



VIVA CHINA

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)

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2018 *Interim Report*
中期報告

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香港聯合交易所有限公司（「聯交所」）GEM（「GEM」）之特色

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RESULTS

During the six months ended 30 June 2018, the Group's consolidated revenue increased significantly from HK\$137.5 million in the corresponding period in prior year to HK\$649.3 million this year, representing a significant increase of 372.2%. The increase in revenue was mainly driven by improvement in the contribution from both the sports segment and the community segment, in particular, revenue were generated from the new commercial contracts entered into with customers in the fourth quarter of 2017 and the first half of 2018. Gross profit in the period under review was HK\$94.9 million (the corresponding period in 2017: HK\$16.0 million), which represented a significant increase of HK\$78.9 million or 493.1% as compared to the same period last year. The significant increase in gross profit was in line with the revenue improvement in both the sports and community segments.

The Group's other income and other gains – net in the first half of 2018 amounted to HK\$14.8 million (the corresponding period in 2017: HK\$20.4 million). Other income and other gains – net during the period was mainly attributable to government grants of HK\$10.0 million (the corresponding period in 2017: HK\$16.9 million) and interest income.

Selling and distribution expenses for the first half of 2018 amounted to HK\$22.1 million (the corresponding period in 2017: HK\$8.1 million), which represented a significant increase of HK\$14.0 million or 172.8% as compared to the same period in prior year. The increase was mainly due to additional marketing and promotional expenditures incurred as a result of new sponsorship and marketing related services provided in relation to a top-tier professional basketball league in the People's Republic of China (the "PRC") during the period, which was in line with our business expansion.

業績

截至二零一八年六月三十日止六個月，本集團之綜合收益由去年同期之137,500,000港元大幅增加至今年之649,300,000港元，增幅達372.2%。收益增加乃主要受體育分部及社區分部作出的貢獻增加所帶動，具體而言，收益產生自二零一七年第四季度及二零一八年上半年與客戶訂立的新商務合約。回顧期內毛利為94,900,000港元（二零一七年同期：16,000,000港元），較去年同期大幅增加78,900,000港元或493.1%。毛利增加與體育分部及社區分部收益增加一致。

本集團於二零一八年上半年錄得其他收入及其他收益淨額為14,800,000港元（二零一七年同期：20,400,000港元）。期內其他收入及其他收益淨額乃主要源於政府補助10,000,000港元（二零一七年同期：16,900,000港元）及利息收入。

於二零一八年上半年之銷售及分銷開支為22,100,000港元（二零一七年同期：8,100,000港元），較去年同期大幅增加14,000,000港元或172.8%。該增長與我們的業務擴張一致，乃主要由於期內為一個中華人民共和國（「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產生額外營銷及推廣開支。

Administrative expenses and other operating expenses ("Administrative Expenses") incurred in the reporting period amounted to HK\$62.1 million (the corresponding period in 2017: HK\$93.7 million). The decrease in Administrative Expenses was primarily attributable to the decrease in non-cash share option expenses. The non-cash items in Administrative Expenses, which amounted to HK\$9.3 million (the corresponding period in 2017: HK\$52.0 million), mainly included share options expenses of HK\$5.9 million (the corresponding period in 2017: HK\$38.9 million), foreign exchange loss and depreciation of fixed assets, etc. The decrease in non-cash items was mainly attributable to the decrease in share options expenses and fair value loss during the period. Excluding these major non-cash items, Administrative Expenses in the period under review would be HK\$52.8 million (the corresponding period in 2017: HK\$41.7 million) which represented an increase of HK\$11.1 million as compared to the same period in prior year. The increase was mainly due to the increment of staff costs as a result of business expansion of the Group.

Finance costs for the period amounted to HK\$39.9 million (the corresponding period in 2017: HK\$45.9 million). The decrease in finance costs was primarily attributable to the decrease in average bank and other loans balance during the period as compared to the corresponding period in prior year.

Li Ning Company Limited ("Li Ning Co") is accounted for as an associate of the Group. The Group has adopted the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associate's results based on the financial statements drawn up to a non-coterminous period end where the difference must be no greater than three months. During the period, the Group shared the results of Li Ning Co based on its adjusted financial results for the six months ended 31 March 2018 and adjusted for any significant events or transactions for the period from 1 April 2018 to 30 June 2018. There is no non-coterminous period end for other associates and joint ventures.

於報告期內產生之行政費用及其他經營開支（「行政費用」）為62,100,000港元（二零一七年同期：93,700,000港元）。行政費用減少乃主要由於非現金購股權開支減少。行政費用之非現金項目為9,300,000港元（二零一七年同期：52,000,000港元），主要包括購股權開支5,900,000港元（二零一七年同期：38,900,000港元）、匯兌虧損及固定資產折舊等。非現金項目減少乃主要由於期內購股權開支及公平值虧損減少所致。撇除該等主要非現金項目後，回顧期內之行政費用應為52,800,000港元（二零一七年同期：41,700,000港元），較去年同期增加11,100,000港元。該增加主要由於因本集團業務擴張而導致員工成本增加所致。

期內財務成本達39,900,000港元（二零一七年同期：45,900,000港元）。財務成本減少乃主要由於期內平均銀行及其他貸款結餘較去年同期有所減少。

李寧有限公司（「李寧公司」）作為本集團之一間聯營公司入賬。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。期內，本集團分佔李寧公司業績乃以其截至二零一八年三月三十一日止六個月之經調整財務業績為基準，並就自二零一八年四月一日至二零一八年六月三十日期間之任何重大事件或交易作出調整。其他聯營公司及合營企業並無不同結算日期。

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During the six months ended 30 June 2018, the Group shared the profits less losses of associates and joint ventures amounting to HK\$94.7 million (the corresponding period in 2017: share of losses (net of loss on deemed partial disposal of HK\$67.7 million) of HK\$17.5 million). The turnaround was the combined result of improvement in the associates' operations and no deemed partial disposal loss in the current period.

During the six months ended 30 June 2018, the Group has recorded a net profit attributable to equity holders of HK\$68.6 million comparing to a net loss attributable to equity holders of HK\$134.5 million for the corresponding period in 2017. The significant turnaround was mainly due to the improvement in our revenue and gross profit, improvement in the share of profits less losses of associates and joint ventures and reduction in non-cash Administrative Expenses and finance costs.

SEGMENT

Community Development

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 and sports centres, provision of sports and physical rehabilitation services and consultancy, development of communities and provision of community development consultancy and subcontracting services.

截至二零一八年六月三十日止六個月，本集團分佔聯營公司及合營企業之溢利減虧損為94,700,000港元（二零一七年同期：分佔虧損（扣除視作部分出售虧損67,700,000港元）17,500,000港元）。轉虧為盈乃本期間聯營公司經營改善及並無視作部分出售虧損的綜合結果。

截至二零一八年六月三十日止六個月，本集團錄得權益持有人應佔溢利淨額68,600,000港元，而二零一七年同期則錄得權益持有人應佔虧損淨額134,500,000港元。產生重大變動乃主要由於我們的收益及毛利增加、分佔聯營公司及合營企業之溢利減虧損增加以及非現金行政費用及財務成本減少。

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、經營體育園及運動中心、提供運動體能康復服務及諮詢、開發社區以及提供社區發展諮詢及分包服務。

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 has been selecting suitable cooperation opportunities to invest in and operate potential community development projects, including sports community 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 the development of and related opportunities in 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 New Town, Yangzhou city of Jiangsu province of the PRC, northwest of the intersection of Binshui Road and Jianmin Road, 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.

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，並篩選合適的合作機會以投資經營潛在社區發展項目，包括體育社區及體育園，以及於中國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開發及相關機遇。本集團之長期策略為建立全面的社區發展網絡，其中包括硬件及軟件元素，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，濱水路与健民路交叉口西北處並與揚州李寧體育園相鄰。揚州李寧體育園為首個由本集團管理及運營的體育園。

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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 of the PRC. Linyi Li Ning Sports Centre aims to provide the neighbourhood with various sports-related facilities and services. Officially managed and operated by the Group since January 2018, Linyi Li Ning Sports Centre has started to generate additional revenue to the Group.

In May 2018, the Group had entered into the operating and management agreement for the Ningbo Hangzhou Bay Li Ning Sports Park. Located in Hangzhou Bay New Zone, Ningbo city of Zhejiang province of the PRC, and managed and operated by the Group, Ningbo Hangzhou Bay Li Ning Sports Park has started to generate additional revenue to the Group and broadened the Group's community development network.

The Group has also entered into cooperation framework agreements in respect of the development of sports parks and/or community development projects with the local governments and their related entities of Kunming, Jiaying, Linyi and Zhuzhou in the PRC. The Group will continue to pursue this as one of its development strategies and expect the expansion of this business segment to gather pace as a result.

於二零一七年十一月，本集團取得位於中國山東省臨沂市市中心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。臨沂李寧運動中心自二零一八年一月開始由本集團正式管理營運，並為本集團貢獻額外收益。

於二零一八年五月，本集團就位於中國浙江省寧波市杭州灣新區的寧波杭州灣李寧體育園訂立運營管理協議，現時寧波杭州灣李寧體育園由本集團管理營運，並開始為本集團貢獻額外收益，同時拓展本集團社區發展網絡。

本集團亦已與中國昆明、嘉興、臨沂及株洲的地方政府或其相關主體就體育園及／或社區發展項目簽署合作框架協議。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 of HK\$454.0 million (the corresponding period in 2017: HK\$81.4 million) during the six months ended 30 June 2018, which represents a significant increase of HK\$372.6 million or 457.7% as compared to the corresponding period in prior year. In particular, the operation of sports parks recorded an encouraging growth of 132.5% during the period, as driven by the increase in sports parks rental income and sales of merchandise. The segment revenue was mainly derived from the sales of construction materials, community development consultancy services and sports parks 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 the construction of and investment in community development projects in different regions and cities. Taking into account the expenses incurred in respect of potential community development projects, this segment reported an operating profit of HK\$26.4 million (the corresponding period in 2017: operating profit of HK\$2.2 million) during the period. The increase was mainly due to the improvement in sales of construction materials and community development consultancy service income compared with the corresponding period in prior year.

社區發展分部於截至二零一八年六月三十日止六個月產生收益454,000,000港元（二零一七年同期：81,400,000港元），較去年同期大幅增加372,600,000港元或457.7%，其中，由於體育園租金收入及商品銷售增加，體育園業務於期內錄得132.5%之顯著增幅。該分部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材銷售、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客戶建立了良好的合作關係，為建設和投資於不同地區及城市的社區發展項目打穩基礎。連同潛在社區發展項目產生之開支，此分部於期內錄得經營溢利26,400,000港元（二零一七年同期：經營溢利2,200,000港元）。該增加乃主要由於建材銷售及社區發展諮詢服務收入較去年同期有所增加所致。

Financial Review

財務回顧

Sports

The sports segment continued its business which encompasses production and coordination of sports competitions and events, sports talent management, and provision of sports-related marketing and consultancy services. During the period under review, our sports segment generated revenue of HK\$195.3 million (the corresponding period in 2017: HK\$56.1 million), representing a significant increase of 248.1%, which was mainly attributable to the new sponsorship and marketing related services provided in relation to a top-tier professional basketball league in the PRC. The sports segment recorded an operating profit of HK\$31.8 million (the corresponding period in 2017: operating profit of HK\$1.1 million). The increase in operating profit was mainly attributable to the improvement in gross profit, but was partially offset by the increase in advertising and promotional expenditures.

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 sporting activities through commercial management of popular sporting events and competitions, sports talent management, as well as providing sports marketing and consulting services, and engaging in community development with a sports theme.

