社區與體育小鎮

二零一七年，本集團一直積極與不同地方政府和業務夥伴就於全國各個城市，包括北京、上海、粵港澳大灣區、南京、深圳、蘇州、嘉興、西安、青島及天津等就發展和複製體育社區項目進行持續磋商。截至二零一七年十二月三十一日，我們已與柳州、南通、昆明和肇慶的多個地方政府及／或合作夥伴簽署發展體育園及／或體育社區的合作框架協議。此外，本集團亦與國有及知名建築和房地產發展企業開展不同合作模式，以攜手在全國落實體育社區發展項目。



### 體育文化產業基金

於二零一七年九月，本集團與華融置業的一家附屬公司共同成立人民幣15億元的體育文化產業基金，以投資具增長前景的體育社區及體育文化相關項目。我們深信此項舉措是社區發展業務具有深遠意義的一個里程碑，將有力增強本集團的財務及投資能力，有助決策投資及參與中國具潛力的社區發展項目，以及因國家優先政策及體育產業快速發展而帶來全國對健身及文娛設施和服務的強大需求所衍生的其他體育及文化相關項目，同時透過體育文化產業基金投資相關項目取得管理費及其他相關費用收入，為本集團帶來新的收入來源。



### Sports Cultural Industry Fund

The Group has set up a Sports Cultural Industry Fund of RMB1.5 billion with a subsidiary of Huarong Real Estate in September 2017, with an objective to invest in sports community and sports and cultural related projects with development potential. We believe that such initiative represents a milestone of our community development to strengthen the Group's financial and investment capabilities in determining to invest and participate in prospective community development projects, and other sports and cultural related projects in the PRC brought about by the preferential state policies and the evolvement of the sports industry, which contributed to the strong demand for fitness and recreational facilities and services across the country. Meanwhile, the Group will create new revenue sources by generating management fee and other related fee income from the projects under the Sports Cultural Industry Fund's investment.



## SPORTS

In 2017, the Group continued its commitment in realising and enhancing the commercial values of our sports resources, and encouraging mass participation in sports activities through commercial development of sports events, management of sports talent, and provision of sports-related marketing and consultancy services. We also identified and marketed sponsorship opportunities through different types of sports and events, and provided related marketing and sponsorship services, trying to maximise their commercial values and synergize our sports resources.

## 體育

於二零一七年，本集團繼續致力透過參與體育賽事的商業開發、體育人才管理及提供體育相關市場推廣及諮詢服務，實現和提升旗下體育資源的商業價值，並鼓勵大眾參與體育活動。我們亦尋求並推廣不同類型的體育資產和賽事的贊助機會，以及提供相關市場推廣及贊助服務，以盡力發揮其最大的商業價值，並實現我們旗下體育資源的協同效益。



## Basketball

The Group continued its commercial development and provided marketing services to the School Basketball Leagues, namely Chinese University Basketball Association ("CUBA"), Chinese High School Basketball League ("CHBL") and Chinese Junior School Basketball League ("CJBL") in the year.

## 籃球

年內，本集團繼續為校園籃球聯賽，包括中國大學生籃球聯賽（「CUBA」）、中國高中籃球聯賽（「CHBL」）和中國初中籃球聯賽（「CJBL」）提供商業開發及市場推廣服務。





## Business Review 業務回顧

The Group lined up and collaborated with a number of renowned commercial brands as sponsors and cooperative partners for the School Basketball Leagues, and worked with them to carry out interactive marketing campaigns through on-site and various online platforms during the reporting period. For instance, basketball league themed carnival and booths with promotional products and youth culture elements were set on-site for interactive participation of the audience. Through various social media platforms, teasers were made available to fans showcasing special interests and habits of the star league players, such as their workout program and meal arrangement in preparing the final league. Content related to the basketball league as well as the sponsoring brand were presented in the



報告期內，本集團為校園籃球聯賽引入多個知名商業品牌作為贊助商及合作夥伴，在現場和多種線上平台開展互動市場推廣活動，如籌辦籃球聯賽主題嘉年華活動，並在現場設置融合主題、推廣產品及青年流行文化元素的攤位，吸引觀眾互動參與；在多種社交媒體上推出展示聯賽明星球員愛好和習慣的預熱片，向粉絲介紹明星球員的決賽前訓練計劃及飲食安排等；以及通過網絡紅人的支持者頁面宣傳籃球聯賽及贊助品牌的相關內容，吸引網民關注。報告期內，我們透過在校園籃球聯賽的平台開展各式宣傳活動，成功觸達並吸引眾多球迷和籃球愛好者，激發並實現校園籃球聯賽的商業價值。



fans page of KOL (key opinion leaders in online channels) to attract online viewers. By carrying out different promotional initiatives via the School Basketball Leagues platform, we succeeded in reaching and capturing fans and basketball enthusiasts, while boosting and realising the commercial values of the School Basketball Leagues during the reporting period.

Moreover, in 2017, the Group provided new sponsorship and marketing related services to two renowned sports brands regarding another top-tier professional basketball league in the PRC.



此外，本集團於二零一七年向兩家著名運動品牌就中國另一個高等級職業籃球聯賽提供新的贊助和市場推廣相關服務。

CUBA 2016/2017 Season  
CUBA二零一六／二零一七賽季

- Attracted **7,434** players (2015/2016: 6,588 players) from **620** teams (2015/2016: 549 teams) in 10 major zones, among the 33 zones that covered municipalities, provinces and autonomous regions in the PRC where the Group owes the commercial development rights
- Hit rate of the dominating theme of CUBA Official Weibo "#CUBA 荷爾蒙#" recorded a viewership of **420+ million** times
- 本集團所擁有的CUBA商業推廣權覆蓋全國33個省、市和自治區的賽區，我們重點推廣10個賽區，共吸引**620**支參賽隊伍（二零一五至二零一六年度賽季：549支）、**7,434**名運動員參賽（二零一五至二零一六年度賽季：6,588名）
- CUBA官方微博的賽事主話題「#CUBA 荷爾蒙#」閱讀量突破**4.2**億次

Sponsors 贊助商

Master Kong Braised Beef Noodle  
康師傅紅燒牛肉麵 ▼

Chinese food brand  
中國食品品牌



▲ Master Kong Ice Tea  
康師傅冰紅茶

Chinese beverage brand  
中國飲料品牌

◀ JD Finance 京東金融

Chinese financial institution  
中國金融機構



▲ NetEase and Blizzard Entertainment  
網易暴雪

Entertainment game developer  
遊戲娛樂公司

Running

The Group continued to undertake the commercial development and coordination of Li-Ning 10K Running League in 2017. Covering 14 cities with a participation of over 44,000 runners, Li-Ning 10K Running League has become one of the most popular running events in the PRC for corporates and cooperative partners to carry out promotional initiatives and expand their brand presence.

路跑

於二零一七年，本集團繼續推動「李寧10公里路跑聯賽」的商業開發和運營。「李寧10公里路跑聯賽」覆蓋全國14個城市，參與跑者共逾44,000人，已成為中國企業及合作伙伴進行推廣活動以擴大品牌影響力的最受歡迎路跑活動之一。



Guangzhou  
廣州



Kunming  
昆明

Chongqing  
重慶



Shanghai  
上海

Ningbo  
寧波

Xi'an  
西安





Hohhot  
呼和浩特

Harbin  
哈爾濱

Shenyang  
瀋陽

Zhengzhou  
鄭州

Jinan  
濟南

Beijing  
北京

Wuhan  
武漢

Shenzhen  
深圳



## Sports Talent Management

The Group continued to provide sports talent management services with renowned athletes in the PRC, and arranged our sports talents to participate in selected and sports-related commercial engagement, such as TV reality shows and sports marketing events.

## OTHER SPORTS-RELATED INVESTMENTS AND CO-OPERATION

In 2017, we accelerated our efforts to strike investments and strategic partnerships regarding community development projects and sports-related commercial opportunities with growth prospects. Such investments and cooperation initiatives are believed to supplement our sports portfolio and achieve synergies with our principal business on community development and sports.

### Strategic Partnership with Feyenoord to Establish Feyenoord Viva Football Academy

Throughout 2017, the Group was engaged in negotiation with Feyenoord Rotterdam, the Dutch Eredivisie champion 2016-2017 and a major powerhouse, and entered into a strategic partnership with it in January 2018 to jointly launch "Feyenoord Viva Football Academy" across China, mainly in selected sports communities. Through the introduction of the award-winning, systematic and highly-regarded football training programme of Feyenoord with its professional coaches and extensive resources to Feyenoord Viva Football Academy, we targeted to develop youth football training nationwide, and to promote strategic development of the football industry in China. The collaboration is a critical step for the Group to explore into the diversification of sports-related businesses, and is expected to enrich our sports resources in the field of football, while assisting in our negotiations with the local governments in replicating our sports community projects in different places.

## 體育人才管理

本集團繼續為知名中國運動員提供人才管理服務，並安排我們的體育人才參與合適的體育相關商業活動，如電視真人秀節目和體育推廣活動等。

## 其他體育相關投資及合作

我們於二零一七年加快落實具增長前景的社區發展項目及體育相關商業機會之投資及策略合作。我們相信該等投資及合作舉措將為我們的體育組合帶來互補，並與我們的社區發展及體育相關主營業務形成協同。

### 與費耶諾德合作打造費耶諾德非凡足球學院

本集團於二零一七年一直與荷蘭足球甲級聯賽巨擘兼二零一六至二零一七年賽季冠軍費耶諾德·鹿特丹進行磋商，並於二零一八年一月建立戰略合作關係，以共同於全中國開設「費耶諾德非凡足球學院」，並主要落戶選定的體育社區，通過引入費耶諾德屢獲殊榮及備受讚譽的系統化足球培訓系統以及其專業的教練及豐富資源，我們目標於「費耶諾德非凡足球學院」在中國各地發展青少年足球培訓，並推動中國足球行業的戰略發展。此項合作是本集團探求體育相關業務多元化發展的重要舉措，預期將可豐富我們於足球領域的體育資源，同時有助我們就於不同地區複製我們的體育社區項目與地方政府進行磋商。



### Dr. Chen Sports Training & Rehabilitation Center to Enhance Physical Performance

The Group has co-operated with Dr. Bob Chen, a reputed sports and physical rehabilitation expert, in the fourth quarter of 2017 and targeted to set up "Dr. Chen Sports Training & Rehab Center" across Li Ning Sports Centres, Li Ning Sports Parks and major cities in the PRC. Such collaboration aims to provide scientific physical rehabilitation training and health management services to professional and amateur athletes and the community. Two centres have commenced operation as of 31 December 2017.



### 陳博士體能康復中心助力提升運動表現

本集團於二零一七年第四季度與著名運動及體能康復專家陳方燦博士合作，目標於李寧運動中心、李寧體育園及中國主要城市設立「陳博士體能康復中心」。此項合作旨在為專業及業餘運動員以及社區提供科學化的體能康復訓練及健康管理服務，而截至二零一七年十二月三十一日已有兩家中心開始運營。



### Jump 360 signed Agreement with Beijing Capital Grand to Deepen Nationwide Coverage of Trampoline Park

Jump 360, an operator of one of the largest indoor trampoline parks in Asia of which the Group being one of the founding shareholders, has entered into an agreement with a subsidiary of Beijing Capital Grand in October 2017 to pursue further geographical penetration of trampoline projects particularly in the "Capital Outlets" operated by Beijing Capital Grand nationwide, initially at Nanchang (opened in February 2018) and Wuhan.



### Jump 360與首創鉅大簽署協議 深化全國彈跳公園覆蓋

全亞洲最大之一的室內彈跳公園運營商Jump 360(本集團為其創始股東之一)於二零一七年十月與首創鉅大的一間附屬公司訂立協議，主要於首創鉅大運營的「首創奧特萊斯」在全國佈局蹦床項目，並將先落戶南昌(已於二零一八年二月開幕)及武漢。

## KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Employees, customers and suppliers are crucial to the success of the Group. As such, the Company has maintained a smooth communication with all stakeholders to establish mutual trust, in pursuing outstanding environmental, social and governance performance.

The Group adopts a people-oriented approach to formulate its human resource policy, to provide employees with reasonable remuneration and welfare and make adjustments when appropriate. Moreover, in addition to requiring employees to comply with occupational safety rules and procedures, the Group also cares for the well-being of employees by launching various staff caring programs for employees to relax. The Group also offers employees with extensive training programs to enhance their lateral skills, enabling them to have better development opportunities in the long run.

The Group strives to provide goods and services of the best quality to our customers. By listening to customers' feedback, the Group has established effective communication channels, and maintains a cordial relationship with our customers. The Group believes that the success of the Group lies in quality of service. Hence, the Group is committed to building an integrated sports platform featured with spectating and participatory projects, aiming to meet the needs of our customers with quality sports resources and involve the public in sports events.

The Group dedicates itself to establishing a long-term partnership with its suppliers. To maintain a cordial relationship, it is crucial that we ensure the products and services provided by suppliers meet the specified requirements. The Group has established strict procurement standards, performed regular quality inspection to maintain the quality of products and services.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

As a responsible corporate citizen, the Group attaches high importance to environmental issues. Though the Group is not a high-pollution generated enterprise, it actively integrates the concepts of environmental protection and green building into different business segments as practicable as possible.

## COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in the PRC while the Company itself is listed on the Stock Exchange. In order to minimise the environmental, social and governance risks, the Group operates its business in a manner that satisfies the relevant laws and regulations in respect of employee benefits, safety and environment. During the reporting period of 2017, we have complied with the relevant laws and regulations in the jurisdictions where it operates, i.e. the PRC and Hong Kong, in all material respects.

For more information about the measures adopted by the Group for environmental protection and regulatory compliance during this financial year, please refer to the environmental, social and governance report of this annual report.

## 與僱員、客戶及供應商的重要關係

員工、客戶及供應商對本集團的成功尤關重要。為此，本公司一直著意與各利益相關方保持良好的溝通及交流，建立互信的關係，以追求卓越的環境、社會及管治表現。

本集團採取以人為本的方針制定人力資源政策，為員工提供合理報酬及福利，並適時進行調整。另外，本集團也照顧員工的身心健康，除了要求員工恪守職業安全規則及程序外，也設計了不同的員工關愛活動，讓員工舒展身心。本集團亦為員工提供豐富的培訓專案，提升員工的綜合技能，讓他們長遠而言有更佳的发展機會。

本集團務求為客戶提供最優質的商品及服務。本集團用心聆聽客戶聲音，已建立有效的溝通渠道，與客戶保持良好關係。本集團相信集團的成功取決於服務品質。本集團打造兼具觀賞性及參與性項目的綜合體育平台，以優質的體育資源滿足客戶所需，讓大眾共同投入體育項目。

本集團致力與供應商建立長期的合作夥伴關係。要維持良好的合作關係，我們必先確保供應商的產品和服務達到指定要求。本集團已建立嚴格的採購標準，並定期進行品質檢驗，以保持產品及服務品質。

## 環保政策及表現

作為負責任的企業公民，本集團高度關注環境保護議題。縱使本集團不屬於高污染的企業，也積極把環境保護、綠色建築等概念於可行情況下融入於各個業務板塊中。

## 遵守法律及法規

本集團的業務主要由位於中國的附屬公司開展，而本公司為聯交所上市公司。本集團的營運本着合符各項有關勞工福利、安全和環境等範疇的法規，把環境、社會及管治的風險降至最低。於二零一七年的報告期內，本集團已在所有重大方面遵守其營運所在司法權區（即中國及香港）的相關法律及法規。

更多有關本集團在本財政年度中環保及法規合規表現的相關資訊，請參閱此年報內的環境、社會及管治報告。

## PROSPECTS

China is now undergoing a transitional period in optimising its economy structure, hence we anticipated that this may bring challenges and uncertainties to the national economic development in 2018. Moreover, our community development business may be affected by the expectation of property market fluctuation as a result of implementation of tighten control measures or promulgation of related government policies in the coming year. Nonetheless, in its *World Economic Outlook* released in January 2018, the International Monetary Fund forecasted that China's economy will grow at a higher rate of 6.6% in 2018. In addition to the expected national economic growth, China has successively rolled out favorable policies and opinions to help aggregate social resources to the sports industry in the past two years. With such, we trust the favourable economic backdrop and policy incentives will provide a catalyst for the sports industry to prioritise the implementation of relevant policies and indicators, enhance its reform and achieve steady development in 2018. On the other hand, people nowadays tend to have stronger health awareness and cultivate the habit of regular exercise and training, which has also become a trend in daily routine and social networking. As such, we can see the growing demand from the general public for sports venues and facilities as well as personalised sports training services, as a result of its increasing engagement in participatory sports. Members of the public also desire the integration of elements of leisure, recreation and community exchanges into sports activities to enrich their life in leisure time. Sports venues are a basic component of participatory sports. In the *Notice on Promoting the Construction of Sports and Leisure-Featured Towns* issued in 2017, the General Administration of Sport also underlined its support to build sports and leisure-featured towns across the country, as platforms for national fitness. Therefore, the Group believes that there will be great potential in the development of sports venues and sports-featured towns. Such potential may be impacted by a change in related government policies, which may in turn affect the development of the Group's principal businesses.

An application was made by the Company to the Stock Exchange for the Company's transfer of listing from the GEM to the Main Board of the Stock Exchange in January 2018. Since our corporate mission and principal business strategy are in line with national policies in regard of sports industry development, we will seize the golden opportunities in 2018 to fast-track our community development business, use our best endeavours to expand our business network and conduct negotiations with our business partners, and actively invest in and materialise the development of sports centres, sports parks, sports communities, sports towns and related community development projects. We will also focus on the development of service offerings and content for sports coaching and training, and explore the implementation of various "Sports +" business model by integrating sports resources with leisure consumption, tourism, property, fitness and healthcare consumables, education and training, and culture and entertainment to create sportive and healthy living environment and atmosphere for different communities and walks of life. Meanwhile, we will continue to enrich our resources for group sports events, while seeking for investment and cooperation on a wide range of sports and health related projects, all in an effort to diversify our sports assets that create greater synergy with our principal businesses, and ultimately deliver the maximum commercial value.

## 展望

中國現時正處於優化經濟結構的轉型時期，因此我們預料這或會為二零一八年的全國經濟發展帶來挑戰和不穩定性。此外，我們的社區發展業務於來年或可能受到政府實施更嚴格的調控措施或頒佈相關政策而導致房地產市場預期性波動所影響。儘管如此，國際貨幣基金組織在二零一八年一月發佈之《世界經濟展望報告》中預測，二零一八年中國經濟增長率將增至6.6%。國家經濟預期上行，加上過去兩年所推出的優惠國策及實施意見陸續推動社會資源向體育產業聚集，我們相信這將成為二零一八年體育行業重點落實政策指標、深化變革和穩固發展的催化劑。另一方面，人們現時更趨向加強健康意識、培養恆常的健身鍛煉習慣並成為了生活和社交潮流，我們可見因更多公眾參加參與性運動而對體育場館設施和個人化的體育培訓服務等需求日益高漲，同時渴求體育活動融合休閒娛樂和社區交流元素以完善閒暇生活所需。體育場館及場地是參與性體育基礎的組成元件，而國家體育總局於二零一七年所發佈的《關於推動運動休閒特色小鎮建設工作的通知》亦強調於全國扶持建設運動休閒特色小鎮作為全民健身的平台，因此本集團相信體育場館及體育特色小鎮的開發將具備巨大潛力。該潛力或可能會受到相關政策之變動而有所改變，從而對本集團的主營業務發展產生影響。

本公司已於二零一八年一月向聯交所提交申請由GEM轉至主板上市。本集團的企業宗旨和主營業務策略與體育產業發展相關的國策一致，因此我們將把握二零一八年此黃金契機加快推進社區發展業務，竭力拓展業務網絡以及與業務夥伴進行磋商，積極投資和落實建設運動中心、體育園、體育社區、體育小鎮及相關社區發展項目，並重點發展體育培訓和鍛煉之服務和內容，開發更多體育資源與城市休閒消費、旅遊、地產、運動健康消費品、教育培訓與文化娛樂等有機結合，以「體育+」模式為不同社區和群眾創造運動和健康的生活環境及氛圍。另一方面我們將繼續擴展群眾性體育賽事資源，同時廣泛尋求和開展各體育和健康相關項目的投入及合作，以實踐體育資產多樣化並與我們的主營業務產生協同，從而達致最大的商業價值。



# Financial Review

## 財務回顧

### RESULTS

For the year ended 31 December 2017, the Group's consolidated revenue was HK\$612.5 million (2016: HK\$552.2 million), representing an increase of 10.9%. The increase in revenue was mainly driven by improvements in the contribution from both the sports segment and the community segment especially in the last quarter of the year due to new commercial contracts signed with customers. Gross profit of the Group for the year was HK\$94.5 million (2016: HK\$120.8 million), representing a decrease of HK\$26.3 million or 21.8% as compared to the year of 2016. The decrease in gross profit was mainly attributable to the decrease in the gross profit from the sports segment, particularly, the sports talent management income which contributed to a higher gross profit margin in prior year.

The Group's other income and other gains-net for the year amounted to HK\$42.1 million (2016: HK\$41.4 million). Other income and other gains-net during the year was mainly attributable to government grants of HK\$35.9 million (2016: HK\$35.3 million) and interest income of HK\$5.1 million (2016: HK\$4.8 million).

Selling and distribution expenses for the year amounted to HK\$21.6 million (2016: HK\$16.6 million), representing an increase of HK\$5.0 million or 30.1% as compared to the year of 2016. The increase was mainly due to surging marketing and promotional expenditures incurred in the second half of 2017 as a result of new sponsorship and marketing related services provided in relation to a top-tier professional basketball league in the PRC.

Administrative expenses and other operating expenses ("Administrative Expenses") incurred in the year amounted to HK\$184.8 million (2016: HK\$119.0 million), which represents a significant increase of HK\$65.8 million or 55.3% as compared to the year of 2016. The increase in Administrative Expenses was primarily due to increase in share option expenses of HK\$49.7 million and increase in fair value loss of investment properties of HK\$6.8 million. Administrative Expenses included non-cash items which amounted to HK\$92.1 million (2016: HK\$34.4 million), mainly representing share options expenses of HK\$52.6 million, fair value loss of investment properties of HK\$28.4 million, foreign exchange loss and depreciation of property, plant and equipment, etc. Excluding these major non-cash items, Administrative Expenses for the year would be HK\$92.7 million (2016: HK\$84.6 million), which represents an increase of 9.6% due to organic growth.

### 業績

截至二零一七年十二月三十一日止年度，本集團之綜合收益為612,500,000港元（二零一六年：552,200,000港元），增加10.9%。收益增長主要乃受來自體育分部及社區分部之貢獻改善，尤其是本年度最後一個季度由於與客戶簽訂的新商業合約所帶動。年內本集團之毛利為94,500,000港元（二零一六年：120,800,000港元），較二零一六年減少26,300,000港元或21.8%。毛利減少乃主要由於體育分部之毛利下降，尤其是對上一年度的較高毛利率作出貢獻的體育人才管理收入減少。

本集團於年內錄得其他收入及其他收益淨額為42,100,000港元（二零一六年：41,400,000港元）。於年內，其他收入及其他收益淨額主要源於政府補助35,900,000港元（二零一六年：35,300,000港元）及利息收入5,100,000港元（二零一六年：4,800,000港元）。

年內之銷售及分銷開支為21,600,000港元（二零一六年：16,600,000港元），較二零一六年增加5,000,000港元或30.1%。該增加乃主要由於在二零一七年下半年就一個中國高等級職業籃球聯賽提供新的贊助和市場推廣相關服務而導致營銷及推廣開支激增。

年內產生之行政費用及其他經營開支（「行政費用」）為184,800,000港元（二零一六年：119,000,000港元），較二零一六年大幅增加65,800,000港元或55.3%。行政費用增加乃主要由於購股權開支增加49,700,000港元及投資物業公平值虧損增加6,800,000港元。行政費用包含之非現金項目為92,100,000港元（二零一六年：34,400,000港元），主要包括購股權開支52,600,000港元、投資物業之公平值虧損28,400,000港元、匯兌虧損及物業、廠房及設備之折舊等。撇除該等主要非現金項目後，年內之行政費用應為92,700,000港元（二零一六年：84,600,000港元），增加9.6%來自有機增長。

Finance costs for the year amounted to HK\$87.2 million (2016: HK\$10.1 million). The increase in finance costs was primarily attributable to the amortisation of convertible notes issued in December 2016.

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 year, the Group shared the results of Li Ning Co based on its adjusted financial results for the twelve months ended 30 September 2017 adjusted by any significant events or transactions for the period from 1 October 2017 to 31 December 2017. There is no non-coterminous period end for other associates and joint ventures.

On 3 February 2017, Li Ning Co issued 168,629,032 new ordinary shares upon the conversion of convertible bonds in the principal amount of RMB561.0 million issued by Li Ning Co. The Group's equity interests in Li Ning Co have been diluted from approximately 24.3% to approximately 22.6% and a loss on deemed partial disposal of HK\$67.7 million has arisen. During the year, taking into account the loss on deemed partial disposal, the Group shared profits of associates and joint ventures amounting to HK\$48.2 million (2016: HK\$95.6 million).

During the year, the Group has recorded a net loss attributable to equity holders of HK\$109.7 million comparing to a net profit attributable to equity holders of HK\$103.6 million for the year 2016, representing a difference of HK\$213.3 million. The change was mainly due to the major non-cash items including the deemed partial disposal loss as a result of the dilution of the Group's equity interests in Li Ning Co, amortisation of convertible notes in finance costs, share option expenses and fair value loss of investment properties mentioned above.

## SEGMENT

### 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.

年內財務成本為87,200,000港元(二零一六年: 10,100,000港元)。財務成本增加乃主要由於二零一六年十二月發行之可換股票據攤銷所致。

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。於年內，本集團根據李寧公司截至二零一七年九月三十日止十二個月之經調整財務業績(已就二零一七年十月一日至二零一七年十二月三十一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並沒有不同的結算日期。

於二零一七年二月三日，李寧公司因由其發行本金額人民幣561,000,000元的可換股債券獲轉換而發行168,629,032股新普通股。本集團於李寧公司之股權比例已由約24.3%攤薄至約22.6%，並產生視作部分出售之虧損67,700,000港元。年內，經計及視作部分出售之虧損，本集團應佔聯營公司及合營企業溢利為48,200,000港元(二零一六年: 95,600,000港元)。

年內，本集團錄得權益持有人應佔虧損淨額109,700,000港元，而二零一六年錄得權益持有人應佔溢利淨額103,600,000港元，差額213,300,000港元。該變動乃主要由於上文所述主要非現金項目，包括因本集團於李寧公司之股權攤薄而產生之視作部分出售之虧損、財務成本內可換股票據之攤銷、購股權開支及投資物業之公平值虧損。

## 分部

### 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。

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 seeks cooperation with different prospective contracting parties, including local governments, property development companies, construction and landscaping companies, and established financial institutions. The Group is filtering 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 continue to invest in development and related opportunities on sports communities with enormous growth prospects in the PRC. It is the Group's long-term strategy to build a comprehensive community development network, including both hardware and software elements, in order to develop high quality, environmentally-friendly and profitable communities. We trust that the expected vertical and horizontal expansion and integration of this business segment will generate values for our shareholders in the long run.

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.

In November 2017, the Group had secured the operating and management rights for the Linyi Li Ning Sports Centre which is located at the centre of Linyi city of Shandong Province and invested by the People's Government of Linyi. Linyi Li Ning Sports Centre aims to provide the neighbourhood with various sports-related facilities and services. Linyi Li Ning Sports Centre has commenced operation in January 2018, which is expected to generate additional revenue to the Group and strengthen our sports community network.

The Group has also entered into cooperation framework agreements in regard of the development of sports parks and/or sports community in Liuzhou, Nantong, Kunming, and Zhaoqing in China. The Group will continue to pursue this as one of its development strategy and expect the expansion of this business segment will gather pace as a result.

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。本集團致力於篩選投資經營體育園項目之合作機會，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。本集團將繼續投資於中國擁有巨大增長前景的體育社區的發展及相關機遇。本集團之長期策略為建立全面的社區發展網絡，其中包括軟件及硬件元素，以發展高質量、環境友好及具盈利能力的社區。我們相信此業務分部的預期縱向及橫向擴張和整合將能為股東創造長期價值。

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。

於二零一七年十一月，本集團取得位於山東省臨沂市市中心並由臨沂市人民政府投資的臨沂李寧運動中心的運營管理權。臨沂李寧運動中心旨在為周邊社區提供多樣化的體育相關設施及服務。臨沂李寧運動中心已於二零一八年一月開始營運，預計將為本集團貢獻額外收入並強化我們的體育社區網絡。

此外，本集團已於中國柳州、南通、昆明及肇慶就體育園及／或體育社區發展簽署合作框架協議。本集團將繼續以此作為其發展戰略之一，並預期此業務分部將因此得以迅速擴張。

The community development segment generated revenue totalling HK\$434.6 million (2016: HK\$395.0 million) for the year ended 31 December 2017, which represents an increase of HK\$39.6 million or 10.0% as compared to the year of 2016. Particularly, we recorded an encouraging growth of 52.1% in sports park operations during the year. The revenue was mainly derived from the sales of construction materials, community development consultancy services and sports park operations as the Group expanded its business network in tandem with the development of this segment. The Group's strategy is to expand into the upstream and downstream industry networks as an integral part of further build-out of our community development business. We actively expanded and optimised the construction materials business network and managed to establish good working relationships with various construction materials suppliers and customers, so as to lay a solid foundation for our construction of and investment in sports community projects in different cities. Taking into account the expenses incurred for potential community development projects, this segment reported an operating profit of HK\$36.2 million (2016: operating profit of HK\$38.6 million) during the year which represented a slightly decrease of 6.2%.

## Sports

The sports segment continued its business which encompasses event production and coordination of sports competitions, sports talent management, and sports-related marketing and consultancy services. For the year ended 31 December 2017, our sports segment generated revenue totalling HK\$177.9 million (2016: HK\$157.2 million), representing an increase of 13.2%. Out of the total revenue generated by our sports segment, HK\$170.3 million (2016: HK\$114.2 million) were related to sports content production and distribution, 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), 2017 Li Ning 10K Running League and a top-tier professional basketball league in the PRC. The increase in sports segment's revenue was mainly due to the new sponsorship and marketing related services provided in relation to a top-tier professional basketball league in the PRC in the second half of 2017. The sports segment recorded an operating profit of HK\$19.5 million (2016: operating profit of HK\$49.8 million). The decrease in operating profit was mainly attributable to the decline in gross profit in relation to sports talent management and the commercial rights in relation to running leagues during the year.

社區發展分部於截至二零一七年十二月三十一日止年度產生收益合共434,600,000港元(二零一六年:395,000,000港元),較二零一六年增加39,600,000港元或10.0%。尤其是,年內我們的體育園業務錄得52.1%的可喜增長。該收益主要源於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、社區發展諮詢服務及體育園業務所得之收益。開發產業上下游網絡之策略乃本集團進一步開拓社區發展業務不可或缺的一環。我們積極擴展和優化建材業務網絡,並與不同的建築材料供應商及承建商建立了良好的合作關係,為建設和投資於不同城市的體育社區項目打穩基礎。連同潛在社區發展項目產生之開支,此分部於年內錄得經營溢利36,200,000港元(二零一六年:經營溢利38,600,000港元),輕微減少6.2%。

## 體育

體育分部延續其經營業務,包括項目製作及籌辦體育競賽、體育人才管理以及體育相關市場推廣及諮詢服務。於截至二零一七年十二月三十一日止年度,本集團體育分部產生收益合共177,900,000港元(二零一六年:157,200,000港元),增加13.2%。於體育分部產生的總收益中,其中170,300,000港元(二零一六年:114,200,000港元)乃與中國校園籃球聯賽(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))、二零一七年李寧10公里路跑聯賽及中國一個高等級職業籃球聯賽的體育內容製作及發行有關。體育分部收益增加主要源於本集團於二零一七年下半年就中國一個高等級職業籃球聯賽提供新的贊助和市場推廣相關服務。體育分部錄得經營溢利19,500,000港元(二零一六年:經營溢利49,800,000港元)。經營溢利減少主要由於年內與體育人才管理有關之毛利及與路跑活動有關的商業推廣權減少。

The Group continued to provide talent management services for commercial engagements for individual athletes and national teams. 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 sports activities through commercial management of popular sporting events and competitions, sports talent management, as well as providing sports-related marketing and consultancy services, and engaging in community development with a sports theme.

### Financial Position

As at 31 December 2017, the net assets value of the Group has increased to HK\$4,038.5 million from HK\$3,741.8 million as at 31 December 2016. The increase was mainly due to exchange reserve fluctuation of HK\$316.4 million, equity-settled share option arrangements of HK\$52.6 million, proceeds of HK\$22.6 million received from the issuance of shares upon exercise of share options and share of associates' reserve of HK\$8.0 million while the increment was partially offset by the loss for the year of HK\$102.9 million.

The total non-current assets of the Group increased from HK\$3,525.8 million as at 31 December 2016 to HK\$3,793.4 million as at 31 December 2017, which represents an increase of HK\$267.6 million. The increase was mainly brought about by appreciation of Renminbi and share of profits of associates and joint ventures during the year. Most of the Group's non-current assets such as interests in associates and joint ventures and investment properties are denominated in Renminbi. The impact was partially offset by the disposal of investment properties with carrying amounts totalling HK\$90.3 million and the fair value loss of investment properties of HK\$28.4 million. The remaining investment properties held in Shenyang, the PRC, which was stated at fair value of HK\$137.3 million (2016: HK\$239.9 million) as at 31 December 2017.

Current assets of the Group recorded a decrease by HK\$228.7 million from HK\$1,580.7 million as at the beginning of the year to HK\$1,352.0 million as at the end of the year. The key components of the current assets at the reporting date were cash and bank deposits of HK\$521.0 million (2016: HK\$804.7 million), stocks of properties and trade and other receivables. The decrease in the Group's cash and bank deposits balance was mainly due to the repayment of bank loan during the year. The increase in trade debtors and bills receivable was in line with the increase in revenue as a result of organic growth in business.

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、提供體育相關市場推廣及諮詢服務，以及參與體育主題社區發展，鼓勵社會大眾參與體育活動。

### 財務狀況

於二零一七年十二月三十一日，本集團之資產淨值由二零一六年十二月三十一日的3,741,800,000港元增加至4,038,500,000港元。該增加乃主要由於匯兌波動儲備316,400,000港元、以股權結算之購股權安排52,600,000港元、於購股權獲行使時發行股份收取之所得款項22,600,000港元，及應佔聯營公司儲備8,000,000港元，但有關增加部分被年內虧損102,900,000港元所抵銷。

本集團之非流動資產總值由二零一六年十二月三十一日的3,525,800,000港元增加267,600,000港元至二零一七年十二月三十一日的3,793,400,000港元。該增加乃主要來自年內人民幣升值及應佔聯營公司及合營企業的溢利。本集團的多數非流動資產，如於聯營公司及合營企業的權益及投資物業，以人民幣計值。該影響部分被出售賬面值合共90,300,000港元的投資物業及投資物業公平值虧損28,400,000港元所抵銷。所持剩餘投資物業位於中國瀋陽且按於二零一七年十二月三十一日的公平值137,300,000港元（二零一六年：239,900,000港元）列賬。

本集團錄得流動資產由年初1,580,700,000港元減少228,700,000港元至年末的1,352,000,000港元。於報告日期，流動資產之主要部分為現金及銀行存款521,000,000港元（二零一六年：804,700,000港元）、庫存物業以及貿易及其他應收款項。本集團現金及銀行存款結餘減少乃主要由於年內償還銀行貸款。應收賬款及應收票據增加與本集團因業務有機增長而引致的收益增加一致。

The total current liabilities of the Group as at 31 December 2017 were HK\$296.8 million, representing a decrease of HK\$338.8 million from that as at 31 December 2016. The decrease was mainly due to the repayment of bank and other loans during the year, which was partially offset by the increase in other current liabilities as a result of the business expansion. As at 31 December 2017, the key components of non-current liabilities were the carrying amounts of the liability component of the convertible notes issued in December 2016 of HK\$750.6 million (2016: HK\$690.4 million), non-current bank loan of HK\$37.5 million (2016: Nil) and non-current deferred income of HK\$22.0 million (2016: HK\$38.3 million).

Up to 31 December 2017, out of the total proceeds of HK\$778.0 million received from the issue of the convertible notes, approximately HK\$281.2 million had been applied towards interest payment and repayment of bank borrowings; HK\$168.0 million had been applied towards establishment of Sports Cultural Industry Fund, acquisitions and investments which are in line with the Group's business strategy, and HK\$131.4 million had been utilised as general working capital.

### Liquidity and Financial Resources

The Group recorded a net cash outflows from operations for the current year of HK\$20.7 million, representing a decrease of HK\$93.1 million compared to last year (2016: HK\$113.8 million). The decrease in operating cash outflows was mainly due to the increase in collection of trade debtors and bills receivable compared to last year. A net cash outflows in investing activities of HK\$63.5 million for the current year (2016: HK\$141.6 million), representing a decrease of HK\$78.1 million compared to last year. The investing cash outflows in 2017 was mainly due to the loan advance to third parties and payments for acquisition of associates and joint ventures which was partially offset by the proceeds from disposal of investment properties during the year, while the investing cash outflows in 2016 was mainly due to HK\$140.0 million paid to acquire 10% equity interests in Double Happiness Group. A net cash outflows from financing activities of HK\$220.1 million for the current year (2016: net cash inflows of HK\$795.0 million), representing a significant difference of HK\$1,015.1 million compared to last year. The financing cash outflows in 2017 was mainly due to the repayment of bank and other loans and interest payments and partially offset by the refund of cash advance from a third party, drawdown of new bank loan and proceeds from issue of ordinary shares upon exercise of share options during the year, while the financing cash inflows in 2016 was mainly due to the proceeds from issue of convertible notes. As a result, the cash and cash equivalent of the Group as at 31 December 2017 decreased by HK\$283.7 million from the beginning of the year.

於二零一七年十二月三十一日，本集團流動負債總額為296,800,000港元，較二零一六年十二月三十一日減少338,800,000港元。該減少乃主要由於年內償還銀行及其他貸款，而其部分被因業務擴張而致使其他流動負債增加所抵銷。於二零一七年十二月三十一日，非流動負債之主要部分為於二零一六年十二月發行之可換股票據的負債部分，其賬面值為750,600,000港元（二零一六年：690,400,000港元），非即期銀行貸款37,500,000港元（二零一六年：無）及非即期遞延收入22,000,000港元（二零一六年：38,300,000港元）。

截至二零一七年十二月三十一日，從發行可換股票據收取之所得款項總額778,000,000港元中，為數約281,200,000港元已用作償還銀行借貸及利息，168,000,000港元已用作成立與本集團業務策略一致的體育文化產業基金、收購及投資，及131,400,000港元已用作本集團之一般營運資金。

### 流動資金及財務資源

本集團於本年度錄得由經營活動產生之現金流出淨額為20,700,000港元，較去年減少93,100,000港元（二零一六年：113,800,000港元）。經營現金流出減少乃主要由於應收賬款及應收票據收回較去年增加。本年度錄得投資活動現金流出淨額63,500,000港元（二零一六年：141,600,000港元），較去年減少78,100,000港元。二零一七年投資現金流出乃主要由於向第三方的貸款及收購聯營公司及合營企業所付款項（部分被年內出售投資物業之所得款項抵銷）所致，而於二零一六年，投資現金流出乃主要由於支付140,000,000港元以收購紅雙喜集團10%之股權。本年度錄得融資活動現金流出淨額為220,100,000港元（二零一六年：現金流入淨額795,000,000港元），較去年有大幅差額1,015,100,000港元。二零一七年融資現金流出乃主要由於年內償還銀行及其他貸款及利息付款並部分被從一名第三方收回墊款、提取新銀行貸款及於購股權獲行使時發行股份所得款項抵銷，而於二零一六年，融資現金流入乃主要由於發行可換股票據之所得款項。因此，本集團於二零一七年十二月三十一日之現金及現金等價物較年初減少283,700,000港元。

The Group had banking facilities of HK\$468.0 million (2016: HK\$233.0 million), of which HK\$40.0 million has been utilised (2016: all have been utilised) as at 31 December 2017. The Group's gearing ratio was approximately 0.06 (2016: 0.07) as at 31 December 2017. The Group defines gearing ratio as ratio of net debt over equity plus net debt in which net debt represents total bank and other borrowings less cash and bank balances (including pledged deposit). The current ratio (ratio of current assets to current liabilities) of the Group as at 31 December 2017 was approximately 4.6 (2016: 2.5). The Group's gearing level and liquidity position has been improved and maintained at a healthy level as at the reporting date. It is the Group's strategy to maintain a healthy and effective gearing ratio in a range of 0 to 1.

### Financial Management Policy and Foreign Currency Risk

The Group's finance division at its headquarter in Hong Kong manages the financial risks of the Group. The key objectives of the Group's treasury policies are to manage the Group's onshore and offshore fund to support and facilitate the Group's future business and investment plans; to manage its exposure to fluctuations in foreign currency exchange rates and to reach the goals of corporate cash management with lowered funding cost. It is the Group's policy not to engage in any speculative activities. As the Group operates primarily in Hong Kong and the PRC, most of the revenue and business transactions are settled in either HK\$ or RMB. Accordingly, the majority of the Group's net current assets were denominated in either HK\$ or RMB. Deposits placed in various banks are mainly denominated in these two currencies. The Group maintains its proportion of deposits in RMB and HK\$ in line with its future business and investment plans in Hong Kong and in the PRC. The policies in place to manage foreign currency risk have been followed by the Group for several years and are considered to be effective with the current foreign currency risk still manageable. The Group has assessed its foreign exchange rate risk exposure and has not entered into any foreign exchange hedging arrangement during the year.

### Charge on Assets

As at 31 December 2017, interests in an associate with carrying amount of approximately HK\$867.5 million (2016: HK\$1,524.0 million) had been charged as security for a bank borrowing of a subsidiary and convertible notes issued by the Company.

本集團已獲得銀行融資468,000,000港元(二零一六年:233,000,000港元),其中40,000,000港元已於二零一七年十二月三十一日動用(二零一六年:已全部動用)。於二零一七年十二月三十一日,本集團之資產負債比率約為0.06(二零一六年:0.07)。本集團將資產負債比率界定為債務淨額與股權加債務淨額之比率,其中債務淨額指銀行及其他借貸總額減現金及銀行結餘(包括抵押存款)。於二零一七年十二月三十一日,本集團之流動比率(流動資產對流動負債之比率)約為4.6倍(二零一六年:2.5倍)。於報告日期,本集團之資產與負債水平及流動資金狀況改善並維持穩健。本集團之策略為保持穩健及有效之資產負債比率介乎0至1之間。

### 財務管理政策及外幣風險

本集團香港總辦事處之財務部管理本集團之財務風險。本集團庫務政策主要目標之一為管理本集團在岸及離岸資金以為本集團未來業務及投資計劃提供支持;管理其外幣匯率波動之風險,以實現以較低資金成本進行企業現金管理的目標。本集團之政策為不參與任何投機活動。由於本集團主要於香港及中國營運,故大部分收益及買賣交易乃以港元或人民幣結算。因此,本集團大部分之流動資產淨值乃以港元或人民幣計值。存置於各銀行之存款主要以該兩種貨幣計值。本集團根據香港及中國未來業務及投資計劃而維持人民幣及港元存款比例。本集團多年來一直遵守外幣風險管理政策,並認為該等政策行之有效及現時之外幣風險仍處於可控制範圍內。本集團已評估其外匯風險,惟年內並無作出任何外匯對沖安排。

### 資產抵押

於二零一七年十二月三十一日,賬面值約867,500,000港元(二零一六年:1,524,000,000港元)之一間聯營公司之權益已抵押作為一間附屬公司銀行借貸及本公司所發行之可換股票據之擔保。

## Commitments for Property Development/Capital Expenditure

As at 31 December 2017, the Group had commitments totalling HK\$645.9 million in relation to capital contribution to the Sports Cultural Industry Fund, associates and joint ventures and for property development in the PRC which were contracted but not provided for. As at 31 December 2016, the Group had commitments totalling HK\$37.4 million in relation to property development in the PRC and capital contribution to associates which were contracted but not provided for.

## Material Transactions

The Group entered into the following material transactions:

- (a) On 30 August 2013, the Company entered into a deed (the "Deed") with Victory Mind Assets Limited and Dragon City Management (PTC) Limited (the "Vendors"), the vendors in the acquisition of approximately 25.2% of the equity interest of Li Ning Co by the Company, to advance the timetable for the issuance of perpetual convertible bonds by the Company to the Vendors. The execution and performance of the Deed were approved at the extraordinary general meeting of the Company on 4 November 2013. On 18 November 2013, the Company issued the perpetual convertible bonds to the Vendors subject to certain undertakings given by them.

On 10 April 2017, the condition for releasing the undertakings has been met and in accordance with the terms of the Deed, the Company has released all the undertaken perpetual convertible bonds held by the Vendors with effect from 10 April 2017. Further details of the terms and conditions of the release of perpetual convertible bonds were set out in the Company's circular dated 17 October 2013.

- (b) On 18 September 2017, the Group entered into a limited partnership agreement with a wholly-owned subsidiary of Huarong Real Estate, which is principally engaged in financial consultancy services, investment consultancy services and investment management, for the establishment of a Sports Cultural Industry Fund with an aggregate capital contribution totalling RMB1.5 billion while the Group is responsible for RMB500 million of the aggregate capital contribution. The Fund's investment objective is to invest in sport community development projects, and sports and cultural-related intellectual property projects, as well as investments in private equity funds and other investment opportunities. The establishment of the Fund is in line with the Group's strategy, and is expected to be advantageous in expediting the development of the Company's principal businesses. Further details of the above were set out in the Company's announcement dated 18 September 2017. As at 31 December 2017, the Group has contributed capital of RMB1 million to the Fund.

## 房地產開發／資本開支承擔

於二零一七年十二月三十一日，本集團就於中國之體育文化產業基金、聯營公司及合營企業之注資及物業開發擁有合共645,900,000港元之已訂約但未撥備承擔。於二零一六年十二月三十一日，本集團就於中國之物業開發及聯營公司之注資擁有合共37,400,000港元之已訂約但未撥備承擔。

## 重大交易

本集團已訂立以下重大交易：

- (a) 於二零一三年八月三十日，本公司與賣方Victory Mind Assets Limited及Dragon City Management (PTC) Limited (「賣方」)就本公司收購李寧公司約25.2%股權訂立契據(「契據」)，以推前本公司向賣方發行永久性可換股債券之時間表。簽立及履行契據已於本公司於二零一三年十一月四日舉行之股東特別大會上獲批准。於二零一三年十一月十八日，本公司向賣方發行永久性可換股債券，惟須受彼等作出的若干承諾所規限。

於二零一七年四月十日，解除承諾之條件已獲達成且根據契據條款，本公司已自二零一七年四月十日起解除賣方持有之所有已承諾永久性可換股債券。有關解除永久性可換股債券之條款及條件之進一步詳情載於本公司日期為二零一三年十月十七日之通函。

- (b) 於二零一七年九月十八日，本集團與華融置業之全資附屬公司(主要從事金融諮詢服務、投資諮詢服務及投資管理)訂立有限合夥協議，以成立體育文化產業基金，出資總額為人民幣15億元，本集團承擔出資總額中的人民幣5億元。基金之投資目標為投資體育社區發展項目以及體育和文化相關知識產權項目，以及投資私募基金及其他投資機會。成立基金與本集團的策略一致，並預期有利於推進本公司主營業務之拓展。有關上述之進一步詳情載於本公司日期為二零一七年九月十八日之公告。於二零一七年十二月三十一日，本集團已向基金注資人民幣1,000,000元。



### Employees and Remuneration Policies

Staff remuneration comprised of monthly salaries, mandatory provident fund contributions, medical benefits, housing benefits, education allowances and discretionary share options issued based on their contribution to the Group. Staff costs (including Directors' remuneration) for the year ended 31 December 2017 amounted to HK\$86.0 million (2016: HK\$48.8 million). The Group also engages professional consultants to ensure the competitiveness of the remuneration policy which, in turn, would support the business growth of the Group. As at 31 December 2017, the Group employed 248 full-time employees (2016: 232) and their remuneration was calculated with reference to the market rates.

### 僱員及薪酬政策

員工酬金包括月薪、強制性公積金供款、醫療福利、住房福利、教育津貼及按其對本集團貢獻而發行之酌情購股權。截至二零一七年十二月三十一日止年度，員工成本（包括董事酬金）為86,000,000港元（二零一六年：48,800,000港元）。本集團亦委聘專業顧問，以確保制定具競爭力之薪酬政策以支持本集團之業務增長。於二零一七年十二月三十一日，本集團聘用248名（二零一六年：232名）全職僱員，彼等之薪酬乃參考市場水平釐定。

# Directors' and Senior Management's Biographies

## 董事及高級管理人員簡歷

### MR. LI NING

#### **CHAIRMAN, CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR**

Mr. Li Ning, aged 55, has been the chairman of the Company (the "Chairman"), an executive Director and a member of the executive committee of the Company since June 2010. Mr. Li was also appointed as the chairman of the nomination committee and the chief executive officer (the "Chief Executive Officer") of the Company with effect from 15 March 2012 and 22 May 2013 respectively. He is a director of various subsidiaries of the Company. Mr. Li is the founder of the LI-NING brand. He has been appointed as an executive director of Li Ning Co\* since 4 March 2004 and is currently its executive chairman and interim chief executive officer. Mr. Li is the younger brother of Mr. Li Chun, a retired non-executive Director and the uncle of Mr. Li Qilin, who is an executive Director.

Mr. Li is one of the most outstanding athletes in the 20th century. In the 6th World Cup Gymnastics Competition in 1982, Mr. Li unprecedentedly won six gold medals in men's artistic gymnastics events and was named the "Prince of Gymnastics" ("體操王子") in the PRC. In the 23rd Los Angeles Olympic Games in 1984, Mr. Li won three gold, two silver and one bronze medals, making him the athlete winning the most medals of that Olympic Games. In 1987, Mr. Li became the Asian member of Athlete's Commission of the International Olympic Committee. From 1993 to 2000, Mr. Li served as a member of the Men's Artistic Gymnastics Technical Committee of the Federation Internationale De Gymnastique. He is currently an honorary member of the Federation Internationale De Gymnastique. In 1999, Mr. Li was voted one of the "World's Most Excellent Athletes in the 20th Century" by the World Sports Correspondent Association.

After retiring from his athlete career in 1989, Mr. Li initiated the idea of LI-NING brand with the goal of creating the first national sports goods brand in the PRC. He has dedicated the past over 20 years to the development of the business of LN Group, achieving great contribution to the development of the sporting goods industry in the PRC.

Mr. Li holds a bachelor's degree in law from School of Law of Peking University (北京大學), an executive M.B.A. degree from Guanghua School of Management of Peking University (北京大學光華管理學院), an honorary doctorate in technology from Loughborough University in the United Kingdom and an honorary degree of doctor of humanities from The Hong Kong Polytechnic University. In June 2010, Mr. Li was also conferred honorary fellowship from The Hong Kong University of Science and Technology.

### 李寧先生

#### **主席·行政總裁兼執行董事**

李寧先生，五十五歲，自二零一零年六月起出任本公司主席（「主席」）及本公司執行董事兼執行委員會成員。李先生亦分別於二零一二年三月十五日獲委任為本公司提名委員會主席及於二零一三年五月二十二日獲委任為本公司行政總裁（「行政總裁」）。彼為本公司多家附屬公司之董事。李先生為李寧品牌創立人，彼自二零零四年三月四日起獲委任為李寧公司\*的執行董事，目前為李寧公司的執行主席兼代理行政總裁。李先生為已退任之非執行董事李進先生之胞弟及執行董事李麒麟先生之叔父。

李先生為二十世紀最傑出運動員之一。在一九八二年舉行之第六屆世界體操錦標賽，李先生在男子體操項目奪得六面金牌，締造世界體操壇歷史，並在中國獲得「體操王子」美譽。於一九八四年舉行之第二十三屆洛杉磯奧運會，李先生取得三金兩銀一銅佳績，成為當屆贏得最多獎牌之運動員。於一九八七年，李先生成為國際奧委會運動員委員會之亞洲區委員。一九九三年至二零零零年，李先生為國際體操聯合會男子體操技術委員會委員，現任國際體操聯合會榮譽委員。於一九九九年，李先生獲世界體育記者協會選為「二十世紀世界最佳運動員」。

於一九八九年退出體壇後，李先生構思推出李寧品牌，並以創立首個中國國家級體育用品品牌為目標。李先生於過往二十多年一直致力發展李寧集團業務，為中國體育用品行業之發展作出卓越貢獻。

李先生持有北京大學法學院法律學士學位、北京大學光華管理學院高級管理人員工商管理碩士學位、英國Loughborough University技術榮譽博士學位以及香港理工大學榮譽人文學博士學位。於二零一零年六月，李先生亦獲得香港科技大學頒授榮譽院士。

## Directors' and Senior Management's Biographies

### 董事及高級管理人員簡歷

Mr. Li has also been actively involved in charities via his "Li Ning Foundation" (李寧基金) and his genuine support to the active and retired Chinese athletes and coaches in establishing "The Chinese Athletes Educational Foundation" (中國運動員教育基金), which aims at providing subsidies for further education and trainings for athletes and to support educational development in impoverished and remote areas in the PRC. In October 2009, Mr. Li was appointed by the United Nations World Food Programme (WFP) as "WFP Goodwill Ambassador Against Hunger".

#### MR. CHAN LING

##### CHIEF OPERATING OFFICER AND EXECUTIVE DIRECTOR

Mr. Chan Ling, aged 46, is an executive Director, an authorised representative and the compliance officer of the Company and a member of each of the executive committee and the remuneration committee of the Company. Mr. Chan was also appointed as the chief operating officer of the Company with effect from 22 May 2013. Mr. Chan had been a member and the chairman of the nomination committee of the Company since 2 June 2010 and 23 June 2010 respectively, and ceased to hold any office of this committee on 15 March 2012. Mr. Chan joined the Group in June 2010 and is a director of Viva China Sports Holding Limited, Viva China Community Development Holdings Limited and various subsidiaries of the Company. Mr. Chan was the chief executive officer of "The Chinese Athletes Educational Foundation". He has over 10 years of working experience in the media industry and in the sports agency industry.

