



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

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



ANNUAL REPORT
2021
年報

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BOARD OF DIRECTORS

Executive Directors

Mr. Li Ning (*Chairman & Chief Executive Officer*)
Mr. Li Chunyang
Mr. Li Qilin

Non-executive Directors

Mr. Victor Herrero
Mr. Ma Wing Man

Independent Non-executive Directors

Mr. Li Qing
Mr. Pak Wai Keung, Martin
Mr. Wang Yan

AUDIT COMMITTEE

Mr. Pak Wai Keung, Martin (*Chairman*)
Mr. Li Qing
Mr. Wang Yan
Mr. Ma Wing Man

REMUNERATION COMMITTEE

Mr. Wang Yan (*Chairman*)
Mr. Li Ning
Mr. Li Qing
Mr. Pak Wai Keung, Martin

NOMINATION COMMITTEE

Mr. Li Ning (*Chairman*)
Mr. Pak Wai Keung, Martin
Mr. Wang Yan

AUTHORISED REPRESENTATIVES

Mr. Li Ning
Mr. Cheung Chi

COMPLIANCE OFFICER

Mr. Li Ning

COMPANY SECRETARY

Mr. Cheung Chi

董事會

執行董事

李寧先生 (*主席兼行政總裁*)
李春陽先生
李麒麟先生

非執行董事

Victor Herrero先生
馬詠文先生

獨立非執行董事

李勅先生
白偉強先生
汪延先生

審核委員會

白偉強先生 (*主席*)
李勅先生
汪延先生
馬詠文先生

薪酬委員會

汪延先生 (*主席*)
李寧先生
李勅先生
白偉強先生

提名委員會

李寧先生 (*主席*)
白偉強先生
汪延先生

授權代表

李寧先生
張智先生

監察主任

李寧先生

公司秘書

張智先生

Corporate Information 公司資料

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants and Registered PIE Auditor
22/F, Prince's Building
Central, Hong Kong

PRINCIPAL BANKERS

Bank of Communications Co., Ltd
China CITIC Bank International Limited
China Construction Bank Corporation
China Merchants Bank Co., Ltd
Industrial and Commercial Bank of China (Asia) Limited
Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Co., Ltd

LEGAL ADVISERS

Deacons
5th Floor Alexandra House
18 Chater Road
Central, Hong Kong

Commerce & Finance Law Offices
6/F, NCI Tower, A12
Jianguomenwai Avenue
Chaoyang District
Beijing, 100022, PRC

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS

2/F, PopOffice,
9 Tong Yin Street,
Tseung Kwan O, New Territories
Hong Kong

核數師

羅兵咸永道會計師事務所
執業會計師及註冊公眾利益實體核數師
香港中環
太子大廈22樓

主要往來銀行

交通銀行股份有限公司
中信銀行(國際)有限公司
中國建設銀行股份有限公司
招商銀行股份有限公司
中國工商銀行(亞洲)有限公司
渣打銀行(香港)有限公司
香港上海滙豐銀行有限公司

法律顧問

的近律師行
香港中環
遮打道18號
歷山大廈5樓

通商律師事務所
中國北京市
朝陽區
建國門外大街
甲12號新華保險大廈6層
郵編100022

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

主要營業地點

香港
新界將軍澳
唐賢街9號
PopOffice 2樓

SHARE REGISTRARS AND TRANSFER OFFICES

Cayman Islands

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3, Building D
P.O. Box 1586
Gardenia Court
Camana Bay
Grand Cayman, KY1-1100
Cayman Islands

Hong Kong

Tricor Secretaries Limited
Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

WEBSITE

www.vivachina.hk

STOCK CODE

8032

股份過戶登記處

開曼群島

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3, Building D
P.O. Box 1586
Gardenia Court
Camana Bay
Grand Cayman, KY1-1100
Cayman Islands

香港

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心
54樓

網站

www.vivachina.hk

股份代號

8032



Chairman's Statement 主席報告

Dear Shareholders,

During 2021, the Group has experienced extraordinary changes. During the first year of the 14th Five-Year Plan, the PRC government has been accelerating the establishment of a new economic development and consumption pattern featuring "domestic economy circulation" to expand domestic demand. Together with the widely applied vaccination for COVID-19 and other favorable conditions that mitigate the repeated impact from the pandemic, the economy has grown steadily. The PRC's economy showed strong resilience during the entire 2021 and recorded an annual increase of 8.1%. In particular, consumption expenditures became the core momentum by contributing 65.4% to the economic growth. Targeting at the huge consumption market, the Group further expanded its multi-brand apparel and footwear consumable goods business. After acquiring Bossini, a lifestyle apparel brand well known in Mainland China and Hong Kong, the Group launched Bossini.X positioning as street fashion during the year and actively expanded its store network in Mainland China. In early 2022, the Group finished its acquisition of Amedeo Testoni, a century-old Italian luxury brand. It is also expected that the Group will complete its acquisition of Clarks, a century-old British footwear brand, within 2022. Through the steady development of self-owned brands and the acquisitions of other brands, the Group's multi-brand apparel and footwear consumable goods business begins to take shape and thereby lay a foundation for the sustainable development of the Group.

致各位股東：

二零二一年為非凡中國集團發展迎來重大變化的一年。踏入「十四五」規劃元年，中央政府致力推動「國民經濟循環」的新經濟發展格局及消費模式，國民消費需求持續釋放，加上疫苗普及接種，諸多有利條件緩和疫情反覆的衝擊，促進經濟穩定向上。2021年全年，中國經濟展現強大韌力，增長按年上升8.1%，其中消費支出對經濟增長的貢獻更達65.4%，成為核心動力。瞄準龐大的消費市場，集團進一步擴大多品牌鞋服消費品業務版圖。繼收購中港馳名休閒服裝品牌Bossini後，集團於年內推出街潮定位的Bossini.X，在中國大陸市場積極擴張布點；二零二二年初集團完成收購意大利百年奢華品牌Amedeo Testoni，並預計於二零二二年內完成對英國百年鞋履品牌Clarks的收購。自有品牌的穩步發展，加上兼併收購其他品牌，集團的多品牌鞋服消費品業務漸具規模，為集團的可持續發展奠定基礎。

Thanks to the enthusiastic sports atmosphere during the year, the sports experience business has also been promoted. Chinese athletes achieved marvellous results in the Olympics Games that were delayed by one year, and the Beijing Winter Olympics held in early 2022 further stimulated the public's enthusiasm to take exercise. In the meantime, the State Council issued the National Fitness Program (2021-2025) in the second half of 2021 to advocate the fitness among all citizens. It is expected that the development of sports industry will be accelerated and brings the overall scale of the national sports industry to RMB5 trillion. During the year, sports parks and ice-skating rinks within the Group reopened and customer flows gradually resumed, which significantly improved the results of sports experience segment.

EXPANDING THE SCALE OF THE MULTI-BRAND APPAREL AND FOOTWEAR CONSUMABLE GOODS BUSINESS

During the year, the Group continued to focus on the prime consumer segment and actively sought opportunities to expand its multi-brand apparel and footwear consumable goods business. In particular, the LNG and Bossini brands in the Greater China market rolled out offline retail stores to increase brand awareness and market coverage. By the end of 2021, Bossini.X, has opened a number of retail stores in the first- and second-tier cities in China. LNG, the Group's affordable luxury brand, has also completed its repositioning by launching new store images and a new brand logo, and formed the styles of its various product lines. During the year, a number of physical stores were opened in the high-end business areas in the first-tier cities such as Chongqing, Shanghai, Shenzhen and Nanjing.

Given that the market demand remained uncertain as the pandemic continued during the year, we believe that it will take time to nurture and grow the brand. In the future, the Group will invest more in sales channel expansion, supply chain and marketing. Meanwhile, in order to enhance operational efficiency, the Group will focus on improving the store operational efficiency and strengthening the control of back-office operation expenses so as to improve the competitiveness and sustainability of the Group.

In order to further expand its business, the Group continued to search for and acquire a number of high-quality brands with potential during the year, including Amedeo Testoni, a century-old Italian luxury brand, whose acquisition was completed in early 2022, and Clarks, a British footwear brand that is nearly two hundred years old, whose acquisition is in progress. After the acquisitions, the Group's brand portfolio will be enriched to meet the needs of the prime consumers in different areas such as sports and leisure, street fashion, affordable luxury and high-end luxury. The Group's market share in the Greater China region and overseas markets can also be increased.

而運動體驗業務受惠於年內熾熱的運動氛圍，亦健康有序地推進。中國運動員在延遲一年的奧運中表現出色，而二零二二年初舉辦的北京冬奧會亦進一步推高國民的健身熱情。與此同時，國務院於二零二一年下半年印發《全民健身計劃（2021-2025年）》，提倡全民健身，預計將推動體育產業加速向前，帶動中國體育產業總規模達到5萬億元人民幣。年內集團旗下體育園及溜冰場重開，人流逐步回復，運動體驗板塊業績大幅改善。

擴充多品牌鞋服消費品業務版圖

集團於年內繼續聚焦黃金消費群市場，積極尋找機會拓展多品牌鞋服消費品業務。其中，在針對大中華市場的LNG和Bossini品牌拓展上，我們透過鋪設線下零售網點，力求擴大品牌認知度及市場覆蓋率。截至2021年底，堡獅龍旗下的全新品牌Bossini.X於內地一二線城市開設多家零售店。本集團輕奢潮牌「LNG」亦完成重新定位，推出全新店鋪形象、新品牌標識等，明晰多條產品線主題風格，年內多家實體店相繼落戶重慶、上海、深圳、南京等一線城市的高端商圈。

由於年內疫情持續，市場需求仍存在不確定性，我們認為品牌的培育和成長尚需時間。未來，集團將在銷售渠道拓展、供應鏈和市場營銷等方面加大投入；同時為提升經營效率，集團亦將專注於單店經營效率的提升，加強後台運營費用管控，以求增強品牌競爭力和可持續發展力。

為了進一步擴大業務版圖，年內集團繼續尋找及收購多個具發展潛力的高品質品牌，包括2022年初完成收購意大利百年奢華品牌Amedeo Testoni，及正在收購中的英國近兩百年的鞋履品牌Clarks。完成收購後，本集團的品牌組合將更加豐富，滿足黃金消費群在運動休閒、街潮、輕奢、高端奢華等不同領域的需求，並擴大集團於大中華地區乃至海外市場的份額。

PROMOTING THE SPORTS EXPERIENCE BUSINESS DURING THE BIG YEAR OF SPORTS EVENTS

We came across a big year of sports events. A number of major events were held successively, such as the Tokyo Olympic Games, the National Games of PRC in 2021, and the Beijing Winter Olympics in early 2022. In respond to the initiative in the 14th Five-Year Plan to extensively carry out the nationwide fitness campaign and promote the construction of community sports venues and facilities, the Group strives to integrate sports into daily life and continues to expand the network of sports destinations. Since Tongxiang Li Ning Sports Park and Hangzhou Li Ning Sports Park put into operation in early 2022, the Group currently manages and operates 10 sports parks.

The Group's "All Star Ice Skating Club" currently operates 11 ice-skating rinks in the first- and second-tier cities in China. Similarly, spurred by the various top sports events, especially the Beijing Winter Olympics, our ice-skating rinks recorded substantial growth in customer flow during the year and the revenue and segment result largely improved compared with prior year. In 2022, the Group will continue to expand its business in cities with strong consumption capacities such as Beijing and Shanghai, and capitalize on the boom in winter sports to provide the public with skating experience and various training services.

In terms of e-sports, the Group's League of Legends e-sports team LNG achieved outstanding performance during the League of Legends Pro League (LPL) in the past year, and was qualified for the world championship during the Summer Split in China for the first time and advanced to the group stage. We are all encouraged and hope that it can achieve better results this year. Along with the upsurge of e-sports and the increasing popularity of the LNG team, the Group's apparels and footwear brands including the LNG brand are expected to be further promoted and will gain recognitions from the younger generation.

體育大年推進「運動體驗」有序經營

適逢體育大年，體壇盛事如2021年的東京奧運會、全運會及2022年初的北京冬奧會陸續舉行。順應國家「十四五」規劃廣泛開展全民健身運動、推進社會體育場地設施建設等倡導，集團堅持把體育融入生活，持續拓展體育目的地網絡。桐鄉李寧體育園及杭州李寧體育園於2022年初投入運營後，當前本集團旗下管理和運營共10個體育園。

本集團旗下的「全明星滑冰俱樂部」現時於中國一、二線城市營運共11個滑冰場館。同樣受北京冬奧會等大型賽事掀起的運動熱潮帶動，年內冰場人流顯著提升，收入和業績均較上年有大幅改善。2022年，集團將繼續在北京、上海等消費力強的城市拓展業務，抓住冰雪運動熱潮向公眾提供滑冰體驗及多項培訓服務。

電競運動方面，本集團旗下的LNG英雄聯盟戰隊在過去一年的聯賽中創造佳績，從國內英雄聯盟聯賽LPL夏季賽突圍，首次獲得英雄聯盟全球總決賽資格，並成功打入小組賽，令人鼓舞，希望今年再創佳績。而隨著電競運動熱潮和戰隊知名度提升，集團旗下包括LNG同名品牌在內的鞋服品牌能夠獲得進一步推廣，得到年輕一代消費圈層的認可。

ACKNOWLEDGMENT

Looking ahead, the multi-brand apparel and footwear consumable goods business will continue to be the main business of the Group. With the pursuit of high-quality life and fashion trends by the prime consumer groups, the Group will closely monitor the market trends while formulating its brand strategies, so as to meet the preferences of the target consumer groups. In the future, on the one hand, we will focus on the operation of the consumer brands of apparel and footwear, and on the other hand, by providing sports experience services, we will interact with the target consumer groups to further understand their needs, so as to promote the development of the apparel and footwear consumable goods business. At the same time, the Group will also expand the vertically integrated industry chain by building its own supply chain platform and e-commerce platform to enhance its synergies both internally and externally, so as to lay a foundation for the sustainable development of the Group.

Lastly, on behalf of the Board, I would like to express my great respect to the Company's management and all employees for their unity and hard work over the past year. At the same time, I would like to express my heartfelt gratitude to our shareholders and business partners for their trust and continuous support to the Group. No matter how complex and volatile the external environment is, we will remain persistent and pragmatic, and continue to strive for the Company's long-term development and create values for the shareholders!

Li Ning

Chairman, Chief Executive Officer and Executive Director
18 March 2022, Hong Kong

致謝

展望未來，多品牌鞋服消費品業務仍將作為集團的主業，隨著黃金消費群體對高品質生活和時尚潮流的追求，集團在制定品牌策略時將密切留意市場脈搏，切合目標消費群體的喜好。未來，我們將一方面專注鞋服消費品牌的運營，另一方面通過提供運動體驗服務，與目標消費群體互動，進一步了解其需求，從而推動鞋服消費品業務的發展。同時集團還將全方位拓展上下游全產業鏈，搭建自有供應鏈平台及電商平台，提高集團內外部和協同效益，為集團業務的可持續發展奠定基礎。

最後，本人謹代表董事會，對公司管理層和全體員工在過去一年團結一心、拼搏奮進的工作精神致以崇高的敬意，同時謹向各位股東及業務夥伴對本集團的信賴和忠實支持致以衷心的感謝。無論外部環境多麼複雜多變，我們也將堅定不移、腳踏實地，為實現公司的長遠發展和為股東創造價值不懈努力！

主席、行政總裁兼執行董事

李寧

二零二二年三月十八日，香港

Business Review

業務回顧

Looking back at 2021, the Group has expanded its “multi-brand apparel and footwear consumable goods” business which mainly includes the investment and operation of apparel and footwear consumable goods that feature with multi-brands and multi-categories, aiming to increase its market share and penetration rate. Meanwhile, the Group has been steadily developing the “sports experience” business which includes the operation, service provision and investment of sports destination, sports events, and an e-sports club. During the year, the PRC government has been vigorously promoting the new economic pattern for the “domestic economic circulation”, which presented significant opportunities to consumable goods market. Therefore, the Group has seized the opportunity to develop its self-own brands and actively acquired other brands. As a result, the multi-brand apparel and footwear consumable goods business has begun to take shape. Thanks to the enthusiastic sports atmosphere during the year, the sports experience business has also been promoted.

MULTI-BRAND APPAREL AND FOOTWEAR CONSUMABLE GOODS BUSINESS

During the year, the orderly application of vaccination and the rising average income level were conducive to the recovery of consumer market in Mainland China. However, the flood situation in Henan province and the outbreak of the COVID-19 mutated virus in the second half of 2021 suppressed consumer demand in the short term and brought uncertainties to the economic recovery and growth. During the year, the Group has continued to deepen its development in the consumer market in Mainland China which boasts great development potential, and proactively expanded its multi-brand apparel and footwear consumable goods business, so as to lay a solid foundation for the sustainable development of the Group's business as a whole.

The Group acquired Bossini International Holdings Limited in 2020 and launched the brand new Bossini.X in the second quarter of 2020. During the year, Bossini.X opened more than 40 retail stores in the first- and second-tier cities in Mainland China, which promoted the recognition in the market. It is expected that the Group will still have to make greater efforts to improve the product strategy and expand sales channels in quite a long time in the future. Therefore, we are in the view that Bossini could possibly continue to record losses for the year.

回顧2021年，本集團擴大發展「多品牌鞋服消費品」業務，主要包括投資和營運多品牌、多品類的鞋服消費品，以增加市場佔有率和滲透度，同時穩步發展「運動體驗」業務，包括體育目的地、體育賽事活動及電競俱樂部的營運、服務及投資。年內，中國政府大力推動國民經濟循環的新經濟格局，為消費品市場帶來顯著市場機遇。本集團緊抓機遇發展自有品牌，並積極兼併收購其他品牌，多品牌鞋服消費品業務漸具規模。而運動體驗業務受惠於年內熾熱的運動氛圍，亦健康有序地推進。

多品牌鞋服消費品業務

年內，疫苗接種有序進行、群眾平均收入持續提升，有利中國大陸消費市場復甦。但由於河南汛情以及二零二一年下半年出現的新冠肺炎變種病毒爆發等，消費需求受到短期抑制，為經濟的復甦與發展帶來不確定性。本集團於年內持續深耕發展潛力豐富的中國內地消費市場，積極擴展旗下多品牌鞋服消費品業務，為集團整體業務的可持續發展打下堅實基礎。

本集團於二零二零年收購堡獅龍國際集團有限公司並於同年第二季度推出全新的「Bossini.X」。年內，Bossini.X於內地一二線城市開設超過40家零售店，提高了市場認知度。本集團預計在未來較長的時間內，仍需要在完善產品策略、拓展銷售渠道等方面加大投入。因此，本集團預計年內堡獅龍將繼續錄得虧損。

With its League of Legends e-sports team being qualified for the world championship in the League of Legends Pro League, the Group's affordable luxury brand LNG continued to explore the huge business opportunities from the prime consumer groups. During the year, the brand launched new store images and a new brand logo with product style beginning to take shape, which formed the styles of many product lines such as urban techwear, future players, trendy IP and Chinese players. LNG's channel expansion has also begun to take shape by opening 19 physical stores in trendy landmark malls in high-end business areas such as Shanghai Qiantan Taikoo Li, HKRI Taikoo Hui, Shenzhen MixC World and Nanjing Deji Plaza. In the future, the brand will further clarify channel expansion plans and improve supply chain management to enhance brand competitiveness.

In addition to the steady development of existing brands, the Group has also further expanded its multi-brand footwear and apparel consumable goods business through the acquisition of brands with development potential. In early 2022, the Group completed the conditional acquisition of the entire issued share capital of Sitoy AT Holdings Company Limited which owns a century-old Italian luxury leader label brand, Amedeo Testoni and its diffusion line i29. Amedeo Testoni is principally engaged in wholesale and retail of leatherware, fashion garments and apparel. Through this acquisition, the Group has added a high-end luxury brand to its asset portfolio and expanded existing business scale by extending its network to Europe, Japan and South Korea. Next, the Group will review the product, supply chain and channel strategies to increase the brand's market share in Asia and improve its operational efficiency and profitability.

On 15 March 2021, the Group announced that we conditionally subscribed for the majority share interest and acquired a shareholder's loan of LionRock Capital Partners QiLe Limited which holds a majority interest in C&J Clark (No.1) Limited ("Clarks"). Clarks is a British footwear brand that is nearly two hundred years old, with major markets covering the United Kingdom, the United States and Greater China region, etc. It is expected that upon the completion of the acquisition, the Group's sales will increase significantly and its profitability will also be enhanced.

借助同名英雄聯盟戰隊成功打入世界聯賽的電競運動熱潮，本集團旗下輕奢潮牌「LNG」繼續開拓黃金消費群的龐大商機。年內該品牌推出全新店鋪形象和新品牌標識，產品風格初具雛形，明晰了都市機能、未來玩家、潮流IP、中國選手等產品線主題風格。通過在上海前灘太古里、興業太古匯、深圳萬象天地、南京德基廣場等高端商圈的潮流地標商場開設19家實體店，LNG的渠道擴張已初具規模。未來該品牌將進一步清晰渠道擴張規劃、完善供應鏈管理，以提高品牌競爭力。

除了穩步發展現有品牌外，本集團亦透過收購具有發展潛力的品牌，進一步擴展多品牌鞋服消費品業務的版圖。二零二二年初，本集團完成有條件收購Sitoy AT Holdings Company Limited全部已發行股本。該公司持有意大利百年頂尖奢華品牌Amedeo Testoni及其衍生線i29。Amedeo Testoni主要從事皮具、時裝及服裝的批發及零售。通過該項收購，本集團的資產組合新增了高端奢侈品品牌，並將多品牌鞋服消費品網絡擴張至歐洲、日韓等地，擴大了現有營業規模。接下來，本集團將重新審視產品、供應鏈和渠道策略，增加該品牌在亞洲市場的份額，提高其運營效率及盈利能力。

二零二一年三月十五日，本集團宣佈有條件認購LionRock Capital Partners Qile Limited大多數股權及其股東貸款，該公司持有C&J Clark (No.1) Limited (「Clarks」) 的大多數權益。Clarks為英國近兩百年的鞋履品牌，主要市場覆蓋英國、美國和大中華地區等。預計完成該項收購後，本集團的銷售額規模將大大增加，盈利水平亦將得到提升。

SPORTS EXPERIENCE BUSINESS

During 2021, the first year of the 14th Five-Year Plan, the central government deepened its plans for sports reform. In the second half of the year, the State Council released the "National Fitness Program (2021-2025)", aiming to promote high-quality development of China's sports sector and to expand the overall scale of the national sports industry to RMB5 trillion by 2025. Driven by such policy, as well as the national upsurge in sports spurred by the Tokyo Olympic Games, National Games of PRC and the Beijing Winter Olympics held in early 2022, there was a growing demand from the public for sports facilities and sports training services, which created a favorable business environment for the Group's sports experience business. The results of this segment recorded a significant improvement as compared to the previous year.

At the beginning of 2022, Tongxiang Li Ning Sports Park and Hangzhou Li Ning Sports Park were put into operation successively. Currently, the Group operates and manages a total of 10 sports destinations in China, providing a wide range of sports experience and training services to local communities and the citizens. The performance of the "All Star Ice Skating Club", which was acquired by the Group at the end of 2019, also improved significantly during the year. As the 2022 Beijing Winter Olympics is expected to spur an upsurge in winter sports, the Group will seize the opportunities therefrom to continue expanding its ice-skating rink business in the first-tier cities with strong consumption capacities such as Beijing and Shanghai.

In terms of e-sports, LNG, the Group's League of Legends e-sports team, achieved more outstanding performances. It was qualified for the world championship during the League of Legends Pro League (LPL) Summer Split in China for the first time and advanced to the group stage. We are all encouraged and hope that the upsurge of e-sports and the increasing popularity of the LNG team will further promote the Group's apparel and footwear brands, including the LNG brand, to gain recognitions from the younger generation.

運動體驗業務

二零二一年為「十四五」規劃開局之年，中央政府在體育改革層面上深化部署。下半年，國務院發佈了「全民健身計劃(2021-2025)」，致力於推動中國體育領域的高質量發展，推動全國體育產業總規模於2025年達到人民幣5萬億元。受此政策推動，加上東京奧運會、中國全運會以及2022年初北京冬奧會等體育盛事帶動全民健身熱潮，群眾對運動健身設備及體育培訓服務的需求日趨增加，為集團的運動體驗業務創造了良好的營商環境，該板塊業績較去年大幅改善。

二零二二年初，桐鄉李寧體育園及杭州李寧體育園陸續投入運營。目前，本集團於全國營運及管理共10個體育目的地，為當地社區和民眾提供多元化的運動體驗和培訓服務。本集團於二零一九年底收購的「全明星滑冰俱樂部」年內業績亦得到大幅改善。預計隨著二零二二年北京冬奧會帶來的冰雪運動熱潮，本集團將抓住商機，繼續在北京、上海等消費力強的一線城市拓展冰場業務。

電競運動方面，本集團旗下的LNG英雄聯盟戰隊再創佳績，從國內英雄聯盟聯賽LPL夏季賽突圍，首次獲得英雄聯盟全球總決賽資格，並成功打入小組賽，令人鼓舞。希望隨著電競運動熱潮和戰隊知名度提升，集團旗下包括LNG同名品牌在內的鞋服品牌能夠獲得進一步推廣，得到年輕一代消費圈層的認可。

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

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

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

The Group strives to provide goods and services of the best quality to our customers. By listening to customers' feedback, the Group has established effective communication channels, and maintains a cordial relationship with its customers. The Group believes that the success of the Group lies in quality of service. Hence, the Group is committed to building an integrated sports platform featured with spectating and participatory projects, aiming to meet the needs of our customers with quality sports resources and involve the public in sports events. The Group is committed to establishing long-term partnership with suppliers. To maintain a good partnership, it is crucial to ensure that the products and services offered by suppliers meet the specified requirements in the first place. To this end, the Group has established strict procurement standards and conducted regular quality inspection to maintain the quality of products and services.

ENVIRONMENTAL POLICIES AND PERFORMANCE

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

COMPLIANCE WITH LAWS AND REGULATIONS

In order to minimise the environmental, social and governance risks, the Group operates its business in a manner that satisfies the relevant laws and regulations in respect of employee benefits, safety and environment. During the Reporting Period, the Group has complied with the relevant laws and regulations in the jurisdictions where it operates, i.e. the PRC and Hong Kong, in all material respects. For more information about the measures adopted by the Group for environmental protection and regulatory compliance during this financial year, please refer to the environmental, social and governance report of this annual report.

與僱員、客戶及供應商的重要關係

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

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

本集團務求為客戶提供最優質的商品及服務，用心聆聽客戶聲音，並建立有效的溝通渠道，與客戶保持良好關係。本集團相信集團的成功取決於服務品質，致力打造兼具觀賞性及參與性項目的綜合體育平台，以優質的體育資源滿足客戶所需，讓大眾共同投入體育項目。本集團致力與供應商建立長期的合作夥伴關係。要維持良好的合作關係，我們必先確保供應商的產品和服務達到指定要求。為此，本集團已建立嚴格的採購標準，並定期進行品質檢驗，以保持產品及服務品質。

環保政策及表現

作為負責任的企業公民，本集團高度關注環境保護議題。縱使本集團不屬於高污染的企業，也積極把環境保護、綠色建築等概念融入各個業務板塊的運營過程中。

遵守法律及法規

本集團的營運符合各項勞工福利、安全和環境等法律法規，旨在把環境、社會及管治的風險降至最低。報告期內，本集團已在所有重大方面遵守其營運所在司法權區（即中國及香港）的相關法律及法規。更多有關本集團在本財政年度中環保及法規合規表現的相關資訊，請參閱此本年報內的環境、社會及管治報告。

PROSPECTS

Overviewing the overall market, China is one of the few major economies that have achieved economic growth during the pandemic; however, the strike of the COVID-19 mutated virus at the end of 2022 increased the uncertainties about the continued economic recovery. Therefore, the Group remains cautiously optimistic about the macro market environment.

The Group will continue to concentrate its resources on the two major businesses, i.e. multi-brand apparel and footwear consumable goods and sports experience, especially the development and expansion of the multi-brand apparel and footwear consumable goods business. On the one hand, the Group will promote the renovation and transformation of its existing brands, accelerate the expansion of sales channels, strengthen the management and control on back-end operating expenses, and improve its operational efficiency. On the other hand, the Group will actively look for high-quality acquisition targets to enrich its brand portfolio and increase its market coverage, thereby to enhance its overall sustainable development capabilities. At the same time, the Group will also expand its vertically integrated industry chain by building its own supply chain platform and e-commerce platform, so as to support the operation and development of its brands. In terms of the sports experience, the Group will continue to develop high-quality sports experience and training programs, and interact with the target consumer groups to further understand their needs, thereby promoting the development of its apparel and footwear consumable goods business.

Looking forward, the changes in the business environment resulting from the repeated pandemic may become the new normal. Nevertheless, China will keep its development, with government policy clearly supporting the development of the domestic economy and the sports industry. Thus, the Group will seize the opportunities to accelerate the expansion of its existing business scale, enhance its profitability and create greater benefits for its shareholders.

展望

綜觀整體，中國為少數於疫情期間取得經濟增長的主要經濟體，但二零二二年底新冠肺炎變種病毒來襲增加了經濟持續復甦的不確定性，因此本集團對宏觀市場環境維持謹慎樂觀態度。

本集團將繼續集中資源發展多品牌鞋服消費品及運動體驗兩大業務，尤其致力於多品牌鞋服消費品業務的發展與擴張，一方面推動現有品牌的重塑與轉型，加快銷售渠道擴張，加強後台運營費用管控，提高運營效率；另一方面，積極留意優質的收購目標，以豐富本集團品牌組合，提高市場覆蓋率，提升集團整體的可持續發展能力。同時，本集團將全方位拓展上下游全產業鏈，打造自有的供應鏈平台和電商平台，以配合品牌的運營和發展。運動體驗方面，本集團將繼續發展高質量運動體驗及培訓項目，與目標消費群體互動，進一步了解其需求，從而推動鞋服消費品業務的發展。

未來疫情反覆帶來的營商環境變化或將成為新常態，然而中國發展持續，政府國策亦明確支持內需經濟以及體育行業的發展。本集團將緊握行業機遇，加快擴大現有業務規模，提升盈利能力，為股東創造更大利益。

RESULTS

For the year ended 31 December 2021, the Group's consolidated revenue was HK\$1,381.6 million (2020: HK\$819.0 million), representing an increase of 68.7%. The increase in revenue was mainly contributed by i) the Group's multi-brands and footwears business through the organic growth of LNG brand and the acquisition of Bossini International Holdings Limited ("Bossini", together with its subsidiaries, the "Bossini Group") in late July 2020, and ii) the recovery of sports experience segment from the pandemic. Gross profit of the Group for the year ended 31 December 2021 was HK\$572.4 million (2020: HK\$330.8 million), representing an increase of HK\$241.6 million or 73.0% as compared to the previous year, which was in line with the increase in revenue.

The Group's other income and other gains – net for the year amounted to HK\$4,548.1 million (2020: HK\$1,359.1 million). Other income and other gains-net during the period was mainly attributable to i) the gain on disposal of partial interest in an associate (Li Ning Co) amounting to HK\$3,338.8 million (2020: HK\$1,023.0 million), ii) the deemed dilution gain arising from the decrease of 0.5% shareholding in an associate (Li Ning Co) amounting to HK\$978.0 million (2020: nil), iii) fair value gain on investment properties of HK\$74.8 million (2020: fair value loss of HK\$1.4 million), iv) fair value gain on financial assets/liabilities at fair value through profit or loss HK\$20.1 million (2020: HK\$3.6 million), v) the gain on disposal of a subsidiary of HK\$52.9 million (2020: nil), vi) government grants of HK\$34.1 million (2020: HK\$33.2 million), vii) interest income of HK\$13.2 million (2020: HK\$18.3 million), and viii) royalty income of HK\$12.1 million (2020: HK\$4.5 million).

Selling and distribution expenses for the year amounted to HK\$572.4 million (2020: HK\$224.4 million), representing a significant increase of HK\$348.0 million or 155.1% as compared to the year of 2020. The increase was mainly attributable by i) the expenses from Bossini Group which was acquired in late July 2020, ii) increase in selling expenses' staff cost due to expansion of multi-brand apparel and footwears consumables goods business, and iii) impairment loss on property, plant and equipment and right-of-use assets amounted to HK\$87.2 million in current year.

業績

截至二零二一年十二月三十一日止年度，本集團之綜合收益為1,381,600,000港元（二零二零年：819,000,000港元），增加68.7%。收益增加乃主要是由於i)透過LNG品牌的內生型增長和於二零二零年七月下旬收購堡獅龍國際集團有限公司（「堡獅龍」，連同其附屬公司統稱「堡獅龍集團」）為本集團多品牌鞋服業務帶來貢獻，及ii)運動體驗分部業務自疫情中恢復。本集團截至二零二一年十二月三十一日止年度之毛利為572,400,000港元（二零二零年：330,800,000港元），較去年增加241,600,000港元或73.0%，與收益增長一致。

本集團於年內錄得其他收入及其他收益淨額為4,548,100,000港元（二零二零年：1,359,100,000港元）。期內其他收入及其他收益淨額乃主要源於i)出售一間聯營公司（李寧公司）之部分權益而產生之收益3,338,800,000港元（二零二零年：1,023,000,000港元），ii)減少一間聯營公司（李寧公司）的0.5%股權產生之視作攤薄收益978,000,000港元（二零二零年：零），iii)投資物業之公平值收益74,800,000港元（二零二零年：公平值虧損1,400,000港元），iv)透過損益按公平值計量之財務資產／負債之公平值收益20,100,000港元（二零二零年：3,600,000港元），v)出售一間附屬公司的收益52,900,000港元（二零二零年：零），vi)政府補助34,100,000港元（二零二零年：33,200,000港元），vii)利息收入13,200,000港元（二零二零年：18,300,000港元），及viii)專利費收入12,100,000港元（二零二零年：4,500,000港元）。

年內，銷售及分銷開支為572,400,000港元（二零二零年：224,400,000港元），較二零二零年大幅增加348,000,000港元或155.1%。該增加乃主要由於i)於二零二零年七月下旬收購的堡獅龍集團的開支所貢獻，ii)多品牌鞋服消費品業務的擴張而導致銷售費用的員工成本增加，及iii)本年度物業、廠房及設備以及使用權資產的減值虧損87,200,000港元。

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Administrative expenses and other operating expenses together with reversal of impairment loss/(impairment loss) on financial assets-net (the "Administrative Expenses") incurred for the year amounted to HK\$493.6 million (2020: HK\$453.4 million) which represented an increase of HK\$40.2 million or 8.9% as compared to the year of 2020. The increase in Administrative Expenses was mainly contributed by i) the administrative expenses from Bossini Group which was acquired in late July 2020 with an increment of HK\$113.6 million in current year, and ii) increase in share option expenses (excluding Bossini Group) by HK\$28.3 million. The increase is offset by the absence of impairment on intangible assets in current year (2020: HK\$130.1 million).

Finance costs for the year ended 31 December 2021 amounted to HK\$37.0 million (2020: HK\$65.1 million). The decrease in finance costs was primarily attributable to i) the decrease in interest rate in the current year and ii) bank loans were fully settled in June 2021.

The Group held approximately 271,202,000 ordinary shares of Li Ning Co Limited ("Li Ning Co") as at 31 December 2021, representing 10.4% equity interests in Li Ning Co and 38.1% on the Group's total assets as at 31 December 2021.

Investment costs of Li Ning Co as at year ended 31 December 2021 was HK\$1,362.9 million. Dividend received from Li Ning Co was HK\$67.4 million during the year ended 31 December 2021. Please refer to Note 15 for the fair value of the investments.

Li Ning Co's principal activities include brand development, design, manufacture, sale and distribution of sport-related footwear, apparel, equipment and accessories in the PRC.

年內產生之行政費用及其他經營開支包括財務資產之減值虧損撥回／(減值虧損)淨額(「行政費用」)為493,600,000港元(二零二零年：453,400,000港元)，較二零二零年增加40,200,000港元或8.9%。行政費用增加乃主要由於i)於二零二零年七月下旬收購的堡獅龍集團的行政費用於本年度增加113,600,000港元，及ii)購股權開支(不包括堡獅龍集團)增加28,300,000港元所導致。該增加由本年度並無錄得無形資產減值(二零二零年：130,100,000港元)所抵銷。

截至二零二一年十二月三十一日止年度，財務成本達37,000,000港元(二零二零年：65,100,000港元)。財務成本減少乃主要由於i)本年度利率下降及ii)銀行貸款已於二零二一年六月全額償還。

本集團於二零二一年十二月三十一日持有約271,202,000股李寧有限公司(「李寧公司」)普通股，相當於李寧公司的10.4%股權和佔本集團於二零二一年十二月三十一日資產總值的38.1%。

截至二零二一年十二月三十一日止年度，李寧公司的投資成本為1,362,900,000港元。截至二零二一年十二月三十一日止年度，自李寧公司收取的股息為67,400,000港元。有關投資的公平值，請參閱附註15。

李寧公司之主要業務範圍涵蓋於中國境內從事體育相關鞋類、服飾、器材及配件的品牌發展、設計、製造、零售及批發。

Li Ning Co is accounted for as associates of the Group. The Group has adopted the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associate's results based on the financial statements drawn up to a non-coterminous period end where the difference must be no greater than three months. During the year, the Group shared the results of Li Ning Co based on its adjusted financial results for the twelve months ended 30 September 2021 adjusted by any significant events or transactions for the period from 1 October 2021 to 31 December 2021. There is no non-coterminous period end for other associates and joint ventures.

Li Ning Co's adjusted net profit for the year amounted to HK\$4,119.5 million (2020: HK\$1,771.4 million), representing a year-on-year increase of 132.6%. This was mainly attributable to the increase in revenue and net profit margin.

Li Ning Co will continue to promote the strategy of "Single Brand, Multi-categories, Diversified Channels", strengthen and improve the core business focuses, remain devoted to create LI-NING's experience value, and focus on enhancing efficiency in order to achieve healthy and sustainable profit growth in the future. Backed by various favorable policies to support the development of the sports industry and the consumption upgrade driven by national economic growth, consumption concept of the general public has changed gradually with more and more consumers giving great consideration to product innovation and brand value. Along with the increasingly mature consumption concept, consumption demand of people will become more refined and diverse, which will pose even more challenges to the brand and product competitiveness in the market.

Investment in Li Ning Co aligns with the Group's strategy to expand its business scope along the sports value chain in the PRC. The long term commitment to build an integrated platform allows the Group to create synergies and reap crossover benefits among its various business components to the greatest extent in the long run, enabling the Group to explore further strategic development opportunities, including sports marketing and sponsorship opportunities. Meanwhile, aligned utilisation of resources in hand, including the sports talents or sports events and sports destinations network, would be promoted between Li Ning Co and the Group for growing their businesses together as well as possibly expanding the markets for certain types of sports in China.

李寧公司作為本集團之聯營公司入賬。本集團已採納香港會計準則第28號所載條文，據此，其獲准根據聯營公司不同結算日期（但差距不得超過三個月）之財務報表計入應佔聯營公司之業績。於年內，本集團根據李寧公司截至二零二一年九月三十日止十二個月之經調整財務業績（已就二零二一年十月一日至二零二一年十二月三十一日期間之任何重大事件或交易作出調整）分佔其業績。其他聯營公司及合營企業並沒有不同的結算日期。

李寧公司於本年度之經調整溢利淨額為4,119,500,000港元（二零二零年：1,771,400,000港元），同比增加132.6%。此乃主要由於李寧公司之收益及純利率均有所增加所致。

李寧公司將繼續推進「單品牌、多品類、多渠道」策略，鞏固和完善核心業務重點，持續聚焦李寧式體驗價值，以提升效率為核心，實現未來盈利的健康及可持續發展。在各項利好政策支持體育產業的發展及國民經濟增長帶動消費升級的背景下，大眾消費觀念逐漸轉變，越來越多的消費者開始重視產品創新與品牌價值。在消費觀念日趨成熟的進程下，民眾的消費需求更加精細和多元，市場對於品牌力與產品力的考驗正逐漸加深。

投資李寧公司符合本集團沿著中國體育價值鏈擴展其業務範圍的策略。通過長期致力打造的綜合平台，本集團能夠長遠地從各個業務成分中創造最佳協同效益及取得最大的跨界利益，進一步開拓策略性發展機會（包括體育市場推廣及贊助機會）。同時，李寧公司及本集團將充分利用彼等現有資源（包括體育人才或體育賽事及體育目的地網絡），實現彼等業務的共同增長及可能拓展中國若干類體育項目的市場。

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During the year, the Group shared the profits less losses of associates and joint ventures amounting to HK\$492.6 million (2020: HK\$266.4 million). The increase was mainly due to the increase in contribution of Li Ning Co and Double Happiness of HK\$220.8 million and HK\$17.9 million, respectively, due to the increase in revenue and net profit margin in the current year.

During the year, the Group has recorded a net profit attributable to equity holders of HK\$4,562.6 million comparing to a net profit attributable to equity holders of HK\$1,192.4 million for the year 2020, representing a significant increase of 3,370.2 million. The increase was mainly due to i) the gain on disposal of partial interest in an associate (Li Ning Co) of HK\$3,338.8 million (2020: HK\$1,023.0 million) and ii) the deemed dilution gain arising from the decrease of 0.5% shareholding in an associate (Li Ning Co) amounting to HK\$978.0 million (2020: nil).

SEGMENT

Multi-brands Apparels and Footwears Consumable Goods Business

The apparel consumer market in the PRC has immense market potential, especially the young new consumer groups that admire personal characteristics and possess huge consumption potentials, which will lead the trend and become an important force promoting the post-epidemic consumption. In addition to the huge consumption power arising from rapid growth of the new consumer groups, in the first year of the "14th Five-year Plan", the central government has greatly promoted the new economic development pattern and consumption model for national economic circulation, further accelerated the building of the domestic market, and driven the national consumption in 2021.

Bossini, a well-known lifestyle apparel brand of the Group, has integrated some young and unique elements catering for Generation Z and launched "Bossini.X", a brand with brand new positioning. The Group believes that Bossini has the potential to further promote its brand in China, however, "Bossini.X" is a brand new product line and positioning, more investments in channels and market testing are required in the future to lay the foundation for the new development of such brand.

The Group's luxury trendy brand, LNG, continues to gain its inspiration from the "young generation" which represents user bases of e-sports, animation and fashion, and create fashion brands featuring gorgeous visuals and high quality to cater for youngsters of the next generation. During the year, a number of physical stores were opened in high-end shopping areas in the first-tier cities such as Chongqing, Shanghai, Shenzhen and Nanjing, with the aim to explore the huge business opportunities from the prime consumer groups. Moreover, the LNG brand cooperates with other youthful fashion brands and launches authorised products from time to time.

年內，本集團分佔聯營公司及合營企業之溢利減虧損為492,600,000港元（二零二零年：266,400,000港元）。該增加乃主要因為李寧公司和紅雙喜於本年度的收益和純利率增加而導致李寧公司和紅雙喜的貢獻分別增加220,800,000港元及17,900,000港元。

年內，本集團錄得權益持有人應佔溢利淨額4,562,600,000港元，而二零二零年則錄得權益持有人應佔溢利淨額1,192,400,000港元，大幅增加3,370,200,000港元。該增加乃主要由於i)出售於一間聯營公司（李寧公司）之部分權益而產生之收益達3,338,800,000港元（二零二零年：1,023,000,000港元），及ii)減少一間聯營公司（李寧公司）的0.5%股權產生之視作攤薄收益978,000,000港元（二零二零年：零）。

分部

多品牌鞋服消費品業務

中國服裝消費市場存在巨大的市場潛力，尤其是引領潮流、崇尚個性的年輕「新消費群」的消費力龐大，將成為推動疫後消費的重要力量。除了新消費群快速崛起的巨大消費助力外，二零二一年為「十四五」規劃元年，中央政府大力推動「國民經濟循環」的新經濟發展格局及消費模式，進一步加快構建國內市場，帶動國民消費活動。

本集團旗下知名休閒服裝品牌—堡獅龍已注入年輕化、符合Z世代獨特風格的元素，推出全新定位的「Bossini.X」。本集團認為堡獅龍有潛力進一步在中國推廣其品牌，然而「Bossini.X」是一條全新的產品線和定位，在未來的一段時間仍需要在渠道及市場測試方面有更多的投入，來為此品牌的新發展奠定基礎。

本集團旗下的輕奢潮牌「LNG」繼續從代表電競、二次元、潮流等用戶群體中的「年輕世代」出發，構建屬於次世代年輕人的高顏值、高品質的潮流品牌。年內，多家實體店相繼落戶重慶、上海、深圳、南京等一線城市的高端商圈，開拓黃金消費群的龐大商機。LNG品牌亦不時與其他年輕潮流品牌合作及推出授權產品。

In January 2022, the Group completed the acquisition of the entire issued share capital of Sitoy AT Holdings Company Limited which owns a century-old Italian luxury leader label brand, Amedeo Testoni and its diffusion line i29. Amedeo Testoni is principally engaged in wholesale and retail of leatherware, fashion garments and apparel. Through this acquisition, the Group has added high-end luxury brands to its asset portfolio and expanded existing business scale by extending its multi-brand footwear and apparel consumables network to Europe, Japan and South Korea.

On 15 March 2021, the Group announced that we conditionally agreed to subscribe for the majority share interest and acquire a shareholder's loan of LionRock Capital Partners QiLe Limited (the "SPV") which holds a majority interest in C&J Clark (No.1) Limited ("Clark"). Clarks brand has a history of nearly two hundred years. Its main markets cover the United Kingdom, and with the presence in the United States and the Greater China region. Upon completion of such transaction, the SPV and its subsidiaries (including Clark) will become indirect non-wholly owned subsidiaries of the Company. The presence of the Group's consumables business will be further expanded and synergy with our current consumables business will be created.

The multi-brands apparels and footwears segment generated revenue totaling HK\$851.2 million (2020: HK\$439.0 million) for the year, which represents an increase of HK\$412.2 million or 93.9% as compared to the year of 2020. The increase was contributed by i) the organic growth of LNG brand, and ii) acquisition of Bossini Group in late July 2020. This segment reported an operating loss of HK\$312.6 million (2020: operating loss of HK\$93.5 million).

Sports Experience

Sports experience segment comprises operation, service provision and investment of sports destinations (including sports parks, sports centres and ice-skating rinks), sports competitions and events as well as an e-sports club.

For sports experience, it is the Group's strategy to drive the establishment of an integrated sports platform by leveraging on the existing resources of its sports business. The Group will therefore continue its effort to capture and maximize the commercial values of the sports resources under our management, and encourage social participation in sporting activities through commercial management of popular sports events and competitions, operation of an e-sports club, sports talent management. In the meantime, the Group has been selecting suitable cooperation opportunities to invest in and operate potential sports destination projects, including sports parks, sports centres and ice-skating rinks that promote healthier living and sports awareness in the PRC. We hope to capitalise on this opportunity where nationwide physical fitness is becoming more popular and to engage more people in more diversified sports experience by operating sports destinations that are open to the public, which is expected to benefit the medium to long term development of our business.

於二零二二年一月，本集團完成收購Sitoy AT Holdings Company Limited全部已發行股本。該公司持有意大利百年頂尖奢華品牌Amedeo Testoni及其衍生線i29。Amedeo Testoni主要從事皮具、時裝及服裝的批發及零售。通過該項收購，本集團的資產組合新增了高端奢侈品品牌，並將多品牌鞋服消費品網絡擴張至歐洲、日韓等地，擴大了現有營業規模。

於二零二一年三月十五日，本集團宣佈有條件同意認購LionRock Capital Partners QiLe Limited (「SPV」) 的大多數股權及收購其股東貸款，該公司持有C&J Clark (No.1) Limited (「Clark」) 的大多數權益。Clarks品牌已經有接近二百年的歷史，主要市場覆蓋英國，亦於美國和大中華地區有銷售業務。於有關交易完成後，SPV及其附屬公司(包括Clark)將成為本公司的間接非全資附屬公司。本集團消費品業務的版圖將進一步擴展，並與當前消費品業務之間產生協同作用。

多品牌鞋服分部於年內產生收益合共851,200,000港元(二零二零年：439,000,000港元)，較二零二零年增加412,200,000港元或93.9%。該增加乃由於i)LNG品牌的內生型增長，和ii)二零二零年七月下旬收購堡獅龍集團所致。該分部錄得經營虧損312,600,000港元(二零二零年：經營虧損93,500,000港元)。

運動體驗

運動體驗分部業務包括體育目的地(包括體育園、運動中心及滑冰場)、體育賽事活動和電競俱樂部之營運、服務及投資。

對於體育體驗，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，本集團將透過對熱門體育活動和賽事的商業管理、電競俱樂部營運、體育人才管理，繼續捕捉和擷取本集團管理的體育資源最大的商業價值，以及鼓勵社會參與體育活動。同時，本集團持續篩選合適的合作機會以投資經營潛在體育目的地項目，包括體育園、運動中心及滑冰場，於中國推廣健康生活及體育意識。我們期望借著這個全民健身逐漸盛行的時機，通過營運面向大眾的體育目的地，讓更多民眾參與到更多元豐富的運動體驗當中，從而有望對我們業務的中長線發展帶來裨益。

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The sports experience segment generated revenue totaling HK\$530.4 million (2020: HK\$380.0 million) for the year, which represents a significant increase of HK\$150.4 million or 39.6% as compared to the year of 2020. This segment reported an operating profit of HK\$23.6 million during the period (2020: operating loss of HK\$18.3 million). With the impact from Beijing Winter Olympics and the Chinese e-sport team's victory in the 11th League of Legends global finals, the topics on winter sports and e-sports continues to heat up, plus the recovery of the sports experience segment from the epidemic, the revenue and result of sports experience segment was largely improved compared with prior year, especially for the ice-skating rinks business and the E-sports business.

Financial Position

Net assets value of the Group has increased from HK\$4,531.3 million as at 31 December 2020 to HK\$7,754.4 million as at 31 December 2021. The increase was mainly due to i) the gain on disposal of partial interest in an associate (Li Ning Co) amounting to HK\$3,338.8 million and ii) the deemed dilution gain arising from the decrease of 0.5% shareholding in an associate (Li Ning Co) amounting to HK\$978.0 million, but the gains were partially offset by the special dividend payment of HK\$1,504.1 million during the year.

The total non-current assets of the Group has increased from HK\$3,975.2 million as at 31 December 2020 to HK\$5,261.9 million as at 31 December 2021, which represents an increase of HK\$1,286.7 million. The increase was mainly resulted from the deemed dilution gain arising from the decrease of 0.5% shareholding in an associate (Li Ning Co) amounting to HK\$978.0 million.

Current assets of the Group recorded an increase by HK\$973.5 million from HK\$2,874.8 million as at the beginning of the year to HK\$3,848.3 million as at the end of the year. The key components of the current assets at the reporting date were cash and bank balances included restricted bank balances and deposits with banks with maturity period over three months of HK\$2,537.1 million (2020: HK\$1,861.1 million), trade debtors and bills receivable. The increase in the Group's cash and bank balance was mainly due to the consideration received from the disposal of partial interest in an associate but partially offset by the payment of special dividend during this year.

The total current liabilities of the Group as at 31 December 2021 were HK\$896.3 million, representing an increase of HK\$201.5 million or 29.0% from that as at 31 December 2020. As at 31 December 2021, the key component of non-current liabilities was non-current lease liabilities of HK\$362.6 million (2020: HK\$273.5 million).

運動體驗分部於年內產生收益合共530,400,000港元(二零二零年:380,000,000港元),較二零二零年大幅增加150,400,000港元或39.6%。此分部於期內錄得經營溢利23,600,000港元(二零二零年:經營虧損18,300,000港元)。受北京冬奧會和中國電競隊奪得第11屆英雄聯盟全球總決賽的影響,冰雪運動和電競話題持續升溫,加上運動體驗板塊從疫情中恢復,運動體驗板塊的收入和業績較上年均有大幅度的改善,尤其是溜冰場業務和電子競技業務。

財務狀況

本集團的資產淨值由二零二零年十二月三十一日之4,531,300,000港元增加至二零二一年十二月三十一日之7,754,400,000港元。該增加乃主要由於年內i)出售於一間聯營公司(李寧公司)之部分權益而產生之收益3,338,800,000港元及ii)減少一間聯營公司(李寧公司)的0.5%股權產生之視作攤薄收益978,000,000港元,但收益由派付特別股息1,504,100,000港元而部分抵銷。

本集團之非流動資產總值由二零二零年十二月三十一日之3,975,200,000港元增加至二零二一年十二月三十一日之5,261,900,000港元,增加1,286,700,000港元。該增加乃主要由於減少一間聯營公司(李寧公司)的0.5%股權產生之視作攤薄收益978,000,000港元所致。

本集團錄得流動資產由年初之2,874,800,000港元增加973,500,000港元至年末之3,848,300,000港元。於報告日期,流動資產之主要部分為現金及銀行結餘(包括限制性銀行結餘及存款期超過三個月之銀行存款)2,537,100,000港元(二零二零年:1,861,100,000港元)及應收賬款及應收票據。本集團現金及銀行結餘增加乃主要由於年內自出售於一間聯營公司之部分權益收取代價,但部分被派付特別股息所抵銷。

於二零二一年十二月三十一日,本集團流動負債總額為896,300,000港元,較二零二零年十二月三十一日增加201,500,000港元或29.0%。於二零二一年十二月三十一日,非流動負債之主要部分為非流動租賃負債362,600,000港元(二零二零年:273,500,000港元)。

Liquidity and Financial Resources

The Group recorded a net cash outflow in operations for the current year of HK\$37.7 million (2020: net cash inflow of HK\$294.4 million). The change in operating cash flow was mainly due to the increase in inventory level. A net cash inflows in investing activities of HK\$3,594.1 million for the current year (2020: HK\$1,401.6 million). The cash inflows from investing activities in 2020 and 2021 was mainly due to the proceeds from disposal of partial interest in an associate. A net cash outflows from financing activities of HK\$2,888.4 million for the current year (2020: HK\$501.2 million), representing an increase of HK\$2,387.2 million compared to last year. The net cash outflow from financing activities in the year of 2021 was mainly attributable to i) repayment of bank loan together with loan interest, totaling HK\$1,272.1 million and ii) special dividend payment to shareholders amounting to HK\$1,504.1 million. As a result, the cash and cash equivalent of the Group as at 31 December 2021 increased by HK\$672.2 million from the beginning of the year.

The Group had banking facilities of approximately HK\$205.9 million (2020: HK\$1,256.0 million), of which approximately HK\$12.8 million has been utilised (2020: approximately HK\$1,256.0 million) as at 31 December 2021. The Group's gearing ratio was approximately 0 (2020: 0) as at 31 December 2021. The Group defines gearing ratio as ratio of net debt over equity plus net debt in which net debt represents total bank and other borrowings less cash and bank balances (including restricted bank balances). The current ratio (ratio of current assets to current liabilities) of the Group as at 31 December 2021 was approximately 4.3 (2020: 4.1). The Group's gearing level and liquidity position has been maintained at a healthy level as at the reporting date. It is the Group's strategy to maintain a healthy and effective gearing ratio in a range of 0 to 1.

流動資金及財務資源

本集團於本年度錄得由經營活動產生之現金流出淨額為37,700,000港元(二零二零年:現金流入淨額294,400,000港元)。經營現金流量變動乃主要由於存貨水平上升。本年度錄得投資活動現金流入淨額3,594,100,000港元(二零二零年:1,401,600,000港元)。二零二零年及二零二一年之投資活動現金流入乃主要由於出售於一間聯營公司之部分權益所得款項所致。本年度錄得融資活動現金流出淨額為2,888,400,000港元(二零二零年:501,200,000港元),較去年增加2,387,200,000港元。二零二一年融資活動產生之現金流出淨額主要由於i)償還銀行貸款及貸款利息合共1,272,100,000港元及ii)向股東派付特別股息1,504,100,000港元。因此,本集團於二零二一年十二月三十一日之現金及現金等價物較年初增加672,200,000港元。

本集團已獲得銀行融資約205,900,000港元(二零二零年:1,256,000,000港元),其中約12,800,000港元於二零二一年十二月三十一日已獲動用(二零二零年:約1,256,000,000港元)。於二零二一年十二月三十一日,本集團之資產負債比率約為0(二零二零年:0)。本集團將資產負債比率界定為債務淨額與股權加債務淨額之比率,其中債務淨額指銀行及其他借貸總額減現金及銀行結餘(包括限制性銀行結餘)。於二零二一年十二月三十一日,本集團之流動比率(流動資產對流動負債之比率)約為4.3倍(二零二零年:4.1倍)。於報告日期,本集團之資產與負債水平及流動資金狀況維持穩健。本集團之策略為保持穩健及有效之資產負債比率乎0至1之間。

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Financial Management 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 entered into forward currency contracts to mitigate foreign currency risk during the year and as at the reporting date.

Charge on Assets

As at 31 December 2021, no asset has been charged as security. As at 31 December 2020, interests in an associate with carrying amount of approximately HK\$1,315.7 million had been charged as security for a bank borrowing of a subsidiary.