體育

體育分部延續其經營業務，包括項目製作及籌辦體育賽事及活動、體育人才管理以及提供體育相關市場推廣及諮詢服務。於回顧期間，我們的體育分部產生收益195,300,000港元（二零一七年同期：56,100,000港元），相當於大幅增加248.1%，此乃主要由於為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。體育分部錄得經營溢利31,800,000港元（二零一七年同期：經營溢利1,100,000港元）。經營溢利增加乃主要由於毛利增加，但部分被廣告及推廣開支增加抵銷。

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。

Financial Position

Net assets of the Group as at 30 June 2018 was HK\$4,090.2 million compared to HK\$4,038.5 million as at 31 December 2017. The increase was mainly due to the net profit, the proceeds from issue of ordinary shares upon exercise of share options, equity-settled share option arrangements, acquisition of a subsidiary and share of an associate's reserve, but was partially offset by the exchange translation difference during the period.

The total non-current assets of the Group increased from HK\$3,793.4 million as at 31 December 2017 to HK\$3,853.6 million as at 30 June 2018. The increase was mainly brought about by the share of profits of associates and joint ventures and the goodwill and intangible assets arose from the step acquisition of a subsidiary during the period.

Net current assets of the Group at the end of the reporting period decreased by HK\$16.7 million or 1.6% as compared to that as at 31 December 2017. As at 30 June 2018, the Group had cash and bank balances totalling HK\$607.9 million (As at 31 December 2017: HK\$521.0 million).

Liquidity and Financial Resources

During the first half of 2018, the Group's net cash inflow from operating activities was HK\$30.8 million compared to net cash outflow used in operating activities of HK\$117.8 million during the corresponding period in 2017. The decrease in operating cash outflow was mainly due to the increase in collection of other receivables, increase in receipts in advance and other changes in working capital during the period. The net cash inflow from investing activities was mainly attributable to the proceeds received from disposal of investment properties during the period. The net cash inflow from financing activities was mainly attributable to the proceeds from issue of shares upon exercise of share options, but partially offset by the interest payments during the period.

財務狀況

於二零一八年六月三十日，本集團資產淨值為4,090,200,000港元，而於二零一七年十二月三十一日則為4,038,500,000港元。該增加乃主要由於溢利淨額、因應購股權獲行使而發行普通股之所得款項、以股權結算之購股權安排、收購附屬公司及分佔聯營公司之儲備，但部分被期內匯兌差額抵銷。

本集團之非流動資產總值由二零一七年十二月三十一日的3,793,400,000港元增加至二零一八年六月三十日的3,853,600,000港元。該增加乃主要產生自期內分佔聯營公司及合營企業的溢利以及因分階段收購附屬公司而產生的商譽及無形資產。

於報告期末，本集團之流動資產淨值較二零一七年十二月三十一日減少16,700,000港元或1.6%。於二零一八年六月三十日，本集團之現金及銀行結餘共607,900,000港元（於二零一七年十二月三十一日：521,000,000港元）。

流動資金及財務資源

於二零一八年上半年，本集團經營活動所得之現金流入淨額為30,800,000港元，而於二零一七年同期經營活動所用之現金流出淨額為117,800,000港元。經營現金流出之減少乃主要由於期內收回其他應收款項增加、預收款項增加及營運資金之其他變動。投資活動所得之現金流入淨額主要來自期內出售投資物業之所得款項。融資活動所得之現金流入淨額主要來自因應購股權獲行使而發行股份之所得款項，但部分由期內利息付款所抵銷。

Financial Review

財務回顧

During the six months ended 30 June 2018, 38,168,000 ordinary shares with nominal value totalling HK\$1.9 million were issued upon exercise of certain share options for consideration totalling HK\$20.6 million.

The total cash and bank balances as at 30 June 2018 was HK\$607.9 million (As at 31 December 2017: HK\$521.0 million). The Group has obtained bank facilities of HK\$460 million (As at 31 December 2017: HK\$468.0 million), of which HK\$40.0 million has been utilised as at 30 June 2018 (As at 31 December 2017: HK\$40.0 million). The Group's gearing ratio was approximately 0.05 (As at 31 December 2017: 0.06) as at 30 June 2018. 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. The current ratio (ratio of current assets to current liabilities) of the Group as at 30 June 2018 was about 4.0 (As at 31 December 2017: 4.6). The directors consider the Group's gearing level and liquidity position were very healthy 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.

於截至二零一八年六月三十日止六個月，總面值為1,900,000港元的38,168,000股普通股於若干購股權獲行使後發行，總代價為20,600,000港元。

於二零一八年六月三十日之現金及銀行結餘總額為607,900,000港元（於二零一七年十二月三十一日：521,000,000港元）。本集團獲得銀行信貸額度460,000,000港元（於二零一七年十二月三十一日：468,000,000港元），其中，於二零一八年六月三十日動用40,000,000港元（於二零一七年十二月三十一日：40,000,000港元）。本集團於二零一八年六月三十日之資本負債比率約為0.05（於二零一七年十二月三十一日：0.06）。本集團將資本負債比率界定為債務淨額除以股權加債務淨額之比率，而債務淨額則指銀行及其他借貸總額減現金及銀行結餘。於二零一八年六月三十日，本集團之流動比率（流動資產對流動負債之比率）約為4.0倍（於二零一七年十二月三十一日：4.6倍）。董事認為，於報告日期，本集團之資本負債水平及流動資金狀況非常穩健。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。

Financial Management and Policy and Foreign Currency Risk

The Group's finance division at its headquarters in Hong Kong manages the financial risks of the Group. One of the key objectives of the Group's treasury policies is to manage its exposure to fluctuations in foreign currency exchange rates. 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 trading 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. 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 period under review and as at the reporting date.

Charge on Deposit

As at 30 June 2018, interests in an associate with carrying amount of approximately HK\$847.4 million (as at 31 December 2017: HK\$867.5 million) had been charged as security for a bank borrowing of a subsidiary and convertible notes issued by the Company.

財務管理及政策及外幣風險

本集團之香港總辦事處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其外幣匯率波動之風險。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以港元或人民幣結算。因此，本集團之大部分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。本集團根據其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匯率風險，惟於回顧期內及於報告日期並無訂立任何外匯對沖安排。

存款抵押

於二零一八年六月三十日，賬面值約847,400,000港元（於二零一七年十二月三十一日：867,500,000港元）之於一間聯營公司之權益已抵押作為一間附屬公司銀行借貸及本公司所發行之可換股票據之擔保。

Financial Review

財務回顧

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 period ended 30 June 2018 amounted to HK\$34.9 million (the corresponding period in 2017: HK\$49.7 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 30 June 2018, the Group employed 367 full-time employees (31 December 2017: 248) and their remuneration was calculated with reference to the market rates.

Material Transactions

In June 2018, the Group completed the step acquisition of 20% 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 approximately HK\$14.6 million. The Group's interest in 非凡德勝 increased from 50% to 70% and 非凡德勝 changed from a joint venture to a subsidiary of the Group. The acquisition was made as part of the Group's strategy to expand the sports and physical rehabilitation business. Four outlets of "Dr. Chen Sports & Rehab Center" are currently in operation in Chaoyang District and Tongzhou District of Beijing, Linyi Li Ning Sports Centre and Yangzhou Li Ning Sports Park.

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。截至二零一八年六月三十日止期間，員工成本(包括董事酬金)為34,900,000港元(二零一七年同期：49,700,000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。於二零一八年六月三十日，本集團聘用367名(二零一七年十二月三十一日：248名)全職僱員，彼等之薪酬乃參考市場水平釐定。

重大交易

於二零一八年六月，本集團完成分階段收購非凡德勝(珠海)體育科技發展有限公司("非凡德勝")之20%股權，代價為約14,600,000港元。本集團於非凡德勝之權益由50%增加至70%，非凡德勝由一間合營企業變為本集團之附屬公司。有關收購乃構成本集團擴張運動體能康復業務策略之一部分。四間「陳博士體能康復中心」目前分別於北京朝陽區及通州區、臨沂李寧運動中心及揚州李寧體育園營運。

PROSPECTS

Over the first half of 2018, the Group strived to accelerate its community development business, and actively engaged in ongoing negotiations with various local governments and business partners of Beijing, Shanghai, the Guangdong-Hong Kong-Macao Bay Area, Suzhou, Xi'an, Hangzhou, Tianjin, Hefei, Jinan, Nanning and Jingzhou, etc, in a bid to invest and build Li Ning Sports Centres, Li Ning Sports Parks, sports communities, sports towns as well as related community development projects across the country. Other than Yangzhou Li Ning Sports Park and Linyi Li Ning Sports Centre, Ningbo Hangzhou Bay Li Ning Sports Park is currently under the management and operation of the Group. Located in Hangzhou Bay New Zone, Ningbo city of Zhejiang province, Ningbo Hangzhou Bay Li Ning Sports Park offers an array of professional sports facilities, including a sports complex built with a 50-meter standard swimming pool, a multifunctional gymnasium equipped with basketball and badminton courts, swimming pools, fitness centers, football pitches, tennis courts, sports equipment retailer and ancillary commercial services. During its trial operation in June, the sports park hosted community football and basketball matches as well as family fun sports, amongst others. Ningbo Hangzhou Bay Li Ning Sports Park will keep ramping up its sports-related and ancillary commercial services to meet the needs of the local community, such as offering various physical coaching and training courses and recreational activities to boost sports-related leisure consumption and promote national physical fitness. From a long-term perspective, such offerings can also help raising the popularity of sports in the neighbourhood and make sports a daily routine in people's lives.

展望

本集團於二零一八年上半年繼續竭力推進社區發展業務，積極與北京、上海、粵港澳大灣區、蘇州、西安、杭州、天津、合肥、濟南、南寧、荊州等不同地方政府及業務夥伴進行持續磋商，以尋求在全國各地投資和落實建設李寧運動中心、李寧體育園、體育社區、體育小鎮及相關社區發展項目。除了揚州李寧體育園及臨沂李寧運動中心，本集團現時旗下亦管理及營運寧波杭州灣李寧體育園。該項目位於浙江省寧波市杭州灣新區，設有多種類的專業運動設施，包括內設五十米標準游泳池的綜合體育館、內設籃球場及羽毛球場的多功能館、游泳池、健身房、足球場、網球場、體育用品零售店及配套商業服務，並於六月試營運期間舉辦了社區足球及籃球比賽和家庭趣味運動等。寧波杭州灣李寧體育園將持續增加更多體育相關和商業配套服務以滿足當地社區需要，如舉辦不同的體育培訓鍛煉課程和文娛活動，以推動全民健身和體育相關休閒消費，長遠促進該地區體育運動普及並融入恆常生活。

Financial Review

財務回顧

In respect of its sports business, the Group continued to provide sponsorship and marketing-related services in relation to certain basketball leagues. Moreover, we have turned "Li Ning 10K Running League" into a running carnival "Fun Run Festival" this year. The running event incorporated different elements such as a 10K race, a family run, steeplechase experience and creative marketplace. By featuring a running carnival comprised of sports, entertainment elements and product experience all rolled into one, the running event aims to boost the number, category and participation of the event participants, and to create higher commercial value for the sponsoring brands. The running event took place in Wuhan, Shanghai and Kunming during the first half of 2018, and will extend to other cities successively in the second half of the year. Further, the Group was engaged in the coordination and marketing promotion for "Star Wars Run", a sci-fi movie-themed running event, which took place in May 2018.

Looking forward, the Group will continue to integrate our sports resources with properties, leisure consumption, tourism-related services, fitness and healthcare consumables, education and training, and culture and entertainment to enhance operation of our sports competitions and events, and to push forward the development of sports venues and expand its related network in the second half of 2018, so as to foster an environment for leisure and sports consumption, enrich users' sports-related experience and create new additive commercial opportunities to ultimately deliver maximum value to our shareholders and the communities.