#### MR. LI CHUNYANG

##### EXECUTIVE DIRECTOR

Mr. Li Chunyang, aged 49, is an executive Director and a member of the executive committee of the Company. Mr. Li joined the Group in June 2010 and is a director of 非凡領越體育發展(北京)有限公司, Viva China Community Development Holdings Limited and various subsidiaries of the Company. Mr. Li graduated from Peking University in 2004 with a bachelor's degree in Economics. He was one of the founders of "The Chinese Athletes Educational Foundation". In 1989 and 1991, he won the World Gymnastics Championships.

李先生亦透過「李寧基金」積極參與慈善活動，並幫助現役及退役中國運動員及教練成立「中國運動員教育基金」，為運動員提供學習進修及培訓資助，並支持中國貧困及偏遠地區的教育發展。二零零九年十月，李先生被聯合國世界糧食計劃署(WFP)任命為中國「WFP反饑餓親善大使」。

#### 陳寧先生

##### 營運總裁兼執行董事

陳寧先生，四十六歲，為本公司執行董事、授權代表兼監察主任以及本公司執行委員會及薪酬委員會之成員。陳先生亦於二零一三年五月二十二日獲委任為本公司營運總裁。陳先生分別自二零一零年六月二日及二零一零年六月二十三日起擔任本公司提名委員會成員及主席，並於二零一二年三月十五日不再擔任該委員會任何職務。陳先生於二零一零年六月加入本集團，並為非凡中國體育控股有限公司、非凡中國社區開發控股有限公司及本公司多家附屬公司之董事。陳先生曾任「中國運動員教育基金」總幹事。彼於媒體行業及體育經紀人行業擁有逾十年經驗。

#### 李春陽先生

##### 執行董事

李春陽先生，四十九歲，為本公司執行董事兼執行委員會成員，於二零一零年六月加入本集團，並為非凡領越體育發展(北京)有限公司、非凡中國社區開發控股有限公司及本公司多家附屬公司之董事。李先生於二零零四年畢業於北京大學，獲得經濟學學士學位。彼亦為「中國運動員教育基金」創辦人之一。於一九八九年及一九九一年，彼取得世界體操錦標賽冠軍。

## MR. LI QILIN

### **EXECUTIVE DIRECTOR**

Mr. Li Qilin, aged 31, was appointed as a non-executive Director in June 2013. Mr. Li has been re-designated from a non-executive Director to an executive Director and appointed as a member of the executive committee of the Company with effect from 13 November 2015. Mr. Li joined the Group in June 2013. Mr. Li is the general manager of a subsidiary of the Company. Mr. Li has been a director of Lead Ahead Limited, a substantial shareholder of the Company, since June 2010.

Mr. Li has been appointed as a non-executive director of Li Ning Co with effect from 13 December 2017.

Mr. Li has considerable experience in financial services industry and was an analyst of Persistent Asset Management Limited during the period from January 2010 to July 2013. Mr. Li is the son of Mr. Li Chun, a retired non-executive Director and the nephew of Mr. Li Ning, the Chairman and the Chief Executive Officer and an executive Director.

## MR. CHAN JAMES

### **NON-EXECUTIVE DIRECTOR**

Mr. Chan James, aged 64, is a non-executive Director. Mr. Chan joined the Group in June 2013. He is an executive director, the project director and a member of the executive committee of Pacific Century Premium Developments Limited\* ("PCPD", Stock Code: 0432). PCPD is mainly engaged in developing and managing property and infrastructure projects, as well as property investment and is majority owned by PCCW Limited\* ("PCCW", Stock Code: 0008). Mr. Chan is responsible for managing various property projects of PCPD and its subsidiaries. He was responsible for the project execution of the Cyberport project and has overall responsibility for all aspects of the construction works.

Prior to joining PCCW in October 2002, Mr. Chan was a practicing architect (admitted by the Architects Registration Board in September 1981), with comprehensive experience in design, planning and land matters, design development and construction management of major investment properties, including a wide range of industrial and warehousing, commercial, retail and residential developments in Hong Kong and overseas. He possesses a wide spectrum of experience in the property industry.

## 李麒麟先生

### **執行董事**

李麒麟先生，三十一歲，於二零一三年六月獲委任為非執行董事。自二零一五年十一月十三日起李先生由非執行董事調任為執行董事，並獲委任為本公司執行委員會成員。李先生於二零一三年六月加入本集團。李先生於本公司一間附屬公司擔任總經理。自二零一零年六月以來，李先生一直擔任本公司主要股東Lead Ahead Limited的董事。

李先生自二零一七年十二月十三日起獲委任為李寧公司之非執行董事。

李先生於金融服務行業擁有豐富經驗，並於二零一零年一月至二零一三年七月期間擔任恆盛資產管理有限公司之分析師。李先生乃已退任非執行董事李進先生之兒子及主席、行政總裁兼執行董事李寧先生之侄子。

## 陳進思先生

### **非執行董事**

陳進思先生，六十四歲，為非執行董事。陳先生於二零一三年六月加入本集團。彼為盈科大行地產發展有限公司\*（「盈大地產」，股份代號：0432）之執行董事兼項目總監及執行委員會成員。盈大地產之主要業務為發展及管理物業及基建項目，以及物業投資，且由電訊盈科有限公司\*（「電訊盈科」，股份代號：0008）持有大部分股權。陳先生負責管理盈大地產及其附屬公司之多個物業發展計劃。彼曾負責執行數碼港計劃，肩負起有關建築工程各方面的整體責任。

陳先生於二零零二年十月加入電訊盈科前任職建築師（於一九八一年九月獲Architects Registration Board認可），熟悉投資物業的設計、規劃及土地事務、設計開發及建築管理，當中包括香港及海外眾多工業及倉庫、商業、零售及住宅物業發展項目。彼在物業界擁有豐富經驗。

## Directors' and Senior Management's Biographies

### 董事及高級管理人員簡歷

He has been an independent non-executive director of Beijing Properties (Holdings) Limited\* (Stock Code: 0925) since June 2011. He is also a member of the board of governors of The Independent Schools Foundation Academy.

Mr. Chan obtained a bachelor of arts in architectural studies (BAAS) degree from the University of Hong Kong, a bachelor of architecture degree from University of Dundee in Scotland and an executive master of business administration degree from Tsinghua University. He is qualified as the Authorised Person (List I) and Registered Architect in Hong Kong, and is a member of The Hong Kong Institute of Architects, The Royal Institute of British Architects and The Australian Institute of Architects.

### MR. MA WING MAN

#### NON-EXECUTIVE DIRECTOR

Mr. Ma Wing Man, aged 52, is a non-executive Director and a member of the audit committee of the Company. Mr. Ma joined the Group in June 2010. Mr. Ma was a member of the nomination committee of the Company during the period from 2 June 2010 to 15 March 2012. Mr. Ma has over 20 years of experience in finance and administration. Mr. Ma has been employed by "Li Ning Foundation" as the financial controller since 2005. From 1992 to 2005, Mr. Ma had been employed first as accountant and later as financial and accounting manager of Jianlibao Holdings (H.K.) Company Limited, which was a wholesaler and retailer of Jianlibao drinks. From 1989 to 1991, Mr. Ma was employed as assistant accountant by Wong's Circuits (PTH) Limited, which was a manufacturer of printed circuit board and a subsidiary of Wong's International Holdings Limited\* (Stock Code: 0099).

Mr. Ma graduated from Hong Kong Shue Yan College (predecessor of Hong Kong Shue Yan University) in 1989 with a diploma in business administration. In 1993, he obtained a diploma in accounting from School of Professional and Continuing Education, University of Hong Kong. In 1998, he obtained a professional diploma for financial controllers & finance directors of foreign investment & foreign enterprise in China, which was jointly awarded by School of Management Zhongshan University, China and The Hong Kong Management Association. In 2003, he obtained a bachelor of business administration degree with honours in accounting from the Open University of Hong Kong.

彼自二零一一年六月起獲委任為北京建設(控股)有限公司\*(股份代號:0925)之獨立非執行董事。彼亦為弘立書院校董。

陳先生獲香港大學建築學文學士學位、蘇格蘭鄧地大學建築學士學位以及清華大學高級管理人員工商管理碩士學位，並擁有建築師名單的認可人士及香港註冊建築師資格，現為香港建築師學會會員、英國皇家建築師學會會員及澳洲建築師學會會員。

### 馬詠文先生

#### 非執行董事

馬詠文先生，五十二歲，為本公司非執行董事及審核委員會成員，彼於二零一零年六月加入本集團。馬先生於二零一零年六月二日至二零一二年三月十五日期間曾擔任本公司提名委員會成員。馬先生於財務及行政管理方面具備逾20年經驗。馬先生自二零零五年起獲「李寧基金」聘任為財務總監。於一九九二年至二零零五年，馬先生最初獲健力寶集團(香港)有限公司(一間健力寶飲料的批發及零售商)聘任為會計主任，隨後擔任財務及會計經理。於一九八九年至一九九一年，馬先生獲王氏電路(PTH)有限公司(一間印刷電路板製造商)聘任為助理會計主任，王氏電路(PTH)有限公司當時為王氏國際集團有限公司\*(股份代號:0099)的附屬公司。

馬先生於一九八九年畢業於香港樹仁學院(香港樹仁大學前身)，獲得工商管理文憑。於一九九三年，彼獲得香港大學專業進修學院的會計學文憑。於一九九八年，彼獲中國中山大學管理學院與香港管理專業協會聯合頒發的中國外商投資企業財務總監及財務主管深造文憑。於二零零三年，彼獲香港公開大學的工商管理榮譽學士(會計)學位。

## MR. CHEN JOHNNY

### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Chen Johnny, aged 58, has been an independent non-executive Director, the chairman of the audit committee of the Company and a member of the remuneration committee of the Company since June 2010. He was also appointed as a member of the nomination committee of the Company with effect from 15 March 2013.

Mr. Chen has been appointed as an executive director and the interim chairman of the board of Convoy Global Holdings Limited\* (Stock Code: 1019) with effect from 9 December 2017 and has been appointed as its chairman of the board with effect from 21 December 2017. Mr. Chen has been appointed as an independent non-executive director of Stella International Holdings Limited\* (Stock Code: 1836), Uni-President China Holdings Ltd.\* (Stock Code: 220), China Minsheng Financial Holding Corporation Limited\* (Stock Code: 245), Alibaba Pictures Group Limited\* (Stock Code: 1060) and China Dongxiang (Group) Co., Ltd.\* (Stock Code: 3818) with effect from 6 February, 2009, 1 December 2015, 11 December 2015, 29 January 2016 and 5 July 2017, respectively.

He is currently senior advisor of each of LionRock Capital Limited and an Adjunct Associate Professor of the Department of Finance and the Department of Management, The Hong Kong University of Science and Technology. From 2005 to 2007, Mr. Chen was the chief executive officer of Greater China region of Zurich Insurance Group ("Zurich"). From 2007 to 2010, Mr. Chen was the chief executive officer of Greater China and South East Asia of Zurich. From 2010 to 2013, Mr. Chen was the chief executive officer of Asia Pacific General Insurance of Zurich Financial Services Ltd. From 2012 to 2014, Mr. Chen was also a member of the leadership team and the Asia Pacific executive committee of Zurich. In 2013, Mr. Chen was appointed as the chairman of the Life and General Insurance businesses of Zurich in China until his departure in 2014. During his 10 years of service with Zurich, Mr. Chen assisted the expansion of Zurich in China and in the Asia Pacific business regions. Prior to joining Zurich, Mr. Chen was an executive member of the Greater China management board and of the operating committee of PricewaterhouseCoopers ("PwC"). He was also the managing partner of PwC's Beijing office. During his tenure of service in PwC, Mr. Chen contributed to the firm's strategic development, particularly in the China Market.

Mr. Chen received a master's degree in accounting from the University of Rhode Island and is a U.S. qualified certified public accountant.

## 陳志宏先生

### **獨立非執行董事**

陳志宏先生，五十八歲，自二零一零年六月起一直出任本公司獨立非執行董事、審核委員會主席及薪酬委員會成員。自二零一三年三月十五日起，彼亦獲委任為本公司提名委員會成員。

陳先生自二零一七年十二月九日獲委任為康宏環球控股有限公司\* (股份代號：1019)之執行董事及董事會臨時主席及自二零一七年十二月二十一日起獲委任為其董事會主席。陳先生已獲委任為九興控股有限公司\* (股份代號：1836)、統一企業中國控股有限公司\* (股份代號：220)、中國民生金融控股有限公司\* (股份代號：245)、阿里巴巴影業集團有限公司\* (股份代號：1060)及中國動向(集團)有限公司\* (股份代號：3818)之獨立非執行董事，分別自二零零九年二月六日、二零一五年十二月一日、二零一五年十二月十一日、二零一六年一月二十九日及二零一七年七月五日起生效。

彼現為萊恩資本有限公司的高級顧問，以及香港科技大學金融學系及管理學系之兼任副教授。陳先生於二零零五年至二零零七年擔任蘇黎世保險集團(「蘇黎世」)大中華區行政總裁。陳先生於二零零七年至二零一零年擔任蘇黎世大中華區及東南亞區行政總裁。陳先生於二零一零年至二零一三年擔任蘇黎世金融服務集團亞太區財產保險行政總裁。陳先生於二零一二年至二零一四年期間亦曾為蘇黎世領導團隊及亞太區行政管理層的成員。陳先生於二零一三年獲委任為蘇黎世之人壽與財產保險業務中國區主席，直至其於二零一四年離任。於蘇黎世任職十年期間，陳先生協助蘇黎世於中國及亞太地區區域擴張業務。於加入蘇黎世之前，陳先生任職於羅兵咸永道會計師事務所(「羅兵咸」)，是羅兵咸大中華管理董事會及營運委員會成員，以及羅兵咸北京辦事處的主理合夥人。於羅兵咸任職期間，陳先生對該事務所的戰略性發展(尤其在中國市場方面)貢獻良多。

陳先生獲得羅德島大學頒發的會計學專業碩士學位，並為美國合資格執業會計師。

## MR. LIEN JOWN JING, VINCENT

### INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Lien Jown Jing, Vincent, aged 57, is an independent non-executive Director and a member of both the audit committee and the remuneration committee of the Company. Mr. Lien joined the Group in June 2013. On 16 April 2013, he has been appointed as a non-executive director of Primeline Energy Holdings Inc. (TSX Venture Exchange trading symbol: PEH), the shares of which are listed on the TSX Venture Exchange in Canada. Mr. Lien was an independent non-executive director of Cornerstone Financial Holdings Limited\* (Stock Code: 8112, formerly known as Focus Media Network Limited) during the period from June 2011 to April 2015, Up Energy Development Group Limited\* (Stock Code: 0307) from April 2011 to January 2016, ILFS Wind Power Limited, a Singapore company, from September 2013 to September 2016, and CT Environmental Group Limited\* (Stock Code: 1363) from April 2014 to October 2017. Mr. Lien was the chairman and an independent non-executive director of Loyz Energy Limited, a company listed in Singapore, during the period from November 2013 to November 2014.

Mr. Lien is currently a director of Wah Hin & Company, a Singapore incorporated private investment holding company and the Maritime and Port Authority of Singapore. He has over 25 years of experience in the banking industry, specialising in corporate finance and capital management in Hong Kong, the PRC, Singapore and South-east Asia. Mr. Lien held various senior positions at several major multinational banking institutions including Swiss Bank Corporation and Bankers Trust & Company. He was the managing director in the financial institutions & public sector division of ABN AMRO Bank.

Mr. Lien obtained a bachelor degree in business administration from the University of New Brunswick in 1986, and an honorary doctoral degree in business administration from Hyupsung University in the Republic of Korea in February 2018.

## 連宗正先生

### 獨立非執行董事

連宗正先生，五十七歲，為本公司獨立非執行董事以及審核委員會及薪酬委員會之成員。連先生於二零一三年六月加入本集團。於二零一三年四月十六日，彼獲委任為 Primeline Energy Holdings Inc. (多倫多證券交易所創業板代號：PEH) 之非執行董事，該公司股份於加拿大多倫多證券交易所創業板上市。連先生於二零一一年六月至二零一五年四月期間擔任基石金融控股有限公司\* (股份代號：8112，前稱 Focus Media Network Limited) 之獨立非執行董事、自二零一一年四月至二零一六年一月期間擔任優派能源發展集團有限公司\* (股份代號：0307) 之獨立非執行董事、自二零一三年九月至二零一六年九月期間擔任新加坡公司 ILFS Wind Power Limited 之獨立非執行董事及自二零一四年四月至二零一七年十月期間擔任中滔環保集團有限公司\* (股份代號：1363) 之獨立非執行董事。連先生於二零一三年十一月至二零一四年十一月期間擔任新加坡上市之公司 Loyz Energy Limited 之主席及獨立非執行董事。

連先生目前於新加坡註冊成立之私人投資控股公司 Wah Hin & Company 及於新加坡海事及港務管理局擔任董事。彼具有超過25年銀行業經驗，專門於香港、中國、新加坡及東南亞進行企業融資及資本管理。連先生曾於數間主要跨國銀行機構包括瑞士銀行公司及 Bankers Trust & Company 擔任多項高級職位。彼曾擔任荷蘭銀行之金融機構及公共事業分部董事總經理。

連先生於一九八六年獲得 University of New Brunswick 頒授工商管理學士學位，並於二零一八年二月獲韓國的 Hyupsung University 頒發工商管理榮譽博士學位。

## MR. WANG YAN

### INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Wang Yan, aged 45, is an independent non-executive Director, the chairman of the remuneration committee, and a member of both the audit committee and the nomination committee of the Company. Mr. Wang joined the Group in July 2017. He is currently a director of Sina Corporation ("SINA", ticker: SINA), the shares of which are listed on the Nasdaq Stock Market in the U.S. In April 1996, Mr. Wang founded the SRSnet.com division of Beijing Stone Rich Sight Limited (currently known as Beijing SINA Information Technology Co., Ltd.), one of the subsidiaries of SINA and served as the head of SRS Internet Group from April 1996 to April 1999. From April 1999 to August 1999, Mr. Wang served as the executive deputy general manager for production and business development in China of SINA. From September 1999 to May 2001, Mr. Wang served as the general manager of China operations of SINA. From June 2001 to May 2003, Mr. Wang served as the president of SINA. From May 2003 to May 2006, Mr. Wang served as the chief executive officer of SINA. Since May 2003, Mr. Wang has served as a director of the board of SINA. From May 2006 to September 2012, Mr. Wang served as the vice chairman, deputy chairman and chairman of the board of SINA. Mr. Wang obtained a B.A. in Law from the Université Paris II in France in July 1997.

## SENIOR MANAGEMENT

Mr. Li Ning, Mr. Chan Ling, Mr. Li Chunyang and Mr. Li Qilin, being the executive Directors, are also the senior management of the Group.

## DISCLOSURE ON CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, the changes in details of the Directors' information subsequent to the date of the interim report of the Company for the six months ended 30 June 2017 are set out below:

Name 姓名	Details of Changes 變動詳情
Mr. Li Qilin 李麒麟先生	Appointed as a non-executive director of Li Ning Co* with effect from 13 December 2017. 自二零一七年十二月十三日起獲委任為李寧公司*之非執行董事。
Mr. Chen Johnny 陳志宏先生	Appointed as an executive director and interim chairman of Convoy Global Holdings Limited* (Stock Code 1019) with effect from 9 December 2017 and appointed as its chairman with effect from 21 December 2017. 自二零一七年十二月九日起獲委任為康宏環球控股有限公司* (股份代號: 1019) 之執行董事及臨時主席並自二零一七年十二月二十一日起獲委任為其主席。
Mr. Lien Jown Jing, Vincent 連宗正先生	resigned as an independent non-executive director of CT Environmental Group Limited* (Stock Code: 1363) with effect from 24 October 2017. conferred honorary doctoral degree in business administration from Hyupsung University in the Republic of Korea in February 2018. 自二零一七年十月二十四日起辭任中滔環保集團有限公司* (股份代號: 1363) 之獨立非執行董事。 於二零一八年二月獲韓國的Hyupsung University頒發工商管理榮譽博士學位。

\* The shares of these companies are listed on the Stock Exchange

## 汪延先生

### 獨立非執行董事

汪延先生，四十五歲，為本公司獨立非執行董事，薪酬委員會主席，審核委員會及提名委員會之成員。汪先生於二零一七年七月加入本集團。彼現為新浪公司（「新浪」，股票代號：SINA）之董事，其股份於美國納斯達克股票交易所上市。於一九九六年四月，汪先生創建新浪子公司北京四通利方信息技術有限公司（現名為北京新浪信息技術有限公司）國際網路部，並於一九九六年四月至一九九九年四月任該部部長。自一九九九年四月至一九九九年八月，汪先生任新浪主管中國區產品和業務拓展的執行副總經理。自一九九九年九月至二零零一年五月，汪先生任新浪中國區總經理。自二零零一年六月至二零零三年五月，汪先生任新浪公司總裁。自二零零三年五月至二零零六年五月，汪先生任新浪首席執行官。自二零零三年五月起，汪先生擔任新浪董事會董事。自二零零六年五月至二零一二年九月，汪先生歷任新浪公司副董事長、代理董事長及董事長。汪先生於一九九七年七月獲法國的Université Paris II頒發公法學士學位。

## 高級管理人員

執行董事李寧先生、陳寧先生、李春陽先生及李麒麟先生亦為本集團高級管理人員。

## 有關董事資料變動之披露

根據GEM上市規則第17.50A(1)條，於本公司截至二零一七年六月三十日止六個月之中期報告日期後，董事資料變動詳情載列如下：

\* 該等公司之股份於聯交所上市



# Report of the Directors

## 董事會報告

The Directors present their report and the audited financial statements for the year ended 31 December 2017.

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The Company and its subsidiaries are principally engaged in (i) sports competition and event production and management, sports talent management, and provision of sports-related marketing and consultancy service; and (ii) property and community development, research and development, manufacturing, marketing and sales of construction materials, operation of sports park or sports centre and provision of consultancy and sub-contracting services.

The principal activities and other particulars of the principal subsidiaries of the Company as at 31 December 2017 are set out in note 34 to the financial statements.

Further discussion and analysis of the business review required by Schedule 5 to the Hong Kong Companies Ordinance for the year ended 31 December 2017 is set out in the Chairman's Statement, the Business Review and the Financial Review of this annual report. This discussion forms part of this Report of the Directors.

### RESULTS AND DIVIDENDS

The Group's loss for the year ended 31 December 2017 and the state of affairs of the Company and the Group as at that date are set out in the financial statements on pages 114 to 196.

The Directors did not declare an interim dividend and did not recommend the payment of a final dividend for the year ended 31 December 2017.

### PROPERTY, PLANT AND EQUIPMENT

Movements in the property, plant and equipment of the Company and the Group during the year are set out in note 12 to the financial statements.

董事謹此提呈截至二零一七年十二月三十一日止年度之董事會報告及經審核財務報表。

### 主要業務及業務回顧

本公司之主要業務為投資控股。本公司及其附屬公司主要從事(i)體育賽事及項目制作及管理、體育人才管理以及提供體育相關市場推廣及諮詢服務；及(ii)房地產及社區開發、建材之研發、製造、市場推廣及銷售、經營體育園或運動中心以及提供諮詢及分包服務。

本公司主要附屬公司於二零一七年十二月三十一日之主要業務及其他詳情，已載於財務報表附註34。

香港公司條例附表5要求對截至二零一七年十二月三十一日止年度之業務回顧的進一步討論及分析載於本年報之主席報告、業務回顧及財務回顧中。此討論構成本董事會報告的一部分。

### 業績及股息

本集團截至二零一七年十二月三十一日止年度之虧損及本公司與本集團於該日之業務狀況，載於財務報表第114至196頁內。

董事會並無宣派中期股息，及不建議就截至二零一七年十二月三十一日止年度派付末期股息。

### 物業、廠房及設備

本公司及本集團於年內之物業、廠房及設備變動詳情，載於財務報表附註12。

## SHARE CAPITAL

During the year, the Company issued 44,372,000 Shares upon exercise of share options pursuant to the Company's share option scheme. The consideration received in aggregate for issue of Shares upon the aforesaid exercise of share options amounted to HK\$22,562,400.

Details of the share capital, the perpetual convertible bonds and the convertible note during the year are set out in notes 27, 29 and 25 to the financial statements.

## EQUITY-LINKED AGREEMENTS

In December 2016, the Company had issued to Lake Tai Investment Holdings Limited ("Lake Tai", an indirect wholly-owned subsidiary of China Huarong Asset Management Co., Ltd. ("China Huarong")) the convertible note in the aggregate principal amount of HK\$778,000,000 (the "Convertible Note") bearing an interest at the rate of 5% per annum and Lake Tai had paid HK\$778,000,000 for subscription of the Convertible Note pursuant to the subscription agreement dated 5 December 2016 entered into between the Company and Lake Tai (the "Subscription Agreement"). The Convertible Note is convertible in full at the initial conversion price of HK\$0.840 per Share into a maximum of 926,190,476 Shares at any time during the conversion period, provided that the conversion rights may not be exercised, if following such exercise, the Company's minimum public float in Shares cannot be maintained, or if such exercise is prohibited by the Hong Kong Code on Takeovers and Mergers. The details of the issuance of the Convertible Note were set out in the Company's announcement dated 5 December 2016. No Shares were issued under the Subscription Agreement and the Convertible Note during the year and up to the date of this report.

For the year ended 31 December 2017, save for the Convertible Note, the Earn-out Convertible Bonds and the Share Option Scheme (as set out in this section and the sections of "Directors' Rights to Acquire Shares and Debentures" and "Share Option Scheme" in this report), the Company has not entered into any equity-linked agreement, nor did any equity-linked agreement subsist at the end of the year.

## 股本

年內，本公司於根據本公司購股權計劃獲行使購股權後發行44,372,000股股份。於上述購股權獲行使後發行股份之已收代價合共為22,562,400港元。

本公司於年內之股本、永久性可換股債券及可換股票據詳情載於財務報表附註27、29及25。

## 股票掛鈎協議

根據本公司與Lake Tai Investment Holdings Limited (「Lake Tai」，為中國華融資產管理股份有限公司(「中國華融」)之間接全資附屬公司)訂立之日期為二零一六年十二月五日之認購協議(「認購協議」)，本公司於二零一六年十二月向Lake Tai發行本金總額為778,000,000港元、按年利率5%計息之可換股票據(「可換股票據」)，而Lake Tai已就認購可換股票據支付778,000,000港元。可換股票據可於轉換期內任何時間按初步換股價每股股份0.840港元悉數兌換為最多926,190,476股股份，如因任何換股權之行使而導致本公司未能維持股份最低公眾持股量，或該行使為香港收購及合併守則所禁止，則不得行使該等換股權。有關發行可換股票據之詳情載於本公司日期為二零一六年十二月五日之公告。於本年度及直至本報告日期，概無根據認購協議及可換股票據發行股份。

截至二零一七年十二月三十一日止年度，除可換股票據、盈利能力可換股債券及購股權計劃(載於本節及本報告內「董事購買股份或債權證之權利」及「購股權計劃」兩節內)外，本公司並未訂立任何股票掛鈎協議，於年度末亦無任何股票掛鈎協議存續。

## RESERVES

As at 31 December 2017, the Company's reserves available for distribution to Shareholders comprising share premium account less accumulated losses, amounted to approximately HK\$1,920,710,000 (2016: HK\$2,030,527,000).

Details of movements in the reserves of the Company and the Group during the year are set out in note 35 to the financial statements and in the consolidated statement of changes in equity on page 117 respectively.

## MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers (including LN Group) accounted for approximately 84% of the total sales for the year and sales to the largest customer included therein accounted for approximately 28% of the total sales.

Purchases from the Group's five largest suppliers accounted for approximately 58% of the total purchases for the year and purchases from the largest supplier included therein accounted for approximately 26% of the total purchases.

As at 31 December 2017, Mr. Li Ning, the Chairman, the Chief Executive Officer and an executive Director, was also deemed under Part XV of the SFO to be interested in 2,561,120 LN Shares held by Alpha Talent Management Limited (a company wholly-owned by Mr. Li Ning), 4,895,639 LN Shares held as personal interest, 1,509,470 share options granted under the 2004 share option scheme of Li Ning Co at an exercise price of HK\$6.35 per LN Share and 11,039,367 unvested restricted LN Shares under the restricted share award scheme of Li Ning Co, which in aggregate amounted to 20,005,596 LN Shares and underlying LN Shares (representing approximately 0.92% shareholding interest in the share capital of Li Ning Co as at 31 December 2017). Mr. Li Ning is also the executive chairman, the interim chief executive officer and an executive director of Li Ning Co.

Save as disclosed above for the purpose of the Chapter 18 of the GEM Listing Rules, none of the Directors, their close associates or any shareholder (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) had an interest in the major customers or suppliers of the Group.

## GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 199 of this annual report.

## PRE-EMPTIVE RIGHTS

No pre-emptive rights exist in the jurisdiction of the Cayman Islands in which the Company is incorporated.

## 儲備

於二零一七年十二月三十一日，本公司可向股東分派之儲備包括股份溢價賬減累計虧損約為1,920,710,000港元（二零一六年：2,030,527,000港元）。

本公司及本集團於年內之儲備變動詳情，分別載於財務報表附註35及第117頁之綜合權益變動表內。

## 主要客戶及供應商

於回顧年內，本集團對五大客戶（包括李寧集團）作出之銷售額佔年內銷售總額約84%，當中對最大客戶作出之銷售額則約佔銷售總額28%。

本集團向五大供應商作出之採購額佔本年度採購總額約58%，當中對最大供應商作出之採購額則約佔採購總額26%。

於二零一七年十二月三十一日，根據證券及期貨條例第XV部，主席、行政總裁及執行董事李寧先生亦被視為於Alpha Talent Management Limited（由李寧先生全資擁有之公司）持有之2,561,120股李寧股份、持作個人權益之4,895,639股李寧股份、於根據李寧公司二零零四年購股權計劃按行使價每股李寧股份6.35港元授出之1,509,470份購股權及根據李寧公司限制性股份獎勵計劃之11,039,367股未歸屬限制性李寧股份（合共20,005,596股李寧股份及相關李寧股份，於二零一七年十二月三十一日約佔李寧公司股本中之股權0.92%）中擁有權益。李寧先生亦為李寧公司之執行主席、代理行政總裁及執行董事。

除上文就GEM上市規則第18章作出之披露者外，概無董事、彼等任何緊密聯繫人或就董事所知擁有本公司已發行股本5%以上之任何股東，擁有本集團主要客戶及供應商任何權益。

## 集團財務概要

本集團於過去五個財政年度之業績及資產與負債概要，載於本年報第199頁。

## 優先購買權

本公司註冊所在地開曼群島司法權區並無優先購買權之規定。

## PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

There was no purchase, sale or redemption by the Company, or any of its subsidiaries, of any listed securities of the Company during the year.

## DIRECTORS

The Directors during the year and up to the date of this report were:

### Executive Directors

Mr. Li Ning (*Chairman & 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. Wang Yan (appointed with effect from 1 July 2017)

Mr. Ng Sau Kei, Wilfred (resigned with effect from 1 July 2017)

The terms of office of each Director are subject to retirement by rotation in accordance with the Company's articles of association.

At the forthcoming annual general meeting, Mr. Chan James, Mr. Ma Wing Man and Mr. Lien Jown Jing, Vincent will retire as Directors by rotation and, being eligible, offers themselves for re-election in accordance with articles 108(A) and 108(B) of the articles of association of the Company and pursuant to Appendix 15 of the GEM Listing Rules. Mr. Wang Yan will retire and, being eligible, offer himself for re-election in accordance with article 112 of the articles of association of the Company. Further particulars of the Directors to be re-elected at the forthcoming annual general meeting are set out in the circular to the shareholders sent together with this annual report. All other existing Directors shall continue in office.

## DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 41 to 47 of this annual report.

## 購回、贖回或出售本公司上市證券

本公司或其任何附屬公司於年內概無購回、出售或贖回任何本公司上市證券。

## 董事

在年內及截至本報告日期止之董事如下：

### 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

汪延先生 (自二零一七年七月一日起獲委任)

吳守基先生 (自二零一七年七月一日起辭任)

各董事的任期須根據本公司之組織章程細則輪值告退。

於應屆股東週年大會，根據本公司組織章程細則第108(A)及108(B)條以及根據GEM上市規則附錄15，陳進思先生、馬詠文先生及連宗正先生將輪值告退，彼等均合資格並願意膺選連任董事。汪延先生將根據本公司組織章程細則第112條退任，並合資格且願意膺選連任。於應屆股東週年大會重選董事之更多詳情，載於隨本年報向股東一併寄發之通函內。其餘所有現任董事均留任。

## 董事及高級管理人員簡歷

董事及本集團高級管理人員之簡歷詳情，載於本年報第41至47頁。

## DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

Particulars of the emoluments of the Directors on a named basis for the year are set out in note 8 to the financial statements.

## PERMITTED INDEMNITY PROVISION

Pursuant to the articles of association of the Company, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto.

The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group throughout the year.

## DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in this report, there were no other transactions, arrangements or contracts of significance in relation to the Group's business to which the Company's or any of its subsidiaries was a party, and in which a Director or its connected entities had a material interest (whether directly or indirectly) subsisting at the end of the year or at any time during the year.

## SHARE OPTION SCHEME

On 29 June 2010, the Company passed an ordinary resolution to adopt a share option scheme (the "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 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 (the "Committee") (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 the Committee (as the case may be) may think fit. The Scheme will remain in force for period of 10 years commencing on 29 June 2010.

## 董事之服務合約

擬於應屆股東週年大會重選連任之董事概無與本公司訂立本公司不得在一年內毋須作出賠償（法定賠償除外）而終止之服務合約。

本年度董事之酬金詳情以具名形式載於財務報表附註8。

## 獲准許彌償條文

根據本公司組織章程細則，每名董事就其執行職務或與此有關或在其他有關方面可能蒙受或招致之一切損失或責任，均有權從本公司資產中獲得彌償。

年內，本公司已為董事及本集團行政人員安排適當之董事及行政人員責任險。

## 董事於交易、安排或合約之重大權益

除本報告所披露者外，於年終及年內任何期間，本公司或其任何附屬公司並無訂立與本集團業務有重大關係且董事或其關連實體直接或間接擁有重大權益之其他交易、安排或合約。

## 購股權計劃

於二零一零年六月二十九日，本公司通過一項普通決議案以採納一項購股權計劃（「該計劃」），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。該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、業務伙伴或代表或對本集團成就有所貢獻之其他人士，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人員組成之委員會（「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寶貴人力資源。該計劃將於二零一零年六月二十九日起計十年內有效。

The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the number of Shares in issue from time to time. In addition, the total number of Shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the nominal amount of all the Shares in issue as at the date of adoption of the Scheme (the "Scheme Mandate Limit"). The Company may, from time to time, refresh the Scheme Mandate Limit by obtaining the approval of the shareholders in general meeting. Once refreshed, the total number of Shares which may be issued upon exercise of all options to be granted under the Scheme and all other share option schemes of the Company under the limit, as refreshed, must not exceed 10% of the number of Shares in issue as at the date of approval of the refreshment by the Shareholders. The Scheme Mandate Limit amounted to 878,060,472 Shares following the approval of refreshment by the Shareholders on 16 June 2017. As at the date of this report, the total number of Shares available for issue under the Scheme is 878,060,472, representing 9.96% of the existing number of issued Shares.

The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue as at the proposed date of grant. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

The offer of a grant of share options under the Scheme may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Board or the Committee, save that such period shall not be more than 10 years from the date of grant. Unless the Board may otherwise determine, there is no minimum period required under the Scheme for the holding of an option before it can be exercised.

The exercise price of share options is determinable by the Board or the Committee, but shall be at least the highest of (i) the Stock Exchange closing price of the Shares on the date of grant of the share options; (ii) the average Stock Exchange closing price of the Shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

因行使根據該計劃及本公司任何其他購股權計劃所授出惟尚未行使之所有尚未行使購股權而可予發行之股份數目整體上限，合共不得超過不時已發行股份數目之30%。此外，因行使根據該計劃及本公司任何其他購股權計劃將予授出之所有購股權而可予發行之股份總數，合共不得超過採納該計劃當日所有已發行股份面值之10%（「計劃授權上限」）。本公司可不時透過於股東大會上獲得股東批准以更新計劃授權上限。計劃授權上限一經更新，因行使根據該計劃及本公司所有其他購股權計劃將予授出之所有購股權而可予發行之股份總數，根據經更新上限不得超過股東批准更新當日已發行股份數目之10%。經股東於二零一七年六月十六日批准更新後，計劃授權上限為878,060,472股股份。於本報告日期，於該計劃項下可予發行之股份總數為878,060,472股，相當於現有已發行股份數目之9.96%。

於任何12個月期間內根據購股權可發行予該計劃項下各合資格參與者之股份數目，最多不得超過本公司於建議授出日期已發行股份之1%。任何進一步授出超出此上限之購股權須於股東大會獲得股東批准。

根據該計劃授出購股權之要約可於要約日期起計28日內獲接納，而承授人須就此支付合共1港元之象徵式代價。已授出購股權之行使期由董事會或委員會釐定，惟有關期間不得超過授出日期起計十年。除非董事會另行議決，該計劃並無規定在行使前須持有購股權之最短期限。

購股權之行使價由董事會或委員會釐定，惟不得低於下列各項之最高者(i)股份於購股權授出日期在聯交所之收市價；(ii)股份於緊接授出日期前五個交易日在聯交所之平均收市價；及(iii)股份面值。

購股權並無賦予持有人收取股息或於股東大會投票之權利。

Report of the Directors  
董事會報告

Movement of the share options under the Scheme outstanding as at the end of the reporting year are as follows:

於報告年度結算日，該計劃項下尚未行使購股權之變動如下：

Date of Grant 授出日期	Number of Share Options 購股權數目					
	Balance as at 1.1.2017 於 二零一七年 一月一日 結餘	Granted during the year 於年內授出	Exercised during the year 於年內行使	Cancelled/ lapsed during the year 於年內 註銷/失效	Balance as at 31.12.2017 於 二零一七年 十二月三十一日 結餘	
<b>Directors</b>						
<b>董事</b>						
LI Ning 李寧	02.07.2013 20.01.2017	4,500,000 -	- 6,000,000	(1,500,000) -	- -	3,000,000 <sup>(2)(a)</sup> 6,000,000 <sup>(4)(a)</sup>
CHAN Ling 陳寧	02.07.2010 02.07.2013 20.01.2017	4,000,000 45,000,000 -	- - 40,000,000	- - -	(2,000,000) (15,000,000) -	2,000,000 <sup>(1)(a)</sup> 30,000,000 <sup>(2)(a)</sup> 40,000,000 <sup>(4)(a)</sup>
LI Chunyang 李春陽	02.07.2010 02.07.2013 20.01.2017	4,000,000 39,000,000 -	- - 20,000,000	- - -	(2,000,000) (13,000,000) -	2,000,000 <sup>(1)(a)</sup> 26,000,000 <sup>(2)(c)</sup> 20,000,000 <sup>(4)(c)</sup>
LI Qilin 李麒麟	02.07.2013 20.01.2017	6,000,000 -	- 87,000,000	- -	(2,000,000) -	4,000,000 <sup>(3)(a)</sup> 87,000,000 <sup>(4)(d)</sup>
CHAN James 陳進思	02.07.2013 20.01.2017	15,000,000 -	- 6,000,000	(5,000,000) -	- -	10,000,000 <sup>(3)(b)</sup> 6,000,000 <sup>(4)(a)</sup>
MA Wing Man 馬詠文	02.07.2010 02.07.2013 20.01.2017	666,667 4,188,000 -	- - 6,000,000	- (1,500,000) -	(333,333) -	333,334 <sup>(1)(b)</sup> 2,688,000 <sup>(2)(d)</sup> 6,000,000 <sup>(4)(a)</sup>
CHEN Johnny 陳志宏	02.07.2010 02.07.2013 20.01.2017	666,667 4,500,000 -	- - 6,000,000	- (1,500,000) -	(333,333) -	333,334 <sup>(1)(b)</sup> 3,000,000 <sup>(2)(a)</sup> 6,000,000 <sup>(4)(a)</sup>
LIEN Jown Jing, Vincent 連宗正	02.07.2013 20.01.2017	6,000,000 <sup>(3)(c)</sup> -	- 6,000,000	(6,000,000) -	- -	- 6,000,000 <sup>(4)(a)</sup>
NG Sau Kei, Wilfred (resigned with effect from 1 July 2017) 吳守基 (於二零一七年 七月一日起辭任)	02.07.2010 02.07.2013 20.01.2017	666,667 <sup>(1)(c)</sup> 4,500,000 <sup>(2)(e)</sup> -	- - 6,000,000 <sup>(4)(a)</sup>	- (4,488,000) -	(666,667) (12,000) (6,000,000)	- -
		138,688,001	183,000,000	(19,988,000) <sup>(16)(a)</sup>	(41,345,333)	260,354,668
<b>Other employees</b>						
<b>其他僱員</b>						
In aggregate 合計	02.07.2010	2,266,667	-	-	(1,133,333)	1,133,334 <sup>(3)</sup>
In aggregate 合計	06.09.2010	3,200,000	-	-	(400,000)	2,800,000 <sup>(3)</sup>
In aggregate 合計	20.09.2011	3,100,000 <sup>(7)</sup>	-	(296,000)	(2,804,000)	-
In aggregate 合計	02.07.2013	69,972,000	-	(10,960,000)	(12,012,000)	47,000,000 <sup>(3)</sup>
In aggregate 合計	20.06.2014	20,720,000	-	(1,008,000)	(5,004,000)	14,708,000 <sup>(3)</sup>
In aggregate 合計	20.01.2017	-	54,400,000	-	(800,000)	53,600,000 <sup>(10)</sup>
		99,258,667	54,400,000	(12,264,000) <sup>(16)(b)</sup>	(22,153,333)	119,241,334
<b>Other grantees</b>						
<b>其他承授人</b>						
In aggregate 合計	06.09.2010	1,600,000	-	-	(800,000)	800,000 <sup>(11)</sup>
In aggregate 合計	20.09.2011	1,416,000 <sup>(12)</sup>	-	-	(1,416,000)	-
In aggregate 合計	02.07.2013	88,500,000	-	(12,120,000)	(17,500,000)	58,880,000 <sup>(13)</sup>
In aggregate 合計	20.06.2014	3,000,000 <sup>(14)</sup>	-	-	(3,000,000)	-
In aggregate 合計	20.01.2017	-	131,900,000	-	-	131,900,000 <sup>(15)</sup>
		94,516,000	131,900,000	(12,120,000) <sup>(16)(c)</sup>	(22,716,000)	191,580,000
		332,462,668	369,300,000	(44,372,000)	(86,214,666)	571,176,002

Notes:

- (1) (a) The share options as at 1 January 2017 comprised the following: (i) 2,000,000 share options with exercisable period from 2 July 2012 to 1 July 2017 and (ii) 2,000,000 share options with exercisable period from 2 July 2013 to 1 July 2018. The number of share options under (i) and (ii) of this note was 0 and 2,000,000 respectively as at 31 December 2017.
- (b) The share options as at 1 January 2017 comprised the following: (i) 333,333 share options with exercisable period from 2 July 2012 to 1 July 2017 and (ii) 333,334 share options with exercisable period from 2 July 2013 to 1 July 2018. The number of share options under (i) and (ii) of this note was 0 and 333,334 respectively as at 31 December 2017.
- (c) The share options comprised the following: (i) 333,333 share options with exercisable period from 2 July 2012 to 1 July 2017 and (ii) 333,334 share options with exercisable period from 2 July 2013 to 1 July 2018.
- (2) (a) The share options as at 1 January 2017 comprised the following: (i) 1,500,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 1,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 1,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 0, 1,500,000 and 1,500,000 respectively as at 31 December 2017.
- (b) The share options as at 1 January 2017 comprised the following: (i) 15,000,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 15,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 15,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 0, 15,000,000 and 15,000,000 respectively as at 31 December 2017.

附註：

- (1) (a) 於二零一七年一月一日之購股權包括以下各項：(i)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(ii)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)及(ii)項之購股權數目於二零一七年十二月三十一日分別為0份及2,000,000份。
- (b) 於二零一七年一月一日之購股權包括以下各項：(i)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(ii)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)及(ii)項之購股權數目於二零一七年十二月三十一日分別為0份及333,334份。
- (c) 購股權包括以下各項：(i)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(ii)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。
- (2) (a) 於二零一七年一月一日之購股權包括以下各項：(i)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；(ii)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(iii)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)及(iii)項之購股權數目於二零一七年十二月三十一日分別為0份、1,500,000份及1,500,000份。
- (b) 於二零一七年一月一日之購股權包括以下各項：(i)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；(ii)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(iii)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)及(iii)項之購股權數目於二零一七年十二月三十一日分別為0份、15,000,000份及15,000,000份。



- (c) The share options as at 1 January 2017 comprised the following: (i) 13,000,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 13,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 13,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 0, 13,000,000 and 13,000,000 respectively as at 31 December 2017.
- (d) The share options as at 1 January 2017 comprised the following: (i) 1,500,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 1,188,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 1,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 0, 1,188,000 and 1,500,000 respectively as at 31 December 2017.
- (e) The share options comprised the following: (i) 1,500,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 1,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 1,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019.
- (3) (a) The share options as at 1 January 2017 comprised the following: (i) 2,000,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 2,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 2,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019. 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 31 December 2017.
- (c) 於二零一七年一月一日之購股權包括以下各項：(i)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；(ii)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(iii)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)及(iii)項之購股權數目於二零一七年十二月三十一日分別為0份、13,000,000份及13,000,000份。
- (d) 於二零一七年一月一日之購股權包括以下各項：(i)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；(ii)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(iii)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)及(iii)項之購股權數目於二零一七年十二月三十一日分別為0份、1,188,000份及1,500,000份。
- (e) 購股權包括以下各項：(i)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；(ii)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(iii)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。
- (3) (a) 於二零一七年一月一日之購股權包括以下各項：(i)行使期為二零一四年七月二日至二零一七年七月一日之2,000,000份購股權；(ii)行使期為二零一五年七月二日至二零一八年七月一日之2,000,000份購股權；及(iii)行使期為二零一六年七月二日至二零一九年七月一日之2,000,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一七年十二月三十一日分別為0份、2,000,000份及2,000,000份。

- (b) The share options as at 1 January 2017 comprised the following: (i) 5,000,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 5,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 5,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 0, 5,000,000 and 5,000,000 respectively as at 31 December 2017.
- (b) 於二零一七年一月一日之購股權包括以下各項：(i)行使期為二零一四年七月二日至二零一七年七月一日之5,000,000份購股權；(ii)行使期為二零一五年七月二日至二零一八年七月一日之5,000,000份購股權；及(iii)行使期為二零一六年七月二日至二零一九年七月一日之5,000,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一七年十二月三十一日分別為0份、5,000,000份及5,000,000份。
- (c) The share options as at 1 January 2017 comprised the following: (i) 2,000,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 2,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 2,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019.
- (c) 於二零一七年一月一日之購股權包括以下各項：(i)行使期為二零一四年七月二日至二零一七年七月一日之2,000,000份購股權；(ii)行使期為二零一五年七月二日至二零一八年七月一日之2,000,000份購股權；及(iii)行使期為二零一六年七月二日至二零一九年七月一日之2,000,000份購股權。
- (4) (a) The share options comprised the following: (i) 3,000,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 1,500,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 1,500,000 share options with exercisable period from 20 January 2019 to 19 January 2021.
- (4) (a) 購股權包括以下各項：(i)行使期為二零一七年一月二十日至二零一九年一月十九日之3,000,000份購股權；(ii)行使期為二零一八年一月二十日至二零二零年一月十九日之1,500,000份購股權；及(iii)行使期為二零一九年一月二十日至二零二一年一月十九日之1,500,000份購股權。
- (b) The share options comprised the following: (i) 20,000,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 10,000,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 10,000,000 share options with exercisable period from 20 January 2019 to 19 January 2021.
- (b) 購股權包括以下各項：(i)行使期為二零一七年一月二十日至二零一九年一月十九日之20,000,000份購股權；(ii)行使期為二零一八年一月二十日至二零二零年一月十九日之10,000,000份購股權；及(iii)行使期為二零一九年一月二十日至二零二一年一月十九日之10,000,000份購股權。
- (c) The share options comprised the following: (i) 10,000,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 5,000,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 5,000,000 share options with exercisable period from 20 January 2019 to 19 January 2021.
- (c) 購股權包括以下各項：(i)行使期為二零一七年一月二十日至二零一九年一月十九日之10,000,000份購股權；(ii)行使期為二零一八年一月二十日至二零二零年一月十九日之5,000,000份購股權；及(iii)行使期為二零一九年一月二十日至二零二一年一月十九日之5,000,000份購股權。
- (d) The share options comprised the following: (i) 43,500,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 21,750,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 21,750,000 share options with exercisable period from 20 January 2019 to 19 January 2021.
- (d) 購股權包括以下各項：(i)行使期為二零一七年一月二十日至二零一九年一月十九日之43,500,000份購股權；(ii)行使期為二零一八年一月二十日至二零二零年一月十九日之21,750,000份購股權；及(iii)行使期為二零一九年一月二十日至二零二一年一月十九日之21,750,000份購股權。

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- (5) The share options as at 1 January 2017 comprised the following: (i) 1,133,333 share options with exercisable period from 2 July 2012 to 1 July 2017 and (ii) 1,133,334 share options with exercisable period from 2 July 2013 to 1 July 2018. The number of share options under (i) and (ii) of this note was 0 and 1,133,334 respectively as at 31 December 2017.
- (6) The share options as at 1 January 2017 comprised the following: (i) 400,000 share options with exercisable period from 6 September 2012 to 5 September 2017; (ii) 400,000 share options with exercisable period from 6 September 2013 to 5 September 2018; (iii) 1,200,000 share options with exercisable period from 6 September 2014 to 5 September 2019; and (iv) 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) and (iv) of this note was 0, 400,000, 1,200,000 and 1,200,000 respectively as at 31 December 2017.
- (7) Exercisable period: from 20 September 2015 to 19 September 2017.
- (8) The share options as at 1 January 2017 comprised the following: (i) 22,972,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 23,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 23,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 0, 23,500,000 and 23,500,000 respectively as at 31 December 2017.
- (9) The share options as at 1 January 2017 comprised the following: (i) 5,120,000 share options with exercisable period from 20 June 2014 to 19 June 2017; (ii) 5,200,000 share options with exercisable period from 20 June 2015 to 19 June 2018; (iii) 5,200,000 share options with exercisable period from 20 June 2016 to 19 June 2019; and (iv) 5,200,000 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 0, 4,804,000, 4,804,000 and 5,100,000 respectively as at 31 December 2017.
- (5) 於二零一七年一月一日之購股權包括以下各項：(i) 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(ii)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)及(ii)項之購股權數目於二零一七年十二月三十一日分別為0份及1,133,334份。
- (6) 於二零一七年一月一日之購股權包括下列各項：(i)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；(ii)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；(iii)行使期為二零一四年九月六日至二零一五年九月五日之1,200,000份購股權；及(iv)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)及(iv)項之購股權數目於二零一七年十二月三十一日分別為0份、400,000份、1,200,000份及1,200,000份。
- (7) 行使期：二零一五年九月二十日至二零一七年九月十九日。
- (8) 於二零一七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七月二日至二零一七年七月一日之22,972,000份購股權；(ii)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(iii)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)及(iii)項之購股權數目於二零一七年十二月三十一日分別為0份、23,500,000份及23,500,000份。
- (9) 於二零一七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5,120,000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5,200,000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5,200,000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5,200,000份購股權。本附註(i)、(ii)、(iii)及(iv)項之購股權數目於二零一七年十二月三十一日分別為0份、4,804,000份、4,804,000份及5,100,000份。

- (10) The share options granted comprised the following: (i) 27,200,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 13,600,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 13,600,000 share options with exercisable period from 20 January 2019 to 19 January 2021. The number of share options under (i), (ii) and (iii) of this note was 26,800,000, 13,400,000 and 13,400,000 respectively as at 31 December 2017.
- (11) The share options as at 1 January 2017 comprised the following: (i) 800,000 share options with exercisable period from 6 September 2012 to 5 September 2017 and (ii) 800,000 share options with exercisable period from 6 September 2013 to 5 September 2018. The number of share options under (i) and (ii) of this note was 0 and 800,000 respectively as at 31 December 2017.
- (12) Exercisable period: from 20 September 2015 to 19 September 2017.
- (13) The share options as at 1 January 2017 comprised the following: (i) 29,500,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 29,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 29,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 0, 29,500,000 and 29,380,000 respectively as at 31 December 2017.
- (14) The share options comprised the following: (i) 1,000,000 share options with exercisable period from 20 June 2014 to 19 June 2017; (ii) 1,000,000 share options with exercisable period from 20 June 2015 to 19 June 2018; and (iii) 1,000,000 share options with exercisable period from 20 June 2016 to 19 June 2019.
- (15) The share options comprised the following: (i) 65,950,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 32,975,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 32,975,000 share options with exercisable period from 20 January 2019 to 19 January 2021.
- (10) 已授出之購股權包括以下各項：(i)行使期為二零一七年一月二十日至二零一九年一月十九日之27,200,000份購股權；(ii)行使期為二零一八年一月二十日至二零二零年一月十九日之13,600,000份購股權；及(iii)行使期為二零一九年一月二十日至二零二一年一月十九日之13,600,000份購股權。於二零一七年十二月三十一日，本附註(i)、(ii)、(iii)項下的購股權數目分別為26,800,000份、13,400,000份及13,400,000份。
- (11) 於二零一七年一月一日之購股權包括以下各項：(i)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(ii)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)及(ii)項之購股權數目於二零一七年十二月三十一日分別為0份及800,000份。
- (12) 行使期：二零一五年九月二十日至二零一七年九月十九日。
- (13) 於二零一七年一月一日之購股權包括以下各項：(i)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；(ii)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(iii)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)及(iii)項之購股權數目於二零一七年十二月三十一日分別為0份、29,500,000份及29,380,000份。
- (14) 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1,000,000份購股權；及(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1,000,000份購股權。
- (15) 購股權包括以下各項：(i)行使期為二零一七年一月二十日至二零一九年一月十九日之65,950,000份購股權；(ii)行使期為二零一八年一月二十日至二零二零年一月十九日之32,975,000份購股權；及(iii)行使期為二零一九年一月二十日至二零二一年一月十九日之32,975,000份購股權。

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- (16) (a) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.73.
- (b) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.78.
- (c) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.73.

(17) The exercise prices of the share options are as follows:

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
20.01.2017	0.80

(18) On 20 January 2017, the Company granted share options entitling subscription of a total 369,300,000 Shares pursuant to the Share Option Scheme and the closing price of the Shares immediately before the date on which the aforesaid share options were granted was HK\$0.75.