Contingent Liabilities

As at 31 December 2021, the Group held bank guarantees given in lieu of utility and property rental deposits totaling HK\$1.0 million (2020: HK\$5.4 million).

Commitments for Capital Expenditure

As at 31 December 2021, the Group had commitments totaling HK\$121.8 million in relation to capital contribution, acquisition of associates and joint ventures and for the purchase of property, plant and equipment which were contracted but not provided for (2020: HK\$27.4 million).

Employees and Remuneration Policies

Staff remuneration comprised of monthly salaries, mandatory provident fund contributions, medical benefits, housing benefits, education allowances and discretionary share options issued based on their contribution to the Group. Staff costs (including Directors' remuneration) for the year ended 31 December 2021 amounted to HK\$389.1 million (2020: HK\$199.8 million). The Group also engages professional consultants to ensure the competitiveness of the remuneration policy which, in turn, would support the business growth of the Group. As at 31 December 2021, the Group employed approximately 2,900 full-time employees (2020: 2,300) and their remuneration was calculated with reference to the market rates.

財務管理政策及外幣風險

本集團香港總辦事處之財務部管理本集團之財務風險。本集團庫務政策主要目標之一為管理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乃以港元或人民幣結算。因此，本集團大部分之流動資產淨值乃以港元或人民幣計值。存置於各銀行之存款主要以該兩種貨幣計值。本集團根據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風險，且於報告日期已訂立遠期貨幣合約以減低年內外幣風險。

資產抵押

於二零二一年十二月三十一日，本集團並沒有資產作抵押之用。於二零二零年十二月三十一日，賬面值約1,315,700,000港元之於一間聯營公司之權益已抵押作為一間附屬公司銀行借貸之擔保。

或然負債

於二零二一年十二月三十一日，本集團持有代替水電及租用物業按金之銀行擔保合共1,000,000港元（二零二零年：5,400,000港元）。

資本開支承擔

於二零二一年十二月三十一日，本集團就注資、收購聯營公司及合營企業及購買物業、廠房及設備擁有合共121,800,000港元之已訂約但未撥備承擔（二零二零年：27,400,000港元）。

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。截至二零二一年十二月三十一日止年度，員工成本（包括董事酬金）為389,100,000港元（二零二零年：199,800,000港元）。本集團亦委聘專業顧問，以確保制定具競爭力之薪酬政策以支持本集團之業務增長。於二零二一年十二月三十一日，本集團聘用約2,900名全職僱員（二零二零年：2,300名），彼等之薪酬乃參考市場利率釐定。

Material Transactions

The Group entered into the following material transactions:

- (a) On 18 May 2021, the Group announced the sale of 2.4% of the total issued share capital in Li Ning Co by way of placing. The placing was completed on 21 May 2021 and all the relevant sale shares were placed with net proceeds of HK\$3,786.9 million received. The Group's equity interests in Li Ning Co have decreased from approximately 13.3% to approximately 10.9% immediately after the completion of placing. The placing represented an opportunity to realise part of the investment by the Group in Li Ning Co. For details, please refer to the announcements of the Company dated 18 May 2021.
- (b) Pursuant to a loan agreement (the "Loan Agreement") entered into between Viva China Consumables Limited ("Viva China Consumables" or the "Lender", formerly known as Viva China Entertainment Holdings Limited), a wholly owned subsidiary of the Company and LionRock Capital GP Limited acting in its capacity as the general partner (the "General Partner") of LionRock Capital Partners QiLe L.P. (the "Borrower" or "LionRock") on 28 September 2020, the Lender has agreed to provide a facility of GBP54,000,000 (the "Facility") to the Borrower at an interest rate of 4% per annum for financing the acquisition or subscription of equity interests in a target company by LionRock Capital Partners QiLe Limited (the "SPV"), a company wholly owned by LionRock.

重大交易

本集團已訂立以下重大交易：

- (a) 於二零二一年五月十八日，本集團宣佈以配售形式出售李寧公司全部已發行股本的2.4%股份。配售事項已於二零二一年五月二十一日完成，所有相關銷售股份已獲配售及已收取所得款項淨額3,786,900,000港元。緊隨配售事項完成後，本集團於李寧公司的股權由約13.3%減少至約10.9%。配售事項乃變現本集團於李寧公司部分投資的一個契機。有關詳情，請參閱本公司日期為二零二一年五月十八日之公告。
- (b) 根據本公司全資附屬公司非凡中國消費品有限公司（「非凡中國消費品」或「貸款人」，前稱非凡中國娛樂控股有限公司）與LionRock Capital GP Limited（以LionRock Capital Partners QiLe L.P.的普通合夥人（「普通合夥人」）身份行事，「借款人」或「LionRock」）於二零二零年九月二十八日訂立的貸款協議（「貸款協議」），貸款人已同意向借款人提供54,000,000英鎊的融資（「融資」），年利率為4%，以用於資助LionRock Capital Partners QiLe Limited（「SPV」，一間由LionRock全資擁有之公司）收購或認購一間目標公司的股權。

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On 15 March 2021, the Lender entered into a subscription agreement (the "Agreement") with the Borrower and the SPV pursuant to which the Lender conditionally agreed to subscribe for 510 shares of the SPV at a subscription price of GBP51,000,000 (the "Subscription Price", and the "Subscription", respectively) and acquire a shareholder's loan (the "Purchase Shareholder's Loan") from the Borrower at a consideration of GBP51,000,000 (the "Consideration", and the "Shareholder's Loan Transaction", respectively). The Consideration payable by the Lender to the Borrower shall be deemed to be satisfied at completion of the Subscription (the "Completion") by setting off an amount equal to the Consideration against an outstanding amount of GBP51,000,000 which has been drawn down and remains outstanding under the Loan Agreement (the "Outstanding Amount"). Upon consummation of the Shareholder's Loan Transaction at Completion, the Outstanding Amount shall be deemed to have been irrevocably and unconditionally repaid in full by the Borrower to the Lender in accordance with the terms of the Loan Agreement and all unpaid interest which has been accrued pursuant to the Loan Agreement shall be deemed irrevocably and unconditionally waived by the Lender. The Subscription Price payable by the Lender to the SPV at Completion shall be setting off an amount equal to the Subscription Price against the Purchase Shareholder's Loan, and the Purchase Shareholder's Loan owed by the SPV to the Lender (being the new lender of the Purchase Shareholder's Loan as from the consummation of the Shareholder's Loan Transaction) shall be deemed fully paid and satisfied in full and the Purchase Shareholder's Loan shall be terminated.

The SPV holds a majority interest in C&J Clark (No.1) Limited ("Clark") which is principally engaged in wholesaling and retailing of shoes and trading in the brand name "Clarks". Upon Completion, the SPV and its subsidiaries (including Clark) will become indirect non-wholly owned subsidiaries of the Company.

For details of the Loan Agreement, please refer to the announcement of the Company dated 28 September 2020. For details of the Agreement, please refer to the announcements of the Company dated 14 January 2021 and 15 March 2021.

As at 31 December 2021 and at the date of this report, the outstanding amount of loan principal was HK\$563,774,000 (equivalent to GBP53,550,000).

於二零二一年三月十五日，貸款人與借款人及SPV訂立認購協議（「協議」），據此，貸款人有條件同意以認購價51,000,000英鎊（「認購價」）認購510股SPV股份（「認購事項」），並向借款人收購股東貸款（「購買股東貸款」），代價（「代價」）為51,000,000英鎊（「股東貸款交易」）。貸款人應付借款人的代價於認購事項完成（「完成」）時視作已結付，方式為以貸款協議項下已被提取且仍未償還的未償還款項51,000,000英鎊（「未償還款項」）抵銷代價之等額款項。於完成時完成股東貸款交易後，未償還款項應視作已由借款人根據貸款協議的條款不可撤回及無條件地向貸款人全數償還及根據貸款協議應計的所有未支付利息應視作由貸款人不可撤回及無條件地豁免。認購價於完成時由貸款人向SPV支付，方式為以購買股東貸款抵銷認購價之等額款項，而SPV結欠貸款人（自股東貸款交易完成後作為購買股東貸款的新貸款人）的購買股東貸款應視作全數支付及結清，且購買股東貸款應予以終止。

SPV持有C&J Clark (No.1) Limited（「Clark」）的大多數權益，Clark主要從事鞋履批發及零售，並以品牌名稱「Clarks」進行貿易。完成後，SPV及其附屬公司（包括Clark）將成為本公司的間接非全資附屬公司。

有關貸款協議之詳情，請參閱本公司日期為二零二零年九月二十八日之公告。有關協議之詳情，請參閱本公司日期為二零二一年一月十四日及二零二一年三月十五日之公告。

於二零二一年十二月三十一日及於本報告日期，未償還的貸款本金為563,774,000港元（相當於53,550,000英鎊）。

- (c) On 5 February 2021, Bossini, a non-wholly owned subsidiary of the Company with its shares listed on the Main Board of the Stock Exchange (stock code: 592), proposed to raise gross proceeds of approximately HK\$296 million before expense by way of a rights issue of 821,916,697 rights ordinary shares at a price of HK\$0.360 per rights share on the basis of one (1) rights share for every two (2) existing shares held by the qualifying shareholders. The market price on the date which the terms of the subscription were fixed was HK\$0.47.

The rights issue was completed on 13 April 2021 and total 821,916,697 rights shares were issued with net proceeds of approximately HK\$294 million raised. Total 648,138,406 rights shares were allocated to Dragon Leap Developments Limited (a non-wholly owned subsidiary of the Company, "Dragon Leap") and the aggregate interest of the Company in Bossini was increased from approximately 66.54% to approximately 70.65% immediately after the completion of the rights issue.

Details of the above were set out in Bossini's announcements dated 5 February 2021 and 12 April 2021.

- (d) On 16 March 2021, Viva China Yangzhou Community Development Holdings Limited (the "Seller"), a non-wholly owned subsidiary of the Company, entered into the share purchase agreement (the "Share Purchase Agreement") with Yangzhou City Huacheng Property Development Limited (the "Buyer"), pursuant to which the Seller agreed to sell and the Buyer agreed to acquire the entire issued share capital in Yangzhou Viva Property Development Limited ("Yangzhou Property") at a consideration of RMB313.69 million (the "Transaction").

In March 2021, the Seller has transferred 90% issued share capital of Yangzhou Property to the Buyer in accordance with the terms of the Share Purchase Agreement. The Transaction had been completed after the transfer of remaining 10% issued share capital of Yangzhou Property to the Buyer in October 2021.

For details, please refer to the announcement of the Company dated 16 March 2021.

- (c) 於二零二一年二月五日，堡獅龍（本公司的非全資附屬公司，其股份於聯交所主板上市，股份代號：592）建議按合資格股東每持有兩(2)股現有股份獲發一(1)股供股股份的基準，以供股方式按每股供股股份0.360港元的價格發行821,916,697股普通股，以籌集約296,000,000港元的所得款項總額（扣除開支前）。釐定認購條款當日的市價為0.47港元。

供股於二零二一年四月十三日完成，共發行821,916,697股供股股份，籌得所得款項淨額約294,000,000港元。共有648,138,406股供股股份配發予龍躍發展有限公司（本公司的非全資附屬公司，「龍躍」），而緊隨供股完成後，本公司於堡獅龍的全部權益由約66.54%增加至約70.65%。

上述事項的詳情載於堡獅龍日期為二零二一年二月五日及二零二一年四月十二日的公告。

- (d) 於二零二一年三月十六日，本公司非全資附屬公司非凡中國揚州社區開發控股有限公司（「賣方」）與揚州市華城房地產開發有限公司（「買方」）訂立購股協議（「購股協議」），據此，賣方同意出售，而買方同意收購揚州非凡房地產開發有限公司（「揚州房地產」）全部已發行股本，代價為人民幣313,690,000元（「該交易」）。

於二零二一年三月，賣方已根據購股協議的條款將揚州房地產的90%已發行股本轉讓給買方。於二零二一年十月，揚州房地產將剩餘的10%已發行股本轉讓給買方後，該交易已完成。

有關詳情，請參閱本公司日期為二零二一年三月十六日之公告。

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- (e) On 27 October 2021, Li Ning Co, Viva China Development Limited (the "Vendor", a wholly-owned subsidiary of the Group) and J.P. Morgan Securities plc and Nomura International (Hong Kong) Limited (the "Placing Agents") entered into the placing and subscription agreement, pursuant to which (i) the Vendor has agreed to place, through the Placing Agents, on a fully-underwritten basis, an aggregate of 120,000,000 Li Ning Co's shares held by the Vendor (the "Top-up Placing Shares"), at the price of HK\$87.50 per Top-up Placing Share (the "Top-up Placing Price"); and (ii) the Vendor has agreed to subscribe for 120,000,000 new Li Ning Co's shares (the "Top-up Subscription Shares") at the price of HK\$87.50 per Top-up Subscription Share (the "Top-up Subscription Price") which is equivalent to the Top-up Placing Price (the "Top-up Placing and Subscription").

The placing of the Top-up Placing Shares held by the Vendor (the "Top-up Placing") was completed on 1 November 2021 and the subscription of the Top-up Subscription Shares by the Vendor (the "Top-up Subscription") was completed on 3 November 2021.

On 27 October 2021, the Group held 271,201,543 Li Ning Co's shares, representing approximately 10.9% of the issued shares of Li Ning Co. The Group's shareholding in Li Ning Co was decreased from approximately 10.9% to 6.1% upon completion of the Top-up Placing and was restored to approximately 10.4% upon completion of the Top-up Subscription.

The deemed dilution gain arising from the Top-up Placing and Subscription with a decrease of 0.5% shareholding in Li Ning Co was approximately HK\$978.0 million.

The Group has applied to the Stock Exchange for a waiver from strict compliance with the very substantial disposal and very substantial acquisition requirements in respect of the Top-up Placing and the Top-up Subscription under Chapter 19 of the GEM Listing Rules, and the Stock Exchange has granted the aforesaid waiver.

For details, please refer to the announcements of the Company dated 28 October 2021 and 3 November 2021.

- (e) 於二零二一年十月二十七日，李寧公司、非凡中國發展有限公司（「賣方」，本集團的全資附屬公司）及J.P. Morgan Securities plc和野村國際（香港）有限公司（「配售代理」）訂立配售及認購協議，據此，(i)賣方已同意透過配售代理按全數包銷基準配售賣方持有的合共120,000,000股李寧公司股份（「先舊後新配售股份」），每股先舊後新配售股份為87.50港元（「先舊後新配售價」）；及(ii)賣方已同意按相等於先舊後新配售價的先舊後新認購價每股先舊後新認購股份87.50港元（「先舊後新認購價」）認購120,000,000股新李寧公司股份（「先舊後新認購股份」）（「先舊後新配售及認購事項」）。

配售賣方持有的先舊後新配售股份（「先舊後新配售事項」）已於二零二一年十一月一日完成。賣方認購先舊後新認購股份（「先舊後新認購事項」）已於二零二一年十一月三日完成。

於二零二一年十月二十七日，本集團持有271,201,543股李寧公司股份，佔李寧公司已發行股份約10.9%。於先舊後新配售事項完成後，本集團於李寧公司的持股量將由約10.9%減至6.1%，並將於先舊後新認購事項完成後恢復至約10.4%。

因先舊後新配售及認購事項而減少李寧公司0.5%股權的視作攤薄收益約為978,000,000港元。

本集團已向聯交所申請豁免就先舊後新配售事項及先舊後新認購事項嚴格遵守GEM上市規則第19章項下有非常重大出售事項及非常重大收購事項的規定，而聯交所已授出上述豁免。

有關詳情，請參閱本公司日期為二零二一年十月二十八日及二零二一年十一月三日之公告。

- (f) On 3 November 2021, Ample Fame Investments Limited (the “Purchaser”, a wholly-owned subsidiary of the Company), the Company (as the Purchaser guarantor), Sitoy International Limited (the “Vendor”) and Sitoy Group Holdings Limited (the “Vendor Guarantor”) entered into the share purchase agreement in relation to the acquisition of Sitoy AT Holdings Company Limited (the “Target Company”) (the “SPA”).

The acquisition was completed in early January 2022, at the consideration of HK\$1 and the post-closing payment of EUR2,538,000 (approximately HK\$22,413,000). Pursuant to the SPA, the inter-company loans due to the Vendor Guarantor amounted to RMB41,137,000 (approximately HK\$50,352,000) as at 31 December 2021 will be repaid by the subsidiaries of the Target Company to the Vendor Guarantor. The Target Company became a wholly-owned subsidiary of the Company and the financial results were consolidated into the financial results of the Group since January 2022.

The Target Company and its subsidiaries own a century-old Italian luxury leader label brand, Amedeo Testoni (formerly known as “a. testoni”) and its diffusion line i29 and are principally engaged in wholesale and retail of leatherware, fashion garments and apparel.

For details, please refer to the announcement of the Company dated 3 November 2021.

- (g) On 30 December 2021, Rapid City Limited (“Rapid City”, a wholly owned subsidiary of Bossini), Shine Wealthy Limited (“Shine Wealthy”, an independent purchaser) and Knight Frank Hong Kong Limited (the “Agent”) entered into two provisional sale and purchase agreements (the “Provisional Agreements”) for the sale and purchase of two properties held by Rapid City at the aggregate consideration of HK\$184,729,500. Pursuant to the terms of the Provisional Agreements, Rapid City and Shine Wealthy entered into the formal agreements on 13 January 2022. The transaction was completed on 15 March 2022.

Details of the above were set out in Bossini’s announcements dated 30 December 2021.

- (f) 於二零二一年十一月三日，滿譽投資有限公司（「買方」，本公司全資附屬公司）、本公司（作為買方擔保人）、時代國際有限公司（「賣方」）及時代集團控股有限公司（「賣方擔保人」）就收購 Sitoy AT Holdings Company Limited（「目標公司」）訂立購股協議（「購股協議」）。

收購事項已於二零二二年一月初完成，代價為1港元及完成後付款2,538,000歐元（約22,413,000港元）。根據購股協議，於二零二一年十二月三十一日應付賣方擔保人的公司間貸款人民幣41,137,000元（約50,352,000港元）將由目標公司之附屬公司償還予賣方擔保人。目標公司已成為本公司之全資附屬公司及其財務業績自二零二二年一月起於本集團財務業績綜合入賬。

目標公司及其附屬公司擁有一個意大利百年頂尖奢華品牌Amedeo Testoni（前稱為「a. testoni」）及其衍生線i29，其主要從事皮具、時裝及服裝的批發及零售。

有關詳情，請參閱本公司日期為二零二一年十一月三日之公告。

- (g) 於二零二一年十二月三十日，捷利城有限公司（「捷利城」，為堡獅龍之全資附屬公司）、亮康有限公司（「亮康」，一名獨立買方）及萊坊（香港）有限公司（「代理人」）就買賣由捷利城持有的兩處物業訂立兩份臨時買賣協議（「臨時協議」），總代價為184,729,500港元。根據臨時協議之條款，捷利城與亮康已於二零二二年一月十三日訂立正式協議。該交易已於二零二二年三月十五日完成。

上述事項的詳情載於堡獅龍日期為二零二一年十二月三十日的公告。

Financial Review 財務回顧

Subsequent Events

- (a) On 3 November 2021, Ample Fame Investments Limited (the "Purchaser", a wholly-owned subsidiary of the Company), the Company (as the Purchaser guarantor), Sitoy International Limited (the "Vendor") and Sitoy Group Holdings Limited (the "Vendor Guarantor") entered into the share purchase agreement in relation to the acquisition of Sitoy AT Holdings Company Limited (the "Target Company") (the "SPA").

The acquisition was completed in early January 2022, at the consideration of HK\$1 and the post-closing payment of EUR2,538,000 (approximately HK\$22,413,000). Pursuant to the SPA, the inter-company loans due to the Vendor Guarantor amounted to RMB41,137,000 (approximately HK\$50,352,000) as at 31 December 2021 will be repaid by the subsidiaries of the Target Company to the Vendor Guarantor. The Target Company became a wholly-owned subsidiary of the Company and the financial results were consolidated into the financial results of the Group since January 2022.

The Target Company and its subsidiaries own a century-old Italian luxury leader label brand, Amedeo Testoni (formerly known as "a. testoni") and its diffusion line i29 and are principally engaged in wholesale and retail of leatherware, fashion garments and apparel.

For details, please refer to the announcement of the Company dated 3 November 2021.

- (b) On 30 December 2021, Rapid City Limited ("Rapid City", a wholly owned subsidiary of Bossini), Shine Wealthy Limited ("Shine Wealthy", an independent purchaser) and Knight Frank Hong Kong Limited (the "Agent") entered into two provisional sale and purchase agreements (the "Provisional Agreements") for the sale and purchase of two properties held by Rapid City at the aggregate consideration of HK\$184,729,500. Pursuant to the terms of the Provisional Agreements, Rapid City and Shine Wealthy entered into the formal agreements on 13 January 2022. The transaction was completed on 15 March 2022.

Details of the above were set out in Bossini's announcements dated 30 December 2021.

- (c) With continuously increasing in the new infections of COVID-19 globally, and the outbreak of Omicron in Hong Kong since early January 2022, this will inevitably have an impact on consumption sentiment and the Group's business. Taking into account the possible derail of recovery due to unfavorable macro environment and the pandemic impact, the management of the Group will stay cautious and react proactively to the evolving market conditions. The management will continue assessing the impacts of the COVID-19 on the financial performance of the Group.

期後事項

- (a) 於二零二一年十一月三日，滿譽投資有限公司（「買方」，本公司全資附屬公司）、本公司（作為買方擔保人）、時代國際有限公司（「賣方」）及時代集團控股有限公司（「賣方擔保人」）就收購 Sitoy AT Holdings Company Limited（「目標公司」）訂立購股協議（「購股協議」）。

收購事項已於二零二二年一月初完成，代價為1港元及完成後付款2,538,000歐元（約22,413,000港元）。根據購股協議，於二零二一年十二月三十一日應付賣方擔保人的公司間貸款人民幣41,137,000元（約50,352,000港元）將由目標公司之附屬公司償還予賣方擔保人。目標公司已成為本公司之全資附屬公司及其財務業績自二零二二年一月起於本集團財務業績綜合入賬。

目標公司及其附屬公司擁有一個意大利百年頂尖奢華品牌Amedeo Testoni（前稱為「a. testoni」）及其衍生線i29，其主要從事皮具、時裝及服裝的批發及零售。

有關詳情，請參閱本公司日期為二零二一年十一月三日之公告。

- (b) 於二零二一年十二月三十日，捷利城有限公司（「捷利城」，為堡獅龍之全資附屬公司）、亮康有限公司（「亮康」，一名獨立買方）及萊坊（香港）有限公司（「代理人」）就買賣由捷利城持有的兩處物業訂立兩份臨時買賣協議（「臨時協議」），總代價為184,729,500港元。根據臨時協議之條款，捷利城與亮康已於二零二二年一月十三日訂立正式協議。該交易已於二零二二年三月十五日完成。

上述事項的詳情載於堡獅龍日期為二零二一年十二月三十日的公告。

- (c) 隨著全球COVID-19新感染病例不斷增加，以及自二零二二年一月初香港開始爆發Omicron，這難免對消費情緒及本集團業務造成影響。考慮到不利的宏觀環境以及疫情可能導致復甦受阻，本集團管理層將保持審慎態度，積極應對瞬息萬變的市況。管理層將繼續評估COVID-19對本集團財務表現的影響。

Directors' and Senior Management's Biographies

董事及高級管理人員之簡歷

MR. LI NING

CHAIRMAN, CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR

Mr. Li Ning, aged 59, has been the chairman (the "Chairman"), an executive Director and a member of the executive committee of the Company since June 2010. Mr. Li was also appointed as the chairman of the nomination committee, the chief executive officer (the "Chief Executive Officer") and a member of remuneration committee of the Company with effect from 15 March 2012, 22 May 2013 and 4 November 2019 respectively. He is a director of various subsidiaries of the Company. Mr. Li is the founder of the LI-NING brand. He has been appointed as an executive director of Li Ning Co* since 4 March 2004 and is currently its executive chairman. Mr. Li was appointed as interim chief executive officer of Li Ning Co* on 18 March 2015 and has been re-designated as its joint chief executive officer with effect from 2 September 2019. Mr. Li is the younger brother of Mr. Li Chun, a substantial shareholder of the Company as defined in the SFO and the uncle of Mr. Li Qilin, who is an executive Director.

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

After retiring from his athlete career in 1989, Mr. Li initiated the idea of LI-NING brand with the goal of creating the first national sports goods brand in the PRC. He has dedicated the past over 30 years to the development of the business of LN Group, achieving great contribution to the development of the sporting goods industry in the PRC. Mr. Li is the non-executive chairman of LionRock Capital GP Limited.

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

李寧先生

主席、行政總裁兼執行董事

李寧先生，五十九歲，自二零一零年六月起出任本公司主席（「主席」）、執行董事兼執行委員會成員。李先生亦分別於二零一二年三月十五日獲委任為本公司提名委員會主席及於二零一三年五月二十二日獲委任為本公司行政總裁（「行政總裁」），及於二零一九年十一月四日獲委任為本公司薪酬委員會成員。彼為本公司多家附屬公司之董事。李先生為李寧品牌創立人，彼自二零零四年三月四日起獲委任為李寧公司*的執行董事及目前為其執行主席。李先生於二零一五年三月十八日獲委任為李寧公司*代理行政總裁，自二零一九年九月二日獲調任為其聯席行政總裁。李先生為本公司主要股東（定義見證券及期貨條例）李進先生之胞弟及執行董事李麒麟先生之叔父。

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

於一九八九年退出體壇後，李先生構思推出李寧品牌，並以創立首個中國國家級體育用品品牌為目標。李先生於過往三十多年一直致力發展李寧集團業務，為中國體育用品行業之發展作出卓越貢獻。李先生現為LionRock Capital GP Limited的非執行主席。

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

Directors' and Senior Management's Biographies 董事及高級管理人員之簡歷

Mr. Li has also been actively involved in charities via his "Li Ning Foundation" (李寧基金) and to support educational development in impoverished and remote areas in the PRC. In October 2009, Mr. Li was appointed by the United Nations World Food Programme (WFP) as "WFP Goodwill Ambassador Against Hunger". Mr. Li is an honorary president of the Hong Kong Association of Youth Development and a life member of The Chinese General Chamber of Commerce, Hong Kong.

* *The shares of this company are listed on the Stock Exchange*

MR. LI CHUNYANG

EXECUTIVE DIRECTOR

Mr. Li Chunyang, aged 53, is an executive Director and a member of the executive committee of the Company. Mr. Li joined the Group in June 2010 and is a director of 非凡領越體育發展(北京)有限公司, Viva China Community Development Holdings Limited and various subsidiaries of the Company. Mr. Li graduated from Peking University in 2004 with a bachelor's degree in Economics. In 1989 and 1991, he won the World Gymnastics Championships.

MR. LI QILIN

EXECUTIVE DIRECTOR

Mr. Li Qilin, aged 35, was appointed as a non-executive Director in June 2013. Mr. Li has been re-designated from a non-executive Director to an executive Director and appointed as a member of the executive committee of the Company with effect from 13 November 2015. Mr. Li joined the Group in June 2013. Mr. Li is a director of various subsidiaries of the Company. Mr. Li had been a director of Lead Ahead Limited, a substantial shareholder of the Company during the period from 15 June 2010 to 1 November 2021.

Mr. Li has been appointed as a non-executive director of Li Ning Co* since 13 December 2017 and re-designated as its executive director with effect from 19 June 2018.

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

* *The shares of this company are listed on the Stock Exchange*

李先生亦透過「李寧基金」積極參與慈善活動，並支持中國貧困及偏遠地區的教育發展。二零零九年十月，李先生被聯合國世界糧食計劃署(WFP)任命為「WFP反饑餓親善大使」。李先生現為香港青少年發展聯會榮譽會長及香港中華總商會永遠個人會員。

* *此公司之股份於聯交所上市*

李春陽先生

執行董事

李春陽先生，五十三歲，為本公司執行董事兼執行委員會成員。李先生於二零一零年六月加入本集團，並為非凡領越體育發展(北京)有限公司、非凡中國社區開發控股有限公司及本公司多家附屬公司之董事。李先生於二零零四年畢業於北京大學，獲得經濟學學士學位。於一九八九年及一九九一年，彼取得世界體操錦標賽冠軍。

李麒麟先生

執行董事

李麒麟先生，三十五歲，於二零一三年六月獲委任為非執行董事。自二零一五年十一月十三日起李先生由非執行董事調任為執行董事，並獲委任為本公司執行委員會成員。李先生於二零一三年六月加入本集團。李先生為本公司多家附屬公司之董事。李先生自二零一零年六月十五日至二零二一年十一月一日曾擔任本公司主要股東Lead Ahead Limited的董事。

李先生自二零一七年十二月十三日起獲委任為李寧公司*之非執行董事及於二零一八年六月十九日獲調任為其執行董事。

李先生於金融服務行業擁有豐富經驗，並於二零一零年一月至二零一三年七月期間擔任Persistent Asset Management Limited之分析師。李先生乃本公司主要股東(定義見證券及期貨條例)李進先生之兒子及主席、行政總裁兼執行董事李寧先生之侄子。

* *此公司之股份於聯交所上市*

Directors' and Senior Management's Biographies 董事及高級管理人員之簡歷

MR. VICTOR HERRERO

NON-EXECUTIVE DIRECTOR

Mr. Victor Herrero, aged 53, has been appointed as a non-executive Director of the Company with effect from 14 January 2021. Prior to the appointment, he was a senior advisor of the Company. On 24 July 2020, Mr. Herrero has been appointed as the chairman and a non-executive director of a non-wholly owned subsidiary of the Company, Bossini International Holdings Limited (Stock Code: 592), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Herrero has extensive experience in corporate management and business operations in the consumables industry. From 2015 to 2019, Mr. Herrero served as the chief executive officer and director of Guess Inc. (listed on New York Stock Exchange), which is principally engaged in designing, marketing, distributing and licensing a lifestyle collection of contemporary apparel, denim, handbags, watches, footwear and other related consumer products around the world. Prior to joining Guess Inc., Mr. Herrero served as the head of Asia Pacific and managing director of Greater China of Industria de Diseño Textil, S.A. (Inditex Group), an international fashion retailer with brands including Zara, Massimo Dutti, Pull & Bear, Bershka and Stradivarius. Mr. Herrero is a board member of Global Fashion Group S.A., (e-commerce fashion site operator and owner of Zalora and The Iconic, the shares of which are listed on the Frankfurt stock exchange), G-III Apparel Group, Ltd (US manufacturer and distributor operating through a portfolio of brands, the shares of which are listed on NASDAQ) and Gruppo Coppel (Mexican consumer finance and retail conglomerate).

Mr. Herrero graduated with a Master of Business Administration from Kellogg School of Management at Northwestern University in 2003. He obtained a Bachelor's Degree in Business Administration from ESCP Europe in Paris, France in 1992 and a Bachelor's of Law Degree from the University of Zaragoza in Spain in 1993. He was also awarded "Best CEO in the Sustainable Apparel Industry" in 2018 by the European CEO Magazine.

VICTOR HERRERO先生

非執行董事

Victor Herrero先生，五十三歲，自二零二一年一月十四日起獲委任為本公司之非執行董事。彼於該委任前為本公司之高級顧問。於二零二零年七月二十四日，Herrero先生獲委任為本公司非全資附屬公司堡獅龍國際集團有限公司（其股份於聯交所主板上市，股份代號：592）的主席及非執行董事。

Herrero先生於消費品行業之企業管理及業務營運方面擁有豐富經驗。由二零一五年至二零一九年，Herrero先生曾擔任Guess Inc.（於紐約證券交易所上市）之首席執行官及董事，該公司主要於世界各地從事當代服飾、牛仔、手袋、腕錶、鞋履及其他相關消費品之生活時尚系列之設計、營銷、分銷及授權許可。於加入Guess Inc.之前，Herrero先生曾擔任Industria de Diseño Textil, S.A. (Inditex集團) 亞太區總監及大中華區董事總經理，該集團是一家國際時裝零售商，旗下品牌包括Zara、Massimo Dutti、Pull & Bear、Bershka及Stradivarius。Herrero先生是Global Fashion Group S.A.（電子商務時尚網站運營商，擁有Zalora及The Iconic品牌，其股份於法蘭克福證券交易所上市）、G-III Apparel Group, Ltd（通過品牌組合經營之美國製造商及分銷商，其股份於納斯達克上市）及Gruppo Coppel（墨西哥消費者金融及零售集團）之董事會成員。

Herrero先生於二零零三年畢業於美國西北大學凱洛格管理學院，獲得工商管理碩士學位。彼於一九九二年獲得於法國巴黎的ESCP歐洲工商管理學士學位，並於一九九三年獲得西班牙薩拉戈薩大學法律學士學位。彼亦於二零一八年獲European CEO Magazine評為「可持續服飾行業最佳行政總裁」。

Directors' and Senior Management's Biographies 董事及高級管理人員之簡歷

MR. MA WING MAN

NON-EXECUTIVE DIRECTOR

Mr. Ma Wing Man, aged 56, has been a non-executive Director and a member of the audit committee of the Company since June 2010. Mr. Ma has over 30 years of experience in finance and administration. Mr. Ma has been employed by "Li Ning Foundation" as the financial controller since 2005. From 1992 to 2005, Mr. Ma had been employed first as accountant and later as financial and accounting manager of Jianlibao Holdings (H.K.) Company Limited, which was a wholesaler and retailer of Jianlibao drinks.

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

MR. LI QING

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Li Qing, aged 55, is an independent non-executive Director and a member of both the audit committee and the remuneration committee of the Company. Mr. Li joined the Group in December 2019. Mr. Li has accumulated over 27 years of experience in investment and asset management, merge and acquisition and business operation in Hong Kong and the PRC. Mr. Li graduated with an executive M.B.A degree from Guanghua School of Management of Beijing University (北京大學光華管理學院) in 2006.

Mr. Li has been appointed as an executive director of Crystal Clear Electronic Material Co., Ltd. (formerly known as Suzhou Crystal Clear Chemical Co., Ltd.) (Stock Code: 300655(SZSE)) in July 2016 and is currently its chief strategy officer. The shares of this company are listed on the Shenzhen Stock Exchange. He is currently the chairman of both Jiming Asset Management (Shanghai) Co., Ltd and Ma'anshan Jishipujiang Asset Management Co., Ltd. He was appointed as the general manager of HuaAn Funds Management Limited from May 2010 to September 2014 and a director of China Investment Information Services Limited, from July 2001 to June 2010.

馬詠文先生

非執行董事

馬詠文先生，五十六歲，自二零一零年六月起為本公司非執行董事及審核委員會成員。馬先生於財務及行政管理方面具備逾30年經驗。馬先生自二零零五年起獲「李寧基金」聘任為財務總監。於一九九二年至二零零五年，馬先生最初獲健力寶集團(香港)有限公司(一間健力寶飲料的批發及零售商)聘任為會計主任，隨後擔任財務及會計經理。

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

李勍先生

獨立非執行董事

李勍先生，五十五歲，為本公司獨立非執行董事以及審核委員會及薪酬委員會之成員。李先生於二零一九年十二月加入本集團。李先生於香港及中國在投資及資產管理、收購合併及企業營運等方面累計擁有超過二十七年的經驗。李先生於二零零六年畢業於北京大學光華管理學院，獲頒發高級管理人員工商管理碩士學位。

李先生於二零一六年七月獲委任為晶瑞電子材料股份有限公司(前稱蘇州晶瑞化學股份有限公司)(股份代號:300655(SZSE))的執行董事，現任其首席戰略官。該公司股份於深圳證券交易所上市。彼現任基明資產管理(上海)有限公司及馬鞍山基石浦江資產管理有限公司之董事長。彼曾於二零一零年五月至二零一四年九月獲委任為華安基金管理有限公司總經理及於二零零一年七月至二零一零年六月獲委任為中國投資信息有限公司的董事。

MR. PAK WAI KEUNG, MARTIN

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Pak Wai Keung, Martin, aged 58, is an independent non-executive Director, the chairman of the audit committee, a member of each of the nomination committee and the remuneration committee of the Company. Mr. Pak joined the Group in February 2019. He has accumulated over 25 years of experience in finance, accounting and corporate governance affairs. Mr. Pak graduated with a Bachelor of Commerce from the Murdoch University, Australia in 1991 and a Master of Corporate Governance from The Hong Kong Polytechnic University in 2009. Mr. Pak is a fellow of the Hong Kong Institute of Certified Public Accountants, an associate of The Chartered Governance Institute (formerly The Institute of Chartered Secretaries and Administrators) in the United Kingdom and The Hong Kong Chartered Governance Institute (formerly The Hong Kong Institute of Chartered Secretaries).

Mr. Pak has been appointed as an independent non-executive director of Nan Nan Resources Enterprise Limited* (Stock Code: 1229) and Dragon Mining Limited* (Stock Code: 1712) with effect from 19 September 2017 and 5 November 2018 respectively. Since 12 June 2019, Mr. Pak had been an independent non-executive director of China Huiyuan Juice Group Limited, the shares of which were delisted from the Main Board of the Stock Exchange on 18 January 2021. Since 8 December 2017, Mr. Pak had also served as an independent non-executive director of Convoy Global Holdings Limited, the share of which were delisted from the Main Board of the Stock Exchange on 4 May 2021, and resigned on 11 February 2022.

* *The shares of this company are listed on the Stock Exchange*

白偉強先生

獨立非執行董事

白偉強先生，五十八歲，為本公司獨立非執行董事、審核委員會主席、提名委員會及薪酬委員會各自之成員。白先生於二零一九年二月加入本集團。彼累計擁有超過二十五年財務、會計及企業管治的經驗。白先生於一九九一年畢業於澳洲莫道克大學 (Murdoch University)，獲得商務學士學位，並於二零零九年取得香港理工大學公司管治碩士學位。白先生為香港會計師公會資深會員、英國特許公司治理公會 (前稱特許秘書及行政人員公會) 會員及香港公司治理公會 (前稱香港特許秘書公會) 會員。

白先生分別於二零一七年九月十九日及二零一八年十一月五日獲委任為南南資源實業有限公司* (股份代號：1229) 及龍資源有限公司* (股份代號：1712) 的獨立非執行董事。自二零一九年六月十二日起，白先生擔任中國滙源果汁集團有限公司之獨立非執行董事，其股份已於二零二一年一月十八日於聯交所主板除牌。自二零一七年十二月八日起，白先生亦擔任康宏環球控股有限公司 (其股份已於二零二一年五月四日於聯交所主板除牌) 之獨立非執行董事，並於二零二二年二月十一日辭任。

* *此公司之股份於聯交所上市*

Directors' and Senior Management's Biographies 董事及高級管理人員之簡歷

MR. WANG YAN

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Wang Yan, aged 49, is an independent non-executive Director, the chairman of the remuneration committee, and a member of both the audit committee and the nomination committee of the Company. Mr. Wang joined the Group in July 2017. From May 2003 to March 2021, he was a director of Sina Corporation ("SINA"), which was previously listed on the Nasdaq Stock Market in the U.S. and delisted on 23 March 2021 after privatization. During the period from 1996 to March 2021, as the co-founder of SINA, Mr. Wang successively held the posts of chief executive officer and chairman. In May 2021, Mr. Wang has been appointed as an independent director of Weibo Corporation which is listed on the Nasdaq Stock Market in the U.S. and the Stock Exchange (Nasdaq ticker: WB; stock code: 9898.HK).

Mr. Wang obtained a B.A. in Public Law in July 1997 and a M.A. of Public Law in September 2020 from the Université Paris II in France.

SENIOR MANAGEMENT

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

DISCLOSURE ON CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, the changes in details of the Directors' information subsequent to the date of the interim report of the Company for the six months ended 30 June 2021 are set out below:

| Name 姓名 | Details of Changes 變動詳情 |
|------------|--|
| Li Qilin | The emolument package was revised to an annual director's fee of HK\$200,000, an annual salary of HK\$2,015,000 with effect from 13 November 2021 and an annual housing benefit of not exceeding HK\$768,000 |
| 李麒麟 | 自二零二一年十一月十三日起，薪酬待遇變更為年度董事袍金200,000港元、年度薪金2,015,000港元及年度住房福利不超過768,000港元 |

汪延先生

獨立非執行董事

汪延先生，四十九歲，為本公司獨立非執行董事、薪酬委員會主席以及審核委員會及提名委員會之成員。汪先生於二零一七年七月加入本集團。彼於二零零三年五月至二零二一年三月出任新浪公司（「新浪」）之董事，該公司曾於美國納斯達克股票市場上市，於私有化後在二零二一年三月二十三日取消上市。自一九九六年至二零二一年三月期間，汪先生作為新浪共同創始人先後擔任首席執行官及董事長。於二零二一年五月，汪先生獲委任為微博公司（其於美國納斯達克股票市場及聯交所上市，股票代號：WB及9898.HK）之獨立董事。

汪先生於一九九七年七月獲法國的Université Paris II頒發公法學士學位，於二零二零年九月獲同一學校頒發的公法學碩士學位。

高級管理人員

執行董事李寧先生、李春陽先生及李麒麟先生亦為本集團高級管理人員。

有關董事資料變動之披露

根據GEM上市規則第17.50A(1)條，於本公司截至二零二一年六月三十日止六個月之中期報告日期後，董事資料變動詳情載列如下：

The Directors present their report and the audited financial statements for the year ended 31 December 2021.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company and its subsidiaries are principally engaged in i) research, development, design, marketing and sale of multi-brand of apparels and footwears; and ii) operation service provision and investment of sports destinations (including sports parks, sports centres and ice-skating rinks), sports competitions and events as well as an e-sports club.

The principal activities and other particulars of the principal subsidiaries of the Company as at 31 December 2021 are set out in Note 35 to the financial statements.

Further discussion and analysis of the business review required by Schedule 5 to the Hong Kong Companies Ordinance for the year ended 31 December 2021 is set out in the Chairman's Statement, the Business Review and the Financial Review of this annual report. This discussion forms part of this Report of the Directors.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2021 and the state of affairs of the Company and the Group as at that date are set out in the financial statements on pages 110 to 220.

On 21 July 2021, a special dividend of HK\$0.133 per Share was paid to the Shareholders and an equivalent amount of the special dividend was paid to the holders of the issued and outstanding convertible bonds of the Company on an as-converted basis. The Directors did not declare an interim dividend and did not recommend the payment of a final dividend for the year ended 31 December 2021.

DIVIDEND POLICY

The Company recognizes the importance of maximizing return to Shareholders and believes that driving growth creates significant value to Shareholders. The Company has adopted a dividend policy with the objective of achieving right balance of the amount of dividend and the amount of profits retained in the business for various purposes. The Board would consider the following factors before declaring or recommending dividend:—

- (a) financial results of the Company;
- (b) Shareholders' interests;
- (c) general business conditions, strategies and future expansion needs;
- (d) the Company's capital requirements;
- (e) the payment of cash dividends to the Company from its subsidiaries;

董事謹此提呈截至二零二一年十二月三十一日止年度之董事會報告及經審核財務報表。

主要業務及業務回顧

本公司及其附屬公司主要從事i)研發、發展、設計、推廣及銷售多品牌鞋服；及ii)營運、服務及投資體育目的地（包括體育園、運動中心及滑冰場）、體育賽事活動及電競俱樂部。

本公司主要附屬公司於二零二一年十二月三十一日之主要業務及其他詳情，已載於財務報表附註35。

香港公司條例附表5要求對截至二零二一年十二月三十一日止年度之業務回顧的進一步討論及分析載於本年報之主席報告、業務回顧及財務回顧中。此討論構成本董事會報告的一部分。

業績及股息

本集團截至二零二一年十二月三十一日止年度之溢利及本公司與本集團於該日之業務狀況，載於財務報表第110至220頁內。

於二零二一年七月二十一日，本公司向股東派付特別股息每股股份0.133港元及按轉換基準向本公司已發行及未償還可換股債券持有人支付與特別股息的等值金額。董事並無宣派中期股息，及不建議就截至二零二一年十二月三十一日止年度派付末期股息。

股息政策

本公司極重視為股東取得最大回報，並相信推動業務增長能為股東創造顯著的價值。本公司已採納股息政策，旨在載列為達致派息及保留利潤作各種業務用途間取得平衡為目的而採取的方針。董事會於宣派或建議派發股息前將考慮以下因素：—

- (a) 本公司的財務業績；
- (b) 股東權益；
- (c) 整體業務狀況、策略及未來擴展需求；
- (d) 本公司的資金需求；
- (e) 本公司附屬公司向本公司派付的現金股息；

Report of the Directors 董事會報告

- (f) possible effects on liquidity and financial position of the Company; and
- (g) other factors the Board may deem relevant.

The payment of dividend is also subject to any restrictions under the applicable laws and the Company's Articles of Association.

GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 222 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

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

DONATIONS

During the year, the Group made charitable and other donations amounted to approximately HK\$9,986,000.

SHARE CAPITAL

During the year, the Company issued 64,910,000 Shares in aggregate upon exercise of share options pursuant to the 2010 Share Option Scheme and the 2021 Share Option Scheme (as set out in the section of "Share Option Schemes" in this report) adopted by the Company on 29 June 2010 and 18 January 2021 respectively and the consideration received thereon amounted to HK\$32,450,000. The Company also issued 60,000,000 Shares upon conversion of the perpetual convertible bonds in the principal amount of HK\$19,500,000 into shares.

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

EQUITY-LINKED AGREEMENTS

For the year ended 31 December 2021, save for the Earn-out Convertible Bonds, the 2010 Share Option Scheme and the 2021 Share Option Scheme (as set out in the sections of "Directors' Rights to Acquire Shares or Debentures" and "Share Option Schemes" in this report), the Company has not entered into any equity-linked agreement, nor did any equity-linked agreement subsist at the end of the year.

RESERVES

As at 31 December 2021, the Company's reserves available for distribution to Shareholders comprising share premium account less accumulated losses, amounted to approximately HK\$353,054,000 (2020: HK\$274,730,000).

- (f) 對本公司流動資金及財務狀況的潛在影響；及
- (g) 董事會可能認為相關的其他因素。

派付股息亦須受任何適用法律及本公司組織章程細則的規限。

集團財務概要

本集團於過去五個財政年度之業績及資產與負債概要，載於本年報第222頁。

物業、廠房及設備

本公司及本集團於年內之物業、廠房及設備變動，載於財務報表附註12(A)。

捐款

本集團於年內所作慈善及其他捐款為約9,986,000港元。

股本

年內，本公司於根據本公司分別於二零一零年六月二十九日及二零二一年一月十八日採納之二零一零年購股權計劃及二零二一年購股權計劃（載於本報告「購股權計劃」一節內）行使購股權後發行合共64,910,000股股份，就此已收代價為32,450,000港元。本公司亦於將本金額為19,500,000港元之永久性可換股債券轉換為股份後發行60,000,000股股份。

本公司於年內之股本及永久性可換股債券詳情載於財務報表附註27及29。

股票掛鈎協議

截至二零二一年十二月三十一日止年度，除盈利能力可換股債券、二零一零年購股權計劃及二零二一年購股權計劃（載於本報告「董事購買股份或債權證之權利」及「購股權計劃」兩節內）外，本公司並未訂立任何股票掛鈎協議，於年度末亦無任何股票掛鈎協議存續。

儲備

於二零二一年十二月三十一日，本公司可向股東分派之儲備（包括股份溢價賬減累計虧損）約為353,054,000港元（二零二零年：274,730,000港元）。

Details of movements in the reserves of the Company and the Group during the year are set out in Note 36 to the financial statements and in the consolidated statement of changes in equity on pages 113 respectively.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers (including LN Group) accounted for approximately 24.5% of the total sales for the year and sales to the largest customer included therein accounted for approximately 21.4% of the total sales.

Purchases from the Group's five largest suppliers accounted for approximately 26.0% of the total purchases for the year and purchases from the largest supplier included therein accounted for approximately 15.6% of the total purchases.

As at 31 December 2021, Mr. Li Ning, the Chairman, the Chief Executive Officer and an executive Director, was also deemed under Part XV of the SFO to have personal interest in 3,578,808 LN Shares and 413,005 unvested restricted LN Shares under the restricted share award scheme of Li Ning Co, which in aggregate amounted to 3,991,813 LN Shares and underlying LN Shares (representing approximately 0.15% shareholding interest in the share capital of Li Ning Co as at 31 December 2021). Mr. Li Ning is also the executive chairman, the joint chief executive officer and an executive director of Li Ning Co. As at 31 December 2021, Mr. Li Qilin, an executive Director, was also deemed under Part XV of the SFO to have personal interest in 1,076,000 LN Shares (representing approximately 0.04% shareholding interest in the share capital of Li Ning Co as at 31 December 2021). He is also an executive director of Li Ning Co.

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

PRE-EMPTIVE RIGHTS

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

本公司及本集團於年內之儲備變動詳情，分別載於財務報表附註36及第113頁之綜合權益變動表內。

主要客戶及供應商

於回顧年內，本集團對五大客戶（包括李寧集團）作出之銷售額佔年內銷售總額約24.5%，而對最大客戶作出之銷售額則約佔銷售總額21.4%。

本集團向五大供應商作出之採購額佔本年度採購總額約26.0%，當中對最大供應商作出之採購額則約佔採購總額15.6%。

於二零二一年十二月三十一日，根據證券及期貨條例第XV部，主席、行政總裁及執行董事李寧先生亦被視為於3,578,808股李寧股份及根據李寧公司限制性股份獎勵計劃之413,005股未歸屬限制性李寧股份，即合共3,991,813股李寧股份及相關李寧股份（於二零二一年十二月三十一日約佔李寧公司股本中之股權0.15%）中擁有個人權益。李寧先生亦為李寧公司之執行主席、聯席行政總裁及執行董事。於二零二一年十二月三十一日，根據證券及期貨條例第XV部，執行董事李麒麟先生亦被視為於1,076,000股李寧股份（於二零二一年十二月三十一日佔李寧公司股本中之股權約0.04%）中擁有個人權益。彼亦為李寧公司之執行董事。

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

優先購買權

本公司註冊所在地開曼群島司法權區並無優先購買權之規定。

購回、贖回或出售本公司上市證券

本公司或其任何附屬公司於年內概無購回、出售或贖回任何本公司上市證券。

Report of the Directors 董事會報告

REDEMPTION OR PURCHASE OR CANCELLATION OF REDEEMABLE SECURITIES

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

DIRECTORS

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

Executive Directors

Mr. Li Ning (*Chairman & Chief Executive Officer*)
Mr. Li Chunyang
Mr. Li Qilin

Non-executive Directors

Mr. Victor Herrero
(appointed with effect from 14 January 2021)
Mr. Ma Wing Man

Independent non-executive Directors

Mr. Li Qing
Mr. Pak Wai Keung, Martin
Mr. Wang Yan

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

At the forthcoming annual general meeting, Mr. Li Ning and Mr. Li Chunyang will retire as Directors by rotation and, being eligible, offers themselves for re-election in accordance with articles 108(A) and 108(B) of the articles of association of the Company and pursuant to Appendix 15 of the GEM Listing Rules. Further particulars of the Directors to be re-elected at the forthcoming annual general meeting are set out in the circular to the shareholders sent together with this annual report. All other existing Directors shall continue in office.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 29 to 34 of this annual report.

DIRECTORS' SERVICE CONTRACTS

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

贖回或購回或註銷可贖回證券

於年內本公司或其任何附屬公司並無贖回、購回或註銷本公司任何可贖回證券。

董事

在年內及截至本報告日期止之董事如下：

執行董事

李寧先生 (*主席兼行政總裁*)
李春陽先生
李麒麟先生

非執行董事

Victor Herrero先生
(自二零二一年一月十四日起獲委任)
馬詠文先生

獨立非執行董事

李勳先生
白偉強先生
汪延先生

各董事的任期須根據本公司之組織章程細則輪值告退。

於應屆股東週年大會，根據本公司組織章程細則第108(A)及108(B)條以及根據GEM上市規則附錄15，李寧先生及李春陽先生將輪值告退，彼等均合資格並願意膺選連任董事。於應屆股東週年大會重選董事之更多詳情，載於隨本年報向股東一併寄發之通函內。其餘所有現任董事均留任。

董事及高級管理人員之簡歷

董事及本集團高級管理人員之簡歷詳情，載於本年報第29至34頁。

董事之服務合約

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

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

PERMITTED INDEMNITY PROVISION

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

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

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

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

SHARE OPTION SCHEMES

(I) Share Option Schemes of the Company

On 29 June 2010, the Company passed the ordinary resolutions to adopt a share option scheme (the "2010 Share Option Scheme") which expired on 29 June 2020 and no share options remained outstanding as at 31 December 2021. Subsequently, the Company adopted a new share option scheme on 18 January 2021 (the "2021 Share Option Scheme") which will remain in force for period of 10 years commencing on 18 January 2021.

The purpose of the 2010 Share Option Scheme and the 2021 Share Option Scheme (the "Schemes" collectively) is to provide incentives and/or reward to participants for their contributions 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 Schemes 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 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 who has made important contributions to the development of the Group based on his work 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.

本年度董事之酬金詳情以具名形式載於財務報表附註8。

獲准許彌償條文

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

年內，本公司已為董事及本集團行政人員安排適當之董事及行政人員責任險。

董事於交易、安排或合約之重大權益

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

購股權計劃

(I) 本公司購股權計劃

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（「二零一零年購股權計劃」），該計劃已於二零二零年六月二十九日屆滿，且於二零二一年十二月三十一日並無購股權尚未行使。其後，本公司於二零二一年一月十八日採納一項新購股權計劃（「二零二一年購股權計劃」），該計劃之有效期將自二零二一年一月十八日起計為期十年。

二零一零年購股權計劃及二零二一年購股權計劃（統稱「計劃」）旨在獎勵及／或表彰為本集團作出貢獻之參與者及／或使本集團可招攬優秀僱員及／或吸引對本集團有價值之人力資源。計劃之參與者包括本公司或任何附屬公司之僱員、高級職員、代理、顧問、業務夥伴或代表或對本集團成就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對本集團發展作出重要貢獻之本集團之寶貴人力資源。

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

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

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

The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under each of the Schemes and any other share option schemes of the Company must not, in aggregate, exceed 30% of the number of Shares in issue from time to time. The total number of Shares which may be issued upon exercise of all options to be granted under the 2010 Share Option Scheme and any other share option schemes of the Company, including the 2021 Share Option Scheme must not, in aggregate, exceed 10% of the nominal amount of all the Shares in issue as at the date of its adoption. Following the expiration of 2010 Share Option Scheme, no share option could be granted and exercised thereafter under the 2010 Share Option Scheme. The total number of shares which may be issued upon exercise of all options to be granted under 2021 Share Option Scheme and any other share option schemes of the Company, including the 2010 Share Option Scheme, must not, in aggregate, exceed 10% of the nominated amount of all the shares in issue as at the date of its adoption (the "2021 Share Option Scheme Mandate Limit"). The Company may, from time to time, refresh the 2021 Share Option Scheme Mandate Limit by obtaining the approval of the shareholders in general meeting. Once refreshed, the total number of Shares which may be issued upon exercise of all options to be granted under 2021 Share Option Scheme and all other share option schemes of the Company under the limit, as refreshed, must not exceed 10% of the number of Shares in issue as at the date of approval of the refreshment by the Shareholders. On the basis of 9,496,332,726 Shares in issue on the date of adoption of the 2021 Share Option Scheme, the maximum number of Shares that may be issued upon exercise of share options that may be granted under it is 949,633,272 Shares. As at the date of this report, the share options available for grant under the 2021 Share Option Scheme is 663,699,939, representing 6.87% of the existing number of issued Shares.