體育業務方面，本集團繼續主要為若干籃球聯賽提供贊助及市場推廣相關服務。另外我們提升了本年度的路跑活動「李寧10公里路跑聯賽」為「用心趣跑生活節」，路跑活動涵蓋10公里競速跑、家庭跑、障礙體驗、生活市集等不同元素，集運動、娛樂、產品體驗於一身，以擴闊參加者之數量、界別和參與度，同時為贊助品牌創造更高的商業價值。路跑活動已在二零一八年上半年於武漢、上海、昆明舉行，並將於下半年陸續在不同的城市舉辦。本集團亦獲委聘負責一項以科幻電影為主題的路跑活動「星戰跑」的協調及市場推廣工作，該項活動已於二零一八年五月舉行。

二零一八年下半年，本集團將繼續以我們的體育資源與地產、城市休閒消費、旅遊相關服務、運動健康消費品、教育培訓與文化娛樂等有機結合，拓展體育賽事活動運營及加快發展運動目的地及擴展其相關網絡，以構建休閒及運動消費的生態圈，增強參與者的運動體驗，同時創造新的疊加商業空間，為股東和社區創造最大價值。

Unaudited Condensed Consolidated Results

未經審核簡明綜合業績

The board of directors (the "Board") announces the unaudited condensed consolidated results of Viva China Holdings Limited (the "Company") and its subsidiaries (the "Group") for the periods from 1 April 2018 to 30 June 2018 and from 1 January 2018 to 30 June 2018 together with the comparative unaudited condensed consolidated results for the corresponding periods in 2017 as follows:

董事會（「董事會」）謹此公佈非凡中國控股有限公司（「本公司」）及其附屬公司（「本集團」）於二零一八年四月一日至二零一八年六月三十日及二零一八年一月一日至二零一八年六月三十日止期間之未經審核簡明綜合業績，連同二零一七年同期之未經審核簡明綜合業績之比較如下：

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three and six months ended 30 June 2018

中期簡明綜合損益及其他全面收益表

截至二零一八年六月三十日止三個月及六個月

		Notes 附註	For the three months ended 30 June		For the six months ended 30 June	
			截至六月三十日止三個月		截至六月三十日止六個月	
			2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
			(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
			HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
Revenue	收益	3	375,207	59,827	649,272	137,547
Cost of sales	銷售成本		(313,139)	(52,372)	(554,406)	(121,540)
Gross profit	毛利		62,068	7,455	94,866	16,007
Other income and other gains – net	其他收入及 其他收益淨額	3	8,576	10,062	14,795	20,403
Selling and distribution expenses	銷售及分銷開支		(11,544)	(4,790)	(22,113)	(8,118)
Administrative and other operating expenses	行政及其他 經營費用		(32,504)	(41,033)	(62,133)	(93,741)
Finance costs	財務成本	5	(21,380)	(20,001)	(39,886)	(45,866)
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	6	32,366	18,909	94,660	(17,454)
Profit/(loss) before income tax	除所得稅前溢利/ (虧損)	7	37,582	(29,398)	80,189	(128,769)
Income tax	所得稅	8	(6,556)	186	(11,794)	(3,089)
Profit/(loss) for the period	期內溢利/ (虧損)		31,026	(29,212)	68,395	(131,858)

Unaudited Condensed Consolidated Results

未經審核簡明綜合業績

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

For the three and six months ended 30 June 2018

中期簡明綜合損益及其他全面收益表（續）

截至二零一八年六月三十日止三個月及六個月

	Notes 附註	For the three months ended 30 June		For the six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元
Other comprehensive income/ (loss):	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)/ income of an associate	- 分佔一間聯營公司之其他全面（虧損）/ 收益	(351)	(117)	(640)	89
- Reclassification adjustment upon deemed partial disposal of an associate	- 視作部分出售一間聯營公司時重新分類調整	-	-	-	18,439
- Exchange differences on translation of foreign operations	- 換算海外業務之匯兌差額	(238,659)	76,241	(65,640)	117,205
Other comprehensive income/ (loss) for the period, net of income tax of nil	期內其他全面收益/ (虧損)，扣除所得稅（無）	(239,010)	76,124	(66,280)	135,733
Total comprehensive income/ (loss) for the period	期內全面收益/ (虧損) 總額	(207,984)	46,912	2,115	3,875

Unaudited Condensed Consolidated Results

未經審核簡明綜合業績

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

For the three and six months ended 30 June 2018

中期簡明綜合損益及其他全面收益表（續）

截至二零一八年六月三十日止三個月及六個月

		For the three months ended 30 June 截至六月三十日止三個月		For the six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
		Notes 附註			
Profit/(loss) attributable to:	以下人士應佔				
	溢利/(虧損)：				
Equity holders of the Company	本公司權益持有人	31,519	(30,603)	68,589	(134,510)
Non-controlling interests	非控股權益	(493)	1,391	(194)	2,652
		31,026	(29,212)	68,395	(131,858)
Total comprehensive income/ (loss) attributable to:	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	(203,572)	44,249	3,450	(765)
Non-controlling interests	非控股權益	(4,412)	2,663	(1,335)	4,640
		(207,984)	46,912	2,115	3,875
Profit/(loss) per share attributable to equity holders of the Company:	本公司權益持有人 應佔每股溢利/ (虧損)：				
Basic (HK cents)	基本(港仙)	0.28	(0.27)	0.61	(1.20)
Diluted (HK cents)	攤薄(港仙)	0.28	(0.27)	0.61	(1.20)

The accompanying notes form part of these unaudited interim financial statements.

隨附之附註構成該等未經審核中期財務報表之一部分。

Unaudited Condensed Consolidated Results

未經審核簡明綜合業績

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2018

中期簡明綜合財務狀況表

於二零一八年六月三十日

		30 June 2018 二零一八年 六月三十日	31 December 2017 二零一七年 十二月三十一日
		(Unaudited) (未經審核) HK\$'000 千港元	(Audited) (經審核) HK\$'000 千港元
	Notes 附註		
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	16,908	14,563
Investment properties	投資物業	146,466	137,274
Goodwill	商譽	18,176	-
Intangible assets	無形資產	13,074	-
Interests in associates and joint ventures	於聯營公司及合營企業之權益	3,646,592	3,629,509
Derivative financial instruments	衍生財務工具	2,340	2,255
Deposits and other receivables	按金及其他應收款項	1,760	1,760
Deferred tax assets	遞延稅項資產	8,288	8,048
TOTAL NON-CURRENT ASSETS	非流動資產總值	3,853,604	3,793,409
CURRENT ASSETS	流動資產		
Stock of properties	物業存貨	287,995	273,048
Inventories	存貨	374	336
Trade debtors and bills receivable	應收賬款及應收票據	341,183	299,539
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	152,651	258,026
Cash and bank balances	現金及銀行結餘	607,935	521,012
TOTAL CURRENT ASSETS	流動資產總值	1,390,138	1,351,961
CURRENT LIABILITIES	流動負債		
Trade and other payables	應付賬款及 其他應付款項	155,006	166,784
Accruals and receipts in advance	應計費用及預收款項	108,451	71,421
Deferred income	遞延收入	16,590	19,216
Bank loan	銀行貸款	40,050	-
Payable to a non-controlling interest	應付非控股權益	1,120	1,135
Income tax payable	應付所得稅	30,418	38,218
TOTAL CURRENT LIABILITIES	流動負債總額	351,635	296,774
NET CURRENT ASSETS	流動資產淨值	1,038,503	1,055,187

Unaudited Condensed Consolidated Results

未經審核簡明綜合業績

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

As at 30 June 2018

中期簡明綜合財務狀況表 (續)

於二零一八年六月三十日

		30 June 2018 二零一八年 六月三十日	31 December 2017 二零一七年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	4,892,107	4,848,596
NON-CURRENT LIABILITIES	非流動負債		
Deferred income		14,568	21,971
Bank loan	18	–	37,535
Convertible notes	19	783,922	750,605
Deferred tax liabilities		3,370	–
TOTAL NON-CURRENT LIABILITIES	非流動負債總額	801,860	810,111
NET ASSETS	資產淨值	4,090,247	4,038,485
EQUITY	權益		
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		
Issued capital	已發行股本	442,345	440,437
Perpetual convertible bonds	永久性可換股債券	1,139,046	1,139,046
Reserves	儲備	2,460,875	2,423,649
		4,042,266	4,003,132
Non-controlling interests	非控股權益	47,981	35,353
TOTAL EQUITY	權益總額	4,090,247	4,038,485

The accompanying notes form part of these unaudited interim financial statements.

隨附之附註構成該等未經審核中期財務報表之一部分。

Unaudited Condensed Consolidated Results

未經審核簡明綜合業績

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2018

中期簡明綜合權益變動表

截至二零一八年六月三十日止六個月

		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
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
For the six months ended 30 June 2017	截至二零一七年六月三十日止六個月											
Balance at 1 January 2017	於二零一七年一月一日之結餘	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)/profit for the period	期內(虧損)/溢利	-	-	-	-	-	-	-	(134,510)	(134,510)	2,652	(131,858)
Other comprehensive income/(loss) for the period:	期內其他全面收益/(虧損):											
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	115,217	-	-	-	115,217	1,988	117,205
Share of other comprehensive income of an associate	分佔聯營公司之其他全面收益	-	-	-	-	89	-	-	-	89	-	89
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	-	-	-	-	18,439	-	-	-	18,439	-	18,439
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	-	-	-	-	133,745	-	-	(134,510)	(765)	4,640	3,875
Shares issued upon exercise of share options	購股權獲行使時發行之股份	2,019	24,716	-	(6,173)	-	-	-	-	20,562	-	20,562
Equity-settled share option arrangements	以股權結算之購股權安排	-	-	-	38,854	-	-	-	-	38,854	-	38,854
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	-	-	-	(2,108)	-	-	-	2,108	-	-	-
Share of an associate's reserve	分佔聯營公司之儲備	-	-	-	5,523	-	2,692	-	(2,692)	5,523	-	5,523
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	-	2,459	-	(2,459)	-	-	-
Balance at 30 June 2017	於二零一七年六月三十日之結餘	440,237	4,169,955	1,139,046	161,342	(236,343)	6,664	90,392	(1,988,802)	3,782,491	28,085	3,810,576
For the six months ended 30 June 2018	截至二零一八年六月三十日止六個月											
Balance at 1 January 2018	於二零一八年一月一日之結餘	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
Profit for the period	期內溢利	-	-	-	-	-	-	-	68,589	68,589	(194)	68,395
Other comprehensive income/(loss) for the period:	期內其他全面收益/(虧損):											
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	(64,499)	-	-	-	(64,499)	(1,141)	(65,640)
Share of other comprehensive income/(loss) of an associate	分佔聯營公司之其他全面收益/(虧損)	-	-	-	-	(640)	-	-	-	(640)	-	(640)
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	-	-	-	-	(65,139)	-	-	68,589	3,450	(1,335)	2,115
Acquisition of a subsidiary	收購附屬公司	-	-	-	-	-	-	-	-	-	13,963	13,963
Shares issued upon exercise of share options	購股權獲行使時發行之股份	1,908	25,621	-	(6,975)	-	-	-	-	20,554	-	20,554
Equity-settled share option arrangements	以股權結算之購股權安排	-	-	-	5,892	-	-	-	-	5,892	-	5,892
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	-	-	-	(315)	-	-	-	315	-	-	-
Share of an associate's reserve	分佔聯營公司之儲備	-	-	-	9,238	-	3,123	-	(3,123)	9,238	-	9,238
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	-	2,012	-	(2,012)	-	-	-
Balance at 30 June 2018	於二零一八年六月三十日之結餘	442,345	4,198,147*	1,139,046	167,945*	(123,925)*	11,799*	90,392*	(1,883,483)*	4,042,266	47,981	4,090,247

* These reserve accounts comprise the unaudited consolidated reserves of HK\$2,460,875,000 (31 December 2017: HK\$2,423,649,000) in the unaudited condensed consolidated statement of financial position.

* 該等儲備賬包括未經審核簡明綜合財務狀況表內之未經審核綜合儲備2,460,875,000港元(二零一七年十二月三十一日: 2,423,649,000港元)。

The accompany notes form part of these unaudited interim financial statements.