- (16) (a) 於緊接購股權獲行使日期前之加權平均收市價為0.73港元。
- (b) 於緊接購股權獲行使日期前之加權平均收市價為0.78港元。
- (c) 於緊接購股權獲行使日期前之加權平均收市價為0.73港元。

(17) 購股權之行使價如下：

(18) 於二零一七年一月二十日，本公司根據購股權計劃授出可認購合共 369,300,000 股股份之購股權，而股份於緊接上述購股權授出日期前之收市價為 0.75 港元。

## 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 31 December 2017, 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 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:

### Interests in the Shares, underlying Shares and debenture of the Company

## 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

於二零一七年十二月三十一日，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」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：

### 於本公司普通股、相關股份及債權證之權益

Directors	Capacity	Nature of interests 權益性質		Number of share options held <sup>(3)</sup>	Total interests	Approximate percentage of shareholding as at 31 December 2017 於二零一七年十二月三十一日所持股權概約百分比
		Personal interest	Corporate interest			
董事	身份	個人權益	公司權益	所持購股權數目 <sup>(3)</sup>	權益總額	
Mr. Li Ning 李寧先生	Beneficial owner 實益擁有人	21,508,000	-	9,000,000	8,242,951,151 (L)	93.58%
	Interest of controlled corporation 受控制法團權益	-	8,212,443,151 <sup>(1)</sup>	-		
	Interest of controlled corporation 受控制法團權益	-	544,241,573 <sup>(1)</sup>	-		
Mr. CHAN Ling 陳寧先生	Beneficial owner 實益擁有人	63,287,669	-	72,000,000	135,287,669 (L)	1.54%
Mr. Li Chunyang 李春陽先生	Beneficial owner 實益擁有人	13,067,669	-	48,000,000	61,067,669 (L)	0.69%
Mr. Li Qilin 李麒麟先生	Beneficiary of trusts 信託受益人	6,080,022,769 <sup>(2)</sup>	-	-	6,171,022,769 (L)	70.06%
	Beneficial owner 實益擁有人	-	-	91,000,000		

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Directors	Capacity	Number of Shares/ underlying Shares held 所持股份／相關股份數目		Number of share options held <sup>(3)</sup>	Approximate percentage of shareholding as at 31 December 2017 於二零一七年 十二月三十一日 所持股權 概約百分比	
		Nature of interests 權益性質	Total interests			
董事	身份	Personal interest	Corporate interest	所持 購股權數目 <sup>(3)</sup>	權益總額	
Mr. CHAN James 陳進思先生	Beneficial owner 實益擁有人	-	-	16,000,000	16,000,000 (L)	0.18%
Mr. MA Wing Man 馬詠文先生	Beneficial owner 實益擁有人	860,000	-	9,021,334	9,881,334 (L)	0.11%
Mr. CHEN Johnny 陳志宏先生	Beneficial owner 實益擁有人	600,000	-	9,333,334	9,933,334 (L)	0.11%
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%

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

(L)及(S)分別指好倉及淡倉

Notes:

附註：

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:

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) 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;

(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) 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

(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 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 31 December 2017, 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，於二零一七年十二月三十一日，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，擁有任何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GEM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。



## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Pursuant to a sale and purchase agreement dated 12 October 2012 (the "Acquisition Agreement") entered into between the Company and Victory Mind Assets and Dragon City as the vendors (the "Vendors"), the acquisition by the Company of 266,374,000 LN Shares, representing approximately 25.227% of the then issued share capital of Li Ning Co was completed in December 2012, for the aggregate consideration of HK\$1,358,507,400, which was satisfied by the issuance to Victory Mind Assets, one of the Vendors, 1,780,022,769 Shares and to Dragon City, the other Vendor, unlisted initial convertible bonds in the principal amount of HK\$780,000,000 (the "Initial Convertible Bonds") which are convertible at an initial conversion price of HK\$0.325 per Share, subject to adjustment provided under the terms and conditions of the Initial Convertible Bonds. All Initial Convertible Bonds were converted into 2,400,000,000 Shares on 6 June 2014.

Pursuant to the Acquisition Agreement and the deed dated 30 August 2013 entered into between the Company and the Vendors (the "Deed"), the Company issued unlisted earn-out convertible bonds (the "Earn-out Convertible Bonds") in the principal amount of HK\$340,782,000 to Victory Mind Assets and the Earn-out Convertible Bonds in the principal amount of HK\$439,218,000 to Dragon City in November 2013 subject to certain undertaking under which a portion of the Earn-out Convertible Bonds may be returned to the Company in the event that certain performance targets of LN Group are not met. The Earn-out Convertible Bonds are convertible into 2,400,000,000 Shares at an initial conversion price of HK\$0.325 per Share. On 10 April 2017, the condition for releasing the undertaking has been met and the Company has released all the Earn-out Convertible Bonds held by the Vendors in accordance with the terms of the Deed.

Victory Mind Assets is indirectly held by the corporate trustee of two discretionary trusts, the beneficiaries of which include the respective family members of Mr. Li Ning, an executive Director, the Chairman and the Chief Executive Officer, his brother, Mr. Li Chun and Mr. Li Qilin, an executive Director. Dragon City is the trustee of a unit trust, the units of which are owned by two family trusts, the beneficiaries of which include the respective family members of Mr. Li Ning, Mr. Li Chun and Mr. Li Qilin. Mr. Li Qilin is the son of Mr. Li Chun and the nephew of Mr. Li Ning.

Save as disclosed above and in the paragraph headed "Share Option Scheme" of this report, at no time during the year were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Directors, or were any such rights exercised by them; or was the Company or any of its subsidiaries, or any holding company, or any of its fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## 董事購買股份或債權證之權利

根據本公司與Victory Mind Assets及Dragon City (作為賣方) (「賣方」)於二零一二年十月十二日訂立之買賣協議(「收購協議」),本公司按總代價1,358,507,400港元收購266,374,000股李寧股份,約佔李寧公司當時已發行股本約25.227%(已於二零一二年十二月完成)。相關代價已分別透過向Victory Mind Assets(其中一名賣方)發行1,780,022,769股股份及向Dragon City(另一名賣方)發行本金額為780,000,000港元之首批非上市可換股債券(「首批可換股債券」)(初步轉換價為每股股份0.325港元,惟須根據首批可換股債券之條款及條件予以調整)方式進行支付。首批可換股債券已於二零一四年六月六日悉數兌換為2,400,000,000股股份。

根據收購協議及本公司與賣方於二零一三年八月三十日訂立之契據(「契據」),本公司於二零一三年十一月向Victory Mind Assets發行本金額為340,782,000港元之非上市盈利能力可換股債券(「盈利能力可換股債券」)及向Dragon City發行本金額為439,218,000港元之盈利能力可換股債券。在若干承諾(根據該相關承諾倘李寧集團之若干表現目標未獲達成,則部分盈利能力可換股債券可能須退還予本公司)規限下,盈利能力可換股債券可按初步轉換價每股股份0.325港元轉換為2,400,000,000股股份。於二零一七年四月十日,解除承諾的條件已達成,而本公司已根據契約的條款解除賣方持有的所有盈利能力可換股債券。

Victory Mind Assets由兩個酌情信託的公司受託人間接持有,兩個酌情信託之受益人均包括李寧先生(執行董事、主席兼行政總裁)、其兄長李進先生及執行董事李麒麟先生各自之家族成員。Dragon City是一個單位信託之受託人,該信託之單位由兩個家族信託擁有,而兩個家族信託之受益人均包括李寧先生、李進先生及李麒麟先生各自之家族成員。李麒麟先生為李進先生之兒子及李寧先生之侄。

除上文及本報告「購股權計劃」一段所披露者外,本公司於年內任何時間概無授予任何董事可藉購入本公司股份或債權證而得益之權利,或彼等概無行使任何該等權利;或本公司或其任何附屬公司或其任何控股公司或其任何同系附屬公司亦概無訂立任何安排致使董事可購入任何其他法人團體之該等權利。

## CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS

Save as disclosed in this report, at no time during the year had the Company or any of its subsidiaries, and the controlling shareholders or any of its subsidiaries entered into any contract of significance or any contract of significance for the provision of services to the Company or any of its subsidiaries by the controlling shareholder or any of its subsidiaries.

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

As at 31 December 2017, 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 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

## 控股股東於合約之權益

除本報告所披露者外，本公司或其任何附屬公司與控股股東或其任何附屬公司於年內任何時間，概無訂立任何重大合約或由控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務之任何重大合約。

## 主要股東及其他人士於本公司股本之權益及淡倉

於二零一七年十二月三十一日，據董事所知，除上文所披露之本公司董事或行政總裁擁有之權益及淡倉外，以下人士於本公司股份及／或相關股份中擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊或已另行知會本公司之權益及淡倉：

### 於股份及相關股份之權益

Capacity		Number of Shares/underlying Shares held	Approximate percentage of shareholdings as at 31 December 2017
身份		所持股份／ 相關股份之數目	於二零一七年十二月三十一日 所持股權 概約百分比
<b>Substantial Shareholders</b>			
<b>主要股東</b>			
Mr. LI Chun <sup>(1)</sup> 李進先生 <sup>(1)</sup>	Interest of controlled corporation 受控制法團權益	8,212,443,151(L) 544,241,573(S)	93.23% 6.18%
Lead Ahead <sup>(2)</sup>	Beneficial owner 實益擁有人	2,132,420,382(L) 544,241,573(S)	24.21% 6.18%
Victory Mind Assets <sup>(3)</sup>	Beneficial owner 實益擁有人	2,728,582,769(L)	30.98%
Ace Leader <sup>(3)</sup>	Interest of controlled corporation 受控制法團權益	2,728,582,769(L)	30.98%
Jumbo Top <sup>(3)</sup>	Interest of controlled corporation 受控制法團權益	2,728,582,769(L)	30.98%

	Capacity	Number of Shares/underlying Shares held	Approximate percentage of shareholdings as at 31 December 2017
	身份	所持股份／ 相關股份之數目	於二零一七年 十二月三十一日 所持股權 概約百分比
TMF <sup>(3)</sup>	Trustee 受託人	2,728,582,769(L)	30.98%
Dragon City <sup>(4)</sup>	Trustee 受託人	3,351,440,000(L)	38.05%
Cititrust <sup>(4)</sup>	Trustee 受託人	3,351,440,000(L)	38.05%
<b>Other Persons</b>			
<b>其他人士</b>			
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 <sup>(5)</sup> (L)	46.05%
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 <sup>(5)</sup> (L)	46.05%
Ministry of Finance of the People's Republic of China 中華人民共和國財政部	Interest of controlled corporation 受控制法團權益	926,190,476 <sup>(6)</sup> (L)	10.51%
Mr. MA Chi Seng 馬志成先生	Beneficial owner 實益擁有人	617,000,000 <sup>(7)</sup> (L)	7.00%

(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
  - (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.
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.

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) 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。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。

## Report of the Directors 董事會報告

- 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.
- 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.
- 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.
- According to the corporate substantial shareholder notice filed to the Stock Exchange by Ministry of Finance of the People's Republic of China ("MOF"), MOF is deemed to be interested in such long position of unlisted and physically settled derivative interests in 926,190,476 underlying Shares held by Lake Tai Investment Holdings Limited which is in turn wholly-owned by Huarong (HK) International Holdings Limited. China Huarong International Holdings Limited is owned as to 88.10% and 11.90% by Huarong Real Estate Co., Ltd. ("Huarong Real Estate") and Huarong Zhiyuan Investment & Management Co., Ltd. ("Huarong Zhiyuan") respectively. Both Huarong Real Estate and Huarong Zhiyuan are wholly-owned by China Huarong Asset Management Co., Ltd. which is in turn owned as to 77.49% by MOF.
- Mr. Ma Chi Seng was interested in 500,000,000 Shares and the share options of the Company entitling to subscribe for a total of 132,000,000 Shares as at 20 January, 2017. Following the lapse of some of his share options entitling to subscribe for a total of 15,000,000 Shares in September 2017, Mr. Ma Chi Seng was interested in 500,000,000 Shares and the share options of the Company entitling to subscribe for a total of 117,000,000 Shares as at 31 December 2017.
- 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。
- 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。
- 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。
- 根據中華人民共和國財政部（「財政部」）向聯交所提交之法團大股東通知書，財政部被視作於Lake Tai Investment Holdings Limited持有之該等926,190,476股相關股份之非上市及以實物交收之衍生工具權益中擁有好倉權益，而Lake Tai Investment Holdings Limited則由華融（香港）國際控股有限公司全資擁有。中國華融國際控股有限公司分別由華融置業有限責任公司（「華融置業」）及華融致遠投資管理有限責任公司（「華融致遠」）擁有88.10%及11.90%權益。華融置業及華融致遠均由中國華融資產管理股份有限公司全資擁有，而中國華融資產管理股份有限公司則由財政部擁有77.49%權益。
- 於二零一七年一月二十日，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132,000,000股股份）中擁有權益。於二零一七年九月，於其部分購股權（賦予權利可認購合共15,000,000股股份）失效後，於二零一七年十二月三十一日馬志成先生於500,000,000股股份及本公司購股權（賦予權利可認購合共117,000,000股股份）中擁有權益。

As at 31 December 2017, 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 notified to the Company.

## MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

## GROUP'S EMOLUMENT POLICY

The emolument policy of the employees of the Group is formulated on the basis of their merit, qualifications and competence and it is the Group's policy to compensate each employee fairly and equitably. The Group has a system for measuring employees' performance against agreed-upon goals with specific performance standards. Performance discussion is carried out on an ongoing basis and a formal evaluation is conducted once a year to review employees' overall performance, achievements, and areas in need of improvement. Salary review would be based on individual's performance and subject to Group's discretion.

The determination of remuneration packages of the Directors takes into consideration of the factors such as time commitment and responsibilities of the Directors and by reference to the level of emoluments normally paid by a listed company in Hong Kong to directors of comparable calibre and job responsibilities so as to ensure a fair and competitive remuneration package as is fit and appropriate. The details of remuneration payable to the Directors and senior management are set out in note 8 to the financial statements.

The existing share option scheme was adopted by the Company in 2010 as an incentive to directors and eligible participants, details of the scheme are set out in the section headed "Share Option Scheme" on pages 52 to 60 of this annual report.

## CORPORATE GOVERNANCE

The Company is committed to achieving and maintaining a high standard of corporate governance and a detailed corporate governance report is set out on pages 71 to 81 of this annual report.

The compliance officer of the Company is Mr. Chan Ling whose biographical details are set out on page 42 of this annual report. Ms. Kong Kwok Ha is the company secretary and the general counsel of the Company. She is a qualified solicitor in Hong Kong and has more than 20 years of experience in the legal profession.

於二零一七年十二月三十一日，除上文披露者外，就董事所知，概無其他人士（除董事或本公司行政總裁外）於本公司股份及／或相關股份中，擁有任何本公司根據證券及期貨條例第336條規定須存置之登記冊記錄或已另行知會本公司之權益或淡倉。

## 管理合約

年內概無簽署或存在任何涉及本集團全部或任何重大部分業務之管理及行政之合約。

## 本集團之薪酬政策

本集團僱員之薪酬政策乃根據彼等成績、資歷及能力而釐定，而本集團的政策為致力讓每位僱員得到公平合理的待遇。本集團設有釐定僱員表現的系統，以特定表現準則釐定僱員是否達到預設目標。本集團持續進行表現檢討，並每年進行一次正式評估，以審核僱員整體表現、成績及改進空間。本集團將根據個人表現酌情進行薪酬檢討。

釐定董事薪酬待遇時考慮到董事投入的時間及職責等因素，並參考香港上市公司一般向具有相若能力及職責之董事支付的薪酬水平，以確保公平而具競爭力的薪酬待遇合適恰當。應付董事及高級管理人員之薪酬詳情載於財務報表附註8。

本公司於二零一零年採納現有購股權計劃，以獎勵董事及合資格參與人士。計劃詳情載於本年報第52頁至60頁「購股權計劃」一節。

## 企業管治

本公司致力於實現及維持高水準之企業管治，企業管治報告之詳情載於本年報第71至81頁。

本公司監察主任為陳寧先生，其履歷詳情載於本年報第42頁。江國霞女士為本公司之公司秘書及法律顧問。彼具備香港律師資格，並在法律界擁有逾20年經驗。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

In addition to the discussions on the Group's environmental policies and performance in the Business Review of this annual report, an environmental, social and governance report which explains how the Company complies with the environmental, social and governance reporting guide in Appendix 20 to the GEM Listing Rules is set out on pages 82 to 106 of this annual report.

## DIRECTORS' INTERESTS IN A COMPETING BUSINESS

For the year ended 31 December 2017, 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 interest which any such person has or may have with the Group.

## PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best of the Directors' knowledge, as at the date of this annual report, there was a sufficient prescribed public float of the issued shares of the Company under the GEM Listing Rules.

## AUDITOR

The financial statements of the Company for the year under review have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of PricewaterhouseCoopers as auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

By Order of the Board

**Li Ning**  
*Chairman and Chief Executive Officer*

Hong Kong, 22 March 2018

## 環境、社會及管治報告

除於本年報業務回顧中有關本集團之環境政策及表現之討論外，解釋本公司遵守GEM上市規則附錄20中之環境、社會及管治報告指引的情況的環境、社會及管治報告載於本年報第82至第106頁。

## 董事於競爭業務之權益

截至二零一七年十二月三十一日止年度，各董事並無察覺到各董事、控股股東及彼等各自之緊密聯繫人（定義見GEM上市規則）擁有與本集團業務競爭或可能與之競爭之任何業務或權益，而該等人士亦無擁有與本集團有利益沖突或可能與之有利益沖突之任何其他權益。

## 公眾持股量

根據本公司獲得之公開資料及就董事所深知，於本年報刊發日期，本公司已發行股份之公眾持股量符合GEM上市規則指定水平。

## 核數師

本公司於回顧年度內之財務報表經羅兵咸永道會計師事務所審核。羅兵咸永道會計師事務所將告退，並合資格及願意應聘連任。本公司將於應屆股東週年大會提呈決議案，建議續聘羅兵咸永道會計師事務所為本公司核數師。

承董事會命

主席及行政總裁  
**李寧**

香港，二零一八年三月二十二日

# Corporate Governance Report

## 企業管治報告

The Company is committed to achieving and maintaining a high standard of corporate governance. Throughout the financial year ended 31 December 2017, the Company had complied with the code provisions in the Corporate Governance Code ("CG Code") as set out in Appendix 15 of the GEM Listing Rules, save for the disclosure below.

The code provision A.2.1 of the CG Code stipulates that the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. Mr. Li Ning holds both the positions of the Chairman and the Chief Executive Officer. Taking into account of Mr. Li's expertise and insight of the sports field, having these two roles performed by Mr. Li enables more effective and efficient overall business planning and implementation of business decisions and strategies of the Group. The Board believes that the balance of power and authority is ensured by the operations of the Board, which comprises experienced and high calibre individuals and adequate independent element in the composition of the Board, with one-third of them being independent non-executive Directors.

In respect of the code provision A.6.7 of the CG Code, independent non-executive Directors and other non-executive Directors should attend the general meetings of the Company. One non-executive Director and one independent non-executive Director were unable to attend the annual general meeting of the Company held on 16 June 2017 due to overseas engagement.

The application of the relevant principles of the CG Code is stated in the following sections.

### BOARD OF DIRECTORS

The Company is governed by the Board, which has the responsibility for leadership and control of the Company. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board sets strategies and directions for the Group's affairs and activities with a view to develop its business and to enhance shareholders' value.

There is a clear division of responsibilities between the Board and the management. Decisions on important matters are specifically reserved to the Board while decisions on the Group's general operations are delegated to the management. Important matters include those affecting the Group's strategic policies, risk management and internal control systems, major investment and funding decisions and major commitments relating to the Group's operations.

本公司致力提倡及維持高水平之企業管治。除下文披露者外，於截至二零一七年十二月三十一日止財政年度全年，本公司一直遵守GEM上市規則附錄15所載企業管治守則（「企業管治守則」）之守則條文。

企業管治守則第A.2.1條守則條文規定，主席及行政總裁之角色分開及不應由同一人擔任。李寧先生擔任主席兼行政總裁之職務。經考慮李先生之豐富知識專長及運動領域之眼光後，此兩個職務由李先生擔任，令整個業務規劃及實施本集團之業務決策及策略更切實有效及更具效率。董事會相信權力及授權之平衡乃由董事會之運作確保，當中成員皆富經驗及有才幹之人士，且董事會組合具備充分之獨立元素，其中三分之一為獨立非執行董事。

根據企業管治守則第A.6.7條守則條文，獨立非執行董事及其他非執行董事應出席本公司股東大會。一名非執行董事及一名獨立非執行董事由於海外事務未克出席本公司於二零一七年六月十六日舉行之股東週年大會。

本公司應用企業管治守則有關原則於下節載列。

### 董事會

本公司由董事會管治，董事會有責任領導及監控本公司。董事藉指引及監察本集團事務共同負責使本集團達成成功。董事會制訂本集團事務及業務之策略及方向，以發展業務及提升股東價值。

董事會與管理層間職能清晰劃分。重大事項之決策留待董事會處理，而本集團日常運作之決策則授權管理層處理。重大事項包括影響本集團之策略措施、內部監控及風險管理系統、重大投資及撥款決策以及有關本集團運作之重大承擔。



The Board currently comprises of four executive Directors (the “Executive Directors”), two non-executive Directors (the “Non-executive Directors”) and three independent non-executive Directors (the “Independent Non-executive Directors”). The Board has a balance of skills and experience and a balanced composition of Executive Directors and Non-executive Directors.

### Chairman and Chief Executive Officer

Mr. Li Ning has been the Chairman since 2010 and takes the lead to oversee the Board functions and the direction of the Group. Mr. Li Ning took the role of Chief Executive Officer with effect from 22 May 2013 to further align the management expertise of the Board to complement with the Group’s core strategies to pursue opportunities along the sports value chain.

### Non-Executive Directors

All Non-executive Directors and Independent Non-executive Directors are appointed for a term of three years. In addition, all Directors are subject to retirement by rotation at least once every three years in accordance with the Company’s articles of association.

### Independent Non-Executive Directors

The current Independent Non-executive Directors are Mr. Chen Johnny, Mr. Lien Jown Jing, Vincent and Mr. Wang Yan. The Independent Non-executive Directors help the management to formulate the Group’s development strategies, ensure the Board prepares its financial and other mandatory reports in strict compliance with required standards, and ensure the Company maintains appropriate system to protect the interests of the Company and the Shareholders. The Company received the annual confirmation from the Independent Non-executive Directors in respect of their independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considered all the Independent Non-executive Directors to be independent.

### Board Composition and Board Processes

Directors make their best efforts to contribute to the formulation of strategy, policies and decision-making by attending the Board meetings in person or via telephone conference facilities. During regular meetings of the Board, the Directors discuss and formulate the overall strategies of the Group, monitor financial performance and review the financial results of the Group. Additional Board meetings may be convened for considering and approving other significant matters. Apart from formal meetings, matters requiring Board approval were arranged by means of circulation of written resolutions.

董事會目前包括四名執行董事（「執行董事」）、兩名非執行董事（「非執行董事」）及三名獨立非執行董事（「獨立非執行董事」）。董事會在執行董事與非執行董事之技能及經驗以及組成之間取得平衡。

### 主席及行政總裁

李寧先生自二零一零年起擔任主席並負責領導董事會發揮功能及監督本集團的發展方向。李寧先生於二零一三年五月二十二日起擔任行政總裁以進一步整合董事會之管理專長，以完善本集團之核心策略，沿著體育價值鏈尋找機遇。

### 非執行董事

所有非執行董事及獨立非執行董事均委任為期三年。此外，所有董事須根據本公司之組織章程細則輪值告退，至少每三年輪值告退一次。

### 獨立非執行董事

現任獨立非執行董事為陳志宏先生、連宗正先生及汪延先生。獨立非執行董事協助管理層制定本集團發展策略，確保董事會嚴格遵照規定標準編製財務及其他法定報告，並確保本公司秉持恰當制度，保障本公司及股東利益。本公司接獲獨立非執行董事根據GEM上市規則第5.09條就彼等之獨立身份作出的年度確認。本公司認為全體獨立非執行董事均屬獨立人士。

### 董事會組成及董事會會議程序

董事透過親身出席董事會會議或通過電話會議方式為制定策略、政策及作出決策竭力貢獻。於董事會定期會議期間，董事討論及制定本集團之整體策略，監督本集團之財務表現及檢討財務業績。就考慮及批准其他重大事項，可能會召開額外之董事會會議。除正式會議外，可透過傳閱書面決議案之方式安排要求董事會批准之事宜。

The composition of the Board together with the information in relation to the number of meetings of the Board and each of its committees, namely, the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee"), the nomination committee (the "Nomination Committee") and the executive committee (the "Executive Committee"), and the general meeting of the Company held during the year 2017 and the attendance of each Director are set out in the following table:

董事會組成連同本公司於二零一七年舉行之董事會及其各委員會（即審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）及執行委員會（「執行委員會」）之會議次數以及股東大會之有關資料及各董事出席情況載於下表：

		Meetings held in 2017 於二零一七年舉行之會議					Annual General Meeting 股東 週年大會
		Board	Audit Committee	Remuneration Committee	Nomination Committee	Executive Committee	
		董事會	審核委員會	薪酬委員會	提名委員會	執行委員會	
<b>Number of meetings</b>	<b>會議次數</b>	<b>4</b>	<b>4</b>	<b>1</b>	<b>1</b>	<b>2</b>	<b>1</b>
<b>Executive Directors</b>	<b>執行董事</b>						
Mr. Li Ning (Chairman & Chief Executive Officer) <sup>2</sup>	李寧先生 (主席兼行政總裁) <sup>2</sup>	4/4			1/1	2/2	1/1
Mr. Chan Ling (Chief Operating Officer)	陳寧先生(營運總裁)	4/4		1/1		2/2	1/1
Mr. Li Chunyang	李春陽先生	4/4				2/2	1/1
Mr. Li Qilin <sup>2</sup>	李麒麟先生 <sup>2</sup>	4/4				2/2	1/1
<b>Non-executive Directors</b>	<b>非執行董事</b>						
Mr. Chan James	陳進思先生	4/4					0/1
Mr. Ma Wing Man	馬詠文先生	4/4	4/4				1/1
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>						
Mr. Chen Johnny	陳志宏先生	3/4	4/4	1/1	1/1		0/1
Mr. Lien Jown Jing, Vincent	連宗正先生	4/4	4/4	1/1			1/1
Mr. Wang Yan <sup>3</sup> (appointed with effect from 1 July 2017)	汪延先生 <sup>3</sup> (自二零一七年七月一日起獲委任)	2/2	1/2	1/1	1/1		0/0
Mr. Ng Sau Kei, Wilfred <sup>4</sup> (resigned with effect from 1 July 2017)	吳守基先生 <sup>4</sup> (自二零一七年七月一日起辭任)	2/2	2/2	0/0	0/0		1/1

Notes:

- The attendance figure represents actual attendance/the number of meetings a Director is entitled to attend.
- Mr. Li Qilin is the nephew of Mr. Li Ning, the Chairman, the Chief Executive Officer and an Executive Director.
- Mr. Wang Yan was appointed as an independent non-executive Director and the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of the Company with effect from 1 July 2017.
- Mr. Ng Sau Kei, Wilfred resigned as an independent non-executive Director, the chairman of the remuneration committee, a member of each of the audit committee and the nomination committee of the Company with effect from 1 July 2017.

附註：

- 出席次數指董事實際出席之次數／有權出席之會議之次數。
- 李麒麟先生為主席、行政總裁兼執行董事李寧先生之侄子。
- 汪延先生自二零一七年七月一日起獲委任為本公司獨立非執行董事、薪酬委員會主席、審核委員會成員及提名委員會成員。
- 吳守基先生自二零一七年七月一日起辭任本公司獨立非執行董事、薪酬委員會主席、審核委員會成員及提名委員會成員的職務。

## Directors' Continuous Professional Development

The Directors are encouraged to enroll in relevant professional development programme to ensure that they are aware of their responsibilities under the legal and regulatory requirements applicable to the Company. During the year, the Company has provided the materials on directors' duties, corporate governance and updates on laws and regulations for continuous professional development of their knowledge and skills in performance of their functions. During the year, the Company has also arranged a seminar to the Directors and senior management on the directors' responsibilities under the GEM Listing Rules and SFO.

The Company has maintained records of training received by the Directors. To summarise, the Directors received trainings on the following areas to update and develop their skills and knowledge during the year:

## 董事之持續專業發展

本公司鼓勵董事參與相關專業發展計劃，以確保彼等知悉適用於本公司之法律及監管規定下之責任。於年內，本公司向董事提供有關董事職責、企業管治及最新法律及法規之材料，旨在促進彼等履行職能之知識及技能的持續專業發展。年內，本公司亦為董事及高級管理人員安排有關GEM上市規則及證券及期貨條例項下的董事責任培訓會。

本公司存有董事接受培訓之記錄。總括而言，董事於年內曾接受以下方面的培訓以更新及拓展其技能及知識：

### Training on corporate governance, regulatory development and other relevant topics 企業管治、法規發展及其他相關專題培訓

#### Executive Directors

Mr. Li Ning (Chairman & Chief Executive Officer)  
Mr. Chan Ling (Chief Operating Officer)  
Mr. Li Chunyang  
Mr. Li Qilin

#### 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

✓  
✓  
✓  
✓

#### Non-executive Directors

Mr. Chan James  
Mr. Ma Wing Man

#### 非執行董事

陳進思先生  
馬詠文先生

✓  
✓

#### Independent Non-executive Directors

Mr. Chen Johnny  
Mr. Lien Jown Jing, Vincent  
Mr. Wang Yan (appointed with effect from 1 July 2017)  
Mr. Ng Sau Kei, Wilfred (resigned with effect from 1 July 2017)

#### 獨立非執行董事

陳志宏先生  
連宗正先生  
汪延先生 (自二零一七年七月一日起獲委任)  
吳守基先生 (自二零一七年七月一日起辭任)

✓  
✓  
✓  
N/A不適用

## Directors' Securities Transactions

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard") as the code for dealing in securities of the Company by the Directors.

The Company has made specific enquiry with all Directors, and the Directors have confirmed compliance with the Required Standard during the year ended 31 December 2017.

Specific employees who are likely to be in possession of unpublished inside information of the Group are also subject to compliance with the same Required Standard. No incident of non-compliance was noted by the Company for the year ended 31 December 2017.

## 董事進行證券交易

本公司已採納GEM上市規則第5.48條至第5.67條所載規則(「交易必守標準」)，作為董事買賣本公司證券之守則。

本公司已向全體董事作出具體查詢，而董事亦已確認於截至二零一七年十二月三十一日止年度一直遵守交易必守標準。

可能擁有本集團未刊發內幕消息之個別僱員亦須遵守相同之交易必守標準。本公司於截至二零一七年十二月三十一日止年度概無發現有未遵守事件。

## BOARD COMMITTEES

The Board has established the Audit Committee, the Remuneration Committee, the Nomination Committee and the Executive Committee as integral elements of good corporate governance and to oversee relevant aspects of the Company's affairs. The authorities and duties of the committees are set out in their respective terms of reference. More details of these committees are set out in separate sections in this report.

The terms of reference adopted by the Board for the Audit Committee, the Remuneration Committee and the Nomination Committee in accordance with the requirements of the CG Code are published on the websites of the Company and the Stock Exchange.

### Nomination Committee

The Nomination Committee was established by the Board with written terms of reference. The Nomination Committee is responsible for identifying potential new Directors and recommends to the Board for decision. The current Nomination Committee is chaired by Mr. Li Ning, the Chairman and Executive Director. The other members of the Nomination Committee are Mr. Chen Johnny and Mr. Wang Yan, both are Independent Non-executive Directors.

Under the articles of association of the Company, all Directors are subject to retirement by rotation and re-election by Shareholders every three years. A Director appointed by the Board is subject to election by shareholders at the first annual general meeting after his appointment in case of the appointment of additional Director or at the first general meeting after his appointment in case of filling of casual vacancy.

During the year, the Nomination Committee has reviewed the structure, size and composition of the Board and assessed the independence of the independent non-executive Directors. The Nomination Committee also recommended a suitable candidate to the Board for appointment as an independent non-executive Director after its assessment with reference to a range of diversity perspectives.

The Company recognises the importance of board diversity which is beneficial for the enhancement of the Company's performance. The Board has adopted a board diversity policy (the "Board Diversity Policy") in accordance with the requirement set out in Code Provision A.5.6 of the CG Code with effect from 12 August 2013 and discussed all measurable objectives set for implementing the policy. With the adoption of the Board Diversity Policy, the Nomination Committee's role was expanded to include monitoring the implementation of the policy and review the same as appropriate.

In July 2017, the Company was pleased to welcome Mr. Wang Yan to the Board. Mr. Wang's experience in the online media business would boost diversity to the Board.

## 董事委員會

董事會已成立審核委員會、薪酬委員會、提名委員會及執行委員會，作為良好企業管治之整體部分以監督本公司有關方面之事務。該等委員會之授權及職責載於彼等各自之職權範圍內。該等委員會之更多詳情載於本報告之獨立章節內。

董事會根據企業管治守則之規定就審核委員會、薪酬委員會及提名委員會採納之職權範圍刊載於本公司及聯交所之網站。

### 提名委員會

董事會已成立提名委員會並制定書面職權範圍。提名委員會負責物色潛在新董事及向董事會建議以供決定。現時提名委員會由主席兼執行董事李寧先生擔任主席。提名委員會之其他成員為兩名獨立非執行董事陳志宏先生及汪延先生。

根據本公司之組織章程細則，所有董事均須每三年輪值退任一次及接受股東重選。董事會所委任之董事須於其獲委任後之首次股東週年大會上（就委任新增董事而言）或於彼獲委任後之首次股東大會上（就填補臨時空缺而言）接受股東選舉。

年內，提名委員會已檢討董事會之架構、規模及組成，並評估獨立非執行董事之獨立性。提名委員會亦在參考多元化的系列範疇進行評估後向董事會推薦了一名獨立非執行董事的恰當候選人。

本公司認同董事會多元化之重要性，其有利於提升本公司之表現。董事會已根據企業管治守則之守則條文第A.5.6條所載之規定採納董事會成員多元化政策（「董事會多元化政策」），自二零一三年八月十二日起生效，並討論為落實該政策所設定之所有可計量目標。隨著採納董事會多元化政策，提名委員會之職責已擴大至包括監察該政策之實施並適當檢討該政策。

於二零一七年七月，本公司欣然歡迎汪延先生加入董事會。汪延先生在互聯網媒體業務方面的經驗將進一步促進董事會的多元化。

## Summary and Measurable Objectives of the Board Diversity Policy

The Nomination Committee reviews and assesses the Board composition on behalf of the Board and recommends the appointment of new Directors. In designing and reviewing the Board's composition, the Nomination Committee will consider from a number of aspects. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merits and contributions that the selected candidates will bring to the Board.

During the year, the Nomination Committee reviewed the diversity of the Board from perspectives, including gender, age, professional background, business experience, length of service and directorship with other listed companies. The Nomination Committee considered that the Board possessed a balance of skill and expertise and a diverse mix appropriate for the business of the Company and will review the composition and diversity of the Board if and when necessary.

## Remuneration Committee

The Company established the Remuneration Committee on 1 August 2005 with written terms of reference. The Remuneration Committee is primarily responsible for making recommendations to the Board regarding the Group's policy and structure for remuneration of all Directors and senior management. The Board has adopted the operation model, where the Remuneration Committee has duties to determine, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management.

The Remuneration Committee currently comprises three Independent Non-executive Directors, Mr. Wang Yan (chairman of the Remuneration Committee), Mr. Lien Jown Jing, Vincent and Mr. Chen Johnny and one Executive Director, Mr. Chan Ling.

The determination of remuneration packages of the Directors takes into consideration of the factors such as time commitment and responsibilities of the Directors and by reference to the level of emoluments normally paid by a listed company in Hong Kong to directors of comparable calibre and job responsibilities so as to ensure a fair and competitive remuneration package as is fit and appropriate. During the year, the Remuneration Committee (i) reviewed the remuneration packages of the Directors, (ii) approved the adjustments of the salary of an executive Director and the directors' fees of the executive Directors, (iii) recommended to the Board for approval the adjustments of the directors' fee of the non-executive Directors and the independent non-executive Directors and the remuneration package of the new independent non-executive Director by reference to his academic qualification, experience and duties and responsibilities with the Group.

## 董事會多元化政策之概要及可計量目標

提名委員會代表董事會檢討及評估董事會組成並就委任新董事提出建議。於設定及檢討董事會之組合時，提名委員會將考慮多個方面。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

候選人之甄選將根據一系列多元化範疇進行，包括（但不限於）性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期。最終將根據所推選候選人的長處及可為董事會提供的貢獻而作出決定。

年內，提名委員會已從多個方面檢討董事會之多元性，包括性別、年齡、專業背景、業務經驗、服務年期及於其他上市公司擔任之董事職務。提名委員會認為董事會具備有利於本公司業務發展之各種技能、專長及多元化組合，並於尚需要時會檢討董事會之組成及多元性。

## 薪酬委員會

本公司已於二零零五年八月一日成立薪酬委員會並制定書面職權範圍。薪酬委員會主要負責就本集團有關所有董事及高級管理人員薪酬之政策及架構向董事會提出推薦建議。董事會已採納運作模式，當中薪酬委員會獲轉授責任釐定每名執行董事及高級管理人員之薪酬待遇。

薪酬委員會現時由三名獨立非執行董事汪延先生（薪酬委員會主席）、連宗正先生及陳志宏先生以及一名執行董事陳寧先生組成。

釐定董事之薪酬待遇會考慮各項因素（如董事之時間承擔及責任）並參考香港上市公司一般向具相若才幹及工作責任之董事支付之酬金水平，以確保一個合宜及恰當之公正兼具競爭力之薪酬待遇。年內，薪酬委員會已(i) 檢討董事之薪酬待遇，(ii) 批准調整一名執行董事的薪金及執行董事的董事袍金，(iii) 建議董事會批准調整非執行董事及獨立非執行董事的董事袍金並參考新獨立非執行董事的學歷、經驗及於本集團的職責及責任批准其薪酬待遇。

## Executive Committee

The Executive Committee was established by the Board with specific terms of reference. The committee currently comprises four Executive Directors, Mr. Li Ning (chairman of the Executive Committee), Mr. Chan Ling, Mr. Li Chunyang and Mr. Li Qilin. The primary duties of the Executive Committee are to propose and implement business strategies and plans for the Group, monitor the operations of companies of the Group and approve matters relating to their day-to-day operations.

The Executive Committee is responsible for performing the corporate governance duties which include the development and review of the Company's policies and practices on corporate governance, review and monitor the training and continuous professional development of Directors and senior management and review the Company's compliance with the CG Code and disclosure in the corporate governance report of the Company. During the year, the members of the Executive Committee considered and reviewed the compliance and disclosure in the corporate governance report of the Company as required under the GEM Listing Rules.

The Executive Committee also has duty to design, implement and monitor the risk management and internal control systems and to provide confirmation to the Board on the effectiveness of the risk management and internal control systems of the Company.

## Audit Committee

The Audit Committee was formed on 17 March 2000 with written terms of reference. The primary duties of the Audit Committee are to review the Company's financial statements, annual reports, half-year reports, quarterly reports and risk management and internal control systems and to provide advice and comments thereon to the Board.

The Audit Committee currently comprises three Independent Non-executive Directors, Mr. Chen Johnny (chairman of the Audit Committee), Mr. Lien Jown Jing, Vincent and Mr. Wang Yan and one Non-executive Director, Mr. Ma Wing Man. This annual report has been reviewed by the Audit Committee.

During the year, the committee members met together to review the quarterly reports, half-year report and annual report before submission to the Board. The financial controller of the Company was also invited to attend these meetings in order to give a full account of the financial statements of the Group. The Audit Committee also reviewed (i) the changes in accounting standards and their impact on the Company's financial reporting and (ii) the risk management and internal audit plan and reports.

## COMPANY SECRETARY

Ms. Kong Kwok Ha has been appointed by the Board as the company secretary of the Company since April 2016. During the year, Ms. Kong has duly complied with the relevant professional training requirement under Rule 5.15 of the GEM Listing Rules.

## 執行委員會

董事會已成立執行委員會並制定特別職權範圍。該委員會現由四名執行董事李寧先生（執行委員會主席）、陳寧先生、李春陽先生及李麒麟先生組成。執行委員會之主要職責是為本集團建議及落實業務策略及計劃、監察本集團各公司之營運及批准與其日常營運有關之事宜。

執行委員會負責履行企業管治職責，其包括制定及檢討本公司之企業管治政策及常規、檢討及監察董事及高級管理人員之培訓及持續專業發展以及檢討本公司之企業管治守則遵守情況及本公司企業管治報告內之披露。年內，執行委員會成員已按GEM上市規則之規定省覽及檢討本公司企業管治報告內之合規及披露。

執行委員會亦負責設計、實行並監管風險管理及內部監控系統並向董事會確認本公司之風險管理及內部監控系統之效能。

## 審核委員會

審核委員會已於二零零零年三月十七日成立，並已訂立書面職權範圍。審核委員會之主要職責為審閱本公司之財務報表、年度報告、半年度報告、季度報告及風險管理及內部監控系統，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）、連宗正先生及汪延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年報。

委員會成員於年內舉行會議審閱季度報告、半年度報告及年度報告後提交董事會。本公司財務總監亦獲邀出席此等會議以清楚說明本集團財務報表。審核委員會亦已審閱(i)會計準則之變動及其對本公司財務報告之影響及(ii)風險管理及內部審計計劃及報告。

## 公司秘書

江國霞女士已自二零一六年四月起獲董事會委任為本公司之公司秘書。於年內，彼已遵守GEM上市規則第5.15條有關專業培訓之規定。

## ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the accounts of the Company.

In preparing the accounts for the year ended 31 December 2017, the Directors have selected suitable accounting policies and applied them consistently, approved adoption of all Hong Kong Financial Reporting Standards, made judgments and estimates that are appropriate, and prepared the accounts on a going concern basis.

The responsibilities of the external auditor about their financial reporting are set out in the independent auditor's report on pages 107 to 113 of this annual report.

## AUDITOR'S REMUNERATION

During the year ended 31 December 2017, the total fee paid and payable to PricewaterhouseCoopers in relation to the audit and other services for the financial year ended 31 December 2017, amounted to HK\$3,603,000 and HK\$2,072,000 respectively. The sum for other services included HK\$1,201,000 for the agreed upon procedures performed on the Group's interim results for the six months ended 30 June 2017 and the quarterly results for the three months ended 31 March 2017 and the nine months ended 30 September 2017, HK\$721,000 for the agreed upon procedures performed on the Group's working capital forecast and HK\$150,000 for tax services.

## RISK MANAGEMENT AND INTERNAL CONTROL

The management has the responsibility to maintain appropriate and effective risk management and internal control systems, and the Board has the responsibility to review and monitor the effectiveness of the Group's risk management and internal control systems at least annually covering financial, operational and compliance controls, to ensure that the systems in place are adequate and effective.

The Group's risk management and internal control systems are, however, designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

During the reporting period, the Group has engaged KPMG Advisory (Hong Kong) Limited ("KPMG"), as its risk management and internal control review advisor for the year ended 31 December 2017, to review the Group's risk management system.

## 問責及核數

各董事確認彼等編製本公司賬目之責任。

董事編製截至二零一七年十二月三十一日止年度賬目時，已選擇合適會計政策，並貫徹應用，另批准採納所有香港財務報告準則，作出合適判斷及估計以及以持續經營基準編製賬目。

外聘核數師之財務申報責任載於本年報第107至113頁之獨立核數師報告。

## 核數師酬金

於截至二零一七年十二月三十一日止年度，就截至二零一七年十二月三十一日止財政年度核數及其他服務向羅兵咸永道會計師事務所已付及應付之酬金總額分別達3,603,000港元及2,072,000港元。有關其他服務的費用包括有關本集團截至二零一七年六月三十日止六個月之中期業績及截至二零一七年三月三十一日止三個月及截至二零一七年九月三十日止九個月之季度業績進行之協定程序之1,201,000港元、本集團營運資金預算進行之協定程序之721,000港元及有關稅務服務之150,000港元。

## 風險管理及內部監控

管理層負責維持合適及有效之風險管理及內部監控系統，而董事會負責至少每年檢討及監察本集團的風險管理及內部監控系統（涵蓋財務、運營及合規監控等）之有效性，以確保現時系統之足夠性及有效性。

然而，本集團之風險管理及內部監控系統旨在管理而非消除不能達成業務目標的風險，並僅可對重大錯誤陳述或損失提供合理但並非絕對之保證。

於報告期內，本集團委聘畢馬威諮詢（香港）有限公司（「畢馬威」）作為其截至二零一七年十二月三十一日止年度的風險管理及內部監控審閱顧問，負責審閱本集團的風險管理系統。

The procedures used to identify, evaluate and manage major risks by the Group are summarised as follows:

### Risk Identification

- Identifies risks that may potentially affect the Group's business and operations.

### Risk Assessment

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact on the business and the likelihood of their occurrence.

### Risk Response

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control procedures to prevent, avoid or mitigate the risks.

### Risk Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risks and ensures that appropriate internal control procedures are in place;
- Revises the risk management strategies and internal control procedures in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

The Board considered that major risks of the Group were managed within the acceptable level and the management will continue to monitor the residual risks and report to the Board on an ongoing basis.

The management and various departments conduct periodic self-assessment of the effectiveness of the internal control policies and procedures. KPMG was engaged and assisted the Group to perform a review of the effectiveness of the Group's internal control systems that covers financial, operational and compliance controls.

The Board, supported by the Audit Committee, is directly responsible for risk management and internal control systems of the Group and for reviewing its effectiveness. Based on the reviews performed by the management, comments from the Audit Committee and recommendations for areas of improvement from external auditor and risk management and internal control review advisor, the Board is of the view that the Group's risk management and internal control systems are effective and adequate for the year ended 31 December 2017.

本集團用於識別、評估及管理主要風險的程序概述如下：

### 風險識別

- 識別可能對本集團的業務及營運造成潛在影響的風險。

### 風險評估

- 使用管理層制定的評估標準以評估已識別的風險；及
- 考慮該等風險對業務的影響及發生的可能性。

### 風險應對

- 通過比較風險評估的結果，排列風險的優先次序；及
- 釐定風險管理策略及內部監控程序以預防、避免或減輕相關風險。

### 風險監察及報告

- 持續定期監察風險並確保設有適當的內部監控程序；
- 在情況出現重大變動時，修訂風險管理策略及內部監控程序；及
- 定期向管理層及董事會報告風險監察的結果。

董事會認為本集團的主要風險已控制在可接受的水平內，管理層將繼續監控剩餘風險並持續向董事會匯報。

管理層及多個部門定期就內部監控政策及程序之效力進行自我評估。本集團已委聘畢馬威協助本集團審閱本集團內部監控系統（涵蓋財務、運營及合規監控）的有效性。

董事會在審核委員會的協助下直接負責本集團的風險管理及內部監控系統並審閱其有效性。根據管理層進行之審閱、審核委員會之意見與外聘核數師及風險管理及內部監控審閱顧問就需完善之方面作出之推薦建議，董事會認為，本集團截至二零一七年十二月三十一日止年度已採納有效且足夠的風險管理及內部監控制度。



The Company maintains a framework for the handling and dissemination of inside information and the disclosure policy of the framework sets out the procedures and internal controls to ensure inside information remains confidential until such information is appropriately disclosed and the announcement of such information is made in a timely manner in compliance with the SFO and the GEM Listing Rules.

## SHAREHOLDERS' RIGHTS AND INVESTORS' RELATIONS

The Group is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to the Shareholders and the investors. The Board strives to encourage and maintain constant dialogue with the Shareholders through various means.

### Procedures for requisitioning an extraordinary general meeting and for putting forward proposals at general meetings

Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company may, by written requisition to the Board or the company secretary of the Company signed and deposited in accordance with Article 64 of the Company's articles of association, require an extraordinary general meeting to be called by the Directors for the transaction of any business specified in the requisition.

Shareholder(s) may propose a candidate for election as a Director at any general meetings of the Company by a requisition signed by the Shareholder (other than the person to be proposed) of his intention to propose such person for election as a Director together with a notice signed by the person to be proposed of his willingness to be elected in accordance with Article 113 of the Company's articles of association.

The articles of association of the Company set out the procedures for the Shareholders to convene general meetings, to move a resolution at general meetings and to propose a person for election as a Director are available for viewing at the Company's corporate website [www.vivachina.hk](http://www.vivachina.hk).

本公司設有處理及發佈內幕消息之架構，此架構之披露政策載有程序及內部監控，以確保內幕消息維持保密直至該等消息獲妥善披露及有關該等消息之公告能根據證券及期貨條例以及GEM上市規則及時作出。

## 股東權益及投資者關係

本集團致力維持高水平之透明度，並採用向其股東和投資者公開及時地披露相關資料之政策。董事會努力透過不同方式促進與維持與股東進行持續對話。

### 要求召開股東特別大會及於股東大會上提呈建議之程序

股東於遞呈要求日期持有本公司繳足股本不低於十分之一並有權於本公司股東大會上投票，則可根據本公司組織章程細則第64條向董事會或本公司公司秘書遞呈經簽名之書面要求，要求董事召開股東特別大會，以處理要求當中所載列任何事項。

根據本公司組織章程細則第113條，股東可於本公司任何股東大會提名出任董事職務之人選，方式為透過遞呈經該名股東（不得為該獲提呈人士）簽署有關其提名該出選董事職務人選意向之要求書，連同經獲提名人士簽署表明其參選意願之通告。

本公司組織章程細則載列股東召開股東大會、於股東大會動議決議案及提呈出選董事職務人士之程序於本公司之公司網站 [www.vivachina.hk](http://www.vivachina.hk)可供參閱。

### Procedures by which enquiries may be put to the Board

General meetings of the Company provide a direct forum of communication between Shareholders and the Board. Shareholders may at any time send their enquiries to the Board in writing through the company secretary of the Company whose contact is as follow:

Address: Room 3602-06, 36/F, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong  
Telephone: 37961111  
Fax: 37961100

The company secretary of the Company shall forward the Shareholders' enquiries to the Board, where appropriate to answer the Shareholders' questions.

### Communication with Shareholders

An annual general meeting of the Company was held on 16 June 2017 (the "2017 AGM"). A notice convening the 2017 AGM contained in the circular dated 23 March 2017 was despatched to the Shareholders together with the Annual Report 2016. The Chairman of the Board and members of the committees of the Company (as appropriate) attended the 2017 AGM to answer the questions from the Shareholders. PricewaterhouseCoopers, the external auditor of the Company, attended the 2017 AGM to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence. The Chairman explained detailed procedures for conducting a poll.

All the resolutions proposed at the 2017 AGM, including (i) the adoption of the audited financial statements and the reports of the Directors and the auditor of the Company for the year ended 31 December 2016; (ii) the re-election of certain Directors and the authorisation to the Board to fix the Directors' remunerations; (iii) the re-appointment of auditor of the Company and the authorisation to the Board to fix its remuneration; (iv) the granting to Directors the general mandates to issue and repurchase Shares; and (v) the refreshment of scheme mandate limit under the share option scheme of the Company, were passed by the Shareholders by way of poll. The poll results of the 2017 AGM were published on the websites of the Stock Exchange and the Company.

### Changes in the Constitutional Documents

There was no significant change in the constitutional documents of the Company during the year 2017.

A notice for the forthcoming annual general meeting of the Company will be published on the websites of the Stock Exchange and the Company and despatched together with the Annual Report 2017 to the Shareholders as soon as practicable in accordance with the articles of association of the Company and the CG Code.

### 向董事會進行查詢之程序

本公司之股東大會載有股東與董事會之間溝通之直接平台。股東可隨時透過本公司之公司秘書向董事會提出書面查詢，而公司秘書之聯絡方式如下：

地址：香港干諾道中200號信德中心招商局大廈36樓3602-06室  
電話：37961111  
傳真：37961100

本公司之公司秘書將會向董事會提交股東之查詢，且於適時答覆股東之疑問。

### 與股東之溝通

本公司已於二零一七年六月十六日舉行股東週年大會（「二零一七年股東週年大會」）。日期為二零一七年三月二十三日之通函所載之召開二零一七年股東週年大會之通告已連同二零一六年年度報告寄發予股東。董事會主席及本公司各委員會之成員（如適用）已出席二零一七年股東週年大會以解答股東之提問。本公司之外聘核數師羅兵咸永道會計師事務所已出席二零一七年股東週年大會以解答有關進行審核、編製核數師報告及其內容、會計政策及核數師獨立性之提問。主席已解釋進行投票表決之詳細程序。

於二零一七年股東週年大會上提呈之所有決議案，包括(i)採納截至二零一六年十二月三十一日止年度之經審核財務報表及本公司董事會報告及核數師報告；(ii)重選若干董事及授權董事會釐定董事酬金；(iii)續聘本公司核數師及授權董事會釐定其酬金；(iv)授予董事一般授權以發行及購回股份；及(v)更新本公司購股權計劃項下的計劃授權上限，均已獲股東以投票表決方式通過。二零一七年股東週年大會之投票表決結果已刊登於聯交所及本公司之網站。

### 組織章程文件變動

於二零一七年內，本公司之組織章程文件並無重大變動。

本公司應屆股東週年大會之通告將刊載於聯交所及本公司網站，且將根據本公司之組織章程細則及企業管治守則於切實可行之情況下盡快連同二零一七年年度報告寄發予各股東。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### 1. ABOUT THE REPORT

#### Introduction

This is the annual report on Environmental, Social and Governance (“ESG”) of the Group in 2017, elaborating the Group’s ESG management strategies and performance during the Reporting Period with a focus on the matters which are to stakeholders’ concern and on how the Group pursues sustainable development in economic, environmental and social aspects.

The preparation of the Report meets the four principles, namely materiality, quantitative, balance and consistency, as required by the Stock Exchange. The Group will continue to enhance its data collection for such reporting, so as to improve its performance and disclosure of ESG matters.

#### Scope of Reporting

The Report mainly discusses the ESG data, performance and objectives of the Group’s business including sports, sports park and sports community.

The Report is prepared in accordance with the requirements of the *Environmental, Social and Governance Reporting Guide* published by the Stock Exchange (the “Guide”) and the Group has complied with all the “comply or explain” provisions set out in the Guide.