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

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

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

因行使根據各項計劃及本公司任何其他購股權計劃所授出惟尚未行使之所有尚未行使購股權而可予發行之股份數目整體上限，合共不得超過不時已發行股份數目之30%。因行使根據二零一零年購股權計劃及本公司任何其他購股權計劃(包括二零二一年購股權計劃)將予授出之所有購股權而可予發行之股份總數，合共不得超過其採納當日所有已發行股份面值之10%。二零一零年購股權計劃屆滿後，概不得根據二零一零年購股權計劃授出及行使購股權。因行使根據二零二一年購股權計劃及本公司任何其他購股權計劃(包括二零一零年購股權計劃)將予授出之所有購股權而可予發行之股份總數，合共不得超過其採納當日所有已發行股份面值之10%(「二零二一年購股權計劃授權上限」)。本公司可不時透過於股東大會上獲得股東批准以更新二零二一年購股權計劃授權上限。二零二一年購股權計劃授權上限一經更新，因行使根據二零二一年購股權計劃及本公司所有其他購股權計劃將予授出之所有購股權而可予發行之股份總數，根據經更新上限不得超過股東批准更新當日已發行股份數目之10%。根據採納二零二一年購股權計劃日期已發行的9,496,332,726股股份，行使可能據此授出的購股權後可能發行的最高股份數目為949,633,272股股份。於本報告日期，於二零二一年購股權計劃項下可予授出之購股權為663,699,939份，相當於現有已發行股份數目之6.87%。

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

Detail of movement of the share options under the 2010 Share Option Scheme and the 2021 Share Option Scheme during the year ended 31 December 2021 are as follows:

購股權並無賦予持有人收取股息或於股東大會投票之權利。

於截至二零二一年十二月三十一日止年度，二零一零年購股權計劃及二零二一年購股權計劃項下之購股權之變動詳情如下：

(A) The 2010 Share Option Scheme

(A) 二零一零年購股權計劃

| | Date of Grant 授出日期 | Number of Share Options 購股權數目 | | | |
|---------------------------------------|-----------------------|---|---------------------------------------|------------------------------------|--|
| | | Balance as at 1.1.2021 於二零二一年 一月一日 結餘 | Exercised during the year 於年內行使 | Lapsed during the year 於年內失效 | Balance as at 31.12.2021 於二零二一年 十二月三十一日 結餘 |
| Directors 董事 | | | | | |
| Mr. LI Ning 李寧先生 | 20.01.2017 | 1,500,000 ⁽¹⁾ | – | (1,500,000) | – |
| Mr. LI Chunyang 李春陽先生 | 20.01.2017 | 5,000,000 ⁽¹⁾ | – | (5,000,000) | – |
| Mr. LI Qilin 李麒麟先生 | 20.01.2017 | 21,750,000 ⁽¹⁾ | – | (21,750,000) | – |
| Mr. MA Wing Man 馬詠文先生 | 20.01.2017 | 1,500,000 ⁽¹⁾ | – | (1,500,000) | – |
| | | 29,750,000 | – | (29,750,000) | – |
| Other employees 其他僱員 | | | | | |
| In aggregate 合計 | 20.01.2017 | 5,225,000 ⁽¹⁾ | – | (5,225,000) | – |
| In aggregate 合計 | 15.08.2019 | 22,000,000 ⁽²⁾ | (20,000,000) | (2,000,000) | – |
| In aggregate 合計 | 06.09.2019 | 40,000,000 ⁽³⁾ | (40,000,000) | – | – |
| | | 67,225,000 | (60,000,000) | (7,225,000) | – |
| Other grantees 其他承授人 | | | | | |
| In aggregate 合計 | 20.01.2017 | 29,450,000 ⁽¹⁾ | – | (29,450,000) | – |
| | | 29,450,000 | – | (29,450,000) | – |
| | | 126,425,000 | (60,000,000) ⁽⁶⁾ | (66,425,000) | – |

Report of the Directors 董事會報告

Notes:

- (1) The share options are exercisable from 20 January 2019 to 19 January 2021.
- (2) The share options comprised the following: (i) 20,000,000 share options with exercisable period from 5 September 2019 to 4 September 2021; and (ii) 2,000,000 share options with exercisable period from 15 August 2020 to 14 August 2022.
- (3) The share options comprised of the following: (i) 20,000,000 share options with exercisable period from 5 September 2020 to 4 September 2022; and (ii) 20,000,000 share options with exercisable period from 5 September 2021 to 4 September 2023.
- (4) The exercise prices of the share options are as follows:

| Date of Grant 授出日期 | Exercise Price per Share (HK\$) 每股股份行使價 (港元) |
|-----------------------|---|
|-----------------------|---|

| | |
|------------|-------|
| 20.01.2017 | 0.80 |
| 15.08.2019 | 0.478 |
| 06.09.2019 | 0.49 |

- (5) No share options under 2010 Share Option Scheme were granted or cancelled during the year ended 31 December 2021.
- (6) The weighted average closing price of the shares immediately before the date on which the options were exercised was HK\$1.08.

附註：

- (1) 購股權於二零一九年一月二十日至二零二一年一月十九日可予行使。
- (2) 購股權包括以下各項：(i)行使期為二零一九年九月五日至二零二一年九月四日之20,000,000份購股權；及(ii)行使期為二零二零年八月十五日至二零二二年八月十四日之2,000,000份購股權。
- (3) 購股權包括以下各項：(i)行使期為二零二零年九月五日至二零二二年九月四日之20,000,000份購股權；及(ii)行使期為二零二一年九月五日至二零二三年九月四日之20,000,000份購股權。
- (4) 購股權之行使價如下：

- (5) 截至二零二一年十二月三十一日止年度，概無購股權根據二零二零年購股權計劃獲授出或註銷。

- (6) 股份於緊接購股權獲行使當日前的加權平均收市價為1.08港元。

(B) The 2021 Share Option Scheme

(B) 二零二一年購股權計劃

| | Date of Grant 授出日期 | Number of Share Options 購股權數目 | | | |
|--|-----------------------|---|-------------------------------------|---------------------------------------|--|
| | | Balance as at 1.1.2021 於二零二一年 一月一日 結餘 | Granted during the year 於年內授出 | Exercised during the year 於年內行使 | Balance as at 31.12.2021 於二零二一年 十二月三十一日 結餘 |
| Directors 董事 | | | | | |
| Mr. LI Ning 李寧先生 | 18.01.2021 | – | 7,000,000 ⁽¹⁾ | – | 7,000,000 |
| Mr. LI Chunyang 李春陽先生 | 18.01.2021 | – | 40,000,000 ⁽¹⁾ | – | 40,000,000 |
| Mr. LI Qilin 李麒麟先生 | 18.01.2021 | – | 20,000,000 ⁽¹⁾ | – | 20,000,000 |
| Mr. MA Wing Man 馬詠文先生 | 18.01.2021 | – | 6,000,000 ⁽¹⁾ | – | 6,000,000 |
| Mr. Victor HERRERO Victor HERRERO先生 | 18.01.2021 | – | 60,000,000 ⁽¹⁾ | – | 60,000,000 |
| Mr. PAK Wai Keung, Martin 白偉強先生 | 18.01.2021 | – | 1,800,000 ⁽¹⁾ | – | 1,800,000 |
| Mr. WANG Yan 汪延先生 | 18.01.2021 | – | 1,800,000 ⁽¹⁾ | – | 1,800,000 |
| Mr. LI Qing 李勅先生 | 18.01.2021 | – | 1,800,000 ⁽¹⁾ | – | 1,800,000 |
| | | – | 138,400,000 | – | 138,400,000 |
| Other employees 其他僱員 | | | | | |
| In aggregate 合計 | 18.01.2021 | – | 147,200,000 ⁽²⁾ | (4,910,000) | 142,290,000 ⁽²⁾ |
| | | – | 147,200,000 | (4,910,000) | 142,290,000 |
| Other grantees 其他承授人 | | | | | |
| In aggregate 合計 | 18.01.2021 | – | 3,000,000 ⁽¹⁾ | – | 3,000,000 |
| | | – | 3,000,000 | – | 3,000,000 |
| | | – | 288,600,000 | (4,910,000) ⁽⁶⁾ | 283,690,000 |

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Notes:

- (1) The share options shall be exercised with the vesting schedule in trenches of one-third each on 18 January 2022, 18 January 2023 and 18 January 2024 within a period of 5 years after vested according to the respective vesting schedule.
- (2) The share options comprised the following: (i) 5,800,000 share options with exercisable period from 18 January 2021 to 17 January 2023; and (ii) 141,400,000 share options shall be exercised with the vesting schedule in trenches of one-third each on 18 January 2022, 18 January 2023 and 18 January 2024 within a period of 5 years after vested according to the respective vesting schedule. The number of share options under (i) and (ii) of this notes was 890,000 and 141,400,000 respectively as at 31 December 2021.
- (3) The exercise price of the share options is HK\$0.67 per Share.
- (4) No share options under 2021 Share Option Scheme were cancelled or lapsed during the year ended 31 December 2021.
- (5) On 18 January 2021, the Company granted share options entitling subscription of a total of 288,600,000 Shares pursuant to the 2021 Share Option Scheme and the closing price of the Shares immediately before the date on which the aforesaid share options were granted was HK\$0.64.
- (6) The weighted average closing price of the shares immediately before the date on which the options were exercised was HK\$1.03.

附註：

- (1) 購股權應分別於二零二二年一月十八日、二零二三年一月十八日及二零二四年一月十八日各歸屬三分之一，並可在根據各歸屬時間歸屬後5年內行使。
- (2) 購股權包括以下各項：(i)行使期為二零二一年一月十八日至二零二三年一月十七日之5,800,000份購股權；及(ii)141,400,000份購股權應分別於二零二二年一月十八日、二零二三年一月十八日及二零二四年一月十八日各歸屬三分之一，並可在根據各歸屬時間歸屬後於5年內行使。本附註(i)及(ii)項之購股權數目於二零二一年十二月三十一日分別為890,000份及141,400,000份。
- (3) 購股權的行使價為每股0.67港元。
- (4) 截至二零二一年十二月三十一日止年度，概無購股權根據二零二一年購股權計劃註銷或失效。
- (5) 於二零二一年一月十八日，本公司根據二零二一年購股權計劃授出可認購合共288,600,000股股份的購股權，且股份於緊接授出上述購股權日期之前的收市價為0.64港元。
- (6) 股份於緊接購股權獲行使當日前的加權平均收市價為1.03港元。

(II) Share Option Scheme of a Subsidiary

Bossini International Holdings Limited ("Bossini", which together with its subsidiaries, the "Bossini Group"), a subsidiary of the Company and shares of which are listed on the Main Board of the Stock Exchange (stock code: 592) operates a share option scheme (the "Bossini Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the operations of the Bossini Group and to enable the Bossini Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Bossini Group.

Eligible participants of the Bossini Share Option Scheme include executive directors, non-executive directors (including independent non-executive directors), and other full-time or part-time employees of the Bossini Group. The Bossini Share Option Scheme became effective on 12 November 2013 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of ordinary shares in the shares capital of Bossini (the "Bossini Shares") which may be issued upon exercise of all share options to be granted under the Bossini Share Option Scheme and any other future share option schemes of the Bossini (excluding share options forfeited in accordance with the terms of the Bossini Share Option Scheme or any other future share option schemes of Bossini) shall not exceed 10% of the total number of shares in issue on 12 November 2013, the date of the annual general meeting that Bossini sought the approval of the shareholders of the Bossini for the adoption of the Bossini Share Option Scheme. The number of shares issuable under the Bossini Share Option Scheme was 162,077,939, which represented 10% of the Bossini's shares in issue at 12 November 2013. As at the date of this report, the total number of Bossini Shares available for issue under the Bossini Share Option Scheme is 60,758,000, representing 2.46% of the existing number of issued Bossini Shares. The maximum number of shares issuable under share options to each participant in Bossini Share Option Scheme within any 12-month period is limited to 1% of the total number of shares of Bossini in issue at any time. Any further grant of share options in excess of this limit is subject to its shareholders' approval in a general meeting with such participant and his associates abstaining from voting.

(II) 附屬公司之購股權計劃

本公司之附屬公司堡獅龍國際集團有限公司（「堡獅龍」，連同其附屬公司為「堡獅龍集團」，其股份於聯交所主板上市，股份代號：592）設有一項購股權計劃（「堡獅龍購股權計劃」）旨在激發及獎勵對堡獅龍集團業務營運作出貢獻之合資格參與人士並協助堡獅龍集團聘請及挽留能幹僱員，並吸納對堡獅龍集團有價值之人力資源。

堡獅龍購股權計劃之合資格參與人士包括堡獅龍集團之執行董事、非執行董事（包括獨立非執行董事）及其他全職或兼職僱員。堡獅龍購股權計劃於二零一三年十一月十二日生效，除非堡獅龍購股權計劃以其他方式註銷或修訂，否則自該日起計有效期為十年。

根據堡獅龍購股權計劃及堡獅龍任何將來之其他購股權計劃將予授出之所有購股權獲行使時可予發行之堡獅龍股本中普通股（「堡獅龍股份」）的最高數目（不包括根據堡獅龍購股權計劃或堡獅龍任何將來其他購股權計劃條款沒收之購股權），不得超過於二零一三年十一月十二日（堡獅龍尋求堡獅龍股東批准採納堡獅龍購股權計劃之股東週年大會日期）之已發行股份總數之10%。根據堡獅龍購股權計劃可發行之股份數目為162,077,939股，佔堡獅龍於二零一三年十一月十二日已發行股份之10%。於本報告日期，根據堡獅龍購股權計劃可予發行之堡獅龍股份合共60,758,000股，相當於現有已發行堡獅龍股份數目的2.46%。於任何12個月期間內，根據購股權可向堡獅龍購股權計劃各參與人士發行之股份最高數目，以堡獅龍於任何時間已發行股份總數之1%為限。進一步授出超過該上限之任何購股權，須待其股東於股東大會批准，方為有效，惟有關參與人士及其聯繫人士須就此放棄投票。

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Share options granted to a director, chief executive or substantial shareholder of Bossini, or to any of their respective associates, are subject to approval in advance by the independent non-executive directors (excluding any independent non-executive director who is a grantee of the share options). In addition, any share options granted to a substantial shareholder or an independent non-executive director of Bossini, or to any of their respective associates, in excess of 0.1% of the shares of Bossini in issue at any time or with an aggregate value (based on the closing price of the Bossini's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of grant of the share options. Share options granted during the term of the Bossini Share Option Scheme and remain unexercised immediately prior to the end of the 10-year period of the Bossini Share Option Scheme shall continue to be exercisable in accordance with their terms of grant within the exercise period for which such options are granted, notwithstanding the expiry of the Bossini Share Option Scheme.

The following table discloses movements in the share options outstanding under the Bossini Share Option Scheme during the year:

向堡獅龍董事、最高行政人員或主要股東或彼等各自之聯繫人士授出之購股權，須事先獲獨立非執行董事（不包括同時為購股權承授人之獨立非執行董事）批准。此外，於任何12個月期間向堡獅龍主要股東或獨立非執行董事或彼等各自之聯繫人士授出之任何購股權，倘超過堡獅龍任何時間已發行股份0.1%或總值（按授出日期堡獅龍股份收市價計算）超過5,000,000港元，則須獲股東於股東大會事先批准。

授出之購股權可於授出日期起計28日內在承授人支付合共1港元象徵式代價後被接納。已授出購股權之行使期由董事會釐訂，並自若干歸屬期間後開始及於購股權授出日期起計十年內屆滿。於堡獅龍購股權計劃期間授出及於緊接堡獅龍購股權計劃十年期間屆滿前尚未行使之購股權，儘管堡獅龍購股權計劃已屆滿，仍可根據其授出條款於授出有關購股權行使期間內繼續予以行使。

下表披露年內堡獅龍購股權計劃項下尚未行使購股權之變動：

| Date of Grant 授出日期 | Balance as at 1.1.2021 於二零二一年 一月一日 結餘 | Number of Share Options 購股權數目 | | |
|--|---|---|--|-----------|
| | | Granted or adjusted during the year 於年內 獲授出或 調整 | Balance as at 31.12.2021 於二零二一年 十二月三十一日 結餘 | |
| Director of the Company 本公司董事 | | | | |
| Mr. Victor HERRERO Victor HERRERO先生 | 05.01.2021 | — | 5,045,450 ^{(1a)(2)} | 5,045,450 |
| | | — | 5,045,450 | 5,045,450 |

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Number of Share Options 購股權數目

| | Date of Grant 授出日期 | Balance as at 1.1.2021 於二零二一年 一月一日 結餘 | Granted or adjusted during the year 於年內 獲授出或 調整 | Lapsed during the year 於年內 失效 | Balance as at 31.12.2021 於二零二一年 十二月 三十一日 結餘 |
|--|-----------------------|---|---|---|--|
| Directors and employees of Bossini⁽⁸⁾ 堡獅龍董事及僱員⁽⁸⁾ | | | | | |
| In aggregate 合計 | 05.01.2021 | – | 85,772,651 ^{(1a)(2)} | (13,925,442) | 71,847,209 |
| In aggregate 合計 | 14.05.2021 | – | 4,000,000 ^{(1a)(3)} | (2,000,000) | 2,000,000 |
| In aggregate 合計 | 23.08.2021 | – | 10,000,000 ^{(1b)(4)} | – | 10,000,000 |
| In aggregate 合計 | 16.11.2021 | – | 20,000,000 ^{(1c)(5)} | – | 20,000,000 |
| | | – | 119,772,651 | (15,925,442) | 103,847,209 |
| | | – | 124,818,101 | (15,925,442) | 108,892,659 |

Notes:

(1a) The share options are exercisable in trenches of one-third each during the following periods respectively: (i) from 1 January 2022 to 31 December 2026; (ii) from 1 January 2023 to 31 December 2026; and (iii) from 1 January 2024 to 31 December 2026.

(1b) The share options are exercisable in trenches of one-third each during the following periods respectively: (i) from 8 August 2022 to 7 August 2027; (ii) from 8 August 2023 to 7 August 2027; and (iii) from 8 August 2024 to 7 August 2027.

附註：

(1a) 購股權分別於下列期間：(i)二零二二年一月一日至二零二六年十二月三十一日；(ii)二零二三年一月一日至二零二六年十二月三十一日；及(iii)二零二四年一月一日至二零二六年十二月三十一日可予行使三分之一。

(1b) 購股權分別於下列期間：(i)二零二二年八月八日至二零二七年八月七日；(ii)二零二三年八月八日至二零二七年八月七日；及(iii)二零二四年八月八日至二零二七年八月七日可予行使三分之一。

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- (1c) The share options are exercisable in tranches of one-third each during the following periods respectively: (i) from 16 November 2022 to 15 November 2027; (ii) from 16 November 2023 to 15 November 2027; and (iii) from 16 November 2024 to 15 November 2027.
- (2) On 5 January 2021, Bossini granted share options entitling subscription of a total of 90,000,000 shares options pursuant to the Bossini's share option scheme and the closing price of the Bossini Shares immediately before the date on which the aforesaid share options were granted was HK\$0.439. Upon the completion of Bossini's rights issue in April 2021, the number of Bossini Shares to be issued upon full exercise of the outstanding share options of Bossini were adjusted from 90,000,000 to 90,818,101 and the exercise price per Bossini Share was adjusted from HK\$0.460 to HK\$0.456. Please refer to the announcement published by Bossini on 12 April 2021 for more details.
- (3) On 14 May 2021, Bossini granted share options entitling subscription of a total of 4,000,000 shares options pursuant to the Bossini's share option scheme and the closing price of the Bossini Shares immediately before the date on which the aforesaid share options were granted was HK\$0.485.
- (4) On 23 August 2021, Bossini granted share options entitling subscription of a total of 10,000,000 shares options pursuant to the Bossini's share option scheme and the closing price of the Bossini Shares immediately before the date on which the aforesaid share options were granted was \$0.610.
- (5) On 16 November 2021, Bossini granted share options entitling subscription of a total of 20,000,000 shares options pursuant to the Bossini's share option scheme and the closing price of the Bossini Shares immediately before the date on which the aforesaid share options were granted was \$1.110.
- (1c) 購股權分別於下列期間：(i)二零二二年十一月十六日至二零二七年十一月十五日；(ii)二零二三年十一月十六日至二零二七年十一月十五日；及(iii)二零二四年十一月十六日至二零二七年十一月十五日可予行使三分之一。
- (2) 於二零二一年一月五日，堡獅龍根據堡獅龍購股權計劃授出可認購合共90,000,000股股份的購股權，且堡獅龍股份於緊接授出上述購股權日期之前的收市價為0.439港元。自堡獅龍供股於二零二一年四月完成後，於悉數行使尚未行使堡獅龍購股權後，將發行堡獅龍股份的數目由90,000,000調整至90,818,101，且每股堡獅龍股份的行使價由0.460港元調整至0.456港元。更多詳情請參閱堡獅龍於二零二一年四月十二日發佈的公告。
- (3) 於二零二一年五月十四日，堡獅龍根據堡獅龍購股權計劃授出可認購合共4,000,000股股份的購股權，且堡獅龍股份於緊接授出上述購股權日期之前的收市價為0.485港元。
- (4) 於二零二一年八月二十三日，堡獅龍根據堡獅龍購股權計劃授出可認購合共10,000,000股股份的購股權，而堡獅龍股份於緊接上述購股權授出日期前的收市價為0.610港元。
- (5) 於二零二一年十一月十六日，堡獅龍根據堡獅龍購股權計劃授出可認購合共20,000,000股股份的購股權，而堡獅龍股份於緊接上述購股權授出日期前的收市價為1.110港元。

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

| Date of Grant 授出日期 | Exercise Price per Share (HK\$) 每股份行使價 (港元) |
|-----------------------|--|
| 05.01.2021 | 0.456 |
| 14.05.2021 | 0.510 |
| 23.08.2021 | 0.620 |
| 16.11.2021 | 1.060 |

(7) No Share options under Bossini's share option scheme were exercised or cancelled during year ended 31 December 2021.

(8) For avoidance of doubt and double counting, the share options held by Mr. Victor Herrero disclosed under "Director of the Company" will be excluded from those under "Directors and employees of Bossini".

(6) 購股權之行使價如下：

(7) 截至二零二一年十二月三十一日止年度，概無購股權根據堡獅龍購股權計劃獲行使或註銷。

(8) 為免生疑問及重複計算，「本公司董事」項下所披露之Victor Herrero先生持有之購股權將不計入「堡獅龍董事及僱員」項下。

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

As at 31 December 2021, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive of the Company were deemed or taken to have under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

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

於二零二一年十二月三十一日，本公司之董事及行政總裁於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉（包括本公司董事及行政總裁根據證券及期貨條例有關條文被視為或當作擁有之權益及淡倉），或必須及已記錄於本公司根據證券及期貨條例第352條所存置登記冊之權益及淡倉，或根據GEM上市規則第5.46至5.67條所述有關董事交易必守標準須知會本公司及聯交所之權益及淡倉如下：

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Long positions in the Shares, underlying Shares and debenture of the Company

於本公司股份、相關股份及債權證之好倉

| Directors | Capacity | Number of Shares/ underlying Shares held 所持股份／相關股份數目 | | Number of share options held | Total interests | Approximate percentage of shareholdings as at 31 December 2021 於二零二一年 十二月 三十一日 所持股權 概約百分比 |
|-----------|----------|--|-----------------------|------------------------------------|-----------------|---|
| | | Nature of interests 權益性質 | | | | |
| | | Personal interest | Corporate interest | | | |
| 董事 | 身份 | 個人權益 | 公司權益 | 所持購股權 數目 | 權益總額 | |

(a) The Company

本公司

Long positions in the ordinary shares (the "Shares"), underlying Shares and debentures of the Company

於本公司普通股(「股份」)、相關股份及債權證之好倉

| | | | | | | |
|--|---|------------------------------|---------------|---------------------------|------------------------------|--------|
| Mr. Li Ning 李寧先生 | Beneficial owner 實益擁有人 | 879,508,000 | – | 7,000,000 ⁽³⁾ | | |
| | Interest of controlled corporation 受控制法團權益 | – | 5,812,443,151 | – | 6,698,951,151 ⁽¹⁾ | 69.63% |
| Mr. Li Chunyang 李春陽先生 | Beneficial owner 實益擁有人 | 13,067,669 | – | 40,000,000 ⁽³⁾ | 53,067,669 | 0.55% |
| Mr. Li Qilin 李麒麟先生 | Beneficiary of trusts 信託受益人 | 3,680,022,769 ⁽²⁾ | – | – | | |
| | Beneficial owner 實益擁有人 | – | – | 20,000,000 ⁽³⁾ | 3,700,022,769 | 38.46% |
| Mr. Victor HERRERO Victor HERRERO先生 | Beneficial owner 實益擁有人 | 3,168,000 | – | 60,000,000 ⁽³⁾ | 63,168,000 | 0.66% |
| Mr. MA Wing Man 馬詠文先生 | Beneficial owner 實益擁有人 | 1,544,000 | – | 6,000,000 ⁽³⁾ | 7,544,000 | 0.08% |
| Mr. Li Qing 李勅先生 | Beneficial owner 實益擁有人 | – | – | 1,800,000 ⁽³⁾ | 1,800,000 | 0.02% |
| Mr. PAK Wai Keung, Martin 白偉強先生 | Beneficial owner 實益擁有人 | – | – | 1,800,000 ⁽³⁾ | 1,800,000 | 0.02% |
| Mr. WANG Yan 汪延先生 | Beneficial owner 實益擁有人 | – | – | 1,800,000 ⁽³⁾ | 1,800,000 | 0.02% |

(b) Associated Corporation – Bossini International Holdings Limited ("Bossini")

相聯法團－堡獅龍國際集團有限公司(「堡獅龍」)

Long Positions in the ordinary shares of HK\$0.1 each of Bossini (the "Bossini Shares")

於堡獅龍每股面值0.1港元之普通股(「堡獅龍股份」)之好倉

| | | | | | | |
|--|---|---|---------------|--------------------------|------------------------------|--------|
| Mr. Li Ning 李寧先生 | Interest of controlled corporation 受控制法團權益 | – | 1,741,977,652 | – | 1,741,977,652 ⁽⁴⁾ | 70.65% |
| Mr. Victor HERRERO Victor HERRERO先生 | Beneficial owner 實益擁有人 | – | – | 5,045,450 ⁽⁵⁾ | 5,045,450 | 0.20% |

Notes:

1. Mr. Li Ning is interested in 6,698,951,151 Shares, among which 21,508,000 Shares, the share options which are exercisable into 7,000,000 Shares and the convertible bonds in the principal amount of HK\$278,850,000 which are convertible into 858,000,000 Shares are held as personal interest, and is deemed to be interested in the long positions of 5,812,443,151 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 as follows:
 - (a) the long position of 2,132,420,382 Shares is 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 1,680,022,769 Shares is held by Victory Mind Assets which 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 1,680,022,769 Shares. Mr. Li Ning is a director of each of Victory Mind Assets and Ace Leader; and
 - (c) the long position of 2,000,000,000 Shares is held by Dragon City in its capacity as trustee of a unit trust, the units of which are owned as to 60% by TMF and as to 40% by TMF, each as the trustee of separate discretionary 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 2,000,000,000 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.

附註：

1. 李寧先生於6,698,951,151股股份中擁有權益，其中21,508,000股股份、可行使為7,000,000股股份的購股權及本金金額為278,850,000港元且可轉換為858,000,000股股份的可換股債券乃以個人權益持有，並透過以下於Lead Ahead Limited (「Lead Ahead」)、Victory Mind Assets Limited (「Victory Mind Assets」)及Dragon City Management (PTC) Limited (「Dragon City」)分別擁有權益而被視為擁有合共5,812,443,151股股份好倉之權益：
 - (a) 2,132,420,382股股份好倉由Lead Ahead持有，而Lead Ahead由李寧先生及李進先生分別擁有60%及40%權益。李寧先生亦為Lead Ahead之董事；
 - (b) 1,680,022,769股股份好倉由Victory Mind Assets持有，而Victory Mind Assets分別由Ace Leader Holdings Limited (「Ace Leader」)及Jumbo Top Group Limited (「Jumbo Top」)擁有57%及38%權益。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1,680,022,769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) 2,000,000,000股股份好倉由Dragon City以單位信託之受託人身份持有權益，而上述信託之單位由TMF作為各獨立酌情信託之受託人而分別擁有60%及40%權益。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2,000,000,000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之權益及淡倉」項下之附註1(b)及附註1(c)。

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3. The share options were granted on 18 January 2021, pursuant to the share option scheme adopted by the Company on the same day and are exercisable at HK\$0.670 per Share with the vesting schedule in tranches of one-third each on 18 January 2022, 18 January 2023 and 18 January 2024 within a period of 5 years after vested according to the respective vesting schedule. As at 31 December 2021, the total issued Shares was 9,621,242,726.
4. As at 31 December 2021, the total number of shares of Bossini in issue was 2,465,750,091 and Dragon Leap Developments Limited ("Dragon Leap") was interested in 1,741,977,652 Bossini Shares. Dragon Leap was owned as to 80% by Viva China Consumable Holdings Limited, a wholly-owned subsidiary of the Company. As such, Mr. Li Ning was deemed to be interested in the same 1,741,977,652 Bossini Shares by virtue of his interests in the Shares.
5. The share options were granted on 5 January 2021 by Bossini and are exercisable at HK\$0.456 per share of Bossini in tranches of one-third each during the following periods respectively: (i) from 1 January 2022 to 31 December 2026; (ii) from 1 January 2023 to 31 December 2026; and (iii) from 1 January 2024 to 31 December 2026.
3. 購股權於二零二一年一月十八日根據本公司於同日採納之購股權計劃授出，按每股0.670港元根據於二零二二年一月十八日、二零二三年一月十八日及二零二四年一月十八日各歸屬三分之一之歸屬時間進行歸屬並於歸屬後於5年期間內可予行使。於二零二一年十二月三十一日，已發行股份總數為9,621,242,726股。
4. 於二零二一年十二月三十一日，堡獅龍已發行的股份總數目為2,465,750,091股，而龍躍發展有限公司（「龍躍」）於1,741,977,652股堡獅龍股份中擁有權益。龍躍由非凡中國消費品控股有限公司（本公司一間全資附屬公司）擁有80%股權。因此，根據李寧先生於股份中的權益，其被視為於該1,741,977,652股堡獅龍股份中擁有權益。
5. 堡獅龍於二零二一年一月五日授出購股權，並按每股堡獅龍股份0.456港元分別於下列期間：(i) 二零二二年一月一日至二零二六年十二月三十一日；(ii) 二零二三年一月一日至二零二六年十二月三十一日；及(iii) 二零二四年一月一日至二零二六年十二月三十一日可予行使三分之一。

Save as disclosed above, none of the Directors nor the chief executive of the Company had, as at 31 December 2021, 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.

除上文披露者外，於二零二一年十二月三十一日，本公司董事及行政總裁概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文彼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條所述有關董事交易必守標準須知會本公司及聯交所之權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

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

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

董事購買股份或債權證之權利

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

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

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

Report of the Directors 董事會報告

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

CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS

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

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

As at 31 December 2021, so far as was known to the Directors, the interests and short positions of the persons (other than the interests and short positions of the Directors or chief executive of the Company as disclosed above) in the shares and/or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company are set out below:

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

控股股東於合約之權益

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

主要股東及其他人士於本公司股本之權益及淡倉

於二零二一年十二月三十一日，據董事所知，除上文所披露之本公司董事或行政總裁擁有之權益及淡倉外，以下人士於本公司股份及／或相關股份中擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊或已另行知會本公司之權益及淡倉：

Long positions in the Shares and underlying Shares

於股份及相關股份之好倉

| Capacity 身份 | Number of Shares/underlying Shares held 所持股份/ 相關股份數目 | Approximate percentage of shareholdings as at 31 December 2021 於二零二一年 十二月三十一日 所持股 權概約百分比 |
|---|--|---|
| Substantial Shareholders | | |
| 主要股東 | | |
| Mr. Li Chun ⁽¹⁾ 李進先生 ⁽¹⁾ | Beneficial owner 實益擁有人 60,000,000 | |
| | Interest of controlled corporation 受控制法團權益 5,812,443,151 | |
| | 5,872,443,151 | 61.04% |
| Lead Ahead ⁽²⁾ | Beneficial owner 實益擁有人 2,132,420,382 | 22.16% |
| Victory Mind Assets ⁽³⁾ | Beneficial owner 實益擁有人 1,680,022,769 | 17.46% |
| Ace Leader ⁽³⁾ | Interest of controlled corporation 受控制法團權益 1,680,022,769 | 17.46% |
| Jumbo Top ⁽³⁾ | Interest of controlled corporation 受控制法團權益 1,680,022,769 | 17.46% |
| Dragon City ⁽⁴⁾ | Trustee 受託人 2,000,000,000 | 20.79% |
| TMF ⁽³⁾⁽⁴⁾ | Trustee 受託人 3,680,022,769 | 38.25% |
| Other Persons | | |
| 其他人士 | | |
| Mr. ZHAO Jianguo ⁽⁵⁾ 趙建國先生 ⁽⁵⁾ | Beneficial owner 實益擁有人 293,000,000 | |
| | Interest of spouse 配偶權益 700,000,000 | |
| | Interest of controlled corporation 受控制法團權益 12,963,200 | |
| | 1,005,963,200 | 10.46% |
| Ms. Li Ying ⁽⁵⁾ 李迎女士 ⁽⁵⁾ | Beneficial owner 實益擁有人 700,000,000 | |
| | Interest of spouse 配偶權益 293,000,000 | |
| | Interest of controlled corporation 受控制法團權益 12,963,200 | |
| | 1,005,963,200 | 10.46% |

Report of the Directors 董事會報告

Notes:

1. Mr. Li Chun has personal interest in 60,000,000 Shares and is deemed to be interested in the long positions of 5,812,443,151 Shares in aggregate through his interests in Lead Ahead, Victory Mind Assets and Dragon City, respectively as follows:
 - (a) the long position of 2,132,420,382 Shares is 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 1,680,022,769 Shares is held by Victory Mind Assets which 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 1,680,022,769 Shares. Mr. Li Qilin is a beneficiary of the trust and is also therefore deemed to be interested in such 1,680,022,769 Shares. Mr. Li Chun is also a director of each of Victory Mind Assets and Jumbo Top; and
 - (c) the long position of 2,000,000,000 Shares is held by Dragon City in its capacity as trustee of a unit trust, the units of which are owned as to 60% by TMF and as to 40% by TMF, each as the trustee of a separate discretionary trust. Mr. Li Qilin is a beneficiary of one of the said separate trusts and is also therefore deemed to be interested in such 2,000,000,000 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 2,000,000,000 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 1,680,022,769 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. TMF is deemed to be interested in the 2,000,000,000 Shares which Dragon City is interested in.

附註：

1. 李進先生於60,000,000股股份中擁有個人權益，並透過以下於Lead Ahead、Victory Mind Assets及Dragon City分別持有權益而被視為擁有合共5,812,443,151股股份好倉之權益：
 - (a) 2,132,420,382股股份好倉由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) 1,680,022,769股股份好倉由Victory Mind Assets持有，而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1,680,022,769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1,680,022,769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) 2,000,000,000股股份好倉由Dragon City以單位信託之受託人身份持有權益，而上述信託之單位由TMF作為各獨立酌情信託之受託人而分別擁有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2,000,000,000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2,000,000,000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」項下附註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1,680,022,769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」項下附註1(c)及上文附註1(c)。TMF被視為於Dragon City所擁有權益之2,000,000,000股股份中擁有權益。

5. Mr. Zhao Jianguo has personal interest in 288,000,000 Shares and the share options which are exercisable into 5,000,000 Share. Ms. Li Ying, the spouse of Mr. Zhao, has personal interest in the convertible bonds in the principal amount of HK\$227,500,000 which are convertible into 700,000,000 Shares. Double Essence Limited was interested in 12,963,200 Shares and is owned as to 50% by Mr. Zhao and 50% by Ms. Li respectively.

As at 31 December 2021, save as disclosed above, so far as was known to the Directors, no other person (other than the Directors or chief executive of the Company) had any interests or short position in the shares and/or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as notified to the Company.

MANAGEMENT CONTRACTS

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

GROUP'S EMOLUMENT POLICY

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

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

The existing share option scheme enables the Company to grant options as an incentive to directors and eligible participants. Details of the schemes are set out in the section headed "Share Option Schemes" on pages 39 to 49 of this annual report.

5. 趙建國先生於288,000,000股股份及可行使為5,000,000股股份的購股權中擁有個人權益，而趙先生的配偶李迎女士於本金金額為227,500,000港元且可轉換為700,000,000股股份的可換股債券中擁有個人權益。Double Essence Limited於12,963,200股股份中擁有權益，而Double Essence Limited由趙先生及李女士分別擁有50%及50%權益。

於二零二一年十二月三十一日，除上文披露者外，就董事所知，概無其他人士（除董事或本公司行政總裁外）於本公司股份及／或相關股份中，擁有任何本公司根據證券及期貨條例第336條規定須存置之登記冊記錄或已另行知會本公司之權益或淡倉。

管理合約

年內概無簽署或存在任何涉及本集團全部或任何重大部分業務之管理及行政之合約。

本集團之薪酬政策

本集團僱員之薪酬政策乃根據彼等成績、資歷及能力而釐定，而本集團的政策為致力讓每位僱員得到公平合理的待遇。本集團設有釐定僱員表現的系統，以特定表現準則釐定僱員是否達到預設目標。本集團持續進行表現檢討，並每年進行最少一次表現評估，以審核僱員整體表現、成績及改進空間。本集團將根據個人表現酌情進行薪酬檢討。

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

現有購股權計劃使本公司能夠授出購股權，以獎勵董事及合資格參與人士。計劃詳情載於本年報第39至49頁「購股權計劃」一節。

ADVANCE TO AN ENTITY

Pursuant to a loan agreement (the "Loan Agreement") entered into between Viva China Consumables Limited (formerly known as Viva China Entertainment Holdings Limited and hereinafter referred to as the "Lender"), a wholly owned subsidiary of the Company and LionRock Capital GP Limited acting in its capacity as the general partner (the "General Partner") of LionRock Capital Partners QiLe L.P. (the "Borrower"), the Lender has agreed to provide a facility of GBP54,000,000 (the "Facility") to the Borrower at an interest rate of 4% per annum. The General Partner is wholly owned by Mr. Tseung Daniel Kar Keung. The single largest limited partner of the Borrower is LionRock Capital Partners, L.P., the total contribution of which is not more than 49%. Li Ning Company Limited (Stock Code: 2331) is a limited partner of LionRock Capital Partners, L.P.

According to the Loan Agreement, the Borrower shall apply all amounts borrowed under the Facility in or towards (directly or indirectly) financing the acquisition or subscription of equity interests in any target company (the "Target Company") that may be acquired by LionRock Capital Partners QiLe Limited (the "SPV"), a company wholly owned by the Borrower, from time to time for investment purposes and any related expenses. The Lender may, at any time in its sole discretion, request the Borrower to grant security over certain proportion of the equity interest in the SPV. The parties to the Loan Agreement may agree the principal amount of a loan together with all outstanding amounts under the Loan Agreement be converted and/or set off against any subscription amounts payable by the Lender in order to subscribe for equity in the SPV.

The Borrower may utilise the Facility in no more than 5 drawings within the period from and including the date of the Loan Agreement to and including 31 December 2020. The initial drawdown date is the date on which the first loan under the Facility is made or to be made and the final maturity date as determined by the Lender in its sole discretion and notified to the Borrower is 30 June 2022. The loan together with all accrued interests shall be repayable in full on the final maturity date. If the Borrower is unable to provide evidence of application of the loan within four months from the initial drawdown date, or if the loan is not applied towards the purpose of the loan by such date (or any later date as determined by the Lender in its sole discretion and notified to the Borrower), all outstanding loan and other amounts accrued under the Loan Agreement shall become immediately due and payable unless otherwise agreed by the Lender. In the event of an occurrence of an event of default under the Loan Agreement, the Lender may by notice to the Borrower, declare all or any part of the loan and all outstanding amounts be immediately due and payable. The Borrower may prepay the principal amount of a loan under the Facility at any time and from time to time prior to the final maturity date, in whole or in part, together with accrued and unpaid interests on the principal amount being prepaid, without penalty or premium.

授予實體的貸款

根據非凡中國消費品有限公司(前稱非凡中國娛樂控股有限公司,以下稱為「貸款人」,本公司的一間全資附屬公司)與LionRock Capital GP Limited(以LionRock Capital Partners QiLe L.P.的普通合夥人(「普通合夥人」)身份行事,「借款人」訂立的貸款協議(「貸款協議」),貸款人已同意向借款人提供54,000,000英鎊的融資(「融資」),年利率為4%。普通合夥人由蔣家強先生全資擁有。借款人的單一最大有限合夥人為LionRock Capital Partners, L.P.,其注資總額不超過49%。李寧有限公司(股份代號:2331)為LionRock Capital Partners, L.P.的有限合夥人。

根據貸款協議,借款人應將融資項下的所有借款金額(直接或間接)用於資助LionRock Capital Partners QiLe Limited(「SPV」,由借款人全資擁有的公司)不時就投資目的收購或認購任何目標公司(「目標公司」)的股權及任何相關開支。貸款人可隨時全權酌情決定要求借款人對SPV股權的若干部分提供擔保。貸款協議的訂約方可協定將貸款協議項下的一項貸款本金連同所有未償還金額轉換及/或抵銷貸款人應付的任何認購款項,以認購SPV的股權。

借款人可於自貸款協議日期起(包括該日)至二零二零年十二月三十一日(包括該日)止期間分不超過5次提取動用融資。首次提取日期為已作出或將作出融資項下首筆貸款的日期,最終到期日為二零二二年六月三十日,由貸款人全權酌情釐定並通知借款人。貸款連同所有應計利息應於最終到期日全數償還。倘借款人未能於首次提取日期起四個月內提供應用貸款的憑證,或倘貸款於該日(或貸款人全權酌情釐定並通知借款人的任何較後日期)前未用於該貸款用途,除非貸款人另行同意,否則所有未償還貸款及貸款協議項下的其他應計金額應立即到期支付。倘發生貸款協議項下的違約事件,貸款人可透過向借款人發出通知,宣佈全部或任何部分貸款及所有未償還款項立即到期支付。借款人可於最終到期日之前隨時及不時提前償還融資項下貸款全部或部分本金,連同所提前償還本金的應計及未付利息(不計罰息或附加費用)。

On 15 March 2021, the Lender entered into a subscription agreement (the "Agreement") with the Borrower and the SPV pursuant to which the Lender conditionally agreed to subscribe for 510 shares of the SPV at a subscription price of GBP51,000,000 (the "Subscription Price", and the "Subscription", respectively) and acquire a shareholder's loan (the "Purchase Shareholder's Loan") from the Borrower at a consideration of GBP51,000,000 (the "Consideration", and the "Shareholder's Loan Transaction", respectively). The Consideration payable by the Lender to the Borrower shall be deemed to be satisfied at completion of the Subscription (the "Completion") by setting off an amount equal to the Consideration against an outstanding amount of GBP51,000,000 which has been drawn down and remains outstanding under the Loan Agreement (the "Outstanding Amount"). Upon consummation of the Shareholder's Loan Transaction at Completion, the Outstanding Amount shall be deemed to have been irrevocably and unconditionally repaid in full by the Borrower to the Lender in accordance with the terms of the Loan Agreement and all unpaid interest which has been accrued pursuant to the Loan Agreement shall be deemed irrevocably and unconditionally waived by the Lender. The Subscription Price payable by the Lender to the SPV at Completion shall be setting off an amount equal to the Subscription Price against the Purchase Shareholder's Loan, and the Purchase Shareholder's Loan owed by the SPV to the Lender (being the new lender of the Purchase Shareholder's Loan as from the consummation of the Shareholder's Loan Transaction) shall be deemed fully paid and satisfied in full and the Purchase Shareholder's Loan shall be terminated.

The SPV holds a majority interest in C&J Clark (No.1) Limited ("Clark") which is principally engaged in wholesaling and retailing of shoes and trading in the brand name "Clarks". Upon Completion, the SPV and its subsidiaries (including Clark) will become indirect non-wholly owned subsidiaries of the Company.

For details of the Loan Agreement, please refer to the announcement of the Company dated 28 September 2020. For details of the Agreement, please refer to the announcements of the Company dated 14 January 2021, 15 March 2021 and 25 November 2021.

As at 31 December 2021 and at the date of this report, the outstanding amount of loan principal was HK\$563,774,000 (equivalent to GBP53,550,000).

CORPORATE GOVERNANCE

The Company is committed to achieving and maintaining a high standard of corporate governance and a detailed corporate governance report is set out on pages 62 to 73 of this annual report.

於二零二一年三月十五日，貸款人與借款人及SPV訂立認購協議（「協議」），據此，貸款人有條件同意以認購價51,000,000英鎊（「認購價」）認購510股SPV股份（「認購事項」），並向借款人收購股東貸款（「購買股東貸款」），代價為51,000,000英鎊（分別為「代價」及「股東貸款交易」）。貸款人應付借款人的代價於認購事項完成（「完成」）時視作已結付，以貸款協議項下已被提取且仍未償還的未償還款項51,000,000英鎊（「未償還款項」）抵銷代價之等額款項。於完成時完成股東貸款交易後，未償還款項應視作已由借款人根據貸款協議的條款不可撤回及無條件地向貸款人全數償還及根據貸款協議應計的所有未支付利息應視作由貸款人不可撤回及無條件地豁免。認購價於完成時由貸款人向SPV支付，以購買股東貸款抵銷認購價之等額款項，而SPV結欠貸款人（自股東貸款交易完成後作為購買股東貸款的新貸款人）的購買股東貸款應視作全數支付及結清，且購買股東貸款應予以終止。

SPV持有C&J Clark (No.1) Limited（「Clark」）的大多數權益，Clark主要從事鞋履批發及零售，並以品牌名稱「Clarks」進行貿易。完成後，SPV及其附屬公司（包括Clark）將成為本公司的間接非全資附屬公司。

有關貸款協議的詳情，請參閱本公司日期為二零二零年九月二十八日的公告。有關協議的詳情，請參閱本公司日期為二零二一年一月十四日、二零二一年三月十五日及二零二一年十一月二十五日的公告。

於二零二一年十二月三十一日及於本報告日期，未償還貸款本金額為563,774,000港元（相當於53,550,000英鎊）。

企業管治

本公司致力於實現及維持高水準之企業管治，企業管治報告之詳情載於本年報第62至73頁。

Report of the Directors 董事會報告

The compliance officer of the Company is Mr. Li Ning whose biographical details are set out on pages 29 to 30 of this annual report. Mr. Cheung Chi is the company secretary and the chief financial officer of the Company. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and has over 25 years of experience in financial management, corporate finance and administrative management.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

In addition to the discussions on the Group's environmental policies and performance in the Business Review of this annual report, an environmental, social and governance report which explains how the Company complies with the environmental, social and governance reporting guide in Appendix 20 to the GEM Listing Rules is set out on pages 74 to 98 of this annual report.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year 2021 and up to the date of this report, according to the GEM Listing Rules, the following Directors have interests in the following businesses which are considered to compete or are likely to compete, either directly or indirectly, with the businesses of the Group other than those businesses where the Directors of the Company were appointed as directors to represent the interests of the Company and/or the Group:

本公司監察主任為李寧先生，其履歷詳情載於本年報第29至30頁。張智先生為本公司之公司秘書及首席財務官。彼為香港會計師公會及特許公認會計師公會的資深會員，並於財務管理、企業融資及行政管理方面積逾25年經驗。

環境、社會及管治報告

除於本年報業務回顧中有關本集團之環境政策及表現之討論外，解釋本公司遵守GEM上市規則附錄20中之環境、社會及管治報告指引的情況的環境、社會及管治報告載於本年報第74至98頁。

董事於競爭業務之權益

於二零二一年度內及直至本報告日期，除本公司的董事獲委任為有關業務的董事以代表本公司及／或本集團的利益外，根據GEM上市規則，下列董事擁有下列被視為與本集團業務直接或間接構成競爭或可能構成競爭的業務的權益：

Businesses which are considered to compete or likely to compete with the businesses of the Group 被視為與本集團業務構成競爭或可能構成競爭的業務

| Name of Director | Name of Entity | Description of the Entity's Business | Nature of interest of the Director in the Entity 董事於該實體的權益性質 |
|------------------|-------------------------|---|--|
| 董事姓名 | 實體名稱 | 實體的業務簡介 | |
| Mr. Li Ning | Li Ning Company Limited | mainly engaged in brand marketing, research and development, design, manufacturing, distribution and retail of professional and leisure footwear, sport apparels, equipment and accessories under the LI-NING brand and other licensed brands | director and substantial shareholder (within the meaning of the SFO) |
| 李寧先生 | 李寧有限公司 | 主要從事李寧品牌及其他授權品牌下的專業及休閒鞋類、運動服裝、器材和配件的推廣、研發、設計、製造、分銷及零售 | 董事及主要股東(定義見證券及期貨條例) |
| Mr. Li Qilin | Li Ning Company Limited | as disclosed above | director and substantial shareholder (within the meaning of the SFO) |
| 李麒麟先生 | 李寧有限公司 | 如上文所披露者 | 董事及主要股東(定義見證券及期貨條例) |

Note:

Mr. Li Chun, an elder brother of Mr. Li Ning, the father of Mr. Li Qilin and a substantial shareholder (within the meaning of the SFO) of the Company, is deemed to be interested in the shares and underlying shares of Li Ning Company Limited held by the Company.

As the Board of Directors of the Company is independent of the board of the above-mentioned entity and none of the above Directors can control the Board of the Company, the Group is therefore capable of carrying on its businesses independently of, and at arm's length from the businesses of this entity.

PUBLIC FLOAT

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

AUDITOR

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

By Order of the Board

Li Ning

Chairman and Chief Executive Officer

Hong Kong, 18 March 2022

附註：

李進先生，為李寧先生之胞兄、李麒麟先生之父親及本公司主要股東（定義見證券及期貨條例），被視為於本公司持有的李寧有限公司股份及相關股份中擁有權益。

本公司董事會乃獨立於上述實體的董事會，而概無上述董事可控制本公司董事會，故本集團有能力獨立於上述實體的業務並按公平基準進行其業務。

公眾持股量

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

核數師

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

承董事會命

主席兼行政總裁

李寧

香港，二零二二年三月十八日

Corporate Governance Report

企業管治報告

The Company is committed to achieving and maintaining a high standard of corporate governance. Throughout the financial year ended 31 December 2021, the Company had complied with the code provisions in the Corporate Governance Code (the "CG Code") as set out in Appendix 15 of the GEM Listing Rules, save for the disclosure below.

The code provision A.2.1* of the CG Code stipulates that the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. Mr. Li Ning holds both the positions of the Chairman and the Chief Executive Officer. Taking into account of Mr. Li's expertise and insight of the sports field and consumables business, having these two roles performed by Mr. Li enables more effective and efficient overall business planning and implementation of business decisions and strategies of the Group. The Board believes that the balance of power and authority is ensured by the operations of the Board, which comprises experienced and high calibre individuals and adequate independent element in the composition of the Board, with over 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 generally should attend the general meetings of the Company. Due to overseas engagements, an independent non-executive Director was unable to attend the extraordinary general meeting held on 18 January 2021 and the annual general meeting of the Company held on 11 June 2021.

* With effect from 1 January 2022, code provision A.2.1 has been re-designated as C.2.1 and code provision A.6.7 has been redesignated as C.1.6

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

BOARD OF DIRECTORS

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

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

本公司致力達致及維持高水平之企業管治。除下文披露者外，於截至二零二一年十二月三十一日止財政年度全年，本公司一直遵守GEM上市規則附錄15所載企業管治守則（「企業管治守則」）之守則條文。

企業管治守則第A.2.1*條守則條文規定，主席及行政總裁之角色須分開及不應由同一人擔任。李寧先生擔任主席兼行政總裁之職務。經考慮李先生於運動領域及消費品業務之豐富知識專長及眼光後，此兩個職務由李先生擔任，可令本集團之整體業務規劃及業務決策和策略的實施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，其中超過三分之一為獨立非執行董事。

根據企業管治守則第A.6.7*條守則條文，獨立非執行董事及其他非執行董事一般而言應出席本公司股東大會。一名獨立非執行董事由於海外事務未克出席本公司於二零二一年一月十八日舉行之股東特別大會及於二零二一年六月十一日舉行之股東週年大會。

* 自二零二二年一月一日起，第A.2.1條守則條文已重新指定為第C.2.1條及第A.6.7條守則條文已重新指定為第C.1.6條

本公司應用企業管治守則有關原則於下節載列。

董事會

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

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

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

Chairman and Chief Executive Officer

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

Non-Executive Directors

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

Independent Non-Executive Directors

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

Board Composition and Board Processes

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

董事會目前包括三名執行董事（「執行董事」）、兩名非執行董事（「非執行董事」）及三名獨立非執行董事（「獨立非執行董事」）。董事會在技能及經驗以及執行董事與非執行董事之組成之間取得平衡。

主席及行政總裁

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

非執行董事

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

獨立非執行董事

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

董事會組成及董事會會議程序

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

Corporate Governance Report 企業管治報告

The composition of the Board together with the information in relation to the number of meetings of the Board and each of its committees, namely, the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee"), the nomination committee (the "Nomination Committee") and the executive committee (the "Executive Committee"), and the general meetings of the Company held during the year 2021 and the attendance of each Director are set out in the following table:

董事會組成連同本公司於二零二一年舉行之董事會及其各委員會(即審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」)、提名委員會(「提名委員會」)、執行委員會(「執行委員會」))及股東大會之會議次數之有關資料以及各董事出席情況載於下表:

| | | Meetings held in 2021 於二零二一年舉行之會議 | | | | | Annual General Meeting 股東 週年大會 | Extraordinary General Meeting 股東 特別大會 |
|---|------------------------------------|--------------------------------------|-----------------------------|------------------------------------|----------------------------------|---------------------------------|--|---|
| | | Board 董事會 | Audit Committee 審核委員會 | Remuneration Committee 薪酬委員會 | Nomination Committee 提名委員會 | Executive Committee 執行委員會 | | |
| Number of meetings | 會議次數 | 6 | 4 | 1 | 1 | 1 | 1 | 1 |
| Executive Directors | 執行董事 | | | | | | | |
| Mr. Li Ning (Chairman & Chief Executive Officer) ² | 李寧先生 (主席兼行政總裁) ² | 6/6 | | 1/1 | 1/1 | 1/1 | 1/1 | 1/1 |
| Mr. Li Chunyang | 李春陽先生 | 6/6 | | | | 1/1 | 1/1 | 1/1 |
| Mr. Li Qilin ² | 李麒麟先生 ² | 6/6 | | | | 1/1 | 1/1 | 1/1 |
| Non-executive Directors | 非執行董事 | | | | | | | |
| Mr. Victor Herrero (appointed with effect from 14 January 2021) | Victor Herrero先生 (自二零二一年一月十四日起獲委任) | 6/6 | | | | | 1/1 | 1/1 |
| Mr. Ma Wing Man | 馬詠文先生 | 6/6 | 4/4 | | | | 1/1 | 1/1 |
| Independent Non-executive Directors | 獨立非執行董事 | | | | | | | |
| Mr. Li Qing | 李勅先生 | 6/6 | 4/4 | 1/1 | | | 1/1 | 1/1 |
| Mr. Pak Wai Keung, Martin | 白偉強先生 | 6/6 | 4/4 | 1/1 | 1/1 | | 1/1 | 1/1 |
| Mr. Wang Yan | 汪延先生 | 5/6 | 3/4 | 0/1 | 0/1 | | 0/1 | 0/1 |

Notes:

- The attendance figure represents actual attendance/the number of meetings a Director is entitled to attend.
- Mr. Li Qilin is the nephew of Mr. Li Ning, the Chairman, the Chief Executive Officer and an Executive Director.

附註:

- 出席次數指董事實際出席之次數/有權出席之會議之次數。
- 李麒麟先生為主席、行政總裁兼執行董事李寧先生之侄子。

Directors' Continuous Professional Development

The Directors are encouraged to enroll in relevant professional development programme to ensure that they are aware of their responsibilities under the legal and regulatory requirements applicable to the Company. During the year, the Company has provided the materials on directors' duties, corporate governance and updates on regulatory development for continuous professional development of their knowledge and skills in performance of their functions.

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

董事之持續專業發展

本公司鼓勵董事參與相關專業發展計劃，以確保彼等知悉適用於本公司之法律及監管規定下之責任。於年內，本公司向董事提供有關董事職責、企業管治及最新法規發展之材料，旨在促進彼等履行職能之知識及技能的持續專業發展。

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

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

Executive Directors

Mr. Li Ning (*Chairman & Chief Executive Officer*)
Mr. Li Chunyang
Mr. Li Qilin

執行董事

李寧先生 (主席兼行政總裁)
李春陽先生
李麒麟先生

✓
✓
✓

Non-executive Directors

Mr. Victor Herrero (appointed with effect from 14 January 2021)
Mr. Ma Wing Man

非執行董事

Victor Herrero先生 (自二零二一年一月十四日起獲委任)
馬詠文先生

✓
✓

Independent Non-executive Directors

Mr. Li Qing
Mr. Pak Wai Keung, Martin
Mr. Wang Yan

獨立非執行董事

李勍先生
白偉強先生
汪延先生

✓
✓
✓

Corporate Governance Report 企業管治報告

Directors' Securities Transactions

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

The Company has made specific enquiry with all Directors, and the Directors have confirmed compliance with the Required Standard during the year ended 31 December 2021.

Specific employees who are likely to be in possession of unpublished inside information of the Group are also subject to compliance with the same Required Standard. No incident of non-compliance was noted by the Company for the year ended 31 December 2021.

BOARD COMMITTEES

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

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

Nomination Committee

The Nomination Committee was established by the Board with written terms of reference. The current Nomination Committee is chaired by Mr. Li Ning, the Chairman and Executive Director. The other members of the Nomination Committee are Mr. Pak Wai Keung, Martin and Mr. Wang Yan, both are Independent Non-executive Directors.

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

The duties of the Nomination Committee include review of the structure, size, composition and diversity of the Board and provision of recommendation on appointment or re-appointment of Directors and succession planning for Directors, senior management, the chairman and the chief executive of the Company to complement the Company's corporate strategy.