隨附之附註構成該等未經審核中期財務報表之一部分。

Unaudited Condensed Consolidated Results

未經審核簡明綜合業績

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2018

中期簡明綜合現金流量表

截至二零一八年六月三十日止六個月

		For the six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年	2017 二零一七年
		(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元
Net cash flows generated from/(used in) operating activities	營運活動所得／ (所用)現金流量淨額	30,816	(117,768)
Net cash flows generated from/(used in) investing activities	投資活動所得／ (所用)現金流量淨額	64,620	(3,256)
Net cash flows generated from/(used in) financing activities	融資活動所得／ (所用)現金流量淨額	440	(3,933)
Increase/(decrease) in cash and cash equivalents	現金及現金等價物 增加／(減少)	95,876	(124,957)
Effect of foreign exchange rate changes, net	外匯匯率變動之影響淨額	(8,953)	5,521
Cash and cash equivalents at the beginning of period	期初現金及現金等價物	521,012	804,731
Cash and cash equivalents at the end of period	期末現金及現金等價物	607,935	685,295

The accompanying notes form part of these unaudited interim financial statements.

隨附之附註構成該等未經審核中期財務報表之一部分。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

1. GENERAL INFORMATION

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

Principal activities

During the period, the Group was 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.

1. 一般資料

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

主要業務

期內，本集團從事下列主要業務：

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

李寧有限公司（「李寧公司」），一間於開曼群島註冊成立之有限公司，其已發行股份於聯交所主板上市（股份代號：2331）為本集團之一間聯營公司，其主要業務範圍涵蓋於中華人民共和國（「中國」）從事體育相關鞋類、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。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

1. GENERAL INFORMATION (Continued)

Principal activities (Continued)

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.

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.

* *English name for identification purpose only*

These financial statements are presented in Hong Kong dollars, unless otherwise stated.

2. BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES

Basis of preparation

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2018 have been prepared to comply with the disclosure requirements of the Rules Governing the Listing of Securities on the GEM ("GEM Listing Rules") and Hong Kong Accounting Standard ("HKAS") 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants.

1. 一般資料(續)

主要業務(續)

上海紅雙喜股份有限公司(「紅雙喜」,一間於中國註冊成立之有限公司)為本集團之一間聯營公司,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。

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」,一間於中國成立的有限合夥企業)為本集團之一間合營企業,其主要業務範圍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. 編製基準及會計政策變動

編製基準

截至二零一八年六月三十日止六個月之未經審核簡明綜合中期財務報表乃根據GEM證券上市規則(「GEM上市規則」)以及由香港會計師公會所頒佈之香港會計準則(「香港會計準則」)第34號中期財務報告之披露規定編製。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

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

Basis of preparation (Continued)

These unaudited condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2017, which have been prepared in accordance with Hong Kong Financial Reporting Standards (the "HKFRSs").

The accounting policies used in the preparation of the unaudited condensed consolidated interim financial statements are consistent with those adopted in preparing the annual audited financial statements for the year ended 31 December 2017.

In the current interim period, the Group has applied, for the first time, the following new and revised HKFRSs for the preparation of the Group's condensed consolidated financial statements.

HKFRS 15, Revenue from contracts with customers

HKFRS 9, Financial instruments

The adoption of the new and revised HKFRSs in the current interim period has had no material impact on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

2. 編製基準及會計政策變動 (續)

編製基準 (續)

該等未經審核簡明綜合中期財務報表並不包括年度財務報表必須載列之所有資料及披露，並應與根據香港財務報告準則（「香港財務報告準則」）編製之本集團截至二零一七年十二月三十一日止年度之年度財務報表一併閱讀。

編製未經審核簡明綜合中期財務報表所採用之會計政策與編製截至二零一七年十二月三十一日止年度之年度經審核財務報表所採納者一致。

於本中期期間，本集團已就編製本集團簡明綜合財務報表首次應用以下新訂及經修訂香港財務報告準則。

香港財務報告準則第15號，與客戶所訂合約之收益

香港財務報告準則第9號，財務工具

於本中期期間採納新訂及經修訂香港財務報告準則對此等簡明綜合財務報表所呈報之數額及／或此等簡明綜合財務報表所載之披露事項並無重大影響。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

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

Basis of preparation (Continued)

The following is a new HKFRS that has been published and are relevant and mandatory for the Group's accounting periods beginning after 1 January 2018 or later periods, but have not been early adopted by the Group.

2. 編製基準及會計政策變動 (續)

編製基準 (續)

以下為與本集團相關的已經公佈且在本集團二零一八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新訂香港財務報告準則。

		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 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
Details of the assessment of the impact of this new HKFRS on the results and financial position of the Group can be referred to Note 2.2 in "Notes to Consolidated Financial Statements" of the Company's 2017 annual report.			有關該新訂香港財務報告準則對本集團業績及財務狀況之影響評估詳情請參閱本公司二零一七年年報「綜合財務報表附註」附註2.2。
The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption. The Group will continue to assess the further impacts of this new HKFRS before the effective date of this new HKFRS.			本集團擬應用簡化過渡法且將不會重列首次採納前一年度的比較數字。本集團將繼續於該新訂香港財務報告準則生效日期前評估該新訂香港財務報告準則之進一步影響。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements
未經審核簡明綜合中期財務報表附註

3. REVENUE, OTHER INCOME AND OTHER GAINS – NET

3. 收益、其他收入及其他收益淨額

	For the three months ended 30 June		For the six months ended 30 June	
	截至六月三十日止三個月		截至六月三十日止六個月	
	2018	2017	2018	2017
	二零一八年	二零一七年	二零一八年	二零一七年
	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Revenue	收益			
Sports content production and distribution income	體育內容製作及配送收入			
	103,133	30,315	191,727	52,330
Sports talent management income	體育人才管理收入			
	1,132	1,749	3,538	3,765
Sales of goods	銷售貨品			
	240,120	24,512	419,352	76,438
Community development consultancy service income	社區發展諮詢服務收入			
	24,439	–	24,461	–
Sports park facilities hiring, management and other service income	體育園設施之租賃、管理及其他服務收入			
	3,760	2,012	4,860	3,542
Gross rental income	總租金收入			
	2,623	1,239	5,334	1,472
	375,207	59,827	649,272	137,547
Other income	其他收入			
Government grants	政府補貼			
	5,068	8,486	9,974	16,932
Interest income	利息收入			
	1,282	1,547	2,595	3,028
	6,350	10,033	12,569	19,960
Other gains – net	其他收益淨額			
Net fair value gain on investment properties	投資物業之公平值收益淨額			
	166	–	166	–
Gain on remeasurement of pre-existing interest in a joint venture (note 21)	重新計量於合營企業之現有權益之收益(附註21)			
	1,764	–	1,764	–
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備收益淨額			
	181	29	181	443
Fair value gain on derivative financial instruments	衍生財務工具之公平值收益			
	115	–	115	–
	2,226	29	2,226	443
Other income and other gains – net	其他收入及其他收益淨額			
	8,576	10,062	14,795	20,403

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

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 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 sport 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.

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 less losses of associates and joint ventures as well as head office and corporate income and expenses are excluded from such measurement.

4. 經營分部資料

管理層乃本集團之首席營運決策制定者。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。

管理層按產品／服務劃分考慮業務。管理層分別考慮所提供之不同產品及服務，而本集團分為以下兩個可呈報經營分部：

- (a) 體育相關業務分部，從事體育內容製作及配送、體育人才管理及市場推廣以及提供體育相關的市場推廣及諮詢服務；及
- (b) 社區開發分部，從事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。

管理層分開監察本集團各經營分部之業績，就以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，此乃計量除稅前經調整溢利或虧損之方法。除稅前經調整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減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。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

4. OPERATING SEGMENT INFORMATION (Continued)

For the six months ended 30 June 2018

4. 經營分部資料(續)

截至二零一八年六月三十日止六個月

	Sports-related business 體育相關業務		Community development 社區開發		Total 總計	
	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment Revenue	分部收益					
External	外部					
	195,305	56,095	453,967	81,452	649,272	137,547
Segment Results	分部業績					
	31,808	1,105	26,420	2,223	58,228	3,328
Reconciliation:	調節表:					
Interest income	利息收入					
	2,595					
Fair value gain/(loss) on investment properties	投資物業之公平值收益/(虧損)					
	166					
Equity-settled share option expense	以股權結算之購股權開支					
	(5,892)					
Gain on remeasurement of pre-existing interest in joint venture	重新計量於合營企業之現有權益之收益					
	1,764					
Corporate and other unallocated income	企業及其他未分配收入					
	296					
Corporate and other unallocated expenses	企業及其他未分配開支					
	(31,742)					
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					
	94,660					
Finance costs	財務成本					
	(39,886)					
Profit/(loss) before income tax	除所得稅前溢利/(虧損)					
	80,189					
	(128,769)					

Notes to the Unaudited Condensed Consolidated Interim Financial Statements
未經審核簡明綜合中期財務報表附註

5. FINANCE COSTS

5. 財務成本

		For the three months ended 30 June		For the six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元
Interest on bank and other loans	銀行及其他貸款利息	2,377	5,302	3,179	10,195
Interest on convertible notes	可換股票據利息	26,669	24,500	52,767	48,503
Less: interest expense capitalised into properties under development for sale	減：撥充資本至發展中之待售物業之利息開支	(7,666)	(9,801)	(16,060)	(12,832)
		21,380	20,001	39,886	45,866

Note:

附註：

(a) The finance costs have been capitalised at a weighted average interest rate of 14.5% (2017: 12.1%) per annum.

(a) 財務成本已按14.5%（二零一七年：12.1%）之平均年利率資本化。

6. SHARE OF PROFITS LESS LOSSES OF ASSOCIATES AND JOINT VENTURES

The unaudited condensed consolidated results for the period ended 30 June 2018 include the Group's share of the results and reserves of Li Ning Co for the six months ended 31 March 2018 and adjusted for any significant events or transactions for the period from 1 April 2018 to 30 June 2018. The unaudited condensed consolidated results for the period ended 30 June 2017 included the Group's share of the results and reserves of Li Ning Co for the six months ended 31 March 2017 and adjusted for any significant events or transactions for the period from 1 April 2017 to 30 June 2017. The Group has adopted the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associate's results based on accounts drawn up to a non-coterminous period end where the difference must be no greater than three months. There is no non-coterminous period end for other associates and joint ventures.

During the six months ended 30 June 2018, the Group shared the profits less losses of associates and joint ventures amounting to HK\$94,660,000 (the corresponding period in 2017: HK\$50,258,000). In February 2017, Li Ning Co issued 168,629,032 new ordinary shares upon the conversion of convertible bonds in the principal amount of RMB561,000,000 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\$67,712,000 has arisen. In this connection, for the six months ended 30 June 2017, the Group shared the net losses of the associates and a joint venture in the amount of HK\$17,454,000.