#### Suggestions and Feedback

The Company welcomes all our stakeholders to raise suggestions on ESG management strategies and performance of the Company. You may contact the Company via:

Tel: +852 3796 1111  
Email: info@vivachina.hk

### 1. 關於本報告

#### 報告簡介

本報告是本集團二零一七年度的環境、社會及管治報告，全面闡釋本集團於報告期內在環境、社會及管治方面的管理方針及工作表現，並集中討論利益相關方關注的事宜，以及本集團如何體現經濟、環境及社會的可持續發展。

本報告的編制已滿足聯交所對本報告的重要性、量化、平衡和一致性的四大原則要求。本集團將持續加強報告信息收集工作，以提高本集團在環境、社會及管治事項上的表現和披露情況。

#### 報告範圍

本報告內容主要圍繞本集團的業務，包括體育、體育園及體育社區於環境、社會及管治方面的數據、表現和目標。

本報告乃遵從聯交所發佈的《環境、社會及管治報告指引》的要求進行編制，及已遵守該指引載列的所有「不遵守就解釋」條文。

#### 意見及回應

本公司歡迎各利益相關方對非凡中國的環境、社會及管治的管理方針及表現提出意見，歡迎閣下透過以下方式與本公司聯繫：

電話：+852 3796 1111  
郵件：info@vivachina.hk

## 2. REPORT METHODOLOGY

### 2.1 Material ESG Issues

The Company commissioned an independent consultant to review the materiality assessment according to the condition of surrounding markets and the performance of the Company's business in the past year, which was taken as the basis for the formulation of the Report. The material issues included stakeholders' comments and expectations on the Group in fulfilling its social responsibilities, and the topics that are to stakeholders' concern. The assessment helped the Group to formulate the framework for the Report and respond to suggestions raised by stakeholders.

The Group's materiality assessment was executed in three stages. As shown in the following table, the Group first identified the material ESG issues that may have an impact on the Group's business or stakeholders, then prioritised the potential ESG issues, verified the outcomes with the management, and finally reviewed the process of the materiality assessment.

## 2. 報告的理念

### 2.1 重要的環境、社會及管治議題

本公司根據過去一年周邊市場及公司業務的情況，委託了獨立顧問公司為重要性評估作出了檢視，成為編制本報告的依據。重要性議題包含各利益相關方對本集團履行社會責任方面的評價、期望，以及他們所關注的議題，從而協助本集團制定本報告的框架，並回應利益相關方的意見。

本集團的重要性評估主要分成三個階段執行。如下表所示，本集團先識別各項可能對本集團業務或利益相關方造成影響的環境、社會及管治上的重要性議題，然後對潛在重要性議題進行排序，並與管理層驗證結果，最後對重要性評估流程進行檢討。

The Process of Materiality Assessment 重要性評估過程		
1.	Identifying and prioritising potentially material issues  識別潛在重要性議題及進行排序	Through detailed review of media analysis, peer benchmarking analysis and other related documents, the independent consultant compared such materials with the analysis result of the materiality assessment results of 2016, and determined the topics and priority.  獨立顧問公司詳細檢閱媒體分析、同行對標分析及其他相關文件，與二零一六年度的重要性分析結果比較，確定涵蓋的議題及其排序。
2.	Verifying the outcomes with the management  管理層驗證結果	The management engaged the independent consultant to formulate the report framework according to the materiality matrix confirmed by the management and the review result of 2017.  管理層委託獨立顧問公司按照已由管理層確認的重要性矩陣及二零一七年度的檢閱結果協助制定報告框架。
3.	Review  回顧	The Company also checked whether the Report provided reasonable descriptions of the Group in terms of its impacts and ESG performance, and whether the preparation process of the Report reflected the intentions of the reporting principles.  檢查報告內容是否提供了關於本集團的影響和環境、社會及管治表現的合理描述，以及編制報告內容的流程是否反映了報告原則的意圖。

Through the above assessment process, The Group has identified material ESG issues, based on which the scope of disclosure for the Report is set. The Group has prioritised the issues according to materiality, where the more important issues will be reported and will be elaborated in response to stakeholders' concern.

The Group will firstly give a brief description of its culture in corporate social responsibility, and respond to each and every issue in the following chapters, namely, "Quality Management and Services", "Quality Working Environment", "Environmental Protection" and "Community Engagement". Readers can locate each and every issue discussed in the corresponding pages of the Report through "Appendix I: ESG Disclosure Benchmarking of the Stock Exchange".

通過以上評估過程，本集團識別出重要的環境、社會及管治議題，並根據此結果界定本次報告的披露範圍。本集團為各項議題按重要性排序，較為重要的議題將會優先於報告作出闡述及較詳細的描寫，以回應利益相關方對該議題的關注。

本集團會先簡單闡述本集團的企業社會責任文化，並分別按「優質管理及服務」、「優質工作環境」、「環境保護」及「社區投入」等章節逐一回應利益相關方對各項議題的關注。各項議題於報告的對應位置可透過「附件一：香港聯交所ESG披露對標」搜索。

### 3. THE GROUP'S CULTURE IN RELATION TO CORPORATE SOCIAL RESPONSIBILITIES

#### 3.1 Corporate Culture



##### Mission 使命

To raise the quality of life in China  
提倡運動、健康的生活方式



##### Focus 目標

To fully realize the potential and value of the sports industry in order to facilitate the progress of social civilization  
充分發揮體育產業的潛力及價值以促進社會的文明進步



##### Goal 宗旨

To become the leading and most dynamic sports conglomerate in China  
成為中國首屈一指且最具活力的綜合體育企業

#### Promote Sports and Achieve Community Prosperity

The Group actively builds people-oriented sports communities, and leverage major sports events as a platform to expand its sports business, so as to promote nationwide physical fitness and raise the quality of life for urbanites.

#### 體育推廣 社區共榮

本集團積極建設以人為本的體育社區，並以重大體育賽事作為拓展體育業務之平台，推廣全民健身並堅持將體育健康的生活方式傳揚至全國，以提升城市人民生活質素。

The Group utilizes its extensive sports resources to provide the communities with convenient, high-quality and professional sports facilities and services, and supports the development of residential properties with commercial ancillary facilities that extend to other industries such as culture, entertainment, rehabilitation and retail, proactively to cooperate with the local government in the establishment of sports communities, and to establish a healthy social platform that integrates sportive and leisure lifestyles.

Not only offering residents a better and healthier living environment, sports communities also encourage active participation in sports activities and promote physical fitness in communities in responding to the national policy in accelerating the sports industry development and regional planning. As such, the Group has received substantial support from the national and local governments on the development of sports and regional planning.

The Group will continue to promote the sports culture, such that sports will become an indispensable part of people's daily life in China.

本集團利用旗下豐富的體育資源，為社區提供方便、優質和專業的體育設施和服務，配合發展住宅地產並延伸至包括文化、悠閒娛樂、體能康復、零售消費等其他產業元素之商業配套，積極與各地政府攜手創建體育社區，致力在不同社區構建體育和悠閒生活一體化的健康社交平台。

體育社區不僅能為居民提供更優質、健康的生活環境，同時配合促進國家體育產業發展的政策及地區規劃，鼓勵大眾積極參與體育活動，於社區推動全民健身普及。因此，本公司發展的體育社區得到國家和地方政府的大力支持。

本集團將繼續傳揚體育文化，令運動逐漸成為為國民日常生活不可或缺的一環。

## 4. QUALITY MANAGEMENT AND SERVICE

### 4.1 Corporate Management: Corporate Governance Structure and Integrity Management

The Group believes that effective corporate governance is conducive to its sustainable development. The Group has established a sound corporate governance system to ensure the independent operation of the board of directors and the management of the Company. In terms of ESG, the Group has delegated a department to formulate relevant governance strategies, and cooperate with various operation departments to properly monitor its ESG performance of each business, and effectively evaluate and deal with relevant risks.

## 4. 優質管理及服務

### 4.1 企業管理：企業管治架構及誠信管理

本集團相信有效的企業管治乃為企業可持續營運之道。本集團內部已建立健全的企業管治制度，確保董事會與公司管理層能獨立運作。就環境、社會及管治事宜，本集團已委派專責部門負責制定有關管治策略，並與各個營運部門合作，妥善監察本集團各項業務的環境、社會及管治表現，並有效評估及處理相關風險。

The Company is listed in Hong Kong, but its business operations are mainly carried out in China. The Group has adopted proper and effective risk management and internal control system to ensure that the business operation complies with the local laws and regulations concerning labor welfare, safety and environment in the place of operation, as well as the Listing Rules of the Stock Exchange.

The Group requires that all the staff shall act with integrity. Relevant provisions on conflict of interest and anti-corruption are specified in the Staff Handbook to prevent staff members from committing illegal acts. Besides, the Group has formulated clear whistle-blowing procedures, to carefully investigate any suspicious case and protect the whistle-blower, for the purpose of encouraging the mutual supervision among the staff. There are no known non-compliance issues to relevant laws and regulations that have a significant impact on the Group relating to bribery, extortion, fraud and money laundering. During the reporting period, there was not any lawsuit concerning corruption in the Group.

#### 4.2 Stakeholder Management: Effective Bi-directional Mechanism and Channels for Communication

Opinions of stakeholders are of vital importance for the Group to further improve. The Group has identified key stakeholders and maintained cordial relationship with them. The Group has formulated corresponding communication mechanism for different stakeholders and maintained effective bi-directional communication via the communication channels. In response to the expectations and requests of the stakeholders, the Group has adjusted its ESG strategies according to their opinions, and enhanced their understanding of the Group, in order to achieve win-win situations for various parties.

- The Group maintains strong relationships with its shareholders, investors, customers, schools, athletes and coaches by having active communication with them.
- The Group maintains good relationships with the users of its sports facilities, local governments, communities and event planning agencies by offering support proactively.
- The Group coordinates with the media, the communities and local government in advance and maintains positive relationship.

本公司在香港上市，但業務營運則主要在中國。本集團已採取合適及有效之風險管理及內部監控系統以確定業務營運已合符營運所在地之有關勞工福利、安全和環境範疇的法律法規，以及香港上市規則。

本集團要求公司員工保持廉潔，在《員工手冊》中列明有關利益衝突、防貪污條文，以免員工誤墮法網。此外，為了鼓勵員工互相監察，本集團已制定清晰的舉報程序，仔細調查任何可疑個案，並妥善保障舉報的員工。本集團並不知悉有關防止賄賂、勒索、欺詐及洗黑錢有任何違反有重大影響的相關法律及規例。報告期內，本集團沒有發現出現任何貪污訴訟個案。

#### 4.2 利益相關方管理：有效雙向的溝通機制和渠道

利益相關方的意見對本集團持續尋求進步空間尤其重要。本集團識別了重要的利益相關方，並與之保持良好關係。本集團為不同的利益相關方制定相應的溝通機制，按照為其制定的溝通渠道保持有效雙向溝通。本集團積極回應利益相關方的期望和訴求，並嘗試就他們的意見調整本集團的環境、社會及管治策略，亦加深各利益相關方對本集團的瞭解，實現多方共贏。

- 本集團會與股東、投資者、客戶、校園、運動員、教練等保持良好關係，積極溝通。
- 本集團會與運動場地使用者、地方政府、社區、活動舉辦機構等保持良好關係，主動提供支援。
- 本集團會與媒體、社區、地方政府預先做好協調，保持良好關係。

#### **4.3 Supplier Management: Sound System and Stringent Standards on Procurement**

The Group targets to realize ESG objectives in the value chain. In addition to the internal management, the Group also chooses suppliers in a prudent manner, maintains long-term cooperative relationship with good-performance suppliers, and ensures their products and services meet required standards and their operation will not cause significant adverse impacts on the environment and the society.

Yangzhou Li Ning Sports Park operated by the Group has formulated the "Purchase Management Methods", and established a department responsible for the procurement, enabling staff to complete the purchase following the same purchase principles. In accordance with the Purchase Management Methods, the staff in charge of the selection of suppliers must invite a certain number of suppliers to make quotation, select qualified suppliers through fair and just procedures, and encourage suppliers to use environment-friendly materials, thus promoting environmental protection. Multiple examinations shall be carried out throughout procurement process, and responsible staff shall carefully inspect the goods and ensure the materials used meet with the required quality standards, so as to protect our customers' interests.

In 2017, the Group had 68 suppliers from Mainland China, and 6 from Hong Kong.

#### **4.3 供應商管理：完善的採購制度和嚴格的採購標準**

本集團希望在價值鏈全面實現環境、社會及管治的目標，除了本集團內部管理外，在挑選供應商時也審慎而行，與表現良好的供應商維持長遠合作夥伴關係，保證供應商的產品及服務達到一定標準，其營運亦不會對環境及社會造成重大不良影響。

由本集團營運的揚州李寧體育園已制定《採購管理辦法》，並設有負責物資採購的綜合部門，讓員工按統一採購原則完成採購工作。根據《採購管理辦法》，在開始挑選供應商的階段，負責員工必須邀請一定數量的供應商報價，並通過公平公正的程序挑選合符要求的供應商，同時亦鼓勵供應商採用環保物料，推動環保。採購流程中亦必須經過多重審核，並由負責人員嚴格檢驗貨物，保證所採用的材料符合質量標準，保障客戶利益。

二零一七年期間，本集團所聘用來自中國內地的供應商共68家，來自香港的供應商共6家。



#### 4.4 Business Management: Quality Operation

With its rich and diversified sports resources, the Group is committed to establish an integrated sports platform, realizing and enhancing the value of the sports industry, and facilitating the social civilization.

As an important part of the sports community, the Li Ning Sports Park operated by the Group follows the people-oriented principle with a focus on safety and quality, which provides a convenient, professional and quality choice for citizens engaging in the sports and leisure activities. Yangzhou Li Ning Sports Park managed and operated by the Group since October 2015 has been equipped with various high-quality sports facilities including indoor swimming pools, water world (outdoor swimming pools), badminton courts, table tennis courts, basketball courts, light volleyball courts, football pitches, tennis and squash courts, gymnasiums, rehabilitation centers, training centers, multifunctional stadiums and fitness centers, cultivating sports habits of the public, and encouraging the nationwide fitness; services in the Park include rental of sports venues, the organization of sports events and community/corporate cultural and sports activities, professional sports coaching and exercise courses, physical rehabilitation, retail and commercial facilities, popularizing the sporty and healthy lifestyles in Yangzhou communities.

In addition to the community development, the Group also focuses on the production and management of sports events, and fulfills the objective of the Group to promote sports culture to the society. The Group realizes prosperous development of the school basketball. As the exclusive operator of the School Basketball Leagues, the Group specially explores school culture, and enhances the value of the School Basketball Leagues from the perspectives of innovation, diversity and depth, making such event one of the most covered and influential school sports leagues in China, and helping sports culture to be rooted among the youth.

#### 4.4 業務管理：優質經營

本集團致力以豐富和多元化的體育資源建立一個綜合體育平台，實現及提升體育產業的價值，促進社會文明進步。

作為體育社區重要一環，本集團所營運的李寧體育園重視安全和質素，秉持以人為本的理念為市民進行運動及休閒活動提供一個便捷、專業及優質的選項。本集團自二零一五年十月起管理及營運的揚州李寧體育園至今已配備多項高品質的專業體育硬件設施，包括室內游泳館、水世界（室外游泳館）、羽毛球場、乒乓球場、籃球場、氣排球場、足球場、網球場、壁球場、體操館、體能康復中心、培訓中心、多功能運動場及健身中心等，讓民眾培養運動習慣，鼓勵全民健身；而園內服務涵蓋體育場地租借、體育賽事和社區／企業文體活動承辦、專業運動培訓和鍛鍊班、體能康復、零售消費和商業配套等，將運動及健康的生活方式全面普及到揚州社區。

除了開展其社區發展業務，本集團也著重體育賽事的製作及管理，貫徹本集團向社會推廣體育文化的目標。本集團在校園籃球的发展尤為蓬勃，其中作為校園籃球聯賽的獨家運營商，特地挖掘校園文化，從創新、多元、深度三方面提升校園籃球聯賽的價值，使賽事成為中國其中一個覆蓋面最廣、影響力最大的校園體育聯賽並助力運動文化植根於年輕社群。

In order to enhance customer experience, the Group has set the standard on the service quality of the staff. There are no known non-compliance issues to relevant laws and regulations that have significant impact on the Group relating to advertising and services provided. The staff of Yangzhou Li Ning Sports Park (including the existing and newly recruited employees) shall follow the Group's instructions in servicing customers, ensuring its staff maintain "customer-oriented" service attitude, and respond professionally during enquires or reception, thus bringing a pleasant experience to customers. In addition, the Group has also formulated the Standards and Procedures for Treatment of Customer Opinions and Complaints, enabling the staff to handle customer complaints according to the established procedures, requiring staff to maintain a sincere manner in listening to and recording of customer's request, and report to relevant departments regarding such requests immediately. Yangzhou Li Ning Sports Park also commits to respond within a certain period to complaints not handled immediately, and to properly follow up with the result. During the reporting period, Yangzhou Li Ning Sports Park has not received any complaints regarding its product and service.

為提升顧客體驗，本集團對員工的服務質素制定準則。本集團並不知悉所提供的廣告及服務有任何違反有重大影響的相關法律及規例。揚州李寧體育園的員工（包括在崗及新入職員工）需按接待顧客的指引，使員工抱有「以客為先」的服務態度，在諮詢、接待時均保持專業應對，為顧客帶來良好體驗。此外亦已制定《顧客意見及投訴處理標準及流程》，讓員工按照既定程序處理客戶投訴，要求員工保持親切的態度，仔細聆聽及記錄顧客訴求，並馬上與相關部門聯絡。對於未能即時處理的投訴，揚州李寧體育園也承諾在一定時間內答覆，保證為顧客妥善跟進結果。報告期內，揚州李寧體育園沒有接獲有關產品及服務的投訴。

## 5. QUALITY WORKING ENVIRONMENT

### 5.1 People-oriented

The staff is the cornerstone for the successful operation of the Group. The Group believes that a pleasant working environment is conducive to the sense of belonging of the staff and the creation of the maximum value with the Group. The Group strictly complies with the relevant laws and regulations such as the Labor Law, the Labor Contract Law and the Law on the Protection of Women's Rights and Interests in the PRC; the Group respects human rights, and has built a harmonious workplace. The Group promoted the corporate culture, and prepared the Staff Handbook enabling employees to have a clearer understanding of their responsibilities and the Group's employees related policies.

## 5. 優質工作環境

### 5.1 以人為本

員工是本集團的經營成功的基石。本集團相信一個良好的工作環境有利於加強員工的向心力，與本集團一同創造最大價值。本集團嚴格遵循國家《勞動法》、《勞動合同法》、《婦女權益保障法》等相關法律法規，尊重員工的人權，締造樂也融融的工作間。本集團推廣企業文化，並制定了《員工手冊》，讓員工清楚瞭解自己的權責，及集團內與員工相關的政策。

## Human resource overview

人力資源概況

2017  
二零一七年度

<b>Total number of staff<sup>1</sup></b>	員工總人數 <sup>1</sup>	<b>220</b>
<b>Number of staff – by gender</b>	按性別劃分員工人數	
Male	男	<b>120</b>
Female	女	<b>100</b>
<b>Number of staff – by age group</b>	按年齡組別劃分員工人數	
< 30 years old	< 30歲	<b>79</b>
30 – 50 years old	30歲 – 50歲	<b>113</b>
> 50 years old	> 50歲	<b>28</b>
<b>Number of staff – by employee category</b>	按僱員類別劃分員工人數	
Functional Heads <sup>2</sup>	部門主管 <sup>2</sup>	<b>8</b>
Management	管理層	<b>35</b>
General/technical staff	一般／技術員工	<b>80</b>
Contract worker/temporary worker	合同工／臨時工	<b>97</b>

## Staff turnover

員工流失概況

2017  
二零一七年度

<b>Overall staff turnover rate</b>	員工總流失率	<b>36.0%</b>
<b>Staff turnover rate – by gender</b>	按性別劃分員工流失率	
Male	男	<b>34%</b>
Female	女	<b>37%</b>
<b>Staff turnover rate – by age group</b>	按年齡組別劃分員工流失率	
< 30 years old	< 30歲	<b>64%</b>
30 – 50 years old	30歲 – 50歲	<b>20%</b>
> 50 years old	> 50歲	<b>20%</b>
<b>Staff turnover rate – by employee category</b>	按僱員類別劃分員工流失率	
Functional Heads <sup>2</sup>	部門主管 <sup>2</sup>	<b>0%</b>
Management	管理層	<b>9%</b>
General/technical staff	一般／技術員工	<b>37%</b>
Contract worker/temporary worker	合同工／臨時工	<b>48%</b>

<sup>1</sup> For the purpose of this Report, the total number of staff covers only the full time employees of the Company and four other operating subsidiaries in the PRC rather than the total number of full time employees of the Group.

<sup>1</sup> 此報告列明之員工總人數乃涵蓋本公司及四間在中國營運之附屬公司的全職員工，並不代表本集團之全職員工總人數。

<sup>2</sup> Functional Heads refers to chief decision-makers of the business or functional departments, including directors, financial controllers, company secretaries, general counsel of the Company, and general manager and deputy general manager of the subsidiaries.

<sup>2</sup> 部門主管指業務部門或職能部門的主要決策者，包括本公司的總監、財務總監、公司秘書和法務，以及附屬公司的總經理和副總經理。

## 5.2 Remuneration and Welfare

As a responsible employer, the Group has always been implementing good employment practice in accordance with applicable regulations, adopting open communication policies, and offering reasonable remuneration and welfare to the staff.

### *Remuneration Assurance*

The Group formulates diversified principles in response to different needs of the staff, and treats their promotion and remuneration adjustment fairly, in order to attract, retain and motivate excellent staff. In addition to the basic monthly salaries, the Group also pays discretionary bonuses with reference to year-end performance assessment of the staff, in order to encourage the staff to strive for excellent performance. Meanwhile, the Group regularly reviews the staff's remuneration according to the profit of the past year, changes of salary in the market and the performance of the individual employee, and ensures the staff can obtain reasonable remuneration in line with the prevailing market rate.

In addition to reasonable remuneration, the Company has adopted a share option scheme for a term of ten years in 2010, providing rewards and incentives to qualified participants (including the staff) for their contributions to the Company's business achievements, and sharing with them the reward of the Company's development.

### *Insurance and Welfare*

In addition to the basic salary, the Group is committed to provide better welfare to the staff, to demonstrate their importance to the Group. The Group does not only provide the social security and housing provident fund as required by laws in the PRC, but also offers more comprehensive commercial insurances and other welfare programs to its staff. The Group maintains commercial insurances including insurance for accidents, public transportation accidents and critical illness, and group medical insurance for hospitalization and supplemental medical insurance for all of its full-time staff. Furthermore, the Company also cares about the family needs of staff and have arranged breastfeeding-friendly zone for the working mothers in the Company, so that they can take care of their family need.

## 5.2 薪酬與福利

作為負責任的僱主，本集團一直按照適用法規嚴謹執行良好僱傭常規，採取開放的溝通政策，給予員工合理的薪酬及福利水平。

### *薪酬保障*

本集團制定多元化方針照顧員工的需要，公平處理各級別員工的晉升及薪金調整事宜，以吸引、挽留及激勵優秀員工。本集團的員工薪酬除了每月按時發放的基本工資外，也按員工的年終績效考核情況而酌情發放獎金，鼓勵員工爭取傑出表現。同時，本集團就過去年度的利潤、市場薪酬變化和員工個人工作表現定期檢討員工的薪酬，保障員工獲得符合市場水平的合理報酬。

除了制訂合理的薪酬水準，本公司於二零一零年通過為期十年的購股權計劃，向對本公司業務成就有所貢獻之合資格參與者其中包括員工提供獎勵及獎賞，讓其共享公司發展成果。

### *保險及福利*

除了基本的薪金外，為表示對員工的重視，本集團致力為員工提供更優厚的福利。就國家規定的社會保險及住房公積金以外，本集團為員工提供更全面的保障，設有全面的商業保險和其他福利項目。本集團統一為全體正式員工投保包括意外險、公共交通意外險、重大疾病險、團體住院醫療險、醫療補充險等商業保險。本公司亦關心個別員工家庭崗位的需要，為職場母親設立母乳喂哺友善工作間，體貼員工照顧家庭的需要。

*Staff Care*

The Group cares about the staff's needs in various aspects, especially the physical and mental health of employees by organizing regular company activities such as physical checkups, team-building activities and other staff care activities.

In order to enable the staff to understand their physical conditions, the Group arranges professional physical checkups for its Hong Kong and the PRC staff, including pre-employment checkups and the physical checkups service covered by medical insurance, in order to support the medical care of the staff. In addition, for the prevention of flu, the Company especially provides flu vaccine for the staff before the peak of the winter flu.

In addition to medical welfare, the Group has applied fitness cards for its Beijing-based staff members, so that they can enjoy sports activities by picking any sports item and venue in Li Ning Centre, the sports centre where the office is located, according to their own preferences, which encourages the staff to foster the sporty lifestyle, and strengthens the connection among employees.

During the reporting period, the Group also held a series of staff activities and fitness activities to care about the physical and mental health of the staff, including hosting a birthday party for staff members whose birthdays fall within that month, regularly organising various fitness activities such as public welfare activities preventing individuals from overworking, talk organised to enhance knowledge on health to staff relating to Chinese medical healthcare and prevention of occupation-related sickness.

*員工關懷*

本集團關懷員工各方面的需要，對員工的身心健康尤為重視，因此定期開展體檢、團隊建設和其他員工關愛活動。

為使員工能了解個人身體狀況，本集團分別為香港與國內員工安排專業體檢服務，當中包括入職前體檢及健康保險金所負擔的體檢服務，以此來支持員工的醫療保障項目。另外，關注到流感風險，本公司於踏入冬季流感高峰期之前特意安排醫護人員為員工免費注射疫苗以預防流感。

除了提供醫療福利，本集團位於北京之附屬公司亦為駐北京的員工統一辦理運動健身卡，每位員工均可於位處辦公大樓的李寧中心選擇運動項目及場地進行運動，鼓勵員工培養運動習慣，同時加強員工之間的聯繫。

本集團亦於報告期內舉辦一系列的員工活動及健康專題活動，關懷員工的身心健康。其中包括本集團每個月也為當月生日的同事舉辦生日會，也會定期舉辦各類型健康專題活動，如預防過勞的公益活動、中醫保健講座、職業病預防講座等，讓員工攝取更多有益健康的知識。

### 5.3 Training and Development

Comprehensive training plans can develop the potential of the staff, and continuously enhance the value brought forth by them to the Group, which is also beneficial to the future development of the staff. The Group provides diversified on-the-job training and development opportunities, and offers extra resources, subject to approval, to our employees in accordance with the Group's training and development policy. Employees may enhance their own values through further study and training as per individual objectives. In 2017, the Group provided 338 times of training, which is slightly more than 305 times in 2016.

- On-the-job training by daily counseling, internship and job rotation: in daily job routine, supervisor or senior staff members will provide training and guidance to other staff members based on their work plans and arrangements, work performance, and individual development expectations. Other alternative approaches, such as job rotation, will take place to help the staff members meet individual development goals
- Seminars and talks on different training courses are organized
- Various courses provided by external professional training institutions
- Further studies and training for individuals: the Group encourages its staff members to attend training and exams for qualification certificates and degrees of professional institutions after-work

### 5.3 培訓與發展

全面的培訓計劃能發掘員工潛能，持續提升員工為本集團帶來的價值，對員工未來發展也有所裨益。本集團提供多元化的在職培訓和發展機會，更提供額外資源，按《培訓與發展制度》，經批核之員工可以獲得資助，按個人目標進行個人進修培訓，自我增值。二零一七年度，本集團共提供了338人次之培訓，比二零一六年度的305人次之培訓略為上升。

- 在崗培訓（包括日常輔導、實習、輪崗）：上司或者資深同事會根據員工的工作計劃、工作安排、績效成績、個人發展期望，在日常工作中對員工進行培訓和指導；或通過輪換崗位等途徑幫助員工實現個人發展要求
- 舉辦各種培訓學習課程講座
- 外部專業的培訓機構舉辦的各類課程
- 個人進修培訓：本集團鼓勵員工利用工餘時間參加專業機構的資格證書和學歷學位培訓與考試

Average training hours <sup>1</sup> 平均受訓時數 <sup>1</sup>		2017 二零一七年度
<b>Average training hours by gender</b>	按性別劃分員工受訓平均時數	
Male	男	13 hours 小時
Female	女	11 hours 小時
<b>Average training hours by employee category</b>	按僱員類別劃分員工受訓平均時數	
Functional Heads <sup>2</sup>	部門主管 <sup>2</sup>	17 hours 小時
Management	管理層	13 hours 小時
General/technical staff	一般／技術員工	5 hours 小時
Contract workers/temporary workers	合同工／臨時工	17 hours 小時

<sup>1</sup> Training attendees and hours exclude the training for the Board.

<sup>1</sup> 培訓人次及時數不包含公司董事的培訓。

<sup>2</sup> Functional Heads refers to major decision-makers of the business or functional departments, including directors, financial controllers, company secretaries, general counsel of the Company, and general manager and deputy general manager of the subsidiaries.

<sup>2</sup> 部門主管指業務部門或職能部門的主要決策者，包括本公司的總監、財務總監、公司秘書和法務，以及附屬公司的總經理和副總經理。

## 5.4 Basic Treatment and Labor Standards

### Safety and Health

The Group considers that the staff is the most valuable asset, The Group strives to create a safe and comfortable working environment for its staff, improve safety and healthy working conditions whenever possible. Although the Group does not have material health and safety risks in the business operation, it strictly requires that the staff shall comply with various occupational safety rules, formulates measures for extreme weather and contingencies, and designs effective emergency evacuation procedures and escape routes, in order to reduce the possible health and safety risks to the greatest extent. There are no known non-compliance issues with relevant laws and regulations that have a significant impact on the Group concerning the health and safety of the employees working conditions. During the reporting period, the Group did not have any work-related injuries or casualties.

## 5.4 基本待遇及勞工準則

### 安全與健康

本集團視員工為最寶貴的資產。本集團致力為員工創造安全舒適的工作環境，在可行範圍內完善員工的安全及健康工作條件。雖然本集團的業務營運沒有存在重大的健康及安全風險，本集團也嚴格要求員工遵循各項與其職業相關的安全守則，並制定有關極端天氣及嚴重事故等的對策，以及設計有效的緊急疏散程序及逃生路線，把員工面對的健康及安全風險大幅降低。本集團並不知悉有關員工工作環境的健康與安全狀況有任何違反有重大影響的相關法律及規例。報告期內，本集團沒有發生因工作所導致的工傷或人命傷亡事故。

*Prevention of Child Labor and Forced Labor*

The Group clarifies the definition of child labor and forced labor when formulating human resource policies in accordance with local regulations. According to relevant regulations of the Group, the human resources department prohibits the employment of any child labor or forced labor. The Group manages the staff archives according to relevant regulations, and reviews and verifies staff information, in order to prevent the employment of unqualified staff.

The Group not only prohibits the employment of child labor or forced labor during recruitment, but also regularly arranges internal audit and management review, and enhance relevant corrective measures and punishment procedures. Once any child labor is found, the Group will immediately stop his/her work, arrange physical examinations and send him/her back to parents or custodians. Once any forced labor is found, the Group's subsidiaries will make compensation in accordance with the No. 364 Decree of the State Council of the People's Republic of China the Provisions on the Prohibition of Using Child Labor. If the responsible employee has been found negligent in such recruitment, he/she will be subject to the disciplinary punishments. This illustrates that the Group is keen in eliminating child labor or forced labor.

There are no non-compliance issues with relevant laws and regulations that have a significant impact on the Group's relating to preventing child and forced labor.

## 6. ENVIRONMENTAL PROTECTION

The Group actively engages in the environmental protection, is attentive to global warming, and achieves stable progress in ESG. In addition to the business expansion, the Group also takes into account the optimization of energy structure, promotion of low-carbon economy and protection of ecosystem. Although the Group is not a high-pollution generated enterprise, the Group still insists on fulfilling the corporate responsibilities, and realizing energy conservation and emission reduction in each business segment.

*防止童工及強迫勞工*

本集團依照當地法規，在制定人力資源政策時釐清童工及強迫勞工的定義。按集團有關規定，人力資源部禁止僱用任何童工及強迫勞工。本集團要求員工嚴格遵循法規管理員工檔案，並對員工資料進行實際審查，以免僱用條件不符的員工。

除了招聘過程中禁用童工及強迫勞工外，本集團亦定期安排內部審核及管理評審，並完善有關糾正措施及處罰程序，以策萬全。一旦發現童工，本集團將立即停止其工作，為其安排身體檢查，並隨即送交其父母或監護人。如發現強迫勞工，本集團之附屬公司會按中華人民共和國國務院令364號《禁止使用童工規定》作出相應賠償，若負責招聘的員工疏忽職守，亦需面臨紀律處分，以示本集團對杜絕童工及強迫勞工的決心。

本集團並不知悉有關防止童工或強迫勞工有任何違反有重大影響的相關法律及規例。

## 6. 環境保護

本集團積極參加環境保護，關注全球暖化議題，在環境、社會與管治中穩健前行。確保在拓展業務同時，也將優化產業能源結構、促進城市低碳經濟發展、保護生態環境納入本集團的規劃之中。本集團雖非高污染企業，但本集團仍然堅持履行企業責任，在各個業務環節盡力實現節能減排。



## 6.1 Energy Conservation

The Group complies with environmental laws and regulations, continuously updates its environmental policies and enhances its performance in environmental protection. Meanwhile, it also actively participates in environmental protection activities within and outside the office, in order to reduce the impact of its operation on the environment, and satisfy the expectations and requirements of the stakeholders.

The Group actively promotes energy conservation, and enhances the environmental protection efficiency. Recently, the Company sets up an information wall filled with environment protection information, so as to strengthen the environmental protection awareness of the staff, and to integrate the concept of resource conservation into their daily lives. As set out in the Staff Handbook, the Group requires all its staff members to be aware of cost control and no wastage by means of switching off lights, air conditioners, computers and water dispensers when they get off work, saving papers when using photocopiers and printers, and using recyclable paper to print unimportant documents, in order to prevent unnecessary wastage. The Group has also installed energy saving equipment such as solar panels at the Li Ning Sports Park. As a good corporate citizen, the Group is committed to reducing the energy and resource consumption in internal activities, customer activities, products and services, and to reducing amount of resource consumption and disposal.

In order to further enhance the environmental protection awareness of the staff, the Company organized the “Green Collection” campaign, encouraging the staff to donate recyclable resources to the people in need. The Company believes that it can promote the low-carbon lifestyle to the whole Group and fulfill our responsibilities of energy conservation and energy consumption reduction through environmental protection activities. In order to further integrate and optimise the environmental protection of the Group, the Group has also been constantly collecting and summarizing the information in this aspect, in order to lay a solid foundation for environmental protection supervision and governance in future.

The Group's operations does not have significant environmental implications to the environment and natural resources such as sourcing of significant amount of water or other impactful activities to natural environment.

## 6.1 能源節約

本集團遵守有關環境的法律法規，不斷更新環保政策和提升自身的環保績效，同時積極在辦公室內外參與環境保護活動，致力減少經營對環境的影響，滿足利益相關方的期望和要求。

本集團積極提倡節約能源，提高環保效益。本公司在辦公室新增環保資訊牆，加強員工環保意識，並將資源節約的概念融匯於日常生活中。本集團的《員工手冊》中要求員工培養成本控制 and 杜絕鋪張浪費的習慣，例如員工下班時須及時關閉電燈、冷氣設備、電腦、飲水機等電源；使用複印機、打印機時，節約紙張和使用再用紙打印不重要的文件等，避免不必要的浪費。本集團亦於李寧體育園安裝了如太陽能板等節能設備。作為一名良好的企業公民，本集團致力於降低公司內部、客戶所有活動、產品、服務中各環節等對能源和資源的消耗，減少對環境的取用和棄置。

為了進一步提高員工的環保意識，本公司組織了「綠色收集」活動，提倡員工把可以再利用的物件贈予有需要人士。本公司相信參與和組織環保活動的過程中，可以向集團整體宣揚低碳生活，以及履行本公司節能減耗的責任。為了進一步整合及優化本集團的環保工作，本集團也逐步統計和歸納這方面的資料，為日後的環保監管和治理工作打下良好的基礎。



本集團之業務並沒有對環境或天然資源（如：水資源的耗用）或其他有影響力的活動造成重大影響。

## 6.2 Waste Management

The Group imposes strict control over the waste of the Group, implements sorting and recycling of the waste in most subsidiaries of the Group, and strictly monitors and records the activities, products and services which produce pollutants that cause direct pollution to the environment such as wastewater, exhaust gas and solid waste. The following measures have been adopted by the Group to reduce the environmental impact of the waste:

- Actively engaged in the cooperation with the site management companies of sports events and activities, assigning its subsidiaries to reuse materials and unify garbage sorting and recycling, and advocates the plastic-free day.
- Organized “green collection” campaign to collect discarded clothing, stationery and electronic devices for charity sale or donations to persons in need.

The Group's business reported in this Report does not involve any use of packaging materials for finished products.

## 6.3 Control of Emissions

Committed to developing a circular economy, the Group has taken low-carbon, reduction and control of greenhouse gas emissions into consideration for the Group's survival and development. During the reporting period, the Group has taken the following measures for reduction of emissions:

- Advocated “reducing waste”, “reusing resources” and “recycling” in environmental protection campaigns.
- Adopted measures of water and energy conservation and waste recycling to mitigate greenhouse gas emissions and waste production.

To better comply with the integrated environmental governance and focus on the Group' ESG management system, the Company has continuously conducted analysis on relevant data. There are no known non-compliance issues to the laws and regulations that have a significant impact on the Group in relation to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous non-hazardous waste.

## 6.2 廢棄物管理

本集團對集團廢棄物嚴加管控，並已在本集團之大部份附屬公司推行廢棄物分類回收，並為對公司廢水、廢氣及固體廢棄物等對環境造成直接污染的污染物產生的有關活動、產品、服務進行嚴密監控和記錄。以下為本集團致力減少廢棄物對環境影響而作出的措施：

- 積極與體育賽事及活動的場地管理公司合作，由本集團之附屬公司進行物料重複利用、統一分類及垃圾回收處理，並支持無膠樽日。
- 組織「綠色收集」活動，收集棄用服裝、文具及電子設備，以作義賣用途或送予有需要人士。

於本報告內本集團所匯報之業務並不涉及製成品所用之包裝材料。

## 6.3 控制排放物

本集團致力發展循環經濟，把低碳、減低和控制溫室氣體排放列入企業生存和發展的考慮當中。報告期內，本集團作出的減排措施包括：

- 致力提倡「減廢」、「再用」及「循環再造」環保行動。
- 節水節能和廢物回收措施減低溫室氣體排放，減低廢物產生量。

為做好環保整合治理工作，並針對本集團的環境、社會管治體系，本公司持續對有關方面的數據作出統計和分析。本集團並不知悉有關廢氣及溫室氣體排放向水及土地的排污、有害及無害廢棄物有任何違反有重大影響的相關法律及規例。

### 6.4 Environmental Protection Awards and Recognition

The Group actively responds to environmental protection campaigns. During the reporting period, the Group has participated in relevant activities and obtained various awards as follows:

- Awarded with the Progress Award (Organisation) 2016-2017 of "Power Smart Energy-Saving Contest" by Friends of the Earth
- Awarded with the "Wastewi\$e Certificate—Excellence Level" under the "Hong Kong Green Organisation Certification" by the Environmental Campaign Committee
- Awarded with "Carbon Offset Certificate 2017" by Carbon Care Asia Limited
- Participated in the "Hong Kong No Air Con Night 2017" organized by Green Sense, promoting the low-carbon lifestyle
- Took part in the "Toner & Ink Cartridges Recycling & Reuse Programme" organised by Friends of the Earth
- Participated in the Earth Hour 2017 organised by World Wildlife Fund
- Participated in the Energy Saving Charter on "No Incandescent Light Bulbs" organized by the Electrical and Mechanical Services Department of the Environment Bureau, promoting greener lighting for conserving energy

### 6.4 環保獎項及認可

本集團積極響應綠色環保活動，於報告期內參與有關活動並獲得以下多個環保活動及環保獎項：

- 獲得地球之友頒發「知慳惜電」(機構組)持續參與獎 2016-2017
- 獲得環境運動委員會頒予「香港綠色機構認證」中「減廢證書-卓越級別」證書
- 獲得低碳亞洲頒發的「2017年碳排放證書」
- 參加環保觸覺組織的「香港無冷氣夜2017」，推動低碳生活
- 參與地球之友組織的「碳粉匣及墨盒回收再生計劃」
- 參與世界自然基金會地球一小時2017
- 參與環境局機電工程署組織的「不要鎢絲燈泡」節能約章，致力推廣更環保的照明燈具，節省電力



## 6.5 Environmental Performance Data

## 6.5 環境表現數據

### Emissions 排放

#### Carbon emissions and carbon emission intensity

#### 碳排放及碳排放強度

		2017 二零一七年度	2016 二零一六年度
Scope 1 emissions <sup>1</sup> 範圍1排放量 <sup>1</sup>	Tonne 噸	575.3	517.5
Scope 2 emissions <sup>2</sup> 範圍2排放量 <sup>2</sup>	Tonne 噸	1,494.4	1,261.1
Total quantity 總量	Tonne 噸	2,068.7	1,778.6
Scope 1 Emission intensity 範圍1排放強度	Tonne/employee 噸／員工	2.6	N/A 不適用
Scope 2 Emission intensity 範圍2排放強度	Tonne/employee 噸／員工	6.8	N/A 不適用
Total quantity 總量	Tonne/employee 噸／員工	9.4	N/A 不適用
<b>Other emissions</b>			
<b>其他排放</b>			
Wastewater generated 污水產生	Tonne 噸	6.4	N/A 不適用

### Resource usage 資源使用

#### Resource usage and resource usage intensity

#### 資源使用及資源使用強度

		2017 二零一七年度	2016 二零一六年度
Electricity consumption 用電量	kWh 千瓦時	2,113,409	1,998,712
Natural gas consumption <sup>3</sup> 天然氣消耗 <sup>3</sup>	m <sup>3</sup> 立方米	249,798	239,345
Gasoline consumption <sup>4</sup> 汽油消耗 <sup>4</sup>	Litre 升	15,168	N/A 不適用
Water consumption <sup>5</sup> 用水量 <sup>5</sup>	Tonne 噸	57,696	53,360
Electricity consumption intensity 耗電強度	kWh/employee 千瓦時／員工	9,606	N/A 不適用
Natural gas consumption intensity 天然氣消耗強度	m <sup>3</sup> /employee 立方米／員工	1,314	N/A 不適用
Gasoline consumption intensity 汽油消耗強度	Litre/employee 升／員工	482	N/A 不適用
Water consumption intensity 用水強度	Tonne/employee 噸／員工	357	N/A 不適用

## Hazardous and non-hazardous waste 有害及無害廢棄物

### Waste category

廢棄物種類

2017

二零一七年度

		Usage quantity 用量	Recycled quantity 回收量
<b>Hazardous Waste</b>			
<b>有害廢棄物</b>			
Waste carbon battery and alkaline battery 廢舊碳性電芯與鹼性電芯	Piece 個	1,094	1,109
<b>Non-hazardous waste and waste intensity (Usage Quantity and Recycled Quantity)</b>			
<b>無害廢棄物及無害廢物強度 (用量及回收量)</b>			
Paper 用紙	Tonne 噸	1.4	1.8
Plastic 塑膠	Tonne 噸	1.7	1.7
Domestic garbage 生活垃圾	Tonne 噸	4.9	3.6
		<b>Usage quantity intensity 用量強度</b>	<b>Recycled quantity intensity 回收量強度</b>
Non-hazardous waste 以無害廢棄物密度計算	Tonne/employee 噸／員工	<b>0.04</b>	<b>0.03</b>

<sup>1</sup> Scope 1: Direct emissions from sources that are owned or controlled by the Company, such as emissions from pipelines, factories, air-conditioning facilities and vehicles.

<sup>1</sup> 範圍一：直接排放源的產生源是由該組織所擁有或所控制，如從排放管道、工廠、空調設施及公司所擁有／控制的交通工具中的排放。

<sup>2</sup> Scope 2: Indirect emissions from the consumption of purchased electricity and steam by the Company as a result of its operation, while the sources of emissions are owned or controlled by other companies.

<sup>2</sup> 範圍二：間接排放的產生源是該組織的運行結果，但排放源為其他公司所擁有或控制，如外購電力和蒸汽。

<sup>3</sup> The natural gas was mainly consumed by the business operation of the subsidiaries in Beijing and Yangzhou Li Ning Sports Park in 2017. The natural gas was mainly consumed by the business operation of Yangzhou Li Ning Sports Park in 2016.

<sup>3</sup> 2017年度天然氣消耗主要源自位於北京之附屬公司及揚州李寧體育園的業務營運。2016年度天然氣消耗主要源自揚州李寧體育園的業務營運。

<sup>4</sup> The gasoline was mainly consumed by the business operation of the Company and Yangzhou Real Estate.

<sup>4</sup> 汽油消耗主要源自本公司及揚州房地產的業務營運。

<sup>5</sup> Water was mainly consumed by the business operation of Yangzhou Li Ning Sports Park. Other subsidiaries did not consume significant amount of water. Their water consumption was under unified treatment by the property management company.

<sup>5</sup> 耗水量主要源自揚州李寧體育園的業務營運，其餘附屬公司未有大量耗水，並由物業管理公司統一處理。

## 7. COMMUNITY ENGAGEMENT

### 7.1 Community Volunteering

The Group uses its best endeavours to promote public welfare, providing assistance to disadvantaged groups in society in different approaches. As a recognition of contributions to the community, the Hong Kong Council of Social Service has conferred the "Caring Company" title on the Group each year since 2014, encouraging the Group to keep promoting public welfare.

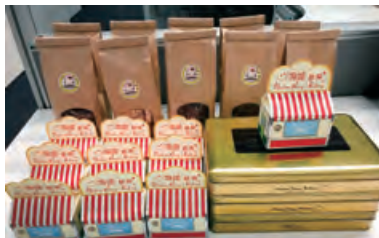
In 2017, the Group organized a series of public welfare activities in different regions including charitable donation to poor communities, visits to disadvantaged groups, caring activities and sports & health talks, which enable our staff to devote themselves to community service and deliver positive message to the community such as mutual respects, tolerance, love and care.

#### *Showed love and care for sick children*

- Raised funds for the Children's Hope Foundation to help children suffering from cancer, and sent colleagues to visit the Children's Hope Little Home under the Foundation, which has been established to provide accommodation and other daily life services for children with cancer and their families.

#### *Showed concern for disadvantaged groups*

- Cooperated with Fu Hong Society to arrange various outdoor activities for the mentally handicapped, and go hiking with them and communicate with them.
- Offered support for the Madam Hong's Bakery and Madam Hong's Kitchen subordinate to Fu Hong Society operated by the disabled under the leadership of professionals, and purchased cookies from them.
- Participated in the visits organized by the United Christian Nethersole Community Health Service to the singleton elderly or people suffering from long-term diseases and donated materials and showed care for them.



## 7. 社區投入

### 7.1 社區義務工作

本集團在公益事務上一直不遺餘力，以不同的公益活動對社會上的弱勢社群伸出援手。本集團對社區作出的貢獻獲得廣泛認同，自2014年起每年獲香港社會服務聯會頒發「商界展關懷」標誌，推動本集團繼續在公益路上前行。

二零一七年內，本集團在不同地區組織了一系列社區公益活動，包括慈善捐助貧困社區、探訪弱勢群體、組織關愛活動及體育健康講座等，讓員工身體力行，宣揚互相尊重、包容和關懷互愛的正面信息。

#### *關愛患病兒童，攜愛同行*

- 為「兒童希望救助基金」會籌款幫助癌症患病兒童，也委派同事前往基金會旗下為兒童癌症患者及其家庭提供住宿及生活服務的「助醫小家」進行探訪和慰問。

#### *關注社會弱勢群體*

- 與「扶康會」合作為智障人士安排各種戶外活動，跟他們行山郊遊，進行互動交流。
- 支持扶康會旗下社企、由專業人士帶領一群殘疾人士營運的「康姨餅房」及「康姨小廚」，訂購其製作的餅食。
- 參與基督教聯合那打素社康服務的探訪活動，上門探訪獨居長者或長期病患者與他們互動並向他們贈送物資，獻上關懷。

## 7.2 Awards and Recognition

As a good corporate citizen, the Group is devoted to providing quality working environment for the staff, and encouraging the staff to organize volunteer teams to help people in need. These contributions has led to social recognition of the Group.

- Obtained the 2017 8th Hong Kong Outstanding Corporate Citizenship Logo (Volunteer Team Category and SME Category) of Hong Kong Outstanding Corporation Citizenship Awards Scheme
- Supported and promoted the Breastfeeding-Friendly Workplace of the UNICEF, and obtained relevant certificate

The Group's subsidiaries also actively participated in various public welfare activities, and provided supports for a number of public welfare activities organized by the local government in Yangzhou Li Ning Sports Park, to create positive social influence and to promote the popularity of sports culture.



## 7.2 獎項及認可

作為一名良好的企業公民，本集團致力為員工提供優良的工作環境，同時鼓勵各員工透過公司組織義工隊，幫助有需要人士，並得到了社會認可。

- 獲得香港企業公民嘉許計畫2017第八屆香港傑出企業公民嘉許標誌（義工隊組別及中小型企業組別）
- 支持及推廣聯合國兒童基金會「母乳喂哺友善工作間」並取得證書

本集團之附屬公司也積極參與各種公益社區活動，並在旗下營運的揚州李寧體育園支持當地政府組織多項公益活動，致力推動優良社會風氣及提倡運動文化。



Charitable activities	慈善活動	2017 二零一七年度	2016 二零一六年度
Total number of charitable activities organized/ attended by the Group	本集團參與組織/ 參與慈善活動總數目	<b>38</b>	14
Total hours of charitable activities organized/ attended by the Group	本集團組織/ 參與慈善活動總時數	<b>1,335</b>	610
Total participants of the charitable activities (including public participants)	慈善活動總參與人次 (包括參與活動之公眾人士)	<b>Approximately 48,300</b> 約48,300人次	Approximately 14,200 約14,200人次





**APPENDIX I: ESG DISCLOSURE BENCHMARKING OF THE STOCK EXCHANGE**

**附件一：香港聯交所ESG披露對標**

**ESG aspects, general disclosures and key performance indicators**

**ESG層面、一般披露及關鍵績效指標**

**Corresponding chapter or remarks**

**對應章節或注釋**

**Environment**

**環境**

**A1: Emission**

**A1：排放物**

General disclosure  
 一般披露

6.1 Energy Conservation 能源節約  
 6.2 Waste Management 廢棄物管理  
 6.3 Control of Emissions 控制排放物

KPI A1.1 Types of emissions and respective emissions data  
 排放物種類及相關排放數據

6.5 Environmental Performance Data  
 環境表現數據

KPI A1.2 Greenhouse gas emissions in total and intensity  
 溫室氣體總排放量及密度

6.5 Environmental Performance Data  
 環境表現數據

KPI A1.3 Total hazardous wastes produced and intensity  
 所產生有害廢棄物總量及密度

6.5 Environmental Performance Data  
 環境表現數據

KPI A1.4 Total non-hazardous wastes produced and intensity  
 所產生無害廢棄物總量及密度

6.5 Environmental Performance Data  
 環境表現數據

KPI A1.5 Description of measures to mitigate emissions and results achieved  
 描述減低排放量的措施及所得成果

6.3 Control of Emissions 控制排放物

KPI A1.6 Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved  
 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果

6.2 Waste Management 廢棄物管理

**ESG aspects, general disclosures and key performance indicators**

**ESG層面、一般披露及關鍵績效指標**

**Corresponding chapter or remarks**

**對應章節或注釋**

<b>A2: Resource usage</b> A2 : 資源使用	General disclosure 一般披露	6.1 Energy Conservation 能源節約
KPI A2.1	Energy consumption in total and intensity 能源總耗量及密度	6.5 Environmental Performance Data 環境表現數據
KPI A2.2	Water consumption in total and intensity 總耗水量及密度	6.5 Environmental Performance Data 環境表現數據
KPI A2.3	Description of energy use efficiency initiatives and results achieved 描述能源使用效益計劃及所得成果	6.1 Energy Conservation 能源節約
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果	6.3 Control of Emissions 控制排放物
KPI A2.5	Total packaging material used for finished products and per unit produced 製成品所用包裝材料的總量及每生產單位佔量	Not Applicable 不適用
<b>A3: Environment and natural resources</b> A3 : 環境及天然資源	General disclosure 一般披露	The business of the Group does not have significant impacts on the surrounding environment and natural resources 本集團業務對周邊環境及天然資源沒有重大影響
KPI A3.1	Description of the significant impacts of business activities on the environment and natural resources and the actions taken to manage them 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	The business of the Group does not have significant impacts on the surrounding environment and natural resources 本集團業務對周邊環境及天然資源沒有重大影響

**ESG aspects, general disclosures and key performance indicators**

**ESG層面、一般披露及關鍵績效指標**

**Corresponding chapter or remarks**

**對應章節或注釋**

ESG aspects, general disclosures and key performance indicators		Corresponding chapter or remarks
ESG層面、一般披露及關鍵績效指標		對應章節或注釋
<b>Society</b> 社會		
<b>B1: Employment</b> B1: 僱傭	General disclosure 一般披露	5.1 People-oriented 以人為本 5.2 Remuneration and Welfare 薪酬與福利
<b>B2: Health and safety</b> B2: 健康與安全	General disclosure 一般披露	5.4 Basic Treatment and Labor Standards 基本待遇及勞工準則
<b>B3: Development and training</b> B3: 發展及培訓	General disclosure 一般披露	5.3 Training and Development 培訓與發展
<b>B4: Labor standards</b> B4: 勞工準則	General disclosure 一般披露	5.4 Basic Treatment and Labor Standards 基本待遇及勞工準則
<b>B5: Supply chain management</b> B5: 供應鏈管理	General disclosure 一般披露	4.3 Supplier Management 供應商管理
<b>B6: Product responsibility</b> B6: 產品責任	General disclosure 一般披露	4.4 Business Management 業務管理
<b>B7: Anti-corruption</b> B7: 反貪污	General disclosure 一般披露	4.1 Corporate Management 企業管理
<b>B8: Community investment</b> B8: 社區投資	General disclosure 一般披露	7.1 Community Volunteering 社區義務工作

# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道

**To the shareholders of Viva China Holdings Limited**  
(incorporated in Cayman Islands with limited liability)

致非凡中國控股有限公司股東  
(於開曼群島註冊成立的有限公司)

### OPINION

### 意見

#### What we have audited

#### 我們已審計的內容

The consolidated financial statements of Viva China Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 114 to 196, which comprise:

非凡中國控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第114至196頁的綜合財務報表,包括:

- the consolidated statement of financial position as at 31 December 2017;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

- 於二零一七年十二月三十一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;
- 截至該日止年度的綜合權益變動表;
- 截至該日止年度的綜合現金流量表;及
- 綜合財務報表附註,包括主要會計政策概要。

#### Our opinion

#### 我們的意見

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為,該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於二零一七年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量並已遵照香港《公司條例》的披露規定妥為擬備。

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## **BASIS FOR OPINION**

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Independence**

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

## **KEY AUDIT MATTERS**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter identified in our audit is summarised as follow:

- Revenue recognition

## **意見的基礎**

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

## **獨立性**

根據香港會計師公會頒布的《專業會計師道德守則》（以下簡稱「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。

## **關鍵審計事項**

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 收入確認

**Key Audit Matter**  
關鍵審計事項

**Revenue recognition**  
收入確認

Refer to note 3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS, note 4 OPERATING SEGMENT INFORMATION and note 5 REVENUE, OTHER INCOME AND OTHER GAINS-NET to the consolidated financial statements

請參閱綜合財務報表附註3重大會計估計、假設及判斷、附註4經營分部資料、附註5收益、其他收入及其他收益淨額。

The Group recognised revenue of HK\$612 million for the year ended 31 December 2017. The revenue was mainly derived from sports content production and distribution, sports talent management, sale of goods and community development consultancy services.