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二零二一年十二月三十一日止年度一直遵守交易必守標準。

可能擁有本集團未刊發內幕消息之個別僱員亦須遵守相同之交易必守標準。本公司於截至二零二一年十二月三十一日止年度概無發現有未遵守事件。

董事委員會

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

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

提名委員會

董事會已成立提名委員會並制定書面職權範圍。現時提名委員會由主席兼執行董事李寧先生擔任主席。提名委員會之其他成員為兩名獨立非執行董事白偉強先生及汪延先生。

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

提名委員會的職責包括檢討董事會之架構、規模、組成及成員多元化，並就配合本公司的企業策略而對董事的委任或重新委任以及董事、本公司高級管理層、主席及最高行政人員的繼任計劃提出建議。

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

The Company recognises the importance of board diversity which is beneficial for the enhancement of the Company's performance. The Board has adopted a board diversity policy (the "Board Diversity Policy") with effect from 12 August 2013, which provides that the nomination and appointment of Board members should be based on meritocracy, taking into considerations of the diversity of Board members from different aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and discussed all measurable objectives set for implementing the policy. The Nomination Committee's role includes monitoring the implementation of the policy and review the same as appropriate.

The Company also adopted a nomination policy (the "Nomination Policy") with effect from 1 January 2019. The purpose of the Nomination Policy is to set guidelines for the administration by the Nomination Committee of the nomination, evaluation and termination of each member of the Board. The Board shall be composed of members with balance of skills, experience and diversity of perspectives appropriate to accomplish the Group's business development, strategies, operation, challenges and opportunities. Each member of the Board shall possess, be recognized for and be able to exhibit high and professional standard. The core criteria include gender, age, capability, experience, skill and knowledge, integrity and ethics, independency and leadership. In the nomination process, each new candidates shall be considered upon evaluation against the criteria. According to the nomination procedure, the Nomination Committee is responsible for identifying potential new Directors and recommends to the Board for decision. If appointment is considered by the Board, the appointment shall be subject to the approval by the Board in accordance with the Company's Memorandum and Articles of Association, the GEM Listing Rules and the Nomination Policy. If the candidate is nominated by the Shareholders, the nomination and appointment shall follow the procedures (if any) set out in the Company's Memorandum and Articles of Association, the GEM Listing Rules and the Nomination Policy. The Nomination Policy shall also be governed by other additional and relevant rules under the Company's Memorandum and Article of Association and the GEM Listing Rules applicable to the nomination, appointment, election, re-election, retirement, and termination of Directors.

In January 2021, the Company was pleased to welcome Mr. Victor Herrero to the Board. The extensive experience of Mr. Herrero in corporate management and business operations in the consumable industry would boost diversity to the Board.

年內，提名委員會已檢討董事會之架構、規模及組成，並評估獨立非執行董事之獨立性。提名委員會亦已在參考多元化的系列範疇進行評估後向董事會推薦非執行董事的合適候選人。

本公司認同董事會多元化之重要性，其有利於提升本公司之表現。董事會已採納董事會成員多元化政策（「董事會多元化政策」，自二零一三年八月十二日起生效），當中規定董事會成員之提名及委任應以任人唯才為基準，並考慮董事會成員於不同方面的多元化（包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期），並討論為落實該政策所設定之所有可計量目標。提名委員會之職責包括監察該政策之實施並適當檢討該政策。

本公司亦已採納提名政策（「提名政策」），自二零一九年一月一日起生效。提名政策旨在為提名委員會管理董事會各成員之提名、評核及罷免設立指引。董事會須由具有均衡技能、經驗及不同觀點之成員組成，且對達成本集團之業務發展、策略、營運、挑戰及機會而言屬合適。董事會各成員須達到及能夠展示高度專業標準並獲得認可。所考慮的主要特質包括性別、年齡、能力、經驗、技能及知識、誠信及道德、獨立性及領導能力。於提名過程中，董事會將評估各新候選人之有關特質並予以考慮。根據提名程序，提名委員會負責物色潛在新董事及向董事會建議以供決定。倘委任乃經董事會審議而作出，則委任須根據本公司組織章程大綱及細則、GEM上市規則以及提名政策獲董事會批准。倘候選人由股東提名，則提名及委任須遵照本公司組織章程大綱及細則、GEM上市規則以及提名政策所載之程序（如有）。提名政策亦須受本公司組織章程大綱及細則以及GEM上市規則下適用於董事之提名、委任、選舉、重選、退任以及罷免之其他額外及相關規則所規管。

於二零二一年一月，本公司欣然歡迎Victor Herrero先生加入董事會。Herrero先生在消費品行業之企業管理及業務營運方面的豐富經驗將進一步促進董事會的多元化。

Summary and Measurable Objectives of the Board Diversity Policy

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

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

During the year, the Nomination Committee reviewed the diversity of the Board from perspectives, including gender, age, professional background, business experience, length of service and directorship with other listed companies. The Nomination Committee considered that the Board possessed skill and expertise and a diverse mix appropriate for the business of the Company and will review the composition and diversity of the Board on a regular basis to ensure its continued effectiveness. The Company has also taken and will continue to take steps to promote gender diversity at all levels of the Company, including but not limited to the Board and senior management levels and improve the composition of the Board.

Remuneration Committee

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

The Remuneration Committee currently comprises three Independent Non-executive Directors, Mr. Wang Yan (chairman of the Remuneration Committee), Mr. Li Qing and Mr. Pak Wai Keung, Martin and one Executive Director, Mr. Li Ning.

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

董事會多元化政策之概要及可計量目標

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

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

年內，提名委員會已從多個方面檢討董事會之多元性，包括性別、年齡、專業背景、業務經驗、服務年期及於其他上市公司擔任之董事職務。提名委員會認為董事會具備有利於本公司業務發展之各種技能、專長及多元化組合，並會定期檢討董事會之組成及多元性以確保其持續有效。本公司亦採取並將繼續採取措施，促進本公司各級別（包括但不限於董事會及高級管理層）的性別多元化以及優化董事會組成。

薪酬委員會

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

薪酬委員會現時由三名獨立非執行董事汪延先生（薪酬委員會主席）、李勅先生及白偉強先生以及一名執行董事李寧先生組成。

釐定董事之薪酬待遇會考慮各項因素（如董事之時間承擔及責任）並參考香港上市公司一般向具相若才幹及工作責任之董事支付之酬金水平，以確保一個合宜及恰當之公正兼具競爭力之薪酬待遇。年內，薪酬委員會已(i)檢討董事之薪酬待遇；(ii)批准調整一位執行董事的薪金；及(iii)參考新非執行董事的學歷、經驗及於本集團的職責向董事會建議新非執行董事的董事袍金。

Executive Committee

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

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

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

Audit Committee

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

The Audit Committee currently comprises three Independent Non-executive Directors, Mr. Pak Wai Keung, Martin (chairman of the Audit Committee), Mr. Li Qing and Mr. Wang Yan and one Non-executive Director, Mr. Ma Wing Man. This annual report has been reviewed by the Audit Committee.

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

執行委員會

董事會已成立執行委員會並制定特別職權範圍。該委員會現由三名執行董事李寧先生（執行委員會主席）、李春陽先生及李麒麟先生組成。執行委員會之主要職責是為本集團建議及落實業務策略及計劃、監察本集團各公司之營運及批准與其日常營運有關之事宜。

執行委員會負責履行企業管治職責，其包括制定及檢討本公司之企業管治政策及常規、檢討及監察董事及高級管理人員之培訓及持續專業發展、檢討及監控本公司有關遵守法律及監管規定的政策及常規、制定、檢討及監控適用於本集團僱員及董事的操守守則及合規手冊以及檢討本公司之企業管治守則遵守情況及本公司企業管治報告內之披露。年內，執行委員會成員已按GEM上市規則之規定省覽及檢討本公司企業管治報告內之企業管治守則合規及披露之遵守情況。

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

審核委員會

審核委員會已於二零零零年三月十七日成立，並已訂立書面職權範圍。審核委員會之主要職責為審閱本公司之財務報表、年度報告、半年度報告、季度報告及風險管理及內部監控系統，以及就此向董事會提供建議及發表意見。

審核委員會現時包括三名獨立非執行董事白偉強先生（審核委員會主席）、李勅先生及汪延先生以及一名非執行董事馬詠文先生。審核委員會已審閱本年報。

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

Corporate Governance Report 企業管治報告

COMPANY SECRETARY

Mr. Cheung Chi has been appointed as the company secretary of the Company since November 2018. During the year, Mr. Cheung has duly complied with the relevant professional training requirement under Rule 5.15 of the GEM Listing Rules.

ACCOUNTABILITY AND AUDIT

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

In preparing the accounts for the year ended 31 December 2021, the Directors have selected suitable accounting policies and applied them consistently, approved adoption of all Hong Kong Financial Reporting Standards, made judgments and estimates that are appropriate, and prepared the accounts on a going concern basis.

The responsibilities of the external auditor about their financial reporting are set out in the independent auditor's report on pages 99 to 109 of this annual report.

AUDITOR'S REMUNERATION

During the year ended 31 December 2021, the total fee paid and payable to PricewaterhouseCoopers in relation to the audit and non-audit services for the financial year ended 31 December 2021, amounted to HK\$5,575,000 and HK\$3,349,000 respectively. The sum for non-audit services included HK\$1,265,000 for the agreed upon procedures performed on the Group's interim results and quarterly results, HK\$1,857,000 for special purpose non-audit service performed on the acquisition and other agreed upon procedures and HK\$227,000 for tax services.

RISK MANAGEMENT AND INTERNAL CONTROL

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

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

During the Reporting Period, the Group has engaged KPMG Advisory (Hong Kong) Limited ("KPMG"), as its risk management and internal control review advisor for the year ended 31 December 2021, to review the Group's risk management system.

公司秘書

張智先生自二零一八年十一月起獲委任為本公司之公司秘書。年內，張先生已妥為遵守GEM上市規則第5.15條有關專業培訓之規定。

問責及核數

各董事確認彼等編製本公司賬目之責任。

董事於編製截至二零二一年十二月三十一日止年度賬目時，已選擇並貫徹應用合適會計政策，另批准採納所有香港財務報告準則、作出合適判斷及估計以及以持續經營基準編製賬目。

外聘核數師之財務申報責任載於本年報第99至109頁之獨立核數師報告。

核數師酬金

於截至二零二一年十二月三十一日止年度，就截至二零二一年十二月三十一日止財政年度核數及非核數服務已付及應付羅兵咸永道會計師事務所之酬金總額分別達5,575,000港元及3,349,000港元。有關非核數服務的費用包括就本集團之中期業績及季度業績進行之協定程序之1,265,000港元、就收購事項進行之專項非核數服務及其他協定程序之1,857,000港元及有關稅務服務之227,000港元。

風險管理及內部監控

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

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

於報告期內，本集團委聘畢馬威諮詢（香港）有限公司（「畢馬威」）作為其截至二零二一年十二月三十一日止年度的風險管理及內部監控審閱顧問，負責審閱本集團的風險管理系統。

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

Risk Identification

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

Risk Assessment

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

Risk Response

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

Risk Monitoring and Reporting

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

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

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

The Board, supported by the Audit Committee, is directly responsible for risk management and internal control systems of the Group and for reviewing its effectiveness. Based on the reviews performed by the management, comments from the Audit Committee and recommendations for areas of improvement from external auditor and risk management and internal control review advisor, the Board is of the view that the Group's risk management and internal control systems are effective and adequate for the year ended 31 December 2021.

本集團用於識別、評估及管理主要風險的程序概述如下：

風險識別

- 識別可能對本集團的業務及營運造成潛在影響的風險。

風險評估

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

風險應對

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

風險監察及報告

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

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

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

董事會在審核委員會的協助下直接負責本集團的風險管理及內部監控系統並審閱其有效性。根據管理層進行之審閱、審核委員會之意見與外聘核數師及風險管理及內部監控審閱顧問就需完善之方面作出之推薦建議，董事會認為，本集團截至二零二一年十二月三十一日止年度已採納有效且足夠的風險管理及內部監控系統。

Corporate Governance Report 企業管治報告

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

SHAREHOLDERS' RIGHTS AND INVESTORS' RELATIONS

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

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

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

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

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

Procedures by which enquiries may be put to the Board

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

Address of Principal Place of Business in Hong Kong: 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, New Territories, Hong Kong

Telephone: 37961111
Fax: 37961100

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

股東權益及投資者關係

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

要求召開股東特別大會及於股東大會上提呈建議之程序

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

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

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

向董事會進行查詢之程序

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

香港主要營業地點地址：香港新界將軍澳唐賢街9號PopOffice 2樓

電話：37961111
傳真：37961100

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

Communication with Shareholders

An extraordinary general meeting of the Company was held on 18 January 2021 (the "EGM") to consider the ordinary resolution approving the adoption of new share option scheme of the Company. A notice convening the EGM contained in the circular dated 23 December 2020 was despatched to the Shareholders. The chairman of the EGM made himself available to answer the questions from the Shareholders and explained detailed procedure for conducting a poll. The ordinary resolution proposed at the EGM was passed by the Shareholders by way of poll.

An annual general meeting of the Company was held on 11 June 2021 (the "2021 AGM"). A notice convening the 2021 AGM contained in the circular dated 22 March 2021 was despatched to the Shareholders together with the Annual Report 2020. The Chairman of the Board and members of the committees of the Company (as appropriate) attended the 2021 AGM to answer the questions from the Shareholders. PricewaterhouseCoopers, the external auditor of the Company, attended the 2021 AGM to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence. The Chairman explained detailed procedures for conducting a poll. All the resolutions proposed at the 2021 AGM, including (i) the adoption of the audited financial statements and the reports of the Directors and the auditor of the Company for the year ended 31 December 2020; (ii) the re-election of certain Directors and the authorisation to the Board to fix the Directors' remunerations; (iii) the re-appointment of auditor of the Company and the authorisation to the Board to fix its remuneration; and (iv) the granting to Directors the general mandates to issue and repurchase Shares, were passed by the Shareholders by way of poll.

The poll results of the the EGM and 2021 AGM were published on the websites of the Stock Exchange and the Company.

Changes in the Constitutional Documents

There was no significant change in the constitutional documents of the Company during the year 2021.

A notice for the forthcoming annual general meeting of the Company will be published on the websites of the Stock Exchange and the Company and despatched together with the Annual Report 2021 to the Shareholders as soon as practicable in accordance with the articles of association of the Company and the CG Code.

本公司之公司秘書將會向董事會提交股東之查詢，且於適時答覆股東之疑問。

與股東之溝通

本公司於二零二一年一月十八日舉行股東特別大會（「股東特別大會」）以考慮批准有關採納本公司新購股權計劃的普通決議案。日期為二零二零年十二月二十三日的通函所載召開股東特別大會之通告已寄發予股東。股東特別大會的主席親自回答股東的問題及解釋進行投票表決之詳細程序。於股東特別大會上提呈之普通決議案已獲股東以投票表決方式通過。

本公司已於二零二一年六月十一日舉行股東週年大會（「二零二一年股東週年大會」）。日期為二零二一年三月二十二日之通函所載之召開二零二一年股東週年大會之通告已連同二零二零年年度報告寄發予股東。董事會主席及本公司各委員會之成員（如適用）已出席二零二一年股東週年大會以解答股東之提問。本公司之外聘核數師羅兵咸永道會計師事務所已出席二零二一年股東週年大會以解答有關進行審核、編製核數師報告及其內容、會計政策及核數師獨立性之提問。主席已解釋進行投票表決之詳細程序。於二零二一年股東週年大會上提呈之所有決議案，包括(i)採納截至二零二零年十二月三十一日止年度之經審核財務報表及本公司董事會報告及核數師報告；(ii)重選若干董事及授權董事會釐定董事酬金；(iii)續聘本公司核數師及授權董事會釐定其酬金；及(iv)授予董事一般授權以發行及購回股份，均已獲股東以投票表決方式通過。

股東特別大會及二零二一年股東週年大會之投票表決結果已刊登於聯交所及本公司之網站。

組織章程文件變動

於二零二一年內，本公司之組織章程文件並無重大變動。

本公司應屆股東週年大會之通告將刊載於聯交所及本公司網站，且將根據本公司之組織章程細則及企業管治守則於切實可行之情況下盡快連同二零二一年年度報告寄發予各股東。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

Reporting Standard and Scope

This annual Environmental, Social and Governance (“ESG”) Report (the “Report”) was prepared in accordance with the revised requirements of the ESG Reporting Guide, Appendix 20 (the “ESG Guide”) of the GEM Listing Rules of The Stock Exchange of Hong Kong Limited (“HKEX”). The Group has complied with all provisions set out in the ESG Guide. The Report provides an overview of the Group’s ESG management approach as well as sustainability initiatives and performance for the period from 1 January 2021 to 31 December 2021 (the “reporting year”).

The scope of this Report covers our sports and apparel operations which represent the most significant impact on the Company’s environmental and social performance¹:

Sports operations
體育業務

- Li Ning Sports Parks
李寧體育園
- Li Ning Sports Centres
李寧運動中心
- All Star Ice Skating Club
全明星滑冰俱樂部
- Bossini
堡獅龍
- LNG
LNG

Apparel operations
服裝業務

For a full list of ESG Aspects, respective key performance indicators (“KPIs”) and their reference within this Report, please refer to the HKEx ESG Guide Content Index on page 95 to 98.

關於本報告

報告標準及範圍

本年度環境、社會及管治（「環境、社會及管治」）報告（「本報告」）乃根據香港聯合交易所有限公司（「聯交所」）GEM上市規則附錄二十《環境、社會及管治報告指引》（「環境、社會及管治指引」）的經修訂規定編製。本集團已遵守環境、社會及管治指引所載的所有條文。本報告提供本集團於二零二一年一月一日至二零二一年十二月三十一日（「報告年度」）的環境、社會及管治管理方針和可持續發展舉措及表現的概覽。

本報告的範圍涵蓋我們的體育及服裝業務，該等業務對本公司的環境及社會績效影響最大¹：

有關本報告內環境、社會及管治方面、相關關鍵績效指標（「關鍵績效指標」）及其參考資料的完整列表，請參閱第95至98頁的聯交所環境、社會及管治指引內容索引。

¹ The reporting scope was updated this year to reflect a balanced picture of the Group’s business operations.

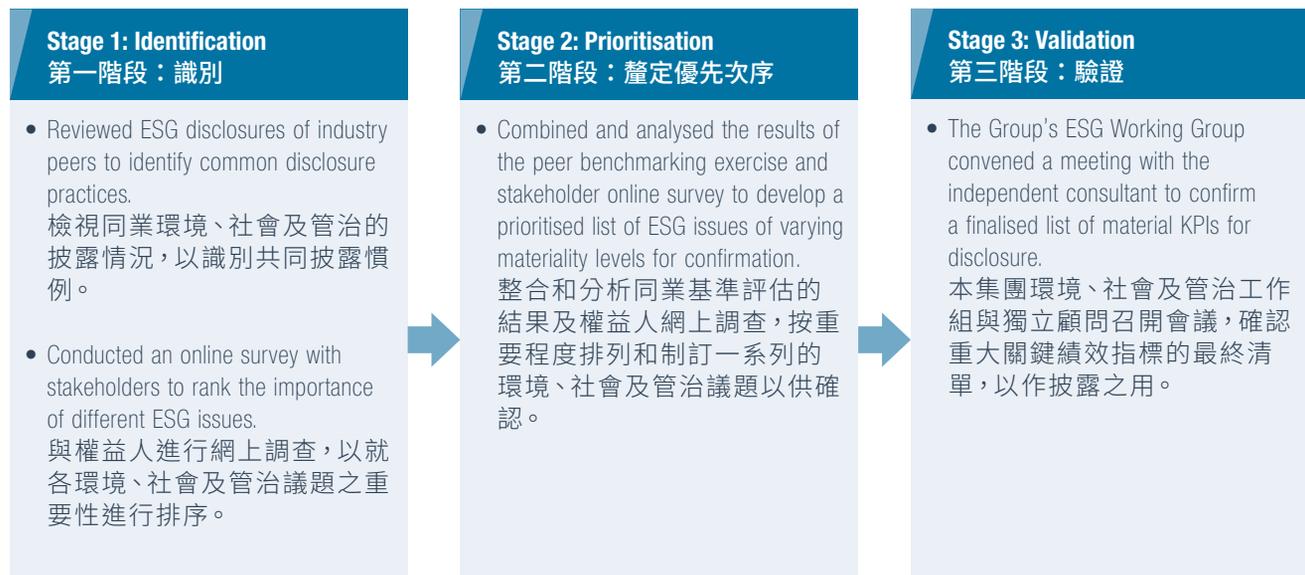
¹ 本年度已更新報告範圍，以反映本集團業務運營的平衡情況。

Stakeholder Engagement and Materiality Assessment

We regularly engage our stakeholders to gain valuable feedback and address their concerns over our ESG performance and strategies. This process enables us to make informed decisions and better identify associated risks and opportunities. In preparation for this Report, the Group appointed an independent consultant to conduct a comprehensive stakeholder engagement and materiality assessment to determine the most material ESG topics for disclosure by following the three-step process:

權益人參與及重要性評估

我們定期與權益人溝通，以獲得寶貴的反饋並解決彼等對我們的環境、社會及管治表現及戰略的關注問題。藉助這一過程，我們能夠做出知情決定，更好地識別相關風險和機會。於編製本報告過程中，本集團已委任一名獨立顧問進行全面的權益人參與及重要性評估，從而確定最重要的環境、社會及管治議題，並按照以下三個步驟進行披露：



Suggestions and Feedback

We welcome feedback on our ESG performance and disclosures. Please share your views by email (info@vivachina.hk) or by phone (+852 3796 1111).

意見及反饋

我們歡迎閣下對我們的環境、社會及管治表現和披露提出反饋。請將閣下的意見電郵至info@vivachina.hk或致電+852 3796 1111。

SUSTAINABILITY GOVERNANCE

Board Statement

The Board holds the overall accountability for the Group's ESG strategies and performance. Daily management of the Group has been delegated to the management team. On an operational level, a designated ESG Working Group, comprising representatives from different business department, has been set up. This Working Group plans and coordinates the day-to-day execution of the Group's ESG strategies and will report back on the progress of the associated targets, strategies, and initiatives.

The Board provides oversight of the Group's risk management system, including ESG, in particular climate-related, risks. While the Audit Committee is responsible for overseeing the overall risk management processes, the ESG Working Group specifically identifies and assesses sustainability-related risks. Supported by professional consultants, the Working Group consolidates the findings and advises the Board on risks of strategic and financial significance.

For more details on our corporate governance structure, roles and responsibilities, please refer to our Corporate Governance Report on pages 62 to 73 of this Annual Report.

OUR ENVIRONMENT

Our commitment to the sustainable management of our environmental impacts is demonstrated by our Environmental Policy which applies to all operational units supplemented with associated guidelines and principles. To systematically manage our environmental footprint, we focus our efforts on energy efficiency, responsible resource management and internal awareness building.

Financing projects that deliver environmental benefits is one of our approaches towards a more sustainable future. In December 2021, through the Green Deposits established by Bank of Communications, we deposited HK\$8 million to finance qualified green projects including but not limited to energy efficiency, pollution prevention and control, sustainable water management and waste management, clean transportation, efficient buildings and sustainable land use.

During the reporting year, we complied with all applicable legal and regulatory requirement² regarding environmental protection and there were no non-compliance cases relating to air and greenhouse gas ("GHG") emissions, discharges into water and land, and the generation of hazardous and non-hazardous wastes.

² Including but not limited to the Air Pollution Control Ordinance (Cap. 311), the Waste Disposal Ordinance (Cap.354), the Environmental Protection Law of the People's Republic of China ("PRC"), and the Energy Conservation Law of the PRC.

可持續發展管治

董事會聲明

董事會對本集團之環境、社會及管治戰略及表現肩負整體責任。本集團的日常管理已授權予管理團隊。經營層面，已成立指定的環境、社會及管治工作組，由不同業務部門的代表組成。該工作組規劃及協調本集團環境、社會及管治戰略的日常執行，並將匯報相關目標、戰略及舉措的進展情況。

董事會對本集團的風險管理系統進行監督，包括環境、社會及管治，尤其是與氣候相關的風險。儘管審核委員會負責監督整體的風險管理過程，但環境、社會及管治工作組會專門識別及評估可持續發展相關的風險。在專業顧問的支持下，工作組會整合評估結果，並就於戰略及財務而言屬重大的風險向董事會提出建議。

有關我們企業管治架構、職能及責任的詳情，請參閱本年報第62至73頁的企業管治報告。

我們的環境

我們的環境政策體現我們對環境影響進行可持續管理的承諾，該政策輔以相關指引及原則，適用於所有經營單位。為系統化管理我們的環境足跡，我們重點關注能源效率、珍惜天然資源及內部意識建設。

為帶來環境效益的項目融資是我們實現更可持續的未來所採取的措施之一。於二零二一年十二月，透過交通銀行成立的綠色存款，我們存入8,000,000港元以為合資格的綠色項目提供資金，包括但不限於能源效率、污染防治、可持續的水資源管理及廢物管理、清潔交通、高效的建築及可持續的土地利用。

於報告年度，我們遵守所有與環保相關的適用法律及法規²，且概無涉及廢氣及溫室氣體（「溫室氣體」）的排放、向水及土地的排污、以及有害及無害廢棄物的產生之違規情況。

² 包括但不限於《空氣污染管制條例》（第311章）、《廢物處置條例》（第354章）、《中華人民共和國（「中國」）環境保護法》及《中國節約能源法》。

Emissions Reduction and Energy Efficiency

Echoing the national government's call for decarbonisation, we have set long-term carbon reduction and energy targets applicable for our respective operations. To ensure we are on track to achieve these ambitious targets, we continue to seize energy-saving opportunities, introduce renewable energy and undergo hardware upgrades across our sports and apparel operations. At our office buildings, we replace obsolete electrical appliances with products with Grade 1 Energy Labels or other energy-efficient alternatives. Introducing smart metres also works by continuous adjustment of chiller settings based on data collected by environmental sensors and equipment conditions. To minimise emissions arising from business travel, video conference systems were introduced to facilitate effective virtual communication.

Leveraging our extensive networks across the country, we strive to adopt environmentally responsible place-keeping. Aside from installing solar photovoltaic panels and solar hot water systems, we also make electric vehicle ("EV") chargers more accessible across our sports facilities in support of nationwide EV development. Making use of smart technology and data analysis, our chiller system adjusts indoor air temperature to optimise energy performance and enhance energy savings. Additionally, our sports destinations and retail shops have switched to using LED lights which are more energy-efficient than traditional incandescent bulbs. Specific to Bossini, all our stores in Hong Kong and Macau participated in Earth Hour 2021 by switching off unnecessary lighting for an hour and pledging to greater energy efficiency throughout our operations.

減少排放及提高能源效率

為響應國家政府的脫碳號召，我們設立了適用於我們各業務的長期減碳及能源目標。為確保我們順利實現這些雄偉目標，我們繼續抓住節能機會，引進可再生能源並對我們的體育及服裝業務進行硬件升級。在我們的辦公大樓，我們使用具有1級能源標籤的產品或其他節能產品取代老式電器。引進智能儀表亦發揮了作用，其根據環境傳感器收集的數據及設備條件，不斷調整製冷裝置。為盡可能減少商務出行產生的排放，我們引入了視頻會議系統，促進有效的虛擬通信。

利用我們在國內的龐大網絡，我們致力於採用對環境負責的場所管理。除安裝太陽能光伏板及太陽能熱水系統外，我們亦於我們的體育設施中提供更多電動汽車（「電動汽車」）充電裝置，支持國內電動汽車的發展。我們的製冷系統調節室內溫度利用智能技術及數據分析來優化能源性能並促進節能。此外，我們的體育目的地及零售店舖已改用LED燈，比傳統白熾燈泡更節能。尤其是堡獅龍，我們在香港及澳門的所有店舖均參與了「地球一小時2021」活動，關閉不必要的照明一小時並承諾在我們的整個經營過程中提高能源效率。

| | | |
|---|--|--|
| <p>Sports Operations³ 體育業務³</p> | <p>Reduce carbon intensity by 15%⁴ per square metre by 2030 到二零三零年每平方米碳密度減少 15%⁴</p> | <p>Reduce electricity use intensity by 15%⁴ per square metre by 2030 到二零三零年每平方米用電密度減少 15%⁴</p> |
| <p>Apparel Operations⁵ 服裝業務⁵</p> | <p>Reduce carbon intensity by 10%⁴ per FTE by 2030 到二零三零年每名全職僱員碳密度減少 10%⁴</p> | <p>Reduce electricity use intensity by 10%⁴ per FTE by 2030 到二零三零年每名全職僱員用電密度減少 10%⁴</p> |

³ This applies only to our Li Ning Sports Parks, Li Ning Sports Centres and All Star Ice Skating Club.

⁴ Compared to the 2021 baseline.

⁵ This applies only to Bossini and LNG.

³ 僅適用於我們的李寧體育園、李寧運動中心及全明星滑冰俱樂部。

⁴ 與二零二一年基線相比。

⁵ 僅適用於堡獅龍及LNG。

Responsible Resource Management

Operating our sports facilities can be water intensive. To this end, we have adopted a multipronged approach to efficiently manage our water resources. For example, we introduced a circulation system where dirt particles are filtered to reduce the frequency of pool water replacement. Furthermore, designated sports destinations have installed a rainwater and wastewater recovery and recycling system to capture water around the complex. This creates grey water for non-potable uses such as toilet flushing, landscape irrigation, and washing and cleaning purposes. We also conducted regular leakage tests on water pipes and installed water-saving devices such as sensor taps and flow restrictors to enhance water efficiency across our office premises.

珍惜天然資源

我們經營體育設施需耗大量用水。為此，我們多管齊下，高效管理水資源。例如，我們引入循環系統，過濾污垢粒子，減少池水更換頻率。此外，指定體育目的地已安裝雨水及廢水回收循環系統，在綜合體周圍收集水，產生非飲用途的灰水，用於沖廁、景觀灌溉、清洗潔淨等用途。我們亦定期對水管進行漏水測試，並裝設自動感應水龍頭及節流器等節水設備，提高整個辦公場所的用水效益。

Sports Operations³
體育業務³

Reduce water intensity by
7%⁴
per square metre by 2030
到二零三零年每平方米用水密度減少
7%⁴

As part of our environmental stewardship, we strive to promote waste reduction and recycling at our sports destinations, retail stores, office premises and warehouses. For instance, employees are encouraged to reuse office supplies and festive decorations where possible and feasible. Recycling bins with clear signage are placed and our waste recycling items cover paper, cardboard boxes, plastics, metals, non-confidential documents, electrical appliances and toners cartridges in partnership with licensed contractors and green organisations. Moving forward, we target to further enhance our recycling capacity to minimise the amount of landfilled waste generated from our operations. Recognising the significant amount of paper we used during our daily operations, we encourage reusing paper for printing and set the default mode of all network printers to double-sided printing. We have also digitalised our internal communications, circulating memorandums and reports in e-format.

作為環保管理的一環，我們致力促進體育目的地、零售店、辦公場所及倉庫的減廢回收。例如，我們鼓勵僱員於可能及可行的情況下重複使用辦公用品及節日裝飾品。我們與持牌承包商及綠色組織合作，放置列有清晰標示的回收箱，我們的廢棄回收物品包括紙張、紙箱、塑料、金屬、非機密文件、電器及墨粉盒。展望未來，我們瞄準進一步提高回收能力，最大程度減少我們營運產生的堆填區廢棄物數量。鑒於我們於日常營運過程中使用大量紙張，我們鼓勵紙張重複列印，並將所有網絡打印機的默認模式設為雙面打印。我們亦數字化內部溝通，以電子形式分發備忘錄及報告。

³ This applies only to our Li Ning Sports Parks, Li Ning Sports Centres and All Star Ice Skating Club.

⁴ Compared to the 2021 baseline.

³ 僅適用於我們的李寧體育園、李寧運動中心及全明星滑冰俱樂部。

⁴ 與二零二一年基線相比。

Case Study

The Group takes responsible resource management into account when it comes to product innovation in our apparel operation. At Bossini, we launched new eco-friendly jackets and jeans using REPREVE – recycled fibres made from plastic bottles and other discarded materials. Compared to traditional fibres, REPREVE emits fewer GHGs and conserves more water and energy along the manufacturing process.

案例研究

本集團進行服裝營運產品創新時，兼顧珍惜天然資源。我們在堡獅龍推出新款環保夾克及牛仔褲—使用由塑料瓶及其他廢棄材料製成的可回收纖維REPREVE。相較傳統纖維，REPREVE在生產過程中排放較少溫室氣體，更省水節能。

Environmental Awareness

Internally, we continue to drive staff behavioural change and guide them on the sustainable use of resources in their day-to-day operations. Apart of sharing useful green office tips through internal notices and our Information Wall, we organised awareness building campaigns and environmental training on a regular basis, covering topics such as waste reduction, energy conservation and carbon reduction.

環保意識

我們在內部持續推動員工行為改變，引領員工在其日常營運過程中可持續利用資源。除以內部告示及資訊牆分享綠色辦公有用貼士外，我們定期組織意識培養活動及環保培訓，涵蓋減棄、節能及減碳等主題。

Climate Change

We recognise that climate change poses significant financial and non-financial risks to our business. We are firmly committed to managing climate-related impacts across our operations and to developing mitigation, adaptation and resilience strategies to address those impacts in line with the national direction.

氣候變化

我們深知氣候變化對我們的業務產生重大財務及非財務風險。我們堅定致力管理我們於整個營運過程中的氣候相關影響，並根據國家方向制定緩解、適應及抗逆力策略，應對該等影響。

In addition to the approach and initiatives disclosed in the above section, we ensure that relevant information and necessary resources are available for building adaptive capacity for monitoring climate impacts on our diverse operations and managing potential climate transition risks. The Group also maintains ongoing communications with our stakeholders regarding climate impacts and works to support business partners to decarbonise.

除上節所披露的方針與舉措外，我們確保相關信息及必要資源可用於建立適應能力，監測氣候對我們不同業務的影響，並管理潛在氣候轉變風險。本集團亦與我們的權益人持續溝通氣候影響，並支持業務夥伴脫碳。

Our operating networks are not immune to climate-induced extreme weather events like typhoons and rainstorms. These impact our business whether through business interruption, shop closures, damaged or lost products from flooding or by even putting the safety of our staff and customers at risk. Through our clear work arrangement policies and constant communication with our people, we are better prepared than ever to respond to these emergency situations.

我們的營運網絡無法不受氣候引起的極端天氣狀況(如颱風及暴雨)影響。對我們業務的影響包括導致業務中斷、店舖關閉、洪水導致產品損壞或丟失，或甚至危及我們員工及客戶安全。利用我們明確的工作安排政策及與員工的持續溝通，我們比以往任何時候都更好地準備應對該等緊急情況。

Environmental, Social and Governance Report 環境、社會及管治報告

Environmental Performance Data For Sports operations

環境表現數據 體育業務

Emissions 排放物

Carbon emissions in total and intensity

碳排放總量及密度

| | | 2021 二零二一年度 | 2020 二零二零年度 | 2019 二零一九年度 |
|---|---|-----------------------|----------------|----------------|
| Scope 1 emissions ⁶ 範圍1排放量 ⁶ | Tonnes 噸 | 703.2 | 876.8 | 658.5 |
| Scope 2 emissions ⁷ 範圍2排放量 ⁷ | Tonnes 噸 | 12,763.8 ⁸ | 4,800.9 | 3267.5 |
| Total emissions 總排放量 | Tonnes 噸 | 13,467.0 | 5,677.7 | 3926.0 |
| Total emission intensity 總排放密度 | Tonnes/FTE ⁹ 噸/FTE ⁹ | 24.5 | 10.1 | 12.7 |

Other Emissions

其他排放

| | | | | |
|--------------------------------|-------------|---------|---------|---------|
| Wastewater generated 所產生的污水 | Tonnes 噸 | 157,025 | 161,159 | 126,069 |
| NOx emissions 氮氧化物排放 | Kg 千克 | 16.2 | 25.6 | 12.4 |
| SOx emissions 硫氧化物排放 | Kg 千克 | 0.2 | 0.2 | 0.3 |
| PM emissions 顆粒物排放 | Kg 千克 | 1.4 | 1.4 | 0.9 |

⁶ Scope 1: Direct emissions from sources which are owned or controlled by the Group, including the consumption of natural gas and fuels for vehicles.

⁷ Scope 2: Indirect emissions from the consumption of purchased electricity and steam by the Group as a result of its usual operations. The sources of emissions are owned or controlled by other companies.

⁸ The increase is mainly due to the inclusion of our energy-intensive indoor skating chain operations, which account for more than 60% of our total Scope 2 emissions, into the reporting scope this year. We will continue to look for energy-saving opportunities to mitigate our carbon footprint.

⁹ "FTE" refers to full-time employees.

⁶ 範圍1：由本集團所擁有或控制的來源所產生之直接排放，包括天然氣及汽車燃料的消耗。

⁷ 範圍2：由本集團日常營運時所消耗的外購電力和蒸汽產生之間接排放，而排放源由其他公司所擁有或控制。

⁸ 該增長主要由於我們今年將能耗密集型室內滑冰連鎖業務納入報告範圍，而該業務佔我們範圍2排放總量的60%以上。我們將繼續尋找節省能源的機會，以減輕我們的碳足跡。

⁹ 「FTE」指全職僱員。

Environmental, Social and Governance Report 環境、社會及管治報告

Resource Usage 資源使用量

Resource usage in total and intensity

資源使用總量及密度

| | | 2021 二零二一年度 | 2020 二零二零年度 | 2019 二零一九年度 |
|--|--------------------------------|-----------------------------|----------------|----------------|
| Electricity consumption 用電量 | kWh 千瓦時 | 16,738,830 | 6,158,419 | 4,627,119 |
| Natural gas consumption 天然氣消耗 | m ³ 立方米 | 203,739¹⁰ | 184,942 | 300,754 |
| Gasoline consumption 汽油消耗 | Litre 升 | 13,078¹¹ | 9,906 | 17,467 |
| Water consumption 用水量 | m ³ 立方米 | 279,123¹² | 208,094 | 125,187 |
| Electricity consumption intensity 用電密度 | kWh/FTE 千瓦時/FTE | 30,434 | 10,939 | 14,926 |
| Natural gas consumption intensity 天然氣消耗密度 | m ³ /FTE 立方米/FTE | 370 | 328 | 970 |
| Gasoline consumption intensity 汽油消耗密度 | Litre/FTE 升/FTE | 23 | 18 | 56 |
| Water consumption intensity 用水密度 | m ³ /FTE 立方米/FTE | 507 | 370 | 404 |

¹⁰ The natural gas was consumed by the subsidiaries in Beijing, Yangzhou Li Ning Sports Park, Ningbo Hangzhou Bay Li Ning Sports Park and Linyi Li Ning Sports Centre.

¹¹ The gasoline was consumed by the headquarters in Hong Kong, subsidiaries in Ningbo and Tianjin, and indoor skating chain operations.

¹² Water was mainly consumed by the subsidiaries in Beijing, Yangzhou Li Ning Sports Park, Ningbo Hangzhou Bay Li Ning Sports Park, Linyi Li Ning Sports Centre, Tianjin Li Ning Sports Centre, Nantong Li Ning Sports Centre and indoor skating chain operations.

¹⁰ 天然氣消耗源自北京的附屬公司、揚州李寧體育園、寧波杭州灣李寧體育園及臨沂李寧運動中心。

¹¹ 汽油消耗源自香港總部、寧波及天津的附屬公司以及室內滑冰連鎖業務。

¹² 用水量主要源自北京的附屬公司、揚州李寧體育園、寧波杭州灣李寧體育園、臨沂李寧運動中心、天津李寧運動中心、南通李寧運動中心及室內滑冰連鎖業務。

Environmental, Social and Governance Report 環境、社會及管治報告

Hazardous and Non-hazardous Waste 有害及無害廢棄物

Hazardous waste (Recycled)

有害廢棄物 (回收量)

| | | 2021 二零二一年度 | 2020 二零二零年度 | 2019 二零一九年度 |
|--|----------|----------------|----------------|----------------|
| Waste carbon battery and alkaline battery 廢棄碳性電芯與鹼性電芯 | Kg 千克 | 2.02 | 0 | 0 |

Non-hazardous waste (Usage)

無害廢棄物 (用量)

| | | 2021 二零二一年度 | 2020 二零二零年度 | 2019 二零一九年度 |
|------------------------|-------------|----------------|----------------|----------------|
| Paper 用紙 | Tonnes 噸 | 0.8 | 2.1 | 5.8 |
| Plastic 塑膠 | Tonnes 噸 | 0 | 0.08 | 1.6 |
| General waste 一般廢棄物 | Tonnes 噸 | 9.6 | 22.2 | 2.4 |
| Metal 金屬 | Kg 千克 | 0 | 24.0 | N/A 不適用 |
| Glass 玻璃 | Kg 千克 | 0 | 6.8 | N/A 不適用 |

Non-hazardous waste (Recycled)

無害廢棄物 (回收量)

| | | 2021 二零二一年度 | 2020 二零二零年度 | 2019 二零一九年度 |
|------------------------|-------------|----------------|----------------|----------------|
| Paper 用紙 | Tonnes 噸 | 2.0 | 1.7 | 2.6 |
| Plastic 塑膠 | Tonnes 噸 | 0 | 0.08 | 1.6 |
| General waste 一般廢棄物 | Tonnes 噸 | 0 | 0 | 0.3 |

Non-hazardous waste (Usage)

無害廢棄物 (用量)

| | | 2021 二零二一年度 | 2020 二零二零年度 | 2019 二零一九年度 |
|------------|-------|----------------|----------------|----------------|
| Tonnes/FTE | 噸/FTE | 0.02 | 0.04 | 0.03 |

Non-hazardous waste (Recycled)

無害廢棄物 (回收量)

| | | 2021 二零二一年度 | 2020 二零二零年度 | 2019 二零一九年度 |
|------------|-------|----------------|----------------|----------------|
| Tonnes/FTE | 噸/FTE | 0.03 | 0.003 | 0.01 |

For Apparel operations

服裝業務

Emissions 排放物

Carbon emissions in total and intensity

碳排放總量及密度

2021
二零二一年度

| | | |
|-----------------------------------|---------------------|---------|
| Scope 1 emissions 範圍1排放量 | Tonnes 噸 | 0 |
| Scope 2 emissions 範圍2排放量 | Tonnes 噸 | 1,448.1 |
| Total emissions 總排放量 | Tonnes 噸 | 1,448.1 |
| Total emission intensity 總排放密度 | Tonnes/FTE 噸/FTE | 1.3 |

Resource Usage 資源使用量

Resource usage in total and intensity

資源使用總量及密度

2021
二零二一年度

| | | |
|---|--------------------------------|-----------|
| Electricity consumption 用電量 | kWh 千瓦時 | 2,781,757 |
| Water consumption 用水量 | m ³ 立方米 | 4,874 |
| Electricity consumption intensity 用電密度 | kWh/FTE 千瓦時/FTE | 2,477 |
| Water consumption intensity 用水密度 | m ³ /FTE 立方米/FTE | 4.3 |

Hazardous and Non-hazardous Waste 有害及無害廢棄物

Hazardous waste (Recycled)

有害廢棄物 (回收量)

2021
二零二一年度

| | | |
|----------------------|----------|-----|
| Used battery 廢舊電池 | Kg 千克 | 2.6 |
|----------------------|----------|-----|

Non-hazardous waste (Usage)

無害廢棄物 (用量)

2021
二零二一年度

| | | |
|---------------------|-------------|------|
| Paper 用紙 | Tonnes 噸 | 5.1 |
| Shopping bag 購物袋 | Tonnes 噸 | 13.6 |

Environmental, Social and Governance Report 環境、社會及管治報告

| Non-hazardous waste (Recycled) 無害廢棄物 (回收量) | 2021 二零二一年度 |
|---|----------------|
|---|----------------|

| | | |
|-------------|-------------|-----|
| Paper 用紙 | Tonnes 噸 | 0.1 |
|-------------|-------------|-----|

| Non-hazardous waste (Usage) 無害廢棄物 (用量) | 2021 二零二一年度 |
|---|----------------|
|---|----------------|

| | | |
|--------|--------|------|
| Kg/FTE | 千克/FTE | 16.7 |
|--------|--------|------|

| Non-hazardous waste (Recycled) 無害廢棄物 (回收量) | 2021 二零二一年度 |
|---|----------------|
|---|----------------|

| | | |
|--------|--------|-----|
| Kg/FTE | 千克/FTE | 0.1 |
|--------|--------|-----|

OUR HUMAN CAPITAL

Our employees are driving force of the business and assets of the Group. In line with our people-oriented approach, we are committed to providing an inclusive, safe, engaging and harmonious work environment to enable our employees' career growth and achieve career contentment.

Employment and Working Conditions

As our continued business success depends on a motivated and stable workforce, the Group offers our employees competitive remuneration packages and fringe benefits, including medical care, discretionary bonuses, retirement schemes, product discounts and a range of leave entitlements such as marriage leave and birthday leave. To attract and retain every talent, we regularly review our staff policies, benefits and facilities.

As a family-friendly employer, we pay special attention to accommodate the needs of working families. A well-equipped lactation room is available in our Hong Kong headquarters for working mothers. In Beijing, we partnered with Koala Educare to set up a kindergarten in its office park facilitating working employees to balance their work with family commitments.

We value our employees and work to ensure a workplace free from any prejudice or discrimination. All employees are protected by our Equal Opportunity Policy which sets out a fair recruitment and promotion process based on individual merits, experience and qualifications regardless of gender, race, age, religion, disability or family status. For a more in-depth refresher, we also arranged for employees to join relevant training organised by the Equal Opportunities Commission.

我們的人力資本

僱員是本集團業務的推動力及資產。我們一貫奉行以人為本的方針，致力提供共融、安全、敬業樂業及和諧的工作環境，以促進僱員的事業發展及獲得工作成就感。

僱傭及工作條件

由於我們業務的持續成功取決於積極和穩定的團隊，本集團為僱員提供具競爭力的薪酬待遇及全面的員工福利，包括醫療保險、酌情花紅、退休計劃、產品折扣及婚假和生日假等各種假期福利。我們亦定期檢討員工政策、福利及設施，以吸引及挽留每一位人才。

作為家庭友善僱主，我們特別關注在職家庭的需要。在香港總部，我們為在職母親提供設備齊全的哺集乳室。在北京，我們聯合考拉啟賦於辦公園區設立一間幼兒園，使僱員能夠在工作與家庭承擔之間取得平衡。

我們重視僱員並致力建構一個杜絕偏見及歧視的工作環境。我們的平等機會政策保障全體僱員，當中載列不論其性別、種族、年齡、宗教、殘疾與否或家庭狀況，我們均以個人才能、經驗及資歷進行公平公正的招聘流程和僱用程序。為更深入地進修，我們亦安排僱員參加平等機會委員會組織的相關培訓。

Environmental, Social and Governance Report 環境、社會及管治報告

We fully support our employees to maintain a good work-life balance by organising a variety of recreational and sports activities outside of work. Some highlighted events include:

我們全力支持僱員維持良好的工作與生活平衡，除工作以外籌劃各種娛樂及體育活動。部分活動集錦包括：

| Operations 業務單位 | Activities 活動 |
|--------------------|---|
| Hong Kong 香港 | Birthday lunch 生日午餐 Mid-Autumn Day celebration 中秋慶祝活動 Fruit day 水果日 Art workshops 藝術工作坊 |
| PRC 中國 | Staff outing 員工郊遊 Chinese New Year celebration 新春聯歡會 Sports day 運動日 Team building event 團隊建設活動 |

During the reporting year, there were zero non-compliance cases with the relevant laws and regulations¹³ relating to recruitment and employment practices, anti-discrimination, diversity, and other benefits and welfare.

於報告年度，我們在招聘及僱傭、反歧視、多元化及其他福利待遇方面並無違反相關法例及規例¹³的情況。

For Sports operations

體育業務

Human Resource Overview

人力資源概況

| | | | 2021 二零二一年度 | 2020 二零二零年度 | 2019 二零一九年度 |
|---|--------------------|-----------|----------------|----------------|----------------|
| Total number of staff | 員工總人數 | Number 數目 | 633 | 629 | 314 |
| Number of staff – by gender | 按性別劃分員工人數 | Number 數目 | | | |
| – Male | – 男 | | 316 | 315 | 167 |
| – Female | – 女 | | 317 | 314 | 147 |
| Number of staff – by age group | 按年齡組別劃分員工人數 | Number 數目 | | | |
| – < 30 years old | – <30歲 | | 267 | 275 | 127 |
| – 30-50 years old | – 30–50歲 | | 332 | 299 | 136 |
| – > 50 years old | – >50歲 | | 34 | 55 | 51 |
| Number of staff – by employee type | 按僱員類別劃分員工人數 | Number 數目 | | | |
| – Full-time | – 全職 | | 550 | 563 | 310 |
| – Part-time | – 兼職 | | 83 | 66 | 4 |

¹³ Including but not limited to the Employment Ordinance (Cap. 57), the Minimum Wage Ordinance (Cap.608), the Disability Discrimination Ordinance (Cap.487), the Labour Law of the PRC, and the Labour Contract Law of the PRC.

¹³ 包括但不限於《僱傭條例》(第57章)、《最低工資條例》(第608章)、《殘疾歧視條例》(第487章)、《中國勞動法》及《中國勞動合同法》。

Environmental, Social and Governance Report 環境、社會及管治報告

| Staff Turnover 員工流失 | | | 2021 二零二一年度 | 2020 二零二零年度 | 2019 二零一九年度 |
|---|--------------|---|----------------|----------------|----------------|
| Overall staff turnover rate | 員工總流失率 | % | 52 | 41 | 52 |
| Staff turnover rate – by gender | 按性別劃分員工流失率 | % | | | |
| – Male | – 男 | | 59 | 42 | 62 |
| – Female | – 女 | | 45 | 41 | 40 |
| Staff turnover rate – by age group | 按年齡組別劃分員工流失率 | % | | | |
| – < 30 years old | – <30歲 | | 75 | 39 | 91 |
| – 30-50 years old | – 30–50歲 | | 36 | 32 | 29 |
| – > 50 years old | – >50歲 | | 27 | 100 | 14 |

For Apparel operations

服裝業務

Human Resource Overview

人力資源概況

2021
二零二一年度

| | | | |
|---|-------------|-----------|--------------|
| Total number of staff | 員工總人數 | Number 數目 | 1,123 |
| Number of staff – by gender | 按性別劃分員工人數 | Number 數目 | |
| – Male | – 男 | | 485 |
| – Female | – 女 | | 638 |
| Number of staff – by age group | 按年齡組別劃分員工人數 | Number 數目 | |
| – < 30 years old | – <30歲 | | 495 |
| – 30-50 years old | – 30–50歲 | | 598 |
| – > 50 years old | – >50歲 | | 30 |
| Number of staff – by employee type | 按僱員類別劃分員工人數 | Number 數目 | |
| – Full-time | – 全職 | | 1,067 |
| – Part-time | – 兼職 | | 56 |

Staff Turnover

員工流失

2021
二零二一年度

| | | | |
|---|--------------|---|-----------|
| Overall staff turnover rate | 員工總流失率 | % | 28 |
| Staff turnover rate – by gender | 按性別劃分員工流失率 | % | |
| – Male | – 男 | | 18 |
| – Female | – 女 | | 36 |
| Staff turnover rate – by age group | 按年齡組別劃分員工流失率 | % | |
| – < 30 years old | – <30歲 | | 34 |
| – 30-50 years old | – 30–50歲 | | 22 |
| – > 50 years old | – >50歲 | | 57 |

Training and Development

We value the development and personal growth of our employees as this facilitates the sustainable growth of our business. As such, we fully support our staff to enhance their professional knowledge by tailoring our training to accommodate the needs of employees from different fields and at varied career stages. In 2021, we offered a wide spectrum of training, covering sports management, customer service, data analysis, financial risk regulations, tax management and workplace safety. In response to the pandemic outbreak, online training courses were introduced to support self-learning at home. Additionally, we provide full-time permanent staff with external training sponsorship. Work flexibility is also given to employees who pursue further education. Relevant training and development policies are reviewed at least once a year.

In our apparel operation, Bossini provides a variety of leadership and professional skills training through the "Bossini Academy", with an aim to well-equip our employees for the challenges ahead. A variety of classroom, digital and on-the-job trainings are provided to our office, warehouse and shop employees.

We regularly invite external guests to share latest industry trends and their expert knowledge on topics such as product design as well as sales and marketing skills to facilitate our employees, especially from the apparel end, to innovate for better new products.

培訓與發展

我們重視僱員的發展和個人成長，因為這可促進我們業務的可持續發展。因此，我們全力支持我們的員工提升其專業知識，並針對不同領域及各職業階段的僱員需求，為彼等定制培訓。於二零二一年，我們提供了一系列培訓，其中涵蓋體育管理、客戶服務、數據分析、財務風險監管、稅務管理及工作環境安全。為應對疫情爆發，我們推出了線上培訓課程，支持居家自學。此外，我們為全職長期員工提供外部培訓贊助。有意深造的僱員亦可彈性工作。相關培訓及發展政策至少每年審閱一次。

在我們的服裝業務中，堡獅龍通過「堡獅龍學院」提供有關領導力及專業技能的各項培訓，旨在使我們的僱員精進自我，以應付接踵而來的挑戰。我們為辦公室、倉庫及店舖的僱員提供多樣的課堂培訓、數字化培訓及在職培訓。

我們定期邀請外部嘉賓分享最新的行業趨勢，以及彼等在產品設計及銷售和營銷技巧等議題方面的專業知識，以促進我們的僱員（尤其是服裝端的僱員）創新，打造更佳新品。

Environmental, Social and Governance Report 環境、社會及管治報告

For Sports operations

體育業務

| Training Hours 受訓時數 | | 2021 二零二一年度 | 2020 二零二零年度 | 2019 二零一九年度 |
|---|-----------------------|----------------|----------------|----------------|
| Percentage of trained employees | 按性別劃分受訓僱員百分比 | | | |
| – by gender | | | | |
| – Male | – 男 | 61 | 70 | N/A 不適用 |
| – Female | – 女 | 64 | 68 | N/A 不適用 |
| Percentage of trained employees | 按僱員類別劃分受訓僱員百分比 | | | |
| – by employee category | | | | |
| – Functional heads | – 部門主管 | 51 | 35 | N/A 不適用 |
| – Management | – 管理層 | 100 | 61 | N/A 不適用 |
| – General/technical staff | – 一般/技術員工 | 61 | 72 | N/A 不適用 |
| Average training hours – by gender | 按性別劃分平均受訓時數 | Hours 小時 | | |
| – Male | – 男 | 16 | 18 | 12 |
| – Female | – 女 | 16 | 19 | 11 |
| Average training hours | 按僱員類別劃分平均受訓時數 | Hours 小時 | | |
| – by employee category | | | | |
| – Functional heads | – 部門主管 | 6 | 7 | 3 |
| – Management | – 管理層 | 37 | 19 | 13 |
| – General/technical staff | – 一般/技術員工 | 16 | 18 | 10 |

For Apparel operations

服裝業務

| Training Hours 受訓時數 | | | 2021 二零二一年度 |
|--|-----------------------|----------|----------------|
| Percentage of trained employees – by gender | 按性別劃分受訓僱員百分比 | % | |
| – Male | – 男 | | 9 |
| – Female | – 女 | | 32 |
| Percentage of trained employees | 按僱員類別劃分受訓僱員百分比 | % | |
| – by employee category | | | |
| – Functional heads | – 部門主管 | | 1 |
| – Management | – 管理層 | | 13 |
| – General/technical staff | – 一般/技術員工 | | 226 |
| Average training hours – by gender | 按性別劃分平均受訓時數 | Hours 小時 | |
| – Male | – 男 | | 3 |
| – Female | – 女 | | 5 |
| Average training hours – by employee category | 按僱員類別劃分平均受訓時數 | Hours 小時 | |
| – Functional heads | – 部門主管 | | 1 |
| – Management | – 管理層 | | 3 |
| – General/technical staff | – 一般/技術員工 | | 4 |

Occupational Health and Safety

At Viva China, occupational health and safety (“OHS”) is always our priority. To minimise work-related hazards across our operations, we have implemented different precautionary measures which go beyond regulatory compliance. Our OHS guidelines are tailored to different business units taking into account their unique workplace conditions and operating activities. For employees working under our sports-related operations, we offer them healthcare benefits such as free physical check-up services and complimentary access to sports facilities.

In an effort to build an ergonomic workplace, we provided employees in our Hong Kong headquarters with office furniture such as ergonomic chairs and footrests.

To reinforce our safety-first culture, we continue to organise talks and workshops covering OHS topics including mental wellness, first aid, accident prevention and fire precaution. We also practised onsite housekeeping through regular inspections of firefighting supplies, work equipment and workplace hygiene to mitigate environmental-related hazards. For example, retail managers and shop supervisors will perform spot checks on their retail stores and storerooms to ensure full execution of our stringent safety requirements. Special attention is given to workers conducting high-risk work activities. We ensure they are equipped with necessary personal protective gear such as safety goggles, gloves and helmets.