6. 分佔聯營公司及合營企業之溢利減虧損

截至二零一八年六月三十日止期間之未經審核簡明綜合業績包括本集團分佔李寧公司截至二零一八年三月三十一日止六個月之業績及儲備，並就自二零一八年四月一日起至二零一八年六月三十日止期間之任何重大事件或交易作出調整。截至二零一七年六月三十日止期間之未經審核簡明綜合業績包括本集團應佔李寧公司截至二零一七年三月三十一日止六個月之業績及儲備，並就自二零一七年四月一日起至二零一七年六月三十日止期間之任何重大事件或交易作出調整。本集團已採納香港會計準則第28號所載之條文，據此，其准許根據聯營公司不同結算日期（但差距不得超過三個月）之賬目計入應佔聯營公司之業績。其他聯營公司及合營企業無不同結算日期。

截至二零一八年六月三十日止六個月，本集團分佔聯營公司及合營企業的溢利減虧損達94,660,000港元（二零一七年同期：50,258,000港元）。於二零一七年二月，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。本集團於李寧公司的股權已由約24.3%攤薄至約22.6%，並產生視作部分出售之虧損67,712,000港元。就此而言，截至二零一七年六月三十日止六個月，本集團分佔聯營公司及一間合營企業的虧損淨額達17,454,000港元。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

7. PROFIT/(LOSS) BEFORE INCOME TAX

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

7. 除所得稅前溢利／（虧損）

本集團之除所得稅前溢利／（虧損）乃經扣除／（計入）下列各項達致：

	For the three months ended 30 June		For the six months ended 30 June		
	截至六月三十日止三個月		截至六月三十日止六個月		
	2018	2017	2018	2017	
	二零一八年	二零一七年	二零一八年	二零一七年	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	
Cost of inventories sold	已售存貨成本	233,248	23,933	403,875	75,191
Cost of services provided	所提供服務成本	79,891	28,439	150,531	46,349
Depreciation	折舊	899	796	1,681	1,638
Amortisation of intangible assets	無形資產攤銷	56	–	56	–
Foreign exchange loss, net	匯兌虧損淨額	1,095	1,922	1,880	2,174
Net fair value (gain)/loss on investment properties	投資物業之公平價值（收益）／虧損淨額	(166)	9,315	(166)	9,315
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備收益淨額	(181)	(29)	(181)	(443)
Fair value (gain)/loss on derivative financial instruments	衍生財務工具之公平價值（收益）／虧損	(115)	59	(115)	59
Gain on remeasurement of pre-existing interest in a joint venture (note 21)	重新計量於合營企業之現有權益之收益（附註21）	(1,764)	–	(1,764)	–
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	2,490	2,129	5,239	4,228
Employee benefits expense (including directors' remuneration):	僱員福利開支（包括董事酬金）：				
– Wages and salaries	– 工資及薪金	14,976	11,257	28,273	22,898
– Equity-settled share option expenses	– 以股權結算之購股權開支	1,595	4,554	3,739	25,110
– Contributions to defined contribution retirement plan	– 定額供款退休金計劃之供款	1,880	860	2,903	1,736
Total employee benefits expense	僱員福利開支總額	18,451	16,671	34,915	49,744

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

8. INCOME TAX

8. 所得稅

		For the three months ended 30 June		For the six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Current – the PRC	本期間－中國	6,827	2,142	12,065	5,417
Deferred	遞延	(271)	(2,328)	(271)	(2,328)
		6,556	(186)	11,794	3,089

No provision for Hong Kong profits tax has been provided for the six months ended 30 June 2018 as the Group did not generate any assessable profits arising in Hong Kong during the period (the corresponding period in 2017: 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 periods ended 30 June 2018 and 30 June 2017 based on existing legislation, interpretations and practices in respect thereof.

The share of income tax expense attributable to associates and joint ventures for the period amounting to HK\$10,543,000 (the corresponding period in 2017: HK\$11,400,000) is included in "Share of profits less losses of associates and joint ventures" in the unaudited consolidated results.

本集團截至二零一八年六月三十日止六個月並無於香港產生任何應課稅溢利，故並無就期內作出香港利得稅撥備（二零一七年同期：無）。就中國業務作出之中國企業所得稅撥備乃根據相關現行法規、詮釋和慣例按截至二零一八年六月三十日及二零一七年六月三十日止期間內估計應課稅溢利以25%之法定稅率計算。

期內分佔聯營公司及合營企業應佔所得稅開支達10,543,000港元（二零一七年同期：11,400,000港元）乃計入未經審核綜合業績之「分佔聯營公司及合營企業之溢利減虧損」。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

9. PROFIT/(LOSS) PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings/(loss) per share amounts for the six months ended 30 June 2018 and 2017 is based on the profit/(loss) for the period attributable to equity holders of the Company, and the weighted average number of ordinary shares in issue and participating equity instruments during the periods.

The calculation of the diluted earnings per share amount for the periods ended 30 June 2018 and 30 June 2017 was based on the profit for the period 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 earnings per share amount presented for the periods ended 30 June 2018 and 30 June 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 periods ended 30 June 2018 and 30 June 2017, either had anti-dilutive or no dilutive effect on the basic earnings per share amount presented.

9. 本公司權益持有人應佔每股溢利／（虧損）

截至二零一八年及二零一七年六月三十日止六個月之每股基本盈利／（虧損）金額乃根據本公司權益持有人應佔期內溢利／（虧損）及期內已發行普通股及參與股本工具加權平均數計算。

截至二零一八年六月三十日及二零一七年六月三十日止期間之每股攤薄盈利金額乃根據本公司權益持有人應佔期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潛在攤薄普通股之影響作出調整）計算。

由於截至二零一八年六月三十日及二零一七年六月三十日止期間，就潛在攤薄效應而言，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所呈列之每股基本盈利金額具反攤薄效應或並無攤薄效應，故就攤薄影響而言，並無就截至二零一八年六月三十日及二零一七年六月三十日止期間所呈列之每股基本盈利金額作出調整。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

9. PROFIT/(LOSS) PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY (Continued)

9. 本公司權益持有人應佔每股溢利／（虧損）（續）

	For the three months ended 30 June		For the six months ended 30 June		
	截至六月三十日止三個月 2018 二零一八年	2017 二零一七年	截至六月三十日止六個月 2018 二零一八年	2017 二零一七年	
	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	
Profit/(loss) attributable to equity holders of the Company, used in the basic and diluted earnings/(loss) per share calculation (HK\$'000)	用於計算每股基本及攤薄溢利／（虧損）之本公司權益持有人應佔溢利／（虧損）（千港元）	31,519	(30,603)	68,589	(134,510)
Number of ordinary shares	普通股數目				
Weighted average number of ordinary shares in issue and participating equity instruments, used in the basic earnings/(loss) per share calculation ('000)	用於計算每股基本盈利／（虧損）之已發行普通股及參與股本工具之加權平均數（千股）	11,217,767	11,172,697	11,214,497	11,168,579
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）	128,646	–	114,320	–
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）	11,346,413	11,172,697	11,328,817	11,168,579
Basic earnings/(loss) per share (HK cents)	每股基本盈利／（虧損）（港仙）	0.28	(0.27)	0.61	(1.20)
Diluted earnings/(loss) per share (HK cents)	每股攤薄盈利／（虧損）（港仙）	0.28	(0.27)	0.61	(1.20)

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

10. INVESTMENT PROPERTIES

As at 30 June 2018, the fair values of the Group's investment properties were HK\$146,466,000 (31 December 2017: HK\$137,274,000). The fair values of the Group's investment properties are assessed by management based on the property valuation, adopting the income capitalisation approach and made reference to available comparable market transactions, performed by Savills Valuation and Professional Services Limited, independent professionally qualified valuers. The investment properties are measured using significant unobservable inputs (level 3 of fair value hierarchy). During the period, there were no transfers among the levels.

10. 投資物業

於二零一八年六月三十日，本集團投資物業之公平值為146,466,000港元（二零一七年十二月三十一日：137,274,000港元）。管理層乃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透過採納收入資本化法並參考現有可資比較市場交易進行之物業估值評估本集團投資物業之公平值。投資物業乃使用重大不可觀察輸入數據（第3級公平值）計量。期內，層級之間並無轉撥。

11. INTERESTS IN ASSOCIATES AND JOINT VENTURES

11. 於聯營公司及合營企業之權益

		30 June 2018 二零一八年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2017 二零一七年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Interests in associates	於聯營公司之權益		
Amount due from an associate	應收聯營公司款項	5,522	5,522
Share of net assets of associates	分佔聯營公司資產淨值	2,218,472	2,146,062
Goodwill	商譽	1,404,735	1,423,657
		3,628,729	3,575,241
Interest in joint ventures	於合營企業之權益		
Share of net assets of joint ventures	分佔合營企業資產淨值	17,863	42,520
Goodwill	商譽	-	11,748
		17,863	54,268
		3,646,592	3,629,509

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11. INTERESTS IN ASSOCIATES AND JOINT VENTURES (Continued)

Note:

As at 30 June 2018, the market value of Li Ning Co's listed shares was HK\$8.65 per share (31 December 2017: HK\$6.33 per share). The number of Li Ning Co ordinary shares held by the Group was approximately 299,374,000 as at 30 June 2018 and 31 December 2017 and number of convertible securities held was approximately 249,827,000 as at 30 June 2018 and 31 December 2017.

As at 30 June 2018 and 31 December 2017, the Group has interests in the following principal associates:

11. 於聯營公司及合營企業之權益 (續)

附註：

於二零一八年六月三十日，李寧公司上市股份之市價為每股8.65港元（二零一七年十二月三十一日：每股6.33港元）。本集團於二零一八年六月三十日及二零一七年十二月三十一日所持李寧公司普通股數目約為299,374,000股，而於二零一八年六月三十日及二零一七年十二月三十一日所持可換股證券數目約為249,827,000份。

於二零一八年六月三十日及二零一七年十二月三十一日，本集團於以下主要聯營公司擁有權益：

		Percentage of equity interests directly attributable to the Group 本集團直接應佔股權百分比
Li Ning Co*	李寧公司*	22.5%
CITIC Land	中信置業	29%
Double Happiness	紅雙喜	10%

* Li Ning Co holds 47.5% of the equity interests in Double Happiness.

* 李寧公司持有紅雙喜47.5%之股權。

In June 2018, the Group completed the step acquisition of 20% equity interest in 非凡德勝（珠海）體育科技發展有限公司（「非凡德勝」） and its 50% equity interest was accounted for as remeasurement of pre-existing interest in a joint venture.

於二零一八年六月，本集團完成分階段收購非凡德勝（珠海）體育科技發展有限公司（「非凡德勝」）之20%股權及其50%股權已入賬列作重新計量於合營企業之已有權益。

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12. STOCK OF PROPERTIES

12. 物業存貨

	30 June 2018 二零一八年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2017 二零一七年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Properties under development for sale	287,995	273,048
發展中之待售物業		

The properties under development for sale are held outside Hong Kong with medium to long-term lease. The development is expected to be completed 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。

13. INVENTORIES

13. 存貨

	30 June 2018 二零一八年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2017 二零一七年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Raw materials	194	196
Finished goods	180	140
	374	336
原材料		
製成品		

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14. TRADE DEBTORS AND BILLS RECEIVABLE

14. 應收賬款及應收票據

		30 June 2018 二零一八年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2017 二零一七年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade debtors and bills receivable	應收賬款及應收票據	345,221	303,577
Less: allowance for doubtful debts	減：呆賬撥備	(4,038)	(4,038)
		341,183	299,539

An aging analysis of the trade debtors and bills receivable (net of allowance for doubtful debts) that are not considered to be impaired as at the end of the reporting period, based on the payment due date, is as follows:

於報告期末被認為未減值之應收賬款及應收票據（扣除呆賬撥備）按到期付款日期之賬齡分析如下：

		30 June 2018 二零一八年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2017 二零一七年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Neither past due nor impaired	並未逾期或減值	323,515	235,152
Less than 3 months past due	逾期少於三個月	-	44,523
3 to 6 months past due	逾期三至六個月	371	18,083
More than 6 months and less than a year past due	逾期超過六個月 但少於一年	17,297	792
Over 1 year past due	逾期一年以上	-	989
		341,183	299,539

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14. TRADE DEBTORS AND BILLS RECEIVABLE (Continued)

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 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.

15. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

14. 應收賬款及應收票據 (續)

未逾期亦未減值的應收款項來自不同的客戶，彼等均無近期違約歷史。已逾期但未減值之應收款項乃與多名與本集團保持良好往績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。

15. 預付款項、按金及其他應收款項

		30 June 2018 二零一八年 六月三十日	31 December 2017 二零一七年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
Prepayments	預付款項	58,676	98,883
Deposits and other receivables	按金及其他應收款項	93,975	159,143
		152,651	258,026
Non-current deposits and other receivables	非流動按金及 其他應收款項	1,760	1,760

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16. TRADE AND OTHER PAYABLES

The trade payables of the Group as at 30 June 2018 and 31 December 2017 were all aged within three months, as determined based on the invoice date.