截至二零一七年十二月三十一日止年度，貴集團確認收入612百萬港元。收入主要來自於體育內容製作及發行、體育人才管理、銷售商品以及社區開發諮詢服務。

Significant management judgement was involved in revenue recognition, such as determining whether the role of the Group in those transactions was acting as principal or as agent and whether to recognise revenue on a gross or net basis. The assessment included considering and weighing key features like which party bears the primary responsibility, inventory risks and credit risks, and the way to establish prices.

上述收入確認涉及管理層的判斷，例如貴集團在這些交易中的角色是作為交易主體還是代理人以及應當用全額法還是淨額法確認相關收入。該等評估包括考慮和權衡例如貴集團是否承擔主要責任、是否承擔存貨風險和信用風險，以及是否有定價能力等關鍵特徵。

**How our audit addressed the Key Audit Matter**  
我們的審計如何處理關鍵審計事項

We assessed the reasonableness of management's judgement with reference to the relevant accounting standards and consideration of relevant facts and circumstances. The audit procedures we performed mainly included:

根據相關會計準則並考慮相關事實和情況，我們對管理層判斷的合理性進行了評估。我們實施的審計程序主要包括：

- We reviewed selected samples of contracts, discussed with management, finance and business personnel of the Group to understand the business substance, transaction process and arrangement;
- 我們審閱了抽樣選取的新合同，與貴集團管理層、財務部和業務部相關人員進行訪談，瞭解商業實質及交易流程和安排；
- For selected samples of transactions, we examined the supporting documents, including sales orders, shipping documents, records of deliverables, invoices and cash receipts, where applicable;
- 針對抽樣選取的交易，我們檢查了相關支持性文件，包括銷售訂單、發貨單、提供的服務成果記錄、發票和付款憑證（如有）等；
- We selected samples of customers to confirm the balances as of 31 December 2017, the main terms of the contracts and the amounts of transactions occurred during the year;
- 我們針對抽樣選取的客戶截至二零一七年十二月三十一日的應收賬款餘額，合同主要條款和本年發生的交易額實施了函證程序。

**Key Audit Matter**  
關鍵審計事項

**Revenue recognition**  
收入確認

Our audit focused on this area due to the magnitude of revenue, the sales and services contracts that the Group entered into in the current year and the significant judgment involved.

我們的審計關注這一領域是考慮了收入規模以及本年新簽銷售合同、服務合同，以及所涉及的重大判斷。

**How our audit addressed the Key Audit Matter**  
我們的審計如何處理關鍵審計事項

We also performed the following procedures in relation to the judgement of the revenue recognition on a gross or net basis:

我們還針對收入按照全額法或淨額法確認的判斷實施了下列程序：

- We reviewed the contracts and discussed with the management and legal counsel to assess the main terms, including who is the primary obligor to provide goods or services to the customer, who has the inventory risks and who bears the customer's credit risk;
- 我們對合同進行了審閱，並與管理層及法律顧問溝通以評估其主要條款，包括誰是為客戶供貨或提供服務的主要義務人，誰承擔存貨風險，以及由誰承擔客戶的信用風險；
- For selected samples of customers and suppliers, we checked their background and interviewed them to understand the key areas of their cooperation, such as how their relationships were established, how the price was negotiated and determined and the acceptance of goods delivered or service rendered;
- 針對抽樣選取的客戶和供應商，我們進行了背景調查，並通過與之訪談瞭解雙方合作過程中的主要方面，例如雙方如何建立起商業關係，價格的談判與確定以及對提供的貨物或服務的驗收；

Based on the procedures performed, we found the revenue recognised were consistent with the established accounting policy of the Group with no material difference identified.

基於已實施的程序，我們認為已確認的收入與貴集團的既定會計政策一致，並未發現重大差異。

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

## 其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

## 董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層須負責監督貴集團的財務報告過程。



## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

## 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Ng Ping Fai.

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 22 March 2018

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是吳炳輝。

**羅兵咸永道會計師事務所**  
執業會計師

香港，二零一八年三月二十二日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

Year ended 31 December 2017 截至二零一七年十二月三十一日止年度

			2017 二零一七年	2016 二零一六年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Revenue</b>	收益	5	<b>612,467</b>	552,208
Cost of sales	銷售成本		<b>(517,959)</b>	(431,387)
<b>Gross profit</b>	毛利		<b>94,508</b>	120,821
Other income and other gains – net	其他收入及其他收益淨額	5	<b>42,055</b>	41,433
Selling and distribution expenses	銷售及分銷開支		<b>(21,614)</b>	(16,603)
Administrative and other operating expenses	行政及其他經營費用		<b>(184,793)</b>	(119,014)
Finance costs	財務成本	6	<b>(87,215)</b>	(10,079)
Share of profits less losses of associates and joint ventures	分佔聯營公司及合營企業之溢利減虧損	14	<b>48,196</b>	95,605
<b>(Loss)/profit before income tax</b>	除所得稅前（虧損）／溢利	7	<b>(108,863)</b>	112,163
Income tax	所得稅	10	<b>5,995</b>	(4,067)
<b>(Loss)/profit for the year</b>	年內（虧損）／溢利		<b>(102,868)</b>	108,096
<b>Other comprehensive income/(loss):</b>	其他全面收益／（虧損）：			
Items that may be reclassified subsequently to profit or loss, net of income tax of nil	其後可重新分類至損益之項目，扣除所得稅（無）			
– Share of other comprehensive loss of an associate	– 分佔聯營公司之其他全面虧損		<b>(545)</b>	(664)
– 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		<b>18,439</b>	4,197
– Exchange differences on translation of foreign operations	– 換算海外業務之匯兌差額		<b>298,518</b>	(244,473)
<b>Other comprehensive income/(loss) for the year, net of income tax of nil</b>	年內其他全面收益／（虧損），扣除所得稅（無）		<b>316,412</b>	(240,940)
<b>Total comprehensive income/(loss) for the year</b>	年內全面收益／（虧損）總額		<b>213,544</b>	(132,844)
<b>(Loss)/profit attributable to:</b>	以下人士應佔（虧損）／溢利：			
– Equity holders of the Company	– 本公司權益持有人		<b>(109,666)</b>	103,630
– Non-controlling interests	– 非控股權益		<b>6,798</b>	4,466
			<b>(102,868)</b>	108,096
<b>Total comprehensive income/(loss) attributable to:</b>	以下人士應佔全面收益／（虧損）總額：			
– Equity holders of the Company	– 本公司權益持有人		<b>201,636</b>	(133,376)
– Non-controlling interests	– 非控股權益		<b>11,908</b>	532
			<b>213,544</b>	(132,844)
<b>(Loss)/profit per share attributable to equity holders of the Company:</b>	本公司權益持有人應佔每股（虧損）／溢利：			
Basic (HK cents)	基本（港仙）	11	<b>(0.98)</b>	0.93
Diluted (HK cents)	攤薄（港仙）	11	<b>(0.98)</b>	0.92

The notes on pages 120 to 196 are an integral part of these consolidated financial statements.

第120頁至第196頁所載之附註為該等綜合財務報表之組成部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2017 於二零一七年十二月三十一日

			2017 二零一七年	2016 二零一六年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	14,563	15,536
Investment properties	投資物業	13	137,274	239,940
Interests in associates and joint ventures	於聯營公司及合營企業之權益	14	3,629,509	3,255,017
Derivative financial instruments	衍生財務工具	14(c)	2,255	1,540
Deposits and other receivables	按金及其他應收款項	18	1,760	1,715
Deferred tax assets	遞延稅項資產	26	8,048	12,067
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>3,793,409</b>	3,525,815
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Stock of properties	物業存貨	15	273,048	224,047
Inventories	存貨	16	336	1,258
Trade debtors and bills receivable	應收賬款及應收票據	17	299,539	267,328
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	18	258,026	283,381
Cash and bank balances	現金及銀行結餘	19	521,012	804,731
<b>Total current assets</b>	<b>流動資產總值</b>		<b>1,351,961</b>	1,580,745
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他應付款項	20	166,784	70,635
Accruals and receipts in advance	應計費用及預收款項	21	71,421	63,767
Deferred income	遞延收入	22	19,216	33,480
Bank and other loans	銀行及其他貸款	23	-	416,640
Payable to a non-controlling interest	應付非控股權益	24	1,135	603
Income tax payable	應付所得稅		38,218	50,509
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>296,774</b>	635,634
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>1,055,187</b>	945,111
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>4,848,596</b>	4,470,926
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Deferred income	遞延收入	22	21,971	38,272
Bank loan	銀行貸款	23	37,535	-
Payable to a non-controlling interest	應付非控股權益	24	-	452
Convertible notes	可換股票據	25	750,605	690,440
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>810,111</b>	729,164
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>4,038,485</b>	3,741,762

## Consolidated Statement of Financial Position

### 綜合財務狀況表

As at 31 December 2017 於二零一七年十二月三十一日

			2017 二零一七年	2016 二零一六年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔權益</b>			
Issued capital	已發行股本	27	<b>440,437</b>	438,218
Perpetual convertible bonds	永久性可換股債券	29	<b>1,139,046</b>	1,139,046
Reserves	儲備	30	<b>2,423,649</b>	2,141,053
			<b>4,003,132</b>	3,718,317
Non-controlling interests	非控股權益		<b>35,353</b>	23,445
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>4,038,485</b>	3,741,762

The financial statements were approved by the Board of Directors on 22 March 2018.

本財務報表已於二零一八年三月二十二日獲董事會批准。

**Li Ning**  
**李寧**

Chairman and Chief Executive Officer  
主席兼行政總裁

The notes on pages 120 to 196 are an integral part of these consolidated financial statements.

**Chan Ling**  
**陳寧**

Executive Director and Chief Operating Officer  
執行董事兼營運總裁

第120頁至第196頁所載之附註為該等綜合財務報表之組成部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Issued capital	Share premium account	Perpetual convertible bonds	Share option reserve	Exchange fluctuation reserve	Reserve funds	Convertible notes equity reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價賬	永久性可換股債券	購股權儲備	匯兌波動儲備	儲備基金	可換股票據權益儲備	累計虧損	總計	非控股權益	權益總額
Notes		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	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
	1 January 2016	437,415	4,135,885	1,139,046	133,067	(133,082)	1,281	-	(1,971,758)	3,741,854	22,913	3,764,767
	Profit for the year	-	-	-	-	-	-	-	103,630	103,630	4,466	108,096
	Other comprehensive income/(loss) for the year:											
	Exchange differences on translation of foreign operations	-	-	-	-	(240,539)	-	-	(240,539)	(3,934)	(244,473)	
	Share of other comprehensive loss of an associate	-	-	-	-	(664)	-	-	(664)	-	(664)	
	Reclassification adjustment upon deemed partial disposal of an associate	-	-	-	-	4,197	-	-	4,197	-	4,197	
	Total comprehensive income/(loss) for the year	-	-	-	-	(237,006)	-	-	103,630	(133,376)	532	(132,844)
	Shares issued upon exercise of share options	28(c) 803	9,354	-	(2,123)	-	-	-	-	8,034	-	8,034
	Equity component of convertible notes	25	-	-	-	-	-	90,392	-	90,392	-	90,392
	Equity-settled share option arrangements	28(a)	-	-	2,896	-	-	-	-	2,896	-	2,896
	Transfer of share option reserve upon the forfeiture or expiry of share options	-	-	-	(17,111)	-	-	-	17,111	-	-	-
	Share of associates' reserve	-	-	-	8,517	-	232	-	(232)	8,517	-	8,517
	At 31 December 2016 and 1 January 2017	438,218	4,145,239*	1,139,046	125,246*	(370,088)*	1,513*	90,392*	(1,851,249)*	3,718,317	23,445	3,741,762
	Loss for the year	-	-	-	-	-	-	-	(109,666)	(109,666)	6,798	(102,868)
	Other comprehensive income/(loss) for the year:											
	Exchange differences on translation of foreign operations	-	-	-	-	293,408	-	-	293,408	5,110	298,518	
	Share of other comprehensive loss of an associate	-	-	-	-	(545)	-	-	(545)	-	(545)	
	Reclassification adjustment upon deemed partial disposal of an associate	-	-	-	-	18,439	-	-	18,439	-	18,439	
	Total comprehensive income/(loss) for the year	-	-	-	-	311,302	-	-	(109,666)	201,636	11,908	213,544
	Shares issued upon exercise of share options	28(c) 2,219	27,287	-	(6,944)	-	-	-	-	22,562	-	22,562
	Equity-settled share option arrangements	28(a)	-	-	52,644	-	-	-	-	52,644	-	52,644
	Transfer of share option reserve upon the forfeiture or expiry of share options	-	-	-	(18,814)	-	-	-	18,814	-	-	-
	Share of associates' reserve	-	-	-	7,973	-	2,692	-	(2,692)	7,973	-	7,973
	Transfer to statutory reserve	-	-	-	-	-	2,459	-	(2,459)	-	-	-
	At 31 December 2017	440,437	4,172,526*	1,139,046	160,105*	(58,786)*	6,664*	90,392*	(1,947,252)*	4,003,132	35,353	4,038,485

\* These reserve accounts comprise the consolidated reserves of HK\$2,423,649,000 (2016: HK\$2,141,053,000) in the consolidated statement of financial position.

\* 該等儲備賬包括綜合財務狀況表內之綜合儲備2,423,649,000港元(二零一六年: 2,141,053,000港元)。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		2017 二零一七年	2016 二零一六年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>營運活動之現金流量</b>		
(Loss)/profit before tax	除稅前（虧損）／溢利	<b>(108,863)</b>	112,163
Adjustments for:	調整：		
Finance costs	財務成本	<b>87,215</b>	10,079
Share of profits less losses of associates and joint ventures	分佔聯營公司及 合營企業之溢利減虧損	<b>(48,196)</b>	(95,605)
Interest income	利息收入	<b>(5,067)</b>	(4,838)
Fair value loss on investment properties	投資物業之公平值虧損	<b>28,440</b>	21,624
Fair value gain on derivative financial instruments	衍生財務工具之 公平值收益	<b>(601)</b>	(41)
Gain on disposal of items of property, plant and equipment	出售物業、廠房及 設備項目之收益	<b>(443)</b>	-
Depreciation	折舊	<b>3,122</b>	3,751
Equity-settled share option expenses	以股權結算之購股權開支	<b>52,644</b>	2,896
		<b>8,251</b>	50,029
Decrease in inventories	存貨減少	<b>922</b>	1,397
Increase in stock of properties	物業存貨增加	<b>(4,586)</b>	(11,909)
Increase in trade debtors and bills receivable	應收賬款及應收票據增加	<b>(24,420)</b>	(230,266)
Increase in prepayments, deposits and other receivables	預付款項、按金及 其他應收款項增加	<b>(40,608)</b>	(49,507)
Increase in trade and other payables	應付賬款及其他應付款項增加	<b>72,329</b>	19,764
Increase in accruals and receipts in advance	應計費用及預收款項增加	<b>7,653</b>	36,446
(Decrease)/increase in deferred income	遞延收入（減少）／增加	<b>(30,565)</b>	71,752
Cash used in operations	營運活動所用現金	<b>(11,024)</b>	(112,294)
Income tax paid	已付所得稅	<b>(9,688)</b>	(1,541)
Net cash flows used in operating activities	營運活動所用現金流量淨額	<b>(20,712)</b>	(113,835)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備之 所得款項	<b>566</b>	-
Proceeds from disposal of investment properties	出售投資物業所得款項	<b>29,550</b>	-
Cash received from deregistration of a joint venture	來自一間合營企業撤銷 登記的已收現金	<b>10,392</b>	-
Dividend received from an associate	已收一間聯營公司的股息	<b>2,408</b>	-
Interest received	已收利息	<b>3,422</b>	2,772
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	<b>(1,198)</b>	(1,001)
Loan advance to third parties	向第三方的貸款	<b>(78,407)</b>	-
Payments for acquisition of associates and joint ventures	收購聯營公司及 合營企業所付款項	<b>(30,208)</b>	(143,380)
Net cash flows used in investing activities	投資活動所用之 現金流量淨額	<b>(63,475)</b>	(141,609)

*Consolidated Statement of Cash Flows*  
綜合現金流量表

Year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		2017 二零一七年	2016 二零一六年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Interest paid	融資活動之現金流量 已付利息	<b>(53,536)</b>	(17,551)
Proceeds from new bank loan	新銀行貸款所得款項	<b>40,000</b>	-
Refund of cash advance from a third party	一名第三方退還墊款	<b>199,907</b>	-
Proceeds from issue of ordinary shares upon exercise of share options	購股權獲行使時 發行普通股所得款項	<b>22,562</b>	8,034
Repayment of bank and other loans	償還銀行及其他貸款	<b>(429,058)</b>	-
Proceeds from issue of convertible notes	發行可換股票據所得款項	25	778,000
Release of the pledged deposits	解除抵押存款	-	27,054
Payment of transaction costs for issue of convertible notes	就發行可換股票據所支付的 交易成本	25	(987)
Advance from a non-controlling interest	非控股權益之墊款	-	483
Net cash flows (used in)/generated from financing activities	融資活動(所用)/所得 現金流量淨額	<b>(220,125)</b>	795,033
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalents at beginning of year	現金及現金等價物 (減少)/增加淨額	<b>(304,312)</b>	539,589
Effect of foreign exchange rate changes, net	年初現金及現金等價物 外匯匯率變動之影響淨額	<b>804,731</b>	279,694
		<b>20,593</b>	(14,552)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>			
	年終現金及現金等價物	<b>521,012</b>	804,731
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
現金及現金等價物結餘分析			
Cash and bank balances	現金及銀行結餘	19	<b>501,395</b>
Non-pledged time deposits with original maturity of less than three months when acquired	收購時原定少於三個月內到期 之非抵押定期存款	19	<b>19,617</b>
Cash and bank balances as stated in the statement of financial position	於財務狀況表列賬之現金及 銀行結餘	19	<b>521,012</b>

The notes on pages 120 to 196 are an integral part of these consolidated financial statements.

第120頁至第196頁所載之附註為該等綜合財務報表之組成部分。



# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 December 2017 二零一七年十二月三十一日

### 1. CORPORATE INFORMATION

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

#### Principal activities

During the year, the Company and its subsidiaries ("Group") were involved in the following principal activities:

- production and distribution of sports content, management and marketing of sports talents and provision of sports-related marketing and consultancy services; 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.

Shanghai Double Happiness Co., Ltd. (the "Double Happiness"), a company incorporated in the PRC with limited liability, is an associated company of the Group, whose principal activities include manufacture, research and development, marketing and sale of principally table tennis and badminton equipment under its own "紅雙喜 (Double Happiness)" brand and other sports accessories.

### 1. 公司資料

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」）GEM上市。

#### 主要業務

年內，本公司及其附屬公司（「本集團」）從事下列主要業務：

- 體育內容製作及發行、體育人才管理及市場推廣及提供體育相關市場推廣及諮詢服務；及
- 銷售及投資目的的物業發展；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及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。

上海紅雙喜股份有限公司（「紅雙喜」），為於中國註冊成立之有限公司，並為本集團之聯營公司。其主要業務範圍涵蓋製造、研發、營銷及銷售其自有「紅雙喜 (Double Happiness)」品牌下的主打產品乒乓球及羽毛球器材以及其他體育配件。

31 December 2017 二零一七年十二月三十一日

珠海非凡華置體育文化產業股權投資基金（有限合夥）(Zhuhai Viva Huazhi Sport and Culture Equity Investment Fund (Limited Partnership)\*) (the "Sports Cultural Industry Fund"), a limited partnership enterprise established in the PRC, is a joint venture of the Group, whose principal activities include investment in sport community development projects related to the Li Ning sports parks, and sports, culture, and sports-related intellectual property projects, as well as investments in private equity funds and other investment opportunities.

These financial statements are presented in HK\$, unless otherwise stated.

\* English name for identification purpose only

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations ("HKFRSs"). The consolidated financial statements also include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM and by the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, as modified by the financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss and investment properties, which are carried at fair value.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3.

### 2.2 Changes in accounting policies and disclosures

#### (a) New and amended standards adopted by the Group

The HKICPA has issued several amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these impact on the accounting policies of the Group. However, additional disclosure has been included in note 19(c) to satisfy the new disclosure requirements introduced by the amendment to HKAS 7, Statement of cash flows: Disclosure initiative, which require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

珠海非凡華置體育文化產業股權投資基金（有限合夥）（「體育文化產業基金」）為一間於中國成立的有限合夥企業，並為本集團之合營企業，其主要業務活動涵蓋與李寧體育園相關的體育社區發展項目及體育、文化、體育相關知識產權項目投資以及私募基金等投資機會方面的投資。

除另有指明者外，該等財務報表乃以港元呈列。

## 2. 主要會計政策概要

編製該等綜合財務報表所應用之主要會計政策乃載於下文。除另有說明者外，該等政策已貫徹應用於所有呈列年度。

### 2.1 編製基準

該等綜合財務報表乃根據所有適用香港財務報告準則（包括所有香港財務報告準則、香港會計準則及詮釋）（「香港財務報告準則」）編製。綜合財務報表亦包括GEM證券上市規則及香港《公司條例》規定的適用披露。綜合財務報表乃按歷史成本慣例編製，並經按公平值計入損益之財務資產及財務負債（包括衍生工具）及投資物業（乃按公平值列賬）修訂。

編製符合香港財務報告準則之財務報表須運用若干重要會計估計，亦需要管理層在採用本集團會計政策之過程中作出判斷。涉及較高程度判斷或比較複雜之範疇，或就綜合財務報表而言屬重大之假設及估計之範疇於附註3中披露。

### 2.2 會計政策及披露變動

#### (a) 本集團採納之新訂及經修訂準則

香港會計師公會已頒佈若干於本集團的當前會計期間首次生效的香港財務報告準則之修訂。該等修訂對本集團的會計政策概無影響。然而，附註19(c)已載入額外披露資料以符合香港會計準則第7號「現金流量表：披露計劃」之修訂所引入的新披露規定，該等規定要求實體提供相關披露以令財務報表的使用者能夠評估因融資活動而產生的負債變動，包括現金流量變動及非現金變動。

## Notes to Consolidated Financial Statements

### 綜合財務報表附註

31 December 2017 二零一七年十二月三十一日

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

#### (b) *New standards and interpretations issued but not yet effective*

The following are standards and amendments to existing standards that have been published and are relevant and mandatory for the Group's accounting periods beginning after 1 January 2017 or later periods, but have not been early adopted by the Group.

本集團並未應用任何於本會計期間尚未生效的新準則或詮釋。

#### (b) *已頒佈但尚未生效之新訂準則及詮釋*

以下為與本集團相關的已經公佈且在本集團二零一七年一月一日之後開始的會計期間或較後期間強制生效但尚未被本集團提早採納的準則及現有準則之修訂。

#### Effective for accounting periods beginning on or after 於下列日期或之後開始之會計期間生效

HKFRS 15, Revenue from contracts with customers	香港財務報告準則第15號，與客戶所訂合約之收益	1 January 2018 二零一八年一月一日
HKFRS 9, Financial instruments	香港財務報告準則第9號，財務工具	1 January 2018 二零一八年一月一日
HKFRS 16, Leases	香港財務報告準則第16號，租賃	1 January 2019 二零一九年一月一日

HKFRS 15 Revenue from contracts with customers

香港財務報告準則第15號「與客戶所訂合約之收益」

HKFRS 15 will replace HKAS 18 which covers contracts for goods and services and HKAS 11 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. HKFRS 15 specifies how and when the Group will recognise revenue as well as requiring the Group to provide users of financial statements with more informative and relevant disclosures. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

香港財務報告準則第15號將取代香港會計準則第18號（涵蓋就貨品和服務所訂合約）和香港會計準則第11號（涵蓋建造合約）。新準則的原則為收入於貨品或服務的控制權轉移至客戶時確認。香港財務報告準則第15號明確規定本集團確認收入的方式及時間，並要求本集團為財務報表使用者提供更多資訊的相關披露。此準則容許全面追溯採納或經修改追溯方式採納。

Management has assessed the effects of applying the new standard on the Group's financial statements for revenue generated from sale of goods. Under HKFRS 15, an entity need to determine the nature of its promise is a performance obligation to provide the goods or services itself (if the entity is a principal) or to arrange for those goods or services to be provided by the other party (if the entity is an agent). If the entity is a principal, then to recognise revenue when (or as) the performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer. If the entity is an agent, then to recognise revenue when the agent provides services to the customers. The Group does not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised for sale of goods in the respective reporting periods.

管理層已評估採用新準則就貨品銷售所產生收益對本集團財務報表的影響。根據香港財務報告準則第15號，實體需要釐定其承諾的性質為其自身提供貨品或服務（倘該實體為委託人）或安排其他方提供該等貨品或服務（倘該實體為代理人）的履約責任。倘該實體為委託人，則在履約責任獲履行時（即履約責任相關的貨品或服務的「控制權」轉移至客戶時）確認收入。倘該實體為代理人，則於代理人向客戶提供服務時確認收入。本集團預計採用香港財務報告準則第15號將不會對各報告期確認貨品銷售的收益的時間及金額產生重大影響。

Management has identified accounting for the customers for sports park facilities hiring income that are likely to be affected as upon the payment for a membership, the Group will grant some free services to its customers, which will be identified as a separate performance obligation under HKFRS 15. HKFRS 15 requires that the total consideration received should be allocated to the distinct goods and services based on relative stand-alone selling prices. This will result in an earlier recognition for the free services. However, the Group does not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods.

HKFRS 15 is mandatory for financial years commencing on or after 1 January 2018. The Group intends to adopt the standard if the impact is material by using the modified retrospective approach which means that the cumulative impact of the adoption will be recognised in retained earnings as of 1 January 2018 and that comparatives will not be restated.

#### HKFRS 9 Financial instruments

The new standard addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets. The Group has reviewed its financial assets and liabilities and expecting the following impact from the adoption of the new standard on 1 January 2018.

The majority of the Group's debt instruments and trade debtors and bills receivable that are currently measured at amortised cost will satisfy conditions for classification of financial assets measured at amortised cost under HKFRS 9, because these instruments are held within a business model whose objective is to hold assets in order to collect contractual cash flows and have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group's derivative financial instruments currently are measured at fair value through profit or loss which will continue to be measured on the same basis under HKFRS 9.

There will be no impact on the Group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have such liabilities. The derecognition rules have been transferred from HKAS 39 Financial Instruments: Recognition and Measurement and have not been changed.

HKFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and the "hedged ratio" to be the same as that used by management for risk management purposes. Contemporaneous documentation is still required but is different to that currently prepared under HKAS 39. As the Group does not have any current hedge relationships, the Group does not expect a significant impact on the accounting resulted from the adoption of HKFRS 9.

管理層已識別可能受到影響的體育園設施租賃收入的相關客戶的會計處理，原因是在客戶支付會籍費時，本集團會向客戶提供若干免費服務，而該等服務將根據香港財務報告準則第15號識別為單獨的履約責任。香港財務報告準則第15號規定已收總代價應根據相對獨立的售價分配至具有明顯區分的貨品及服務。這將導致免費服務的較早確認。但本集團預計應用香港財務報告準則第15號將不會對各報告期確認的收入的時間及金額產生重大影響。

香港財務報告準則第15號於二零一八年一月一日或之後開始之財政年度強制生效。本集團擬使用經修改追溯法採納該準則（倘影響屬重大），這意味著採納該準則的累計影響將於截至二零一八年一月一日的保留盈利確認，而比較數字將不會予以重列。

#### 香港財務報告準則第9號「財務工具」

此項新準則針對財務資產和財務負債的分類、計量和終止確認，並引入對沖會計的新規定和財務資產的新減值模型。本集團已審閱其金融資產及負債並預計於二零一八年一月一日採納新準則將有以下影響。

本集團的多數目前按攤銷成本計量的債務工具及應收賬款及應收票據將符合香港財務報告準則第9號項下按攤銷成本計量的金融資產的分類條件，原因在於該等工具按目標為持有資產以收取合約現金流量的業務模式持有及具有僅產生屬於本金及尚未償還本金額利息的現金流量的合約條款。本集團的衍生金融工具目前為透過損益按公平值計量，並將繼續按香港財務報告準則第9號項下相同基準計量。

由於新規定僅影響指定為按公平值計入損益的金融負債的會計處理而本集團並無該等負債，因此本集團的金融負債的會計處理將不會受到影響。終止確認規則轉承自香港會計準則第39號「財務工具：確認及計量」，並無變動。

香港財務報告準則第9號通過替換對沖有效性明線測試降低了對對沖有效性的要求。其要求在對沖標的和對沖工具之間存在有經濟關係，並且對沖率與管理層用於風險管理目的比率一致。編製同期資料仍屬規定之內，惟此規定與現時根據香港會計準則第39號所編製者不同。由於本集團現階段沒有對沖關係，本集團預期採納香港財務報告準則第9號不會對其對沖會計有重大影響。

## Notes to Consolidated Financial Statements

### 綜合財務報表附註

31 December 2017 二零一七年十二月三十一日

The new impairment model requires the recognition of impairment provisions based on expected credit losses rather than only incurred credit losses as is the case under HKAS 39. It applies to financial assets classified at amortised cost, debt instruments measured at fair value through other comprehensive income, contract assets under HKFRS 15 Revenue from Contracts with Customers, lease receivables, loan commitments and certain financial guarantee contracts. Based on the assessments undertaken to date, the Group expects there may be a small increase in the loss allowance for debtors and in relation to debt investments held at amortised cost.

The new standard also introduces expanded disclosure requirements and changes in presentation. These are expected to change the nature and extent of the Group's disclosures about its financial instruments particularly in the year of the adoption of the new standard.

Accordingly, the Group does not expect the new guidance to have a significant impact on the classification and measurement of its financial assets.

The new standard must be applied for financial years commencing on or after 1 January 2018. The Group will apply the new rules retrospectively from 1 January 2018, with the practical expedients permitted under the standard. Comparatives for 2017 will not be restated.

#### HKFRS 16 Leases

HKFRS 16 will result in almost all leases being recognised on the statement of financial position, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

The standard will affect primarily the accounting for the Group's operating leases. The Group's current accounting policy for such leases is set out in note 2.3. As at 31 December 2017, the Group has non-cancellable operating lease commitments of HK\$105,714,000 (2016: HK\$54,158,000) which are not reflected in the consolidated statement of financial position, see note 31(b). However, the Group has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for future payments and how this will affect the Group's results and classification of cash flows.

Some of the commitments may be covered by the exception for short-term and low value leases and some commitments may relate to arrangements that will not qualify as leases under HKFRS 16.

新減值模型要求按預期信貸損失確認減值撥備，而非僅發生的信貸損失（根據香港會計準則第39號）。其適用於按攤銷成本分類的財務資產、按公平價值計入其他全面收益計量的債務工具、香港財務報告準則第15號「與客戶所訂合約之收益」下的合約資產、應收租賃款、貸款承擔和若干財務擔保合約。根據截至目前所作的評估，本集團預計賬款的虧損撥備會小幅增加並與按攤銷成本持有的債務投資相關。

新準則亦增加了披露規定和列報的改變。預期將改變本集團有關其財務工具的披露性質和範圍，尤其是在新準則採納的年度內。

因此，本集團預期新指引不會對其財務資產的分類和計量有重大影響。

新準則必須在二零一八年一月一日或之後開始的財政年度應用。本集團將自二零一八年一月一日追溯應用新規則，並採納該準則允許的可行權益方法。二零一七年的比較數字將不會重列。

#### 香港財務報告準則第16號「租賃」

由於經營租賃與融資租賃的劃分已被剔除，香港財務報告準則第16號將導致幾乎所有租賃在財務狀況表內確認。根據該新準則，資產（該租賃項目的使用權）與支付租金的財務負債被確認。唯一例外者為短期和低價值租賃。

對出租人的會計處理將不會有重大改變。

此準則將主要影響本集團經營租賃的會計處理。本集團目前有關經營租賃的會計政策載於附註2.3。於二零一七年十二月三十一日，本集團有不可撤銷經營租賃承擔105,714,000港元（二零一六年：54,158,000港元），其並未反映在綜合財務狀況表中，見附註31(b)。然而，本集團仍未確定該等承擔將導致資產和負債就未來付款確認的程度，以及將如何影響本集團的業績和現金流量分類。

若干承擔或會由短期和低價值租賃的例外情況所涵蓋，而部分承擔可能與不符合資格作為香港財務報告準則第16號所指租賃之安排有關。

The new standard is mandatory for financial years commencing on or after 1 January 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

There are no other HKFRS or interpretation that are not yet effective that would be expected to have a material impact on the Group's results and financial position.

## 2.3 Summary of significant accounting policies

### Consolidation

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date of acquisition, being the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

#### (a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset and liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

此新準則必須在二零一九年一月一日或之後開始的財政年度採納。本集團擬應用簡化交易法且不會重列首次採納前一年度的比較數字。

沒有其他尚未生效的香港財務報告準則或詮釋預期會對本集團之業績及財務狀況構成重大影響。

## 2.3 主要會計政策概要

### 綜合

附屬公司為本集團擁有控制權之實體（包括結構性實體）。當本集團承受或享有參與實體所得之可變回報之風險或權利，且有能透過其對實體之權力影響該等回報時，則本集團控制該實體。附屬公司自收購日期（即控制權轉予本集團之日期）起綜合入賬，並自不再擁有控制權之日期起終止綜合入賬。

#### (a) 業務合併

本集團採用收購會計法計算業務合併。收購附屬公司之已轉讓代價為所轉讓資產、被收購方原擁有人所承擔負債及本集團發行之股權之公平值。所轉讓代價包括或然代價安排產生之任何資產及負債之公平值。收購相關成本於產生時列支。於業務合併收購之可識別資產以及承擔之負債及或然負債，初步按收購日期之公平值計量。

本集團按逐項收購確認被收購方的任何非控股權益。為現時擁有權權益，並賦予其持有人在清盤時則按比例分佔實體的資產淨值的被收購方的非控股權益，按公平值或按現時擁有權權益分佔被收購方可識別資產淨值的確認金額比例計量。非控股權益的所有其他組成部分按其收購日期的公平值計量，除非香港財務報告準則規定必須以其他計量基準計量。

倘業務合併分階段實現，則收購方先前持有之被收購方股權之收購日期賬面值乃重新計量至於收購日期之公平值；因有關重新計量產生之任何收益或虧損均於損益內確認。

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Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the profit or loss.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

#### (b) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

#### (c) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

由收購方將予轉讓之任何或然代價於收購日期按公平值確認。根據香港會計準則第39號，視為資產或負債之或然代價公平值之其後變動於損益內確認。分類為權益之或然代價並無重新計量，而其後結算於權益中入賬。

所轉讓代價、於被收購方之任何非控股權益金額及任何先前持有之被收購方股權之收購日期公平值超逾所收購可識別資產淨值之公平值之差額乃入賬為商譽。如所轉讓代價、所確認非控股權益及已計量之先前持有權益之總額少於所收購附屬公司資產淨值之公平值（就議價購買而言），則差額直接於損益內確認。

集團內公司間交易、結餘及集團公司間交易之未變現收益均予以對銷。除非有證據顯示交易所轉讓資產出現減值，否則未變現虧損亦予以對銷。當有必要時，附屬公司所呈報之金額已予以調整以與本集團之會計政策一致。

#### (b) 於附屬公司所有權權益之變動（並無改變控制權）

與非控股權益並不導致失去控制權之交易乃入賬為股本交易—即作為與附屬公司擁有人（以彼等作為擁有人之身份）之交易。任何已付代價之公平值與所取得之附屬公司資產淨值賬面值之相關份額之差額乃於權益內入賬。向非控股權益出售之收益或虧損亦於權益內入賬。

#### (c) 出售附屬公司

當本集團不再擁有控制權時，於實體之任何保留權益乃重新計量至其於失去控制權日期之公平值，而賬面值變動於損益內確認。就其後入賬列作聯營公司、合營企業或財務資產之保留權益而言，公平值乃初步賬面值。此外，先前就該實體於其他全面收益確認之任何金額乃按猶如本集團已直接出售相關資產或負債般入賬。此可能意味著於先前於其他全面收益確認之金額均重新分類至損益。

#### Separate Financial Statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

#### Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

When the most recently available financial statements of an associate is different from the Group's reporting date, the Group may take advantage of 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. Adjustments shall be made for the effects of significant transactions or events that occur between that date and the date of the Group's consolidated financial statements.

#### 單獨財務報表

於附屬公司之投資乃按成本扣除減值入賬。成本包括投資直接應佔成本。附屬公司業績由本公司按已收及應收股息基準入賬。

倘自該等投資收取的股息超出宣派股息期間該附屬公司的全面收益總額，或倘獨立財務報表內的投資賬面值超出綜合財務報表所示被投資公司資產淨值（包括商譽）的賬面值，則於自該等投資收取股息時須對於該等附屬公司的投資進行減值測試。

#### 聯營公司

聯營公司指本集團對其有重大影響力而無控制權之實體，通常附帶有20%至50%投票權之股權。於聯營公司之投資以權益會計法入賬。根據權益法，投資初始以成本確認，而賬面值則予以增加或減少，以確認投資者在收購日期後佔被投資方損益之比例。本集團於聯營公司之投資包括收購時已識別之商譽。收購於聯營公司之擁有權權益時，聯營公司成本與本集團應佔聯營公司可識別資產及負債公平值淨額之間的差額，入賬為商譽。

倘於聯營公司的所有權權益減少但仍保留重大影響力，先前於其他全面收益確認的金額僅按比例重新分類至損益（如適用）。

本集團收購後應佔的溢利或虧損於損益內確認，而收購後應佔其他全面收益變動於其他全面收益確認，並就投資賬面值作相應調整。倘本集團應佔聯營公司的虧損等於或超過所持聯營公司的權益（包括任何其他無抵押應收款項），除非本集團承擔法定或推定責任或已代聯營公司付款，否則不會確認進一步虧損。

倘聯營公司最近期可得之財務報表與本集團之報告日期存在差異，本集團可利用香港會計準則第28號所載之條文，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）之財務報表計入應佔聯營公司之業績。須就當日及本集團綜合財務報表日期之間發生之重大交易或事件之影響作出調整。



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Unrealised gains and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's investment in an associate, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associate is not individually tested for impairment.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit of investments accounted for using equity method' in the profit or loss.

Gain or losses on dilution of equity interest in associates are recognised in the profit or loss.

#### Joint arrangements

Under HKFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. The Group's investments in joint ventures include goodwill identified on acquisition. Upon the acquisition of the ownership interest in a joint venture, any difference between the cost of the joint venture and the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is accounted for as goodwill. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

本集團與其聯營公司之間進行之交易產生之未變現收益及虧損須以本集團於聯營公司之投資為限予以對銷，惟倘若未變現虧損可證明獲轉讓資產有所減值時除外。收購聯營公司產生之商譽不予獨立進行減值測試。

本集團在每個報告日期釐定於聯營公司的投資是否存在客觀減值證據。一旦存在減值證據，本集團會按聯營公司可收回金額與其賬面值之間的差額計算減值金額，並於損益內「應佔以權益法入賬之投資溢利」確認有關金額。

於聯營公司之股權攤薄收益或虧損於損益內確認。

#### 合營安排

根據香港財務報告準則第11號，於合營安排的投資視乎各投資者的合約權利及責任分類為共同經營或合營企業。本集團已評估其合營安排的性質，並將其釐定為合營企業。合營企業採用權益法入賬。

根據權益會計法，於合營企業的權益初步按成本確認，並隨後作出調整以確認本集團應佔收購後溢利或虧損及其他全面收益之變動。本集團於合營企業之投資包括於收購時已識別之商譽。於收購合營企業之所有權權益時，合營企業之成本與本集團應佔合營企業之可識別資產及負債之公平值淨額之任何差額入賬為商譽。倘若本集團應佔合營企業虧損等於或超過其於該合營企業的權益（包括任何實質上構成本集團於該合營企業投資淨值的長期權益），本集團不會確認進一步虧損，除非本集團代表該合營企業承擔責任或支付款項。

本集團與其合營企業交易之未變現收益按本集團所持合營企業權益為限予以對銷。除非有證據顯示交易中所轉讓資產出現減值，否則未變現虧損亦予以對銷。合營企業之會計政策已作必要修訂，以確保與本集團所採納之政策一致。

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*Segment Reporting*

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the management that makes strategic decisions.

*Related parties*

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close family members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

*分部報告*

經營分部以向主要經營決策者提供內部呈報一致的形式呈報。主要經營決策者被認為作出戰略決策之管理層，負責分配資源及評估經營分部表現。

*關連人士*

任何一方如屬以下情況，即被視為本集團之關連人士：

- (a) 該方為一名人士或該名人士的近親，而該名人士
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團擁有重大影響力；或
  - (iii) 為本集團或本集團母公司之關鍵管理人員之成員；

或

- (b) 該方為下列任何條件適用之實體：
  - (i) 該實體與本集團為相同集團之成員公司；
  - (ii) 一個實體為另一實體（或另一實體之母公司、附屬公司或同系附屬公司）之聯營公司或合營企業；
  - (iii) 該實體與本集團為相同第三方之合營企業；
  - (iv) 一個實體為第三方實體之合營企業，而另一個實體為該第三方實體之聯營公司；
  - (v) 該實體為本集團或與本集團有關之實體就僱員福利設立之離職後福利計劃；
  - (vi) 該實體受(a)所指個人控制或共同控制；及
  - (vii) (a)(i)所指個人對該實體擁有重大影響力或為該實體（或該實體母公司）之關鍵管理人員之成員。

一名人士的近親成員指在該人士與實體進行交易時預期可對其造成影響或受其影響的家族成員。

## Notes to Consolidated Financial Statements

### 綜合財務報表附註

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#### Property, plant and equipment and depreciation

Property, plant and equipment primarily consist of buildings, leasehold improvements, machinery and office equipment, furniture and fixtures, and motor vehicles. They are stated at cost less accumulated depreciation and any impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives. The principal annual rates used for this purpose are as follows:

Buildings	2.5% to 5%
Leasehold improvements	Shorter of remaining lease term or 20%
Machinery and office equipment	7.5% to 33.3%
Furniture and fixtures	9% to 33.3%
Motor vehicles	9% to 25%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other gains – net' in the profit or loss.

#### Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. Such properties are measured initially at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset.

#### 物業、廠房及設備及折舊

物業、廠房及設備主要包括樓宇、租賃物業裝修、機器及辦公室設備、傢具及裝置以及汽車。其按成本減累計折舊及任何減值虧損列賬。歷史成本包括收購此等項目直接應佔開支。

僅當與項目有關之未來經濟利益可能流入本集團，以及該項目成本可靠計算時，其後成本才會計入資產之賬面值或確認為獨立資產（倘適用）。已更換部件的賬面值終止確認。所有其他維修及保養費於其產生之財政期間自損益扣除。

折舊乃於其估計可使用年期使用直線法分配其成本至其剩餘價值計算。就此所採用之主要年率如下：

樓宇	2.5%至5%
租賃物業裝修	餘下租賃期或20% (以較短者為準)
機器及辦公室設備	7.5%至33.3%
傢具及裝置	9%至33.3%
汽車	9%至25%

本集團在各報告期末檢討資產的剩餘價值及可使用年期，並按適當情況作出調整。當一項物業、廠房及設備項目之各部分擁有不同之可使用年期時，則該項目之成本將按合理基準在各部分間分配，且各部分將分開計算折舊。

倘若資產賬面值超過其估計可收回金額，則其賬面值將即時撇減至其可收回金額。

出售之收益及虧損透過將所得款項與賬面值作比較釐定，並於損益之「其他收益淨額」內確認。

#### 投資物業

投資物業乃指持作賺取長期租金收入或作為資本增值或兩者兼具之土地及樓宇（並非由本集團佔用）權益（包括符合投資物業定義之物業於經營租賃項下之租賃權益）。該等物業初始按成本（包括相關交易成本及（倘適用）借貸成本）計量。於初始確認後，投資物業按公平值列賬，相當於外聘估值師於各報告日期釐定之公開市值。公平值乃按活躍市價計算，並於必要情況下就特定資產在性質、位置或狀況方面的任何差別作出調整。

Property under construction or development for future use as an investment property is classified as investment property under construction. If the fair value cannot be reliably determined, the investment property under construction will be measured at cost until such time as fair value can be determined or construction is completed.

Changes in fair values are recorded in the profit or loss as part of a valuation gain or loss in 'other gains – net'. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

#### Intangible assets

##### (a) Goodwill

Goodwill arises on the acquisition of subsidiaries, associates and joint ventures and represents the excess of the consideration transferred over the Group's interest in net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Impairment reviews of goodwill arising from acquisition of subsidiaries are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

##### (b) Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

用作未來投資物業之在建或開發中物業分類為在建投資物業。倘公平值無法可靠釐定，在建投資物業將按成本計量，直至公平值可予釐定或竣工為止。

公平值變動乃於損益中入賬為「其他收益淨額」之估值收益或虧損之一部分。報廢或出售投資物業之任何收益或虧損乃於報廢或出售之年內在損益內確認。

#### 無形資產

##### (a) 商譽

商譽產生自收購附屬公司、聯營公司及合營企業，並相當於所轉讓代價超過本集團在被收購方之可識別資產、負債及或然負債之公平值淨額及被收購方之非控股權益公平值所佔權益之差額。

就減值測試而言，在業務合併中取得之商譽會分配至每個現金產生單元（「現金產生單元」）或現金產生單元組，預期可從合併的協同效應中獲利。商譽被分配至每個單元或單元組指在實體內商譽被監控作內部管理用途之最低層次。商譽在經營分部層次進行監控。

對因收購附屬公司產生的商譽之減值檢討每年進行，或如事件或情況轉變顯示可能存在減值，則更頻密地檢討。附帶商譽的現金產生單元之賬面值與可收回數額（使用價值與公平值減出售成本較高者）比較。任何減值須即時確認為開支及不得在之後期間撥回。

##### (b) 無形資產（商譽除外）

個別收購之無形資產初步確認時按成本計量。在業務合併過程中收購之無形資產成本為該等資產於收購日期之公平值。無形資產之可使用年期被評估為有限或無限。可使用年期有限之無形資產其後會於其可使用經濟年期攤銷，並在無形資產可能出現減值跡象時進行減值評估。可使用年期有限之無形資產之攤銷期及攤銷方法至少於每個財政年度結算日進行檢討。

## Notes to Consolidated Financial Statements

### 綜合財務報表附註

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Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

#### Leases

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other short-term and long-term payables. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the statement of financial position based on their nature.

#### Impairment of non-financial assets

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

具有無限可使用年期之無形資產每年按個別或現金產生單元水平進行減值測試。該等無形資產不作攤銷。無限可使用年期之無形資產每年對可使用年期作檢討以釐定無限年期評估是否仍有證據支持。倘無相關證據支持，可使用年期評估由無限變為有限按前瞻性基準入賬。

#### 租賃

凡本集團作為承租人持有擁有權之絕大部分風險及回報之物業、廠房及設備之租賃，均分類為融資租賃。融資租賃在租賃開始時按租賃物業之公平值及最低租賃付款現值兩者之較低者入賬。相應租金責任在扣除融資開支後計入其他短期及長期應付款項內。每項租賃付款均分攤為負債及融資費用。財務費用於租期內於損益扣除，使利息與每個期間之負債餘額達致常數定期利率。根據融資租賃取得之物業、廠房及設備按資產可使用年期內折舊，或倘無法合理確定本集團將在租期末取得所有權，則按資產的可使用年期與租期兩者之較短者折舊。

擁有權之絕大部分風險和回報並未轉讓至本集團（作為承租人）之租賃分類為經營租賃。根據經營租賃作出之付款（扣除任何自出租人獲取之優惠）於租賃期內按直線法自損益扣除。

本集團作為出租人的經營租賃的租賃收入於租期內按直線法於收益內確認。各出租資產按其性質計入財務狀況表。

#### 非財務資產減值

具有無限可使用年期之無形資產或未可使用之無形資產毋須攤銷，但每年須進行減值測試，或在有事件或情況變動顯示可能發生減值時更頻繁地進行減值測試。其他資產在有事件或情況變動顯示賬面值可能無法收回時進行減值測試。減值虧損於資產賬面值超出其可收回金額時就該金額確認。可收回金額以資產之公平值扣除銷售成本及使用價值兩者之間較高者為準。就評估減值而言，資產按可分開識別現金流量（現金產生單元）之最低層次分組。除商譽外，已蒙受減值之非財務資產在每個報告期末均就減值是否可以撥回進行檢討。

*Financial assets*

*Classification*

The Group classifies its financial assets in the following categories: at fair value through profit or loss and loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short-term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current assets.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise 'trade debtors and bills receivable', 'prepayments, deposits and other receivables' and 'cash and bank balances' in the statement of financial position (Notes 17, 18 and 19).

*Recognition and measurement*

All regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the profit or loss. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

*財務資產*

*分類*

本集團將其財務資產分類為以下類別：透過損益按公平值列值及貸款及應收款項。分類視乎取得財務資產之目的而定。管理層在初始確認時釐定財務資產之分類。

(a) 透過損益按公平值列值之財務資產

透過損益按公平值列值之財務資產乃持作交易的財務資產。倘所取得之財務資產主要旨在於短期內售出，則分類為此類別。除指定為對沖者外，衍生工具亦分類為持作交易。於此類別之資產倘預期於12個月內結算，則分類為流動資產，否則一概分類為非流動資產。

(b) 貸款及應收款項

貸款及應收款項乃具有固定或可確定付款金額，但並無活躍市場報價之非衍生財務資產。此等款項計入流動資產，惟於或預期將於報告期末後超過12個月結算之款項，則分類為非流動資產。本集團之貸款及應收款項包括財務狀況表中之「應收賬款及應收票據」、「預付款項、按金及其他應收款項」以及「現金及銀行結餘」（附註17、18及19）。

*確認及計量*

財務資產之所有日常買賣均於交易日（即本集團承諾買賣資產當日）確認。對於並非透過損益按公平值列值之所有財務資產，其投資初始按其公平值加交易成本確認。透過損益按公平值列值之財務資產初步按公平值確認，而交易成本則於損益內支銷。可供出售財務資產及透過損益按公平值列值之財務資產其後按公平值列賬。貸款及應收款項其後利用實際利率法按攤銷成本列賬。

分類為可供出售之貨幣及非貨幣證券之公平值變動於其他全面收益內確認。

## Notes to Consolidated Financial Statements

### 綜合財務報表附註

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When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the profit or loss as 'gains and losses from investment securities'.

#### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

#### Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

#### Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

當分類為可供出售之證券被售出或減值時，於權益確認之累計公平值調整於損益內列為「投資證券之收益及虧損」。

#### 終止確認財務資產

在下列情況下，財務資產（或一項財務資產之部分或一組同類財務資產之部分（視適用情況而定））將終止確認：

- 收取該項資產所得現金流量之權利已經屆滿；或
- 本集團已轉讓其收取該項資產所得現金流量之權利，或須根據一項「轉付」安排，對第三方承擔全數支付（沒有嚴重延緩）已收取現金流量之責任，並(a)本集團已轉讓該資產絕大部分風險及回報或(b)本集團並無轉讓或保留該資產絕大部分風險及回報，但已轉讓有關資產之控制權。

#### 財務工具之抵銷

於有可依法強制執行權利抵銷已確認金額，並擬按淨額基準結算，或同時變現資產及償還負債時，則財務資產及負債會互相抵銷，並在財務狀況表內以淨額列示。可依法強制執行權利不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時，這也必須可強制執行。

#### 財務資產減值

本集團於各報告期間結算日評估是否有客觀證據顯示一項財務資產或一組財務資產出現減值。只有在有客觀證據顯示於初步確認該資產後發生一項或多項事件（「虧損事件」）導致出現減值，而該項虧損事件（或該等事件）對該項或該組財務資產之估計未來現金流量所造成影響能夠可靠地估計之情況下，該項或該組財務資產始會被視作減值及產生減值虧損。

減值證據可包括一名或一組債務人正面臨重大財政困難、違約或拖欠利息或本金之跡象、彼等有可能破產或進行其他財務重組，其中有可觀察數據顯示估計未來現金流量出現顯著減少，例如欠款數目變動或出現與違約相關之經濟狀況。

*Assets carried at amortised cost*

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated statement of profit or loss. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated profit or loss.

*Derivative financial instruments*

Derivative financial instruments of the Group include call and put options in connection with the acquisition of an associate and derivative financial asset in relation to advanced issuance of earn-out perpetual convertible bonds. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. Any gains or losses arising from changes in fair value of derivatives are taken directly to profit or loss.

*Perpetual Convertible Bonds*

Perpetual Convertible Bonds issued by the Group gives holders the right to convert these Perpetual Convertible Bonds into a fixed number of the Company's ordinary shares at any time at a fixed exercise price per share, subject to adjustments as provided in the terms and conditions of the bonds. The Perpetual Convertible Bonds have no maturity date and are not redeemable. They are treated as equity instruments and are not remeasured in subsequent years.