職業健康及安全

非凡中國一直將職業健康及安全（「職業健康及安全」）視為重中之重。為將在營運過程中與工作有關的危害減至最低，除遵守監管規定外，我們採取了多項預防措施。我們經考慮僱員的具體工作條件及業務活動制定了針對不同業務部門的職業健康及安全指引。我們為在體育相關業務工作的僱員提供醫療保健福利，例如免費體檢服務及可免費使用我們的體育設施。

我們為於香港總部的僱員提供符合人體工學的座椅及腳凳等辦公傢私，以致力打造符合人體工學的工作場所。

為培養安全第一的文化氛圍，我們繼續組織講座及研討會，其中涵蓋心理健康、急救、事故預防及防火等職業健康及安全議題。我們亦進行了實地內務檢查，定期檢查消防用品、工作設備及工作環境衛生，以減少與環境有關的危害。例如，零售經理及店舖主管將對零售店舖及後倉進行抽查，以確保全面落實我們嚴格的安全規定。我們尤其關注進行高危作業的職工，確保彼等配備必要的個人防護裝備，如安全護目鏡、手套及頭盔。

Our Response to COVID-19

In 2021, we once again faced up to multiple challenges due to the ongoing COVID-19 pandemic. Despite all the social and economic disruption, the Group has remained committed to fighting the impact of the virus. Aside from stepping up the frequency of our cleansing and disinfection procedures, we have implemented a series of measures at our sports designations, retail shops, office premises and warehouses to better protect our employees, including:

- Providing staff with anti-epidemic supplies such as medical masks and hand sanitisers
- Adopting flexible work arrangements (e.g. work from home) to minimise physical contact
- Requiring both staff, customers and visitors to measure body temperature before entering our premises
- Offering two days of compensation leave for employees who had taken two vaccination doses
- Reminding staff to maintain good personal hygiene by organising mental health-related workshops
- Requiring staff members who physically work in the office, shops and warehouses to complete an online health declaration form on a weekly or bi-weekly basis

During the reporting year, there were zero non-compliance cases with relevant laws and regulations¹⁴ relating to the provision of a safe work environment and the protection of employees from occupational hazards.

Labour Standards

As a responsible employer, child and forced labour are strictly prohibited within the Group's operations and along our supply chain. Our Human Resources Department is responsible for reviewing all identification documents provided by the applicants. To ensure full compliance with applicable laws and regulations¹⁵, regular audits and internal reviews are performed. Any staff member found to be in breach of our labour policies will be subject to disciplinary action and may be liable to legal prosecution.

¹⁴ Including but not limited to the Occupational Safety and Health Ordinance (Cap. 509), and the Law of the PRC on Prevention and Control of Occupational Diseases.

¹⁵ Including but not limited to the Employment Ordinance (Cap. 57), the Labour Law of the PRC, and the Provisions on Prohibition of Child Labour of the PRC.

應對COVID-19

二零二一年，COVID-19疫情持續，我們再次面臨多重挑戰。儘管社會及經濟受到干擾，本集團仍致力於抗擊病毒帶來的影響。除加強清潔頻率和消毒程序外，我們已在體育目的地、零售店舖、辦公室及倉庫實施一系列措施，以更好地保護我們的員工，包括：

- 為員工提供防疫用品，如醫用口罩和洗手液
- 採取靈活的工作安排（如在家辦公），盡量減少身體接觸
- 要求員工、客戶及訪客在進入我們的辦公場所前測量體溫
- 為已接種兩劑疫苗的員工提供兩天補假
- 舉辦心理健康工作坊，提醒員工保持良好個人衛生
- 要求在辦公室、店舖及倉庫工作的員工每週或每兩週填寫在線健康申報表

於報告年度，概無不遵守與提供安全工作環境及保護員工免受職業危害有關的相關法律法規¹⁴的情況。

勞工準則

作為負責任的僱主，本集團在營運及供應鏈上嚴禁僱用童工及強制勞工。我們的人力資源部門負責審核申請人提供的所有身份證明文件。為確保完全遵守適用法律法規¹⁵，我們會進行定期審核及內部檢討。任何員工如有違反我們的勞工政策，將會受到紀律處分及可能受到法律檢控。

¹⁴ 包括但不限於《職業安全及健康條例》（第509章）及《中國職業病防治法》。

¹⁵ 包括但不限於《僱傭條例》（第57章）、《中國勞動法》及《中國禁止使用童工規定》。

Anti-corruption

Viva China takes a zero-tolerance approach to corruption or malpractice of any form throughout our operations. We strictly prohibit the acceptance of money or any other gifts from outside entities such as customers, suppliers, contractors, authorities or other business partners. All employees are required to follow our Employee Handbook which details a set of guiding principles for responsible business conduct. In 2021, we arranged anti-corruption training programmes for our Board members and employees in Hong Kong headquarters and mainland subsidiaries to update them on the latest anti-corruption enforcements and proper practice procedures. In support of our policies on ethical behaviours, the Group's whistle-blowing policy and grievance mechanism are in place to allow employees at all levels to raise concerns regarding any misconduct. To ensure whistle-blowers have the freedom to report grievances without fear of reprisal, all cases are treated strict with confidentiality and submitted to designated personnel for further investigation. During the reporting year, there were zero cases of non-compliance with the relevant laws and regulations¹⁶ relating to corrupt practices.

OUR VALUE CHAIN

Supply Chain Management

Our diverse sports and apparel business connects us with a wide range of stakeholders along the supply chain. In our endeavour to promote environmentally and socially responsible practices beyond our own operations, we communicate our expectations through a group-level Supplier Code of Conduct which is supplemented with a set of relevant guidelines applicable for individual business units. This Supplier Code of Conduct clearly outlines our approach to ethical behaviours, health and safety, labour rights and environmental practices. To support domestic economies, whenever possible, we prioritise local suppliers and support green procurement. Full compliance with this Supplier Code of Conduct is expected.

As part of our monitoring mechanism, we conduct audits, site visits and assessments on a regular basis to ensure our stringent requirements are fully met. Areas of concern are identified and addressed through proactive corrective actions for future improvement. Suppliers who consistently fail to meet the expected standards may be subject to contract termination. This holistic approach enables us to develop long-term sustainable partnerships with our suppliers.

¹⁶ Including but not limited to the Prevention of Bribery Ordinance (Cap. 201).

反貪污

非凡中國在營運過程中對任何形式的貪污或瀆職行為採取零容忍政策。我們嚴禁收受客戶、供應商、承包商、機構或其他業務夥伴等外部實體的金錢或任何其他禮物。全體員工必須遵守我們的員工手冊，當中含有一套詳盡的負責任商業行為指導原則。在二零二一年，我們為香港總部及內地附屬公司的董事會成員及員工安排了反貪污培訓課程，使他們了解最新的反貪污執法行動及適當的做法程序。為配合我們於道德行為方面的政策，本集團制定了舉報政策及申訴機制，讓各級員工對任何不當行為提出關注。為確保舉報人士擁有舉報申訴而免於恐懼遭受報復的自由，所有個案皆予嚴格保密處理，並會提交指定人員作進一步調查。於報告年度，概無不遵守與貪污行為有關的相關法律法規¹⁶的情況。

我們的價值鏈

供應鏈管理

我們透過多元化的體育及服裝業務與價值鏈上的眾多權益人建立聯繫。在業務過程中我們大力倡導對環境及社會負責的做法，同時我們透過集團層面的供應商行為守則來傳達我們的願景，該守則是由一套適用於個別企業單位的相關準則作補充。供應商行為守則明確概述了我們踐行道德行為、健康與安全、勞工權利和環境實務。為了扶持國內經濟，我們會盡可能優先考慮本地供應商及支持綠色採購。我們希望供應商能夠嚴格遵守本供應商行為守則。

作為監察機制的一環，我們會定期進行審計、到實地視察及評估，確保完全滿足嚴格的要求。我們識別重點關注事項，並透過積極採取便於日後改進的糾正措施解決有關事項。未能一直遵守預期標準的供應商可能須接受終止合約。該整體方法使我們能夠與供應商建立長期持續的夥伴關係。

¹⁶ 包括但不限於《防止賄賂條例》(第201章)。

Our Quality Services

The delivery of quality products and services is always the key to our business success and longevity. In our apparel operations, ensuring product health and safety has been highly emphasised throughout the production-to-shelf process. All apparel must meet applicable product safety and environmental standards, including but not limited to GB 18401-2010 (National General Safety Technical Code for Textile Products) and GB31701-2015 on Infant and Children's Textile Products, before being sold to customers. To build a trusting and transparent relationship with our clients, we provide an easily accessible and responsive customer services hotline and email, and clearly state our product exchange policy at the back of each sales receipt.

Our customer-centric approach is also reflected in other business operations. For instance, we employ well-trained security personnel and adopt responsible crowd control measures to maintain order when organising different sports-related activities. Specific to the pandemic outbreak, we have implemented measures to reduce the transmission risk at our sports destinations and retail stores such as setting up automated temperature screening stations and enacting face covering policies. Multiple hand sanitiser stations have also been installed to enable our customers and visitors to disinfect their hands frequently.

Data Privacy

With growing concern over customer privacy, we are mindful of personal data collected from our customers and ensure it is handled in a secure and safe manner. Our Employee Handbook outlines the privacy guidelines covering the use and management of personal data in accordance with relevant regulatory requirements¹⁷. Only authorised personnel are allowed to access relevant information on a need-to-know and need-to-use basis.

Intellectual Property Right

Viva China values intellectual property as it drives innovation and growth. The Group secures its intellectual property by using copyrights, trademarks, confidential information and other applicable forms of legal protection. We also work closely with law firms to regularly renew and protect our trademarks.

During the reporting year, we complied with relevant laws and regulations relating to health and safety, advertising, labelling and privacy matters relating to the products and services provided by the Group.

¹⁷ Including but not limited to the Personal Data (Privacy) Ordinance (Cap. 486) and the Cyber Security Law of the PRC.

優質服務

提供優質產品及服務始終是我們業務成功及長久發展的關鍵。在服裝業務的生產到上市全過程中，我們都非常重視產品的健康與安全。所有服飾須符合適用的產品安全及環境標準，包括但不限於GB 18401-2010《國家紡織產品基本安全技術規範》和GB31701-2015《嬰幼兒及兒童紡織產品安全技術規範》後，方可出售給客戶。為了同客戶建立誠信透明的合作關係，我們開放方便快捷的客戶服務熱線及電郵，每張銷售收據背面亦清楚說明我們的產品退換政策。

我們以客戶為中心的理念還體現在其他業務中。例如，我們僱用訓練有素的安保人員及採取負責任的人群控制措施以在舉辦不同的體育賽事期間維持秩序。針對爆發的疫情，我們已實施多項措施降低我們體育場地及零售店舖的傳播風險，例如設立自動測溫點及實行佩戴口罩政策；我們還建立了多個手部消毒器站，以便客戶及訪客能夠經常進行手部消毒。

數據保密

隨著人們日益關注客戶私隱，我們意識到應當並確保以安全妥善的方式處理自客戶收集的個人資料。私隱指引於我們的員工手冊中概述，當中包括根據相關監管規定¹⁷使用及管理個人資料。僅取得授權之人士方能基於需要了解及使用的原則查閱相關資料。

知識產權

知識產權帶動創新發展，故此非凡中國十分重視知識產權。本集團透過版權、商標、保密信息及使用其他適用的法律保護方式來保障其知識產權。我們還會與律師事務所緊密合作，定期更新及保護商標。

於報告年度，我們就與本集團所提供產品及服務相關的健康與安全、廣告、標籤及隱私事項一直遵守相關法律和法規。

¹⁷ 包括但不限於《個人資料(私隱)條例》(第486章)及《中國網絡安全法》。

OUR COMMUNITY

At Viva China, we pride our success in promoting active and healthy lifestyles across the country to enhance citizens' health and wellbeing. For more than a decade, we have been leveraging our sports resources and mobilising our human capital to organise a variety of sports-related activities and community programmes for the neighbourhoods we serve.

我們的社區

非凡中國為成功在全國推廣積極、健康的生活方式，以增進市民的健康和福祉而感到自豪。十多年來，我們一直利用我們的體育資源，動員我們的人力資本，為我們所服務的社區舉辦多項體育相關活動和社區活動。

| | | Number of Events and Activities Supported 所支持的事宜及活動次數 | Total Hours of Community Service Contributed 貢獻社區服務總時數 | Number of Beneficiaries Served ¹⁸ 服務受益人數 ¹⁸ |
|------|--------|--|---|--|
| 2021 | 二零二一年度 | 82 | 6,908 | 148,562 |
| 2020 | 二零二零年度 | 77 | 435.5 | 20,835 |
| 2019 | 二零一九年度 | 170 | 1,565 | 104,348 |

Promoting Sports and Healthy Living

It is our commitment to promoting a nationwide sportive culture. As such, we continue to foster wider public participation in different sports and fitness activities. For example, in Tianjin, we organised a Taekwondo challenge which attracted more than 1,000 young participants; in Nantong, we arranged swimming classes for teenagers in Beicheng Elementary School as a precaution against drowning. Additionally, we continue to offer complimentary access to our well-equipped Li Ning Sports Parks and Li Ning Sports Centres under the Free Use Scheme. During the reporting year, a number of training camps, interest classes, sports-themed carnivals and sports competitions suitable for citizens of different ages were successfully organised.

推廣體育及健康生活

我們致力在全國推廣運動文化。因此，我們繼續促進大眾參與各項體育和健身活動。例如，我們在天津舉辦了跆拳道挑戰賽，該比賽吸引了超過1,000名年輕參賽者參加；我們在南通為北城小學的學生安排了預防溺水的游泳課程。此外，根據免費使用計劃，我們繼續提供設施完善的李寧體育園及李寧運動中心作免費使用。於報告年度，我們已成功舉辦了多項適合不同年齡層市民參加的訓練營、興趣班、運動主題嘉年華和體育比賽。

In January 2021, our Tianjin Li Ning Sports Centre partnered with a local broadcaster to co-organise a badminton tournament for the general public. What we provided were advanced sports venues and facilities, professional referees and a live broadcast. Through these fun-filled but fierce games, we hope to provide a platform for different badminton enthusiasts to interact and develop a high sense of mutual respect.

於二零二一年一月，我們的天津李寧運動中心與當地電視台合作，共同組織了一場面向大眾的羽毛球錦標賽。我們提供了先進的體育場館和設施、專業裁判和現場直播。我們期望通過這些充滿樂趣但激烈的比賽為不同的羽毛球愛好者提供平台以互相交流和培養高度的相互尊重意識。

¹⁸ Refer to the number of people served or engaged during the Group's community service programmes.

¹⁸ 指本集團於進行社區服務活動期間所服務或吸引參與的人數。

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Creating an Inclusive Society

As a corporate citizen, we are motivated to support diverse social segments to create a more connected and inclusive society. In addition to offering in-kind and financial donations to the socially disadvantaged, we encourage staff volunteering and outreach to different non-governmental organisations for community partnership.

In support of Fu Hong Society's campaign of "Together We Build A Society For All", colleagues from our Hong Kong headquarters extended their new year's blessing to the needy by donating their red packet money. These donations will support the family needs of the disabled and can alleviate their financial difficulties especially in the face of pandemic outbreak.

At Bossini, we believe that clothing should be functional and accessible to everyone – a basic necessity that can serve a good cause and help make a difference in society. With this in mind, our kind-hearted staff donated more than 500 pieces of down jackets and vests that were in good condition as Christmas gifts to the elderly at Yan Chai Hospital.

In July 2021, the extreme rainfall and flash floods had caused huge losses to Henan Province. In response, Viva China, together with Bossini, donated 5 million yuan and over 56,000 pieces of clothing to China Women's Development Foundation. We hope to support the recovery of the flood-ravaged areas and provide relief for the affected people.

共建包容社會

作為一個企業公民，我們致力支持多元化的社會群體，構建一個聯繫更緊密和包容的社會。除了向弱勢社群提供實物和資金捐助外，我們亦鼓勵員工參與義工服務及與多個非政府組織接觸建立社區夥伴關係。

為支持扶康會的「齊建共融社會」活動，香港總部的員工通過捐贈利是的方式向有需要的人表達了他們的新年祝福。這些捐款將用於支持殘障人士的家庭需求，並可緩解他們的經濟困難（特別是在面對疫情爆發時）。

堡獅龍認為，衣物應是實用且人人可得的基本必需品，既可以服務慈善事業，還能夠為社會作出貢獻。秉持這一想法，我們的熱心員工捐贈了500多件完好無損的羽絨外套及背心給仁濟醫院的長者作為聖誕禮物。

於二零二一年七月，特大暴雨及山洪暴發對河南省造成巨大損失。作為回應，非凡中國連同堡獅龍向中國婦女發展基金會捐贈了人民幣5,000,000元及超過56,000件服飾。我們希望支援遭受水災區域的恢復工作並為受影響的人們提供救濟。

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| | B6.1 | Percentage of total products sold or shipped subject to recalls for safety and health reasons 已售或已交付產品總數中因安全與健康理由而須回收的百分比 | No products have recalled for safety and health reasons during the reporting period. 於報告期內概無因安全及健康原因召回產品。 |

Environmental, Social and Governance Report 環境、社會及管治報告

| Aspect 層面 | HKEX KPI 聯交所 關鍵績效 指標 | Description 描述 | Page Number/Remarks 頁碼 / 備註 |
|--|----------------------------------|---|--|
| B6 Product Responsibility 產品責任 | B6.2 | Number of products and service related complaints received and how they are dealt with 接獲關於產品及服務的投訴數目以及應對方法 | During the year under review, 44 complaints were received by the apparel operations of the Group with regards to the quality of goods or services. 於回顧年度，本集團的服裝業務收到44項有關貨品或服務質量的投訴。 |
| | B6.3 | Practices relating to observing and protecting intellectual property rights 與維護及保障知識產權有關的慣例 | 92 |
| | B6.4 | Quality assurance process and recall procedures 質量檢定過程及產品回收程序 | 92 |
| | B6.5 | Consumer data protection and privacy policies, and how they are implemented and monitored 消費者資料保障及私隱政策，以及相關執行及監察方法 | 92 |
| | B7 Anti-corruption 反貪污 | B7 | General Disclosure 一般披露 |
| B7.1 | | Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases 於報告期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果 | Nil 無 |
| B7.2 | | Preventive measures and whistle-blowing procedures, and how they are implemented and monitored 防範措施及舉報程序，以及相關執行及監察方法 | 91 |
| B7.3 | | Anti-corruption training provided to directors and staff 向董事及員工提供的反貪污培訓 | 91 |
| Community 社區 | | | |
| B8 Community Investment 社區投資 | B8 | General Disclosure 一般披露 | 92-93 |
| | B8.1 | Focus areas of contribution 專注貢獻範疇 | 92-93 |
| | B8.2 | Resources contributed to the focus area 在專注範疇所動用資源 | 92 |

Independent Auditor's Report

獨立核數師報告



羅兵咸永道

To the Shareholders of Viva China Holdings Limited
(Incorporated in Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of Viva China Holdings Limited (the "Company") and its subsidiaries (the "Group"), which are set out on pages 110 to 220, comprise:

- the consolidated statement of financial position as at 31 December 2021;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致非凡中國控股有限公司股東
(於開曼群島註冊成立的有限公司)

意見

我們已審計的內容

非凡中國控股有限公司（以下簡稱「貴公司」）及其附屬公司（以下統稱「貴集團」）列載於第110至220頁的綜合財務報表，包括：

- 於二零二一年十二月三十一日的綜合財務狀況表；
- 截至該日止年度的綜合損益及其他全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策及其他解釋資料。

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零二一年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量並已遵照香港《公司條例》的披露規定妥為擬備。

Independent Auditor's Report 獨立核數師報告

BASIS FOR OPINION

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

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

Independence

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

KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follows:

- Impairment assessment of goodwill
- Inventory provision
- Impairment assessment of property, plant and equipment and right-of-use assets

意見的基礎

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

我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

獨立性

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

關鍵審計事項

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

我們在審計中識別的關鍵審計事項概述如下：

- 商譽減值評估
- 存貨撥備
- 物業、廠房及設備及使用權資產減值評估

Key Audit Matter 關鍵審計事項

Impairment assessment of goodwill 商譽減值評估

Refer to Note 3 – critical accounting estimates, assumptions and judgements and Note 14 – intangible assets to the consolidated financial statements.

請參閱綜合財務報表附註3重大會計估計、假設及判斷及附註14無形資產。

As at 31 December 2021, the Group had goodwill of HK\$81.5 million, net of impairment HK\$161.1 million.

於二零二一年十二月三十一日，貴集團之商譽為81,500,000港元，已扣除減值161,100,000港元。

For purposes of the annual impairment assessment of goodwill, management determined the recoverable amounts of the Group's relevant cash-generating units ("CGUs") with goodwill, which is the higher of its fair value less costs of disposal and its value-in-use ("VIU"). VIU is the present value of the future cash flows expected to be derived from the Group's CGUs. Significant judgments were involved in the calculation of VIU, including the estimation of budgeted sales, gross margin and long term growth rate used in cash flow projections, and the discount rate applied to determine present value of the future cash flow. The fair value less costs of disposal requires the selection of appropriate available market information by management.

就商譽年度減值評估而言，管理層釐定貴集團附帶商譽的相關現金產生單位（「現金產生單位」）的可收回金額，即其公平值減出售成本與其使用價值（「使用價值」）的較高者。使用價值為預期自貴集團現金產生單位產生的未來現金流量的現值。計算使用價值時涉及重大判斷，包括現金流量預測中使用的預算銷售額、毛利率及長期增長率估計，以及用於釐定未來現金流量現值的貼現率。公平值減出售成本需要管理層選擇適當的可得市場資料。

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

Our procedures on auditing management's goodwill impairment assessment mainly included:

我們對管理層商譽減值評估進行的審計程序主要包括：

- Understood and evaluated the internal controls and assessment process of goodwill impairment and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud;
- 了解及評估商譽減值內部控制及評估程序，並通過考慮估計之不明朗因素的程度及其他固有風險因素的水平（如複雜性、主觀性、變動及對管理層偏見或欺詐的敏感性）評估重大錯誤陳述的固有風險；
- Evaluated the competence, capabilities and objectivity of the independent external valuer engaged by the Group to determine the recoverable amounts of a majority of the Group's CGUs;
- 評估貴集團委聘的獨立外部估值師的能力、專業素質及客觀性，以釐定貴集團大部分現金產生單位的可收回金額；
- Assessed the appropriateness of valuation model adopted, and challenged the reasonableness of the key inputs and assumptions used with involvement of our in-house valuation specialist, mainly in relation to:
- 在我們的內部估值專家的參與下，評估所採用估值模型的適當性，並質疑所用主要輸入數據及假設的合理性，其主要涉及：

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Key Audit Matter 關鍵審計事項

Impairment assessment of goodwill (Continued) 商譽減值評估 (續)

We focused on this area due to the size of the goodwill balance, and the significant judgment involved in determining recoverable amounts of the CGUs in management's impairment assessment.

我們專注該範疇是由於商譽餘額的規模，以及管理層減值評估中釐定現金產生單位可收回金額時涉及的重大判斷。

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

In respect of the VIU calculations:
關於使用價值計算：

- i. the budgeted sales and respective gross margin, by comparing them with actual historical financial data of these CGUs. For budgeted sales, we also compared to future market growth rate forecasted sourced from external parties;
- i. 將預算銷售額及各自的毛利率與該等現金產生單位的實際歷史財務數據進行比較。就預算銷售額而言，我們亦將來自外部各方的未來市場增長率預測進行比較；
- ii. the long-term revenue growth rates, by comparing them with the relevant economic and industry forecasts, including certain forecasts sourced from external parties; and
- ii. 將長期收益增長率與相關經濟及行業預測（包括來自外部各方的若干預測）進行比較；及
- iii. assessed the reasonableness of the discount rate derived from relevant market data of comparable companies.
- iii. 評估可比較公司的相關市場數據所得貼現率的合理性。

Key Audit Matter 關鍵審計事項

Impairment assessment of goodwill (Continued) 商譽減值評估(續)

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

In respect of fair value less costs of disposal:
關於公平值減出售成本：

Assessed the valuation assumptions including the selection of comparable companies, relevant market multiple, illiquidity discount as well as recent market transaction, etc.

評估甄選可比較公司、相關市場倍數、非流動資金貼現及近期市場交易等估值假設。

- Evaluated management's sensitivity analysis over the recoverable amounts of these CGUs, focusing on the key assumptions, to which the calculation was most sensitive, we calculated the degree to which each of these key assumptions would need to change before an impairment conclusion was triggered and discussed the likelihood of such a change with management.
- 評估管理層對該等現金產生單位可收回金額的敏感度分析，專注於主要假設，而計算對該等假設最為敏感，我們計算在觸發減值結論前該等主要假設各自需要的變化程度，並與管理層討論有關變化的可能性。

Based on the procedures described above, we found the key assumptions and estimates adopted in management's goodwill impairment assessment to be supported by available evidence. 基於上述程序，我們發現管理層商譽減值評估中採用的主要假設及估計有可用證據支持。

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Key Audit Matter 關鍵審計事項

Inventory provision 存貨撥備

Refer to Note 3 – critical accounting estimates, assumptions and judgments and Note 17 – inventories to the consolidated financial statements.

請參閱綜合財務報表附註3重大會計估計、假設及判斷及附註17存貨。

As at 31 December 2021, the Group had net inventories of HK\$281.3 million, carried at the lower of cost and net realisable value in the consolidated financial statements.

於二零二一年十二月三十一日，貴集團的存貨淨額為281,300,000港元，按綜合財務報表中成本與可變現淨值較低者列賬。

The apparel industry is highly correlated to seasonal factors, economic environments, customers' preferences and competitor actions which affect the amount of inventory provision to be provided. The Group has an inventory provision policy and such provision is made for inventory items whose costs may not be fully recoverable. The inventory provision is estimated by reference to data such as inventory ageing, historical sales experience, expected subsequent year-end sales.

服裝業與季節性因素、經濟環境、客戶偏好及競爭對手行動密切相關，而該等因素會影響將予撥備的存貨撥備金額。貴集團設有存貨撥備政策，並就成本可能無法完全收回的存貨項目作出有關撥備。存貨撥備乃參考存貨賬齡、歷史銷售經驗、預期後續年末銷售情況等數據而估算。

We focus on this area due to the size of inventories balances, and the judgment involved in estimating the net realisable value in management's impairment assessment.

我們專注該範疇是由於存貨餘額的規模，以及管理層在減值評估中估計可變現淨值時所涉及的判斷。

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

Our audit procedures relating to inventory provision included:
我們有關存貨撥備的審計程序包括：

- Understood, evaluated and validated relevant controls over management's estimation of net realisable value and periodic reviews of inventory obsolescence and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud;
- 了解、評估及驗證管理層對可變現淨值的估計及存貨陳舊定期審查的相關控制，並通過考慮估計之不明朗因素的程度及其他固有風險因素的水平（如複雜性、主觀性、變動及對管理層偏見或欺詐的敏感性）評估重大錯誤陳述的固有風險；
- Tested the ageing of inventory items categorised into different seasons by checking to relevant documents including goods receipt notes on a sample basis, and recalculated the mathematical accuracy of the provision made for the selected items; and
- 透過抽樣檢查相關文件（包括商品收據）測試分類為不同季節的存貨項目賬齡，並重新計算就選定項目所作撥備的數值準確性；及
- Assessed the reasonableness of the provisions by challenging management's projections on current trends and demands for the remaining inventories, with reference to historical sales experience and comparing the carrying values of inventories items, on a sample basis, to actual prices for subsequent year-end sales.
- 透過質疑管理層對目前趨勢及剩餘存貨需求的預測，並參考歷史銷售經驗及抽樣將存貨項目賬面值與後續年末銷售的實際價格進行比較，評估撥備的合理性。

Based on the procedures described above, we found that management's judgments in estimating the inventory provision to be supported by available evidence.

基於上述程序，我們發現管理層估計存貨撥備的判斷有可用證據支持。

Key Audit Matter 關鍵審計事項

Impairment assessment of property, plant and equipment and right-of-use assets 物業、廠房及設備及使用權資產減值評估

Refer to Note 3 – critical accounting estimates, assumptions and judgements and Note 12 – property, plant and equipment and right-of-use assets to the consolidated financial statements.
請參閱綜合財務報表附註3重大會計估計、假設及判斷及附註12物業、廠房及設備及使用權資產。

As at 31 December 2021, the carrying value of the Group's property, plant and equipment amounted to HK\$120.8 million (after impairment provision of HK\$16.0 million for the year ended 31 December 2021), and right-of-use assets amounted to HK\$321.5 million (after impairment provision of HK\$71.1 million for the year ended 31 December 2021).

於二零二一年十二月三十一日，貴集團的物業、廠房及設備賬面值為120,800,000港元（扣除截至二零二一年十二月三十一日止年度之減值撥備16,000,000港元）及使用權資產賬面值為321,500,000港元（扣除截至二零二一年十二月三十一日止年度之減值撥備71,100,000港元）。

The operation of the Group's retail stores was adversely affected by the outbreak of COVID-19 pandemic and certain of the Group's retail stores were loss making during the year. Management regards each individual retail store as a separate CGU and carried out impairment assessment by determining the recoverable amounts of the retail store assets which have impairment indicators. The recoverable amount of the assets of the relevant retail stores is determined by VIU calculations using discounted cash flow projections based on sales forecast prepared by management with major assumptions including budgeted sales and gross margin, revenue growth rates and discount rate.

爆發COVID-19疫情對貴集團零售店的營運造成不利影響，而年內貴集團的若干零售店出現虧損。管理層視各獨立零售店為一個可單獨識別的現金產生單位，並通過釐定具有減值跡象的零售店資產之可收回金額進行減值評估。相關零售店資產之可收回金額乃根據管理層編製的銷售預測（主要假設包括預算銷售及毛利率、收益增長率及貼現率）使用貼現現金流量預測進行的使用價值計算而釐定。

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

Our procedures on auditing management's property, plant and equipment and right-of-use assets impairment assessment mainly included:

我們對管理層物業、廠房及設備及使用權資產減值評估進行的審計程序主要包括：

- Understood and evaluated of the internal controls over the identification of relevant retail stores having impairment indicators and preparation of the cash flow forecasts and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud;
- 了解並評估有關識別有減值跡象的相關零售店及編製現金流量預測的內部控制，並通過考慮估計之不明朗因素的程度及其他固有風險因素的水平（如複雜性、主觀性、變動及對管理層偏見或欺詐的敏感性）評估重大錯誤陳述的固有風險；
- Tested the reasonableness of the data used and challenged management's key assumptions adopted in the future cash flow forecasts, mainly in relation to:
- 測試所用數據的合理性，並對管理層在未來現金流量預測中採用的主要假設提出質疑，主要涉及以下方面：
 - i. the budgeted sales and gross margin, by comparing them with actual historical financial data of the stores and questioning business plans with senior management;
 - i. 將預算的銷售及毛利率與店舖的實際歷史財務數據進行比較，並向高級管理層詢問業務計劃；
 - ii. the revenue growth rates, by comparing them with the relevant economic and industry forecasts, including forecasts sourced from external parties; and
 - ii. 將收益增長率與相關經濟及行業預測（包括來自外部各方的預測）進行比較；及
 - iii. assessed the reasonableness of the discount rate derived from relevant market data of comparable companies;
 - iii. 評估可比較公司的相關市場數據所得貼現率的合理性；

Independent Auditor's Report 獨立核數師報告

Key Audit Matter 關鍵審計事項

Impairment assessment of property, plant and equipment and right-of-use assets (Continued) 物業、廠房及設備及使用權資產減值評估 (續)

We focused on this area due to the size of the property, plant and equipment and right-of-use assets, and the significant judgement and estimation involved in determining the recoverable amounts of the relevant assets subject to impairment assessment.

我們專注該範疇是由於物業、廠房及設備及使用權資產的規模，以及在釐定須進行減值評估的相關資產的可收回金額時所涉及的重大判斷和估計。

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

- Tested the mathematical accuracy of the calculations of the recoverable amounts of these stores; and
- 測試計算該等店舖之可收回金額的數學準確性；及
- Evaluated the sensitivity analysis to ascertain the extent of the change in the key assumptions that would result in the retail store assets being impaired and discussed with management the likelihood of such a change in the key assumptions arising.
- 評估敏感度分析，以確定可能導致零售店資產減值的主要假設的變化程度，並與管理層討論主要假設導致發生此類變化的可能性。

Based on the procedures described above, we found that the impairment assessment of property, plant and equipment and right-of-use assets made by management to be supported by available evidence.

基於上述程序，我們發現管理層對物業、廠房及設備及使用權資產的減值評估有可用證據支持。

OTHER INFORMATION

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

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他信息

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

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

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

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

董事及審核委員會就綜合財務報表須承擔的責任

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

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

審核委員會須負責監督 貴集團的財務報告過程。

Independent Auditor's Report 獨立核數師報告

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

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

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report 獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

The engagement partner on the audit resulting in this independent auditor's report is Brian Ming Yan Choi.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 18 March 2022

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露，或倘若有關的披露不足，則我們應當發表非無保留意見。我們的結論乃基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公平呈列相關交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，用以消除威脅的行動或採取的防範措施。

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

出具本獨立核數師報告的審計項目合夥人是蔡明仁。

羅兵咸永道會計師事務所
執業會計師

香港，二零二二年三月十八日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

Year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | | | 2021 二零二一年 | 2020 二零二零年 |
|---|---------------------------|-------------|------------------|-----------------|
| | | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| Revenue | 收益 | 5 | 1,381,637 | 819,036 |
| Cost of sales | 銷售成本 | | (809,255) | (488,248) |
| Gross profit | 毛利 | | 572,382 | 330,788 |
| Other income and other gains – net | 其他收入及其他收益淨額 | 5 | 4,548,086 | 1,359,084 |
| Selling and distribution expenses | 銷售及分銷開支 | | (572,425) | (224,412) |
| Administrative and other operating expenses | 行政及其他經營費用 | | (502,742) | (453,077) |
| Reversal of impairment loss/(impairment loss) on financial assets-net | 財務資產之減值虧損撥回/(減值虧損)淨額 | 37 | 9,166 | (274) |
| Finance costs | 財務成本 | 6 | (37,049) | (65,140) |
| 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 | 15 | 492,571 | 266,393 |
| Profit before income tax | 除所得稅前溢利 | 7 | 4,509,989 | 1,213,362 |
| Income tax | 所得稅 | 10 | (35,735) | (13,767) |
| Profit for the year | 年內溢利 | | 4,474,254 | 1,199,595 |
| 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 of an associate | – 分佔一間聯營公司之其他全面虧損 | | (2,346) | (1,906) |
| – Reclassification adjustment upon partial disposal of an associate | – 於部分出售一間聯營公司時重新分類調整 | | (7,443) | 56,562 |
| – Release of exchange reserve upon disposal of a subsidiary | – 於出售一間附屬公司後解除匯兌儲備 | | 3,212 | – |
| – Exchange differences on translation of foreign operations | – 換算海外業務之匯兌差額 | | 159,360 | 335,956 |
| – Reclassification adjustment for a foreign operation, deregistered during the year | – 於本年度註銷一項海外業務時重新分類調整 | | (625) | – |
| Other comprehensive income for the year, net of income tax of nil | 年內其他全面收益，扣除所得稅(無) | | 152,158 | 390,612 |
| Total comprehensive income for the year | 年內全面收益總額 | | 4,626,412 | 1,590,207 |
| 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 | | 4,562,639 | 1,192,392 |
| – Non-controlling interests | – 非控股權益 | | (88,385) | 7,203 |
| | | | 4,474,254 | 1,199,595 |
| 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 | | 4,712,733 | 1,573,387 |
| – Non-controlling interests | – 非控股權益 | | (86,321) | 16,820 |
| | | | 4,626,412 | 1,590,207 |
| Profit per share attributable to equity holders of the Company: | 本公司權益持有人應佔每股溢利: | | | |
| Basic (HK cents) | 基本(港仙) | 11 | 40.39 | 10.59 |
| Diluted (HK cents) | 攤薄(港仙) | 11 | 40.15 | 10.57 |

The notes on pages 116 to 220 are an integral part of these consolidated financial statements.

第116至220頁所載之附註為該等綜合財務報表之組成部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2021 於二零二一年十二月三十一日

| | | | 2021 二零二一年 | 2020 二零二零年 |
|--|-------------|------------------|-----------------|---------------|
| | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 | |
| NON-CURRENT ASSETS | | | | |
| Property, plant and equipment | 12 | 120,766 | 92,622 | |
| Investment properties | 13 | 93,800 | 203,700 | |
| Right-of-use assets | 12 | 321,502 | 277,077 | |
| Intangible assets | 14 | 266,866 | 288,584 | |
| Interests in associates and joint ventures | 15 | 4,124,391 | 3,031,604 | |
| Prepayments, deposits and other receivables | 19 | 301,883 | 55,245 | |
| Restricted bank balances | 21 | 3,672 | – | |
| Other non-current assets | | 2,593 | 1,946 | |
| Deferred tax assets | 26 | 26,397 | 24,384 | |
| Total non-current assets | | 5,261,870 | 3,975,162 | |
| CURRENT ASSETS | | | | |
| Inventories | 17 | 281,279 | 183,863 | |
| Trade debtors and bills receivable | 18 | 97,996 | 82,887 | |
| Prepayments, deposits and other receivables | 19 | 160,028 | 167,551 | |
| Financial assets at fair value through profit or loss | 16 | 587,129 | 273,338 | |
| Restricted bank balances | 21 | 3,183 | 3,627 | |
| Deposits with banks with maturity period over three months | | 4,284 | – | |
| Cash and bank balances | 20 | 2,529,663 | 1,857,441 | |
| | | 3,663,562 | 2,568,707 | |
| Assets classified as held-for-sale | 34 | 184,730 | 306,051 | |
| Total current assets | | 3,848,292 | 2,874,758 | |
| CURRENT LIABILITIES | | | | |
| Trade, bills and other payables | 22 | 518,084 | 313,627 | |
| Accruals | 23 | 136,069 | 122,612 | |
| Contract liabilities | 5 | 103,962 | 107,108 | |
| Deferred income | 24 | 1,199 | 2,100 | |
| Income tax payable | | 13,320 | 13,610 | |
| Lease liabilities | 12 | 123,689 | 135,312 | |
| Financial liabilities at fair value through profit or loss | 16 | – | 456 | |
| | | 896,323 | 694,825 | |
| Liabilities classified as held-for-sale | 34 | – | 39 | |
| Total current liabilities | | 896,323 | 694,864 | |
| NET CURRENT ASSETS | | 2,951,969 | 2,179,894 | |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 8,213,839 | 6,155,056 | |

Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 December 2021 於二零二一年十二月三十一日

| | | | 2021 二零二一年 | 2020 二零二零年 |
|---|---------------------------|-------------|------------------|-----------------|
| | | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| NON-CURRENT LIABILITIES | | | | |
| Deferred income | 非流動負債 遞延收入 | 24 | 6,560 | 7,710 |
| Other payables | 其他應付款項 | | 2,469 | 5,899 |
| Lease liabilities | 租賃負債 | 12 | 362,630 | 273,476 |
| Bank loans | 銀行貸款 | 25 | - | 1,256,000 |
| Deferred tax liabilities | 遞延稅項負債 | 26 | 87,738 | 80,669 |
| Total non-current liabilities | 非流動負債總額 | | 459,397 | 1,623,754 |
| NET ASSETS | | | 7,754,442 | 4,531,302 |
| EQUITY | | | | |
| Equity attributable to equity holders of the Company | | | | |
| Issued capital | 本公司權益持有人 應佔權益 已發行股本 | 27 | 481,062 | 474,817 |
| Perpetual convertible bonds | 永久性可換股債券 | 29 | 810,621 | 933,646 |
| Reserves | 儲備 | 30 | 6,324,594 | 2,920,908 |
| | | | 7,616,277 | 4,329,371 |
| Non-controlling interests | 非控股權益 | | 138,165 | 201,931 |
| TOTAL EQUITY | 權益總額 | | 7,754,442 | 4,531,302 |

The financial statements were approved by the Board of Directors on 18 March 2022.

本財務報表已於二零二二年三月十八日獲董事會批准。

Li Ning
李寧

Chairman and Chief Executive Officer
主席兼行政總裁

Li Chunyang
李春陽

Executive Director
執行董事

The notes on pages 116 to 220 are an integral part of these consolidated financial statements.

第116至220頁所載之附註為該等綜合財務報表之組成部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | | Attributable to equity holders of the Company 本公司權益持有人應佔 | | | | | | | | | | |
|---|-------------------------|---|-----------------------|-----------------------------|----------------------|------------------------------|-----------------|---|-----------------|---------------------------|-----------------|-----------|
| | | Issued capital | Share premium account | Perpetual convertible bonds | Share option reserve | Exchange fluctuation reserve | Reserve funds | (Accumulated losses)/ retained earnings | Total | Non-controlling interests | Total equity | |
| | | 已發行股本 | 股份溢價賬 | 永久性可換股債券 | 購股權儲備 | 匯兌波動儲備 | 儲備基金 | (累計虧損)/ 保留盈利 | 總計 | 非控股權益 | 權益總額 | |
| | | Notes附註 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | |
| 1 January 2020 | 二零二零年一月一日 | | 443,217 | 2,543,460 | 1,139,046 | 139,815 | (353,834) | 11,799 | (902,206) | 3,021,297 | 38,298 | 3,059,595 |
| Profit for the year | 年內溢利 | | - | - | - | - | - | 1,192,392 | 1,192,392 | 7,203 | 1,199,595 | |
| Other comprehensive income/(loss) for the year: | 年內其他全面收益/(虧損): | | | | | | | | | | | |
| Exchange differences on translation of foreign operations | 換算海外業務之匯兌差額 | | - | - | - | 326,339 | - | - | 326,339 | 9,617 | 335,956 | |
| Reclassification adjustment upon partial disposal of an associate | 於部分出售一間聯營公司時重新分類調整 | | - | - | - | 56,562 | - | - | 56,562 | - | 56,562 | |
| Share of other comprehensive loss of an associate | 分佔一間聯營公司之其他全面虧損 | | - | - | - | (1,906) | - | - | (1,906) | - | (1,906) | |
| Total comprehensive income for the year | 年內全面收益總額 | | - | - | - | 380,995 | - | 1,192,392 | 1,573,387 | 16,820 | 1,590,207 | |
| Acquisition of subsidiaries | 收購附屬公司 | | - | - | - | - | - | - | - | 146,813 | 146,813 | |
| Equity-settled share option arrangements | 以股權結算之購股權安排 | 28 | - | - | 5,862 | - | - | - | 5,862 | - | 5,862 | |
| Transfer of share option reserve upon the forfeiture or expiry of share options | 於購股權被沒收或屆滿時轉撥購股權儲備 | | - | - | (17,834) | - | - | 17,834 | - | - | - | |
| Share of associates' reserve | 分佔聯營公司之儲備 | | - | - | 27,330 | - | - | - | 27,330 | - | 27,330 | |
| Conversion of perpetual convertible bonds to ordinary shares | 轉換永久性可換股債券為普通股 | | 31,600 | 173,800 | (205,400) | - | - | - | - | - | - | |
| Dividend paid | 已付股息 | 40 | - | (298,505) | - | - | - | - | (298,505) | - | (298,505) | |
| Transfer to statutory reserve | 轉撥至法定儲備 | | - | - | - | - | 13,612 | (13,612) | - | - | - | |
| As at 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及二零二一年一月一日 | | 474,817 | 2,418,755* | 933,646 | 155,173* | 27,161* | 25,411* | 294,408* | 4,329,371 | 201,931 | 4,531,302 |
| Profit for the year | 年內溢利 | | - | - | - | - | - | 4,562,639 | 4,562,639 | (88,385) | 4,474,254 | |
| Other comprehensive income/(loss) for the year: | 年內其他全面收益/(虧損): | | | | | | | | | | | |
| Exchange differences on translation of foreign operations | 換算海外業務之匯兌差額 | | - | - | - | 157,296 | - | - | 157,296 | 2,064 | 159,360 | |
| Reclassification adjustment upon partial disposal of an associate | 於部分出售一間聯營公司時重新分類調整 | | - | - | - | (7,443) | - | - | (7,443) | - | (7,443) | |
| Share of other comprehensive loss of an associate | 分佔一間聯營公司之其他全面虧損 | | - | - | - | (2,346) | - | - | (2,346) | - | (2,346) | |
| Release of exchange reserve upon disposal of a subsidiary | 於出售一間附屬公司後解除匯兌儲備 | | - | - | - | 3,212 | - | - | 3,212 | - | 3,212 | |
| Reclassification adjustment for a foreign operation, deregistered during the year | 於本年度註銷一項海外業務時重新分類調整 | | - | - | - | (625) | - | - | (625) | - | (625) | |
| Total comprehensive income/(loss) for the year | 年內全面收益/(虧損)總額 | | - | - | - | 150,094 | - | 4,562,639 | 4,712,733 | (86,321) | 4,626,412 | |
| Acquisition of non-controlling interests | 收購非控股權益 | | - | - | - | - | - | (22,813) | (22,813) | (1,845) | (24,658) | |
| Share issued upon exercise of share options | 購股權獲行使時發行之股份 | | 3,245 | 46,207 | - | (17,002) | - | - | 32,450 | - | 32,450 | |
| Equity-settled share option arrangements | 以股權結算之購股權安排 | 28 | - | - | - | 42,285 | - | - | 42,285 | - | 42,285 | |
| 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 | | - | - | - | (31,448) | - | 31,448 | - | - | - | |
| Share of associates' reserve | 分佔聯營公司之儲備 | | - | - | - | 26,370 | - | - | 26,370 | - | 26,370 | |
| Conversion of perpetual convertible bonds to ordinary shares | 轉換永久性可換股債券為普通股 | | 3,000 | 120,025 | (123,025) | - | - | - | - | - | - | |
| Capital contributions received from non-controlling shareholders | 從非控股股東收取之出資額 | | - | - | - | - | - | - | - | 69,580 | 69,580 | |
| Dividend paid to non-controlling shareholders | 向非控股股東派發之股息 | | - | - | - | - | - | - | - | (45,180) | (45,180) | |
| Dividend paid | 已付股息 | 40 | - | (1,504,119) | - | - | - | - | (1,504,119) | - | (1,504,119) | |
| As at 31 December 2021 | 於二零二一年十二月三十一日 | | 481,062 | 1,080,868* | 810,621 | 175,378* | 177,255* | 25,411* | 4,865,682* | 7,616,277 | 138,165 | 7,754,442 |

* These reserve accounts comprise the consolidated reserves of HK\$6,324,594,000 (2020: HK\$2,920,908,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況表內之綜合儲備6,324,594,000港元(二零二零年: 2,920,908,000港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | | 2021 二零二一年 | 2020 二零二零年 |
|---|-------------------------------------|----------------------|-----------------|
| | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| CASH FLOWS FROM OPERATING ACTIVITIES | 營運活動之現金流量 | | |
| Profit before tax | 除稅前溢利 | 4,509,989 | 1,213,362 |
| Adjustments for: | 調整： | | |
| Finance costs | 財務成本 | 6 37,049 | 65,140 |
| 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 | (492,571) | (266,393) |
| Net gain on disposal of partial interest in an associate | 出售於一間聯營公司之部分權益之收益淨額 | 5 (3,338,753) | (1,022,999) |
| Deemed dilution gain on decrease of interest in an associate | 減少一間聯營公司之權益產生之視作攤薄收益 | 5 (977,982) | - |
| Interest income | 利息收入 | 5 (13,176) | (18,250) |
| Fair value (gain)/loss on investment properties | 投資物業之公平值(收益)/虧損 | 13 (74,830) | 1,400 |
| Fair value gain on financial assets/liabilities at fair value through profit or loss | 透過損益按公平值計量之財務資產/負債之公平值收益 | 5 (20,110) | (3,623) |
| Provision/(reversal of provision) for inventories | 存貨撥備/(撥備撥回) | 7 822 | (5,798) |
| Gain on bargain purchase | 議價收購收益 | 5 - | (245,300) |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備之虧損 | 5 4,780 | 2,680 |
| Depreciation | 折舊 | 12 160,340 | 95,046 |
| Amortisation of intangible assets | 無形資產攤銷 | 14 32,352 | 34,140 |
| Gain on disposal of a subsidiary | 出售一間附屬公司之收益 | 5 (52,867) | - |
| Loss on disposal of intangible assets | 出售無形資產之虧損 | 14 - | 7,390 |
| Impairment on intangible assets | 無形資產之減值 | 14 - | 130,107 |
| Gain from early termination of lease, net (Reversal of impairment loss)/impairment loss on financial assets-net | 提前終止租賃之收益淨額 財務資產之(減值虧損撥回)/減值虧損淨額 | 5 (5,915) | - |
| Impairment on property, plant and equipment | 物業、廠房及設備之減值 | 7 (9,166) | 274 |
| Impairment on right-of-use assets | 使用權資產之減值 | 12(A) 16,048 | 5,054 |
| Equity-settled share option expenses | 以股權結算之購股權開支 | 12(B) 71,111 | 23,363 |
| | | 28 42,285 | 5,862 |
| | | (110,594) | 21,455 |
| (Increase)/decrease in inventories | 存貨(增加)/減少 | (92,826) | 43,824 |
| (Increase)/decrease in trade debtors and bills receivable | 應收賬款及應收票據(增加)/減少 | (2,776) | 178,071 |
| Decrease/(increase) in prepayments, deposits and other receivables | 預付款項、按金及其他應收款項減少/(增加) | 18,092 | (1,440) |
| Increase in other non-current assets | 其他非流動資產增加 | (590) | (1,358) |
| Increase in trade, bills and other payables | 應付賬款、應付票據及其他應付款項增加 | 180,153 | 46,055 |
| (Decrease)/increase in contract liabilities | 合約負債(減少)/增加 | (6,175) | 36,336 |
| Increase/(decrease) in accruals | 應計費用增加/(減少) | 9,848 | (4,980) |
| Decrease in deferred income | 遞延收入減少 | (2,546) | (1,750) |
| Cash (used in)/generated from operations | 營運活動(所用)/所得現金 | (7,414) | 316,213 |
| Income tax paid | 已付所得稅 | (30,326) | (21,834) |
| Net cash flows (used in)/generated from operating activities | 營運活動(所用)/所得現金流量淨額 | (37,740) | 294,379 |

Consolidated Statement of Cash Flows 綜合現金流量表

Year ended 31 December 2021 截至二零二一年十二月三十一日止年度

| | | 2021 二零二一年 | 2020 二零二零年 |
|--|-------------|-----------------|-----------------|
| | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| 投資活動之現金流量 | | | |
| Proceeds from disposal of property, plant and equipment | | 11,724 | 2,750 |
| Net proceeds from disposal of a subsidiary, net of cash | | 364,186 | – |
| Dividends received from associates | 34 | 82,247 | 68,058 |
| Net proceeds from disposal of partial interest in an associate | | 3,786,880 | 1,493,480 |
| Interest received | | 13,176 | 15,450 |
| Increase in deposit with banks with maturity period over three months | | (4,284) | – |
| Increase in restricted bank balance | | (3,121) | – |
| Purchases of items of property, plant and equipment | | (90,439) | (23,079) |
| Purchases of intangible assets | 12(A) 14 | (3,222) | (7,322) |
| Prepayment for the acquisition of property | | (253,177) | – |
| Payment for financial asset at fair value through profit or loss | | (298,485) | (271,874) |
| Net proceeds from acquisition of subsidiaries, net of cash | 16 | – | 124,095 |
| Payment for the acquisition of non-controlling interests | | (11,427) | – |
| Net cash flows generated from investing activities | | 3,594,058 | 1,401,558 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| 融資活動之現金流量 | | | |
| Interest paid | | (16,078) | (47,942) |
| Repayment of bank loans | | (1,256,000) | (54,829) |
| Proceeds from issue of ordinary shares upon exercise of share options | | 32,450 | – |
| Dividend paid to non-controlling shareholders | 25 | (45,180) | – |
| Special dividend paid to shareholders | | (1,504,080) | (298,505) |
| Payment of lease liabilities | | (169,114) | (103,685) |
| Capital contribution received from a non-controlling shareholders | | 69,580 | 3,745 |
| Net cash flows used in financing activities | | (2,888,422) | (501,216) |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | | 667,896 | 1,194,721 |
| Cash and cash equivalents at beginning of year | | 1,857,441 | 649,262 |
| Effect of foreign exchange rate changes, net | | 4,326 | 13,458 |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | | 2,529,663 | 1,857,441 |
| ANALYSIS OF BALANCES OF CASH AND CASHEQUIVALENTS | | | |
| 現金及現金等價物結餘分析 | | | |
| Cash and bank balances | | 742,481 | 982,537 |
| Non-pledged time deposits with original maturity of less than three months | | 1,787,182 | 874,904 |
| Cash and bank balances as stated in the statement of financial position | 20 | 2,529,663 | 1,857,441 |

The notes on pages 116 to 220 are an integral part of these consolidated financial statements.

第116至220頁所載之附註為該等綜合財務報表之組成部分。

Notes to Consolidated Financial Statements

綜合財務報表附註

31 December 2021 二零二一年十二月三十一日

1. CORPORATE INFORMATION

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

Principal activities

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

- research, development, design, marketing and sale of multi-brands apparels and footwears; and
- operation, service provision and investment of sports destinations (including sports parks, sports centres and ice-skating rinks), sports competitions and events as well as an e-sports club.

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 property development and operation; property management; hotel investment and management; construction project and facilities contracting and equipment installations; decoration units; landscaping; property development consultancy.

Shanghai Double Happiness Co., Ltd. ("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.

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

1. 公司資料

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

主要業務

年內，本公司及其附屬公司（「本集團」）從事下列主要業務：

- 研發、發展、設計、推廣及銷售多品牌鞋服；及
- 體育目的地（包括體育園、運動中心及滑冰場）、體育賽事活動和電競俱樂部之營運、服務及投資。

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」）境內從事體育相關鞋類、服飾、器材及配件的品牌發展、設計、製造、零售及批發。

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房地產開發、經營；物業管理；酒店投資管理；建築工程施工及設備安裝；裝修裝飾工程；園林綠化；房地產諮詢服務。

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、營銷及銷售其自有品牌「紅雙喜」旗下主打乒乓球及羽毛球器材以及其他體育配件。

除另有指明者外，該等財務報表乃以港元呈列。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations ("HKFRSs"). The consolidated financial statements also include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM and by the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) and investment property – measured at fair value; and
- assets held for sale – measured at lower of the carrying amount and fair value less cost to sell.

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

2.2 Changes in accounting policies and disclosures*(a) New and amended standards adopted by the Group*

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2021:

| | |
|--|---|
| Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 | Interest Rate Benchmark Reform – Phase 2 |
|--|---|

The Group also elected to adopt the following amendment early:

| | |
|-----------------------|---|
| Amendment to HKFRS 16 | COVID-19-Related Rent Concession beyond 30 June 2021 |
|-----------------------|---|

The adoption of the new and revised HKFRS for the year ended 31 December 2021 has had no material impact on the amounts reported in these consolidated results and/or disclosures set out in these consolidated results.

2. 主要會計政策概要

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

2.1 編製基準

該等綜合財務報表乃根據所有適用香港財務報告準則（包括所有香港財務報告準則、香港會計準則及詮釋）（「香港財務報告準則」）編製。綜合財務報表亦包括GEM證券上市規則及香港《公司條例》規定的適用披露。綜合財務報表乃按歷史成本基準編製，惟以下各項除外：

- 若干財務資產及負債（包括衍生工具）及投資物業—按公平值計量；及
- 持作出售之資產—按賬面值與公平值減出售成本之較低者計量。

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

2.2 會計政策及披露變動*(a) 本集團採納之新訂及經修訂準則*

本集團於二零二一年一月一日開始的年度報告期內首次應用以下準則及修訂：

| | |
|--|------------------|
| 香港財務報告準則 第9號、香港會計準則 第39號、香港財務報 告準則第7號、香港財 務報告準則第4號及 香港財務報告準則第 16號之修訂 | 利率基準改革 — 第2階段 |
|--|------------------|

本集團亦選擇提前採納以下修訂：

| | |
|---------------------|---|
| 香港財務報告準則 第16號之修訂 | 二零二一年六 月三十日後與 COVID-19相關的租 金減免 |
|---------------------|---|

於截至二零二一年十二月三十一日止年度採納新訂及經修訂香港財務報告準則對此等綜合業績所呈報之數額及／或此等綜合業績所載之披露事項並無重大影響。

Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2021 二零二一年十二月三十一日

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) *New standard issued but not yet effective*

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2021 reporting period and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods.