		30 June 2018 二零一八年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2017 二零一七年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade payables	應付賬款	97,842	105,252
Other payables	其他應付款項	57,164	61,532
		155,006	166,784

16. 應付賬款及其他應付款項

根據發票日期計算，本集團於二零一八年六月三十日及二零一七年十二月三十一日之應付賬款之賬齡均少於三個月。

17. ACCRUALS AND RECEIPTS IN ADVANCE

		30 June 2018 二零一八年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2017 二零一七年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Accruals	應計費用	20,907	22,613
Receipts in advance	預收款項	87,544	48,808
		108,451	71,421

17. 應計費用及預收款項

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18. BANK LOANS

18. 銀行貸款

		30 June 2018 二零一八年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2017 二零一七年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Bank loans, secured	銀行貸款·有抵押	40,050	37,535
Less: Current portion	減：即期部分	(40,050)	-
		-	37,535

Bank loan as at 30 June 2018 is a revolving loan while bank loan as at 31 December 2017 was fully repaid in May 2018. Both of the bank loans bear floating rate of HIBOR plus basis.

於二零一八年六月三十日之銀行貸款為循環貸款，而於二零一七年十二月三十一日之銀行貸款已於二零一八年五月悉數償還。該等銀行貸款均按香港銀行同業拆息加指定息率之浮動利率計息。

Loan included collateralised bank loan which is secured by interest in an associate with an estimated carrying amount of approximately HK\$78,153,000 (31 December 2017: approximately HK\$111,612,000).

貸款包括由於一間聯營公司之權益（估計賬面值約78,153,000港元（二零一七年十二月三十一日：約111,612,000港元））作抵押之有抵押銀行貸款。

The Group has obtained bank facilities of HK\$460,000,000 during the period, of which HK\$420,000,000 remained unutilised at 30 June 2018.

期內，本集團獲得銀行融資460,000,000港元，其中420,000,000港元於二零一八年六月三十日尚未動用。

19. 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 Note 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\$769,231,000 as at 30 June 2018 (31 December 2017: approximately HK\$755,901,000).

19. 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港元之可贖回可換股票據（「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)所述票據於發行日直至到期日（包括該日）期間按每年10.5%計算的金額（包括全部已付利息連同上文(ii)及(iii)應付者）內部收益率的任何其他金額。

於二零一八年六月三十日，票據由估計賬面值約769,231,000港元（二零一七年十二月三十一日：約755,901,000港元）之聯營公司之權益作抵押。

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19. CONVERTIBLE NOTES (Continued)

An aggregated net proceeds of approximately HK\$777,013,000 was raised by the convertible notes during the year ended 31 December 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 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.

During the six months ended 30 June 2018, no noteholders have converted any portion of the Notes into ordinary shares of the Company.

The Notes are presented in the statement of financial position as follows:

19. 可換股票據（續）

於截至二零一六年十二月三十一日止年度，可換股票據合共已籌得所得款項淨額約777,013,000港元。

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使用並無權益轉換權之類似負債使用實際市場收益率14.64%折現的現金流量釐定。餘下款項（即權益轉換部分之價值）計入股東權益。

於截至二零一八年六月三十日止六個月內，概無票據持有人將任何票據部分轉換為本公司之普通股。

票據於財務狀況表內呈列如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Liability component at 1 January	於一月一日之 負債部分	750,605	690,440
Interest expense	利息開支	52,767	48,503
Interest paid	已付利息	(19,450)	(19,450)
Liability component at 30 June	於六月三十日之 負債部分	783,922	719,493

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19. CONVERTIBLE NOTES (Continued)

The following table shows the remaining contractual maturities at the end of the period, 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:

19. 可換股票據（續）

下表示列期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須予還款之最早日期：

		More than 1 year but less than 2 years 超過一年 但少於兩年	More than 2 years but less than 5 years 超過兩年 但少於五年	Total	Carrying amount
	Within 1 year 一年內				
	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
At 30 June 2018 (Unaudited)	於二零一八年六月 三十日 (未經審核)				
Convertible notes (liability component)	可換股票據 (負債部分)	38,900	38,900	1,145,132	1,222,932
At 31 December 2017 (Audited)	於二零一七年十二月 三十一日 (經審核)				
Convertible notes (liability component)	可換股票據 (負債部分)	38,900	38,900	1,164,582	1,242,382

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20. SHARE CAPITAL

20. 股本

		30 June 2018 (Unaudited) 二零一八年六月三十日 (未經審核)		31 December 2017 (Audited) 二零一七年十二月三十一日 (經審核)	
		Number of shares 股份數目	Nominal amount 面值 HK\$'000 千港元	Number of shares 股份數目	Nominal amount 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				
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及 二零一八年一月一日			8,808,732,726	440,437
Issue of ordinary shares	發行普通股			38,168,000	1,908
At 30 June 2018	於二零一八年六月三十日			8,846,900,726	442,345

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21. BUSINESS COMBINATION

In June 2018, the Group completed the step acquisition of 20% equity interest in 非凡德勝 for a consideration of approximately HK\$14,575,200. The Group's interest in 非凡德勝 increased from 50% to 70% and 非凡德勝 changed from a joint venture to a subsidiary of the Company. The results of 非凡德勝 and its subsidiaries are consolidated into the Group's financial statements commencing from the acquisition date. The acquisition was made as part of the Group's strategy to expand the physical rehabilitation business.

The Group accordingly remeasured the fair value of its previously held equity interest in 非凡德勝 at the acquisition date and recognised the resulting gain of approximately HK\$1,764,000 on remeasurement of the Group's pre-existing interest in 非凡德勝 to acquisition date fair value and included such gain in "Other income and other gains – net" in the condensed consolidated statement of profit or loss and other comprehensive income.

21. 業務合併

於二零一八年六月，本集團完成以代價約14,575,200港元分階段收購非凡德勝之20%股權。本集團於非凡德勝之權益由50%增至70%，及非凡德勝由本公司合營企業變更為附屬公司。非凡德勝及其附屬公司之業績自收購日期起併入本集團財務報表。該收購事項為本集團擴充體能康復業務的策略的一部分。

本集團相應地於收購日期重新計量其先前持有的非凡德勝股權的公平值，並就重新計量本集團原持有非凡德勝權益至收購日期公平值確認因此產生的收益約1,764,000港元，並將該收益計入簡明綜合損益及其他全面收益表之「其他收入及其他收益淨額」項目。

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未經審核簡明綜合中期財務報表附註

21. BUSINESS COMBINATION (Continued)

The aggregate fair values of the identifiable assets and liabilities of 非凡德勝 as at the acquisition date are as follows:

21. 業務合併 (續)

非凡德勝於收購日期之可識別資產及負債之公平值總額如下：

		Fair values recognised on acquisition date 於收購日期 確認之公平值 HK\$'000 千港元
Intangible assets	無形資產	13,538
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	25,713
Cash and bank balances	現金及銀行結餘	11,168
Other assets	其他資產	3,933
Liabilities assumed	所承擔負債	(7,809)
Total identifiable net assets at fair value	按公平值列賬之可識別淨資產 總額	46,543
Non-controlling interests	非控股權益	(13,963)
		32,580
Goodwill	商譽	18,433
Consideration	代價	51,013
Satisfied by:	由下列支付：	
Cash payable	應付現金	14,575
Fair value of pre-existing interest in 非凡德勝 at the date of acquisition	原持有非凡德勝權益於收購日期 之公平值	36,438
		51,013

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

21. BUSINESS COMBINATION (Continued)

The fair value of the identifiable net assets is based on the valuation performed by Savills Valuation and Professional Services Limited, independent professionally qualified valuers.

22. COMMITMENTS FOR PROPERTY DEVELOPMENT/CAPITAL EXPENDITURE

As at 30 June 2018, the Group had the follow commitments for property development and capital expenditure:

21. 業務合併 (續)

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(獨立專業合資格估值師)進行之估值釐定。

22. 房地產開發/資本開支承擔

於二零一八年六月三十日，本集團擁有以下房地產開發及資本開支承擔：

		30 June 2018 二零一八年 六月三十日	31 December 2017 二零一七年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Leasehold improvements	租賃物業裝修	612	-
Property development/ construction work	房地產開發/ 建築工程	29,332	29,800
Capital contribution of joint ventures/ associates	注資合營企業/ 聯營公司	607,928	616,137
		637,872	645,937

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

23. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these unaudited interim financial statements, the Group had the following material transactions with related parties in the ordinary course of business during the period:

23. 重大關連人士交易

除該等未經審核中期財務報表其他部分所詳述之交易外，本集團於期內於日常業務中有以下重大關連人士交易：

		For the six months ended	
		截至下列日期止六個月	
		30 June	30 June
		2018	2017
		二零一八年	二零一七年
		六月三十日	六月三十日
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Notes			
附註			
	Marketing service income received and receivable from associates	已收及應收聯營公司之市場推廣服務收入	
(i)		174,086	40,508
	Cost of purchases paid and payable to an associate	已付及應付一間聯營公司的採購費用	
(ii)		1,374	—
	Expenses paid and payable to an associate	已付及應付一間聯營公司的開支	
(iii)		25	—
	Office and car-park rental expense paid and payable to associates	已付及應付聯營公司之辦公室及停車場租金開支	
(iv)		909	714

(i) Marketing service income in relation to some sports event and competition and the endorsement of brand products of Li Ning Co and its subsidiaries ("Li Ning Group") managed by the Group received and receivable from Li Ning Group* and Double Happiness*, which was charged in accordance with the terms negotiated between the related parties.

(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公司及其附屬公司（「李寧集團」）之品牌產品而提供之服務而向李寧集團*及紅雙喜*收取及應收之營銷服務費用，該等費用按經有關人士協定之條款收取。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

23. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(ii) Cost of purchases in relation to brand products of Li Ning Group* paid and payable to Li Ning Group*, which was charged in accordance with the terms negotiated between the Group and Li Ning Group*.

(iii) Expenses in relation to certain consumables paid and payable to Li Ning Group*, which was charged in accordance with the terms negotiated between the Group and Li Ning Group*.

(iv) During the six months ended 30 June 2018, the Group leased offices and certain car-parking spaces from Li Ning Group* and Double Happiness*. The lease rates were determined after arm's length negotiations between the related parties 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 Li Ning Group while Mr. Li Ning and Mr. Chan Ling are common directors of the Company and Double Happiness.

24. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

As at 30 June 2018, the fair values of the derivative financial instruments were HK\$2,340,000 (31 December 2017: HK\$2,255,000). The fair values of the derivative financial instruments were assessed by management based on the valuation, using a binomial model, performed by Savills Valuation and Professional Services Limited, independent professionally qualified valuers. 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 period, there were no transfers among the levels.

23. 重大關連人士交易（續）

(ii) 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。

(iii) 已付及應付李寧集團*的若干消費品相關開支，該款項按本集團與李寧集團*協定的條款收取。

(iv) 於截至二零一八年六月三十日止六個月，本集團租用李寧集團*及紅雙喜*之辦公室及若干停車位。此項租金乃由相關訂約方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。

24. 財務工具之公平值計量

於二零一八年六月三十日，衍生財務工具之公平值為2,340,000港元（二零一七年十二月三十一日：2,255,000港元）。管理層乃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使用二項式模式進行之估值評估衍生財務工具之公平值。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）計量。期內，公平值層級間並無進行轉移。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

24. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

The carrying amount of financial assets and liabilities approximated their fair value. They were trade debtors and bills receivable, prepayments, deposits and other receivables, cash and bank balances, trade and other payables, accruals and receipts in advance and deferred income.

25. INTERIM DIVIDEND

The Directors do not recommend the payment of any interim dividend in respect of the six months ended 30 June 2018 (2017: Nil).

24. 財務工具之公平值計量 (續)

財務資產及負債之賬面值與其公平值相若。該等財務資產及負債包括應收賬款及應收票據、預付款項、按金及其他應收款項、現金及銀行結餘、應付賬款及其他應付款項、應計費用及預收款項以及遞延收入。

25. 中期股息

董事不建議派付截至二零一八年六月三十日止六個月之任何中期股息(二零一七年:無)。

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2018.