*按攤銷成本列賬之資產*

對於貸款及應收賬款類別，虧損金額乃根據資產賬面值與按財務資產原實際利率貼現之估計未來現金流量（不包括仍未產生之未來信貸虧損）之現值兩者之差異計量。資產賬面值予以削減，而虧損金額則於綜合損益表中確認。如貸款或持有至到期投資有浮動利率，計量任何減值虧損之貼現率為按合同釐定之當前實際利率。在實際運作上，本集團可能採用可觀察之市價按工具之公平值為基準計量減值。

如在後續期間，減值虧損之數額減少，而此減少可客觀地聯繫至在確認減值後發生之事件（例如債務人之信用評級有所改善），則之前已確認之減值虧損可在綜合損益中確認撥回。

*衍生財務工具*

本集團之衍生財務工具包括與收購聯營公司有關之認購及認沽權以及與提前發行盈利能力永久性可換股債券有關之衍生財務資產。有關衍生財務工具初步按訂立衍生工具合約之日之公平值確認，其後按公平值重新計量。當公平值為正數時，衍生工具將被列為資產，當公平值列為負數時，則被列為負債。因衍生工具公平值變動而產生之任何收益或虧損直接計入損益。

*永久性可換股債券*

本集團發行之永久性可換股債券賦予持有人權利於任何時候按每股固定行使價將該等永久性可換股債券兌換為固定數目之本公司普通股，惟須受該等債券之條款及條件所規定而作出之調整所限。永久性可換股債券並無到期日且為不可贖回。該等永久性可換股債券被視作股本工具且不會於往後年度重新計量。



## Notes to Consolidated Financial Statements

### 綜合財務報表附註

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#### Compound financial instruments

The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognised initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component, which is included in shareholders' equity in convertible notes equity reserve. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition. The convertible notes equity reserve will be transferred to share capital and share premium accounts upon conversion. Balance of convertible notes equity reserve will be transferred to accumulated profits or losses at the expiry of the conversion rights.

The liability component of a convertible instrument is classified as current unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

#### Stock of properties

Stock of properties are stated at the lower of cost and net realisable value. Net realisable value takes into account the price ultimately expected to be realised and the anticipated costs to completion.

Costs of properties include acquisition costs, development expenditure, borrowing costs and other direct costs attributable to the properties. The carrying values of properties held by subsidiaries are adjusted in the consolidated financial statements to reflect the Group's actual costs incurred where appropriate.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

#### Trade debtors and bills receivable and other receivables

Trade debtors and bills receivable are amounts due from customers for goods sold and services rendered in the ordinary course of business. If collection of trade debtors and bills receivable and other receivables is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade debtors and bills receivable and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### 複合財務工具

複合財務工具的負債部分初步按並無權益轉換權的類似負債的公平值確認。權益部分初步按複合財務工具的整体公平值與負債部分的公平值之間的差額確認，並計入可換股票據權益儲備的股東權益。任何直接歸屬的交易成本按彼等初始賬面值的比例分配至負債及權益部分。

於初步確認後，複合財務工具的負債部分採用實際利率法按攤銷成本計量。複合財務工具的權益部分於初始確認後不再重新計量。可換股票據權益儲備將於轉換時轉撥至股本及股份溢價賬。可換股票據權益儲備之結餘將於轉換權屆滿時轉撥至累計損益。

除非本集團有權無條件延遲償還負債至報告期末後至少十二個月，否則可換股工具的負債部份分類為流動負債。

#### 物業存貨

物業存貨以按成本與可變現淨值兩者中之較低者入賬。可變現淨值已考慮到最終預期變現之價格及預期竣工成本。

物業成本包括相關物業應佔的購入成本、發展開支、借貸成本及其他直接成本。附屬公司持有物業之賬面值在綜合財務報表內經適當調整，以反映本集團實際產生之成本。

#### 存貨

存貨乃按成本與可變現淨值兩者中之較低者入賬。成本採用加權平均成本法釐定。製成品及在製品之成本包括原材料、直接勞工、其他直接成本及與生產相關之經常性開支（按一般經營能力）。可變現淨值乃按於日常業務過程中之估計售價減適用可變銷售開支計算。

#### 應收賬款及應收票據及其他應收款項

應收賬款及應收票據為於日常業務過程中就已售貨品及已提供服務應收客戶之款項。倘應收賬款及應收票據及其他應收款項預期於一年或之內收回，則被分類為流動資產。否則，則以非流動資產呈列。

應收賬款及應收票據及其他應收款項初步按公平值確認，其後則以實際利率法按攤銷成本計量，並須扣除減值撥備。

*Notes to Consolidated Financial Statements*  
綜合財務報表附註

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*Cash and cash equivalents*

In the consolidated statement of cash flows, cash and cash equivalents include cash on hand, demand deposits and other short-term highly liquid investments with original maturities of three months or less.

*Trade payables*

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

*Provisions*

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

*Borrowings*

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

*現金及現金等價物*

於綜合現金流量表內，現金及現金等價物包括手頭現金、活期存款及原到期日為三個月或以內之其他短期高流通性投資。

*應付賬款*

應付賬款為於日常業務過程中就向供應商購買的貨品或服務之付款責任。倘應付賬款於一年或一年之內到期，則被分類為流動負債，否則，則以非流動負債呈列。

應付賬款初步按公平值確認，其後以實際利率法按攤銷成本計量。

*撥備*

當因過往事件而產生即期責任（法定或推定）並可能須於日後撥出資源解決應付責任時，倘能可靠估計有關責任之數額，則就此確認撥備。

倘出現多項類似責任，責任的清償是否需要資源的流出乃經考慮責任的整體類別後釐定。即使同類別責任中任何一項可能導致資源流出的機會不大，仍會確認撥備。

撥備乃按預計清償責任所需開支，使用反映當時市場對貨幣時間價值及責任的具體風險的評估的除稅前折現率折算的現值而計量。因時間流逝而增加的撥備確認為利息開支。

*借貸*

借貸初步按公平值扣除所產生交易成本確認。借貸其後按攤銷成本列賬，所得款項（經扣除交易成本）與贖回價值間的任何差額於借貸期間使用實際利率法在損益內確認。

在貸款將很有可能部分或全部提取的情況下，就設立貸款融資時支付的費用確認為貸款的交易成本。在此情況下，該費用將遞延至提取貸款為止。在並無跡象顯示該貸款將很有可能部分或全部提取的情況下，該費用會資本化作為流動資金服務的預付款項，並於有關融資期間內予以攤銷。

除非本集團有權無條件延遲償還負債至報告期末後至少十二個月，否則借貸分類為流動負債。

## Notes to Consolidated Financial Statements

### 綜合財務報表附註

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#### Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are expensed in the period in which they are incurred.

#### Income tax

Income tax comprises current and deferred tax. Tax is recognised in the profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

##### (a) Current income tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

##### (b) Deferred tax

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

#### 借貸成本

收購、建設或生產合資格資產（為需要長時間準備以供擬定用途或銷售之資產）直接應佔之一般及特定借貸成本乃計入該等資產之成本內，直至該等資產大致上可作擬定用途或銷售時為止。

備用作合資格資產開支之特定借貸之臨時投資所賺取投資收入乃自合資格資本化之借貸成本中扣除。

所有其他借貸成本於其產生期間支銷。

#### 所得稅

所得稅包括即期及遞延稅項。稅項於損益內確認，除非其與其他全面收益或直接於權益確認之項目相關。在此情況下，稅項亦分別於其他全面收益或直接於權益內確認。

##### (a) 即期所得稅

本期及過往期間之即期稅項資產及負債，乃根據於報告期末前已頒佈或實質頒佈之稅率（及稅法），經計及本集團經營業務所在國家之現行詮釋及慣例，按預期自稅務機關收回或向其繳付之金額計量。

##### (b) 遞延稅項

遞延稅項採用負債法，就資產及負債之計稅基準與其作財務申報用途之賬面值之間於報告期末之所有暫時差額作出撥備。

所有應課稅暫時差額均確認為遞延稅項負債，惟：

- 遞延稅項負債因初始確認一項交易（並非業務合併，且於進行交易時對會計溢利及應課稅損益並無影響）所涉及商譽或資產或負債而產生則不在此列；及
- 就與於附屬公司、聯營公司及合營企業之投資有關之應課稅暫時差額而言，倘能控制有關暫時差額之撥回時間及有關暫時差額可能於可見將來不會撥回，則亦不在此列。

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from sports events and competitions produced or organised, recognised according to the progress of the events and competitions.

所有可抵扣暫時差額、未動用稅項抵免及任何未動用稅項虧損的結轉均確認為遞延稅項資產，而遞延稅項資產於可能取得應課稅溢利供動用可抵扣暫時差額、未動用稅項抵免及未動用稅項虧損結轉時予以確認，惟：

- 與可抵扣暫時差額有關之遞延稅項資產因初始確認一項交易（並非業務合併，且於進行交易時對會計溢利或應課稅損益並無影響）所涉及資產或負債而產生則不在此列；及
- 就與附屬公司、聯營公司及合營企業之投資有關之可抵扣暫時差額而言，則僅在有關暫時差額可能於可見將來撥回，並有應課稅溢利供動用暫時差額之情況下，方會確認遞延稅項資產。

遞延稅項資產之賬面值於各報告期末檢討，倘不再可能有足夠應課稅溢利以供動用全部或部分遞延稅項資產，則遞延稅項資產之賬面值將相應減少。未確認遞延稅項資產於各報告期末重新評估，倘可能有足夠應課稅溢利以收回全部或部分遞延稅項資產，則確認有關遞延稅項資產。

遞延稅項資產及負債乃根據於報告期末前已頒佈或實質頒佈之稅率（及稅法），按預期變現有關資產或清償有關負債期間適用之稅率計量。

當有可依法強制執行權利將當期稅項資產與當期稅項負債抵銷，且遞延稅項資產及負債涉及相同稅務機關向同一應課稅實體或但擬按淨額基準結算結餘之不同應課稅實體徵收之所得稅，則可將遞延稅項資產與負債互相抵銷。

#### 收益確認

當本集團可能獲得經濟利益並且收益能可靠計量時，會以下列基準確認收益：

- (a) 來自製作及組織體育活動及賽事，根據該等體育活動及賽事的進程確認。

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- (b) from sports talent management and marketing services and consultancy services, when services are rendered or on a time apportionment basis in accordance with the agreements or contracts entered into with sponsors and clients;
- (c) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (d) from community development consultancy services, when services are rendered or on a time apportionment basis in accordance with the agreements or contracts entered into with clients;
- (e) from sports park facilities hiring income, when the tickets are surrendered or used by the customer or when passes are amortised using straight-line method over the period of their validity;
- (f) rental income, on a straight line basis over the lease terms;
- (g) interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognised using the original effective interest rate.

#### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the profit or loss on a straight-line basis over the expected lives of the related assets.

(b) 來自體育人才管理及市場推廣服務以及諮詢服務之收益於提供服務完成時或根據與贊助商及客戶所訂立協議或合約按時間比例基準確認；

(c) 銷售貨品之收益乃於擁有權之重大風險及回報已轉移至買方時予以確認，前提是本集團對所售貨品既不維持一般與擁有權有關的管理活動，亦不擁有實際控制權；

(d) 來自社區發展諮詢服務之收益於提供服務完成時或根據與客戶所訂立協議或合約按時間比例基準確認；

(e) 來自體育園設施租用收入之收益乃於客戶交回或使用門票時或門票採用直線法於其有效期內攤銷時確認；

(f) 租金收入按直線法於租期內確認；

(g) 利息收入採用實際利息法確認。倘貸款及應收款項出現減值，本集團會將賬面值減至可收回款額，即估計未來現金流量按該工具的原實際利率折現值，並繼續將折現部分逐期結轉為利息收入。已減值貸款及應收款項的利息收入利用原實際利率確認。

#### 政府補貼

政府補貼在合理確定將會收取補貼及本集團將符合一切所附條件時，按其公平值確認。

與成本有關的政府補貼遞延入賬，並按與擬補償的成本配比所需期間於損益內確認。

與物業、廠房及設備有關之政府補貼列入非流動負債作為遞延政府補貼，並按有關資產之預計年期以直線法計入損益。

#### Share-based payments

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options or shares is recognised as an expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options or shares granted on grant day:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or holding shares for a specified period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

#### Other employee benefits

##### Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in central pension schemes operated by the local municipal governments. These subsidiaries are required to contribute certain percentage of their payroll costs to the central pension schemes. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension schemes.

#### 以股份為基礎之付款

本集團設有多項以股權結算及以股份為基礎之報酬計劃，據此，實體獲得來自僱員之服務作為本集團股本工具（購股權）之代價。為換取購股權或股份而提供之僱員服務之公平值確認為開支，而股本相應增加。將支銷之總額乃參考所授購股權或股份於授出當日之公平值釐定：

- 包括任何市場表現條件（如實體之股價）；
- 不包括任何服務及非市場表現歸屬條件（如盈利能力、銷售增長目標及僱員在某特定時間段於實體留任）之影響；及
- 包括任何非歸屬條件（如規定僱員在特定時間段保留或持有股份）之影響所有。

總支出於歸屬期（即所有規定的歸屬條件達成的期間）內確認。於各報告期末，實體根據非市場歸屬及服務條件修訂其對預期將歸屬的購股權的數目的估計，並於損益確認修訂對原估計的影響（如有），並對股本作相應調整。

於購股權獲行使時，本公司會發行新股。於購股權獲行使時，扣除任何直接應佔交易成本所收取的所得款項計入股本（面值）及股份溢價。

#### 其他僱員福利

##### 退休金計劃

本集團根據強制性公積金計劃條例，為其香港之所有僱員提供定額供款之強制性公積金退休福利計劃（「強積金計劃」）。供款乃根據僱員基本薪金之百分比計算，並於有關款項根據強積金計劃之規則須予支付時自損益扣除。強積金計劃之資產乃獨立於本集團之資產，由獨立管理之基金分開持有。

本集團於中國經營之附屬公司之僱員須參加由當地市政府所運作之中央退休金計劃。該等附屬公司須按其薪金成本之若干百分比向該等中央退休金計劃供款。有關供款於根據該等中央退休金計劃之規則須支付時自損益扣除。

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#### Foreign currency translation

##### (a) Functional and presentation currency

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

##### (b) Transactions and balances

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised in other comprehensive income.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currency are translated using the foreign exchange rates ruling at the translation dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the translations. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

##### (c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

#### 外幣換算

##### (a) 功能及呈報貨幣

本財務報表以港元呈列，港元為本公司之功能及呈報貨幣。本集團旗下各實體自行決定其功能貨幣，而各實體財務報表內之項目均以該實體經營所在主要經濟環境的貨幣（「功能貨幣」）計量。

##### (b) 交易及結餘

年內的外幣交易按交易日之匯率換算。以外幣計值的貨幣資產及負債乃按於報告期末之匯率換算。除來自用作對沖於其他全面收益確認的海外業務投資淨額之外幣借貸外，匯兌收益及虧損於損益確認。

以外幣計值按歷史成本計量之非貨幣資產及負債，採用交易日之匯率換算。以外幣計值按公平值列賬之非貨幣資產及負債，採用計量公平值當日之匯率換算。

海外業務之業績乃按與交易日期之匯率相若之匯率換算為港元。所產生的匯兌差額於其他全面收益確認並於權益內於匯兌差額單獨累計。

於出售海外業務時，與該海外業務有關之累計匯兌差額會在確認出售之溢利或虧損時從權益重新分類至損益。

##### (c) 集團公司

所有集團實體（並無來自嚴重通貨膨脹經濟體的貨幣）的業績及財務狀況的功能貨幣如有別於呈報貨幣，均按以下方式換算為呈報貨幣：

- (i) 於各財務狀況表呈列的資產及負債乃按有關財務狀況表結算日的收市匯率換算；
- (ii) 各損益的收入及開支乃按平均匯率換算（除非該平均匯率並不合理地接近有關交易當日匯率的累積影響，在該情況下，收入及開支按有關交易當日的匯率換算）；及

(iii) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

(d) Disposal of foreign operation and partial disposal  
On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or joint ventures that do not result in the Group losing significant influence or joint control) the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

#### Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

### 3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

(iii) 所有因此而產生的匯兌差額於其他全面收益中確認。

收購境外實體產生的商譽及公平值調整視為該境外實體的資產和負債，並以收市匯率換算。由此產生的匯兌差額於其他全面收益確認。

(d) 出售海外業務及部分出售  
於出售海外業務（即出售本集團於一項海外業務之全部權益，或涉及失去包含海外業務的附屬公司控制權之出售，或涉及失去包含海外業務之合營企業共同控制權之出售，或涉及失去對包含海外業務之聯營公司重大影響力之出售）時，本公司擁有人應佔就有關業務於權益累計之所有匯兌差額重新分類至損益。

倘出售部分權益不會導致本集團失去對包含海外業務之附屬公司的控制權，則按比例所分佔之累計匯兌差額重新撥歸至非控股權益，且不會於損益確認。就所有其他部分權益出售（即本集團於聯營公司或合營企業之擁有權權益減少，而並無導致本集團失去重大影響力或共同控制權）而言，按比例所分佔之累計匯兌差額重新分類至損益。

#### 普通股

普通股分類列為權益。發行新股或購股權直接應佔的增量成本，列入權益作為所得款項的扣減（扣除稅項）。

倘任何集團公司購買本公司之權益股本（庫存股），包括任何直接應佔增量成本（扣除所得稅）之已付代價於本公司股權持有人應佔權益內扣除，直至股份獲註銷或重新發行為止。倘該等股份其後重新發行，則任何已收代價（減去任何直接應佔的新增交易成本及相關所得稅影響）計入本公司股權持有人應佔權益中。

### 3. 重大會計估計、假設及判斷

管理層在編製本集團之財務報表時，須作出判斷、估計及假設，而該等判斷、估計及假設對所呈報收益、開支、資產及負債之金額及隨附披露資料以及或然負債之披露資料均會產生影響。有關假設及估計存在不確定因素，可能導致出現須對日後受影響資產或負債之賬面值作出重大調整之結果。



## Judgements

In the process of applying the Group's accounting policies, management has made the following judgements apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

### Revenue recognition

The main revenue streams of the Group include revenue from sports content production and distribution, sports talent management, sale of goods and community development consultancy services. As required by HKAS 18 "Revenue", revenue from the sale of goods and rendering of services can only be recognised when all the specific conditions have been satisfied. The Group's accounting policy in relation to revenue recognition is disclosed in note 2.3. In addition, the illustrative example of HKAS 18 requires the Group to determine whether the Group is acting as a principal or an agent on these type of activities, the Group made assessment based on indicators of (a) who is primarily responsible for providing the goods or services; (b) who has inventory risk; (c) who bears credit risk; and (d) who has latitude to establish prices. Based on a comprehensive assessment of all the facts and circumstances, judgement is made on an individual contract basis to determine whether revenue can be recognised during the year and whether revenue should be recognised on a gross or net basis.

### Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

## Estimation uncertainty

Notes 13, 14, 25, 26, 28, and 29 contain information about the assumptions and their risk factors relating to estimation of fair value of investment properties, interests in associates and joint ventures and related call and put options, convertible notes, deferred tax assets, fair value of share options granted and fair value of derivative financial asset in relation to advanced issuance of earn-out perpetual convertible bonds, other key sources of estimation uncertainty are as follow:

## 判斷

應用本集團會計政策過程中，管理層已作以下對財務報表所確認數額有最重大影響之判斷（除涉及估計者外）：

### 收益確認

本集團之主要收益來源包括體育內容製作及發行、體育人才管理、銷售貨品及社區發展諮詢服務。根據香港會計準則第18號「收益」規定，銷售貨品及提供服務之收益僅於所有特定條件獲達成時方可確認。本集團有關收益確認之會計政策於附註2.3內披露。此外，香港會計準則第18號之示例說明要求本集團須判定其是否擔任此類活動之委託人或代理人，而本集團根據下列指標作出評估(a)誰是主要負責提供貨品及服務之一方；(b)誰是擁有存貨風險之一方；(c)誰是面臨信貸風險之一方；及(d)誰是擁有定價限制之一方。根據對所有事實及情況作出之全面評估，按個別合同為基準，以判斷能否於年內確認收益及應否按總額或淨額基準確認收益。

### 投資物業與業主自用物業之分類

本集團會評定某物業是否合資格列作投資物業，並就作出此判斷制定標準。投資物業指持作賺取租金或為資本增值或作兩種用途之物業。因此，本集團考慮一項物業產生之現金流量是否基本上與本集團持有之其他資產無關。

部分物業包含持作賺取租金或作資本增值用途之部分，以及另一持作用於生產或供應貨品或服務或作行政用途之部分。倘該等部分可分開出售（或根據融資租約分開租出），則本集團會將該等部分分開記賬。倘該等部分不能分開出售，則物業僅於非重大部分持作用於生產或供應貨品或服務或作行政用途時，方屬投資物業。至於配套服務是否重大，致使某物業不合資格列作投資物業，則應就個別物業作出判斷。

## 估計之不明朗因素

附註13、14、25、26、28及29載有與估計投資物業公平值、於聯營公司及合營企業之權益、有關認購及認沽權、可換股票據、遞延稅項資產、所授購股權之公平值及關於提前發行盈利能力永久性可換股債券的衍生財務資產之公平值有關之假設及其風險因素之資料，估計之不明朗因素之其他主要來源如下：

*(i) Impairment of non-financial assets (other than goodwill)*

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period in accordance with the accounting policies stated in note 2.3. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. Both calculations require the use of estimates. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. In estimating the recoverable amounts of assets, various assumptions, including future cash flows to be associated with the non-current assets (such as future sales forecast, expected capital expenditure and working capital requirements) and discount rates, are made. If future events do not correspond to such assumptions, the recoverable amounts will need to be revised, and this may have an impact on the Group's results of operations or financial position.

*(ii) Depreciation*

The Group's management exercises its judgement in estimating the useful lives of the depreciable assets. The estimated useful lives reflect the management's estimate of the periods the Group intends to derive future economic benefits from the use of these assets.

The Group depreciates the property, plant and equipment in accordance with the accounting policies stated in note 2.3 to the financial statements. The carrying amount of property, plant and equipment is disclosed in note 12 to the financial statements.

**4. OPERATING SEGMENT INFORMATION**

The management is the Group's chief operating decision-maker. The management reviews the Group's internal reports periodically in order to assess performance and allocate resources.

The management considers the business from a product/service perspective. The management separately considers the different products and services offered, and for the year ended 31 December 2017, the Group is organised into two reportable operating segments as follows:

- (a) the sports-related business segment engages in the production and distribution of sports content, management and marketing of sports talents and provision of sports-related marketing and consultancy service; and
- (b) the community development segment engages in 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.

*(i) 非財務資產（不包括商譽）減值*

本集團於各報告期根據附註2.3所述之會計政策評估所有非財務資產是否存在任何減值跡象。具無限年期之無形資產每年及於存在減值跡象時進行減值測試。其他非財務資產於其賬面值存在不可收回跡象時進行減值測試。資產或現金產生單位之賬面值超逾其可收回金額（即其公平值減銷售成本與其使用價值中之較高者）時，即出現減值。兩種計算均須使用估計。公平值減銷售成本乃按類似資產以公平交易方式從具法律約束力之銷售交易中可獲得數據、或可觀察市價減出售資產之增量成本計算。在估計資產的可收回金額時，須作出多項假設，包括非流動資產有關的未來現金流量（如未來銷售預測、預計資本開支及營運資金需求）及貼現率。倘未來情況不符合該等假設，則可收回金額將須予以修訂，而此舉可能會影響本集團的經營業績或財務狀況。

*(ii) 折舊*

本集團管理層在估計可折舊資產之可使用年期時行使其判斷。估計可使用年期反映管理層所估計本集團擬自使用該等資產帶來日後經濟利益之期間。

本集團根據財務報表附註2.3所述會計政策對物業、廠房及設備計算折舊。物業、廠房及設備之賬面值於財務報表附註12披露。

**4. 經營分部資料**

管理層乃本集團之主要經營決策者。管理層定期審閱本集團之內部報告，以評估表現及進行資源分配。

管理層從產品／服務角度考慮業務。管理層分別考慮所提供之不同產品及服務，而本集團於截至二零一七年十二月三十一日止年度分為以下兩個呈報經營分部：

- (a) 體育相關業務分部，從事體育內容製作及發行、體育人才管理及市場推廣以及提供體育相關市場推廣及諮詢服務；及
- (b) 社區開發分部，從事銷售及投資目的之物業開發、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。

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## 綜合財務報表附註

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Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit or loss, which is a measure of adjusted profit or loss before tax. The adjusted profit or loss before tax is measured consistently with the Group's profit or loss before tax except that interest income, finance costs, equity-settled share option expenses, fair value changes on investment properties, share of profits and losses of associates and joint ventures as well as head office and corporate income and expenses are excluded from such measurement.

管理層分開監察本集團各經營分部之業績，以就資源分配及表現評估作出決定。分部表現乃根據可呈報分部溢利或虧損來進行評估，此乃計量經調整除稅前溢利或虧損之方法。經調整除稅前溢利或虧損之計量方法與本集團之除稅前溢利或虧損一致，惟利息收入、財務成本、以股權結算之購股權開支、投資物業之公平值變動、分佔聯營公司及合營企業之溢利及虧損以及總辦事處及企業收入及開支則不包括於該計量中。

	截至二零一七年 十二月三十一日止年度	Sports-related business 體育相關業務 HK\$'000 千港元	Community development 社區開發 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Year ended 31 December 2017</b>				
<b>Segment revenue:</b>	<b>分部收益：</b>			
External	外部	<b>177,904</b>	<b>434,563</b>	<b>612,467</b>
<b>Segment results</b>	<b>分部業績</b>	<b>19,538</b>	<b>36,199</b>	<b>55,737</b>
<i>Reconciliation:</i>	<i>調節表：</i>			
Interest income	利息收入			<b>5,067</b>
Fair value loss on investment properties	投資物業之公平值虧損			<b>(28,440)</b>
Equity-settled share option expense	以股權結算之購股權開支			<b>(52,644)</b>
Corporate and other unallocated income	企業及其他未分配收入			<b>600</b>
Corporate and other unallocated expenses	企業及其他未分配開支			<b>(50,164)</b>
Share of profits less losses of associates and joint ventures	分佔聯營公司及合營企業之溢利減虧損			<b>48,196</b>
Finance costs	財務成本			<b>(87,215)</b>
Loss before income tax	除所得稅前溢利			<b>(108,863)</b>
<b>Other segment information:</b>	<b>其他分部資料：</b>			
Depreciation	折舊	<b>556</b>	<b>2,475</b>	<b>3,031</b>
Add: depreciation related to corporate	加：與企業有關之折舊			<b>91</b>
				<b>3,122</b>
Capital expenditure	資本開支	<b>197</b>	<b>857</b>	<b>1,054</b>
Add: capital expenditure related to corporate	加：與企業有關之資本開支			<b>54,172</b>
				<b>55,226</b>

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	截至二零一六年 十二月三十一日止年度	Sports-related business 體育相關業務 HK\$'000 千港元	Community development 社區開發 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 31 December 2016				
<b>Segment revenue:</b>	<b>分部收益:</b>			
External	外部	157,236	394,972	552,208
<b>Segment results</b>	<b>分部業績</b>	<b>49,844</b>	<b>38,583</b>	<b>88,427</b>
<i>Reconciliation:</i>	<i>調節表:</i>			
Interest income	利息收入			4,838
Fair value loss on investment properties	投資物業之公平值虧損			(21,624)
Equity-settled share option expense	以股權結算之購股權開支			(2,896)
Corporate and other unallocated income	企業及其他未分配收入			1,251
Corporate and other unallocated expenses	企業及其他未分配開支			(43,359)
Share of profits less losses of associates and joint ventures	分佔聯營公司及合營企業之溢利減虧損			95,605
Finance costs	財務成本			(10,079)
Profit before income tax	除所得稅前溢利			112,163
<b>Other segment information:</b>	<b>其他分部資料:</b>			
Depreciation	折舊	901	2,745	3,646
Add: depreciation related to corporate	加: 與企業有關之折舊			105
				3,751
Write-down of inventories	存貨撇銷	-	259	259
Capital expenditure	資本開支	44	888	932
Add: capital expenditure related to corporate	加: 與企業有關之資本開支			143,449
				144,381

### Information about major customers

Revenue of approximately HK\$145,282,000 was derived from an individual customer of the sports-related business segment, while HK\$169,270,000 and HK\$114,810,000 were derived from two individual customers of the community development segment, respectively, for the year ended 31 December 2017.

Revenue of approximately HK\$74,440,000 was derived from an individual customer of the sports-related business segment, while HK\$102,557,000, HK\$70,560,000, HK\$54,495,000 and HK\$54,234,000 were derived from four individual customers of the community development segment, respectively, for the year ended 31 December 2016.

### Geography information

For the years ended 31 December 2017 and 2016, the operating activities of the Group are mainly carried out in the PRC.

### 主要客戶之資料

於截至二零一七年十二月三十一日止年度，約145,282,000港元之收益來自一名體育相關業務分部之個別客戶，而169,270,000港元及114,810,000港元之收益分別來自兩名社區開發分部之個別客戶。

於截至二零一六年十二月三十一日止年度，約74,440,000港元之收益分別來自一名體育相關業務分部個別客戶，而102,557,000港元、70,560,000港元、54,495,000港元及54,234,000港元分別來自四名社區開發分部之個別客戶。

### 地區資料

截至二零一七年及二零一六年十二月三十一日止年度，本集團的營運活動主要在中國進行。

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#### 5. REVENUE, OTHER INCOME AND OTHER GAINS-NET

Revenue, which is also the Group's turnover, represents (i) the net invoiced value of goods sold, net of value-added tax and after allowances for returns and trade discounts; (ii) the value of services rendered, net of value-added tax and government surcharges; (iii) considerations received and receivable for organising events and competitions; (iv) gross hiring income received and receivable from sports park facilities; and (v) gross rental income received and receivable from investment properties during the year.

An analysis of the Group's revenue, other income and other gains-net are as follows:

#### 5. 收益、其他收入及其他收益淨額

收益（亦即本集團之營業額）乃指年內：(i)銷售貨品之發票淨值（經扣除增值稅以及扣除退貨撥備及貿易折扣）；(ii)所提供服務價值（經扣除增值稅及政府徵費）；(iii)已收及應收組織活動及比賽之代價；(iv)體育園設施已收及應收之租賃收入總額；及(v)自投資物業已收及應收之租金收入總額。

本集團收益、其他收入及其他收益淨額之分析如下：

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>		
Sports content production and distribution income	體育內容製作及發行收入	170,271	114,218
Sports talent management income	體育人才管理收入	7,633	43,054
Sale of goods	銷售貨品	383,483	353,075
Community development consultancy service income	社區發展諮詢服務收入	35,123	32,988
Sports park facilities hiring income	體育園設施之租賃收入	11,586	7,619
Gross rental income	租金總收入	4,371	1,254
		<b>612,467</b>	552,208
<b>Other income</b>	<b>其他收入</b>		
Government grants	政府補貼	35,944	35,344
Interest income	利息收入	5,067	4,838
		<b>41,011</b>	40,182
<b>Other gains-net</b>	<b>其他收益淨額</b>		
Fair value gain on derivative financial instruments	衍生財務工具之公平值收益	601	41
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備之 收益淨額	443	-
Foreign exchange gain, net	匯兌收益淨額	-	1,210
		<b>1,044</b>	1,251
		<b>42,055</b>	41,433

## 6. FINANCE COSTS

## 6. 財務成本

		2017 二零一七年	2016 二零一六年
	Notes 附註	<b>HK\$'000</b> 千港元	HK\$'000 千港元
Interest on bank and other loans	銀行及其他貸款利息	23 <b>14,879</b>	18,092
Interest on convertible notes	可換股票據利息	25 <b>99,065</b>	4,251
Less: interest expense capitalised into properties under development for sale	減：資本化至發展中之待售物業之利息開支	(a) <b>(26,729)</b>	(12,264)
		<b>87,215</b>	10,079

Note:

(a) The finance costs have been capitalised at a weighted average interest rate of 12.25% (2016: 5.3%) per annum.

附註：

(a) 財務成本已按12.25%（二零一六年：5.3%）之加權平均年利率資本化。

## 7. (LOSS)/PROFIT BEFORE INCOME TAX

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

## 7. 除所得稅前（虧損）／溢利

本集團之除所得稅前（虧損）／溢利乃經扣除／（計入）下列各項達致：

		2017 二零一七年	2016 二零一六年
	Notes 附註	<b>HK\$'000</b> 千港元	HK\$'000 千港元
Cost of inventories sold	已售存貨成本	<b>378,285</b>	346,132
Cost of services provided	所提供服務成本	<b>139,674</b>	84,996
Depreciation	折舊	12 <b>3,122</b>	3,751
Impairment loss of trade debtors	應收賬款之減值虧損	<b>4,038</b>	-
Minimum lease payments under operating leases of land and buildings	土地及樓宇經營租約之最低租賃付款	<b>9,049</b>	9,590
Auditor's remuneration	核數師酬金		
– audit services	– 核數服務	<b>3,603</b>	1,975
– tax services	– 稅務服務	<b>150</b>	150
– other services	– 其他服務	(a) <b>1,922</b>	2,344
Employee benefit expense (including directors' remuneration (Note 8)):	僱員福利開支（包括董事酬金（附註8））：		
– Wages and salaries	– 工資及薪金	<b>48,798</b>	43,651
– Equity-settled share option expenses	– 以股權結算之購股權開支	<b>33,585</b>	1,990
– Contributions to defined contribution retirement plans	– 定額供款退休計劃之供款	<b>3,646</b>	3,197
		<b>86,029</b>	48,838
Fair value loss on investment properties	投資物業之公平值虧損	13 <b>28,440</b>	21,624
Foreign exchange loss/(gain), net	匯兌虧損／（收益）淨額	<b>3,683</b>	(1,210)
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備項目之收益淨額	<b>(443)</b>	-
Fair value gain on derivative financial instruments	衍生財務工具之公平值收益	<b>(601)</b>	(41)

Note:

(a) In 2016, other services included a professional fee of HK\$1,507,000 which has been capitalised in interest in an associate.

附註：

(a) 於二零一六年，其他服務包括1,507,000港元之專業費用，其已被資本化為於聯營公司之權益。

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**8. DIRECTORS' REMUNERATION**

Directors' remuneration for the year disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Fees	袍金	1,725	1,500
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	14,523	14,449
Equity-settled share option expenses	以股權結算之購股權開支	26,014	1,474
Pension scheme contributions	退休金計劃供款	72	72
		<b>40,609</b>	15,995
		<b>42,334</b>	17,495

During the current and prior years, certain directors were granted share options, in respect of their services to the Group, under the share option schemes of the Company, further details of which are set out in note 28 to the financial statements. The fair values of such options, which have been recognised in profit or loss over the relevant vesting period, were determined as at the respective dates of grant and the amount included in the financial statements for the current year are included in the above directors' remuneration disclosures.

**8. 董事酬金**

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露之年度董事酬金如下：

於本年度及過往年度，若干董事就其為本集團提供服務而根據本公司購股權計劃獲授購股權，有關進一步詳情載於財務報表附註28。該等購股權之公平值於相關歸屬期間在損益確認，並於相關授出日期釐定，而計入本年度財務報表之款項已計入上文所披露之董事酬金內。

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An analysis of the directors' remuneration, is as follows:

董事酬金分析如下：

			Salaries, allowances and benefits in kind	Equity-settled share option expenses	Retirement scheme contributions	Total remuneration	
	Fees		薪金、津貼及 實物福利	以股權結算之 購股權開支	退休金計劃 供款	酬金總計	
	袍金		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元		千港元	千港元	千港元	千港元	
<b>2017</b>							
<b>Executive directors:</b>	<b>二零一七年 執行董事：</b>						
Mr. Li Ning	李寧先生		175	10,356	867	18	11,416
Mr. Chan Ling	陳寧先生		175	1,800	5,780	18	7,773
Mr. Li Chunyang	李春陽先生		175	1,067	2,890	18	4,150
Mr. Li Qilin	李麒麟先生		175	1,300	12,571	18	14,064
			<b>700</b>	<b>14,523</b>	<b>22,108</b>	<b>72</b>	<b>37,403</b>
<b>Non-executive directors:</b>	<b>非執行董事：</b>						
Mr. Ma Wing Man	馬詠文先生		175	-	867	-	1,042
Mr. Chan James	陳進思先生		175	-	867	-	1,042
			<b>350</b>	<b>-</b>	<b>1,734</b>	<b>-</b>	<b>2,084</b>
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>						
Mr. Ng Sau Kei, Wilfred	吳守基先生	(a)	100	-	438	-	538
Mr. Chen Johnny	陳志宏先生		225	-	867	-	1,092
Mr. Lien Jown Jing, Vincent	連宗正先生		225	-	867	-	1,092
Mr. Wang Yan	汪延先生	(b)	125	-	-	-	125
			<b>675</b>	<b>-</b>	<b>2,172</b>	<b>-</b>	<b>2,847</b>
			<b>1,725</b>	<b>14,523</b>	<b>26,014</b>	<b>72</b>	<b>42,334</b>



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		Fees	Salaries, allowances and benefits in kind	Equity-settled share option expenses	Retirement scheme contributions	Total remuneration
	袍金	薪金、津貼及實物福利	以股權結算之購股權開支	退休金計劃供款	酬金總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	
<b>2016</b>	<b>二零一六年</b>					
<b>Executive directors:</b>	<b>執行董事:</b>					
Mr. Li Ning	李寧先生	150	10,993	51	18	11,212
Mr. Chan Ling	陳寧先生	150	1,800	514	18	2,482
Mr. Li Chunyang	李春陽先生	150	1,056	446	18	1,670
Mr. Li Qilin	李麒麟先生	150	600	69	18	837
		600	14,449	1,080	72	16,201
<b>Non-executive directors:</b>	<b>非執行董事:</b>					
Mr. Ma Wing Man	馬詠文先生	150	–	51	–	201
Mr. Chan James	陳進思先生	150	–	172	–	322
		300	–	223	–	523
<b>Independent non-executive directors:</b>	<b>獨立非執行董事:</b>					
Mr. Ng Sau Kei, Wilfred	吳守基先生	200	–	51	–	251
Mr. Chen Johnny	陳志宏先生	200	–	51	–	251
Mr. Lien Jown Jing, Vincent	連宗正先生	200	–	69	–	269
		600	–	171	–	771
		1,500	14,449	1,474	72	17,495

Note:

- (a) Mr. Ng Sau Kei, Wilfred, resigned with effect from 1 July 2017.  
 (b) Mr. Wang Yan, appointed on 1 July 2017.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2016: Nil).

附註:

- (a) 吳守基先生於二零一七年七月一日辭任。  
 (b) 汪延先生於二零一七年七月一日獲委任。

年內概無董事放棄或同意放棄任何酬金之安排(二零一六年:無)。

**9. FIVE HIGHEST PAID INDIVIDUALS**

The five highest paid individuals during the year included four directors (2016: three directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining one (2016: two) highest paid individuals who are neither a director nor a chief executive of the Company are as follows:

		<b>2017</b> 二零一七年	<b>2016</b> 二零一六年
		<b>HK\$'000</b> 千港元	HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	<b>2,372</b>	2,810
Equity-settled share option expenses	以股權結算之購股權開支	<b>3,928</b>	815
Retirement scheme contributions	退休金計劃供款	<b>53</b>	36
		<b>6,353</b>	3,661

The number of the non-director and non-chief executive highest paid individuals whose remuneration fell within the following bands is as follows:

		<b>Number of employees</b> 僱員人數	
		<b>2017</b> 二零一七年	<b>2016</b> 二零一六年
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	-	1
HK\$6,000,001 to HK\$6,500,000	6,000,001港元至6,500,000港元	<b>1</b>	-
		<b>1</b>	2

In prior years, share options were granted to the non-director and non-chief executive highest paid individuals in respect of their services to the Group, further details of which are set out in note 28 to the financial statements. The fair value of such share options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director and non-chief executive highest paid individuals remuneration disclosures.

**9. 五名最高薪酬人士**

年內五名最高薪酬人士包括四名董事(二零一六年:三名董事),其酬金詳情載列於上文附註8。年內其餘一名(二零一六年:兩名)非本公司董事或行政總裁之最高薪酬人士之酬金詳情如下:

薪酬屬以下範圍之非董事及非行政總裁之最高薪酬人士之人數如下:

於過往年度,已就非董事及非行政總裁之最高薪酬人士為本集團服務而向其授出購股權,有關進一步詳情載於財務報表附註28。該等購股權之公平值於歸屬期間在損益確認,並於授出日期釐定,而計入本年度財務報表之款項已計入上文所披露之非董事及非行政總裁之最高薪酬人士之酬金內。

## 10. INCOME TAX

## 10. 所得稅

		2017 二零一七年	2016 二零一六年
	Note 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Current tax – the PRC</b>	<b>本期稅項 – 中國</b>		
Charge for the year	年內支出	14,800	9,473
Overprovision in prior years	過往年度超額撥備	(25,722)	–
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences	暫時差額的產生及撥回	4,927	(5,406)
Income tax (credit)/expense	所得稅(抵免)/開支	<b>(5,995)</b>	4,067

No provision for Hong Kong profits tax has been provided for the year ended 31 December 2017 as the Group did not generate any assessable profits arising in Hong Kong during the year (2016: 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 year based on existing legislation, interpretations and practices in respect thereof (2016: 25%).

A reconciliation of the income tax (credit)/expense applicable to (loss)/profit before income tax for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax charge is as follows:

本集團截至二零一七年十二月三十一日止年度並無於香港產生任何應課稅溢利，故並無就本年度作出香港利得稅撥備（二零一六年：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、詮釋和慣例按本年度估計應課稅溢利以25%之法定稅率計算（二零一六年：25%）。

本公司及其大部分附屬公司所處司法管轄區之適用於除所得稅前（虧損）/溢利之所得稅（抵免）/支出與稅項支出之對賬如下：

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	<b>(108,863)</b>	112,163
At the statutory/applicable income tax rates of different jurisdictions	按不同司法管轄區之法定/適用所得稅率計算	<b>(10,610)</b>	33,223
Tax effect of profits less losses attributable to associates and joint ventures	聯營公司及合營企業應佔溢利減虧損的稅務影響	<b>(12,031)</b>	(23,936)
Tax effect of income not subject to tax	毋須課稅收入之稅務影響	<b>(966)</b>	(5,846)
Tax effect of expenses not deductible for tax	不可扣稅開支之稅務影響	<b>40,325</b>	8,108
Overprovision in prior years	過往年度超額撥備	<b>(25,722)</b>	–
Tax effect of unused tax losses not recognised	未動用未確認稅項虧損之稅務影響	<b>17,776</b>	13,536
Tax effect of tax losses utilised	已動用稅項虧損之稅務影響	<b>(14,767)</b>	(21,018)
Income tax (credit)/expense	所得稅(抵免)/開支	<b>(5,995)</b>	4,067

The share of income tax expense attributable to associates and joint ventures for the year amounting to HK\$10,291,000 (2016: HK\$14,142,000) is included in "Share of profits less losses of associates and joint ventures" in the profit or loss.

年內分佔聯營公司及合營企業應佔所得稅開支達10,291,000港元（二零一六年：14,142,000港元）乃計入損益之「分佔聯營公司及合營企業之溢利減虧損」。

## 11. (LOSS)/PROFIT PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of basic (loss)/earnings per share amounts for the years ended 31 December 2017 and 2016 is based on the (loss)/profit for the year attributable to equity holders of the Company, and the weighted average number of ordinary shares in issue and participating equity instruments during the years.

The calculation of the diluted earnings per share amounts for the year ended 31 December 2016 was based on the profit for the year attributable to equity holders of the Company and the weighted average number of ordinary shares after adjustment for the effect of deemed exercise of all dilutive potential ordinary shares at no consideration at the beginning of the period.

No adjustment has been made to the basic loss per share amounts presented for the year ended 31 December 2017 in respect of a dilution as the impact of the potential dilution effect of the associate's dilutive potential ordinary shares and the Company's potential ordinary shares for the year ended 31 December 2017, either had anti-dilutive or no dilutive effect on the basic loss per share amount presented.

The effect of the outstanding convertible notes (note 25) was not included in the computation of diluted earnings per share for 2017 and 2016 as it was anti-dilutive.

## 11. 本公司權益持有人應佔每股(虧損)/溢利

截至二零一七年及二零一六年十二月三十一日止年度之每股基本(虧損)/盈利金額乃根據本公司權益持有人應佔年內(虧損)/溢利及年內已發行普通股及參與股本工具加權平均數計算。

截至二零一六年十二月三十一日止年度之每股攤薄盈利金額乃根據本公司權益持有人應佔年內溢利及普通股加權平均數(已就視作於期初按零代價行使全部攤薄性潛在普通股之影響作出調整)計算。

由於截至二零一七年十二月三十一日止年度，聯營公司具攤薄影響之潛在普通股及本公司的潛在普通股對之潛在攤薄效應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，故並無就截至二零一七年十二月三十一日止年度所呈列之每股基本虧損金額作出調整。

由於尚未行使的可換股票據(附註25)具反攤薄效應，因此於計算二零一七年及二零一六年之每股攤薄盈利時並未計及尚未行使可換股票據之影響。

		2017 二零一七年	2016 二零一六年
(Loss)/profit attributable to equity holders of the Company, used in the basic and diluted (loss)/earnings per share calculation (HK\$'000)	用於計算每股基本及攤薄(虧損)/盈利之本公司權益持有人應佔(虧損)/溢利(千港元)	(109,666)	103,630
<b>Number of ordinary shares</b>	<b>普通股數目</b>		
Weighted average number of ordinary shares in issue and participating equity instruments used in the basic (loss)/earnings per share calculation ('000)	用於計算每股基本(虧損)/盈利之已發行普通股及參與股本工具之加權平均數(千股)	11,187,179	11,156,562
Dilutive equivalent shares arising from potential ordinary shares ('000)	因潛在普通股所產生之攤薄等同股數(千股)	-	100,228
Weighted average number of ordinary shares and potential 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及潛在普通股加權平均數(千股)	11,187,179	11,256,790
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)/盈利(港仙)	(0.98)	0.93
Diluted (loss)/earnings per share (HK cents)	每股攤薄(虧損)/盈利(港仙)	(0.98)	0.92

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12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Machinery and office equipment 機器及辦公室設備 HK\$'000 千港元	Furniture and fixtures 傢具及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>31 December 2017</b>	<b>二零一七年十二月三十一日</b>					
At 1 January 2017:	於二零一七年一月一日:					
Cost	成本	18,339	11,506	717	7,047	37,609
Accumulated depreciation and impairment	累計折舊及減值	(9,783)	(6,445)	(622)	(5,223)	(22,073)
Net book amount	賬面淨值	8,556	5,061	95	1,824	15,536
Opening net book amount	年初賬面淨值	8,556	5,061	95	1,824	15,536
Additions	添置	446	728	24	-	1,198
Disposal	出售	-	(1)	-	(122)	(123)
Depreciation charge	折舊費	(1,834)	(741)	(30)	(517)	(3,122)
Currency translation differences	匯兌差額	593	368	5	108	1,074
Closing net book amount	年終賬面淨值	7,761	5,415	94	1,293	14,563
At 31 December 2017:	於二零一七年十二月三十一日:					
Cost	成本	20,023	13,006	723	5,503	39,255
Accumulated depreciation and impairment	累計折舊及減值	(12,262)	(7,591)	(629)	(4,210)	(24,692)
Net book amount	賬面淨值	7,761	5,415	94	1,293	14,563
<b>31 December 2016</b>	<b>二零一六年十二月三十一日</b>					
At 1 January 2016:	於二零一六年一月一日:					
Cost	成本	19,450	14,022	783	7,161	41,416
Accumulated depreciation and impairment	累計折舊及減值	(8,159)	(8,644)	(624)	(4,592)	(22,019)
Net book amount	賬面淨值	11,291	5,378	159	2,569	19,397
Opening net book amount	年初賬面淨值	11,291	5,378	159	2,569	19,397
Additions	添置	-	621	26	354	1,001
Depreciation charge	折舊費	(2,099)	(590)	(84)	(978)	(3,751)
Currency translation differences	匯兌差額	(636)	(348)	(6)	(121)	(1,111)
Closing net book amount	年終賬面淨值	8,556	5,061	95	1,824	15,536
At 31 December 2016:	於二零一六年十二月三十一日:					
Cost	成本	18,339	11,506	717	7,047	37,609
Accumulated depreciation and impairment	累計折舊及減值	(9,783)	(6,445)	(622)	(5,223)	(22,073)
Net book amount	賬面淨值	8,556	5,061	95	1,824	15,536

## 13. INVESTMENT PROPERTIES

## 13. 投資物業

		Completed	Under construction	Land use rights held for future development of industrial buildings 持作未來開發工業樓宇之土地使用權	Total
		完工 HK\$'000 千港元	在建 HK\$'000 千港元	HK\$'000 千港元 (Note (b)) (附註(b))	總計 HK\$'000 千港元
Carrying amount at 1 January 2016	於二零一六年一月一日之賬面值	90,717	6,580	182,457	279,754
Fair value loss	公平值虧損	(8,368)	(992)	(12,264)	(21,624)
Currency translation differences	匯兌差額	(5,855)	(417)	(11,918)	(18,190)
Carrying amount at 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及二零一七年一月一日之賬面值	<b>76,494</b>	<b>5,171</b>	<b>158,275</b>	<b>239,940</b>
Fair value loss	公平值虧損	<b>(6,909)</b>	<b>(1,862)</b>	<b>(19,669)</b>	<b>(28,440)</b>
Disposal	出售	-	<b>(3,585)</b>	<b>(86,735)</b>	<b>(90,320)</b>
Currency translation differences	匯兌差額	<b>5,601</b>	<b>276</b>	<b>10,217</b>	<b>16,094</b>
Carrying amount at 31 December 2017	於二零一七年十二月三十一日之賬面值	<b>75,186</b>	-	<b>62,088</b>	<b>137,274</b>

Amounts recognised in profit or loss for investment properties	就投資物業之損益確認之金額	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Rental income	租金收入	<b>4,066</b>	1,077

As at 31 December 2017, the Group had no unprovided contractual obligations for future repairs and maintenance (2016: Nil).

於二零一七年十二月三十一日，本集團並無已簽約但未撥備之將來維修及保養責任（二零一六年：無）。

Notes:

附註：

(a) The Group's investment properties are situated in the PRC and are held under medium term leases.

(a) 本集團之投資物業位於中國，並按中期租約持有。

(b) Land use rights held for future development of industrial buildings are used to earn rental income and/or for capital appreciation.

(b) 持作未來開發工業樓宇之土地使用權乃用以賺取租金收入及／或資本增值。

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(c) The fair values of the Group's investment properties are assessed by management based on the property valuation performed by Savills Valuation and Professional Services Limited, independent professionally qualified valuers. The carrying amount of investment properties at 31 December 2017 was HK\$137,274,000 (2016: HK\$239,940,000).

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2017 are as follows:

		Quoted prices in active markets for identical assets Level 1 相同資產 於活躍市場之 報價第一級 HK\$'000 千港元	Significant other observable inputs Level 2 其他重大可觀察 輸入數據 第二級 HK\$'000 千港元	Significant unobservable inputs Level 3 重大不可觀 察輸入數據 第三級 HK\$'000 千港元	Fair value as at 31 December 2017 於二零一七年 十二月三十一日 之公平值 HK\$'000 千港元
Industrial property units*	工業物業單元*	-	-	137,274	137,274

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2016 are as follows:

		Quoted prices in active markets for identical assets Level 1 相同資產 於活躍市場之 報價第一級 HK\$'000 千港元	Significant other observable inputs Level 2 其他重大可觀察 輸入數據 第二級 HK\$'000 千港元	Significant unobservable inputs Level 3 重大不可觀 察輸入數據 第三級 HK\$'000 千港元	Fair value as at 31 December 2016 於二零一六年 十二月三十一日 之公平值 HK\$'000 千港元
Industrial property units*	工業物業單元*	-	-	239,940	239,940

\* The Group has substantially completed resumption of certain investment properties with carrying amounts totalling HK\$90,320,000 to the local government in 2017 for considerations totalling HK\$90,320,000. HK\$29,550,000 of the total consideration has been received before year end while the remaining balance has been received as of the date of this report.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no transfers among the levels during the year.

(c) 管理層根據獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司進行之物業估值評估本集團投資物業之公平值。於二零一七年十二月三十一日，投資物業之賬面值為137,274,000港元（二零一六年：239,940,000港元）。

本集團投資物業之詳情及於二零一七年十二月三十一日之公平值等級架構之資料如下：

本集團投資物業之詳情及於二零一六年十二月三十一日之公平值等級架構之資料如下：

\* 地方政府已於二零一七年基本完成向本集團收回總賬面值為90,320,000港元的若干投資物業，總代價為90,320,000港元。本集團已於年結日前收取總代價中29,550,000港元，截至本報告日期，本集團已收取剩餘款項。

本集團的政策為於發生轉移事件當日或狀況改變引致轉移時，確認於公平值等級架構間的轉入及轉出。於年內概無層級之間之轉撥。

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The fair value of investment properties is determined by adopting the income capitalisation approach and made reference to available comparable market transactions. The valuation also takes into account the rental income of contractual tenancies, reversionary market rent after the expiry of tenancy in capitalisation (2017: RMB4.5 – 13.0 per sq.m. per month and 2016: RMB3.0 – 17.0 per sq.m. per month), capitalisation rate (2017: 6.0%–7.0% and 2016: 6.25%), expected vacancy rate (2017 and 2016: 20%), interest rate (2017: NA and 2016: 4.35%), developer's profit margin (2017: NA and 2016: 10%), latest development proposals and estimated construction costs to completion (2017: NA and 2016: RMB1,200 per sq.m.) etc. The assumptions have been adjusted for the quality and location of the properties. The fair value measurement is positively correlated to the market rent and negatively correlated to the capitalisation rate, expected vacancy rate, interest rate, estimated cost to completion and developer's profit margin.

(d) As at 31 December 2017, all the investment properties has been completed, for which the completion and acceptance certificates for construction works and the real estate title certificates have been under application by the Group. Accordingly, additional construction costs and any other associated charges may be incurred and payable to contractors and/or the relevant government authorities for the fulfillment of the completion and acceptance for construction works.

(e) Further particulars of the Group's investment properties are set out on page 197.