2.3 Summary of significant accounting policies

Consolidation

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

(a) *Business combinations*

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

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

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

2. 主要會計政策概要 (續)

(b) *已頒佈但尚未生效之新訂準則*

若干新訂會計準則及詮釋已頒佈，惟於二零二一年十二月三十一日報告期間尚未強制生效，亦未獲本集團提早採納。預計該等準則於當前或未來報告期內不會對實體產生重大影響。

2.3 主要會計政策概要

綜合

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

(a) *業務合併*

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

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

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

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

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

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

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

Separate Financial Statements

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

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

2. 主要會計政策概要 (續)

倘任何部分的現金代價的清償被遞延，則未來應付款項折算至交易日的現值。所用折現率為實體的增量借款利率，即按相似條款及條件能夠向獨立貸款方取得相似貸款的利率。或然代價可分類為權益或財務負債。分類為財務負債之金額其後重新計量至其公平值，而公平值變動會於損益內確認。

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

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

(b) 於附屬公司所有權權益之變動（並無改變控制權）

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

獨立財務報表

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

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

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Associates

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

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

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

When the most recently available financial statements of an associate is different from the Group's reporting date, the Group may take advantage of the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associate's results based on the financial statements drawn up to a non-coterminous period end where the difference must be no greater than three months. Adjustments shall be made for the effects of significant transactions or events that occur between that date and the date of the Group's consolidated financial statements.

Unrealised gains and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's investment in an associate, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associate is not individually tested for impairment. Accounting policies of the associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

2. 主要會計政策概要 (續)

聯營公司

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

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

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

倘聯營公司最近期可得之財務報表與本集團之報告日期存在差異，本集團可利用香港會計準則第28號所載之條文，其准許根據聯營公司不同截算日期 (但差距不得超過三個月) 之財務報表計入應佔聯營公司之業績。須就當日及本集團綜合財務報表日期之間發生之重大交易或事件之影響作出調整。

本集團與其聯營公司之間進行之交易產生之未變現收益及虧損須以本集團於聯營公司之投資為限予以對銷，惟倘若未變現虧損可證明獲轉讓資產有所減值時除外。收購聯營公司產生之商譽不予獨立進行減值測試。聯營公司之會計政策已作必要修訂，以確保與本集團所採納之政策一致。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profits less losses of associates and joint ventures' in the profit or loss.

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

Joint arrangements

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

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

Segment Reporting

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

Property, plant and equipment and depreciation

Property, plant and equipment primarily consist of buildings, leasehold improvements, machinery and office equipment, furniture and fixtures, and motor vehicles. They are stated at cost less accumulated depreciation and any impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

2. 主要會計政策概要 (續)

本集團在每個報告日期釐定於聯營公司的投資是否存在任何客觀減值證據。一旦存在減值證據，本集團會按聯營公司可收回金額與其賬面值之間的差額計算減值金額，並於損益內「分佔聯營公司及合營企業之溢利減虧損」確認有關金額。

於聯營公司之股權攤薄收益或虧損於損益內確認。

合營安排

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

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

分部報告

經營分部以向主要經營決策者提供內部呈報一致的形式呈報。主要經營決策者被認為作出戰略決策之管理層，負責經營分部之資源分配及表現評估。

物業、廠房及設備及折舊

物業、廠房及設備主要包括樓宇、租賃物業裝修、機器及辦公室設備、傢具及裝置以及汽車。其按成本減累計折舊及任何減值虧損列賬。歷史成本包括收購此等項目直接應佔開支。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives. The principal annual rates used for this purpose are as follows:

| | |
|--------------------------------|---|
| Buildings | 2.5% to 5% |
| Leasehold improvements | 15% to 33% or over the lease terms, whichever is shorter |
| Machinery and office equipment | 7.5% to 33.3% |
| Furniture and fixtures | 9% to 33.3% |
| Motor vehicles | 9% to 33.3% |

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other income and other gains – net' in the profit or loss.

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. Such properties are measured initially at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset.

2. 主要會計政策概要 (續)

僅當與項目有關之未來經濟利益可能流入本集團，以及該項目成本能可靠計算時，其後成本才會計入資產之賬面值或確認為獨立資產（倘適用）。已更換部件的賬面值終止確認。所有其他維修及保養費於其產生之財政期間自損益扣除。

折舊乃於其估計可使用年期使用直線法分配其成本至其剩餘價值計算。就此所採用之主要年率如下：

| | |
|----------|--------------------------|
| 樓宇 | 2.5%至5% |
| 租賃物業裝修 | 15%至33%或按租期 攤銷，以較短者為準 |
| 機器及辦公室設備 | 7.5%至33.3% |
| 傢具及裝置 | 9%至33.3% |
| 汽車 | 9%至33.3% |

本集團在各報告期末檢討資產的剩餘價值及可使用年期，並按適當情況作出調整。當一項物業、廠房及設備項目之各部分擁有不同可使用年期時，則該項目之成本將按合理基準在各部分間分配，且各部分將分開計算折舊。

倘若資產賬面值超過其估計可收回金額，則其賬面值將即時撇減至其可收回金額。

出售之收益及虧損透過將所得款項與賬面值作比較釐定，並於損益之「其他收入及其他收益淨額」內確認。

投資物業

投資物業乃指持作賺取長期租金收入或作為資本增值或兩者兼具之土地及樓宇（並非由本集團佔用）權益（包括符合投資物業定義之物業於經營租賃項下之租賃權益）。該等物業初始按成本（包括相關交易成本及（倘適用）借貸成本）計量。於初始確認後，投資物業按公平值列賬，相當於外聘估值師於各報告日期釐定之公開市值。公平值乃按活躍市價計算，並於必要情況下就特定資產在性質、位置或狀況方面的任何差別作出調整。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property under construction or development for future use as an investment property is classified as investment property under construction. If the fair value cannot be reliably determined, the investment property under construction will be measured at cost until such time as fair value can be determined or construction is completed.

Changes in fair values are recorded in the profit or loss as part of a valuation gain or loss in 'other income and other gains – net'. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

Intangible assets

(a) Goodwill

Goodwill arises on the acquisition of subsidiaries, represents the excess of the consideration transferred over the Group's interest in net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Impairment reviews of goodwill arising from acquisition of subsidiaries are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

(b) Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2. 主要會計政策概要 (續)

用作未來投資物業之在建或開發中物業分類為在建投資物業。倘公平值無法可靠釐定，在建投資物業將按成本計量，直至公平值可予釐定或竣工為止。

公平值變動乃於損益中入賬為「其他收入及其他收益淨額」之估值收益或虧損之一部分。報廢或出售投資物業之任何收益或虧損乃於報廢或出售之年內在損益內確認。

無形資產

(a) 商譽

商譽產生自收購附屬公司，並相當於所轉讓代價超過本集團在被收購方之可識別資產、負債及或然負債之公平值淨額及被收購方之非控股權益公平值所佔權益之差額。

就減值測試而言，在業務合併中取得之商譽會分配至每個現金產生單位（「現金產生單位」）或現金產生單位組，預期可從合併的協同效應中獲利。商譽被分配至每個單元或單元組指在實體內商譽被監控作內部管理用途之最低層次。商譽在經營分部層次進行監控。

對因收購附屬公司產生的商譽之減值檢討每年進行，或如事件或情況轉變顯示可能存在減值，則更頻密地檢討。附帶商譽的現金產生單位之賬面值與可收回數額（使用價值與公平值減出售成本較高者）比較。任何減值須即時確認為開支及不得在之後期間撥回。

(b) 無形資產 (商譽除外)

個別收購之無形資產初步確認時按成本計量。在業務合併過程中收購之無形資產成本為該等資產於收購日期之公平值。無形資產之可使用年期被評估為有限或無限。可使用年期有限之無形資產其後會於其可使用年期攤銷，並在無形資產可能出現減值跡象時進行減值評估。可使用年期有限之無形資產之攤銷期及攤銷方法至少於每個財政年度結算日進行檢討。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Trademarks and licensing right and membership

Separately acquired trademark and licensing right and membership are shown at historical cost. Trademarks and licensing right and membership acquired in business combination are recognised at fair value at the acquisition date. Trademarks and licensing right and membership that have finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of trademarks and membership over their estimated useful lives.

Operating rights

Acquired operating rights are shown at historical cost. Operating rights acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of operating rights over their estimated useful lives of 15 to 20 years.

League qualification and home and away co-operation agreement

League qualification and home and away co-operation agreement have definite useful life and are carried at cost less accumulated amortisation and accumulated impairment losses, if any. They are initially measured at fair value of the consideration given to acquire at the time of the acquisition. Amortisation is calculated using the straight-line method to allocate the cost of league qualification and home and away co-operation agreement over their estimated useful lives of 9 years.

Players' registration rights

The costs associated with the acquisition of players registrations are capitalised as intangible assets at the fair value of the consideration payable, including an estimate of the fair value of any contingent consideration. Subsequent reassessments of the amount of contingent consideration payable are also included in the cost of the individual's registration. This assessment is carried out on an individual basis. The costs are amortised over the period covered by the individual's contract of 1 to 3 years.

2. 主要會計政策概要 (續)

具有無限可使用年期之無形資產每年按個別或現金產生單位水平進行減值測試。該等無形資產不作攤銷。具有無限可使用年期之無形資產每年對可使用年期作檢討以釐定無限年期評估是否仍有證據支持。倘無相關證據支持，可使用年期評估由無限變為有限按前瞻性基準入賬。

商標及許可使用權及會籍

個別收購之商標及許可使用權及會籍按歷史成本列示。在業務合併過程中收購之商標及許可使用權及會籍按其於收購日期之公平值確認。具有有限可使用年期之商標及許可使用權及會籍按成本減累計攤銷及累計減值虧損列賬。攤銷乃使用直線法按其估計可使用年期分配商標及會籍的成本計算。

營運權

收購之營運權按歷史成本列示。在業務合併過程中收購之營運權按其於收購日期之公平值確認。該等營運權的可使用年期有限及隨後按成本減累計攤銷及減值虧損列賬。攤銷乃使用直線法按其15至20年的估計可使用年期分配營運權的成本計算。

聯賽資格及主客場合作協議

聯賽資格及主客場合作協議的可使用年期有限及按成本減累計攤銷及累計減值虧損(如有)列賬，其初始按於收購時給予的代價的公平值計量。攤銷乃使用直線法按其9年的估計可使用年期分配聯賽資格及主客場合作協議的成本計算。

轉會權

與轉會相關的成本按應付代價的公平值資本化為無形資產，包括對任何或然代價公平值的估計。隨後對或然應付代價金額的重新估計亦計入在個人轉會成本內。該評估按個人基準進行。有關成本按1至3年的個人合約覆蓋的期間內攤銷。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods.

- Trademarks and licensing right and membership 2-20 years
- Operating rights 15-20 years
- League qualification and home and away co-operation agreement 9 years
- Players' registration rights 1-3 years

Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

2. 主要會計政策概要 (續)

本集團使用直線法按下列期限攤銷具有有限可使用年期的無形資產。

- 商標及許可使用權及會籍 2至20年
- 營運權 15至20年
- 聯賽資格及主客場合作協議 9年
- 轉會權 1至3年

租賃

租賃資產可供本集團使用之日，租賃確認為使用權資產及相應負債。

合約可包含租賃及非租賃部分。本集團根據其相對獨立的價格將合約的代價分配至租賃及非租賃部分。然而，就本集團作為承租人租賃房地產而言，其已選擇不區分租賃及非租賃部分，而將該等租賃入賬作為單一租賃部分。

租賃條款乃按個別基準磋商，並包含一系列不同條款及條件。除承租人所持有租賃資產之擔保權益外，租賃協議並無施加任何契諾。租賃資產不得用作借貸擔保物。

租約產生的資產及負債初步以現值進行計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款 (包括實質固定付款) 減任何應收租賃優惠
- 基於指數或利率的可變租賃付款，初步按開始日期之指數或利率計量
- 剩餘價值擔保下的本集團預期應付款項
- 購買選擇權的行使價 (倘本集團可合理確定將行使該選擇權)，及
- 支付終止租賃的罰款 (倘租期反映本集團行使該選擇權)。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

2. 主要會計政策概要 (續)

根據合理確定擴大選擇權作出的租賃付款亦計入負債的計量。

租賃付款採用租賃所隱含的利率予以貼現。倘無法輕易釐定該利率(本集團的租賃一般屬於此類情況)，則使用承租人的增量借款利率，即個別承租人在類似條款、抵押及條件的類似經濟環境中借入獲得與使用權資產價值類似的資產所需資金所必須支付的利率。

為釐定增量借款利率，本集團：

- 在可能情況下，使用個別承租人最近獲得的第三方融資為出發點作出調整，以反映自獲得第三方融資以來融資條件的變動
- 使用累加法，首先就本集團所持有租賃的信貸風險(最近並無第三方融資)調整無風險利率，及
- 進行特定於租約的調整，例如期限、國家、貨幣及抵押。

本集團未來可能根據指數或利率增加可變租賃付款額，而有關指數或利率在生效前不會計入租賃負債。當根據指數或利率對租賃付款作出的調整生效時，租賃負債會根據使用權資產進行重新評估及調整。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liabilities
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. While the Group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the Group.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

The group has early adopted Amendment to HKFRS 16 – Covid-19-Related Rent Concessions beyond 30 June 2021, which extended the practical expedient to lease payments that were due on or before 30 June 2022.

The amendment provides an optional practical expedient allowing lessees to elect not to assess whether a rent concession related to COVID19 is a lease modification. Lessees adopting this election may account for qualifying rent concessions in the same way as they would if they were not lease modifications.

2. 主要會計政策概要 (續)

每筆租賃付款乃分配至本金及財務成本。財務成本於租期內自損益扣除，以計算出各期間負債結餘的固定週期利率。

使用權資產按成本計量，包括以下各項：

- 租賃負債的初步計量金額
- 於開始日期或之前所作的任何租賃付款，減去所得的任何租賃優惠
- 任何初始直接成本，及
- 修復成本。

使用權資產一般於資產的可使用年期及租期（以較短者為準）內按直線法予以折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期內予以折舊。本集團對於物業、廠房及設備內呈列的土地及樓宇進行重估，其選擇不對本集團持有的使用權樓宇進行重估。

與設備及汽車短期租賃相關的支付及所有低價值資產的租賃以直線法於損益中確認為開支。短期租賃指租賃期為12個月或少於12個月的租賃。

本集團已提早採納香港財務報告準則第16號之修訂—二零二一年六月三十日後與COVID-19相關的租金減免，其延長了於二零二二年六月三十日或之前到期的租賃付款的可行權宜方法。

修訂提供可選用的可行權宜方法，在與COVID-19相關租金減免是否屬租賃修訂上，准許承租人選擇不對此進行評估。選用此選項的承租人可按合資格租金減免不屬租賃修訂的相同方式，將合資格租金減免入賬。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the statement of financial position based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

2. 主要會計政策概要 (續)

此可行權宜方法僅在滿足以下所有條件的情況下，才能應用於因COVID-19疫情之直接影響而產生之租金減免：

- 租賃付款之變動導致租賃之代價修改，與緊接變動前之租賃代價大致相同或低於該代價；
- 租賃付款之任何減少僅影響原於二零二二年六月三十日或之前到期之付款；及
- 租賃的其他條款及條件並無實質性變動。

本集團作為出租人的經營租賃的租賃收入於租期內按直線法於收益內確認。獲得一項經營租賃的初步直接成本加至相關資產的賬面值且在租期內按與租賃收入相同的基準確認為開支。各出租資產按其性質計入財務狀況表。本集團無須因採納新租賃準則而就按出租人持有的資產之會計處理作出任何調整。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets

Goodwill, intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Financial assets

Classification

The Group classifies its financial assets in the following measurement categories: those to be measured subsequently at fair value through profit or loss, and those to be measured at amortised cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Recognition and measurement

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

2. 主要會計政策概要 (續)

非財務資產減值

具有無限可使用年期之商譽、無形資產或未可使用之無形資產毋須攤銷，但每年須進行減值測試，或在有事件或情況變動顯示可能發生減值時更頻繁地進行減值測試。其他資產在有事件或情況變動顯示賬面值可能無法收回時進行減值測試。減值虧損於資產賬面值超出其可收回金額時就該金額確認。可收回金額以資產之公平值扣除銷售成本及使用價值兩者之間較高者為準。就評估減值而言，資產按可分開識別現金流量（現金產生單位）之最低層次分組。除商譽外，已蒙受減值之非財務資產在每個報告期末均就減值是否可以撥回進行檢討。

財務資產

分類

本集團將其財務資產分類為以下計量類別：其後透過損益按公平值所計量者及按攤銷成本所計量者。該分類視乎實體管理財務資產及現金流量的合約條款的業務模式而定。

當且僅當本集團管理該等資產的業務模式改變時，方會對其債務投資進行重新分類。

確認及計量

財務資產之日常買賣均於交易日（即本集團承諾買賣資產當日）確認。於初始確認時，本集團按其公平值加上（倘財務資產並非透過損益按公平值（透過損益按公平值）計量）取得財務資產直接應佔的交易成本計量財務資產。透過損益按公平值列賬的財務資產的交易成本於損益中支銷。

在確定具有嵌入衍生工具的財務資產的現金流量是否僅為支付本金及利息時，需從財務資產的整體進行考慮。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.
- **Fair value through profit & loss:** Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit & loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit & loss is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.
- **Fair value through other comprehensive income:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.

Derecognition of financial assets

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2. 主要會計政策概要 (續)

債務工具

債務工具之後續計量取決於本集團管理資產之業務模式及資產之現金流量特徵。本集團將其債務工具分類為三種計量類別：

- **攤銷成本：**持作收回合約現金流量之資產，倘該等現金流量僅指支付之本金及利息，則按攤銷成本計量。該等財務資產的利息收入採用實際利率法計入財務收入。終止確認產生的任何收益或虧損直接計入損益，並與匯兌收益及虧損一併於其他收益／(虧損)內列報。減值虧損於損益表內作為單獨項目列示。
- **透過損益按公平值計量：**未達攤銷成本標準或未透過其他全面收益按公平值計量的資產乃透過損益按公平值計量。後續透過損益按公平值計量的債務投資的收益或虧損於損益確認，並於產生期間按淨額在其他收益／(虧損)內呈列。
- **透過其他全面收益按公平值計量：**持作收回合約現金流量及出售財務資產之資產，倘資產現金流量僅指支付之本金及利息，則透過其他全面收益按公平值計量。賬面值變動計入其他全面收益，而減值收益或虧損、利息收入以及匯兌收益及虧損則於損益確認。倘終止確認財務資產，先前於其他全面收益確認之累計收益或虧損自權益重新分類至損益，並於其他收益／(虧損)確認。該等財務資產的利息收入採用實際利率法計入財務收入。匯兌收益及虧損於其他收益／(虧損)呈列，而減值開支於損益表內作為單獨項目列示。

終止確認財務資產

當從財務資產收取現金流量之權利已經到期或轉讓，而本集團已將擁有權之絕大部分風險和回報轉讓時，有關財務資產予以終止確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For further details on the Group's accounting policies for management of financial assets, see Note 37 credit risk.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the consolidated statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to the consolidated statement of profit or loss when the hedged item affects profit or loss.

Perpetual Convertible Bonds

Perpetual Convertible Bonds issued by the Group gives holders the right to convert these Perpetual Convertible Bonds into a fixed number of the Company's ordinary shares at any time at a fixed exercise price per share, subject to adjustments as provided in the terms and conditions of the bonds. The Perpetual Convertible Bonds have no maturity date and are not redeemable. They are treated as equity instruments and are not remeasured in subsequent years.

2. 主要會計政策概要 (續)

減值

本集團按前瞻性基準評估按攤銷成本列賬之債務工具相關之預期信貸虧損。所採用減值方法視乎信貸風險是否大幅增加而定。

有關本集團管理財務資產之會計政策之進一步詳情，請見附註37信貸風險。

財務工具之抵銷

於有可依法強制執行權利抵銷已確認金額，並擬按淨額基準結算，或同時變現資產及償還負債時，則財務資產及負債會互相抵銷，並在財務狀況表內以淨額列示。可依法強制執行權利不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時必須可強制執行。

衍生財務工具

本集團使用遠期外幣合約等衍生財務工具對沖其外幣風險。該等衍生財務工具初步按訂立衍生合約當日之公平值確認，其後按公平值重新計量。衍生工具在公平值為正數時以資產列賬；在公平值為負數時則以負債列賬。

除現金流量對沖之有效部分於其他全面收益確認及其後於對沖項目影響損益時重新分類至綜合損益表外，衍生工具公平值變動產生之任何收益或虧損均直接列入綜合損益表內。

永久性可換股債券

本集團發行之永久性可換股債券賦予持有人權利於任何時候按每股固定行使價將該等永久性可換股債券兌換為固定數目之本公司普通股，惟須受該等債券之條款及條件所規定而作出之調整所限。永久性可換股債券並無到期日且為不可贖回。該等永久性可換股債券被視作股本工具且不會於往後年度重新計量。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost method. The cost of finished goods comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

Trade debtors and bills receivable and other receivables

Trade debtors and bills receivable are amounts due from customers for goods sold and services rendered in the ordinary course of business. If collection of trade debtors and bills receivable and other receivables is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade debtors and bills receivable and other receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade debtors and bills receivable with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 18 for further information about the Group's accounting for trade debtors and bills receivable and Note 37 for a description of the Group's impairment policies.

Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash on hand, demand deposits and other short-term highly liquid investments with original maturities of three months or less.

2. 主要會計政策概要 (續)

存貨

存貨乃按成本與可變現淨值兩者中之較低者入賬。成本採用加權平均成本法釐定。製成品之成本包括原材料、直接勞工、其他直接成本及與生產相關之經常性開支（按一般經營能力）。可變現淨值乃按於日常業務過程中之估計售價減適用可變銷售開支計算。

應收賬款及應收票據及其他應收款項

應收賬款及應收票據為於日常業務過程中就已售貨品及已提供服務應收客戶之款項。倘應收賬款及應收票據及其他應收款項預期於一年或之內收回，則被分類為流動資產。否則，則以非流動資產呈列。

應收賬款及應收票據及其他應收款項初步按代價金額（無條件）確認，惟倘含有重大融資成分則按公平值確認。本集團持有應收賬款及應收票據的目的是收取合約現金流量，因此應收賬款及應收票據其後以實際利率法按攤銷成本計量。有關本集團對應收賬款及應收票據的會計處理的進一步資料，請參閱附註18，而有關本集團減值政策的描述，請參閱附註37。

現金及現金等價物

於綜合現金流量表內，現金及現金等價物包括手頭現金、活期存款及原到期日為三個月或以內之其他短期高流通性投資。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Trade and bills payables

Trade and bills payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and bills payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade and bills payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2. 主要會計政策概要 (續)

應付賬款及票據

應付賬款及票據為於日常業務過程中就向供應商購買的貨品或服務之付款責任。倘應付賬款及票據於一年或之內到期，則被分類為流動負債，否則，則以非流動負債呈列。

應付賬款及票據初步按公平值確認，其後以實際利率法按攤銷成本計量。

撥備

當因過往事件而產生即期責任（法定或推定）並可能須於日後撥出資源解決應付責任時，倘能可靠估計有關責任之數額，則就此確認撥備。

倘出現多項類似責任，責任的清償是否需要資源的流出乃經考慮責任的整體類別後釐定。即使同類別責任中任何一項可能導致資源流出的機會不大，仍會確認撥備。

撥備乃按預計清償責任所需開支，使用反映當時市場對貨幣時間價值及責任的具體風險的評估的除稅前折現率折算的現值而計量。因時間流逝而增加的撥備確認為利息開支。

借貸

借貸初步按公平值扣除所產生交易成本確認。借貸其後按攤銷成本列賬，所得款項（經扣除交易成本）與贖回價值間的任何差額於借貸期間使用實際利率法在損益內確認。

在貸款將很有可能部分或全部提取的情況下，就設立貸款融資時支付的費用確認為貸款的交易成本。在此情況下，該費用將遞延至提取貸款為止。在並無跡象顯示該貸款將很有可能部分或全部提取的情況下，該費用會資本化作為流動資金服務的預付款項，並於有關融資期間內予以攤銷。

除非本集團有權無條件延遲償還負債至報告期末後至少十二個月，否則借貸分類為流動負債。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are expensed in the period in which they are incurred.

Income tax

Income tax comprises current and deferred tax. Tax is recognised in the profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

(b) Deferred tax

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2. 主要會計政策概要 (續)

借貸成本

收購、建設或生產合資格資產(為需要長時間準備以供擬定用途或銷售之資產)直接應佔之一般及特定借貸成本乃計入該等資產之成本內,直至該等資產大致上可作擬定用途或銷售時為止。

備用作合資格資產開支之特定借貸之臨時投資所賺取投資收入乃自合資格資本化之借貸成本中扣除。

所有其他借貸成本於其產生期間支銷。

所得稅

所得稅包括即期及遞延稅項。稅項於損益內確認,除非其與其他全面收益或直接於權益確認之項目相關。在此情況下,稅項亦分別於其他全面收益或直接於權益內確認。

(a) 即期所得稅

本期及過往期間之即期稅項資產及負債,乃根據於報告期末前已頒佈或實質頒佈之稅率(及稅法),經計及本集團經營業務所在國家之現行詮釋及慣例,按預期自稅務機關收回或向其繳付之金額計量。

(b) 遞延稅項

遞延稅項採用負債法,就資產及負債之計稅基準與其作財務申報用途之賬面值之間於報告期末之所有暫時差額作出撥備。

所有應課稅暫時差額均確認為遞延稅項負債,惟:

- 遞延稅項負債因初始確認一項交易(並非業務合併,且於進行交易時對會計溢利及應課稅損益並無影響)所涉及商譽或資產或負債而產生則不在此列;及
- 就與於附屬公司、聯營公司及合營企業之投資有關之應課稅暫時差額而言,倘能控制有關暫時差額之撥回時間及有關暫時差額可能於可見將來不會撥回,則亦不在此列。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Held for sale

Subsidiaries and investment properties are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. Subsidiaries are measured at the lower of their carrying amount and fair value less cost to sell and investment properties are carried at fair value.

2. 主要會計政策概要 (續)

所有可抵扣暫時差額、未動用稅項抵免及任何未動用稅項虧損的結轉均確認為遞延稅項資產，而遞延稅項資產於可能取得應課稅溢利供動用可抵扣暫時差額、未動用稅項抵免及未動用稅項虧損結轉時予以確認，惟：

- 與可抵扣暫時差額有關之遞延稅項資產因初始確認一項交易（並非業務合併，且於進行交易時對會計溢利或應課稅損益並無影響）所涉及資產或負債而產生則不在此列；及
- 就與附屬公司、聯營公司及合營企業之投資有關之可抵扣暫時差額而言，則僅在有關暫時差額可能於可見將來撥回，並有應課稅溢利供動用暫時差額之情況下，方會確認遞延稅項資產。

遞延稅項資產之賬面值於各報告期末檢討，倘不再可能有足夠應課稅溢利以供動用全部或部分遞延稅項資產，則遞延稅項資產之賬面值將相應減少。未確認遞延稅項資產於各報告期末重新評估，倘可能有足夠應課稅溢利以收回全部或部分遞延稅項資產，則確認有關遞延稅項資產。

遞延稅項資產及負債乃根據於報告期末前已頒佈或實質頒佈之稅率（及稅法），按預期變現有關資產或清償有關負債期間適用之稅率計量。

當有可依法強制執行權利將當期稅項資產與當期稅項負債抵銷，且遞延稅項資產及負債涉及相同稅務機關向同一應課稅實體或擬按淨額基準結算結餘之不同應課稅實體徵收之所得稅，則可將遞延稅項資產與負債互相抵銷。

持作出售

倘附屬公司及投資物業主要透過出售交易而非透過持續使用來收回賬面值，並且被視為很可能售出，則分類為持作出售。附屬公司按賬面值與公平值減出售成本之較低者計量，而投資物業按公平值入賬。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Revenues are recognised when, or as, the control of the goods or services is transferred to the customer. Depending on the business model, terms of the contract and the laws applicable, control of the goods and services may be transferred over time or at a point in time. Control of the goods and services is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods and services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods and services.

The progress towards complete satisfaction of performance obligation, depending on the nature of the good and service to be transferred, is measured based on one of the following methods that best depicts the Group's performance in satisfying the performance obligation:

- direct measurements of the value of individual services transferred by the Group to the customer; or
- the Group's efforts or inputs to the satisfaction of the performance obligation.

If contracts involve the sale of multiple goods, goods followed by related services, or multiple services, the transaction price will be allocated to each performance obligation based on their relative stand-alone selling prices. If the stand-alone selling prices are not directly observable, they are estimated based on expected cost plus a margin or adjusted market assessment approach, depending on the availability of observable information.

2. 主要會計政策概要 (續)

收益確認

收益在貨品或服務的控制權轉讓予客戶時確認。根據業務模式、合約條款或適用法律，貨品及服務的控制權可以在某一時段或時點轉讓。如果本集團在履約時滿足以下條件，則貨品及服務的控制權在某一時段轉讓：

- 提供客戶同時收取及消耗的所有利益；
- 在本集團履約時創造或強化客戶所控制的資產；或
- 並未創造一項可被本集團用於其他替代用途的資產，且本集團就迄今為止履約部分的付款具有強制執行權利。

如果對產品和服務的控制權隨時間轉移，則在合約期間通過參考履約責任之已完成進度確認收益。否則，在客戶獲得貨品及服務控制權的時點確認收益。

視乎將予轉讓的貨品及服務性質，履約責任之已完成進度根據以下方法之一計量，有關方法為本集團履行履約責任表現的最佳陳述：

- 直接計量本集團向客戶轉讓之單項服務之價值；或
- 本集團為履行履約責任所做的努力或投入。

如果合約包括銷售多種貨品、貨品及相關服務或多種服務，交易價格將根據其相關單獨售價分配至各項履約責任。如果單獨售價無法直接觀察獲得，則根據可觀察資料的可用性按預計成本加毛利法或經調整的市場評估法進行估計。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

When either party to a contract has performed, the Group presents the contract in the statement of financial position as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment.

A contract asset is the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer. Contract assets and assets arising from costs to obtain or fulfil a contract that are recognised in accordance with HKFRS 15. The Group uses practical expedients to recognise the incremental costs of obtaining a contract as an expense when incurred as the amortisation period of the asset that the Group otherwise would have recognised is one year or less.

If a customer pays consideration before the Group transfers a good or service to the customer, the Group presents the contract as a contract liability when the payment is made. A contract liability is the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer.

A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

The following is a description of the accounting policy for the principal revenue streams of the Group:

- (a) from providing services including integrated sports content production and distribution, sports talent management, community development consultancy service and sports park facilities and ice-skating rinks hiring, in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided because the customer receives and uses the benefits simultaneously;
- (b) from the sale of goods, when control of the goods has been transferred to the buyer, which is upon the acceptance of the goods.

2. 主要會計政策概要 (續)

當合約一方已履約時，本集團根據實體履約與客戶付款之關係在財務狀況表內將該合約列示為合約資產或合約負債。

合約資產是指本集團因其向客戶轉讓貨品或服務而獲得代價的權利。合約資產及因獲得或履行合約之成本而產生之資產根據香港財務報告準則第15號確認。本集團採用可行權宜方法於產生獲得合約之增量成本時將其確認為開支，原因為本集團已另行確認之資產之攤銷期為一年或以下。

倘客戶於本集團向其轉讓貨品或服務前支付代價，則本集團於支付時將合約呈列為合約負債。合約負債指本集團就其已收客戶代價而向客戶轉讓貨品或服務之責任。

當本集團具有無條件權利收取代價時，確認應收款項。如果代價到期支付之條件僅為時間推移，本集團具有無條件權利收取該等代價。

以下是對本集團主要收益來源之會計政策說明：

- (a) 提供服務（包括綜合體育內容製作及發行、體育人才管理、社區發展諮詢服務以及體育園設施及滑冰場租用）之收益於提供服務之會計期間確認。就固定價格之合約而言，收益按於報告期末已提供實際服務佔將予提供全部服務之比例確認，原因為客戶同時收取並使用利益；
- (b) 銷售貨品之收益於貨品控制權已轉讓予買方（即接收貨品）時予以確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

When another party is involved in providing goods or services to a customer, the Group is a principal if it obtains control through one of the following way:

- Control the good or services before it transfers to the customers;
- Has the ability to direct another party to provide the service to the customer on the entity's behalf; or
- Providing a significant service of integrating services and obtains control of the inputs to the specified good or service and directs their use to create the combined output that is the specified good or service.

If control is not clear, the Group will analyse the three indicators (1) who is the primary obligator; (2) who has the inventory risk and (3) who has the discretion in establishing the price to assist the analysis of control. Sometimes, control are not always clear and judgement are need in analysis of whether the Group is principle or agent.

If the Group is principle, revenue will be recognised at the 'gross' amount paid by the customer for the specified good or service and record a corresponding expense for the commission or fee that it has to pay to any agent, in addition to the direct costs of satisfying the contract. If as an agent, will record revenue the commission or fee earned for facilitating the transfer of the specified goods or services (the 'net' amount retained).

Rental income is recognised on a straight line basis over the lease terms;

Interest income

Interest income from financial assets at FVPL is included in the net fair value gains/(losses) on these assets.

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in the statement of profit or loss as part of other income and other gains-net.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

2. 主要會計政策概要(續)

倘另一方涉及向客戶提供貨品或服務，而本集團透過下列方式之一獲得控制權，則本集團屬於委託人：

- 於貨品或服務轉讓予客戶前控制該等貨品或服務；
- 有能力指示另一方代表實體向客戶提供服務；或
- 提供大量綜合服務及獲得指定貨品或服務投入之控制權，並指示有關貨品或服務用於創造綜合產出(即指定貨品或服務)。

倘控制權並不明確，本集團將分析下列三個指標：(1)誰是主要負責人；(2)誰是擁有存貨風險之一方及(3)誰是擁有定價限制之一方，以協助分析控制權。控制權有時候並不明確，需要於分析本集團作為委託人抑或代理人時作出判斷。

倘本集團為委託人，收益將按客戶就指定貨品或服務支付之「總」額確認，且除履行合約之直接成本外，亦錄得須向任何代理人支付之佣金或費用之有關開支。倘為代理人，將就促使轉讓指定貨品或服務賺取之佣金或費用錄得收益(保留「淨」額)。

租金收入於租期內按直線法確認；

利息收入

透過損益按公平值計量之財務資產之利息收入乃計入該等資產之公平值收益／(虧損)淨額。

使用實際利率法按攤銷成本計算之財務資產之利息收入於損益表確認為其他收入及其他收益淨額之一部分。

利息收入的計算方法是將實際利率應用於財務資產的賬面總額，惟其後出現信貸減值的財務資產除外。就出現信貸減值的財務資產而言，實際利率應用於財務資產的賬面淨值(經扣除虧損撥備)。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Royalty income

Royalty income is recognised on a time proportion basis in accordance with the substance of the relevant agreements.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the profit or loss on a straight-line basis over the expected lives of the related assets.

Share-based payments

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options or shares is recognised as an expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options or shares granted on grant day:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or holding shares for a specified period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

2. 主要會計政策概要 (續)

專利費

專利費乃根據有關協議實質內容按時間比例基準確認。

政府補貼

政府補貼在合理確定將會收取補貼及本集團將符合一切所附條件時，按其公平值確認。

與成本有關的政府補貼遞延入賬，並按與擬補償的成本配比所需期間於損益內確認。

與物業、廠房及設備有關之政府補貼列入非流動負債作為遞延政府補貼，並按有關資產之預計年期以直線法計入損益。

以股份為基礎之付款

本集團設有多項以股權結算及以股份為基礎之報酬計劃，據此，實體獲得來自僱員之服務作為本集團股本工具（購股權）之代價。為換取購股權或股份而提供之僱員服務之公平值確認為開支，而股本相應增加。將支銷之總額乃參考所授購股權或股份於授出當日之公平值釐定：

- 包括任何市場表現條件（如實體之股價）；
- 不包括任何服務及非市場表現歸屬條件（如盈利能力、銷售增長目標及僱員在某特定時間段於實體留任）之影響；及
- 包括任何非歸屬條件（如規定僱員在特定時間段保留或持有股份）之影響。

總支出於歸屬期（即所有規定的歸屬條件達成的期間）內確認。於各報告期末，實體根據非市場歸屬及服務條件修訂其對預期將歸屬的購股權的數目的估計，並於損益確認修訂對原估計的影響（如有），並對股本作相應調整。

於購股權獲行使時，本公司會發行新股。於購股權獲行使時，扣除任何直接應佔交易成本所收取的所得款項計入股本（面值）及股份溢價。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Other employee benefits

Pension scheme

The Group operates two pension schemes in Hong Kong, namely the Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance and a defined contribution retirement benefit scheme as defined in the Occupational Retirement Schemes Ordinance (the "ORSO Scheme"), for all of its employees in Hong Kong.

Under the MPF Scheme, contributions of 5% of the employees' relevant income with a maximum monthly contribution of HK\$1,500 per employee are made by each of the employer and the employees. The employer contributions are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

Under the ORSO Scheme, contributions of 5% of the employees' basic salaries are made by the employer and are charged to profit or loss as they become payable in accordance with the rules of the ORSO Scheme. The rates of contributions made by the employees are either 0% or 5% of the salary of each employee at the discretion of the employee. When an employee leaves the ORSO Scheme prior to his/her interest in the Group's employer contributions vesting fully, the ongoing contributions payable by the Group may be reduced by the relevant amount of forfeited contributions.

The assets of the MPF and ORSO Schemes are held separately from those of the Group in independently administered funds.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in central pension schemes operated by the local municipal governments. These subsidiaries are required to contribute certain percentage of their payroll costs to the central pension schemes. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension schemes.

The Group's subsidiaries in Singapore participate in a Central Provident Fund Scheme, which is a contribution plan established by the Central Provident Fund Board in Singapore.

Foreign currency translation

(a) Functional and presentation currency

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using the currency of the primary economic environment in which the entity operates ("the functional currency").

2. 主要會計政策概要 (續)

其他僱員福利

退休金計劃

本集團於香港為所有在香港受僱之員工設立兩項退休福利計劃，即根據強制性公積金計劃條例訂立之強制性公積金退休福利計劃（「強積金計劃」）及根據職業退休計劃條例所界定之定額供款退休福利計劃（「職業退休計劃」）。

在強積金計劃下，僱主及僱員各自按僱員有關入息5%之比率供款，供款額最高為每名僱員1,500港元。根據強積金計劃條款，僱主之供款於應繳付時在損益內扣除。本集團之僱主供款於繳入強積金計劃後全數歸僱員所有。

在職業退休計劃下，僱主按僱員底薪5%之比率供款，並根據職業退休計劃的規定，供款於應繳付時在損益內扣除。而僱員則可選擇按其薪金0%或5%之比率供款。當僱員在取得本集團僱主之全數供款前退出職業退休計劃，本集團可用沒收供款之數額減低其往後應付之供款。

強積金計劃及職業退休計劃之資產，與本集團之資產分開，並由獨立管理之基金持有。

本集團於中國經營之附屬公司之僱員須參加由當地市政府所運作之中央退休金計劃。該等附屬公司須按其薪金成本之若干百分比向該等中央退休金計劃供款。有關供款於根據該等中央退休金計劃之規則須支付時自損益扣除。

本集團在新加坡之附屬公司參與公積金計劃，此乃一項由新加坡公積金局設立之供款計劃。

外幣換算

(a) 功能及呈報貨幣

該等財務報表以港元呈列，港元為本公司之功能及呈報貨幣。本集團旗下各實體自行決定其功能貨幣，而各實體財務報表內之項目均以該實體經營所在主要經濟環境的貨幣（「功能貨幣」）計量。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Transactions and balances

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised in other comprehensive income.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currency are translated using the foreign exchange rates ruling at the translation dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the translations. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

(ii) income and expenses for each profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

(iii) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

2. 主要會計政策概要 (續)

(b) 交易及結餘

年內的外幣交易按交易日之匯率換算。以外幣計值的貨幣資產及負債乃按於報告期末之匯率換算。除來自用作對沖於其他全面收益確認的海外業務投資淨額之外幣借貸外，匯兌收益及虧損於損益確認。

以外幣計值按歷史成本計量之非貨幣資產及負債，採用交易日之匯率換算。以外幣計值按公平值列賬之非貨幣資產及負債，採用計量公平值當日之匯率換算。

海外業務之業績乃按與交易日之匯率相若之匯率換算為港元。所產生的匯兌差額於其他全面收益確認並於權益內於匯兌儲備單獨累計。

於出售海外業務時，與該海外業務有關之累計匯兌差額會在確認出售之溢利或虧損時從權益重新分類至損益。

(c) 集團公司

所有集團實體（並無來自嚴重通貨膨脹經濟體的貨幣）的業績及財務狀況的功能貨幣如有別於呈報貨幣，均按以下方式換算為呈報貨幣：

(i) 於各財務狀況表呈列的資產及負債乃按有關財務狀況表結算日的收市匯率換算；

(ii) 各損益的收入及開支乃按平均匯率換算（除非該平均匯率並不合理地接近有關交易當日匯率的累積影響，在該情況下，收入及開支按有關交易當日的匯率換算）；及

(iii) 所有因此而產生的匯兌差額於其他全面收益中確認。

收購境外實體產生的商譽及公平值調整視為該境外實體的資產和負債，並以收市匯率換算。由此產生的匯兌差額於其他全面收益確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Disposal of foreign operation and partial disposal
On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or joint ventures that do not result in the Group losing significant influence or joint control) the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

2. 主要會計政策概要(續)

(d) 出售海外業務及部分出售
於出售海外業務(即出售本集團於一項海外業務之全部權益,或涉及失去包含海外業務之附屬公司控制權之出售,或涉及失去包含海外業務之合營企業共同控制權之出售,或涉及失去對包含海外業務之聯營公司重大影響力之出售)時,本公司擁有人應佔就有關業務於權益累計之所有匯兌差額重新分類至損益。

倘出售部分權益不會導致本集團失去對包含海外業務之附屬公司的控制權,則按比例所分佔之累計匯兌差額重新撥歸至非控股權益,且不會於損益確認。就所有其他部分出售(即本集團於聯營公司或合營企業之擁有權權益減少,而並無導致本集團失去重大影響力或共同控制權)而言,按比例所分佔之累計匯兌差額重新分類至損益。

普通股

普通股分類列為權益。發行新股或購股權直接應佔的增量成本,列入權益作為所得款項的扣減(扣除稅項)。

倘任何集團公司購買本公司之權益股本(庫存股),包括任何直接應佔增量成本(扣除所得稅)之已付代價於本公司股權持有人應佔權益內扣除,直至股份獲註銷或重新發行為止。倘該等股份其後重新發行,則任何已收代價(減去任何直接應佔的新增交易成本及相關所得稅影響)計入本公司股權持有人應佔權益中。

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

(i) Impairment of goodwill and intangible assets

Indefinite life intangible assets and goodwill are tested for impairment annually and at other times when such an indicator exists. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. Both calculations require the use of estimates. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. In estimating the value in use of assets, various assumptions, including future cash flows to be associated with the non-current assets (such as future sales forecast, expected capital expenditure and working capital requirements) and discount rates, are made. If future events do not correspond to such assumptions, the recoverable amounts will need to be revised, and this may have an impact on the Group's results of operations or financial position.

The Group has assessed the recoverable amount of the CGU with goodwill. The recoverable amounts of the CGUs with goodwill have been determined based on value in use calculation which use cash flow projections or fair value less costs of disposal calculation which use an enterprise value-to-sales model. These cash flow projections are derived from the approved business plan which has a forecast covering a period of 5-10 years and have incorporated necessary updates. The key assumptions used in the value in use calculations or fair value less costs of disposal calculation are set out in Note 14. The carrying amounts of the Group's goodwill as at 31 December 2021 were HK\$81,516,000 (2020: HK\$79,360,000).

3. 重大會計估計、假設及判斷

管理層在編製本集團之財務報表時，須作出判斷、估計及假設，而該等判斷、估計及假設對所呈報收益、開支、資產及負債之金額及隨附披露資料以及或然負債之披露資料均會產生影響。該等假設及估計存在不確定因素，可能導致出現須對日後受影響資產或負債之賬面值作出重大調整之結果。

(i) 商譽及無形資產減值

具無限年期之無形資產及商譽每年及於存在減值跡象時進行減值測試。資產或現金產生單位之賬面值超逾其可收回金額（即其公平值減銷售成本與其使用價值中之較高者）時，即出現減值。兩種計算均須使用估計。公平值減銷售成本乃按類似資產以公平交易方式從具法律約束力之銷售交易中可獲得數據或可觀察市價減出售資產之增量成本計算。在估計資產的使用價值時，須作出多項假設，包括非流動資產有關的未來現金流量（如未來銷售預測、預計資本開支及營運資金需求）及貼現率。倘未來情況不符合該等假設，則可收回金額將須予以修訂，而此舉可能會影響本集團的經營業績或財務狀況。

本集團已評估商譽現金產生單位之可收回金額。商譽現金產生單位之可收回金額乃基於使用現金流量預測之使用價值計算或使用企業價值比銷售額模型之公平值減出售成本計算釐定。該現金流量預測乃摘自經批准業務計劃，該計劃載有涵蓋五至十年期的預測並已載入必要更新資料。使用價值計算或公平值減出售成本計算採用之主要假設載於附註14。本集團商譽於二零二一年十二月三十一日之賬面值為81,516,000港元（二零二零年：79,360,000港元）。

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3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONTINUED)

(ii) Impairment of property, plant and equipment, and right-of-use assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period in accordance with the accounting policies stated in Note 2.3. This requires an estimation of the value in use and fair value less cost of disposal of the asset. Estimating the value in use for the impairment assessment of property, plant and equipment and right-of-use assets requires the Group to make an estimate of the expected future cash flows from the asset using key assumptions such as the estimated future store performance, economic environment and the sales growth rate and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amounts of the Group's property, plant and equipment and right-of-use assets as at 31 December 2021 were HK\$120,766,000 (2020: HK\$92,622,000) and HK\$321,502,000 (2020: HK\$277,077,000), respectively.

(iii) Provision for inventories

Management reviews the ageing analysis of inventories of the Group at the end of each reporting period, and makes provision for obsolete and slow-moving inventory items identified that are no longer suitable for sale. The assessment of the provision amount involves management judgements and estimates by considering historical sales patterns and expected subsequent sales based on internal budgets and certain market factors. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying value of the inventories and provision charge/writeback in the period in which such estimate has been changed. In addition, physical counts on all inventories are carried out on a periodical basis in order to determine whether provision needs to be made in respect of any obsolete inventories identified. Management reassesses the estimation at the end of each reporting period and is satisfied that sufficient provision for obsolete and slow-moving inventories has been made in the consolidated financial statements. The carrying amount of the Group's inventories as at 31 December 2021 was HK\$281,279,000 (2020: HK\$183,863,000).

(iv) Fair value of identifiable assets and liabilities acquired through business combinations

The Group applies the acquisition method to account for business combinations, which requires the Group to record assets acquired and liabilities assumed at their fair values on the date of acquisition. Significant judgment is used to estimate the fair values of the assets and liabilities acquired, including estimating future cash flows from the acquired business, determining appropriate discount rates, asset lives and other assumptions.

3. 重大會計估計、假設及判斷 (續)

(ii) 物業、廠房及設備及使用權資產之減值

本集團於各報告期末根據附註2.3所述之會計政策評估所有非財務資產是否存在任何減值跡象。釐定資產是否出現減值須對資產之使用價值及公平值減出售成本作出估計。評估物業、廠房及設備及使用權資產之減值之估計使用價值須本集團以主要假設(如估計未來店舖表現、經濟環境及銷售增長率)對來自資產之預期未來現金流量作出估計,亦要選擇合適貼現率計算該等現金流量之現值。於二零二一年十二月三十一日,本集團物業、廠房及設備以及使用權資產之賬面值分別為120,766,000港元(二零二零年:92,622,000港元)及321,502,000港元(二零二零年:277,077,000港元)。

(iii) 存貨撥備

管理層於各報告期末檢討本集團之存貨賬齡分析,並就已認為不再適合出售之陳舊及滯銷存貨項目作出撥備。該撥備之評估涉及管理層根據內部預算及若干市場因素考慮過往銷售模式及預期往後的銷售而判斷及估計。倘實際結果或未來之預期與原定估計不同,則該等差額將於該估計已變更期間內影響該存貨之賬面值及撥備費用/撥回。此外,所有存貨均定期進行實物盤點,以決定是否需要對所識別的任何陳舊存貨作出撥備。管理層於各報告期末重新評估有關估計及認為綜合財務報表已就陳舊及滯銷存貨作充足撥備。於二零二一年十二月三十一日,本集團存貨之賬面值為281,279,000港元(二零二零年:183,863,000港元)。

(iv) 透過業務合併收購的可辨認資產及負債的公平值

本集團採用收購法將業務合併入賬,本集團所收購資產及所承擔負債,須以收購日期的公平值計量。估計所收購資產及負債的公平值須運用重大判斷,包括估計來自所收購業務的未來現金流量、釐定適用貼現率、資產的可使用年期及其他假設。

4. OPERATING SEGMENT INFORMATION

The management is the Group's chief operating decision-maker. The management reviews the Group's internal reports periodically in order to assess performance and allocate resources.

The management considers the business from a product/service perspective. The management separately considers the different products and services offered, and for the year ended 31 December 2021, the Group is organised into two reportable operating segments as follows:

- (a) the multi-brands apparels and footwears segment engages in research, development, design, marketing and sale of sports and lifestyle consumables; and
- (b) the sports experience segment engages in operation, service provision and investment of sports destinations (including sports parks, sports centres and ice-skating rinks), sports competitions and events as well as an e-sports club.

During the year, the Group redefined its business segments to align with its latest strategic planning and organisational structure for the purpose of managing its strategic direction. Therefore, "Sports and lifestyle consumables" segment information was presented in "Multi-brands apparels and footwears" segment, and "Sports destinations development" and "Sports-team and event management" were combined and represented in "Sports experience" segment. The comparative segment information has been reclassified to conform to the current year's presentation.

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 income tax. The adjusted profit or loss before income tax is measured consistently with the Group's profit or loss before income tax, with interest income, fair value changes in investment property, financial assets and liabilities at fair value through profit or loss, gain on bargain purchase, gain on disposal of a subsidiary, net gain on disposal of partial interest in an associate, deemed dilution gain on decrease of interest in an associate, equity-settled share option expenses, impairment or reversal of impairment loss on financial assets and intangible assets – net, share of profits less losses of associates and joint ventures, finance costs, as well as corporate and other unallocated expenses are excluded from such measurement.

4. 經營分部資料

管理層乃本集團之主要經營決策者。管理層定期審閱本集團之內部報告，以評估表現及進行資源分配。

管理層從產品／服務角度考慮業務。管理層分別考慮所提供之不同產品及服務，而本集團於截至二零二一年十二月三十一日止年度分為以下兩個呈報經營分部：

- (a) 多品牌鞋服分部從事運動及生活休閒消費品的研發、發展、設計、推廣及銷售；及
- (b) 運動體驗分部從事體育目的地（包括體育園、運動中心及滑冰場）、體育賽事活動和電競俱樂部之營運、服務及投資。

年內，本集團因應其最新的戰略規劃和組織架構，重新界定旗下業務分部，以便管理集團策略方向。因此，「運動及生活休閒消費品」的分部資料乃於「多品牌鞋服」分部呈列，「體育目的地發展」與「體育隊伍及賽事管理」乃合併並於「運動體驗」分部呈列。分部比較資料已重新分類，以符合本年度之呈報方式。

管理層分開監察本集團各經營分部之業績，以就資源分配及表現評估作出決定。分部表現乃根據可呈報分部溢利或虧損來進行評估，此乃計量除所得稅前經調整溢利或虧損之方法。除所得稅前經調整溢利或虧損之計量方法與本集團之除所得稅前溢利或虧損計量方法一致，惟利息收入、投資物業之公平值變動、透過損益按公平值計量之財務資產及負債、議價收購收益、出售一間附屬公司之收益、出售一間聯營公司之部分權益收益淨額、減少一間聯營公司之權益產生之視作攤薄收益、以股權結算之購股權開支、財務資產及無形資產之減值或減值虧損回撥淨額、分佔聯營公司及合營企業之溢利減虧損、財務成本以及企業及其他未分配開支則不包括於該計量中。

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4. OPERATING SEGMENT INFORMATION (CONTINUED)

4. 經營分部資料 (續)

| Year ended 31 December 2021 | 截至二零二一年 十二月三十一日止年度 | Multi-brands apparels and footwears 多品牌鞋服 | Sports experience 運動體驗 | Total 總計 |
|--|-----------------------------|--|------------------------------|------------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Segment revenue: | 分部收益： | | | |
| External | 外部 | 851,222 | 530,415 | 1,381,637 |
| Segment results | 分部業績 | (312,587) | 23,583 | (289,004) |
| Reconciliation: | 調節表： | | | |
| Interest income | 利息收入 | | | 13,176 |
| Fair value gain on investment property | 投資物業之公平值收益 | | | 74,830 |
| Fair value gain on financial assets/liabilities at fair value through profit & loss | 透過損益按公平值計量之 財務資產／負債公平值收益 | | | 20,110 |
| Gain on disposal of a subsidiary | 出售一間附屬公司之收益 | | | 52,867 |
| Net gain on disposal of partial interest in an associate | 出售於一間聯營公司之部分權益之 收益淨額 | | | 3,338,753 |
| Deemed dilution gain on decrease of interest in an associate | 減少一間聯營公司之權益產生之 視作攤薄收益 | | | 977,982 |
| Equity-settled share option expense | 以股權結算之購股權開支 | | | (42,285) |
| Reversal of impairment loss on financial assets – net | 撥回財務資產之減值虧損淨額 | | | 9,166 |
| Corporate and other unallocated expenses | 企業及其他未分配開支 | | | (101,128) |
| 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 | | | 492,571 |
| Finance costs | 財務成本 | | | (37,049) |
| Profit before income tax | 除所得稅前溢利 | | | 4,509,989 |
| Other segment information: | 其他分部資料： | | | |
| Depreciation | 折舊 | 122,966 | 33,002 | 155,968 |
| Add: depreciation related to corporate | 加：與企業有關之折舊 | | | 4,372 |
| | | | | 160,340 |
| Capital expenditure on property, plant and equipment | 物業、廠房及設備之資本開支 | 78,912 | 11,480 | 90,392 |
| Add: capital expenditure on property, plant and equipment related to corporate | 加：與企業有關之物業、廠房及設備 之資本開支 | | | 47 |
| | | | | 90,439 |

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4. OPERATING SEGMENT INFORMATION (CONTINUED)

4. 經營分部資料 (續)

| Year ended 31 December 2020 | 截至二零二零年 十二月三十一日止年度 | Multi-brands apparels and footwears 多品牌鞋服 | Sports experience 運動體驗 | Total 總計 |
|---|-----------------------------|--|----------------------------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Segment revenue: | 分部收益: | | | |
| External | 外部 | 438,994 | 380,042 | 819,036 |
| Segment results | 分部業績 | (93,454) | (18,306) | (111,760) |
| Reconciliation: | 調節表: | | | |
| Interest income | 利息收入 | | | 18,250 |
| Fair value loss on investment property | 投資物業之公平值虧損 | | | (1,400) |
| Fair value gain on financial assets/liabilities at fair value through profit & loss | 透過損益按公平值計量之 財務資產/負債公平值收益 | | | 3,623 |
| Net gain on disposal of partial interest in an associate | 出售於一間聯營公司之部分權益之 收益淨額 | | | 1,022,999 |
| Gain on bargain purchase | 議價收購收益 | | | 245,300 |
| Equity-settled share option expense | 以股權結算之購股權開支 | | | (5,862) |
| Impairment on intangible assets | 無形資產之減值 | | | (130,107) |
| Impairment loss on financial assets - net | 財務資產之減值虧損淨額 | | | (274) |
| Corporate and other unallocated expenses | 企業及其他未分配開支 | | | (28,660) |
| 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 | | | 266,393 |
| Finance costs | 財務成本 | | | (65,140) |
| Profit before income tax | 除所得稅前溢利 | | | 1,213,362 |
| Other segment information: | 其他分部資料: | | | |
| Depreciation | 折舊 | 57,224 | 28,868 | 86,092 |
| Add: depreciation related to corporate | 加: 與企業有關之折舊 | | | 8,954 |
| | | | | 95,046 |
| Capital expenditure on property, plant and equipment | 物業、廠房及設備之資本開支 | 4,215 | 18,853 | 23,068 |
| Add: capital expenditure on property, plant and equipment related to corporate | 加: 與企業有關之物業、廠房及設備 之資本開支 | | | 11 |
| | | | | 23,079 |

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4. OPERATING SEGMENT INFORMATION (CONTINUED)

Information about major customers

Revenue of approximately HK\$295,956,000 was derived from an individual customer, which is a related party as disclosed in Note 33, for the year ended 31 December 2021 (2020: HK\$201,180,000). There is no other customer contributing more than 10% of total revenue.