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

As at 30 June 2018, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive of the Company were deemed or taken to have under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

購回、出售或贖回本公司上市證券

於截至二零一八年六月三十日止六個月內，本公司及其任何附屬公司概無購回、出售或贖回本公司之任何上市證券。

董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉

於二零一八年六月三十日，本公司之董事及行政總裁於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉（包括本公司董事及行政總裁根據證券及期貨條例有關條文被視為或當作擁有之權益及淡倉），或必須及已記錄於本公司根據證券及期貨條例第352條所存置登記冊之權益及淡倉，或根據GEM上市規則第5.46至5.67條所述有關董事買賣之規定標準須知會本公司及聯交所之權益及淡倉如下：

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

於本公司普通股（「股份」）、相關股份
及債權證之權益

Name of Directors	Capacity	Number of Shares/ underlying Shares held 所持股份／相關股份數目			Number of share options held ⁽³⁾	Total interests	Approximate percentage of shareholding as at 30 June 2018 於二零一八年 六月三十日 所持股權 概約百分比	
		Nature of Interest 權益性質						
		Personal interests	Corporate interests					
董事姓名	身份	個人權益	公司權益	所持 購股權數目 ⁽³⁾	權益總額			
Mr. LI Ning 李寧先生	Beneficial owner 實益擁有人	21,508,000	–	9,000,000	} 8,242,951,151 (L)	93.17%		
	Interest of controlled corporation 受控制法團權益	–	8,212,443,151 ⁽¹⁾	–				
	Interest of controlled corporation 受控制法團權益	–	544,241,573 ⁽¹⁾	–			544,241,573 (S)	6.15%
Mr. CHAN Ling 陳寧先生	Beneficial owner 實益擁有人	63,287,669	–	72,000,000	135,287,669 (L)	1.53%		
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 ⁽²⁾	–	–				
	Beneficial owner 實益擁有人	–	–	91,000,000	6,171,022,769 (L)	69.75%		
Mr. CHAN James 陳進思先生	Beneficial owner 實益擁有人	5,000,000	–	11,000,000	16,000,000 (L)	0.18%		
Mr. MA Wing Man 馬詠文先生	Beneficial owner 實益擁有人	864,000	–	7,833,334	8,697,334 (L)	0.10%		
Mr. CHEN Johnny 陳志宏先生	Beneficial owner 實益擁有人	600,000	–	7,833,334	8,433,334 (L)	0.10%		
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:

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

附註：

1. 李寧先生透過以下於Lead Ahead Limited (「Lead Ahead」)、Victory Mind Assets Limited (「Victory Mind Assets」)及Dragon City Management (PTC) Limited (「Dragon City」)分別持有權益而被視為擁有合共8,212,443,151股股份好倉之權益及透過於Lead Ahead持有權益而被視為擁有544,241,573股股份淡倉之權益：
 - (a) 2,132,420,382股股份好倉及544,241,573股股份淡倉由Lead Ahead持有，而Lead Ahead由李寧先生及李進先生分別擁有60%及40%股權。李寧先生亦為Lead Ahead之董事；
 - (b) Victory Mind Assets擁有2,728,582,769股股份好倉權益，當中包括(i)Victory Mind Assets所持有之1,680,022,769股股份及(ii)因本公司於二零一三年十一月向Victory Mind Assets發行之可換股價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創立人，因此被視為於上述2,728,582,769股股份中擁有權益。李寧先生為Victory Mind Assets及Ace Leader各自之董事；及

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

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

Save as disclosed above, none of the Directors nor the chief executive of the Company had, as at 30 June 2018, 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作為各獨立信託受託人而分別擁有60%及40%。李寧先生為持有Dragon City 60%權益之股東及單位信託之創立人，因此被視為於該等3,351,440,000股股份中擁有權益。李寧先生為Dragon City之董事。

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

除上文披露者外，於二零一八年六月三十日，本公司董事及行政總裁概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何權益或淡倉（包括根據證券及期貨條例有關條文彼等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條所存置登記冊之任何權益或淡倉，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任何權益或淡倉。

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

As at 30 June 2018, so far as was known to the Directors, the interests and short positions of the persons (other than the interests and short positions of the Directors or chief executive of the Company as disclosed above) in the shares and/or underlying shares of the Company (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company are set out below:

Interests in the Shares and underlying Shares

主要股東及其他人士於本公司股本中的權益及淡倉

於二零一八年六月三十日，就董事所知，除上文披露之本公司董事或行政總裁權益及淡倉外，以下人士於本公司股份及／或相關股份（定義見證券及期貨條例第XV部）擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊內，或已另行知會本公司之權益及淡倉如下：

於股份及相關股份之權益

Capacity	Number of Shares/ underlying Shares held	Approximate percentage of shareholdings as at 30 June 2018	
身份	所持股份／ 相關股份之數目	於二零一八年 六月三十日 所持股權 概約百分比	
Substantial Shareholders			
主要股東			
Mr. LI Chun ⁽¹⁾ 李進先生 ⁽¹⁾	Interest of controlled corporation 受控制法團權益	8,212,443,151(L) 544,241,573(S)	92.83% 6.15%
Lead Ahead ⁽²⁾	Beneficial owner 實益擁有人	2,132,420,382(L) 544,241,573(S)	24.10% 6.15%
Victory Mind Assets ⁽³⁾	Beneficial owner 實益擁有人	2,728,582,769(L)	30.84%
Ace Leader ⁽³⁾	Interest of controlled corporation 受控制法團權益	2,728,582,769(L)	30.84%
Jumbo Top ⁽³⁾	Interest of controlled corporation 受控制法團權益	2,728,582,769(L)	30.84%
TMF ⁽³⁾	Trustee 受託人	2,728,582,769(L)	30.84%

	Capacity	Number of Shares/ underlying Shares held	Approximate percentage of shareholdings as at 30 June 2018 於二零一八年 六月三十日 所持股權 概約百分比
	身份	所持股份/ 相關股份之數目	
Dragon City ⁽⁴⁾	Trustee 受託人	3,351,440,000(L)	37.88%
Cititrust ⁽⁴⁾	Trustee 受託人	3,351,440,000(L)	37.88%
Other Persons 其他人士			
China Construction Bank Corporation 中國建設銀行 股份有限公司	Interest of controlled corporation 受控制法團權益 Person having a security interest in shares 於股份持有保證權益之人士	544,241,573 3,512,443,151	
		4,056,684,724 ⁽⁵⁾ (L)	45.85%
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 interest in shares 於股份持有保證權益之人士	544,241,573 3,512,443,151	
		4,056,684,724 ⁽⁵⁾ (L)	45.85%
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 ⁽⁶⁾ (L)	10.47%
Mr. MA Chi Seng 馬志成先生	Beneficial owner 實益擁有人	617,000,000 ⁽⁷⁾ (L)	6.97%

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

(L)及(S)分別指好倉及淡倉

Notes:

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

附註：

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

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

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.
3. See note 1(b) under "Interests and short positions of directors and the chief executive in the shares and underlying shares and debentures of the Company and its associated corporations" and note 1(b) above. For avoidance of doubt and double counting, it should be noted that Ace Leader, Jumbo Top and TMF are deemed to be interested in the 2,728,582,769 Shares which Victory Mind Assets is interested in.
4. See note 1(c) under "Interests and short positions of directors and the chief executive in the shares and underlying shares and debentures of the Company and its associated corporations" and note 1(c) above. Cititrust is deemed to be interested in the 3,351,440,000 Shares which Dragon City is interested in.

(c) Dragon City擁有3,351,440,000股股份好倉權益，當中包括(i) Dragon City持有之2,000,000,000股股份及(ii)因本公司於二零一三年十一月向Dragon City發行可換股債券所附之轉換權按轉換價每股股份0.325港元獲悉數行使而可予發行之1,351,440,000股股份。上述3,351,440,000股股份由Dragon City作為單位信託之受託人而擁有權益，而上述信託之單位由Cititrust作為各獨立信託受託人而分別擁有60%及40%。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。
3. 見「董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉」一節附註1(b)及上文附註1(b)。為免生疑問及重複計算，謹請留意Ace Leader、Jumbo Top及TMF被視為於Victory Mind Assets所擁有權益之2,728,582,769股股份中擁有權益。
4. 見「董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉」一節附註1(c)及上文附註1(c)。Cititrust被視為於Dragon City所擁有權益之3,351,440,000股股份中擁有權益。

5. Such long position includes unlisted and physically settled derivative interests in 544,241,573 underlying Shares and is held by Cheer Hope Holdings Limited ("Cheer Hope"). Cheer Hope is wholly-owned by CCBI Investments Limited which is in turn wholly-owned by CCB International (Holdings) Limited ("CCB International"). CCB International is wholly-owned by CCB Financial Holdings Limited ("CCB Financial") and CCB Financial is wholly-owned by CCB International Group Holdings Limited ("CCB Holdings"). CCB Holdings is wholly-owned by China Construction Bank Corporation ("CCBC") which is in turn owned as to 57.11% by Central Huijin Investment Ltd ("Huijin"). Huijin is deemed to be interested in the 4,056,684,724 Shares which CCBC is interested in.
5. 此好倉包括於544,241,573股相關股份之非上市及以實物交收之衍生工具權益並由Cheer Hope Holdings Limited (「Cheer Hope」)持有。Cheer Hope由CCBI Investments Limited全資擁有，而CCBI Investments Limited則由建銀國際(控股)有限公司(「建銀國際」)全資擁有。建銀國際由建行金融控股有限公司(「建行金融」)全資擁有及建行金融由建行國際集團控股有限公司(「建行控股」)全資擁有。建行控股由中國建設銀行股份有限公司(「中國建設銀行」)全資擁有，而中國建設銀行則由中央匯金投資有限責任公司(「匯金」)擁有57.11%權益。匯金被視為於中國建設銀行擁有權益之4,056,684,724股股份中擁有權益。
6. 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.
6. 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。
7. 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 30 June 2018.
7. 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，於二零一八年六月三十日馬志成先生於500,000,000股股份及本公司購股權(賦予權利可認購合共117,000,000股股份)中擁有權益。

As at 30 June 2018, save as disclosed above, so far as was known to the Directors, no other person (other than the Directors or chief executive of the Company) had any interests or short position in the shares and/or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company.

SHARE OPTION SCHEME

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

於二零一八年六月三十日，除上文披露者外，就董事所知，概無其他人士（除本公司董事或行政總裁外）於本公司股份及／或相關股份中，擁有任何記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊或已另行知會本公司之任何權益或淡倉。

購股權計劃

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

Particulars of the share options under the Share Option Scheme and their movements during the six months ended 30 June 2018 are set out below:

截至二零一八年六月三十日止六個月，購股權計劃下之購股權詳情及變動載列如下：

	Date of Grant 授出日期	Number of Share Options 購股權數目			Balance as at 30.06.2018 於 二零一八年 六月三十日 結餘
		Balance as at 1.1.2018 於 二零一八年 一月一日 結餘	Exercised during the period 於期內行使	Cancelled/ lapsed during the period 於期內 註銷/失效	
Directors					
董事					
LI Ning 李寧	02.07.2013 20.01.2017	3,000,000 6,000,000	- -	- -	3,000,000 ^{(2)(a)} 6,000,000 ^{(4)(a)}
CHAN Ling 陳寧	02.07.2010 02.07.2013 20.01.2017	2,000,000 30,000,000 40,000,000	- - -	- - -	2,000,000 ⁽¹⁾ 30,000,000 ^{(2)(b)} 40,000,000 ^{(4)(b)}
LI Chunyang 李春陽	02.07.2010 02.07.2013 20.01.2017	2,000,000 26,000,000 20,000,000	- - -	- - -	2,000,000 ⁽¹⁾ 26,000,000 ^{(2)(c)} 20,000,000 ^{(4)(c)}
LI Qilin 李麒麟	02.07.2013 20.01.2017	4,000,000 87,000,000	- -	- -	4,000,000 ^{(3)(a)} 87,000,000 ^{(4)(d)}
CHAN James 陳進思	02.07.2013 20.01.2017	10,000,000 6,000,000	(5,000,000) -	- -	5,000,000 ^{(3)(b)} 6,000,000 ^{(4)(e)}
MA Wing Man 馬詠文	02.07.2010 02.07.2013 20.01.2017	333,334 2,688,000 6,000,000	- (1,188,000) -	- - -	333,334 ⁽¹⁾ 1,500,000 ^{(2)(d)} 6,000,000 ^{(4)(a)}
CHEN Johnny 陳志宏	02.07.2010 02.07.2013 20.01.2017	333,334 3,000,000 6,000,000	- (1,500,000) -	- - -	333,334 ⁽¹⁾ 1,500,000 ^{(2)(e)} 6,000,000 ^{(4)(a)}
LIEN Jown Jing, Vincent 連宗正	20.01.2017	6,000,000	-	-	6,000,000 ^{(4)(a)}
		260,354,668	(7,688,000) ^{(12)(a)}	-	252,666,668