投資物業之公平值乃透過採納收入資本化法並參考現有可資比較市場交易而釐定。估值亦考慮合約租期之租金收入、租期屆滿後之可回復市場租金資本化(二零一七年：每個月每平方米人民幣4.5元至人民幣13.0元及二零一六年：每個月每平方米人民幣3.0元至人民幣17.0元)、資本化率(二零一七年：6.0%至7.0%及二零一六年：6.25%)、預期空置率(二零一七年及二零一六年：20%)、利率(二零一七年：不適用及二零一六年：4.35%)、開發商之利潤率(二零一七年：不適用及二零一六年：10%)、最新發展方案及估計完工成本(二零一七年：不適用及二零一六年：每平方米人民幣1,200元)等。假設已就該等物業之質素及位置而調整。公平值計量與市場租金正相關，而與資本化率、預期空置率、利率、估計完工成本及開發商之利潤率為負相關。

(d) 於二零一七年十二月三十一日，投資物業已竣工，而建築工程竣工驗收證書以及房地產業權證書仍在申請中。因此可能會就完成建築工程之竣工驗收而產生應付承建商及／或相關政府機構之額外建築成本及任何其他附帶開支。

(e) 本集團投資物業之進一步詳情載於第197頁。

#### 14. INTERESTS IN ASSOCIATES AND JOINT VENTURES

#### 14. 於聯營公司及合營企業之權益

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Associates	聯營公司	3,575,241	3,255,017
Joint ventures	合營企業	54,268	–
		<b>3,629,509</b>	3,255,017



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#### Interests in associates

The following is a movement of interests in associates during the year:

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
At 1 January	於一月一日	<b>3,255,017</b>	3,216,774
Costs incurred during the year	年內投入之成本	-	142,456
Share of profits less losses for the period	分佔期內溢利減虧損	<b>48,342</b>	96,014
Share of other comprehensive (loss)/income	分佔其他全面 (虧損) / 收益	<b>(545)</b>	30
Share of reserves	分佔儲備	<b>7,973</b>	8,517
Dividend received	已收股息	<b>(2,408)</b>	-
Currency translation differences	匯兌差額	<b>266,862</b>	(208,774)
At 31 December	於十二月三十一日	<b>3,575,241</b>	3,255,017

#### 於聯營公司之權益

以下為年內於聯營公司之權益變動：

Particulars of the Group's principal associates are as follows:

本集團之主要聯營公司之詳情如下：

Name	Notes	Place of incorporation/ registration 註冊 成立 / 註冊地點	Percentage of ownership interest directly attributable to the Group 本集團直接應佔擁有 權益之百分比	Principal activities
名稱	附註			主要業務
Li Ning Co	(a)	Cayman Islands	22.6%	Brand development, design, manufacture, sale and distribution of sport-related footwear, apparel, equipment and accessories in the PRC
李寧公司		開曼群島	22.6%	於中國從事體育相關鞋類、服飾、器材及配件之品牌開發、設計、製造、銷售及分銷
CITIC Land	(b)	The PRC	29%	Project investment, real estate development, hotel investment and management, property management, project contracting, and real estate consultancy, etc.
中信置業		中國	29%	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
Double Happiness	(c)	The PRC	10%	Manufacture, research and development, marketing and sale of principally table tennis and badminton equipment under its own "紅雙喜 (Double Happiness)" brand and other sports accessories
紅雙喜		中國	10%	製造、研發、營銷及銷售其自有品牌「紅雙喜」的主要乒乓球及羽毛球用品及其他體育配件

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Notes:

(a) On 12 October 2012, the Group entered into a sale and purchase agreement with two entities which are held by trusts and the beneficiaries of which included family members of Mr. Li Ning and Mr. Li Chun, his brother, for the acquisition of 266,374,000 shares of HK\$0.10 each in the share capital of Li Ning Co ("LN Shares"), representing approximately 25.2% equity interest in Li Ning Co as at the date of acquisition.

The purchase consideration for the acquisition was satisfied by (i) the issue of 1,780,220,769 ordinary shares credited as fully paid at issuance; (ii) the issue of initial perpetual convertible bonds with a principal amount of HK\$780,000,000 ("Initial Perpetual Convertible Bonds"); and (iii) the possible issuance of earn-out perpetual convertible bonds ("Earn-out Perpetual Convertible Bonds") based on the operating performance of Li Ning Co for the financial periods between 2013 and 2017, subject to a maximum principal amount of HK\$780,000,000 (the "Contingent Consideration"). Further details of the sale and purchase agreement were set out in the Company's announcement dated 12 October 2012 and the Company's circular dated 7 November 2012. The acquisition was completed on 4 December 2012 and a goodwill amounting to HK\$1,527,488,000, which arose from the excess of the purchase consideration over the Group's interests in the fair value of identifiable net assets of LN Group attributable to shareholders of LN Group at the date of acquisition was recognised for the year ended 31 December 2012, and included in "Interests in associates" in the consolidated statement of financial position.

Under the 2013 Li Ning Open Offer, the Group exercised its rights for subscription and excess application for the convertible securities in the principal amount of HK\$3.50 per unit of convertible securities. Approximately 146,759,000 units of convertible securities were allotted to the Group at the total consideration of approximately HK\$513,656,000. In this connection, the Group's equity interests in Li Ning Co has increased from approximately 25.2% to approximately 26.1% with effect from April 2013, assuming all holders of the convertible securities convert the convertible securities in full upon completion of the 2013 Li Ning Open Offer. The Group was one of the underwriters of the 2013 Li Ning Open Offer and its obligations under the related underwriting agreement had ceased forthwith upon completion of 2013 Li Ning Open Offer.

In December 2014, 33,000,000 units of the 2013 Convertible Securities in the principal amount of HK\$115,500,000 held by the Group were converted into 33,000,000 ordinary shares of Li Ning Co.

附註：

(a) 於二零一二年十月十二日，本集團與兩間實體（由信託及受益人（包括李寧先生及其胞兄李進先生各自之家族成員）持有）訂立買賣協議，以收購266,374,000股李寧公司股本中每股面值0.10港元之股份（「李寧股份」），於收購當日佔李寧公司之約25.2%股權。

收購事項之購買代價由(i)發行1,780,220,769股普通股（於發行時入賬列作繳足）；(ii)發行本金額為780,000,000港元之初始永久性可換股債券（「初始永久性可換股債券」）；及(iii)可能發行盈利能力永久性可換股債券（「盈利能力永久性可換股債券」）（以李寧公司於二零一三年至二零一七年止財政期間之營運表現為依據，最高本金額為780,000,000港元）（「或然代價」）進行支付。買賣協議之進一步詳情載於本公司日期為二零一二年十月十二日之公告以及本公司日期為二零一二年十一月七日之通函。收購事項於二零一二年十二月四日完成及當中產生商譽1,527,488,000港元，乃購買代價超出本集團於李寧集團之股東於收購日期應佔李寧集團可資識別資產淨值之公平值權益之差額並於截至二零一二年十二月三十一日止年度確認，並計入綜合財務狀況表之「於聯營公司之權益」。

根據二零一三年李寧公開發售，本集團行使其權利認購並額外申請可換股證券（每份可換股證券之本金額為3.50港元）。約146,759,000份可換股證券乃以總代價約513,656,000港元配發予本集團。就此而言，本集團於李寧公司之股權已於二零一三年四月起自約25.2%增加至約26.1%（假設所有可換股證券持有人於二零一三年李寧公開發售完成後悉數轉換可換股證券）。本集團為二零一三年李寧公開發售之包銷商之一，而其於相關包銷協議項下之責任於二零一三年李寧公開發售完成後已隨即終止。

於二零一四年十二月，本集團所持33,000,000份本金額為115,500,000港元的二零一三年可換股證券已轉換為33,000,000股李寧公司普通股。

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In December 2014, the Group entered into an underwriting agreement with Li Ning Co in respect of the open offer of offer securities for subscription, on the basis of 5 offer securities for every 12 existing ordinary shares held by the qualifying shareholders of Li Ning Co (the "2015 Li Ning Open Offer"), pursuant to which the Group had conditionally committed to underwrite up to a maximum of 183,192,543 offer securities (representing a maximum subscription price of approximately HK\$476,300,000), minus any offer securities acquired by the Group under successful excess application in the open offer, as determined pursuant to the underwriting agreement. All proposed subscriptions by the Group were in the form of convertible securities, with the initial conversion price of HK\$2.60 per new share issuable upon conversion. The Group also entered into an irrevocable undertaking to subscribe for its full assured entitlement of offer securities, for a maximum illustrative amount of approximately HK\$447,600,000.

The 2015 Li Ning Open Offer was completed in early 2015. Approximately 124,739,000 units of convertible securities were allotted to the Group with total consideration of approximately HK\$324,322,000. In this connection, the Group's equity interests in Li Ning Co has been diluted from approximately 26.1% to approximately 25.0% with effect from January 2015 and a loss on deemed partial disposal of HK\$46,379,000 has arisen.

The Group was allotted approximately 146,759,000 units of convertible securities (the "2013 Convertible Securities") under the open offer of convertible securities by Li Ning Co in the principal amount of HK\$3.5 each for every two existing ordinary shares held by the qualifying shareholders of Li Ning Co in 2013 ("2013 LN Open Offer").

Pursuant to the terms and conditions of the 2013 LN Open Offer, the conversion price of the 2013 Convertible Securities has been adjusted from HK\$3.5 per share to HK\$3.183 per share upon completion of 2015 Li Ning Open Offer. Based on the principal amount of the outstanding 2013 Convertible Securities of approximately HK\$398,156,000 held by the Group, the number of 2013 Convertible Securities held by the Group has been adjusted to approximately 125,088,000.

With effect from August 2016, the Group's equity interests in Li Ning Co has been diluted from approximately 25.0% to approximately 24.3% upon the conversion of convertible bonds issued by Li Ning Co in principal amount of RMB189,000,000, resulting in the issue of 56,810,850 new shares and a loss on deemed partial disposal of HK\$22,506,000 was recognised by the Group.

With effect from February 2017, the Group's equity interests in Li Ning Co has been diluted from approximately 24.3% to approximately 22.6% upon the conversion of convertible bonds issued by Li Ning Co in principal amount of RMB561,000,000, resulting in the issue of 168,629,032 new shares and a loss on deemed partial disposal of HK\$67,712,000 was recognised by the Group.

於二零一四年十二月，本集團與李寧公司就公開發售發售證券以供認購（按李寧公司合資格股東每持有12股現有普通股獲發5份發售證券之基準）（「二零一五年李寧公開發售」）訂立一項包銷協議。據此，本集團已有條件承諾包銷最多183,192,543份發售證券（相當於最高認購價約476,300,000港元）減本集團於公開發售中成功額外申請所購買的任何發售證券（根據包銷協議所釐定者）。本集團所有建議認購事項均以可換股證券的形式進行，可換股證券可轉換為新股份，轉換時每股可發行新股份之初步轉換價為2.60港元。本集團亦已作出不可撤銷承諾，認購其全部發售證券的保證配額，最高說明性金額約為447,600,000港元。

二零一五年李寧公開發售已於二零一五年年初完成，約124,739,000份可換股證券已配發予本集團，總代價約為324,322,000港元。就此而言，自二零一五年一月起，本集團於李寧公司的股權已由約26.1%攤薄至約25.0%，並產生視作部分出售虧損46,379,000港元。

根據李寧公司於二零一三年以李寧公司合資格股東每持有兩股現有普通股獲發一份本金額3.5港元之可換股證券之基準進行之可換股證券公開發售（「二零一三年李寧公開發售」），本集團獲配發約146,759,000份可換股證券（「二零一三年可換股證券」）。

根據二零一三年李寧公開發售的條款及條件，二零一三年可換股證券的轉換價已於二零一五年李寧公開發售完成後從每股3.5港元調整至每股3.183港元。根據本集團所持尚未行使之二零一三年可換股證券之本金額約398,156,000港元，本集團所持二零一三年可換股證券數目已調整至約125,088,000份。

自二零一六年八月起，本集團於李寧公司之股權已由約25.0%攤薄至約24.3%，原因為於轉換李寧公司發行之本金額人民幣189,000,000元之可換股債券後導致發行56,810,850股新股份，且本集團確認視作部分出售之虧損22,506,000港元。

自二零一七年二月起，本集團於李寧公司之股權已由約24.3%攤薄至約22.6%，原因為於轉換李寧公司發行之本金額人民幣561,000,000元之可換股債券後導致發行168,629,032股新股份，且本集團確認視作部分出售之虧損67,712,000港元。

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As at 31 December 2017, the market value of Li Ning Co's listed shares was HK\$6.33 (2016: HK\$4.87) per share. The number of Li Ning Co ordinary shares held by the Group as at 31 December 2017 was approximately 299,374,000 Shares (2016: 299,374,000 Shares) and the number of convertible securities held as at 31 December 2017 was approximately 249,827,000 units (2016: 249,827,000 units).

(b) In August 2015, the Group entered into a capital contribution agreement with CITIC Group, a wholly state-owned enterprise established in the PRC in 1979. Pursuant to the capital contribution agreement, the Group agreed to make a capital contribution of approximately RMB320,800,000 to CITIC Land, a company incorporated in the PRC with limited liability and a directly wholly-owned subsidiary of CITIC Group to subscribe for 29% equity interest in the CITIC Land.

The transaction was completed on 28 December 2015 and CITIC Land became an associate of the Group. A goodwill amounting to approximately HK\$80,558,000, which arose from the excess of the purchase consideration over the Group's interests in the fair value of identifiable net assets of CITIC Land attributable to shareholders of CITIC Land at the date of acquisition was recognised and included in "Interests in associates" in the consolidated statement of financial position. The fair value of the identifiable net assets is based on the valuation performed by American Appraisal China Limited ("American Appraisal").

(c) On 23 October 2015, the Group entered into a share transfer agreement with LN Group. Pursuant to the share transfer agreement, the Group agreed to acquire 10% equity interest in Double Happiness at RMB124,992,000 (equivalent to approximately HK\$140,041,000) 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.

The transaction was completed on 23 December 2016 and Double Happiness became an associate of the Group. A goodwill amounting to approximately HK\$54,843,000, which arose from the excess of the purchase consideration over the sum of Group's interests in the fair value of identifiable net assets of Double Happiness attributable to shareholders of Double Happiness and the fair values of the put option and the call option at the date of acquisition was recognised and included in "Interests in associates" in the consolidated statement of financial position. The fair values of the options and identifiable net assets are based on the valuation performed by Savills Valuation and Professional Services Limited.

於二零一七年十二月三十一日，李寧公司上市股份之市價為每股6.33港元（二零一六年：每股4.87港元）。於二零一七年十二月三十一日，本集團持有之李寧公司普通股數目約為299,374,000股（二零一六年：299,374,000股），於二零一七年十二月三十一日所持可換股證券之數目約為249,827,000份（二零一六年：249,827,000份）。

(b) 於二零一五年八月，本集團與中信集團（一間於一九七九年在中國成立的國有獨資公司）訂立增資擴股協議。根據增資擴股協議，本集團同意對中信置業（一間於中國註冊成立之有限公司，為中信集團之直接全資附屬公司）增資約人民幣320,800,000元以認購中信置業29%股權。

交易已於二零一五年十二月二十八日完成，及中信置業已成為本集團之一間聯營公司。於收購日期，因購買代價超出本集團於中信置業之股東應佔中信置業可識別資產淨值之公平值權益而產生之為數約80,558,000港元之商譽已確認並計入綜合財務狀況表之「於聯營公司之權益」。可識別資產淨值公平值乃根據美國評估有限公司（「美國評估」）進行之估值釐定。

(c) 於二零一五年十月二十三日，本集團與李寧集團訂立股份轉讓協議。根據股份轉讓協議，本集團同意收購紅雙喜10%股權，代價人民幣124,992,000元（相當於約140,041,000港元），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。

交易已於二零一六年十二月二十三日完成，而紅雙喜成為本集團之聯營公司。商譽約54,843,000港元（產生自購買代價超出本集團於紅雙喜股東於收購日期應佔紅雙喜可識別淨資產公平值及認沽權及認購權之公平值權益總和之差額）已獲確認，並計入綜合財務狀況表之「於聯營公司之權益」。期權及可識別資產淨值之公平值乃根據第一太平戴維斯估值及專業顧問有限公司進行之估值計算得出。

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The options are accounted for as derivative financial instruments in the consolidated statement of financial position. As at 23 December 2016, the fair values of the put option and the call option were approximately HK\$3,589,000 and approximately HK\$2,078,000 respectively. As at 31 December 2017, the fair values of the put option and the call option were approximately HK\$4,903,000 (2016: HK\$3,586,000) and approximately HK\$2,648,000 (2016: HK\$2,046,000) respectively.

The fair values of the options as at 23 December 2016, 31 December 2016 and 31 December 2017 were estimated, using a binomial model, taking into account the terms and conditions, spot price and exercise price of the options. The following table lists the other key inputs to the model used:

		Valuation date 估值日期		
		23 December 2016 二零一六年 十二月二十三日	31 December 2016 二零一六年 十二月三十一日	31 December 2017 二零一七年 十二月三十一日
Annual risk-free rate (%)	無風險年利率(%)	2.89	2.79	3.77
Expected volatility (%)	預期波幅(%)	51.25	51.29	55.90
Life of options (years)	購股權年期(年)	4.00	3.98	2.98
Probability of fulfilling all conditions for exercise (%)	達成所有行使條件之可能性(%)	6.3	6.3	8.4

The fair values of the put option and the call option were measured using significant unobservable inputs (level 3 of fair value hierarchy). During the year, there were no transfers among the levels.

The Group's shareholdings in Li Ning Co and CITIC Land are held through wholly-owned subsidiaries of the Company. The Group directly holds 10% equity interests in Double Happiness through wholly-owned subsidiaries of the Company and Li Ning Co, the Group's associate, holds 47.5% of the equity interests in Double Happiness.

There are no contingent liabilities relating to the Group's interest in the associates.

購股權於綜合財務報表內入賬為衍生財務工具。於二零一六年十二月二十三日，認沽權及認購權之公平值分別為約3,589,000港元及約2,078,000港元。於二零一七年十二月三十一日，認沽權及認購權之公平值分別為約4,903,000港元(二零一六年：3,586,000港元)及約2,648,000港元(二零一六年：2,046,000港元)。

購股權於二零一六年十二月二十三日、二零一六年十二月三十一日及二零一七年十二月三十一日之公平值乃使用二項式模式估計，並已考慮購股權之條款及條件、購股權之現貨價及行使價。下表載列該模式使用之其他主要數據：

認沽權及認購權之公平值乃使用重大不可觀察輸入數據(第3級公平值架構)計量。年內，公平值層級間並無進行轉移。

本集團於李寧公司及中信置業之股權乃透過本公司全資附屬公司持有。本集團透過本公司之全資附屬公司於紅雙喜直接持有10%股權，而本集團之聯營公司李寧公司於紅雙喜持有47.5%股權。

本集團概無任何與本集團於聯營公司的權益有關的或然負債。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 December 2017 二零一七年十二月三十一日

The following table illustrates the summarised financial information of the Group's principal associates extracted from its financial information or financial statements after adjusting for the impacts of adjustments made at the time of acquisition and adjustments for differences in accounting policies, if any (the ones extracted from Li Ning Co and Double Happiness are after adjusting for the impacts of adjustments made at the time of acquisition and adjustments for differences in accounting policies, if any, and for non-coterminous periods between the Group and Li Ning Co):

下表闡述本集團主要聯營公司之概要財務資料，有關資料乃摘錄自其財務資料或財務報表（經就於收購時作出之調整影響作出調整及就會計政策差異（如有）作出調整）（該等摘錄自李寧公司及紅雙喜之資料乃經就於收購時作出之調整影響作出調整及就本集團與李寧公司之間會計政策的差異（如有）及不相連會計期間作出調整）：

		2017 二零一七年			2016 二零一六年		
		Li Ning Co 李寧公司 HK\$'000 千港元	CITIC Land 中信置業 HK\$'000 千港元	Double Happiness 紅雙喜 HK\$'000 千港元	Li Ning Co 李寧公司 HK\$'000 千港元	CITIC Land 中信置業 HK\$'000 千港元	Double Happiness 紅雙喜 HK\$'000 千港元
<b>Gross amounts of the associates</b>	<b>聯營公司之總金額</b>						
Current assets	流動資產	5,707,241	407,330	788,586	4,698,639	515,764	384,310
Non-current assets	非流動資產	4,796,773	1,239,742	1,228,049	4,403,867	1,098,317	1,078,065
Current liabilities	流動負債	2,641,642	165,630	751,239	2,914,872	562,279	406,704
Non-current liabilities	非流動負債	225,001	404,375	200,608	205,569	39,256	186,661
Net assets attributable to the equity holders	權益持有人應佔資產淨值	7,634,309	1,077,067	1,051,899	5,979,218	1,012,546	869,010
Revenue for the period	期內收益	9,876,807	39,788	821,860	8,934,021	21,226	Note(d)
Profit/(loss) for the period	期內溢利／（虧損）	463,373	(12,526)	135,233	566,639	(110,675)	Note(d)
Other comprehensive income/(loss)	其他全面收益／（虧損）	(2,427)	-	-	128	-	Note(d)
Total comprehensive income/(loss)	全面收益／（虧損）總額	460,946	(12,526)	135,233	566,767	(110,675)	Note(d)
<b>Reconciliation to the Group's interests in the associates</b>	<b>本集團於聯營公司的權益的對賬</b>						
Gross amounts of net assets attributable to the equity holders of the associates	聯營公司權益持有人應佔資產淨值總額	7,634,309	1,077,067	1,051,899	5,979,218	1,012,546	869,010
Group's effective interest	本集團實際權益	22.6%	29.0%	10.0%	24.3%	29.0%	10.0%
Group's share of net assets of the associates	本集團應佔聯營公司的資產淨值	1,728,408	312,350	105,189	1,455,940	293,638	86,901
Goodwill	商譽	1,284,305	81,030	58,322	1,283,547	75,295	54,431
Carrying amount in the consolidated financial statements	於綜合財務報表的賬面值	3,012,713	393,380	163,511	2,739,487	368,933	141,332

Note:

(d) The acquisition of 10% equity interest in Double Happiness was completed on 23 December 2016 and no share of post-acquisition profits and losses of Double Happiness was reflected for the year ended 31 December 2016 as the amounts involved were insignificant.

附註：

(d) 收購紅雙喜10%股權已於二零一六年十二月二十三日完成，及由於所涉金額並不重大，故截至二零一六年十二月三十一日止年度並無反映分佔紅雙喜收購後溢利及虧損。

## Notes to Consolidated Financial Statements

### 綜合財務報表附註

31 December 2017 二零一七年十二月三十一日

The Group's consolidated financial statements for the year ended 31 December 2017 include the Group's share of the results and reserves of Li Ning Co for the twelve months ended 30 September 2017 and adjusted for any significant events or transactions for the period from 1 October 2017 to 31 December 2017. The Group's consolidated financial statements for the year ended 31 December 2016 include the Group's share of the results and reserves of Li Ning Co for the twelve months ended 30 September 2016 and adjusted for any significant events or transactions for the period from 1 October 2016 to 31 December 2016. The Group has adopted the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associates' 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 joint ventures.

#### Interests in joint ventures

During the year, the Group entered into a capital contribution agreement to subscribe for 50% equity interest in 非凡德勝(珠海)體育科技發展有限公司("非凡德勝") for a consideration of RMB30,000,000. The transaction was completed in December 2017 and a goodwill amounting to approximately HK\$12 million, which arose from the excess of the purchase consideration over the Group's interests in the fair value of identifiable net assets of 非凡德勝 attributable to shareholders of 非凡德勝 at the date of acquisition was recognised and included in "Interests in joint ventures" in the consolidated statement of financial position. The fair value of the identifiable net assets is based on the valuation performed by Savills Valuation and Professional Services Limited. 非凡德勝 is a company incorporated in the PRC with limited liability, whose principal activities include provision of scientific physical rehabilitation training and health management services for the community to enhance the people's physical health and sports performance. The Group shared a post-acquisition loss of HK\$307,000 for the period ended 31 December 2017.

On 18 September 2017, the Group entered into a limited partnership agreement with a wholly-owned subsidiary of Huarong Real Estate Co., Ltd, which is principally engaged in financial consultancy services, investment consultancy services and investment management, for the establishment of a Sports Cultural Industry Fund with an aggregate capital contribution totalling RMB1.5 billion while the Group is responsible for RMB500 million of the aggregate capital contribution. The Fund's investment objective is to invest in sport community development projects, and sports and cultural-related intellectual property projects, as well as investments in private equity funds and other investment opportunities.

本集團截至二零一七年十二月三十一日止年度之綜合財務報表包括本集團分佔李寧公司截至二零一七年九月三十日止十二個月之業績及儲備並就自二零一七年十月一日起至二零一七年十二月三十一日止期間之任何重大事件或交易作出調整。本集團截至二零一六年十二月三十一日止年度之綜合財務報表包括本集團分佔李寧公司截至二零一六年九月三十日止十二個月之業績及儲備並就自二零一六年十月一日起至二零一六年十二月三十一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，其獲准計入以聯營公司不相連期間末(但有關差距不得超過三個月)之賬目為基準之應佔聯營公司之業績。其他聯營公司及合營企業無不相連期間末。

#### 於合營企業的權益

年內，本集團訂立一項注資協議，以代價人民幣30,000,000元認購非凡德勝(珠海)體育科技發展有限公司("非凡德勝")50%股權。相關交易已於二零一七年十二月完成及於收購日期，因購買代價超出本集團於非凡德勝之股東應佔非凡德勝可識別資產淨值之公平價值權益而產生之約12,000,000港元之商譽已確認並計入綜合財務狀況表之「於合營企業的權益」。可識別資產淨值公平值乃根據第一太平戴維斯估值及專業顧問有限公司進行之估值釐定。非凡德勝是一間於中國註冊成立的有限公司，其主要業務包括為社區提供科學體能康復訓練及健康管理服務，以增強人們的身體健康及體育表現。於截至二零一七年十二月三十一日止期間，本集團應佔收購後虧損307,000港元。

於二零一七年九月十八日，本集團與華融置業有限責任公司之全資附屬公司(主要從事金融諮詢服務、投資諮詢服務及投資管理)訂立有限合夥協議，以成立體育文化產業基金，出資總額為人民幣15億元，本集團承擔出資總額中的人民幣5億元。基金之投資目標為投資體育社區發展項目以及體育和文化相關知識產權項目，以及投資私募基金及其他投資機會。

Commitments in respect of associates and joint ventures

關於聯營公司及合營企業的承擔

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Commitment to provide funding for associates' and a joint venture's capital commitment*	就聯營公司及一間合營企業資本承擔提供資金之承擔*	<b>616,137</b>	18,565

\* Included in the total capital commitment disclosed in note 32 to the financial statements.

\* 已載入於財務報表附註32披露之總資本承擔中。

15. STOCK OF PROPERTIES

15. 物業存貨

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Properties under development for sale	發展中之待售物業	<b>273,048</b>	224,047

The properties under development for sale are held outside Hong Kong with medium to long term lease. The development is expected to be completed after more than one year from the reporting date.

發展中之待售物業乃於香港境外以中長期租賃持有。有關發展預期將於自報告日期起超過一年後完成。

16. INVENTORIES

16. 存貨

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Raw materials	原材料	<b>196</b>	221
Finished goods	製成品	<b>140</b>	1,037
		<b>336</b>	1,258

Raw materials were written-down to their net realisable value as at 31 December 2016. The amount written-down and charged to profit or loss for the year ended 31 December 2016 amounted to HK\$259,000. There was no write-down of inventories for the year ended 31 December 2017.

原材料撇減至其於二零一六年十二月三十一日之可變現淨值。截至二零一六年十二月三十一日止年度，已撇減並於損益扣除之金額為259,000港元。於截至二零一七年十二月三十一日止年度，並無存貨撇減。



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## 17. TRADE DEBTORS AND BILLS RECEIVABLE

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Trade debtors and bills receivable	應收賬款及應收票據	303,577	267,328
Less: allowance for doubtful debts	減：呆賬撥備	(4,038)	-
		<b>299,539</b>	267,328

The Group's trading terms with its customers are mainly on credit, generally one month, extending up to six months for major customers. Each customer has a maximum credit limit. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade debtors and bills receivable balances. Trade debtors and bills receivable are non-interest-bearing.

An aged analysis of the trade debtors and bills receivable that are not considered to be impaired as at the end of the reporting period, based on the payment due date, is as follows:

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Neither past due nor impaired	並未逾期或減值	235,152	256,048
Less than 3 months past due	逾期少於三個月	44,523	3,497
3 to 6 months past due	逾期三至六個月	18,083	3,523
More than 6 months and less than a year past due	逾期超過六個月但少於一年	792	175
Over 1 year past due	逾期一年以上	989	4,085
		<b>299,539</b>	267,328

Impairment losses in respect of trade debtors and bills receivable are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade debtors and bills receivable directly.

The movement in the allowance for doubtful debts during the year including both specific and collective loss components, is as follows:

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
As at 1 January	於一月一日	-	-
Impairment loss recognised	已確認減值虧損	4,038	-
As at 31 December	於十二月三十一日	<b>4,038</b>	-

## 17. 應收賬款及應收票據

本集團主要按記賬方式與客戶交易，信貸期一般為一個月，主要客戶則最多可延長信貸期至六個月。每名客戶均有最高信貸限額。高級管理層定期檢討逾期結餘。本集團並無就其應收賬款及應收票據結餘持有任何抵押品或其他增強信貸之保障。應收賬款及應收票據為不計利息。

於報告期末被認為未減值之應收賬款及應收票據按到期付款日期之賬齡分析如下：

應收賬款及應收票據的減值虧損使用撥備賬入賬，除非本集團信納相關款項收回的可能性極低，則在此情況下減值虧損直接撇銷應收賬款及應收票據。

年內呆賬撥備（包括個別及整體虧損部分）的變動如下：

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Receivables that were neither past due nor impaired relate to diversified customers with no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. In respect of the Group's trade debtors and bills receivable as at 31 December 2017, approximately 84.6% (or approximately HK\$159,710,000) of the total balances which were due for settlement on or before the date of this report had been settled subsequent to year end.

Included in the Group's trade debtors and bills receivable are amounts of HK\$15,193,000 (2016: HK\$195,000) due from associates, which are repayable on similar credit terms to those offered by the Group to the major customers.

並未逾期或減值之應收款項與多名近期並無拖欠記錄之客戶有關。

已逾期但無減值之應收款項與多名於本集團有良好記錄之獨立客戶有關。根據過往經驗，本公司董事認為該等客戶之信貸質素並無重大改變，而有關結餘仍被視為可全數收回，故毋須就該等結餘作出減值撥備。就本集團於二零一七年十二月三十一日的應收賬款及應收票據而言，於本報告日期或之前到期應付的總餘額中約84.6%（或約159,710,000港元）已於年結日後清償。

本集團之應收賬款及應收票據包括應收聯營公司款項15,193,000港元（二零一六年：195,000港元），其還款信貸期與本集團提供予主要客戶之信貸期相若。

## 18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

## 18. 預付款項、按金及其他應收款項

			2017 二零一七年	2016 二零一六年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Prepayments	預付款項		<b>98,883</b>	21,087
Deposits and other receivables	按金及其他應收款項	(a)	<b>159,143</b>	62,387
Advance paid to a third party	墊付予第三方之款項	23	-	199,907
			<b>258,026</b>	283,381
Non-current deposits and other receivables	非流動按金及其他應收款項		<b>1,760</b>	1,715

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

Notes:

(a) Included in deposits and other receivables as at 31 December 2017 is an interest-bearing loan advance of HK\$70,000,000 to a third party which was guaranteed by the controlling shareholder of the third party and repayable within one year.

A loan advance of HK\$5,273,000 to a joint venture partner as at 31 December 2016 was settled in 2017.

上述資產並未逾期或減值。計入上述結餘之財務資產與近期並無拖欠記錄之應收款項有關。

附註：

(a) 於二零一七年十二月三十一日的按金及其他應收款項為一筆授予一名第三方的70,000,000港元計息貸款，該貸款由該第三方的控股股東擔保並應於一年內償還。

於二零一六年十二月三十一日向一名合營夥伴的貸款5,273,000港元已於二零一七年清償。

**19. CASH AND BANK BALANCES**

**(a) Cash and bank balances comprise**

**19. 現金及銀行結餘**

**(a) 現金及銀行結餘包括**

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Cash and bank balances other than time deposits	定期存款以外之現金及銀行結餘	<b>501,395</b>	274,568
Time deposits	定期存款	<b>19,617</b>	530,163
Cash and bank balances	現金及銀行結餘	<b>521,012</b>	804,731

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to approximately HK\$380,099,000 (2016: HK\$175,175,000), approximately HK\$379,239,000 (2016: HK\$173,138,000) of which was domiciled in the PRC. The RMB is not freely convertible into other currencies in the PRC, however, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks other than time deposits earns interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods of between one and three months depending on the short-term cash requirements of the Group, and earn interest at the respective short-term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

於報告期末，本集團以人民幣計值之現金及銀行結餘約為380,099,000港元（二零一六年：175,175,000港元），其中約379,239,000港元（二零一六年：173,138,000港元）存於中國。人民幣於中國不可自由兌換為其他貨幣。然而，根據《中國外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

銀行現金（定期存款除外）根據每日銀行存款利率按浮動利率賺取利息。短期定期存款為期一至三個月不等，視乎本集團短期現金需求而定，並按各自短期定期存款利率賺取利息。銀行結餘存放於最近無違約記錄且信譽良好之銀行。

**(b) Net debt**

This section sets out an analysis of net debt for the year ended 31 December 2017.

**(b) 債務淨額**

本節載有截至二零一七年十二月三十一日止年度的債務淨額之分析。

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Net debt	債務淨額		
Cash and cash equivalents	現金及現金等價物	521,012	804,731
Borrowings – repayable within one year	借貸–於一年內償還	–	(416,640)
Borrowings – repayable after one year	借貸–於一年後償還	(788,140)	(690,440)
Net debt	債務淨額	(267,128)	(302,349)
Cash and cash equivalents	現金及現金等價物	521,012	804,731
Gross debt – fixed interest rates	債務總額–固定利率	(750,605)	(874,929)
Gross debt – variable interest rates	債務總額–浮動利率	(37,535)	(232,151)
Net debt	債務淨額	(267,128)	(302,349)

**(c) Reconciliation of liabilities from financing activities**

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

**(c) 融資活動所產生負債的對賬**

下表詳列本集團因融資活動產生的負債的變動，包括現金及非現金變動。融資活動產生的負債為現金流量或未來現金流量將於本集團的綜合現金流量表內分類為融資活動之現金流量的負債。

		Bank and other loans 銀行及 其他貸款 HK\$'000 千港元 (Note 23) (附註23)	Convertible notes 可換股票據 HK\$'000 千港元 (Note 25) (附註25)	Total 總計 HK\$'000 千港元
<b>At 1 January 2017</b>	於二零一七年一月一日	416,640	690,440	1,107,080
<b>Changes from financing cash flows:</b>	<b>融資活動之現金流量變動：</b>			
Proceeds from new bank loan	新銀行貸款所得款項	40,000	–	40,000
Repayment of bank and other loans	償還銀行及其他貸款	(429,058)	–	(429,058)
Interest paid	已付利息	(14,636)	(38,900)	(53,536)
Total changes from financing cash flows	融資活動之現金流量變動總額	(403,694)	(38,900)	(442,594)

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**(c) Reconciliation of liabilities from financing activities  
(Continued)****(c) 融資活動所產生負債的對賬(續)**

			Bank and other loans 銀行及 其他貸款 HK\$'000 千港元 (Note 23) (附註23)	Convertible notes 可換股票據 HK\$'000 千港元 (Note 25) (附註25)	Total 總計 HK\$'000 千港元
		Notes 附註			
<b>Non-cash changes</b>	<b>非現金變動</b>				
Net exchange and translation difference	淨匯兌及匯兌差額		9,710	–	9,710
Interest expenses	利息開支	6	11,389	75,826	87,215
Capitalised borrowing costs	資本化借貸成本	6	3,490	23,239	26,729
<b>At 31 December 2017</b>	<b>於二零一七年十二月三十一日</b>		<b>37,535</b>	<b>750,605</b>	<b>788,140</b>

**20. TRADE AND OTHER PAYABLES**

The trade payables of the Group as at 31 December 2017 and 2016 were all aged within three months, as determined based on the invoice date. They are non-interest-bearing and are normally settled on terms ranging from 30 to 60 days.

**20. 應付賬款及其他應付款項**

根據發票日期計算，本集團於二零一七年及二零一六年十二月三十一日之應付賬款之賬齡均少於三個月。該等款項為免息及一般須於30至60日之期限內償還。

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Trade payables	應付賬款	<b>105,252</b>	46,033
Other payables	其他應付款項	<b>61,532</b>	24,602
		<b>166,784</b>	70,635

**21. ACCRUALS AND RECEIPTS IN ADVANCE**

		<b>2017</b>	<b>2016</b>
		二零一七年	二零一六年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Accruals	應計費用	<b>22,613</b>	17,745
Receipts in advance	預收款項	<b>48,808</b>	46,022
		<b>71,421</b>	63,767

**21. 應計費用及預收款項****22. DEFERRED INCOME**

The movements in deferred income as stated under current and non-current liabilities are as follows:

		<b>2017</b>	<b>2016</b>
		二零一七年	二零一六年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Carrying amount at 1 January	於一月一日之賬面值	<b>71,752</b>	-
Government grants received during the year	年內已收政府補貼	-	111,634
Credited to profit or loss	計入損益	<b>(34,485)</b>	(35,344)
Currency translation differences	匯兌差額	<b>3,920</b>	(4,538)
Carrying amount at 31 December	於十二月三十一日之賬面值	<b>41,187</b>	71,752
Less: current portion	減：流動部分	<b>(19,216)</b>	(33,480)
		<b>21,971</b>	38,272

**22. 遞延收入**

列入流動及非流動負債項下之遞延收入之變動如下：

Deferred income mainly represents government grants obtained for the purpose of subsidising a subsidiary's operation. Government grants received are initially recognised in the consolidated statement of financial position as deferred income and are amortised through profit or loss on a systematic basis over the periods in which the grants are intended to compensate.

遞延收入主要指就補貼一家附屬公司之營運而取得之政府補貼。已收政府補貼初步於綜合財務狀況表內確認為遞延收入，並按系統基準於該補貼計劃予補償之期間於損益中攤銷。

### 23. BANK AND OTHER LOANS

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Bank loan, secured	銀行貸款，有抵押	<b>37,535</b>	232,151
Other loan, secured	其他貸款，有抵押	-	184,489
		<b>37,535</b>	416,640
Less: Current portion	減：流動部分	-	(416,640)
		<b>37,535</b>	-

Bank loan as at 31 December 2017 matures in August 2019 while bank loan as at 31 December 2016 matured and was fully repaid in August 2017. Both of the bank loans bear floating rate of HIBOR plus basis.

As at 31 December 2017, loan included collateralised bank loan which is secured by interest in an associate with an estimated carrying amount of approximately HK\$111,612,000 (2016: HK\$836,610,000). The other loan as at 31 December 2016 represented an entrusted loan from a third party, which was secured by an advance paid to a third party in the amount of approximately HK\$199,907,000 (note 18). The other loan has been repaid in September 2017 and the advance paid to a third party has been fully recovered.

The Group has obtained bank facilities of HK\$468,000,000 during the year, of which HK\$428,000,000 remained unutilised at 31 December 2017.

### 23. 銀行及其他貸款

於二零一七年十二月三十一日之銀行貸款於二零一九年八月到期，而於二零一六年十二月三十一日之銀行貸款於二零一七年八月到期並已悉數償還，均按香港銀行同業拆息加指定息率之浮動利率計息。

於二零一七年十二月三十一日，貸款包括由於一間聯營公司之權益（估計賬面值約為111,612,000港元（二零一六年：836,610,000港元））作抵押之有抵押銀行貸款。於二零一六年十二月三十一日的其他貸款為來自一名第三方的委託貸款，該貸款由支付予一名第三方的墊款約199,907,000港元（附註18）作擔保。其他貸款已於二零一七年九月償還，而支付予一名第三方的墊款已全數收回。

年內，本集團獲得銀行融資468,000,000港元，其中428,000,000港元於二零一七年十二月三十一日尚未動用。

## 24. PAYABLE TO A NON-CONTROLLING INTEREST

			2017 二零一七年	2016 二零一六年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Payable to a non-controlling interest	應付非控股權益		1,135	1,055
Less: current portion	減：流動部分	(a)	(1,135)	(603)
		(a)	-	452

Note:

(a) The amount payable to a non-controlling interest was unsecured, interest-free and repayable on demand.

## 25. CONVERTIBLE NOTES

On 13 December 2016, the Group completed the issuance of redeemable convertible notes (the "Notes") in the aggregate principal amount of HK\$778,000,000 with an initial conversion price of HK\$0.840 per ordinary share of the Company (subject to adjustments). The Notes were issued on 16 December 2016 (the "Issue Date") which will be due on the fifth anniversary of the Issue Date, i.e. 16 December 2021 (the "Maturity Date"). The Notes bore an initial interest of 5% per annum payable quarterly in arrears after the Issue Date. Unless previously converted, redeemed or cancelled, the Notes will be redeemed on the Maturity Date, at a redemption price equal to the aggregate of:

- (i) the outstanding principal amount of the Notes;
- (ii) the outstanding interest up to the date of redemption;
- (iii) the outstanding default interest (if any); and
- (iv) any additional amount that would make up an internal rate of return on the amount of the Notes in (i) above at 10.5% per annum (having included all interests paid together with that payable in (ii) and (iii) above), calculated during the period from the Issue Date up to (and including) the Maturity Date.

The Notes are secured by interest in an associate with an estimated carrying amount of approximately HK\$755,901,000 as at 31 December 2017 (2016: HK\$687,347,000).

## 24. 應付非控股權益

附註：

(a) 應付非控股權益款項為無抵押、免息及應按要求償還。

## 25. 可換股票據

於二零一六年十二月十三日，本集團完成發行本金總額為778,000,000港元之可贖回可轉換票據（「票據」），初步換股價為每股本公司普通股0.840港元（可予調整）。票據於二零一六年十二月十六日（「發行日」）發行並將於發行日之第五週年當日（即二零二一年十二月十六日（「到期日」））到期。票據初步按年利率5%計息，須於票據發行日起計每三個月付息一次。除非提前轉換、贖回或註銷，否則票據將於到期日贖回，贖回價等於以下總和：

- (i) 票據之尚欠本金；
- (ii) 截至贖回日期之尚欠利息；
- (iii) 尚欠罰息（如有）；及
- (iv) 將補足上文(i)所述票據金額於發行日直至到期日（包括該日）按每年10.5%計算之內部收益（包括全部已付利息連同上文(ii)及(iii)應付者）的任何其他金額。

於二零一七年十二月三十一日，票據由估計賬面值為約755,901,000港元之聯營公司之權益作抵押（二零一六年：687,347,000港元）。



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An aggregated net proceeds of approximately HK\$777,013,000 was raised by the convertible notes during the year 2016.

The fair values of the liability component and the equity conversion component were determined upon the issuance of the Notes.

The fair value of the liability component as at the Issue Date was determined by reference to the valuation performed by American Appraisal using cash flows discounted at an effective market yield of 14.64% for a similar liability that does not have an equity conversion option. The residual amount, representing the value of equity conversion component, is included in shareholders' equity.

From 16 December 2016 to 31 December 2017, no noteholders has converted any portion of the Notes into ordinary shares of the Company.

The Notes are presented in the statement of financial position as follows:

於二零一六年透過可換股票據已籌集共約777,013,000港元之所得款項淨額。

負債部分及權益轉換部分之公平值於票據發行時釐定。

負債部分於發行日之公平值乃參照美國評值以並無權益轉換權的類似負債使用按實際市場收益率14.64%折現的現金流量進行之估值釐定。餘下款項（即權益轉換部分之價值）計入股東權益。

於二零一六年十二月十六日至二零一七年十二月三十一日，概無票據持有人將任何部分票據轉換為本公司之普通股。

票據於財務狀況表內呈列如下：

		HK\$'000 千港元
Principal amount of the Notes issued in December 2016	於二零一六年十二月 已發行票據之本金額	778,000
Issuing expenses	發行開支	(987)
Equity component	權益部分	(90,392)
Liability component at the Issue Date	於發行日之負債部分	686,621
Interest expense	利息開支	4,251
Interest paid	已付利息	(432)
Liability component at 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及 二零一七年一月一日之負債部分	<b>690,440</b>
Interest expense	利息開支	<b>99,065</b>
Interest paid	已付利息	<b>(38,900)</b>
Liability component at 31 December 2017	於二零一七年十二月三十一日之 負債部分	<b>750,605</b>

## 26. DEFERRED TAX ASSETS

Net deferred tax assets recognised in the consolidated statement of financial position are as follows:

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Deferred tax assets	遞延稅項資產	<b>8,048</b>	12,067

## 26. 遞延稅項資產

已於綜合財務狀況表確認之遞延稅項資產淨值如下：

**26. DEFERRED TAX ASSETS (Continued)**

The movement in deferred tax assets during the year are as follows:

			Fair value changes arising from valuation on investment properties 因投資物業 估值而造成 之公平值變動	Other temporary differences 其他暫時 差額	Total 總計
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1 January 2016		7,149	-	7,149	
Credited to profit or loss	10	5,406	-	5,406	
Currency translation differences		(488)	-	(488)	
At 31 December 2016 and 1 January 2017		<b>12,067</b>	<b>-</b>	<b>12,067</b>	
(Charged)/credited to profit or loss	10	<b>(5,936)</b>	<b>1,009</b>	<b>(4,927)</b>	
Currency translation differences		<b>892</b>	<b>16</b>	<b>908</b>	
At 31 December 2017		<b>7,023</b>	<b>1,025</b>	<b>8,048</b>	

Notes:

(a) At 31 December 2017, the Group had tax losses arising in Hong Kong of approximately HK\$540,156,000 (2016: HK\$440,749,000), subject to the confirmation of tax losses from the Hong Kong Inland Revenue Department. These tax losses are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in the PRC of HK\$19,067,000 (2016: HK\$72,640,000) that will expire within five years to offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in companies that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Deferred tax liability has not been recognised for withholding taxes that would be payable on certain portions of the unremitted earnings that are subject to withholding taxes of certain of the Group's subsidiaries established in the PRC as all of those profits will not be distributed in the foreseeable future.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

**26. 遞延稅項資產 (續)**

年內遞延稅項資產之變動如下:

		Fair value changes arising from valuation on investment properties 因投資物業 估值而造成 之公平值變動	Other temporary differences 其他暫時 差額	Total 總計
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2016		7,149	-	7,149
Credited to profit or loss	10	5,406	-	5,406
Currency translation differences		(488)	-	(488)
At 31 December 2016 and 1 January 2017		<b>12,067</b>	<b>-</b>	<b>12,067</b>
(Charged)/credited to profit or loss	10	<b>(5,936)</b>	<b>1,009</b>	<b>(4,927)</b>
Currency translation differences		<b>892</b>	<b>16</b>	<b>908</b>
At 31 December 2017		<b>7,023</b>	<b>1,025</b>	<b>8,048</b>

附註:

(a) 於二零一七年十二月三十一日，本集團於香港產生稅項虧損約540,156,000港元（二零一六年：440,749,000港元），惟須待香港稅務局確認稅項虧損，而該等稅項虧損可無限期用作抵銷有虧損公司之未來應課稅溢利。本集團亦於中國產生稅項虧損19,067,000港元（二零一六年：72,640,000港元），可用於抵銷未來應課稅溢利，有關稅項虧損將於五年內失效。由於該等公司已持續虧損一段時間，而有應課稅溢利可用於動用稅項虧損之機會不大，故並無就該等虧損確認遞延稅項資產。

本集團並未就若干於中國成立之附屬公司之未匯出盈利之若干部分而應付預扣稅確認遞延稅項負債，由於該等利潤全部不會於可見將來分配。

本公司向其股東支付股息並無任何附帶所得稅影響。

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27. SHARE CAPITAL  
Shares

27. 股本  
股份

		2017 二零一七年		2016 二零一六年	
		No. of shares 股份數目	Nominal value 面值 HK\$'000 千港元	No. of shares 股份數目	Nominal value 面值 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.05 each ("Ordinary Shares")	每股面值0.05港元之 普通股（「普通股」）	20,000,000,000	1,000,000	20,000,000,000	1,000,000
Redeemable convertible preferred shares of HK\$0.01 each ("Preferred Shares")	每股面值0.01港元之 可贖回可轉換優先股 （「優先股」）	6,000,000,000	60,000	6,000,000,000	60,000
Total	總計	26,000,000,000	1,060,000	26,000,000,000	1,060,000
Issued and fully paid:	已發行及繳足：				
Ordinary Shares	普通股	8,808,732,726	440,437	8,764,360,726	438,218

A summary of the movements in the Company's issued capital during the years ended 31 December 2017 and 2016 is as follows:

截至二零一七年及二零一六年十二月三十一日止年度本公司已發行股本變動概述如下：

Issued Capital

已發行股本

		Notes 附註	Number of Ordinary Shares in issue 已發行 普通股數目	Issued capital 已發行股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日		8,748,292,726	437,415	4,135,885	4,573,300
Issue of ordinary shares	發行普通股	(a)	16,068,000	803	9,354	10,157
At 31 December 2016	於二零一六年十二月三十一日		8,764,360,726	438,218	4,145,239	4,583,457
Issue of ordinary shares	發行普通股	(b)	44,372,000	2,219	27,287	29,506
At 31 December 2017	於二零一七年十二月三十一日		8,808,732,726	440,437	4,172,526	4,612,963

Notes:

附註：

(a) 16,068,000 Ordinary Shares were issued upon exercise of certain share options during the year of 2016 for proceeds totalling HK\$8,034,000. The proceeds of such issues had been applied towards general working capital of the Group.

(a) 二零一六年內因若干購股權獲行使而發行16,068,000股普通股，獲得所得款項合共8,034,000港元。該等發行之所得款項已用作本集團之一般營運資金。

(b) 44,372,000 Ordinary Shares were issued upon exercise of certain share options during the year of 2017 for proceeds totalling HK\$22,562,000. The proceeds of such issues had been applied towards general working capital of the Group.

(b) 二零一七年內因若干購股權獲行使而發行44,372,000股普通股，獲得所得款項合共22,562,000港元。該等發行之所得款項已用作本集團之一般營運資金。

## 28. SHARE OPTION SCHEME

On 29 June 2010, the Company passed an ordinary resolution to adopt a share option scheme (the "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 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 of directors or a committee comprising directors and members of the senior management of the Company (the "Committee") (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 of directors or the Committee (as the case may be) may think fit. The Scheme will remain in force for period of ten years commencing on 29 June 2010.

The overall limit on the number of Ordinary Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the number of Ordinary Shares in issue from time to time. In addition, the total number of Ordinary Shares which may be issued upon exercise of all options granted together with all options to be granted under the Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the nominal amount of all the Ordinary Shares in issue as at the date of adoption of the Scheme (the "Scheme Mandate Limit"). The Company may, from time to time, refresh the Scheme Mandate Limit by obtaining the approval of the shareholders in general meeting. Once refreshed, the total number of Ordinary Shares which may be issued upon exercise of all options to be granted under the Scheme and all other share option schemes of the Company under the limit, as refreshed, must not exceed 10% of the number of Ordinary Shares in issue as at the date of approval of the refreshment by the Shareholders.

The Scheme Mandate Limit amounted to 878,060,472 Ordinary Shares following the approval of refreshment by the Shareholders on 16 June 2017.

As at the date of this report, the total number of Ordinary Shares available for issue under the Scheme is 878,060,472 representing 9.96% of the existing issued share capital of the Company. The maximum number of Ordinary Shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the Ordinary Shares of the Company in issue as at the proposed date of grant. Any further grant of share options in excess of this limit is subject to Shareholders' approval in a general meeting.

## 28. 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（「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。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有所貢獻之其他人士，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人員組成之委員會（「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符合董事會或委員會（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寶貴人力資源。計劃將於二零一零年六月二十九日起計十年內有效。

因根據計劃及本公司任何其他購股權計劃所授出惟尚未行使之所有尚未行使購股權獲行使而可予發行之普通股數目之整體限制，合共不得超過不時已發行普通股數目之30%。此外，因根據計劃及本公司任何其他購股權計劃已授出及將予授出之所有購股權獲行使而可予發行之普通股總數，合共不得超過採納計劃當日所有已發行普通股面值之10%（「計劃授權上限」）。本公司可不時透過於股東大會上取得股東批准以更新計劃授權上限。計劃授權上限一經更新，因根據計劃及本公司所有其他購股權計劃將予授出之所有購股權獲行使而可予發行之普通股總數，根據經更新上限不得超過股東批准更新當日已發行普通股數目之10%。

經股東於二零一七年六月十六日批准更新後，計劃授權上限為878,060,472股普通股。

於本報告日期，於計劃項下可予發行之普通股總數為878,060,472股，相當於本公司現有已發行股本之9.96%。於任何12個月期間內根據購股權可發行予計劃項下各合資格參與者之普通股數目，最多不得超過本公司於建議授出日期已發行普通股之1%。任何進一步授出超出此限額之購股權須於股東大會尋求股東批准。

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The offer of a grant of share options under the Scheme may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the board of directors or the Committee, save that such period shall not be more than 10 years from the date of grant. Unless the Board may otherwise determine, there is no minimum period required under the Scheme for the holding of an option before it can be exercised.

The exercise price of share options is determinable by the Board or the Committee, but shall be at least the highest of (i) the Stock Exchange closing price of the Ordinary Shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Ordinary Shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Ordinary Shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Scheme during the year:

			Weighted average exercise price 加權 平均行使價 (HK\$ per share) (每股港元)	Number of options 購股權數目 '000 千份
	Notes 附註			
At 1 January 2016		二零一六年一月一日	0.72	435,075
Forfeited/expired during the year	(b)	於年內沒收/到期	0.84	(86,544)
Exercised during the year	(c)	於年內行使	0.50	(16,068)
At 31 December 2016 and 1 January 2017		二零一六年十二月三十一日 及二零一七年一月一日	0.70	332,463
Granted during the year	(a)	於年內授出	0.80	369,300
Forfeited/expired during the year	(b)	於年內沒收/到期	0.87	(86,215)
Exercised during the year	(c)	於年內行使	0.51	(44,372)
At 31 December 2017	(d)	二零一七年十二月三十一日		571,176

根據計劃授出購股權之要約可於要約日期起計28日內獲接納，而承授人須就此支付合共1港元之象徵式代價。已授出購股權之行使期由董事會或委員會釐定，惟有關期間不得超過授出日期起計10年。除非董事會另行議決，計劃並無規定在行使前須持有購股權之最短期限。

購股權之行使價由董事會或委員會釐定，惟不得低於下列各項之最高者：(i) 普通股於購股權提呈日期在聯交所之收市價；(ii) 普通股於緊接授出日期前五個交易日在聯交所之平均收市價；及(iii) 普通股面值。

購股權並無賦予持有人收取股息或於股東大會投票之權利。

年內計劃項下尚未行使購股權如下：

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Notes:

(a) The fair values of the share options granted under the Scheme during the year ended 31 December 2017 were HK\$64,609,000 in aggregate, which were estimated as at the respective dates of grant using a binominal model, taking into account the terms and conditions upon which the options were granted, the valuation of which was performed by American Appraisal. The following table lists the inputs to the model used:

Dividend yield (%)	股息率 (%)	0
Expected volatility (%)	預期波幅 (%)	45 – 48
Expected life of options (years)	購股權預期年期 (年)	2 – 4
Risk-free interest rate (%)	無風險利率 (%)	0.99 – 1.29
Weighted average share price (HK\$ per share)	加權平均股價 (每股港元)	0.74

Equity-settled share option expenses of HK\$52,644,000 (2016: HK\$2,896,000) was recognised in profit or loss during the year ended 31 December 2017 in respect of the share options granted under the Scheme.