Geographic information

The Group's revenue from external customers and non-current assets other than interests in associates and joint ventures and deferred tax assets, by geographical location, are detailed below:

4. 經營分部資料(續)

主要客戶之資料

於截至二零二一年十二月三十一日止年度，約295,956,000港元之收益來自一名個別客戶(為附註33所披露的關連人士)(二零二零年：201,180,000港元)。概無其他客戶佔總收益10%以上。

地區資料

本集團按地理位置劃分之來自外部客戶之收益及非流動資產(於聯營公司及合營企業之權益及遞延稅項資產除外)之詳情如下：

| | | 2021 二零二一年 | 2020 二零二零年 |
|---|---------------------|------------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| i) Revenue from external customers | i) 來自外部客戶之收益 | | |
| The PRC (including Hong Kong and Macau) | 中國(包括香港及澳門) | 1,309,752 | 778,371 |
| Singapore | 新加坡 | 71,885 | 40,665 |
| Total | 總計 | 1,381,637 | 819,036 |
| ii) Non-Current Assets | ii) 非流動資產 | | |
| The PRC (including Hong Kong and Macau) | 中國(包括香港及澳門) | 1,071,748 | 900,654 |
| Singapore | 新加坡 | 39,334 | 18,520 |
| Total | 總計 | 1,111,082 | 919,174 |

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5. REVENUE, OTHER INCOME AND OTHER GAINS – NET

An analysis of the Group's revenue, other income and other gains – net are as follows:

5. 收益、其他收入及其他收益淨額
本集團收益、其他收入及其他收益淨額之分析如下：

| | | 2021 二零二一年 | 2020 二零二零年 |
|--|--------------------------|------------------|-----------------|
| | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| Revenue | 收益 | | |
| Sales of goods | 銷售貨品 | 874,666 | 447,978 |
| Sports content production and distribution income | 體育內容製作及發行收入 | 226,925 | 193,054 |
| Sports park facilities and ice-skating rinks hiring income and other service income | 體育園設施及滑冰場之租賃收入及其他服務收入 | 226,262 | 150,856 |
| Sports talent management income | 體育人才管理收入 | 34,125 | 17,836 |
| Community development consultancy service income | 社區發展諮詢服務收入 | 5,987 | 1,223 |
| Gross rental income | 租金收入總額 | 13,672 | 8,089 |
| | | 1,381,637 | 819,036 |
| At a point of time | 在某一時點 | 874,666 | 447,978 |
| Overtime | 隨時間 | 506,971 | 371,058 |
| | | 1,381,637 | 819,036 |
| Other income | 其他收入 | | |
| Government grants | 政府補貼 | 34,092 | 33,187 |
| Interest income | 利息收入 | 13,176 | 18,250 |
| Royalty income | 專利費收入 | 12,075 | 4,544 |
| Others | 其他 | 22,122 | 7,406 |
| | | 81,465 | 63,387 |
| Other gains – net | 其他收益淨額 | | |
| Fair value gain on financial assets/liabilities at fair value through profit or loss | 透過損益按公平值計量之財務資產/負債之公平值收益 | 20,110 | 3,623 |
| Fair value gain/(loss) on investment property | 投資物業之公平值收益/(虧損) | 74,830 | (1,400) |
| Net loss on disposal of property, plant and equipment | 出售物業、廠房及設備之虧損淨額 | (4,780) | (2,680) |
| Foreign exchange (loss)/gain | 匯兌(虧損)/收益 | (1,358) | 27,855 |
| Gain on disposal of a subsidiary | 出售一間附屬公司之收益 | 52,867 | – |
| Gain on bargain purchase | 議價收購收益 | – | 245,300 |
| Net gain from early termination of leases | 提前終止租賃之收益淨額 | 5,915 | – |
| Net gain on disposal of partial interest in an associate | 出售於一間聯營公司之部分權益之收益淨額 | 3,338,753 | 1,022,999 |
| Deemed dilution gain on decrease of interest in an associate | 減少一間聯營公司之權益產生之視作攤薄收益 | 977,982 | – |
| Others | 其他 | 2,302 | – |
| | | 4,466,621 | 1,295,697 |
| | | 4,548,086 | 1,359,084 |

Notes:

(a) Total interest income on financial assets that are measured at amortised cost for the year was HK\$13,176,000 (2020: HK\$18,250,000 at amortised cost).

(b) Revenue recognised during the year that was included in the contract liability balance at the beginning of the year was HK\$99,692,023 (2020: HK\$52,657,000).

附註：

(a) 年內按攤銷成本計量的財務資產的總利息收入為13,176,000港元(二零二零年：按攤銷成本18,250,000港元)。

(b) 計入年初合約負債結餘之年內已確認收益為99,692,023港元(二零二零年：52,657,000港元)。

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5. REVENUE, OTHER INCOME AND OTHER GAINS – NET (CONTINUED)

Revenue recognised in relation to contract liabilities

The Group has recognised the following liabilities related to contracts with customers:

| | 2021 二零二一年 | 2020 二零二零年 |
|--|-----------------|-----------------|
| | HK\$'000 千港元 | HK\$'000 千港元 |
| Contract liabilities – receipts in advance 合約負債－預收款項 | 103,962 | 107,108 |

As at 31 December 2021, included in contract liabilities was an amount of HK\$9,682,000 (2020: HK\$24,589,000) received from associates, which is based on normal commercial terms offered by the Group to major customers.

5. 收益、其他收入及其他收益淨額 (續)

就合約負債確認的收益

本集團已確認下列與客戶合約有關的負債：

| | 2021 二零二一年 | 2020 二零二零年 |
|-----------|-----------------|-----------------|
| | HK\$'000 千港元 | HK\$'000 千港元 |
| 合約負債－預收款項 | 103,962 | 107,108 |

於二零二一年十二月三十一日，自聯營公司收取之款項9,682,000港元(二零二零年：24,589,000港元)乃計入合約負債，此乃根據本集團向主要客戶提供之正常商業條款釐定。

6. FINANCE COSTS

| | | 2021 二零二一年 | 2020 二零二零年 |
|--------------------------------------|-------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Interest on bank loans 銀行貸款利息 | | 16,078 | 47,942 |
| Interest on lease liabilities 租賃負債利息 | 12(B) | 20,971 | 17,198 |
| | | 37,049 | 65,140 |

6. 財務成本

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7. PROFIT BEFORE INCOME TAX

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

7. 除所得稅前溢利

本集團之除所得稅前溢利乃經扣除／(計入)下列各項達致：

| | | | 2021 二零二一年 | 2020 二零二零年 |
|--|----------------------------|-------------|-----------------|-----------------|
| | | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| Cost of sales | 銷售成本 | | | |
| – Cost of inventories sold | – 已售存貨成本 | | 448,414 | 221,135 |
| – Provision/(reversal of provision) for inventories | – 存貨撥備／(撥備撥回) | | 822 | (5,798) |
| – Cost of services provided | – 所提供服務成本 | | 360,019 | 272,911 |
| Depreciation | 折舊 | 12 | 160,340 | 95,046 |
| Amortisation of intangible assets | 無形資產攤銷 | 14 | 32,352 | 34,140 |
| Auditor's remuneration | 核數師酬金 | | | |
| – audit services | – 核數服務 | | 5,575 | 3,910 |
| – non-audit services | – 非核數服務 | | 3,349 | 4,041 |
| Employee benefit expense (including directors' remuneration (Note 8)): | 僱員福利開支 (包括董事酬金 (附註8)): | | | |
| – Wages and salaries | – 工資及薪金 | | 313,349 | 184,851 |
| – Equity-settled share option expenses | – 以股權結算之購股權開支 | | 42,285 | 5,862 |
| – Contributions to defined contribution retirement plans [#] | – 定額供款退休計劃之供款 [#] | | 33,435 | 9,056 |
| Impairment on intangible assets | 無形資產之減值 | 14 | – | 130,107 |
| (Reversal of impairment loss)/impairment loss on financial assets-net | 財務資產之(減值虧損撥回)／減值虧損淨額 | 37 | (9,166) | 274 |
| Impairment on property, plant and equipment | 物業、廠房及設備之減值 | 12(A) | 16,048 | 5,054 |
| Impairment on right-of-use assets | 使用權資產之減值 | 12(B) | 71,111 | 23,363 |
| Net fair value (gain)/loss on investment properties | 投資物業之公平值(收益)／虧損淨額 | 13 | (74,830) | 1,400 |
| Foreign exchange loss/(gain) | 匯兌虧損／(收益) | 5 | 1,358 | (27,855) |
| Net loss on disposal of property, plant and equipment | 出售物業、廠房及設備之虧損淨額 | 5 | 4,780 | 2,680 |
| Net loss on disposal of intangible assets | 出售無形資產之虧損淨額 | 14 | – | 7,390 |
| Fair value gain on financial assets/liabilities at fair value through profit or loss | 透過損益按公平值計量之財務資產／負債之公平值收益 | 5 | (20,110) | (3,623) |
| Gain on disposal of a subsidiary | 出售一間附屬公司之收益 | 5 | (52,867) | – |
| Gain on bargain purchase | 議價收購收益 | | – | (245,300) |
| Net gain on disposal of partial interest in an associate | 出售於一間聯營公司之部分權益之收益淨額 | 5 | (3,338,753) | (1,022,999) |
| Deemed dilution gain on decrease of interest in an associate | 減少一間聯營公司之權益產生之視作攤薄收益 | 5 | (977,982) | – |

[#] For the Group's contributions under defined contribution retirement plan, the amount of forfeited contributions used by the Group to reduce existing level of contributions for the year ended 31 December 2021 under the Occupational Retirement Scheme in Hong Kong was HK\$53,000 (2020: nil), and the balance of such forfeited contributions as at 31 December 2021 was nil (2020: HK\$53,000).

[#] 就本集團根據定額供款退休計劃作出的供款而言，截至二零二一年十二月三十一日止年度本集團之香港職業退休計劃用於減低現有供款水平的沒收供款金額為53,000港元(二零二零年：零)，而該等沒收供款於二零二一年十二月三十一日的結餘為零(二零二零年：53,000港元)。

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8. DIRECTORS' REMUNERATION

Directors' remuneration for the year disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

8. 董事酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露之年度董事酬金如下:

| | | 2021 二零二一年 | 2020 二零二零年 |
|---|-------------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Fees | 袍金 | 1,743 | 1,595 |
| Other emoluments: | 其他酬金: | | |
| Salaries, allowances and benefits in kind | 薪金、津貼及實物福利 | 14,133 | 15,609 |
| Equity-settled share option expenses | 以股權結算之購股權開支 | 15,535 | — |
| Pension scheme contributions | 退休金計劃供款 | 126 | 91 |
| | | 29,794 | 15,700 |
| | | 31,537 | 17,295 |

During the current and prior years, certain directors were granted share options, in respect of their services to the Group, under the share option schemes of the Company, further details of which are set out in Note 28 to the financial statements. The fair values of such options, which have been recognised in profit or loss over the relevant vesting period, were determined as at the respective dates of grant and the amount included in the financial statements for the current year are included in the above directors' remuneration disclosures.

於本年度及過往年度，若干董事就其為本集團提供服務而根據本公司購股權計劃獲授購股權，有關進一步詳情載於財務報表附註28。該等購股權之公平值於相關歸屬期間在損益確認，並於相關授出日期釐定，而計入本年度財務報表之款項已計入上文所披露之董事酬金內。

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8. DIRECTORS' REMUNERATION (CONTINUED)

An analysis of the directors' remuneration, is as follows:

| | | Note | Fees | Salaries, allowances and benefits in kind | Discretionary Bonus | Equity-settled share option expenses | Retirement scheme contributions | Total remuneration |
|---|------------------|------|--------------|---|---------------------|--------------------------------------|---------------------------------|--------------------|
| | | 附註 | 袍金 | 薪金、津貼及實物福利 | 酌情花紅 | 以股權結算之購股權開支 | 退休金計劃供款 | 酬金總計 |
| | | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| 2021 | 二零二一年 | | | | | | | |
| Executive directors: | 執行董事： | | | | | | | |
| Mr. Li Ning | 李寧先生 | | 200 | 11,759 | - | 786 | 18 | 12,763 |
| Mr. Li Chunyang | 李春陽先生 | | 200 | 537 | - | 4,490 | 90 | 5,317 |
| Mr. Li Qilin | 李麒麟先生 | | 200 | 1,837 | - | 2,245 | 18 | 4,300 |
| | | | 600 | 14,133 | - | 7,521 | 126 | 22,380 |
| Non-executive director: | 非執行董事： | | | | | | | |
| Mr. Victor Herrero | Victor Herrero先生 | (a) | 193 | - | - | 6,735 | - | 6,928 |
| Mr. Ma Wing Man | 馬詠文先生 | | 200 | - | - | 673 | - | 873 |
| | | | 393 | - | - | 7,408 | - | 7,801 |
| Independent non-executive directors: | 獨立非執行董事： | | | | | | | |
| Mr. Wang Yan | 汪延先生 | | 250 | - | - | 202 | - | 452 |
| Mr. Pak Wai Keung, Martin | 白偉強先生 | | 250 | - | - | 202 | - | 452 |
| Mr. Li Qing | 李劭先生 | | 250 | - | - | 202 | - | 452 |
| | | | 750 | - | - | 606 | - | 1,356 |
| | | | 1,743 | 14,133 | - | 15,535 | 126 | 31,537 |
| 2020 | 二零二零年 | | | | | | | |
| Executive directors: | 執行董事： | | | | | | | |
| Mr. Li Ning | 李寧先生 | | 200 | 11,733 | - | - | 18 | 11,951 |
| Mr. Chan Ling | 陳寧先生 | (b) | 45 | 663 | - | - | 4 | 712 |
| Mr. Li Chunyang | 李春陽先生 | | 200 | 537 | - | - | 51 | 788 |
| Mr. Li Qilin | 李麒麟先生 | | 200 | 2,316 | 360 | - | 18 | 2,894 |
| | | | 645 | 15,249 | 360 | - | 91 | 16,345 |
| Non-executive director: | 非執行董事： | | | | | | | |
| Mr. Ma Wing Man | 馬詠文先生 | | 200 | - | - | - | - | 200 |
| | | | 200 | - | - | - | - | 200 |
| Independent non-executive directors: | 獨立非執行董事： | | | | | | | |
| Mr. Wang Yan | 汪延先生 | | 250 | - | - | - | - | 250 |
| Mr. Pak Wai Keung, Martin | 白偉強先生 | | 250 | - | - | - | - | 250 |
| Mr. Li Qing | 李劭先生 | | 250 | - | - | - | - | 250 |
| | | | 750 | - | - | - | - | 750 |
| | | | 1,595 | 15,249 | 360 | - | 91 | 17,295 |

Notes:

(a) Mr. Victor Herrero, appointed on 14 January 2021.

(b) Mr. Chan Ling, resigned with effect from 23 March 2020.

附註：

(a) Victor Herrero先生於二零二一年一月十四日獲委任。

(b) 陳寧先生於二零二零年三月二十三日辭任。

During the year, no emoluments were paid by the Group to any of the Directors as an inducement to join or upon joining the Group or as compensation for loss of office (2020: Nil). There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2020: Nil).

年內，本集團概無向任何董事支付酬金，作為吸引加入或加入本集團的獎勵或離職補償（二零二零年：無）。年內概無董事放棄或同意放棄任何酬金之安排（二零二零年：無）。

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9. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals during the year included four directors (2020: two directors), details of whose remuneration are set out in Note 8 above. Details of the remuneration for the year of the remaining one (2020: three) highest paid individuals who are neither a director nor a chief executive of the Company are as follows:

| | | 2021 二零二一年 | 2020 二零二零年 |
|---|-------------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Salaries, allowances and benefits in kind | 薪金、津貼及實物福利 | 15,544 | 9,328 |
| Equity-settled share option expenses | 以股權結算之購股權開支 | 12,427 | 5,862 |
| Retirement scheme contributions | 退休金計劃供款 | 36 | 44 |
| | | 28,007 | 15,234 |

The number of the non-director and non-chief executive highest paid individuals whose remuneration fell within the following bands is as follows:

| | | Number of employees 僱員人數 | |
|----------------------------------|---------------------------|-----------------------------|---------------|
| | | 2021 二零二一年 | 2020 二零二零年 |
| HK\$1,500,001 to HK\$2,000,000 | 1,500,001港元至2,000,000港元 | – | 1 |
| HK\$3,000,001 to HK\$3,500,000 | 3,000,001港元至3,500,000港元 | – | 1 |
| HK\$10,000,001 to HK\$10,500,000 | 10,000,001港元至10,500,000港元 | – | 1 |
| HK\$28,000,001 to HK\$28,500,000 | 28,000,001港元至28,500,000港元 | 1 | – |
| | | 1 | 3 |

In prior years, share options were granted to the non-director and non-chief executive highest paid individuals in respect of their services to the Group, further details of which are set out in Note 28 to the financial statements. The fair value of such share options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director and non-chief executive highest paid individuals remuneration disclosures.

9. 五名最高薪酬人士

年內五名最高薪酬人士包括四名董事(二零二零年：兩名董事)，其酬金詳情載列於上文附註8。年內其餘一名(二零二零年：三名)非本公司董事或行政總裁之最高薪酬人士之酬金詳情如下：

薪酬屬以下範圍之非董事及非行政總裁之最高薪酬人士之人數如下：

於過往年度，已就非董事及非行政總裁之最高薪酬人士為本集團服務而向其授出購股權，有關進一步詳情載於財務報表附註28。該等購股權之公平值於歸屬期間在損益確認，並於授出日期釐定，而計入本年度財務報表之款項已計入上文所披露之非董事及非行政總裁之最高薪酬人士之酬金內。

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10. INCOME TAX

10. 所得稅

| | | 2021 二零二一年 | 2020 二零二零年 |
|---|--------------------|-----------------|-----------------|
| | Note 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| Current tax – Hong Kong | 本期稅項－香港 | | |
| Charge for the year | 年內支出 | 704 | 1,134 |
| Over-provision in prior years | 過往年度超額撥備 | (1,020) | – |
| Current tax – other jurisdictions | 本期稅項－其他司法權區 | | |
| Charge for the year | 年內支出 | 31,199 | 13,285 |
| Under-provision in prior years | 過往年度撥備不足 | 331 | 3,880 |
| Deferred tax | 遞延稅項 | | |
| Origination and reversal of temporary differences | 暫時差額的產生及撥回 | | |
| | 26 | 4,521 | (4,532) |
| Income tax expense | 所得稅開支 | 35,735 | 13,767 |

Hong Kong profits tax has been provided at the rate of 16.5% (2020: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. The PRC corporate income tax provision in respect of operations in the PRC is calculated mainly based on the statutory tax rate of 25% (2020: 25%) on the estimated assessable profits for the year based on existing legislation, interpretations and practices in respect thereof. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

香港利得稅已按年內於香港賺取之估計應課稅溢利以稅率16.5% (二零二零年：16.5%) 提撥準備。就中國業務作出之中國企業所得稅撥備主要乃根據相關現行法規、詮釋和慣例按本年度估計應課稅溢利以25% (二零二零年：25%) 之法定稅率計算。在其他地區應課稅溢利之稅項，乃根據本集團業務經營所在國家／司法權區之現行稅率計算。

A reconciliation of the income tax expense applicable to profit before income tax for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax charge is as follows:

本公司及其大部分附屬公司所處司法權區之適用於除所得稅前溢利之所得稅開支與稅項支出之對賬如下：

| | | 2021 二零二一年 | 2020 二零二零年 |
|---|-----------------------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Profit before income tax | 除所得稅前溢利 | 4,509,989 | 1,213,362 |
| At the statutory/applicable income tax rates of different jurisdictions | 按不同司法權區之法定／適用所得稅率計算 | 724,172 | 185,056 |
| Tax effect of profits less losses attributable to associates and joint ventures | 聯營公司及合營企業應佔溢利減虧損的稅務影響 | (83,247) | (45,534) |
| Tax effect of income not subject to tax | 毋須課稅收入之稅務影響 | (748,540) | (238,879) |
| Tax effect of expenses not deductible for tax | 不可扣稅開支之稅務影響 | 42,671 | 54,978 |
| (Over)/under-provision in prior years | 過往年度(超額撥備)／撥備不足 | (689) | 3,880 |
| Tax effect of tax losses not recognised | 未確認稅項虧損之稅務影響 | 90,823 | 53,031 |
| Tax effect of tax losses utilised | 已動用稅項虧損之稅務影響 | (4,726) | (1,837) |
| Tax effect of unrecognised temporary differences | 未確認暫時差額之稅務影響 | 2,384 | 3,072 |
| Withholding tax on the disposal of a PRC subsidiary | 出售一間中國附屬公司之預扣稅 | 12,474 | – |
| Others | 其他 | 413 | – |
| Income tax expense | 所得稅開支 | 35,735 | 13,767 |

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11. PROFIT PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share amounts for the year ended 31 December 2021 and 2020 is based on the profit for the year attributable to equity holders of the Company, and the weighted average number of ordinary shares in issue and participating equity instruments during the years.

The calculation of the diluted earnings per share amounts for the year ended 31 December 2021 and 2020 is based on the profit for the year attributable to equity holders of the Company after adjustment to the dilutive effect of share of profits in an associate arising from its potential ordinary shares; and the weighted average number of ordinary shares after adjustment for the effect of deemed exercise or conversion of all dilutive potential ordinary shares at no consideration at the beginning of the year. For the years ended 31 December 2021 and 2020, the effect of the outstanding share options were included in the computation of diluted earnings per share as they were dilutive.

11. 本公司權益持有人應佔每股溢利

截至二零二一年及二零二零年十二月三十一日止年度之每股基本盈利金額乃根據本公司權益持有人應佔年內溢利及年內已發行普通股及參與股本工具加權平均數計算。

截至二零二一年及二零二零年十二月三十一日止年度之每股攤薄盈利金額乃根據本公司權益持有人應佔年內溢利(已就其潛在普通股產生之分佔一間聯營公司溢利之攤薄影響作出調整)及普通股加權平均數(已就視作於年初按零代價行使或轉換全部攤薄性潛在普通股之影響作出調整)計算。截至二零二一年及二零二零年十二月三十一日止年度,由於尚未行使的購股權具攤薄效應,因此於計算每股攤薄盈利時已計及尚未行使購股權之影響。

| | | 2021 二零二一年 | 2020 二零二零年 |
|--|------------------------------------|---------------|---------------|
| Profit attributable to equity holders of the Company, used in the basic earnings per share calculation (HK\$'000) | 用於計算每股基本盈利之本公司權益持有人應佔溢利(千港元) | 4,562,639 | 1,192,392 |
| Adjustment to the share of profits in an associate arising from its dilutive potential ordinary shares (HK\$'000) | 因潛在攤薄普通股而調整分佔一間聯營公司之溢利(千港元) | (4,523) | (1,218) |
| Profit attributable to equity holders of the Company, used in the diluted earnings per share calculation (HK\$'000) | 用於計算每股攤薄盈利之本公司權益持有人應佔溢利(千港元) | 4,558,116 | 1,191,174 |
| 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 per share calculation ('000) | 用於計算每股基本盈利之已發行普通股及參與股本工具之加權平均數(千股) | 11,296,273 | 11,264,333 |
| Equivalent dilutive 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) | 57,175 | 579 |
| 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) | 11,353,448 | 11,264,912 |
| Basic earnings per share (HK cents) | 每股基本盈利(港仙) | 40.39 | 10.59 |
| Diluted earnings per share (HK cents) | 每股攤薄盈利(港仙) | 40.15 | 10.57 |

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12(A) PROPERTY, PLANT AND EQUIPMENT

12(A) 物業、廠房及設備

| | | Buildings | Leasehold improvements | Machinery and office equipment 機器及辦公室設備 | Furniture and fixtures 傢具及裝置 | Motor vehicles 汽車 | Total |
|---|---------------------|-----------------------|---------------------------|--|---------------------------------|----------------------|-----------------------|
| | | 樓宇 HK\$'000 千港元 | 租賃物業裝修 HK\$'000 千港元 | 室設備 HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| 31 December 2021 | 二零二一年十二月三十一日 | | | | | | |
| At 1 January 2021: | 於二零二一年一月一日: | | | | | | |
| Cost | 成本 | 11,854 | 53,222 | 97,228 | 2,163 | 3,864 | 168,331 |
| Accumulated depreciation and impairment | 累計折舊及減值 | (326) | (20,097) | (51,599) | (1,449) | (2,238) | (75,709) |
| Net book amount | 賬面淨值 | 11,528 | 33,125 | 45,629 | 714 | 1,626 | 92,622 |
| Opening net book amount | 年初賬面淨值 | 11,528 | 33,125 | 45,629 | 714 | 1,626 | 92,622 |
| Additions | 添置 | - | 59,339 | 27,275 | 1,135 | 2,690 | 90,439 |
| Disposal | 處置 | (11,489) | (2,669) | (1,918) | (126) | (302) | (16,504) |
| Depreciation charge | 折舊費 | (176) | (18,626) | (14,787) | (606) | (567) | (34,762) |
| Impairment | 減值 | - | (15,494) | (528) | (26) | - | (16,048) |
| Currency translation differences | 匯兌差額 | 137 | 3,175 | 1,572 | 73 | 62 | 5,019 |
| Closing net book amount | 年終賬面淨值 | - | 58,850 | 57,243 | 1,164 | 3,509 | 120,766 |
| At 31 December 2021: | 於二零二一年十二月三十一日: | | | | | | |
| Cost | 成本 | - | 110,205 | 122,777 | 3,053 | 5,167 | 241,202 |
| Accumulated depreciation and impairment | 累計折舊及減值 | - | (51,355) | (65,534) | (1,889) | (1,658) | (120,436) |
| Net book amount | 賬面淨值 | - | 58,850 | 57,243 | 1,164 | 3,509 | 120,766 |
| 31 December 2020 | 二零二零年十二月三十一日 | | | | | | |
| At 1 January 2020: | 於二零二零年一月一日: | | | | | | |
| Cost | 成本 | 11,106 | 54,279 | 67,017 | 4,390 | 5,561 | 142,353 |
| Accumulated depreciation and impairment | 累計折舊及減值 | (61) | (24,878) | (35,838) | (3,791) | (3,629) | (68,197) |
| Net book amount | 賬面淨值 | 11,045 | 29,401 | 31,179 | 599 | 1,932 | 74,156 |
| Opening net book amount | 年初賬面淨值 | 11,045 | 29,401 | 31,179 | 599 | 1,932 | 74,156 |
| Acquisition of subsidiaries | 收購附屬公司 | - | 12,630 | 11,546 | 364 | 53 | 24,593 |
| Additions | 添置 | - | 7,255 | 14,057 | 1,684 | 83 | 23,079 |
| Disposal | 處置 | - | (5,066) | (248) | (1,312) | (3) | (6,629) |
| Depreciation charge | 折舊費 | (246) | (10,138) | (10,907) | (592) | (503) | (22,386) |
| Impairment | 減值 | - | (2,775) | (2,202) | (30) | (47) | (5,054) |
| Currency translation differences | 匯兌差額 | 729 | 1,818 | 2,204 | 1 | 111 | 4,863 |
| Closing net book amount | 年終賬面淨值 | 11,528 | 33,125 | 45,629 | 714 | 1,626 | 92,622 |
| At 31 December 2020: | 於二零二零年十二月三十一日: | | | | | | |
| Cost | 成本 | 11,854 | 53,222 | 97,228 | 2,163 | 3,864 | 168,331 |
| Accumulated depreciation and impairment | 累計折舊及減值 | (326) | (20,097) | (51,599) | (1,449) | (2,238) | (75,709) |
| Net book amount | 賬面淨值 | 11,528 | 33,125 | 45,629 | 714 | 1,626 | 92,622 |

For the years ended 31 December 2021 and 2020, the management of the Group considered that certain leasehold improvements of the Group were subject to impairment because of the challenging retail market due to the spread of COVID-19 in Mainland China and Hong Kong.

截至二零二一年及二零二零年十二月三十一日止年度，本集團管理層認為本集團部分租賃物業裝修出現減值，乃由於COVID-19於中國內地及香港蔓延為零售市場帶來挑戰。

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12(A) PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The management estimated the recoverable amounts of the cash-generating units as follows:

“bossini” and “bossini.X” cash-generating units in relation to the property, plant and equipment and right-of-use assets

The recoverable amounts of the “bossini” and “bossini.X” cash-generating units comprising from each store have been determined based on a value in use calculation which was approved by the management using cash flow projections based on financial budgets covering the remaining useful lives of the respective items of property, plant and equipment. Key assumptions used for the value in use calculation as at 31 December 2021 were as follows:

| | | 2021 二零二一年 | |
|-------------------|-------|--|--|
| | | “bossini” cash-generating units 「bossini」 現金產生單位 | “bossini.X” cash-generating units 「bossini.X」 現金產生單位 |
| Sales growth rate | 銷售增長率 | 0% | Note |
| Gross margin rate | 毛利率 | 44% – 70% | 31% – 59% |
| Discount rate | 貼現率 | 13% – 14% | 14% |

Note: Sales growth rate for “bossini.X” cash-generating units was based on the budgeted sales approved by the management for the year ending 31 December 2022, 100% sales growth for the year ending 31 December 2023, further 50% sales growth for the year ending 31 December 2024 and remain stable thereafter.

The management determined the above sales growth rate and gross margin rate based on historical operation data, the expectation of future market development and taken into consideration on the continuous impact from the COVID-19.

Impairment provision on property, plant and equipment of HK\$16,048,000 (2020: HK\$5,054,000) was recognised in profit or loss during the year ended 31 December 2021.

(a) *Sensitivity analysis on the impairment assessment of “bossini” cash-generating unit in relation to the property, plant and equipment and right-of-use assets*

As at 31 December 2021, if the forecast sales for the year ending 31 December 2022 applied to the cash flow projection for “bossini” cash-generating units had been higher/lower 10%, an impairment charge of approximately HK\$13,834,000 lower or HK\$20,134,000 higher, respectively would be resulted.

12(A) 物業、廠房及設備 (續)

管理層估計現金產生單位之可收回金額如下：

有關物業、廠房及設備以及使用權資產的「bossini」和「bossini.X」現金產生單位

「bossini」和「bossini.X」現金產生單位(由每個零售店組成)的可收回金額使用獲管理層批准的現金流量預測計算之使用價值釐定，現金流量預測基於涵蓋各物業、廠房及設備項目餘下可使用年期之財務預算計算。於二零二一年十二月三十一日計算使用價值所採用之主要假設如下：

附註：「bossini.X」現金產生單位的銷售增長率乃基於管理層就截至二零二二年十二月三十一日止年度批准之預算銷售額，截至二零二三年十二月三十一日止年度的銷售增長率為100%，截至二零二四年十二月三十一日止年度的銷售增長率進一步增加50%，隨後保持穩定。

管理層根據過往營運數據、預期未來市況發展並計及COVID-19的持續影響釐定上述銷售增長率及毛利率。

物業、廠房及設備之減值撥備16,048,000港元(二零二零年：5,054,000港元)已於截至二零二一年十二月三十一日止年度之損益內確認。

(a) *有關物業、廠房及設備以及使用權資產的「bossini」現金產生單位減值評估之敏感度分析*

於二零二一年十二月三十一日，倘應用於「bossini」現金產生單位之現金流量預測之截至二零二二年十二月三十一日止年度之預測銷售增加/減少10%，將分別導致減值費減少約13,834,000港元或增加20,134,000港元。

12(A) PROPERTY, PLANT AND EQUIPMENT (CONTINUED)
“bossini” and “bossini.X” cash-generating units in relation to the
property, plant and equipment and right-of-use assets (Continued)

(a) *Sensitivity analysis on the impairment assessment of “bossini” cash-generating unit in relation to the property, plant and equipment and right-of-use assets (Continued)*

As at 31 December 2021, if the forecast sales for the year ending 31 December 2022 applied to the cash flow projection for “bossini” cash-generating units had been higher/lower 20%, an impairment charge of approximately HK\$21,375,000 lower or HK\$41,055,000 higher, respectively would be resulted.

As at 31 December 2021, if the discount rate applied to the cash flow projection for “bossini” cash-generating units had been higher/lower 1%, an impairment charge of approximately HK\$752,000 higher or HK\$772,000 lower, respectively would be resulted.

(b) *Sensitivity analysis on the impairment assessment of “bossini.X” cash-generating unit in relation to the property, plant and equipment and right-of-use assets*

As at 31 December 2021, if the forecast sales for the year ending 31 December 2022 applied to the cash flow projection for “bossini.X” cash-generating units had been higher/lower 10%, an impairment charge of approximately HK\$5,480,000 lower or HK\$7,985,000 higher, respectively would be resulted.

As at 31 December 2021, if the forecast sales for the year ending 31 December 2022 applied to the cash flow projection for “bossini.X” cash-generating units had been higher/lower 20%, an impairment charge of approximately HK\$9,669,000 lower or HK\$19,369,000 higher, respectively would be resulted.

As at 31 December 2021, if the discount rate applied to the cash flow projection for “bossini.X” cash-generating units had been higher/lower 1%, an impairment charge of approximately HK\$459,000 higher or HK\$474,000 lower, respectively would be resulted.

In early 2022, the Hong Kong government has taken more vigorous measures to restrict the spread of COVID-19 in Hong Kong, including further tightening of social distancing rules and bans on incoming flights. In light of the rapidly increasing number of confirmed cases in February and March 2022, additional precautionary and control measures were added. This recent development has impacted businesses and economic activities in Hong Kong and the directors considered that it will impact the performance and the determination of the recoverable amounts of the relevant CGUs in the future. The management will continue to monitor the impacts to the Group.

12(A) 物業、廠房及設備(續)
有關物業、廠房及設備以及使用權資產的
「bossini」和「bossini.X」現金產生單位(續)

(a) *有關物業、廠房及設備以及使用權資產的「bossini」現金產生單位減值評估之敏感度分析(續)*

於二零二一年十二月三十一日，倘應用於「bossini」現金產生單位之現金流量預測之截至二零二二年十二月三十一日止年度之預測銷售增加／減少20%，將分別導致減值費減少約21,375,000港元或增加41,055,000港元。

於二零二一年十二月三十一日，倘應用於「bossini」現金產生單位之現金流量預測之貼現率增加／減少1%，將分別導致減值費增加約752,000港元或減少772,000港元。

(b) *有關物業、廠房及設備以及使用權資產的「bossini.X」現金產生單位減值評估之敏感度分析*

於二零二一年十二月三十一日，倘應用於「bossini.X」現金產生單位之現金流量預測之截至二零二二年十二月三十一日止年度之預測銷售增加／減少10%，將分別導致減值費減少約5,480,000港元或增加7,985,000港元。

於二零二一年十二月三十一日，倘應用於「bossini.X」現金產生單位之現金流量預測之截至二零二二年十二月三十一日止年度之預測銷售增加／減少20%，將分別導致減值費減少約9,669,000港元或增加19,369,000港元。

於二零二一年十二月三十一日，倘應用於「bossini.X」現金產生單位之現金流量預測之貼現率增加／減少1%，將分別導致減值費增加約459,000港元或減少474,000港元。

於二零二二年初，香港政府已採取更多有力措施限制COVID-19於香港的傳播，包括進一步收緊社交距離規則及禁止航班入境。鑒於二零二二年二月及三月確診病例數急速上升，政府施加額外預防及控制措施。此近期發展已影響香港的商業及經濟活動，董事認為其將對未來相關現金產生單位的可收回金額的表現及釐定產生影響。管理層將繼續監察對本集團的影響。

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12(B) LEASES

(i) Amounts recognised in the statement of financial position

The statement of financial position shows the following amounts relating to leases when the Group is a lessee:

| | | 31 December 2021 二零二一年 十二月三十一日 | 31 December 2020 二零二零年 十二月三十一日 |
|----------------------------|--------------|---|---|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Right-of-use assets | 使用權資產 | | |
| Buildings | 樓宇 | 321,502 | 277,077 |
| | | 321,502 | 277,077 |
| Lease liabilities | 租賃負債 | | |
| Current | 流動 | 123,689 | 135,312 |
| Non-current | 非流動 | 362,630 | 273,476 |
| | | 486,319 | 408,788 |

No right-of-use asset was acquired through addition and acquisition of subsidiaries for the year ended 31 December 2021 (2020: HK\$192,043,000).

As at 31 December 2021, the Group's management identified certain retail shops which continued to underperform. The recoverable amounts of the "bossini" and "bossini.X" cash-generating units have been determined based on value in use calculation which was approved by the management using cash flow projections based on financial budgets covering the remaining lease terms. Details on the key assumptions used for the value in use calculation of "bossini" and "bossini.X" cash-generating units are disclosed in Note 12(A).

An impairment provision on right-of-use assets of HK\$71,111,000 (2020: HK\$23,363,000) was recognised in profit or loss during the year ended 31 December 2021.

12(B) 租賃

(i) 於財務狀況表確認的款項

財務狀況表列示以下租賃(本集團作為承租人)相關款項:

截至二零二一年十二月三十一日止年度並無透過添置及收購附屬公司而增加的使用權資產(二零二零年: 192,043,000港元)。

於二零二一年十二月三十一日,本集團管理層識別若干持續表現欠佳的零售店舖。「bossini」及「bossini.X」現金產生單位的可收回金額使用獲管理層批准的現金流量預測計算之使用價值釐定,現金流量預測基於涵蓋餘下租賃年期之財務預算計算。有關「bossini」和「bossini.X」現金產生單位的計算使用價值所採用之主要假設詳情已在附註12(A)披露。

使用權資產之減值撥備71,111,000港元(二零二零年: 23,363,000港元)已於截至二零二一年十二月三十一日止年度之損益內確認。

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12(B) LEASES (CONTINUED)

(ii) Amounts recognised in the statement of profit or loss

The statement of profit or loss shows the following amounts relating to leases:

| | | 2021 二零二一年 | 2020 二零二零年 |
|---|---|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Depreciation charge of right-of-use assets | 使用權資產折舊費 | 125,578 | 72,660 |
| Impairment on right-of-use assets | 使用權資產之減值 | 71,111 | 23,363 |
| Interest expense (included in finance cost) | 利息開支 (計入財務成本) | 20,971 | 17,198 |
| Expense relating to short-term leases and variable lease payments (included in cost of sales, selling leases and distribution expenses and administrative and other operating expenses) | 短期租賃及可變租賃付款相關開支 (計入銷售成本、銷售及分銷開支以及行政及其他經營開支) | 67,904 | 39,896 |

The total cash outflow for leases for the year ended 31 December 2021 was HK\$237,018,000 (2020: HK\$143,581,000).

12(B) 租賃 (續)

(ii) 於損益表確認的款項

損益表列示以下租賃相關款項：

截至二零二一年十二月三十一日止年度，租賃導致的現金流出總額為237,018,000港元（二零二零年：143,581,000港元）。

(iii) The Group's leasing activities and how these are accounted for

The Group leases various offices, sports parks, ice skating rinks, retail stores and staff quarters. Rental contracts are typically made for fixed periods of 1 to 20 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants but leased assets may not be used as security for borrowing purposes.

(iii) 本集團之租賃活動及其入賬方法

本集團租賃多處辦公場所、體育園、滑冰場、零售店舖及職工宿舍。租賃合約通常按1至20年之固定期限訂立。租賃條款按個別基準磋商，並包含各種不同的條款及條件。租賃協議不施加任何契諾，惟租賃資產不得用作借貸擔保物。

(iv) Variable lease payments

Some property leases contain variable payment terms that are linked to sales generated from a store. For certain stores included fixed and variable payment terms, the variable payment terms are with percentages ranging from 1% to 26% of sales. Variable payment terms are used for a variety of reasons, including minimising the fixed costs base for newly established stores. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

(iv) 可變租賃付款

若干物業租賃包含與店舖產生的銷售額掛鈎的可變付款條款。就若干包括固定及可變付款條款的店舖而言，可變付款條款介乎銷售額的1%至26%。使用可變付款條款有各種原因，包括使新設店舖的固定成本基數最小化。取決於銷售額的可變租賃付款於觸發該等付款的條件發生的期間內於損益內確認。

(v) Extension and termination options

Extension and termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations.

(v) 續租選擇權和終止租賃選擇權

本集團的若干房地產租賃包含續租選擇權和終止租賃選擇權。就管理本集團營運中的資產而言，該等選擇權的使用目的在於將操作靈活性達到最大化。

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13. INVESTMENT PROPERTIES

13. 投資物業

| | | Note 附註 | HK\$'000 千港元 |
|---|---------------------------------|------------|------------------|
| Carrying amount at 1 January 2020 | 於二零二零年一月一日之賬面值 | | - |
| Acquisition of subsidiaries | 收購附屬公司 | | 205,100 |
| Fair value loss | 公平值虧損 | | (1,400) |
| Carrying amount at 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及 二零二一年一月一日之賬面值 | | 203,700 |
| Fair value gain | 公平值收益 | | 74,830 |
| Transfer to assets classified as held-for-sale | 轉撥至分類為持作出售之資產 | 34 | (184,730) |
| Carrying amount at 31 December 2021 | 於二零二一年十二月三十一日之賬面值 | | 93,800 |

| Amounts recognised in profit or loss for investment properties | 就投資物業之損益確認之金額 | 2021 | 2020 |
|---|---------------|-----------------|-----------------|
| | | 二零二一年 | 二零二零年 |
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Rental income | 租金收入 | 6,648 | 3,838 |

As at 31 December 2021, the Group had no unprovided contractual obligations for future repairs and maintenance (2020: Nil).

於二零二一年十二月三十一日，本集團並無已簽約但未撥備之將來維修及保養責任（二零二零年：無）。

The Group's investment property was valued as at the end of the reporting period by Roma Appraisals Limited, independent professionally qualified valuer, at HK\$93,800,000 (2020: HK\$203,700,000). Each year, the Group's management decide to appoint which external valuer to be responsible for the external valuation of the Group's property. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's management have discussions with the valuer on the valuation assumptions and valuation result when the valuation is performed for annual financial reporting.

本集團之投資物業由獨立專業合資格估值師羅馬國際評估有限公司於報告期末之估值為93,800,000港元（二零二零年：203,700,000港元）。本集團之管理層於每年決定委任外聘估值師，負責對本集團物業進行外部估值。甄選標準包括市場知識、聲譽、獨立性及是否維持專業水準。本集團之管理層於年度財務報告進行估值時就估值假設及估值結果與估值師進行討論。

Further particulars of the Group's investment property are included on page 221.

有關本集團投資物業之進一步詳情載於第221頁。

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13. INVESTMENT PROPERTIES (CONTINUED)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment property:

31 December 2021

| | Quoted prices in active markets 活躍 市場報價 (Level 1) (第一層) HK\$'000 千港元 | Fair value measurement using 採用之公平值計量 | | Total 總計 HK\$'000 千港元 | | |
|--|--|---|--|--|--------|--------|
| | | Significant observable inputs 重大 可觀察 輸入數據 (Level 2) (第二層) HK\$'000 千港元 | Significant unobservable inputs 重大 不可觀察 輸入數據 (Level 3) (第三層) HK\$'000 千港元 | | | |
| Recurring fair value measurement for: Industrial property | | 經常性公平值計量： 工業物業 | - | - | 93,800 | 93,800 |

31 December 2020

| | Quoted prices in active markets 活躍 市場報價 (Level 1) (第一層) HK\$'000 千港元 | Fair value measurement using 採用之公平值計量 | | Total 總計 HK\$'000 千港元 | | |
|--|--|---|--|--|---------|---------|
| | | Significant observable inputs 重大 可觀察 輸入數據 (Level 2) (第二層) HK\$'000 千港元 | Significant unobservable inputs 重大 不可觀察 輸入數據 (Level 3) (第三層) HK\$'000 千港元 | | | |
| Recurring fair value measurement for: Industrial property | | 經常性公平值計量： 工業物業 | - | - | 203,700 | 203,700 |

13. 投資物業(續)

公平值架構

下表說明本集團之投資物業之公平值計量架構：

二零二一年十二月三十一日

| | Quoted prices in active markets 活躍 市場報價 (Level 1) (第一層) HK\$'000 千港元 | Fair value measurement using 採用之公平值計量 | | Total 總計 HK\$'000 千港元 | | |
|--|--|---|--|--|--------|--------|
| | | Significant observable inputs 重大 可觀察 輸入數據 (Level 2) (第二層) HK\$'000 千港元 | Significant unobservable inputs 重大 不可觀察 輸入數據 (Level 3) (第三層) HK\$'000 千港元 | | | |
| Recurring fair value measurement for: Industrial property | | 經常性公平值計量： 工業物業 | - | - | 93,800 | 93,800 |

二零二零年十二月三十一日

| | Quoted prices in active markets 活躍 市場報價 (Level 1) (第一層) HK\$'000 千港元 | Fair value measurement using 採用之公平值計量 | | Total 總計 HK\$'000 千港元 | | |
|--|--|---|--|--|---------|---------|
| | | Significant observable inputs 重大 可觀察 輸入數據 (Level 2) (第二層) HK\$'000 千港元 | Significant unobservable inputs 重大 不可觀察 輸入數據 (Level 3) (第三層) HK\$'000 千港元 | | | |
| Recurring fair value measurement for: Industrial property | | 經常性公平值計量： 工業物業 | - | - | 203,700 | 203,700 |

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13. INVESTMENT PROPERTIES (CONTINUED)

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2020: nil).

As the investment property is measured initially at cost, there is no movement of fair value measurements categorised within Level 3 of the fair value hierarchy.

The fair value is estimated using a direct comparison approach. Under the direct comparison approach, fair value is estimated by using the direct comparison method on the assumption of the sale of the property interest with the benefit of vacant possession and by making reference to comparable sales transactions as available in the market.

The valuation takes into account the characteristics of the investment property, which include the location, size, shape, view, floor level, year of completion and other factors collectively, to arrive at the unit market price. The fair value measurement is based on the above property's highest and best use, which does not differ from the actual use.

The key input is the unit market price (2021: approximately HK\$4,500 (2020: HK\$3,300) per sq.ft for industrial building and HK\$2,000,000 (2020: 2,400,000) for car park). A significant increase/decrease in the market price will result in a significant increase/decrease in the fair value of the investment property.

13. 投資物業(續)

年內，第一層與第二層之間並無公平值計量之轉撥，亦無轉入或轉出第三層之情況(二零二零年：無)。

由於投資物業按成本作初步計量，故屬公平值架構第三層範疇內之公平值計量並無變動。

公平值乃使用直接比較法估計。根據直接比較法，公平值乃以直接比較法，假設物業權益可交吉出售並經參考有關市場之可比較銷售交易而作估計。

進行估值時會考慮投資物業之特性，包括位置、大小、形狀、景觀、樓層、落成年份及其他因素，以得出單位市場價格。公平值計量是按照上述物業與實際用途無異的最高及最佳用途得出。

主要輸入數據為單位市場價格(二零二一年：工業大廈為每平方呎約4,500港元(二零二零年：3,300港元)，而停車場為2,000,000港元(二零二零年：2,400,000港元))。當市場價格大幅上升／下跌時，會導致投資物業公平值大幅上升／下跌。

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14. INTANGIBLE ASSETS

14. 無形資產

| | | Goodwill | Trademark and Licensing Right | Operating Rights | League Qualification and Home and Away Co-operation Agreement 聯賽資格及主客場合作協議 | Players Registration Rights | Member-Ship | Total |
|---|----------------|-----------------------|-------------------------------|------------------------|---|-----------------------------|-----------------------|-----------------------|
| | | 商譽 HK\$'000 千港元 | 商標及許可使用權 HK\$'000 千港元 | 營運權 HK\$'000 千港元 | 協議 HK\$'000 千港元 | 轉會費 HK\$'000 千港元 | 會籍 HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| At 1 January 2021: | 於二零二一年一月一日: | | | | | | | |
| Opening net book amount | 年初賬面淨值 | 79,360 | 76,540 | 14,749 | 87,320 | 8,547 | 22,068 | 288,584 |
| Additions | 添置 | - | 816 | - | - | 2,406 | - | 3,222 |
| Amortisation charge | 攤銷費 | - | (8,205) | (1,029) | (12,621) | (4,914) | (5,583) | (32,352) |
| Currency translation differences | 匯兌差額 | 2,156 | 1,729 | 417 | 2,350 | 208 | 552 | 7,412 |
| Closing net book amount | 年終賬面淨值 | 81,516 | 70,880 | 14,137 | 77,049 | 6,247 | 17,037 | 266,866 |
| At 31 December 2021: | 於二零二一年十二月三十一日: | | | | | | | |
| Cost | 成本 | 242,605 | 100,252 | 17,014 | 118,116 | 17,938 | 28,397 | 524,322 |
| Accumulated amortisation and impairment | 累計攤銷及減值 | (161,089) | (29,372) | (2,877) | (41,067) | (11,691) | (11,360) | (257,456) |
| Net book amount | 賬面淨值 | 81,516 | 70,880 | 14,137 | 77,049 | 6,247 | 17,037 | 266,866 |
| At 1 January 2020: | 於二零二零年一月一日: | | | | | | | |
| Opening net book amount | 年初賬面淨值 | 206,742 | 65,258 | 14,771 | 93,500 | 17,574 | 25,845 | 423,690 |
| Acquisition of subsidiaries | 收購附屬公司 | - | 14,000 | - | - | - | - | 14,000 |
| Additions | 添置 | - | 144 | - | - | 7,178 | - | 7,322 |
| Amortisation charge | 攤銷費 | - | (6,854) | (956) | (11,740) | (9,398) | (5,192) | (34,140) |
| Disposal | 處置 | - | - | - | - | (7,390) | - | (7,390) |
| Impairment charge (note iii) | 減值費(附註iii) | (130,107) | - | - | - | - | - | (130,107) |
| Currency translation differences | 匯兌差額 | 2,725 | 3,992 | 934 | 5,560 | 583 | 1,415 | 15,209 |
| Closing net book amount | 年終賬面淨值 | 79,360 | 76,540 | 14,749 | 87,320 | 8,547 | 22,068 | 288,584 |
| At 31 December 2020: | 於二零二零年十二月三十一日: | | | | | | | |
| Cost | 成本 | 235,843 | 96,978 | 16,527 | 114,739 | 15,047 | 27,585 | 506,719 |
| Accumulated amortisation and impairment | 累計攤銷及減值 | (156,483) | (20,438) | (1,778) | (27,419) | (6,500) | (5,517) | (218,135) |
| Net book amount | 賬面淨值 | 79,360 | 76,540 | 14,749 | 87,320 | 8,547 | 22,068 | 288,584 |

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14. INTANGIBLE ASSETS (CONTINUED)

Impairment testing of goodwill

Goodwill acquired through business combinations are mainly allocated to the following cash-generating units ("CGUs"), which are separate business operations, for annual impairment testing:

- Sports parks CGU
- Esports CGU
- Ice-skating rinks CGU
- Other CGUs

The carrying amount of goodwill allocated to each CGU with significant amount of goodwill:

| | | 2021 二零二一年 | 2020 二零二零年 |
|-----------------------|-----------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Sports parks CGU | 體育園現金產生單位 | 5,410 | 5,410 |
| Esports CGU | 電競現金產生單位 | 33,646 | 32,684 |
| Ice-skating rinks CGU | 滑冰場現金產生單位 | 41,743 | 40,550 |
| Other CGUs | 其他現金產生單位 | 717 | 716 |
| | | 81,516 | 79,360 |

(i) Sports parks CGU

The recoverable amount of the sports parks CGU has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a ten-year period approved by management. Management considers it is appropriate to apply a financial forecast covering a ten-year period in the VIU calculation based on the factors including: (i) predictability of the trend of operating scale; (ii) expected sustainability of business growth; and (iii) length of period to achieve business targets. The pre-tax discount rate applied to the cash flow projections is 24.4%. The growth rate used to extrapolate the cash flows of the sports parks CGU beyond the ten-year period is 2.0%.

Assumptions were used in the value in use calculation of the sports parks CGU for 31 December 2021. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

| | |
|------------------------|-------------|
| Revenue growth rate: | 2.0%–27.5% |
| EBITDA margin: | 14.1%–28.0% |
| Pre-tax discount rate: | 24.4% |

The revenue growth rate is for the ten-year forecast period. The cash flow projection is derived from the approved business plan which has a forecast covering a period of ten years and have incorporated necessary updates.

14. 無形資產(續)

商譽減值測試

透過業務合併獲得的商譽主要分配至下列獨立業務營運的現金產生單位(「現金產生單位」),以進行年度減值測試:

- 體育園現金產生單位
- 電競現金產生單位
- 滑冰場現金產生單位
- 其他現金產生單位

商譽的賬面值分配至各商譽金額較大的現金產生單位:

(i) 體育園現金產生單位

體育園現金產生單位的可收回金額乃根據使用價值計算使用現金流量預測(基於管理層批准的涵蓋十年期的財務預算)而釐定。管理層認為,基於以下因素,於使用價值計算中應用涵蓋十年期間之財務預測屬適當,該等因素包括:(i)經營規模趨勢之可預測性;(ii)預期業務增長之可持續性;及(iii)實現業務目標之時間。應用於現金流量預測的除稅前貼現率為24.4%。用於推斷體育園現金產生單位超過十年期的現金流量的增長率為2.0%。

在計算二零二一年十二月三十一日的體育園現金產生單位的使用價值時使用了假設。以下描述了管理層進行商譽減值測試的現金流量預測所基於的每個關鍵假設:

| | |
|------------|-------------|
| 收益增長率: | 2.0%–27.5% |
| EBITDA利潤率: | 14.1%–28.0% |
| 除稅前貼現率: | 24.4% |

收益增長率乃針對十年預測期間。現金流量預測乃摘自經批准業務計劃,該計劃載有涵蓋十年期的預測並已載入必要更新資料。

14. INTANGIBLE ASSETS (CONTINUED)

The percentage of EBITDA of revenue is the average percentages over the ten-year forecast period. It is based on the current margin levels, with adjustments made to reflect the expected future market conditions.

The discount rate used is pre-tax and reflect specific risks relating to the CGU.

For the year ended 31 December 2021, management believes that a reasonably possible change in any of the above key assumptions would not cause the carrying amount of the sports parks CGU to exceed its recoverable amount.

(ii) Esports CGU

The recoverable amount of the Esports CGU has been determined based on a fair value less costs of disposal calculation using the comparable company method under the market approach, prepared by Roma Appraisals Limited, an independent professionally qualified valuer engaged by the Group, to assist in the determination of the fair value less costs of disposal.

The following key assumptions were used in the estimate of fair value less costs of disposal of the Esports CGU as at 31 December 2021 in connection with the impairment testing of goodwill:

- (i) the enterprise value/sales multiples observed from a group of comparable companies engaged in the same business ranged from 2.3 to 2.9 as at 31 December 2021;
- (ii) adjustments factors, such as illiquidity discount that market participants would generally consider when estimating the fair value of the Esports CGU (2021:20.6%); and
- (iii) appropriate amount of cost of disposal.

14. 無形資產(續)

EBITDA佔收益之百分比為十年預測期間的平均百分比，乃基於目前利潤率水平並作出調整以反映預期未來市場狀況。

所採用貼現率為除稅前比率，並反映有關現金產生單位之特定風險。

截至二零二一年十二月三十一日止年度，管理層認為上述任何關鍵假設可能出現的合理變動將不會導致體育園現金產生單位的賬面值超過其可收回金額。

(ii) 電競現金產生單位

電競現金產生單位的可收回金額乃採用市場法項下可比較公司法，根據公平值減出售成本計算，由獨立專業合資格估值師羅馬國際評估有限公司編製，本集團委聘其協助釐定公平值減出售成本。

關於商譽的減值測試，計算二零二一年十二月三十一日的電競現金產生單位的估計公平值減出售成本時已使用以下關鍵假設：

- (i) 於二零二一年十二月三十一日，觀察從事相同業務的可比較公司得出的介乎2.3至2.9的企業價值／銷售額倍數；
- (ii) 調整係數，如市場參與者估計電競現金產生單位公平值時通常考慮的非流動資金折現(二零二一年：20.6%)；及
- (iii) 適當的出售成本金額。

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14. INTANGIBLE ASSETS (CONTINUED)

For the year ended 31 December 2021, management believes that a reasonably possible change in any of the above key assumptions would not cause the carrying amount of the Esports CGU to materially exceed its recoverable amount.

(iii) Ice-skating rinks CGU

The recoverable amount of the ice-skating rinks CGU has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by management. The pre-tax discount rate applied to the cash flow projections is 20.5%. The growth rate used to extrapolate the cash flows of the ice-skating rinks CGU beyond the five-year period is 2.0%.

Assumptions were used in the value in use calculation of the ice-skating rinks CGU for 31 December 2021. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

| | |
|------------------------|-------------|
| Revenue growth rate: | 2.0%–13.8% |
| EBITDA margin: | 26.0%–32.6% |
| Pre-tax discount rate: | 20.5% |

The revenue growth rate is for the five-year forecast period. The cash flow projection is derived from the approved business plan which has a forecast covering a period of five years and have incorporated necessary updates.

The percentage of EBITDA of revenue is the average percentages over the five-year forecast period. It is based on the current margin levels, with adjustments made to reflect the expected future market conditions.

The discount rate used is pre tax and reflect specific risks relating to the CGU.