Number of Share Options
購股權數目

Date of Grant 授出日期	Balance as at 1.1.2018 於 二零一八年 一月一日 結餘	Exercised during the period 於期內行使	Cancelled/ lapsed during the period 於期內 註銷/失效	Balance as at 30.06.2018 於 二零一八年 六月三十日 結餘	
Other employees 其他僱員					
In aggregate 合計	02.07.2010	1,133,334	–	–	1,133,334 ⁽¹⁾
In aggregate 合計	06.09.2010	2,800,000	–	–	2,800,000 ⁽²⁾
In aggregate 合計	02.07.2013	47,000,000	(22,996,000)	–	24,004,000 ⁽³⁾
In aggregate 合計	20.06.2014	14,708,000	(3,796,000)	(1,304,000)	9,608,000 ⁽⁷⁾
In aggregate 合計	20.01.2017	53,600,000	(912,000)	–	52,688,000 ⁽⁸⁾
		119,241,334	(27,704,000) ^(12b)	(1,304,000)	90,233,334
Other grantees 其他承授人					
In aggregate 合計	06.09.2010	800,000	–	–	800,000 ⁽⁹⁾
In aggregate 合計	02.07.2013	58,880,000	(2,584,000)	–	56,296,000 ⁽¹⁰⁾
In aggregate 合計	20.01.2017	131,900,000	(192,000)	–	131,708,000 ⁽¹¹⁾
		191,580,000	(2,776,000) ^(12c)	–	188,804,000
		571,176,002	(38,168,000)	(1,304,000)	531,704,002

Notes:

- (1) Exercisable period: from 2 July 2013 to 1 July 2018.
- (2) (a) The share options comprised the following: (i) 1,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018 and (ii) 1,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019.
- (b) The share options comprised the following: (i) 15,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018 and (ii) 15,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019.
- (c) The share options comprised the following: (i) 13,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018 and (ii) 13,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019.
- (d) The share options as at 1 January 2018 comprised the following: (i) 1,188,000 share options with exercisable period from 2 July 2015 to 1 July 2018 and (ii) 1,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i) and (ii) of this note was 0 and 1,500,000 respectively as at 30 June 2018.

附註：

- (1) 行使期：二零一三年七月二日至二零一八年七月一日。
- (2) (a) 購股權包括以下各項：(i)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(ii)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。
- (b) 購股權包括以下各項：(i)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(ii)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。
- (c) 購股權包括以下各項：(i)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(ii)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。
- (d) 於二零一八年一月一日之購股權包括以下各項：(i)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(ii)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)及(ii)項之購股權數目於二零一八年六月三十日分別為0份及1,500,000份。

- (e) The share options as at 1 January 2018 comprised the following: (i) 1,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018 and (ii) 1,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i) and (ii) of this note was 0 and 1,500,000 respectively as at 30 June 2018.
- (e) 於二零一八年一月一日之購股權包括以下各項：(i)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(ii)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)及(ii)項之購股權數目於二零一八年六月三十日分別為0份及1,500,000份。
- (3) (a) The share options comprised the following: (i) 2,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018 and (ii) 2,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019.
- (3) (a) 購股權包括以下各項：(i)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(ii)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。
- (b) The share options as at 1 January 2018 comprised the following: (i) 5,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018 and (ii) 5,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i) and (ii) of this note was 0 and 5,000,000 respectively as at 30 June 2018.
- (b) 於二零一八年一月一日之購股權包括以下各項：(i)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(ii)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)及(ii)項之購股權數目於二零一八年六月三十日分別為0份及5,000,000份。
- (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.
- (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.
- (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.
- (5) The share options comprised the following: (i) 400,000 share options with exercisable period from 6 September 2013 to 5 September 2018; (ii) 1,200,000 share options with exercisable period from 6 September 2014 to 5 September 2019; and (iii) 1,200,000 share options with exercisable period from 6 September 2015 to 5 September 2020.
- (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) 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) 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。
- (5) 購股權包括下列各項：(i)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；(ii)行使期為二零一四年九月六日至二零一九年九月五日之1,200,000份購股權；及(iii)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。

(6) The share options as at 1 January 2018 comprised the following: (i) 23,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018 and (ii) 23,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i) and (ii) of this note was 504,000 and 23,500,000 respectively as at 30 June 2018.

(7) The share options as at 1 January 2018 comprised the following: (i) 4,804,000 share options with exercisable period from 20 June 2015 to 19 June 2018; (ii) 4,804,000 share options with exercisable period from 20 June 2016 to 19 June 2019; and (iii) 5,100,000 share options with exercisable period from 20 June 2017 to 19 June 2020. The number of share options under (i), (ii) and (iii) of this note was 0, 4,804,000 and 4,804,000 respectively as at 30 June 2018.

(8) The share options as at 1 January 2018 comprised the following: (i) 26,800,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 13,400,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 13,400,000 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 25,888,000, 13,400,000 and 13,400,000 respectively as at 30 June 2018.

(9) Exercisable period: from 6 September 2013 to 5 September 2018.

(6) 於二零一八年一月一日之購股權包括下列各項：(i)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(ii)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)及(ii)項之購股權數目於二零一八年六月三十日分別為504,000份及23,500,000份。

(7) 於二零一八年一月一日之購股權包括下列各項：(i)行使期為二零一五年六月二十日至二零一八年六月十九日之4,804,000份購股權；(ii)行使期為二零一六年六月二十日至二零一九年六月十九日之4,804,000份購股權；及(iii)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5,100,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一八年六月三十日分別為0份、4,804,000份及4,804,000份。

(8) 於二零一八年一月一日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26,800,000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13,400,000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13,400,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一八年六月三十日分別為25,888,000份、13,400,000份及13,400,000份。

(9) 行使期：二零一三年九月六日至二零一八年九月五日。

(10) The share options as at 1 January 2018 comprised the following: (i) 29,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018 and (ii) 29,380,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i) and (ii) of this note was 26,916,000 and 29,380,000 respectively as at 30 June 2018.

(11) The share options as at 1 January 2018 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. The number of share options under (i), (ii) and (iii) of this note was 65,758,000, 32,975,000 and 32,975,000 respectively as at 30 June 2018.

- (12) (a) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.87.
- (b) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.89.
- (c) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.88.

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

Date of Grant
授出日期

02.07.2010
06.09.2010
02.07.2013
20.06.2014
20.01.2017

Exercise Price per Share (HK\$)
每股行使價 (港元)

3.90
4.15
0.50
0.80
0.80

(14) No Share options were granted during the six months ended 30 June 2018.

(10) 於二零一八年一月一日之購股權包括以下各項：(i)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(ii)行使期為二零一六年七月二日至二零一八年七月一日之29,380,000份購股權。本附註(i)及(ii)項之購股權數目於二零一八年六月三十日分別為26,916,000份及29,380,000份。

(11) 於二零一八年一月一日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。本附註(i)、(ii)及(iii)項之購股權數目於二零一八年六月三十日分別為65,758,000份、32,975,000份及32,975,000份。

- (12) (a) 於緊接購股權獲行使日期前之加權平均收市價為0.87港元。
- (b) 於緊接購股權獲行使日期前之加權平均收市價為0.89港元。
- (c) 於緊接購股權獲行使日期前之加權平均收市價為0.88港元。

(13) 購股權之行使價如下：

(14) 截至二零一八年六月三十日止六個月，概無購股權獲授出。

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 throughout the six months ended 30 June 2018.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

For the six months ended 30 June 2018, the Directors are not aware of any business or interest of the Directors, the controlling shareholders and their respective close associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group.

DISCLOSURE ON CHANGES OF 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 annual report of the Company for the year ended 31 December 2017 are set out below:

Name 姓名	Details of Changes 變動詳情
Mr. Li Qilin	On 19 June 2018, Mr. Li Qilin has been re-designated from a non-executive director to an executive director of Li Ning Company Limited, the shares of which are listed on the Stock Exchange (Stock Code: 2331)
李麒麟先生	於二零一八年六月十九日，李麒麟先生已自李寧有限公司（其股份於聯交所上市（股份代號：2331））之非執行董事調任為執行董事

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二零一八年六月三十日止六個月一直遵守交易必守標準。

董事於競爭業務之權益

截至二零一八年六月三十日止六個月，董事並不知悉董事、控股股東及彼等各自之緊密聯繫人（定義見GEM上市規則）擁有與本集團業務構成競爭或可能構成競爭之任何業務或權益，亦不知悉任何該等人士與或可能與本集團存在任何其他利益沖突。

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十二月三十一日止年度之年報日期後，董事資料之變動詳情載列如下：

CORPORATE GOVERNANCE

The Company is committed to achieving and maintaining high standard of corporate governance. The Company had complied with the code provisions of the Corporate Governance Code (the "CG Code") during the six months ended 30 June 2018 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 role of the chairman and the chief executive officer should be separated and should not be performed by the same individual. Mr. Li Ning holds both the positions of the chairman and the chief executive officer of the Company. 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 caliber 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, two independent non-executive Directors were unable to attend the annual general meeting of the Company held on 15 June 2018 due to overseas engagement.

AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company's 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.

企業管治

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，本公司於截至二零一八年六月三十日止六個月一直遵守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。

企業管治守則守則條文第A.2.1條規定，主席及行政總裁之角色應分開及不應由同一人擔任。李寧先生擔任本公司主席兼行政總裁之職務。經考慮李先生之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。

根據企業管治守則守則條文第A.6.7條，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。兩名獨立非執行董事由於海外事務未克出席本公司於二零一八年六月十五日舉行之股東週年大會。

審核委員會

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

The Audit Committee currently comprises three independent non-executive Directors, namely, Mr. Chen Johnny (the Chairman of the Audit Committee), Mr. Lien Jown Jing, Vincent and Mr. Wang Yan and one non-executive Director, Mr. Ma Wing Man. The unaudited consolidated results of the Group for the six months ended 30 June 2018 have been reviewed by the Audit Committee.

By order of the Board

Viva China Holdings Limited
Li Ning

Chairman and Chief Executive Officer

Hong Kong, 13 August 2018

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

Executive Directors:

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

Mr. Chan Ling (*Chief Operating Officer*)

Mr. Li Chunyang

Mr. Li Qilin

Non-executive Directors:

Mr. Chan James

Mr. Ma Wing Man

Independent Non-executive Directors:

Mr. Chen Johnny

Mr. Lien Jown Jing, Vincent

Mr. Wang Yan

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集團截至二零一八年六月三十日止六個月之未經審核綜合業績。

承董事會命

非凡中國控股有限公司

主席兼行政總裁

李寧

香港，二零一八年八月十三日

於本報告日期，董事會包括以下成員：

執行董事：

李寧先生（*主席兼行政總裁*）

陳寧先生（*營運總裁*）

李春陽先生

李麒麟先生

非執行董事：

陳進思先生

馬詠文先生

獨立非執行董事：

陳志宏先生

連宗正先生

汪延先生



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

Room 3602-06, 36th Floor, China Merchants Tower
Shun Tak Centre, 200 Connaught Road Central, Hong Kong
香港干諾道中200號信德中心招商局大廈36樓3602-06室

<http://www.vivachina.hk>