(a) 於截至二零一七年十二月三十一日止年度，根據計劃所授出購股權的公平值合共為64,609,000港元，乃經考慮購股權授出之條款及條件使用二項式模式於各自授出日期進行估計，相關估值由美國評值有限公司進行。下表列示所使用模式之輸入數據：

於截至二零一七年十二月三十一日止年度，就根據計劃所授出購股權在損益確認以股權結算之購股權開支52,644,000港元（二零一六年：2,896,000港元）。

(b) 86,215,000 (2016: 86,544,000) share options granted under the Scheme were forfeited/expired during the year ended 31 December 2017 upon the resignation of certain grantees during the year.

(b) 於截至二零一七年十二月三十一日止年度，根據計劃授出之86,215,000份（二零一六年：86,544,000份）購股權已於年內若干承授人辭任後沒收／到期。

(c) 44,372,000 (2016: 16,068,000) share options granted under the Scheme were exercised during the year ended 31 December 2017.

(c) 根據計劃授出之44,372,000份（二零一六年：16,068,000份）購股權已於截至二零一七年十二月三十一日止年度獲行使。

(d) As at 31 December 2017, the Company had 571,176,000 share options outstanding under the Scheme, which represented approximately 6.5% of the Ordinary Shares in issue as at 31 December 2017.

(d) 於二零一七年十二月三十一日，本公司有571,176,000份計劃項下之尚未行使購股權，相當於二零一七年十二月三十一日已發行普通股之約6.5%。

(e) The exercise prices and exercise periods of the share options outstanding under the Scheme as at the end of the reporting period are as follows:

(e) 於報告期末計劃項下尚未行使購股權之行使價及行使期間如下：

2017

Number of options 購股權數目 (‘000) (千份)	Exercise price* 行使價* (HK\$ per share) (每股港元)	Exercise period 行使期間
5,800	3.9	2 Jul 2013 to 1 Jul 2018
1,200	4.15	6 Sep 2013 to 5 Sep 2018
1,200	4.15	6 Sep 2014 to 5 Sep 2019
1,200	4.15	6 Sep 2015 to 5 Sep 2020
92,188	0.5	2 Jul 2015 to 1 Jul 2018
92,380	0.5	2 Jul 2016 to 1 Jul 2019
4,804	0.8	20 Jun 2015 to 19 Jun 2018
181,250	0.8	20 Jan 2017 to 19 Jan 2019
4,804	0.8	20 Jun 2016 to 19 Jun 2019
90,625	0.8	20 Jan 2018 to 19 Jan 2020
5,100	0.8	20 Jun 2017 to 19 Jun 2020
90,625	0.8	20 Jan 2019 to 19 Jan 2021
<b>571,176</b>		

二零一七年

二零一三年七月二日至二零一八年七月一日  
二零一三年九月六日至二零一八年九月五日  
二零一四年九月六日至二零一九年九月五日  
二零一五年九月六日至二零二零年九月五日  
二零一五年七月二日至二零一八年七月一日  
二零一六年七月二日至二零一九年七月一日  
二零一五年六月二十日至二零一八年六月十九日  
二零一七年一月二十日至二零一九年一月十九日  
二零一六年六月二十日至二零一九年六月十九日  
二零一八年一月二十日至二零二零年一月十九日  
二零一七年六月二十日至二零二零年六月十九日  
二零一九年一月二十日至二零二一年一月十九日

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2016

Number of options 購股權數目 (‘000) (千份)	Exercise price* 行使價* (HK\$ per share) (每股港元)	Exercise period 行使期間
6,133	3.9	2 Jul 2012 to 1 Jul 2017
6,134	3.9	2 Jul 2013 to 1 Jul 2018
1,200	4.15	6 Sep 2012 to 5 Sep 2017
1,200	4.15	6 Sep 2013 to 5 Sep 2018
1,200	4.15	6 Sep 2014 to 5 Sep 2019
1,200	4.15	6 Sep 2015 to 5 Sep 2020
4,516	0.75	20 Sep 2015 to 19 Sep 2017
95,472	0.5	2 Jul 2014 to 1 Jul 2017
95,688	0.5	2 Jul 2015 to 1 Jul 2018
96,000	0.5	2 Jul 2016 to 1 Jul 2019
6,120	0.8	20 Jun 2014 to 19 Jun 2017
6,200	0.8	20 Jun 2015 to 19 Jun 2018
6,200	0.8	20 Jun 2016 to 19 Jun 2019
5,200	0.8	20 Jun 2017 to 19 Jun 2020
<hr/>		
332,463		

\* The exercise prices of the share options are subject to adjustment in the event of any capitalisation issue, rights issue, consolidation, sub-division or reduction of the share capital of the Company (other than issuance of Ordinary Shares as consideration in respect of a transaction)

At the end of the reporting period, the exercise in full of the outstanding share options under the Scheme would, under the present capital structure of the Company, result in the issue of 571,176,000 additional Ordinary Shares and additional share capital of HK\$28,559,000 and share premium of HK\$403,051,000, before taking into account any transfer of share option reserve to the share premium account.

二零一六年

二零一二年七月二日至二零一七年七月一日
二零一三年七月二日至二零一八年七月一日
二零一二年九月六日至二零一七年九月五日
二零一三年九月六日至二零一八年九月五日
二零一四年九月六日至二零一九年九月五日
二零一五年九月六日至二零二零年九月五日
二零一五年九月二十日至二零一七年九月十九日
二零一四年七月二日至二零一七年七月一日
二零一五年七月二日至二零一八年七月一日
二零一六年七月二日至二零一九年七月一日
二零一四年六月二十日至二零一七年六月十九日
二零一五年六月二十日至二零一八年六月十九日
二零一六年六月二十日至二零一九年六月十九日
二零一七年六月二十日至二零二零年六月十九日

\* 購股權行使價可於本公司進行任何資本化發行、供股、股本合併、拆細或削減（發行普通股作為交易代價者除外）時作出調整

於報告期末，根據本公司現時之資本架構，計劃項下尚未行使購股權獲全數行使後，將額外發行571,176,000股普通股，錄得額外股本28,559,000港元及股份溢價403,051,000港元（不計及任何購股權儲備轉撥至股份溢價賬）。

**29. PERPETUAL CONVERTIBLE BONDS**

The perpetual convertible bonds issued are as follows:

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Earn-out	盈利能力	<b>1,139,046</b>	1,139,046

**Earn-Out Perpetual Convertible Bonds**

On 30 August 2013, the Company entered into the Deed with Victory Mind Assets and Dragon City to advance the timetable for the possible issuance of Earn-Out Perpetual Convertible Bonds in relation to the acquisition of approximately 25.2% equity interest of Li Ning Co in December 2012 (note 14). The execution and performance of the Deed were approved in the extraordinary general meeting of shareholders on 4 November 2013. The Earn-Out Perpetual Convertible Bonds with a fair value of HK\$1,140,000,000 were issued in advance in November 2013 and were classified as equity and the related derivative financial liabilities were derecognised at the same time, the financial impact of which was based on the fair value of Earn-Out Perpetual Convertible Bonds upon the Deed becoming effective. As a result, the Group has recorded a loss of HK\$156,000,000 in 2013. Upon the completion of the advanced issuance, the holder of the perpetual convertible bonds are subject to certain undertakings based on the operating performance of Li Ning Co for the financial periods between 2013 and 2017, under which a portion of perpetual convertible bonds may have to be returned to the Company in the event that certain performance targets of LN Group are not met. The Company will continue to assess whether any and how much undertaken perpetual convertible bonds might be cancelled in the future and recognise a corresponding derivative financial asset, if any, at its fair value. Subsequent changes of fair value of such derivative financial asset will be recognised in profit or loss. Details of this transaction were set out in the Company's circular dated 17 October 2013. The related transaction costs amounting to approximately HK\$954,000 have been offset against the carrying amount of Earn-Out Perpetual Convertible Bonds in 2013.

On 10 April 2017, the condition for releasing the undertakings has been met and in accordance with the terms of the Deed, the Company has released all the undertaken perpetual convertible bonds held by the Vendors with effect from 10 April 2017.

As at 31 December 2016, the fair value of the derivative financial asset determined to be closed to zero and the derivative financial asset has been extinguished upon release of the undertakings mentioned above.

There was no movement on Earn-Out Perpetual Convertible Bonds during the years ended 31 December 2016 and 2017.

**29. 永久性可換股債券**

已發行之永久性可換股債券如下：

**盈利能力永久性可換股債券**

於二零一三年八月三十日，本公司與Victory Mind Assets及Dragon City訂立契據，以推前就於二零一二年十二月收購李寧公司約25.2%股權而可能發行盈利能力永久性可換股債券的時間表（附註14）。契據之簽立及履行於二零一三年十一月四日舉行的股東特別大會上已獲得批准。公平值為1,140,000,000港元之盈利能力永久性可換股債券已於二零一三年十一月提前發行，並歸類為權益，同時，相關衍生財務負債已終止確認，其財務影響乃根據於契據生效時的盈利能力永久性可換股債券之公平值計算。因此，本集團於二零一三年錄得虧損156,000,000港元。於預先發行完成後，永久性可換股債券持有人須受若干承諾所規限（以李寧公司於二零一三年至二零一七年財政期間之營運表現為依據），據此，倘李寧集團之若干表現目標未獲達成，則部分永久性可換股債券可能須退還予本公司。本公司將繼續評估是否有任何及多少已承諾永久性可換股債券可能於未來註銷及按其公平值確認相應衍生財務資產（如有）。有關衍生財務資產之公平值之隨後變動將於損益中確認。是項交易之詳情載於本公司日期為二零一三年十月十七日之通函內。於二零一三年，相關交易成本達約954,000港元已抵銷盈利能力永久性可換股債券之賬面值。

於二零一七年四月十日，解除承諾之條件已達成，及根據契據之條款，本公司已解除所有由賣方持有之已承諾永久性可換股債券，自二零一七年四月十日起生效。

於二零一六年十二月三十一日，衍生財務資產的公平值釐定為接近零。而衍生財務資產已於上述承諾解除時消滅。

於截至二零一六年及二零一七年十二月三十一日止年度，盈利能力永久性可換股債券概無變動。



31 December 2017 二零一七年十二月三十一日

### 30. RESERVES

(i) The amounts of the Group's reserves and the movements therein for the current and prior year are presented in the consolidated statement of changes in equity.

(ii) The share option reserve represents the fair value of share options vested which are yet to be exercised, as further explained in the accounting policy of share-based payments in note 2.3 to the financial statements. The amount will either be transferred to the share premium account when the related share options are exercised, or transferred to retained profits/accumulated losses should the related share options lapse or be forfeited.

(iii) Pursuant to the relevant laws and regulations for wholly-owned enterprise, a portion of the profits of the Group's wholly-owned subsidiary which is established in the PRC has been transferred to reserve funds which are restricted as to use.

### 31. OPERATING LEASE ARRANGEMENT

#### (a) As lessor

As at 31 December 2017, the Group leased certain portion of its investment properties (note 13) and leased sports park facilities to independent third parties under operating lease arrangements, with each lease negotiated for a term of 3 to 10 years.

As at 31 December 2017, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	10,859	805
In the second to fifth years, inclusive	第二至第五年（包括首尾兩年）	43,105	1,137
Over five years	五年以上	27,018	367
		<b>80,982</b>	2,309

#### (b) As lessee

The Group leases certain of its office properties and sports park under operating lease arrangements. Leases for properties are negotiated for initial terms ranging from one and a half year to twenty years.

### 30. 儲備

(i) 本年度及上一年度本集團儲備金額及其中變動於綜合權益變動表內呈列。

(ii) 購股權儲備指已歸屬但未行使購股權之公平值，進一步詳情載於財務報表附註2.3所述以股份償付之會計政策。有關金額將於有關購股權獲行使時轉撥至股份溢價賬，或於有關購股權失效或被沒收時轉撥至保留溢利／累計虧損。

(iii) 根據全資擁有企業之相關法律及法規，本集團於中國成立之全資附屬公司部分溢利已轉入受限制用途之儲備基金。

### 31. 經營租約安排

#### (a) 作為出租人

於二零一七年十二月三十一日，本集團根據經營租約安排向獨立第三方出租其投資物業（附註13）的若干部分及體育園設施，各項租賃經磋商後為期三至十年。

於二零一七年十二月三十一日，本集團根據與租戶訂立於下列期限屆滿之不可撤銷經營租約於日後應收之最低租金總額如下：

#### (b) 作為承租人

本集團根據經營租約安排租賃其若干辦公室物業及體育園。初始物業租期經商議後介乎一年半至二十年之間。

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At 31 December 2017, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

於二零一七年十二月三十一日，本集團根據於下列期限屆滿之不可撤銷經營租約而於日後應付之最低租賃付款總額如下：

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	10,000	6,926
In the second to fifth years, inclusive	第二至第五年（包括首尾兩年）	15,967	10,404
Over five years	五年以上	79,747	36,828
		<b>105,714</b>	54,158

### 32. COMMITMENTS FOR PROPERTY DEVELOPMENT/ CAPITAL EXPENDITURE

As at 31 December 2017, the Group had the following commitments for property development and capital expenditure:

### 32. 房地產開發／資本開支承擔

於二零一七年十二月三十一日，本集團擁有以下房地產開發及資本開支承擔：

		2017 二零一七年	2016 二零一六年
		HK\$'000 千港元	HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Property development/construction work	房地產開發／建築工程	29,800	18,866
Capital contribution/acquisition of joint ventures/associates	注資／收購合營企業／聯營公司	616,137	18,565
		<b>645,937</b>	37,431

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### 33. RELATED PARTY DISCLOSURES

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties in the ordinary course of business during the year:

			2017 二零一七年	2016 二零一六年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Marketing service income received and receivable from associates	所收及應收聯營公司之市場推廣服務收入	(i)	<b>145,826</b>	72,595
Community development consultancy service income from an associate	所收一間聯營公司之社區發展諮詢服務收入	(ii)	-	31,840
Cost of purchases paid and payable to an associate	向一間聯營公司已付及應付的採購費用	(iii)	<b>407</b>	-
Office and car-park rental expense paid and payable to an associate	已付及應付一間聯營公司之辦公室及停車場租金開支	(iv)	<b>1,453</b>	1,504

(i) Marketing service income in relation to some sports event and competition and the endorsement of brand products of LN Group managed by the Group received and receivable from LN Group\* and Double Happiness\*, which was charged in accordance with the terms negotiated between the related parties.

(ii) Consultancy service income represented consultancy services rendered by the Group in connection to a community development project in the PRC.

(iii) Cost of purchases in relation to brand products of LN Group paid and payable to LN Group\*, which was charged in accordance with the terms negotiated between the Group and LN Group.

(iv) During the twelve months ended 31 December 2017, the Group leased an office and certain car-parking spaces from LN Group\*. The lease rates were determined after arm's length negotiations between the Group and LN Group with reference to current prevailing market rate.

\* Mr. Li Ning and Mr. Li Qilin, the nephew of Mr. Li Ning, are common directors of the Company and LN Group while Mr. Li Ning and Mr. Chan Ling are common directors of the Company and Double Happiness.

### 33. 關連人士披露

(a) 除此等財務報表其他部分所詳述之交易外，本集團年內日常業務過程中曾與關連人士進行以下重大交易：

(i) 市場推廣服務收入指就由本集團管理之若干體育項目及賽事及代言李寧集團之品牌產品而提供之服務收取之代理費用向李寧集團\*及紅雙喜\*收取及應收之費用，該等費用按經有關人士協定之條款收取。

(ii) 諮詢服務收入指本集團就於中國之社區開發項目提供之諮詢服務。

(iii) 已付及應付李寧集團\*的李寧集團品牌產品相關採購費用，該款項按本集團與李寧集團協定的條款收取。

(iv) 於截至二零一七年十二月三十一日止十二個月，本集團租用李寧集團\*之一間辦公室及若干停車位。此項租金乃由本集團與李寧集團參考現行市場水平經公平磋商後釐定。

\* 李寧先生及李麒麟先生（李寧先生的侄子）為本公司及李寧集團之共同董事，而李寧先生及陳寧先生為本公司及紅雙喜之共同董事。

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**(b) Other transactions with related parties**

During the year ended 31 December 2016, the Group acquired 10% equity interest in Double Happiness from LN Group at RMB124,992,000 and Double Happiness became an associate of the Group with effect from 23 December 2016. Further details of the transaction are included in note 14(f) to the financial statements.

**(c) Outstanding balances with related parties**

Details of the Group's balances with related parties as included in trade debtors and bills receivable, prepayments, deposits and other receivables and payable to a non-controlling interest are disclosed in notes 17, 18 and 24 to the financial statements.

Included in interests in associates was an amount of HK\$5,522,000 (2016: HK\$5,522,000) due from an associate while included in interests in joint ventures was an amount of HK\$1,692,000 (2016: HK\$5,273,000) due from a joint venture. The amount due from an associate is unsecured, interest-free, has no fixed terms of repayment but are expected to be settled more than one year from the reporting date. Amount due from a joint venture is unsecured, interest-free and expected to be settled within one year from the reporting date.

As at 31 December 2017, included in receipts in advance was an amount of HK\$44,263,000 (2016: HK\$38,809,000) received from an associate, which is based on normal commercial terms offered by the Group to major customers.

**(d) Compensation of key management personnel of the Group**

Details of directors' emoluments and highest paid individuals are included in notes 8 and 9 to the financial statements, respectively.

Apart from payable to a non-controlling interest (note 24), which amounted to a continuing connected transaction but was fully exempted from the requirements under chapter 20 of the GEM Listing Rules, all other related party transactions set out in this note did not fall within the definition of "connected transaction" or "continuing connected transaction" in Chapter 20 of the GEM Listing Rules.

**(b) 與關連人士進行之其他交易**

截至二零一六年十二月三十一日止年度，本集團已按人民幣124,992,000元自李寧集團收購紅雙喜之10%股權且紅雙喜成為本集團之聯營公司，自二零一六年十二月二十三日起生效。有關該交易之進一步詳情載於財務報表附註14(f)。

**(c) 關連人士之未付結餘**

本集團計入應收賬款及應收票據、預付款項、按金及其他應收款項以及應付非控股權益之關連人士結餘之詳情在財務報表附註17、18及24披露。

應收一間聯營公司的款項5,522,000港元（二零一六年：5,522,000港元）乃計入於聯營公司的權益，而應收一間合營企業的款項1,692,000港元（二零一六年：5,273,000港元）乃計入於合營企業的權益。應收一間聯營公司的款項為無抵押、免息且無固定還款期限，惟預計將於報告日期起一年後清償。應收一間合營企業的款項為無抵押、免息，並預計將於報告日期起一年內清償。

於二零一七年十二月三十一日，自一間聯營公司收取之款項44,263,000港元（二零一六年：38,809,000港元）乃計入預收款項，此乃根據本集團向主要客戶提供之正常商業條款釐定。

**(d) 本集團主要管理人員之薪酬**

有關董事酬金及最高薪人士之詳情，分別載於財務報表附註8及9。

除構成持續關連交易之應付非控股權益款項（附註24）獲悉數豁免GEM上市規則第20章項下之規定外，本附註所載所有其他關聯方交易並不屬於GEM上市規則第20章項下所定義「關連交易」或「持續關連交易」。

*Notes to Consolidated Financial Statements*  
 综合财务报表附註

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### 34. PARTICULARS OF SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 December 2017:

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/註冊及營業地點	Issued ordinary shares/capital 已發行普通股/股本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Viva China Holdings Ltd ("VCHL")	BVI 英屬處女群島	US\$1 1美元	100%	–	Investment holding 投資控股
Winner Rich Investment Limited 永利富投資有限公司	Hong Kong 香港	HK\$1 1港元	100%	–	Investment holding 投資控股
Viva China Sports Holding Limited 非凡中國體育控股有限公司	Hong Kong 香港	HK\$520,000 520,000港元	100%	–	Investment holding and sports talent management 投資控股及體育人才管理
Viva China Community Development Holdings Limited 非凡中國社區開發控股有限公司	BVI 英屬處女群島	US\$1 1美元	100%	–	Investment holding 投資控股
Viva China Community Development (Yangzhou) Holdings Limited 非凡中國社區開發(揚州)控股有限公司	BVI 英屬處女群島	US\$20 20美元	–	70%	Investment holding 投資控股
Viva China Yangzhou Community Development Holdings Limited 非凡中國揚州社區開發控股有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	70%	Investment holding 投資控股
揚州非凡房地產開發有限公司	PRC 中國	RMB210,000,000 人民幣210,000,000元	–	70%	Property development 房地產開發
深圳市非凡體育文化產業發展有限公司	PRC 中國	RMB500,000 人民幣500,000元	–	70%	Sports event organisation and operation 體育活動組織及營運
揚州非凡體育文化有限公司	PRC 中國	RMB300,000 人民幣300,000元	–	70%	Sports park management and operation 體育園管理及營運
珠海橫琴信成投資管理有限公司	PRC 中國	RMB100,000,000 人民幣100,000,000元	–	100%	Project investment and property development consultancy services 項目投資及房地產開發諮詢服務
非凡領越體育發展(北京)有限公司	PRC 中國	RMB102,100,000 (note i) 人民幣102,100,000元 (附註1)	–	100%	Sports talent management, competition and event production and management, and sports-related marketing and consultancy service 體育人才管理、賽事及活動製作及管理以及體育相關市場推廣及諮詢服務
瀋陽兆寰現代建築產業園有限公司	PRC 中國	RMB100,000,000 人民幣100,000,000元	–	100%	Properties holding and leasing of investment properties 持有物業及租賃投資物業

### 34. 附屬公司詳情

二零一七年十二月三十一日主要附屬公司詳情列示如下：

Notes to Consolidated Financial Statements  
 綜合財務報表附註

31 December 2017 二零一七年十二月三十一日

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/註冊及營業地點	Issued ordinary shares/capital 已發行普通股/股本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
北京非凡領越房地產諮詢有限公司	PRC	RMB25,000,000	-	100%	Provision of development consultancy services 提供開發諮詢服務
	中國	人民幣25,000,000元			
珠海橫琴昌運盛世貿易有限公司	PRC	RMB144,000,000 (note ii)	-	100%	Marketing and sales of construction materials 建材之市場推廣及銷售
	中國	人民幣144,000,000元 (附註ii)			
珠海橫琴滿譽貿易有限公司	PRC	RMB31,000,000 (note iii)	-	100%	Marketing and sales of construction materials 建材之市場推廣及銷售
	中國	人民幣31,000,000元 (附註iii)			
珠海橫琴非凡健源體育文化產業股權投資管理中心(有限合夥)	PRC 中國	RMB125,000,000 人民幣125,000,000元	-	100%	Investment holding 投資控股
珠海非凡盛世投資管理有限公司	PRC 中國	RMB12,000,000 人民幣12,000,000元	-	100%	Investment holding 投資控股
珠海橫琴非凡華置投資管理有限公司	PRC 中國	RMB3,500,000 (note iv) 人民幣3,500,000元 (附註iv)	-	100%	Investment holding 投資控股

Notes:

- (i) The registered capital of 非凡領越體育發展(北京)有限公司 is RMB150,000,000.
- (ii) The registered capital of 珠海橫琴昌運盛世貿易有限公司 is RMB150,000,000. In January 2018, the issued capital was increased to RMB150,000,000.
- (iii) The registered capital of 珠海橫琴滿譽貿易有限公司 is RMB100,000,000. In January 2018, the issued capital was increased to RMB38,000,000.
- (iv) The registered capital of 珠海橫琴非凡華置投資管理有限公司 is RMB5,000,000.

Apart from 珠海橫琴非凡健源體育文化產業股權投資管理中心(有限合夥) being registered as limited partnership, all the other principal subsidiaries of the Company are registered as limited liability companies.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

附註:

- (i) 非凡領越體育發展(北京)有限公司之註冊資本為人民幣150,000,000元。
- (ii) 珠海橫琴昌運盛世貿易有限公司之註冊資本為人民幣150,000,000元。於二零一八年一月,已發行資本增至人民幣150,000,000元。
- (iii) 珠海橫琴滿譽貿易有限公司之註冊資本為人民幣100,000,000元。於二零一八年一月,已發行資本增至人民幣38,000,000元。
- (iv) 珠海橫琴非凡華置投資管理有限公司之註冊資本為人民幣5,000,000元。

除珠海橫琴非凡健源體育文化產業股權投資管理中心(有限合夥)註冊為有限合夥外,所有本公司之其他主要附屬公司均註冊為有限公司。

上表載列本公司之附屬公司,董事認為,該等附屬公司為主要對年內業績構成影響或組成本集團資產淨值之主要部分。董事認為詳列其他附屬公司之資料會導致篇幅過於冗長。

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**35. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY****35. 本公司之財務狀況表及儲備變動**

			2017 二零一七年	2016 二零一六年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		161	109
Investments in subsidiaries	於附屬公司之投資		<b>3,895,182</b>	3,568,879
Deposits	按金		1,759	1,715
Total non-current assets	非流動資產總值		<b>3,897,102</b>	3,570,703
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Due from subsidiaries	應收附屬公司款項		<b>533,675</b>	303,049
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		<b>46,900</b>	46,882
Cash and bank balances	現金及銀行結餘		<b>27,636</b>	601,680
Total current assets	流動資產總值		<b>608,211</b>	951,611
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Due to subsidiaries	應付附屬公司款項		<b>37,506</b>	35,414
Other payables and accruals	其他應付款項及應計費用		<b>7,882</b>	6,428
Total current liabilities	流動負債總額		<b>45,388</b>	41,842
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>562,823</b>	909,769
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>4,459,925</b>	4,480,472
<b>NON-CURRENT LIABILITY</b>	<b>非流動負債</b>			
Convertible notes	可換股票據	25	<b>750,605</b>	690,440
Total non-current liability	非流動負債總額		<b>750,605</b>	690,440
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>3,709,320</b>	3,790,032
<b>EQUITY</b>	<b>權益</b>			
Issued capital	已發行股本	27	<b>440,437</b>	438,218
Perpetual convertible bonds	永久性可換股債券	29	<b>1,139,046</b>	1,139,046
Reserves	儲備	(a)	<b>2,129,837</b>	2,212,768
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>3,709,320</b>	3,790,032

The Statement of financial position of the Company was approved by the board of directors on 22 March 2018.

本公司之財務狀況表已於二零一八年三月二十二日獲董事會批准。

Notes to Consolidated Financial Statements

綜合財務報表附註

31 December 2017 二零一七年十二月三十一日

Note:

(a) Reserve movement of the Company

附註：

(a) 本公司之儲備變動

		Share premium account	Share option reserve	Convertible notes equity reserve	Accumulated losses	Total
		股份溢價賬	購股權儲備	可換股票據權益儲備	累計虧損	總計
	Note	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	附註	千港元	千港元	千港元	千港元	千港元
At 1 January 2016	於二零一六年一月一日	4,135,885	108,187	-	(2,067,562)	2,176,510
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	-	-	-	(64,261)	(64,261)
Shares issued upon exercise of share option	購股權獲行使時發行之股份	9,354	(2,123)	-	-	7,231
Equity component of convertible notes	可換股票據之權益部分	-	-	90,392	-	90,392
Equity-settled share option arrangements	以股權結算之購股權安排	-	2,896	-	-	2,896
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	-
<b>At 31 December 2016 and 1 January 2017</b>	<b>於二零一六年十二月三十一日及於二零一七年一月一日</b>	<b>4,145,239</b>	<b>91,849</b>	<b>90,392</b>	<b>(2,114,712)</b>	<b>2,212,768</b>
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	-	-	-	(155,918)	(155,918)
Shares issued upon exercise of share option	購股權獲行使時發行之股份	27,287	(6,944)	-	-	20,343
Equity-settled share option arrangements	以股權結算之購股權安排	-	52,644	-	-	52,644
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	-	(18,814)	-	18,814	-
<b>At 31 December 2017</b>	<b>於二零一七年十二月三十一日</b>	<b>4,172,526</b>	<b>118,735</b>	<b>90,392</b>	<b>(2,251,816)</b>	<b>2,129,837</b>



### 36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The Group does not have written risk management policies and guidelines. However, the board of directors of the Company meets periodically to analyse and formulate measures to manage the Group's exposure to market risk (including foreign currency risk, interest risk and other price risk), liquidity risk and credit risk. Generally, the Group employs a conservative strategy regarding its risk management. As the Group's exposure to market risk (including foreign currency risk, interest risk and other price risk), liquidity risk and credit risk are kept at a minimum level, the Group has not used any derivatives or other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The most significant financial risks to which the Group is exposed are discussed below.

#### Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group has interest-bearing assets and liabilities in relation to cash at banks and bank and other loans and convertible notes, details of which are disclosed in notes 19, 23 and 25, respectively, to the financial statements. The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group has not used any financial instrument to hedge potential fluctuations in interest rates. The exposure to interest rates risk for the Group's cash at banks, bank and other loans and convertible notes are considered minimal.

#### Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument (excluding investment in associates) will fluctuate because of changes in foreign exchange rates. The Group operates in Hong Kong and the PRC. Most of the sales and trading transactions are settled in RMB. Deposits invested into various bank deposits are denominated in RMB, HK\$ and US\$. As at the end of the reporting period, foreign currencies were translated into HK\$ at the closing rate. As at 31 December 2017, cash and bank balances denominated in RMB and domiciled outside the PRC amounted to HK\$860,000 (2016: HK\$2,037,000), cash and bank balances denominated in US\$ amounted to HK\$31,476,000 (2016: Nil) and the remaining balance of HK\$488,676,000 (2016: HK\$802,694,000) was mainly denominated in HK\$ and domiciled outside the PRC or denominated in RMB and domiciled in the PRC. The Group does not expect that there will be any significant currency risk associated with the cash and bank balances denominated in US\$ given that HK\$ is pegged to the US\$. The policies to manage foreign currency risk have been followed by the Group since prior years and are considered to be effective.

### 36. 財務風險管理目標及政策

本集團須就其於日常業務及投資活動中使用之財務工具承受財務風險。本集團並無書面風險管理政策及指引。然而，本公司董事會定期舉行會議，分析及制訂措施以管理本集團承受之市場風險（包括外幣風險、利率風險及其他價格風險）、流動資金風險及信貸風險。一般而言，本集團採用審慎風險管理策略。由於本集團承受之市場風險（包括外幣風險、利率風險及其他價格風險）、流動資金風險及信貸風險維持於低水平，故本集團未曾採用任何衍生或其他工具以作對沖用途。本集團並無持有或發行衍生財務工具作交易用途。本集團所承受之最重大財務風險於下文論述。

#### 利率風險

利率風險乃與財務工具之公平值或現金流量會隨市場利率變動而出現波動之風險有關。本集團有計息資產及負債，涉及銀行現金、銀行及其他貸款及可換股票據。有關詳情分別於財務報表附註19、23及25披露。本集團之收入及營運現金流量大致上與市場利率變動無關。本集團並未使用任何財務工具對沖潛在利率波動。本集團銀行現金、銀行及其他貸款及可換股票據之利率風險被視為輕微。

#### 外幣風險

貨幣風險指財務工具（不包括於聯營公司之投資）之公平值或未來現金流量會隨匯率變動而波動之風險。本集團於香港及中國營運。大部分銷售及買賣交易以人民幣結算。投資於多間銀行之存款以人民幣、港元及美元計值。於報告期末，外幣按收市匯率換算為港元。於二零一七年十二月三十一日，以人民幣計值並存放於中國境外之現金及銀行結餘為860,000港元（二零一六年：2,037,000港元），以美元計值的現金及銀行結餘為31,476,000港元（二零一六年：無），而餘額488,676,000港元（二零一六年：802,694,000港元）則主要以港元計值並存放於中國境外或以人民幣計值並存放於中國境內。由於港元與美元掛鈎，因此本集團預計將不會出現任何與以美元計值的現金及銀行結餘有關的重大貨幣風險。本集團於過去數年一直遵守外幣風險管理政策，並認為該等政策行之有效。

### Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to foreign currency risk at year end date.

If RMB appreciates/depreciates against HK\$ by 5%, the results, and equity of the Group would be increased/decreased by approximately HK\$43,000 (2016: HK\$101,800).

### Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligations under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations. The carrying amounts of trade debtors and bills receivable and cash and cash equivalents included in the face of the statements of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

The Group generally has established long-term and stable relationships with its customers. The Group has policies in place to ensure that sales of products are made to customers with an appropriate credit history. The Group generally allows credit period of one month extending up to six months to its major trade customers. The Group has no other significant concentration of credit risk in respect of its debtors and bills receivable. The Group maintains its cash and cash equivalents with reputable banks in Hong Kong and the PRC, therefore the directors consider that the credit risk for such is minimal. The credit and investment policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

### Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade payables, other payables and accruals, bank and other loans, convertible notes and payable to a non-controlling interest, also in respect of its cash flow management.

### 敏感度分析

下列敏感度分析已根據於年結日承受之外幣風險釐定。

倘人民幣兌港幣升值／貶值5%，則本集團業績及權益將增加／減少約43,000港元（二零一六年：101,800港元）。

### 信貸風險

信貸風險指財務工具之交易對方未能根據財務工具之條款履行其責任，令本集團蒙受財務損失之風險。本集團承受之信貸風險主要來自於日常業務過程中向客戶授予之信貸。應收賬款及應收票據以及現金及現金等價物之賬面值計入財務狀況表，代表本集團就其財務資產承受之最高信貸風險。

本集團普遍已與客戶建立長期穩定之關係。本集團已制定政策以確保向有良好信貸記錄之客戶銷售產品。本集團一般向其主要貿易客戶提供之信貸期介乎1個月至6個月不等。本集團並未就其應收賬款及應收票據承受其他重大集中信貸風險。本集團將其現金及現金等價物存於香港及中國信譽良好之銀行，故董事認為有關信貸風險屬輕微。本集團於過去數年一直遵守信貸投資政策，並認為已將本集團面臨之信貸風險有效限制至令人滿意的水平。

### 流動資金風險

流動資金風險與本集團未能達成其以現金或另一財務資產清償財務負債責任之風險有關。本集團在清償應付賬款、其他應付款項及應計費用、銀行及其他貸款、可換股票據及應付非控股權益款項以及現金流量管理方面承受流動資金風險。

## Notes to Consolidated Financial Statements

### 綜合財務報表附註

31 December 2017 二零一七年十二月三十一日

The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term. The Group manages its liquidity needs on a consolidated basis by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day to day business. Liquidity needs are monitored in various time bands, on a day to day and week to week basis, as well as on the basis of a rolling 3 months projection. Long-term liquidity needs for a 180-day and 365-day lookout period are identified monthly. Net cash requirements are compared to available funds in order to determine headroom or any shortfalls. This analysis shows if available funds are expected to be sufficient over the lookout period. The Group maintains cash and short-term bank deposits to meet its liquidity requirements for 30 days at a minimum. Funding for longer term liquidity needs is additionally secured by an adequate amount of borrowings and the ability to sell longer term financial assets. The Group's liquidity is mainly dependent upon the cash received from its trade customers.

The directors of the Company are satisfied that the Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future. The liquidity policies have been followed by the Group since prior years and are considered to have been effective in managing liquidity risks.

Apart from the non-current bank loan and the non-current convertible notes disclosed in notes 23 and 25 respectively for the financial statements, the maturity profile of the Group's major financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is within one year or on demand and the contractual undiscounted payments approximate to their carrying amounts.

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular, its cash resources and other liquid assets that readily generate cash. The Group's existing cash resources and other liquid assets significantly exceed the cash outflow requirements.

本集團之目標在於維持流動資產及承諾資金於適當水平，以滿足其短期及長期流動資金需求。本集團透過審慎監察長期財務負債之還款期，以及預測日常業務現金流入及流出，以綜合基準管理其流動資金需要。流動資金需求按不同時段監察，包括按日及按星期，以及按3個月滾存預測。每月釐定180日及365日監察期，監察長期流動資金需要。現金淨額需求與可動用資金作比較，以釐定空間或任何差額。此分析顯示預期可動用資金於監察期間是否充足。本集團維持現金及短期銀行存款以應付最少30日之流動資金需求。應付長期流動資金需求之資金則由充足借貸及出售長期財務資產之能力另外提供。本集團流動資金主要取決於從其貿易客戶收取之現金。

本公司董事信納，本集團可悉數償還於可預見將來到期之財務負債。本集團於過去數年一直遵守流動資金政策，並認為該等政策可有效管理流動資金風險。

除於財務報表附註23及25分別披露之非即期銀行貸款及非即期可換股票據外，根據合約未貼現款項劃分之本集團之主要財務負債到期情況於報告期末為一年內或按要求償還，而合約未貼現款項與其賬面值相若。

本集團於評估及管理流動資金風險時考慮來自財務資產之預期現金流量，特別是現金資源及可即時產生現金之其他流動資產。本集團現有現金資源及其他流動資產大幅超出其現金流出需求。

## Notes to Consolidated Financial Statements

### 綜合財務報表附註

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The following table shows the remaining contractual maturities at the end of the year, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rate) and the earliest date the Group can be required to pay:

下表列示年末基於合約未貼現現金流量（包括使用合約利率計算之利息付款）之剩餘合約到期日及本集團可被要求還款之最早日期：

		2017 二零一七年			
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	Carrying amount at 31 December
		Within 1 year			於十二月 三十一日 之賬面值
		一年內	超過一年 但少於兩年	超過兩年 但少於五年	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Convertible notes (liability component)	可換股票據 (負債部分)	38,900	38,900	1,164,582	1,242,382
Bank and other loans	銀行及其他貸款	1,552	41,034	-	42,586
					750,605
					37,535

		2016 二零一六年			
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	Carrying amount at 31 December
		Within 1 year			於十二月 三十一日 之賬面值
		一年內	超過一年 但少於兩年	超過兩年 但少於五年	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Convertible notes (liability component)	可換股票據 (負債部分)	38,900	38,900	1,203,482	1,281,282
Bank and other loans	銀行及其他貸款	427,512	-	-	427,512
					690,440
					416,640

### Fair value risk and disclosures

At 31 December 2017 and 2016, the Group held certain derivative financial instruments which are carried in the financial statements at fair value, as further detailed in notes 14 and 29 to the financial statements. In respect of the derivative financial instruments, their fair values were measured based on a valuation technique for which any inputs which have a significant effect on the recorded fair value are based on significant unobservable data (the "Level 3 fair value hierarchy"). During the year ended 31 December 2017, there were no transfers among the levels (2016: Nil).

In respect of the Group's financial assets and liabilities as at 31 December 2017 and 2016 which are carried in the financial statements at other than fair value, in the opinion of the directors of the Company, the carrying amounts of these financial assets and liabilities are reasonable approximation of their respective fair values as these financial instruments are due to be received or settled within one year. Accordingly, no disclosure of the fair values of these financial instruments is made.

### 公平值風險及披露

誠如附註14及29進一步詳述，於二零一七年及二零一六年十二月三十一日，本集團持有若干按公平值計入財務報表之衍生財務工具。衍生財務工具之公平值乃根據任何對已入賬公平值具重大影響的輸入數據乃根據重大不可觀察數據為基準計算之估值技術計量（「第3級公平值架構」）。截至二零一七年十二月三十一日止年度，公平值層級間並無進行轉移（二零一六年：無）。

就本集團於二零一七年及二零一六年十二月三十一日並非以公平值計入財務報表之財務資產及負債而言，本公司董事認為，該等財務資產及負債之賬面值合理地與彼等各自之公平值相若，原因為該等財務工具將於一年內收取或償還。因此，概無披露該等財務工具之公平值。

## Notes to Consolidated Financial Statements

### 綜合財務報表附註

31 December 2017 二零一七年十二月三十一日

#### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group actively and regularly reviews and manages its capital structure to ensure optimal structure and shareholder returns, taking into consideration the future capital requirements of the Group, prevailing and projected capital expenditure, projected strategic investment opportunities and economic conditions.

To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2017 and 2016.

The Group regards total equity attributable to the shareholders of the Company presented on the face of the consolidated statement of financial position as capital, for capital management purposes. The amount of capital (total equity plus total debt) as at 31 December 2017 amounted to approximately HK\$4,826,625,000 (2016: HK\$4,848,842,000), which the management considers as optimal having considered the projected capital expenditures and the forecast strategic investment opportunities.

#### 37. FINANCIAL INSTRUMENTS BY CATEGORY

Other than derivative financial instruments being classified as financial asset/liabilities at fair value through profit or loss as disclosed in notes 14 and 29 to the financial statements, all financial assets and liabilities of the Group as at 31 December 2017 and 2016 were loans and receivables, and financial liabilities stated at amortised cost, respectively.

#### 38. DIVIDENDS

The Directors did not declare an interim dividend and did not recommend the payment of a final dividend for the year ended 31 December 2017 (2016: Nil).

#### 資本管理

本集團之資本管理首要目的乃保障本集團有持續經營之能力及維持穩健資本比率，以支持其業務發展並盡量提升股東價值。

本集團積極及定期審閱與管理其資本架構，以確保最佳資本架構及股東回報，同時考慮本集團之未來資本需要、目前及預計資本開支、預計策略投資機會及經濟狀況。

為維持或調整資本架構，本集團可能調整向股東派付之股息、向股東退回資本或發行新股。本集團並無受限於任何外界資本規定。截至二零一七年及二零一六年十二月三十一日止年度，有關管理資本之目標、政策或程序概無變動。

就資本管理而言，本集團將綜合財務狀況表所呈列之本公司股東應佔總權益視作資本。於二零一七年十二月三十一日之資本（權益總額加債務總額）為數約4,826,625,000港元（二零一六年：4,848,842,000港元），經考慮預計資本開支及預計策略投資機會後，管理層認為已達致最佳水平。

#### 37. 按種類劃分之財務工具

除財務報表附註14及29所披露分類為透過損益按公平值列值之財務資產／負債之衍生財務工具外，於二零一七年及二零一六年十二月三十一日之本集團所有財務資產及負債分別為貸款及應收款項、以及按攤銷成本列值之財務負債。

#### 38. 股息

董事並無宣派中期股息，亦不建議派付有關截至二零一七年十二月三十一日止年度之末期股息（二零一六年：無）。

# Particulars of Investment Properties

## 投資物業之詳情

31 December 2017 二零一七年十二月三十一日

Location 位置	Use 用途	Tenure 租期	Attributable Interest of the Group 本集團應佔權益
Land Lot No. 61, No. 22 Kaifa Road, Shenyang Economic and Technology Development Zone, Shenyang, Liaoning Province, the PRC 中國遼寧省瀋陽市 瀋陽經濟技術開發區 開發路22號61號地塊	For generating rental income and/or capital appreciation  用來賺取租金收入 及／或資本增值	Medium term  中期	100%  100%

# Particulars of Stock of Properties

## 物業存貨之詳情

Location	Group's Interest	Tenure	Approximate Site Area (sq.m.)
位置	本集團權益	租期	概約佔地面積 (平方米)
Guangling Xincheng, Yangzhou, Jiangsu Province of the PRC, northwest to the intersection of Binshui Road and Jianmin Road	70%	Medium to long term	23,334
中國江蘇省揚州市廣陵新城濱水路與健民路交叉口西北處	70%	中期至長期	23,334

# Five-Year Financial Summary

## 五年財務概要

A summary of the results and of the assets and liabilities and total equity of the Group for the last five financial years, as extracted from the published audited financial statements of the Group, is set out below:

以下載列本集團過去五個財政年度之業績及資產與負債及權益總額概要，乃摘錄自本集團已刊發經審核財務報表：

### RESULTS

### 業績

		Year ended 31 December 截至十二月三十一日止年度				
		2017 二零一七年	2016 二零一六年	2015 二零一五年	2014 二零一四年	2013 二零一三年
		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
REVENUE	收益	<b>612,467</b>	552,208	147,355	111,418	125,162
(LOSS)/PROFIT BEFORE TAX	除稅前(虧損)/溢利	<b>(108,863)</b>	112,163	(182,551)	(463,045)	(645,763)
(LOSS)/PROFIT FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	本公司權益持有人應佔年內(虧損)/溢利	<b>(109,666)</b>	103,630	(179,657)	(462,176)	(640,919)

### ASSETS AND LIABILITIES

### 資產與負債

		31 December 十二月三十一日				
		2017 二零一七年	2016 二零一六年	2015 二零一五年	2014 二零一四年	2013 二零一三年
		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
NON-CURRENT ASSETS	非流動資產	<b>3,793,409</b>	3,525,815	3,536,271	2,990,300	3,338,903
CURRENT ASSETS	流動資產	<b>1,351,961</b>	1,580,745	781,546	1,022,887	1,121,657
CURRENT LIABILITIES	流動負債	<b>296,774</b>	635,634	320,727	140,158	135,302
NET CURRENT ASSETS	流動資產淨值	<b>1,055,187</b>	945,111	460,819	882,729	986,355
TOTAL ASSETS	資產總值	<b>5,145,370</b>	5,106,560	4,317,817	4,013,187	4,460,560
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	<b>4,848,596</b>	4,470,926	3,997,090	3,873,029	4,325,258
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	本公司權益持有人應佔權益	<b>4,003,132</b>	3,718,317	3,741,854	3,873,034	4,322,802



# Glossary

## 詞彙

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

在本年報內，除文義另有指明者外，下列詞彙具有下文所載列之涵義：

<p>“American Appraisal” 「美國評值」</p>	<p>指</p>	<p>American Appraisal China Limited, an independent professional qualified valuer 美國評值有限公司，獨立專業合資格估值師</p>
<p>“Beijing Capital Grand” 「首創鉅大」</p>	<p>指</p>	<p>Beijing Capital Grand Ltd 首創鉅大有限公司</p>
<p>“Board” 「董事會」</p>	<p>指</p>	<p>the board of Directors 董事會</p>
<p>“BVI” 「英屬處女群島」</p>	<p>指</p>	<p>the British Virgin Islands 英屬處女群島</p>
<p>“China” or “PRC” 「中國」</p>	<p>指</p>	<p>the People’s Republic of China which, for the purpose of this annual report, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan 中華人民共和國，就本年報而言，不包括香港、中華人民共和國澳門特別行政區及台灣</p>
<p>“close associate(s)” 「緊密聯繫人」</p>	<p>指</p>	<p>has the meaning ascribed thereto under the GEM Listing Rules 具有GEM上市規則所賦予的相同涵義</p>
<p>“Company” or “Viva China” 「本公司」或「非凡中國」</p>	<p>指</p>	<p>Viva China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the GEM (stock code: 8032) 非凡中國控股有限公司，於開曼群島註冊成立之有限公司，其已發行股份於GEM上市（股份代號：8032）</p>
<p>“connected transaction(s)” 「關連交易」</p>	<p>指</p>	<p>has the meaning ascribed to it in the GEM Listing Rules 具有GEM上市規則所賦予涵義</p>
<p>“Directors” 「董事」</p>	<p>指</p>	<p>the directors of the Company 本公司董事</p>
<p>“Double Happiness” 「紅雙喜」</p>	<p>指</p>	<p>Shanghai Double Happiness Co., Ltd 上海紅雙喜股份有限公司</p>
<p>“Double Happiness Group” 「紅雙喜集團」</p>	<p>指</p>	<p>Shanghai Double Happiness Co., Ltd and its subsidiaries 上海紅雙喜股份有限公司及其附屬公司</p>
<p>“Dragon City” 「Dragon City」</p>	<p>指</p>	<p>Dragon City Management (PTC) Limited, a company incorporated in BVI Dragon City Management (PTC) Limited，於英屬處女群島註冊成立之公司</p>
<p>“Feyenoord” 「費耶諾德」</p>	<p>指</p>	<p>Feyenoord Rotterdam 費耶諾德•鹿特丹</p>
<p>“GEM” 「GEM」</p>	<p>指</p>	<p>GEM of the Stock Exchange 聯交所GEM</p>
<p>“GEM Listing Rules” 「GEM上市規則」</p>	<p>指</p>	<p>the Rules Governing the Listing of Securities on GEM GEM證券上市規則</p>
<p>“Group” 「本集團」</p>	<p>指</p>	<p>the Company and its subsidiaries 本公司及其附屬公司</p>

<p>“HK\$” 「港元」</p>	指	Hong Kong dollars, the lawful currency of the Hong Kong 港元·香港法定貨幣
<p>“HKICPA” 「香港會計師公會」</p>	指	The Hong Kong Institute of Certified Public Accountants 香港會計師公會
<p>“HKFRSs” 「香港財務報告準則」</p>	指	Hong Kong Financial Reporting Standards which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations 香港財務報告準則(包括所有香港財務報告準則、香港會計準則及詮釋)
<p>“Hong Kong” 「香港」</p>	指	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
<p>“Huarong Real Estate” 「華融置業」</p>	指	Huarong Real Estate Co., Ltd.*, a limited liability company established in the PRC, the real estate business platform of China Huarong Asset Management Co., Ltd 華融置業有限責任公司·一間於中國成立的有限公司·為中國華融資產管理股份有限公司的房地產業務平台
<p>“Jump 360” 「Jump 360」</p>	指	Jump 360 Holdings Ltd 騰博運動控股有限公司
<p>“Lead Ahead” 「Lead Ahead」</p>	指	Lead Ahead Limited, a company incorporated in the BVI Lead Ahead Limited·於英屬處女群島註冊成立之公司
<p>“Li Ning Co” 「李寧公司」</p>	指	Li Ning Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued LN Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2331) 李寧有限公司·於開曼群島註冊成立之有限公司·其已發行李寧股份於聯交所主板上市(股份代號: 2331)
<p>“2013 Li Ning Open Offer” 「二零一三年李寧公開發售」</p>	指	the open offer of convertible securities by Li Ning Co in the principal amount of HK\$3.50 for every two existing LN Shares by the qualifying shareholders of Li Ning Co 以李寧公司合資格股東每持有兩股現有李寧股份獲發一份本金額3.50港元之可換股證券之基準進行之李寧公司可換股證券公開發售
<p>“Li Ning Open Offer” 「李寧公開發售」</p>	指	the open offer of LN Offer Securities for subscription, on the basis of 5 LN Offer Securities for every 12 existing LN Shares held by the qualifying shareholders of Li Ning Co 公開發售李寧發售證券以供認購·基準為李寧公司合資格股東每持有12股現有李寧股份獲發5份李寧發售證券
<p>“LN Convertible Securities” 「李寧可換股證券」</p>	指	the convertible securities offered by Li Ning Co to the qualifying shareholders of Li Ning Co, in lieu of all or part of LN Shares at the election of each qualifying shareholder of Li Ning Co, in the Li Ning Open Offer and are convertible into LN Shares at the initial conversion price of HK\$2.60 per LN Shares (subject to adjustment) 李寧公司向李寧公司合資格股東發售之可換股證券·以按李寧公司各合資格股東的選擇取代李寧公開發售中的全部或部分李寧股份·該等可換股證券可按初步轉換價每股李寧股份2.60港元(可予調整)轉換為李寧股份
<p>“LN Group” 「李寧集團」</p>	指	Li Ning Co and its subsidiaries 李寧公司及其附屬公司
<p>“LN Offer Securities” 「李寧發售證券」</p>	指	the new LN Shares, credited as fully paid, to be offered to the qualifying shareholders of Li Ning Co and/or the LN Convertible Securities to be offered to the qualifying shareholders of Li Ning Co under the Li Ning Open Offer in lieu of all or part of their entitlement to such new LN Shares, or a combination of both, at the election of the qualifying shareholders of Li Ning Co under the 2015 Li Ning Open Offer 根據李寧公開發售將發售予李寧公司合資格股東入賬列作繳足的新李寧股份及/或將發售予李寧公司之合資格股東的李寧可換股證券·以按李寧公司之合資格股東的選擇取代彼等於二零一五年李寧公開發售項下可獲發行的全部或部分新李寧股份配額或同選兩種方案

Glossary  
詞彙

“LN Share(s)” 「李寧股份」	指	the share(s) of HK\$0.10 each in the share capital of Li Ning Co 李寧公司股本中每股面值0.10港元之股份
“NA” 「不適用」	指	not applicable 不適用
“RMB” 「人民幣」	指	Renminbi, the lawful currency of the PRC 人民幣·中國法定貨幣
“School Basketball Leagues” 「校園籃球聯賽」	指	Chinese University Basketball Association (CUBA), Chinese High School Basketball League (CHBL) and Chinese Junior School Basketball League (CJBL) 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)
“SFO” 「證券及期貨條例」	指	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
“Share(s)” 「股份」	指	ordinary shares of nominal value of HK\$0.05 each in the share capital of the Company 本公司股本中每股面值0.05港元之普通股
“Shareholder(s)” 「股東」	指	holder(s) of Share(s) 股份持有人
“Sports Cultural Industry Fund” or “Fund” 「體育文化產業基金」或 「基金」	指	Zhuhai Viva Huazhi Sport and Culture Equity Investment Fund (Limited Partnership*), a limited partnership enterprise to be established in the PRC 珠海非凡華置體育文化產業股權投資基金(有限合夥),一間於中國成立的有限合夥企業
“State Council” 「國務院」	指	State Council of the People’s Republic of China 中華人民共和國國務院
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Subscription Price” 「認購價」	指	the subscription price of HK\$2.60 per LN Offer Securities 每份李寧發售證券的認購價2.60港元
“US\$” 「美元」	指	United States dollars, the lawful currency of the United States of America 美元·美利堅合眾國的法定貨幣
“VCHL” 「VCHL」	指	Viva China Holdings Ltd, a company incorporated in BVI and a wholly-owned subsidiary of the Company Viva China Holdings Ltd·於英屬處女群島註冊成立之公司·並為本公司之全資附屬公司
“VCHL Underwriting Agreement” 「VCHL包銷協議」	指	the underwriting agreement entered into between VCHL and Li Ning Co on 16 December 2014 in relation to the Li Ning Open Offer VCHL與李寧公司就李寧公開發售於二零一四年十二月十六日訂立之包銷協議
“Victory Mind Assets” 「Victory Mind Assets」	指	Victory Mind Assets Limited, a company incorporated in BVI Victory Mind Assets Limited·於英屬處女群島註冊成立之公司
“%” 「%」	指	per cent 百分比

\* English name for identification purpose only



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