14. 無形資產(續)

截至二零二一年十二月三十一日止年度，管理層認為上述任何關鍵假設可能出現的合理變動將不會導致電競現金產生單位的賬面值大幅超過其可收回金額。

(iii) 滑冰場現金產生單位

滑冰場現金產生單位的可收回金額乃根據使用價值計算使用現金流量預測(基於管理層批准的涵蓋五年期的財務預算)而釐定。應用於現金流量預測的除稅前貼現率為20.5%。用於推斷滑冰場現金產生單位超過五年期的現金流量的增長率為2.0%。

在計算二零二一年十二月三十一日的滑冰場現金產生單位的使用價值時使用了假設。以下描述了管理層進行商譽減值測試的現金流量預測所基於的每個關鍵假設：

| | |
|------------|-------------|
| 收益增長率： | 2.0%–13.8% |
| EBITDA利潤率： | 26.0%–32.6% |
| 除稅前貼現率： | 20.5% |

收益增長率乃針對五年預測期間。現金流量預測乃摘自經批准業務計劃，該計劃載有涵蓋五年期的預測並已載入必要更新資料。

EBITDA佔收益之百分比為五年預測期間的平均百分比，乃基於目前利潤率水平並作出調整以反映預期未來市場狀況。

所採用貼現率為除稅前比率，並反映有關現金產生單位之特定風險。

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14. INTANGIBLE ASSETS (CONTINUED)

For the year ended 31 December 2021, no impairment loss was recognised (2020: HK\$130,107,000), management believes that a reasonably possible change in any of the above key assumptions would not cause the carrying amount of the ice-skating rinks CGU to exceed its recoverable amount.

(iv) Other CGUs

During the year ended 31 December 2021, no impairment loss was recognised on goodwill and other intangible assets of other CGUs in profit or loss (2020: nil).

14. 無形資產 (續)

截至二零二一年十二月三十一日止年度，並無確認減值虧損（二零二零年：130,107,000港元），管理層認為上述任何關鍵假設可能出現的合理變動將不會導致滑冰場現金產生單位的賬面值超過其可收回金額。

(iv) 其他現金產生單位

於截至二零二一年十二月三十一日止年度，概無於損益確認任何有關現金產生單位的商譽及其他無形資產的減值虧損（二零二零年：無）。

15. INTERESTS IN ASSOCIATES AND JOINT VENTURES

| | | 2021 二零二一年 | 2020 二零二零年 |
|----------------|------|------------------|------------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Associates | 聯營公司 | 4,123,956 | 3,031,113 |
| Joint ventures | 合營企業 | 435 | 491 |
| | | 4,124,391 | 3,031,604 |

15. 於聯營公司及合營企業之權益

Interests in associates

The following is a movement of interests in associates during the year:

於聯營公司之權益

以下為年內於聯營公司之權益變動：

| | | | 2021 二零二一年 | 2020 二零二零年 |
|---|-------------------------|-------------|------------------|------------------|
| | | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 January | 於一月一日 | | 3,031,113 | 2,939,185 |
| Share of profits less losses for the period | 分佔期內溢利減虧損 | | 492,641 | 267,175 |
| Share of other comprehensive loss | 分佔其他全面虧損 | | (2,346) | (1,906) |
| Share of reserves | 分佔儲備 | | 26,370 | 27,330 |
| Dividend received | 已收股息 | | (82,247) | (68,058) |
| Change in interest in associate due to partial disposal and deemed dilution | 由於部分出售及視作攤薄導致於聯營公司的權益變動 | (a),(b) | 522,412 | (413,568) |
| Currency translation differences | 匯兌差額 | | 136,013 | 280,955 |
| At 31 December | 於十二月三十一日 | | 4,123,956 | 3,031,113 |

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15. INTERESTS IN ASSOCIATES AND JOINT VENTURES (CONTINUED)

- (a) The Group entered into a placing agreement (“the 2021 Placing”) with J.P. Morgan Securities (Asia Pacific) Limited on 18 May 2021 to sell 60,000,000 Li Ning Co Shares. The Group’s investments in Li Ning Co is considered as investments in associate and accounted for using the equity method before and after the 2021 Placing. Upon the completion of the 2021 Placing on 21 May 2021, the Group derecognised the carrying value of the associate proportionate to the percentage reduced, reclassified a proportionate amount of exchange fluctuation reserve previously recognized to the consolidated financial statement, resulted in net proceeds of HK\$3,786.9 million and gain of HK\$3,338.8 million. For details, please refer to the announcements of the Company dated 18 May 2021.
- (b) On 27 October 2021, Li Ning Co, Viva China Development Limited (the “Vendor”, a wholly-owned subsidiary of the Group) and J.P. Morgan Securities plc and Nomura International (Hong Kong) Limited (the “Placing Agents”) entered into the placing and subscription agreement, pursuant to which (i) the Vendor has agreed to place, through the Placing Agents, on a fully-underwritten basis, an aggregate of 120,000,000 Li Ning Co’s shares held by the Vendor (the “Top-up Placing Shares”), at the price of HK\$87.50 per Top-up Placing Share (the “Top-up Placing Price”); and (ii) the Vendor has agreed to subscribe for 120,000,000 new Li Ning Co’s shares (the “Top-up Subscription Shares”) at the price of HK\$87.50 per Top-up Subscription Share (the “Top-up Subscription Price”) which is equivalent to the Top-up Placing Price (the “Top-up Placing and Subscription”).

The placing of the Top-up Placing Shares held by the Vendor (the “Top-up Placing”) was completed on 1 November 2021 and the subscription of the Top-up Subscription Shares by the Vendor (the “Top-up Subscription”) was completed on 3 November 2021.

15. 於聯營公司及合營企業之權益 (續)

- (a) 於二零二一年五月十八日，本集團與 J.P. Morgan Securities (Asia Pacific) Limited 訂立配售協議（「2021 配售事項」）以出售 60,000,000 股李寧公司股份。本集團於李寧公司的投資被視為於聯營公司的投資及於 2021 配售事項前後使用權益法入賬。於二零二一年五月二十一日完成 2021 配售事項後，本集團終止確認聯營公司分佔所減少百分比之賬面值，將先前確認之匯兌波動儲備之比例金額重新分類至綜合財務報表，產生所得款項淨額 3,786,900,000 港元及收益 3,338,800,000 港元。有關詳情，請參閱本公司日期為二零二一年五月十八日的公告。
- (b) 於二零二一年十月二十七日，李寧公司、非凡中國發展有限公司（「賣方」，本集團的全資附屬公司）及 J.P. Morgan Securities plc 和野村國際（香港）有限公司（「配售代理」）訂立配售及認購協議，據此，(i) 賣方已同意透過配售代理按全數包銷基準配售賣方持有的合共 120,000,000 股李寧公司股份（「先舊後新配售股份」），每股先舊後新配售股份為 87.50 港元（「先舊後新配售價」）；及(ii) 賣方已同意按相等於先舊後新配售價的先舊後新認購價每股先舊後新認購股份 87.50 港元（「先舊後新認購價」）認購 120,000,000 股新李寧公司股份（「先舊後新認購股份」）（「先舊後新配售及認購事項」）。

配售賣方持有的先舊後新配售股份（「先舊後新配售事項」）已於二零二一年十一月一日完成。賣方認購先舊後新認購股份（「先舊後新認購事項」）已於二零二一年十一月三日完成。

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15. INTERESTS IN ASSOCIATES AND JOINT VENTURES (CONTINUED)

(b) (Continued)

On 27 October 2021, the Group held 271,201,543 Li Ning Co's shares, representing approximately 10.9% of the issued shares of Li Ning Co. The Group's shareholding in Li Ning Co was decreased from approximately 10.9% to 6.1% upon completion of the Top-up Placing and was restored to approximately 10.4% upon completion of the Top-up Subscription.

The deemed dilution gain arising from the Top-up Placing and Subscription with a decrease of 0.5% shareholding in Li Ning Co was HK\$978.0 million.

For details, please refer to the announcements of the Company dated 28 October 2021 and 3 November 2021.

Particulars of the Group's principal associates are as follows:

| Name 名稱 | Notes 附註 | Place of incorporation/ registration 註冊成立/ 註冊地點 | Percentage of ownership interest directly attributable to the Group 本集團直接應佔擁有權權益之 百分比 | | Principal activities 主要業務 |
|-------------------------|-------------|--|--|---------------|---|
| | | | 2021 二零二一年 | 2020 二零二零年 | |
| Li Ning Co 李寧公司 | (a) | Cayman Islands 開曼群島 | 10.4% | 13.3% | Brand development, design, manufacture, sale and distribution of sport-related footwear, apparel, equipment and accessories in the PRC 於中國境內從事體育相關鞋類、服飾、器材及配件的品牌發展、設計、製造、零售及批發 |
| CITIC Land 中信置業 | (b) | The PRC 中國 | 29% | 29% | Property development and operation; property management; hotel investment and management; construction project and facilities contracting and equipment installations; decoration unit; landscaping; property development consultancy 房地產開發、經營；物業管理；酒店投資管理；建築工程施工及設備安裝；裝修裝飾工程；園林綠化；房地產諮詢服務 |
| Double Happiness 紅雙喜 | (c) | The PRC 中國 | 10% | 10% | Manufacture, research and development, marketing and sale of principally table tennis and badminton equipment under its own "紅雙喜 (Double Happiness)" brand and other sports accessories 製造、研發、營銷及銷售其自有品牌「紅雙喜」旗下主打乒乓球及羽毛球器材及其他體育配件 |

15. 於聯營公司及合營企業之權益 (續)

(b) (續)

於二零二一年十月二十七日，本集團持有271,201,543股李寧公司股份，佔李寧公司已發行股份約10.9%。於先舊後新配售事項完成後，本集團於李寧公司的持股量由約10.9%減至6.1%，並於先舊後新認購事項完成後恢復至約10.4%。

因先舊後新配售及認購事項而減少李寧公司0.5%股權的視作攤薄收益為978,000,000港元。

有關詳情，請參閱本公司日期為二零二一年十月二十八日及二零二一年十一月三日之公告。

本集團之主要聯營公司之詳情如下：

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15. INTERESTS IN ASSOCIATES AND JOINT VENTURES (CONTINUED)

As at 31 December 2021, the market value of Li Ning Co's listed shares was HK\$85.35 (2020: HK\$53.25) per share. The number of Li Ning Co ordinary shares held by the Group as at 31 December 2021 was approximately 271,202,000 Shares (2020: 331,202,000 Shares).

The following table illustrates the summarised financial information of the Group's principal associate extracted from its financial information or financial statements after adjusting for the impacts of adjustments made at the time of acquisition and adjustments for differences in accounting policies, if any (the one extracted from Li Ning Co is after adjusting for the impacts of adjustments made at the time of acquisition and adjustments for differences in accounting policies, if any, and for non-coterminous periods between the Group and Li Ning Co):

15. 於聯營公司及合營企業之權益 (續)

於二零二一年十二月三十一日，李寧公司上市股份之市價為每股85.35港元(二零二零年：53.25港元)。於二零二一年十二月三十一日，本集團持有之李寧公司普通股數目約為271,202,000股(二零二零年：331,202,000股)。

下表闡述本集團主要聯營公司之概要財務資料，有關資料乃摘錄自其財務資料或財務報表(經就於收購時作出之調整影響作出調整及就會計政策差異(如有)作出調整)(該等摘錄自李寧公司之資料乃經就於收購時作出之調整影響作出調整及就本集團與李寧公司之間會計政策的差異(如有)及不相連會計期間作出調整)：

| | | 2021 二零二一年 | 2020 二零二零年 |
|--|-----------------------|---------------------------------------|---------------------------------------|
| | | Li Ning Co 李寧公司 HK\$'000 千港元 | Li Ning Co 李寧公司 HK\$'000 千港元 |
| Gross amounts of the associates | 聯營公司之總金額 | | |
| Current assets | 流動資產 | 21,919,778 | 11,923,332 |
| Non-current assets | 非流動資產 | 16,951,086 | 7,996,079 |
| Current liabilities | 流動負債 | 9,423,166 | 6,625,226 |
| Non-current liabilities | 非流動負債 | 1,781,625 | 876,369 |
| Net assets | 資產淨值 | 27,666,073 | 12,417,816 |
| Revenue for the period | 期內收益 | 24,161,773 | 15,790,515 |
| Profit/(loss) for the period | 期內溢利／(虧損) | 4,119,487 | 1,771,367 |
| Other comprehensive loss | 其他全面虧損 | (55,269) | (14,134) |
| Total comprehensive income | 全面收益總額 | 4,064,218 | 1,757,233 |
| Reconciliation to the Group's interests in associates | 本集團於聯營公司的權益的對賬 | | |
| Gross amounts of net assets attributable to the equity holders of the associates | 聯營公司權益持有人應佔資產淨值總額 | 27,662,946 | 12,414,778 |
| Group's effective interest | 本集團實際權益 | 10.4% | 13.3% |
| Group's share of net assets of the associates | 本集團應佔聯營公司的資產淨值 | 2,868,648 | 1,651,165 |
| Goodwill | 商譽 | 599,527 | 751,426 |
| Carrying amount in the consolidated financial statements | 於綜合財務報表的賬面值 | 3,468,175 | 2,402,591 |

15. INTERESTS IN ASSOCIATES AND JOINT VENTURES (CONTINUED)

The Group's consolidated financial statements for the year ended 31 December 2021 include the Group's share of the results and reserves of Li Ning Co for the twelve months ended 30 September 2021 and adjusted for any significant events or transactions for the period from 1 October 2021 to 31 December 2021. The Group's consolidated financial statements for the year ended 31 December 2020 include the Group's share of the results and reserves of Li Ning Co for the twelve months ended 30 September 2020 and adjusted for any significant events or transactions for the period from 1 October 2020 to 31 December 2020. The Group has adopted the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associates' results based on accounts drawn up to a non-coterminous period end where the difference must be no greater than three months. There is no non-coterminous period end for other associates and joint ventures.

Interests in joint ventures

During the year ended 31 December 2021, no impairment loss of investment in a joint venture was recognised in profit or loss (2020: nil).

Commitments in respect of associates and joint ventures

The Group has no commitment to provide funding for associates' and joint ventures' capital commitment as at 31 December 2021 and 2020.

15. 於聯營公司及合營企業之權益 (續)

本集團截至二零二一年十二月三十一日止年度之綜合財務報表包括本集團分佔李寧公司截至二零二一年九月三十日止十二個月之業績及儲備並就自二零二一年十月一日起至二零二一年十二月三十一日止期間之任何重大事件或交易作出調整。本集團截至二零二零年十二月三十一日止年度之綜合財務報表包括本集團分佔李寧公司截至二零二零年九月三十日止十二個月之業績及儲備並就自二零二零年十月一日起至二零二零年十二月三十一日止期間之任何重大事件或交易作出調整。本集團已採納香港會計準則第28號所載之條文，據此，其獲准計入以聯營公司不相連期間末（但有關差距不得超過三個月）之賬目為基準之應佔聯營公司之業績。其他聯營公司及合營企業無不相連期間末。

於合營企業的權益

截至二零二一年十二月三十一日止年度，概無於一間合營企業投資之減值虧損於損益內確認（二零二零年：無）。

關於聯營公司及合營企業的承擔

本集團於二零二一年及二零二零年十二月三十一日並沒有就聯營公司及合營企業資本承擔提供資金之承擔。

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16. FINANCIAL ASSETS/LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

16. 透過損益按公平值計量之財務資產／負債

| | | 2021 二零二一年 | | 2020 二零二零年 | |
|-------------------------------|-------------|---------------------------------|--------------------------------------|---------------------------------|--------------------------------------|
| | Notes 附註 | Assets 資產 HK\$'000 千港元 | Liabilities 負債 HK\$'000 千港元 | Assets 資產 HK\$'000 千港元 | Liabilities 負債 HK\$'000 千港元 |
| Forward currency contracts | 遠期貨幣合約 | (a) | - | 1,464 | 456 |
| Loan and interest receivables | 應收貸款及利息 | (b) | 587,129 | 271,874 | - |
| | | | 587,129 | 273,338 | 456 |

(a) The carrying amounts of the forward currency contracts as at 31 December 2020 were the same as their fair values. The above transactions involving financial assets/liabilities at fair value through profit or loss are conducted with creditworthy financial institutions with credit ratings from A-1 to A-1+.

These forward currency contracts were not designated for hedge purposes and are measured at fair value through profit or loss. The net loss in the fair value of these non-hedging foreign currency contracts amounting to HK\$1,008,000 (2020: net gain of fair value amounting to HK\$458,000) were debited/credited to profit or loss during the year.

(b) Amount represented a loan with principal amount of HK\$563,774,000 (equivalent to GBP53,550,000) (2020: HK\$269,484,000 (equivalent to GBP25,500,000)) at an interest rate of 4% per annum due from Lionrock Capital GP Limited ("Lionrock"). Pursuant to the Loan Agreement, the parties to the Loan Agreement may agree that, at any time, the principal amount of the loan together with all outstanding sums accrued under the Loan Agreement may be converted into and/or set off against any subscription amounts payable by Viva China Consumables Limited (formerly known as Viva China Entertainment Holdings Limited) a wholly owner subsidiary of the Company, in order to subscribe for equity in LionRock Capital Partners QiLe Limited (the "SPV"), a company wholly owned by LionRock, therefore, the balance is accounted for as financial asset at fair value through profit or loss in the consolidated statement of financial position according to the results of assessment of business model.

For details of the Loan Agreement, please refer to the announcements of the Company dated 28 September 2020.

(a) 遠期貨幣合約於二零二零年十二月三十一日之賬面值與彼等之公平值相同。上述涉及透過損益按公平值計量之財務資產／負債之交易乃與信貸評級為A-1至A-1+之信譽良好金融機構進行。

該等遠期貨幣合約並非指定作對沖用途，並透過損益按公平值計量。年內，該等非對沖外幣合約公平值虧損淨額1,008,000港元(二零二零年：公平值收益淨額458,000港元)已於損益扣除／計入。

(b) 該金額為一筆應收Lionrock Capital GP Limited (「Lionrock」) 之貸款，本金額為563,774,000港元(相當於53,550,000英鎊)(二零二零年：269,484,000港元(相當於25,500,000英鎊))，年利率為4%。根據貸款協議，貸款協議之訂約方可協定於任何時間將貸款本金連同貸款協議項下之其他應計未償還款項轉換及／或抵銷本公司全資附屬公司非凡中國消費品有限公司(前稱非凡中國娛樂控股有限公司)應付之任何認購款項，以認購LionRock Capital Partners QiLe Limited (「SPV」，一間由LionRock全資擁有之公司)的股權，因此，根據業務模式評估結果，該結餘於綜合財務狀況表內以透過損益按公平值計量之財務資產入賬。

有關貸款協議詳情，請參閱本公司日期為二零二零年九月二十八日之公告。

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17. INVENTORIES

| | | 2021 二零二一年 | 2020 二零二零年 |
|------------------|-----|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Raw materials | 原材料 | 10,335 | – |
| Work in progress | 半成品 | 5,740 | – |
| Finished goods | 製成品 | 265,204 | 183,863 |
| | | 281,279 | 183,863 |

17. 存貨

18. TRADE DEBTORS AND BILLS RECEIVABLE

| | | 2021 二零二一年 | 2020 二零二零年 |
|------------------------------------|-----------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Trade debtors and bills receivable | 應收賬款及應收票據 | 104,754 | 99,239 |
| Less: loss allowance | 減：虧損撥備 | (6,758) | (16,352) |
| | | 97,996 | 82,887 |

18. 應收賬款及應收票據

The Group's trading terms with its customers are mainly on credit, generally one month, extending up to six months for major customers. Each customer has a maximum credit limit. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade debtors and bills receivable balances. Trade debtors and bills receivable are non-interest-bearing.

本集團主要按記賬方式與客戶交易，信貸期一般為一個月，主要客戶則最多可延長信貸期至六個月。每名客戶均有最高信貸限額。高級管理層定期檢討逾期結餘。本集團並無就其應收賬款及應收票據結餘持有任何抵押品或其他增強信貸之保障。應收賬款及應收票據為不計利息。

An ageing analysis of the trade debtors and bills receivable based on the payment due date is as follows:

應收賬款及應收票據根據付款到期日之賬齡分析如下：

| | | 2021 二零二一年 | 2020 二零二零年 |
|-----------------------------|---------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Current | 即期 | 77,465 | 61,478 |
| Less than 3 months past due | 逾期少於三個月 | 18,155 | 13,518 |
| 3 to 6 months past due | 逾期三至六個月 | 2,198 | 5,549 |
| More than 6 months past due | 逾期超過六個月 | 178 | 2,342 |
| | | 97,996 | 82,887 |

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18. TRADE DEBTORS AND BILLS RECEIVABLE (CONTINUED)

Information about the impairment of trade debtors and the Group's exposure to credit risk, foreign currency risk and interest risk can be found in Note 37.

Receivables that were neither past due nor impaired relate to diversified customers with no recent history of default.

Included in the Group's trade debtors and bills receivable are amounts of HK\$26,701,000 (2020: HK\$3,861,000) due from associates.

19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

| | | | 2021 二零二一年 | 2020 二零二零年 |
|---|-------------------|-------------|------------------------|-----------------|
| | | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| Prepayments | 預付款項 | | 334,252 | 85,413 |
| Deposits and other receivables | 按金及其他應收款項 | (a) | 223,672 | 232,219 |
| Less: loss allowance for deposits and other receivables | 減：按金及其他應收款項之虧損撥備 | 37 | (96,013) | (94,836) |
| | | | 461,911 | 222,796 |
| Less: current portion | 減：流動部分 | | (160,028) | (167,551) |
| Non-current prepayment, deposits and other receivables | 非流動預付款項、按金及其他應收款項 | (b) | 301,883 | 55,245 |

Note:

- (a) Deposits and other receivables are measured at amortised costs. The detail information about the credit risk and impairment analysis of deposits and other receivables can be found in Note 37.
- (b) Included in the Group's non-current prepayment, deposits and other receivables are amounts of HK\$253,177,000 (2020: nil) down payment for the acquisition of properties located in Shanghai, PRC.

18. 應收賬款及應收票據(續)

有關應收賬款的減值以及本集團面臨信貸風險、外幣風險及利率風險之資料，請參閱附註37。

並未逾期或減值之應收款項與多名近期並無拖欠記錄之客戶有關。

計入本集團之應收賬款及應收票據為應收聯營公司款項26,701,000港元(二零二零年：3,861,000港元)。

19. 預付款項、按金及其他應收款項

附註：

- (a) 按金及其他應收款項按攤銷成本計量。有關按金及其他應收款項信貸風險及減值分析之詳情請參閱附註37。
- (b) 本集團非流動預付款項、按金及其他應收款項包括有關收購位於中國上海的物業的首期付款金額253,177,000港元(二零二零年：零)。

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31 December 2021 二零二一年十二月三十一日

20. CASH AND BANK BALANCES (a) Cash and bank balances comprise

| | | 2021 二零二一年 | 2020 二零二零年 |
|---|----------------|------------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Cash and bank balances other than time deposits | 定期存款以外之現金及銀行結餘 | 742,481 | 982,537 |
| Time deposits – less than three months | 定期存款一少於三個月 | 1,787,182 | 874,904 |
| Cash and bank balances | 現金及銀行結餘 | 2,529,663 | 1,857,441 |

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to approximately HK\$472,345,000 (2020: HK\$459,196,000), approximately HK\$368,152,000 (2020: HK\$385,718,000) of which was domiciled in the PRC. The RMB is not freely convertible into other currencies in the PRC, however, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks other than time deposits earns interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods of between one and three months depending on the short-term cash requirements of the Group, and earn interest at the respective short-term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

(b) Net debt

This section sets out an analysis of net debt and the movements in net debt for the year ended 31 December 2021 and 2020.

20. 現金及銀行結餘 (a) 現金及銀行結餘包括

於報告期末，本集團以人民幣計值之現金及銀行結餘約為472,345,000港元（二零二零年：459,196,000港元），其中約368,152,000港元（二零二零年：385,718,000港元）存於中國。人民幣於中國不可自由兌換為其他貨幣。然而，根據《中國外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

銀行現金（定期存款除外）根據每日銀行存款利率按浮動利率賺取利息。短期定期存款為期一至三個月不等，視乎本集團短期現金需求而定，並按各自短期定期存款利率賺取利息。銀行結餘存放於最近無違約記錄且信譽良好之銀行。

(b) 債務淨額

本節載有截至二零二一年及二零二零年十二月三十一日止年度的債務淨額之分析及債務淨額之變動。

| | | 2021 二零二一年 | 2020 二零二零年 |
|---|---------------|------------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Net debt | 債務淨額 | | |
| Cash and bank balances | 現金及銀行結餘 | 2,529,663 | 1,857,441 |
| Deposit with balance with maturity period over three months | 存款期超過三個月之銀行存款 | 4,284 | – |
| Restricted bank balances | 限制性銀行結餘 | 6,855 | 3,627 |
| Borrowings – repayable after one year | 借貸 – 於一年後償還 | – | (1,256,000) |
| Lease liabilities | 租賃負債 | (486,319) | (408,788) |
| Net debt | 債務淨額 | 2,054,483 | 196,280 |
| Cash and bank balances | 現金及銀行結餘 | 2,529,663 | 1,857,441 |
| Deposit with balance with maturity period over three months | 存款期超過三個月之銀行存款 | 4,284 | – |
| Restricted bank balance | 限制性銀行結餘 | 6,855 | 3,627 |
| Gross debt – fixed interest rates | 債務總額 – 固定利率 | (486,319) | (408,788) |
| Gross debt – variable interest rates | 債務總額 – 浮動利率 | – | (1,256,000) |
| Net debt | 債務淨額 | 2,054,483 | 196,280 |

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20. CASH AND BANK BALANCES (CONTINUED)

20. 現金及銀行結餘 (續)

| | | Liabilities from financing activities 來自融資活動之負債 | | | Other assets 其他資產 | | | Total 總計 |
|--|------------------------------|--|---------------------------|-----------------|---------------------------------------|---|------------------------------------|-------------|
| | | Bank and other loans 銀行及其他貸款 | Lease liabilities 租賃負債 | Sub-total 小計 | Cash and cash equivalents 現金及現金等價物 | Deposits with banks with maturity period over three months 存款期超過三個月之銀行存款 | Restricted bank balance 限制性銀行結餘 | |
| | | 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 | |
| Net debt as at 1 January 2020 | 於二零二零年一月一日之債務淨額 | (1,256,000) | (184,638) | (1,440,638) | 649,262 | – | 3,342 | (788,034) |
| Cash flows | 現金流量 | 102,771 | 103,685 | 206,456 | 1,023,968 | – | – | 1,230,424 |
| Interest expenses | 利息開支 | (47,942) | (17,198) | (65,140) | – | – | – | (65,140) |
| Acquisition of subsidiaries | 收購附屬公司 | (54,829) | (273,064) | (327,893) | 170,753 | – | 57 | (157,083) |
| Addition – leases | 添置一租賃 | – | (38,954) | (38,954) | – | – | – | (38,954) |
| Termination – leases | 終止一租賃 | – | 12,623 | 12,623 | – | – | – | 12,623 |
| Foreign exchange adjustments | 外匯調整 | – | (11,242) | (11,242) | 13,458 | – | 228 | 2,444 |
| Net debt as at 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及二零二一年一月一日之債務淨額 | (1,256,000) | (408,788) | (1,664,788) | 1,857,441 | – | 3,627 | 196,280 |
| Cash flows | 現金流量 | 1,272,078 | 169,114 | 1,441,192 | 667,896 | 4,284 | 3,121 | 2,116,493 |
| Interest expenses | 利息開支 | (16,078) | (20,971) | (37,049) | – | – | – | (37,049) |
| Addition – leases | 添置一租賃 | – | (262,880) | (262,880) | – | – | – | (262,880) |
| Termination – leases | 終止一租賃 | – | 49,239 | 49,239 | – | – | – | 49,239 |
| Foreign exchange adjustments | 外匯調整 | – | (12,033) | (12,033) | 4,326 | – | 107 | (7,600) |
| Net debt as at 31 December 2021 | 於二零二一年十二月三十一日之債務淨額 | – | (486,319) | (486,319) | 2,529,663 | 4,284 | 6,855 | 2,054,483 |

21. RESTRICTED BANK BALANCES

21. 限制性銀行結餘

| | | 2021 | 2020 |
|--------------------------|---------|-----------------|-----------------|
| | | 二零二一年 | 二零二零年 |
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Restricted bank balances | 限制性銀行結餘 | | |
| Current | 流動 | 3,183 | 3,627 |
| Non-current | 非流動 | 3,672 | – |
| | | 6,855 | 3,627 |

The restricted bank balances were pledged as security for the operation of sports parks and as security for bank guarantee for subsidiaries of the Group.

限制性銀行結餘已抵押作為體育園的營運之擔保及作為本集團附屬公司銀行擔保之擔保。

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22. TRADE, BILLS AND OTHER PAYABLES

22. 應付賬款、應付票據及其他應付款項

| | | 2021 二零二一年 | 2020 二零二零年 |
|----------------|--------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Trade payables | 應付賬款 | 233,478 | 112,493 |
| Bills payable | 應付票據 | 11,693 | – |
| Other payables | 其他應付款項 | 272,913 | 201,134 |
| | | 518,084 | 313,627 |

The normal credit period for trade payables generally ranges from 30 to 60 days. Ageing analysis of trade payables based on due date at the respective balance sheet date is as follows:

應付賬款之正常信貸期一般介乎30至60天。於各資產負債表日，根據付款到期日之應付賬款的賬齡分析如下：

| | | 2021 二零二一年 | 2020 二零二零年 |
|-----------------------------|---------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Current | 即期 | 211,923 | 92,759 |
| Less than 3 months past due | 逾期少於三個月 | 17,909 | 18,744 |
| 3-6 months past due | 逾期三至六個月 | 2,640 | 60 |
| More than 6 months past due | 逾期超過六個月 | 1,006 | 930 |
| | | 233,478 | 112,493 |

23. ACCRUALS

23. 應計費用

| | | 2021 二零二一年 | 2020 二零二零年 |
|----------|------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Accruals | 應計費用 | 136,069 | 122,612 |

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24. DEFERRED INCOME

The movements in deferred income as stated under current and non-current liabilities are as follows:

| | | 2021 二零二一年 | 2020 二零二零年 |
|--|--------------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Carrying amount at 1 January | 於一月一日之賬面值 | 9,810 | 10,831 |
| Government grants received during the year | 年內已收政府補貼 | - | 32,372 |
| Credited to profit or loss | 計入損益 | (2,300) | (33,187) |
| Currency translation differences | 匯兌差額 | 249 | (206) |
| Carrying amount at 31 December | 於十二月三十一日之賬面值 | 7,759 | 9,810 |
| Less: current portion | 減：流動部分 | (1,199) | (2,100) |
| | | 6,560 | 7,710 |

Deferred income mainly represents government grants obtained for the purpose of subsidising subsidiaries' operation. Government grants received are initially recognised in the consolidated statement of financial position as deferred income and are amortised through profit or loss on a systematic basis over the periods in which the grants are intended to compensate.

25. BANK LOANS

| | | 2021 二零二一年 | 2020 二零二零年 |
|-----------------------|----------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Bank loans, secured | 銀行貸款，有抵押 | - | 1,256,000 |
| Less: Current portion | 減：流動部分 | - | - |
| | | - | 1,256,000 |

Bank loans bear floating rate of HIBOR plus basis.

As at 31 December 2021, no asset have been charged as security. As at 31 December 2020, loan represented collateralised bank loan which is secured by interest in an associate with an estimated carrying amount of approximately HK\$1,315,718,000, and the loan is subject to certain covenants requirement relating to the quoted price of the associate.

As at 31 December 2021, the Group has bank facilities of HK\$205,890,000 (2020: HK\$1,256,000,000), of which HK\$193,138,000 (2020: nil) remained unutilised at 31 December 2021.

24. 遞延收入

列入流動及非流動負債項下之遞延收入之變動如下：

遞延收入主要指就補貼附屬公司之營運而取得之政府補貼。已收政府補貼初步於綜合財務狀況表內確認為遞延收入，並按系統基準於該補貼計劃予補償之期間於損益中攤銷。

25. 銀行貸款

銀行貸款按香港銀行同業拆息加指定息率之浮動利率計息。

於二零二一年十二月三十一日，本集團並無抵押資產以作擔保。於二零二零年十二月三十一日，貸款指由於一間聯營公司之權益（估計賬面值約為1,315,718,000港元）作抵押之有抵押銀行貸款，且該貸款受限於與該聯營公司之報價相關的若干契諾規定。

於二零二一年十二月三十一日，本集團擁有銀行融資205,890,000港元（二零二零年：1,256,000,000港元），其中193,138,000港元（二零二零年：零）於二零二一年十二月三十一日尚未動用。

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26. DEFERRED TAX ASSETS AND LIABILITIES

Net deferred tax assets recognised in the consolidated statement of financial position are as follows:

| | | 2021 二零二一年 | 2020 二零二零年 |
|--------------------------|--------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Deferred tax assets | 遞延稅項資產 | 26,397 | 24,384 |
| Deferred tax liabilities | 遞延稅項負債 | (87,738) | (80,669) |
| | | (61,341) | (56,285) |

26. 遞延稅項資產及負債

已於綜合財務狀況表確認之遞延稅項資產淨值如下：

The movement in deferred tax assets and liabilities during the year are as follows:

年內遞延稅項資產及負債之變動如下：

| Deferred tax assets movement | | Impairment and other temporary differences | Lease liabilities | Total |
|--|-----------------------------|--|-------------------|-----------------|
| 遞延稅項資產變動 | | 減值及其他 暫時差額 | 租賃負債 | 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 January 2020 | 於二零二零年一月一日 | 21,654 | 2,046 | 23,700 |
| Acquisition of subsidiaries | 收購附屬公司 | 389 | - | 389 |
| (Charged)/credited to profit or loss | 於損益(扣除)/計入 | (2,502) | 1,440 | (1,062) |
| Currency translation difference | 匯兌差額 | 1,357 | - | 1,357 |
| At 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及 二零二一年一月一日 | 20,898 | 3,486 | 24,384 |
| (Charged)/credited to profit or loss | 於損益(扣除)/計入 | (2,320) | 3,615 | 1,295 |
| Currency translation difference | 匯兌差額 | 483 | 235 | 718 |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 19,061 | 7,336 | 26,397 |

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26. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

Deferred tax liabilities movement

遞延稅項負債變動

| | |
|--|-------------------------|
| At 1 January 2020 | 於二零二零年一月一日 |
| Acquisition of subsidiaries | 收購附屬公司 |
| (Charged)/credit to profit or loss | 於損益(扣除)/計入 |
| Currency translation difference | 匯兌差額 |
| At 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及二零二一年一月一日 |
| (Charged)/credited to profit or loss | 於損益(扣除)/計入 |
| Currency translation difference | 匯兌差額 |
| At 31 December 2021 | 於二零二一年十二月三十一日 |

As at 31 December 2021, the Group had tax losses arising in Hong Kong of approximately HK\$1,365,534,000 (2020: HK\$1,150,637,000), subject to the confirmation of tax losses from the Hong Kong Inland Revenue Department. These tax losses are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

As at 31 December 2021, the Group also has tax losses arising in the PRC of HK\$474,623,000 (2020: HK\$398,275,000) that will expire within five years to offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in companies that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

As at 31 December 2021, the Group had estimated tax losses arising in Singapore of HK\$72,702,000 (2020: HK\$58,430,000) and in Malaysia of HK\$5,367,000 (2020: HK\$5,367,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

Deferred tax liability has not been recognised for withholding taxes that would be payable on certain portions of the unremitted earnings that are subject to withholding taxes of certain of the Group's subsidiaries established in the PRC as all of those profits will not be distributed in the foreseeable future.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

26. 遞延稅項資產及負債(續)

| Revaluation of investment properties | Intangible assets | Others | Total |
|--------------------------------------|-------------------|-------------|-----------------|
| 重估投資物業 | 無形資產 | 其他 | 總計 |
| HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| 千港元 | 千港元 | 千港元 | 千港元 |
| - | (49,488) | (50) | (49,538) |
| (31,652) | (2,118) | - | (33,770) |
| (481) | 6,075 | - | 5,594 |
| - | (2,952) | (3) | (2,955) |
| (32,133) | (48,483) | (53) | (80,669) |
| (12,347) | 6,531 | - | (5,816) |
| - | (1,251) | (2) | (1,253) |
| (44,480) | (43,203) | (55) | (87,738) |

於二零二一年十二月三十一日，本集團於香港產生稅項虧損約1,365,534,000港元(二零二零年：1,150,637,000港元)，惟須待香港稅務局確認稅項虧損，而該等稅項虧損可無限期用作抵銷有虧損公司之未來應課稅溢利。

於二零二一年十二月三十一日，本集團亦於中國產生稅項虧損474,623,000港元(二零二零年：398,275,000港元)，可用於抵銷未來應課稅溢利，有關稅項虧損將於五年內失效。由於該等公司已持續虧損一段時間，而有應課稅溢利可用於抵銷動用稅項虧損之機會不大，故並無就該等虧損確認遞延稅項資產。

於二零二一年十二月三十一日，本集團於新加坡及馬來西亞產生之估計稅項虧損分別為72,702,000港元(二零二零年：58,430,000港元)及5,367,000港元(二零二零年：5,367,000港元)，可無限期用作抵銷產生虧損公司日後之應課稅溢利。

本集團並未就若干於中國成立之附屬公司之未匯出盈利之若干部分而應付預扣稅確認遞延稅項負債，由於該等利潤全部不會於可見將來分配。

本公司向其股東支付股息並無任何附帶所得稅影響。

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27. SHARE CAPITAL Shares

27. 股本 股份

| | | 2021 二零二一年 | | 2020 二零二零年 | |
|--|----------------------------------|-----------------------|--|-----------------------|--|
| | | No. of shares 股份數目 | Nominal value 面值 HK\$'000 千港元 | No. of shares 股份數目 | Nominal value 面值 HK\$'000 千港元 |
| Authorised: | 法定： | | | | |
| Ordinary shares of HK\$0.05 each ("Ordinary Shares") | 每股面值0.05港元之普通股 ("普通股") | 20,000,000,000 | 1,000,000 | 20,000,000,000 | 1,000,000 |
| Redeemable convertible preferred shares of HK\$0.01 each ("Preferred Shares") | 每股面值0.01港元之可贖回可 轉換優先股 ("優先股") | 6,000,000,000 | 60,000 | 6,000,000,000 | 60,000 |
| Total | 總計 | 26,000,000,000 | 1,060,000 | 26,000,000,000 | 1,060,000 |
| Issued and fully paid: | 已發行及繳足： | | | | |
| Ordinary Shares | 普通股 | 9,621,242,726 | 481,062 | 9,496,332,726 | 474,817 |

A summary of the movements in the Company's issued capital during the years ended 31 December 2021 and 2020 is as follows:

截至二零二一年及二零二零年十二月三十一日止年度本公司已發行股本變動概述如下：

Issued Capital

已發行股本

| | | Notes 附註 | Number of Ordinary Shares in issue 已發行 普通股數目 | Issued capital 已發行股本 HK\$'000 千港元 | Share premium account 股份溢價賬 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--------------------------|---------------|-------------|---|---|---|--------------------------------|
| At 1 January 2020 | 於二零二零年一月一日 | | 8,864,332,726 | 443,217 | 2,543,460 | 2,986,677 |
| Issue of ordinary shares | 發行普通股 | (a) | 632,000,000 | 31,600 | 173,800 | 205,400 |
| Dividend paid | 已付股息 | | - | - | (298,505) | (298,505) |
| At 31 December 2020 | 於二零二零年十二月三十一日 | | 9,496,332,726 | 474,817 | 2,418,755 | 2,893,572 |
| Issue of ordinary shares | 發行普通股 | (b) | 124,910,000 | 6,245 | 166,232 | 172,477 |
| Dividend paid | 已付股息 | | - | - | (1,504,119) | (1,504,119) |
| At 31 December 2021 | 於二零二一年十二月三十一日 | | 9,621,242,726 | 481,062 | 1,080,868 | 1,561,930 |

Notes:

附註：

(a) 632,000,000 Ordinary Shares were issued upon conversion of part of the perpetual convertible bonds during the year of 2020.

(a) 二零二零年內因部分永久性可換股債券獲轉換而發行632,000,000股普通股。

(b) 64,910,000 Ordinary Shares were issued upon exercise of certain share options for proceeds totalling HK\$32,450,000 and 60,000,000 Ordinary Shares were issued upon conversion of part of the perpetual convertible bonds during the year of 2021. The proceeds of issues upon exercise of certain share options had been applied towards general working capital of the Group.

(b) 二零二一年內因若干購股權獲行使而發行64,910,000股普通股，獲得所得款項合共32,450,000港元，及因部分永久性可換股債券獲轉換而發行60,000,000股普通股。因若干購股權獲行使而發行之所得款項已用作本集團之一般營運資金。

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28. SHARE OPTION SCHEME

(I) Share option scheme of the Company

(A) 2010 share option scheme

On 29 June 2010, the Company passed an ordinary resolution to adopt a share option scheme (the "2010 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 2010 Scheme include employee, officer, agent, consultant, business associate or representative of the Company or any subsidiary or otherwise contributes to the success of the Group, including any executive, non-executive or independent non-executive director of the Company or any subsidiary, who, as the board of directors or a committee comprising directors and members of the senior management of the Company (as the case may be) may determine in its absolute discretion, is regarded as valuable human resources of the Group based on his working experience, knowledge in the industry and other relevant factors, and subject to such conditions as the board of directors or such committee (as the case may be) may think fit.

The overall limit on the number of Ordinary Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2010 Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the number of Ordinary Shares in issue from time to time. In addition, the total number of Ordinary Shares which may be issued upon exercise of all options granted together with all options to be granted under the 2010 Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the nominal amount of all the Ordinary Shares in issue as at the date of adoption of the 2010 Scheme (the "2010 Scheme Mandate Limit"). The Company may, from time to time, refresh the 2010 Scheme Mandate Limit by obtaining the approval of the shareholders in general meeting. Once refreshed, the total number of Ordinary Shares which may be issued upon exercise of all options to be granted under the 2010 Scheme and all other share option schemes of the Company under the limit, as refreshed, must not exceed 10% of the number of Ordinary Shares in issue as at the date of approval of the refreshment by the Shareholders.

The 2010 Scheme Mandate Limit amounted to 878,060,472 Ordinary Shares following the approval of refreshment by the Shareholders on 16 June 2017.

28. 購股權計劃

(I) 本公司之購股權計劃

(A) 二零一零年購股權計劃

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（「二零一零年計劃」），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。二零一零年計劃之參與者包括本公司或任何附屬公司之僱員、高級職員、代理、顧問、業務夥伴或代表或對本集團成就有所貢獻之其他人士，包括本公司或任何附屬公司任何執行、非執行或獨立非執行董事，而董事會或由本公司董事及高級管理人員組成之委員會（視情況而定）經考慮其工作經驗、行業知識及其他相關因素以及符合董事會或該委員會（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寶貴人力資源。

因根據二零一零年計劃及本公司任何其他購股權計劃所授出惟尚未行使之所有尚未行使購股權獲行使而可予發行之普通股數目之整體限制，合共不得超過不時已發行普通股數目之30%。此外，因根據二零一零年計劃及本公司任何其他購股權計劃已授出及將予授出之所有購股權獲行使而可予發行之普通股總數，合共不得超過採納二零一零年計劃當日所有已發行普通股面值之10%（「二零一零年計劃授權上限」）。本公司可不時透過於股東大會上取得股東批准以更新二零一零年計劃授權上限。二零一零年計劃授權上限一經更新，因根據二零一零年計劃及本公司所有其他購股權計劃將予授出之所有購股權獲行使而可予發行之普通股總數，根據經更新上限不得超過股東批准更新當日已發行普通股數目之10%。

經股東於二零一七年六月十六日批准更新後，二零一零年計劃授權上限為878,060,472股普通股。

28. SHARE OPTION SCHEME (CONTINUED)

(I) Share option scheme of the Company (Continued)

(A) 2010 share option scheme (Continued)

The maximum number of Ordinary Shares issuable under share options to each eligible participant in the 2010 Scheme within any 12-month period is limited to 1% of the Ordinary Shares of the Company in issue as at the proposed date of grant. Any further grant of share options in excess of this limit is subject to Shareholders' approval in a general meeting.

The offer of a grant of share options under the 2010 Scheme may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the board of directors or such committee, save that such period shall not be more than 10 years from the date of grant. Unless the Board may otherwise determine, there is no minimum period required under the 2010 Scheme for the holding of an option before it can be exercised.

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

The 2010 Scheme was valid and effective for a period of 10 years commencing on 29 June 2010 and expired on 29 June 2020. Upon expiry of the 2010 Scheme, no further share options should be granted thereunder. The share options granted under the 2010 Scheme which remained outstanding immediately prior to the expiry of the 2010 Scheme shall continue to be valid and exercisable in accordance with the terms of grant and the 2010 Scheme.

28. 購股權計劃 (續)

(I) 本公司之購股權計劃 (續)

(A) 二零一零年購股權計劃 (續)

於任何12個月期間內根據購股權可發行予二零一零年計劃項下各合資格參與者之普通股數目，最多不得超過本公司於建議授出日期已發行普通股之1%。任何進一步授出超出此限額之購股權須於股東大會尋求股東批准。

根據二零一零年計劃授出購股權之要約可於要約日期起計28日內獲接納，而承授人須就此支付合共1港元之象徵式代價。已授出購股權之行使期由董事會或該委員會釐定，惟有關期間不得超過授出日期起計10年。除非董事會另行議決，二零一零年計劃並無規定在行使前須持有購股權之最短期限。

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

二零一零年計劃於二零一零年六月二十九日起計十年內有效及生效及於二零二零年六月二十九日屆滿。於二零一零年計劃屆滿後，不得再據此授出購股權。根據授出條款及二零一零年計劃，緊接二零一零年計劃屆滿前二零一零年計劃項下已授出但仍尚未行使的購股權應繼續有效及可予行使。

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28. SHARE OPTION SCHEME (CONTINUED)

(I) Share option scheme of the Company (Continued)

(B) 2021 share option scheme

On 18 January 2021, the Company passed an ordinary resolution to adopt a new share option scheme (the "2021 Scheme") for the purpose to recognize and acknowledge the contributions that participants have made or may make to the Group, to provide incentives and/or reward to participants for their contributions 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 2021 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 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 who has made important contributions to the development of the Group based on his work 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 2021 Scheme will remain in force for period of 10 years commencing on 18 January 2021.

The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2021 Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the number of Shares in issue from time to time. In addition, the total number of Shares which may be issued upon exercise of all options to be granted under the 2021 Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the nominal amount of all the Shares in issue as at the date of adoption of the 2021 Scheme (the "2021 Scheme Mandate Limit"). The Company may, from time to time, refresh the 2021 Scheme Mandate Limit by obtaining the approval of the shareholders in general meeting. Once refreshed, the total number of Shares which may be issued upon exercise of all options to be granted under the 2021 Scheme and all other share option schemes of the Company under the limit, as refreshed, must not exceed 10% of the number of Shares in issue as at the date of approval of the refreshment by the Shareholders. On the basis of 9,496,332,726 Shares in issue on the date of adoption of the 2021 Scheme, the maximum number of shares that may be issued upon exercise of share options that may be granted under it is 949,633,272 Shares. As at the date of this report, the share options available for grant under the 2021 Scheme is 663,699,939, representing 6.87% of the existing number of issued Shares.

28. 購股權計劃(續)

(I) 本公司之購股權計劃(續)

(B) 二零二一年購股權計劃

於二零二一年一月十八日，本公司通過普通決議案採納一項新購股權計劃（「二零二一年計劃」），旨在肯定及表揚參與者對本集團作出或可能作出之貢獻、向為本集團作出貢獻之參與者提供激勵及／或獎勵及／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。二零二一年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對本集團發展作出重要貢獻之本集團之寶貴人力資源。二零二一年計劃將自二零二一年一月十八日起計10年內有效。

因行使根據二零二一年計劃及本公司任何其他購股權計劃所授出惟尚未行使之所有尚未行使購股權而可予發行之股份數目整體上限，合共不得超過不時已發行股份數目之30%。此外，因行使根據二零二一年計劃及本公司任何其他購股權計劃將予授出之所有購股權而可予發行之股份總數，合共不得超過採納二零二一年計劃當日所有已發行股份面值之10%（「二零二一年計劃授權上限」）。本公司可不時透過於股東大會上獲得股東批准以更新二零二一年計劃授權上限。二零二一年計劃授權上限一經更新，因行使根據二零二一年計劃及本公司所有其他購股權計劃將予授出之所有購股權而可予發行之股份總數，根據經更新上限不得超過股東批准更新當日已發行股份數目之10%。根據採納二零二一年計劃日期已發行的9,496,332,726股股份，可能據此授出的購股權獲行使後可能發行的最高股份數目為949,633,272股股份。於本報告日期，於二零二一年計劃項下可予授出之購股權為663,699,939份，相當於現有已發行股份數目之6.87%。

28. SHARE OPTION SCHEME (CONTINUED)

(I) Share option scheme of the Company (Continued)

(B) 2021 share option scheme (Continued)

The maximum number of shares issuable under share options to each eligible participant in the 2021 Scheme within any 12-month period is limited to 1% of the shares of the Company in issue as at the proposed date of grant. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

The offer of a grant of share options under the 2021 Scheme may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Board or such committee, save that such period shall not be more than 10 years from the date of grant. Unless the Board may otherwise determine, there is no minimum period required under the 2021 Scheme for the holding of an option before it can be exercised.

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

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

28. 購股權計劃 (續)

(I) 本公司之購股權計劃 (續)

(B) 二零二一年購股權計劃 (續)

於任何12個月期間內根據購股權可發行予二零二一年計劃項下各合資格參與者之股份數目，最多不得超過本公司於建議授出日期已發行股份之1%。任何進一步授出超出此上限之購股權須於股東大會獲得股東批准。

根據二零二一年計劃授出購股權之要約可於要約日期起計28日內獲接納，而承授人須就此支付合共1港元之象徵式代價。已授出購股權之行使期由董事會或有關委員會釐定，惟有關期間不得超過授出日期起計十年。除非董事會另行議決，二零二一年計劃並無規定在行使前須持有購股權之最短期限。

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

購股權並無賦予持有人收取股息或於股東大會投票之權利。

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28. SHARE OPTION SCHEME (CONTINUED)

(I) Share option scheme of the Company (Continued)

The following share options were outstanding during the year:

| | | | Weighted average exercise price 加權平均行使價 | Number of options 購股權數目 |
|--|-----------------------------|-------------|--|-------------------------------|
| | | Notes 附註 | (HK\$ per share) (每股港元) | '000 千份 |
| At 1 January 2020 | 於二零二零年一月一日 | | 0.71 | 221,154 |
| Forfeited/expired during the year | 於年內沒收/到期 | (a) | 0.79 | (94,729) |
| At 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及 二零二一年一月一日 | | 0.65 | 126,425 |
| Granted during the year | 於年內授出 | (b) | 0.67 | 288,600 |
| Forfeited/expired during the year | 於年內沒收/到期 | (a) | 0.79 | (66,425) |
| Exercised during the year | 於年內行使 | (c) | 0.50 | (64,910) |
| At 31 December 2021 | 於二零二一年十二月三十一日 | (d), (e) | 0.67 | 283,690 |

Equity-settled share option expenses of HK\$33,922,000 (2020: HK\$5,862,000) was recognized in profit or loss in respect of the share options granted under the 2010 Scheme and 2021 Scheme during the year ended 31 December 2021.

Notes:

(a) 66,425,000 (2020: 94,729,000) share options granted under the 2010 Scheme were forfeited/expired during the year ended 31 December 2021.

(b) The fair values of the share options granted under the 2021 Scheme during the year ended 31 December 2021 were approximately HK\$55,938,000 in aggregate, which were estimated as at the respective dates of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

| | | |
|----------------------------------|------------|-------------|
| Dividend yield (%) | 股息率(%) | 3.6 |
| Expected volatility (%) | 預期波幅(%) | 44.3 – 46.5 |
| Expected life of options (years) | 購股權預期年期(年) | 2 – 8 |
| Risk-free interest rate (%) | 無風險利率(%) | 0.1 – 0.6 |

(c) Total 64,910,000 (2020: Nil) share options granted under the 2010 Scheme and 2021 Scheme were exercised during the year ended 31 December 2021.

28. 購股權計劃(續)

(I) 本公司之購股權計劃(續)

年內尚未行使購股權如下：

| | | | Weighted average exercise price 加權平均行使價 | Number of options 購股權數目 |
|--|-----------------------------|-------------|--|-------------------------------|
| | | Notes 附註 | (HK\$ per share) (每股港元) | '000 千份 |
| At 1 January 2020 | 於二零二零年一月一日 | | 0.71 | 221,154 |
| Forfeited/expired during the year | 於年內沒收/到期 | (a) | 0.79 | (94,729) |
| At 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及 二零二一年一月一日 | | 0.65 | 126,425 |
| Granted during the year | 於年內授出 | (b) | 0.67 | 288,600 |
| Forfeited/expired during the year | 於年內沒收/到期 | (a) | 0.79 | (66,425) |
| Exercised during the year | 於年內行使 | (c) | 0.50 | (64,910) |
| At 31 December 2021 | 於二零二一年十二月三十一日 | (d), (e) | 0.67 | 283,690 |

於截至二零二一年十二月三十一日止年度，就根據二零一零年計劃及二零二一年計劃所授出購股權在損益確認以股權結算之購股權開支為33,922,000港元(二零二零年：5,862,000港元)。

附註：

(a) 於截至二零二一年十二月三十一日止年度，根據二零一零年計劃授出之66,425,000份(二零二零年：94,729,000份)購股權已沒收/到期。

(b) 於截至二零二一年十二月三十一日止年度，根據二零二一年計劃所授出購股權的公平值合共約為55,938,000港元，乃經考慮購股權授出之條款及條件使用二項式模式於各自授出日期進行估計。下表列示所使用模式之輸入數據：

| | | |
|----------------------------------|------------|-------------|
| Dividend yield (%) | 股息率(%) | 3.6 |
| Expected volatility (%) | 預期波幅(%) | 44.3 – 46.5 |
| Expected life of options (years) | 購股權預期年期(年) | 2 – 8 |
| Risk-free interest rate (%) | 無風險利率(%) | 0.1 – 0.6 |

(c) 根據二零一零年計劃及二零二一年計劃授出之合共64,910,000份(二零二零年：零份)購股權已於截至二零二一年十二月三十一日止年度獲行使。

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28. SHARE OPTION SCHEME (CONTINUED)

(I) Share option scheme of the Company (Continued)

(d) As at 31 December 2021, the Company had 283,690,000 share options outstanding under 2021 Scheme, which represented approximately 2.9% of the Ordinary Shares in issue as at 31 December 2021.

(e) The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2021

| Number of options 購股權數目 (‘000) (千份) | Exercise price* 行使價* (HK\$ per share) (每股港元) | Exercise period 行使期間 |
|--|---|----------------------------|
| 890 | 0.67 | 18 Jan 2021 to 17 Jan 2023 |
| 94,267 | 0.67 | 18 Jan 2022 to 17 Jan 2027 |
| 94,267 | 0.67 | 18 Jan 2023 to 17 Jan 2028 |
| 94,266 | 0.67 | 18 Jan 2024 to 17 Jan 2029 |
| 283,690 | | |

2020

| Number of options 購股權數目 (‘000) (千份) | Exercise price* 行使價* (HK\$ per share) (每股港元) | Exercise period 行使期間 |
|--|---|----------------------------|
| 64,425 | 0.8 | 20 Jan 2019 to 19 Jan 2021 |
| 20,000 | 0.478 | 5 Sep 2019 to 4 Sep 2021 |
| 2,000 | 0.478 | 15 Aug 2020 to 14 Aug 2022 |
| 20,000 | 0.49 | 5 Sep 2020 to 4 Sep 2022 |
| 20,000 | 0.49 | 5 Sep 2021 to 4 Sep 2023 |
| 126,425 | | |

* The exercise prices of the share options are subject to adjustment in the event of any capitalisation issue, rights issue, consolidation, sub-division or reduction of the share capital of the Company (other than issuance of Ordinary Shares as consideration in respect of a transaction)

28. 購股權計劃 (續)

(I) 本公司之購股權計劃 (續)

(d) 於二零二一年十二月三十一日，本公司有 283,690,000 份二零二一年計劃項下之尚未行使購股權，相當於二零二一年十二月三十一日已發行普通股之約 2.9%。

(e) 於報告期末尚未行使購股權之行使價及行使期間如下：

二零二一年

二零二一年一月十八日至二零二三年一月十七日
二零二二年一月十八日至二零二七年一月十七日
二零二三年一月十八日至二零二八年一月十七日
二零二四年一月十八日至二零二九年一月十七日

二零二零年

二零一九年一月二十日至二零二一年一月十九日
二零一九年九月五日至二零二一年九月四日
二零二零年八月十五日至二零二二年八月十四日
二零二零年九月五日至二零二二年九月四日
二零二一年九月五日至二零二三年九月四日

* 購股權行使價可於本公司進行任何資本化發行、供股、股本合併、拆細或削減 (發行普通股作為交易代價者除外) 時作出調整

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28. SHARE OPTION SCHEME (CONTINUED)

(I) Share option scheme of the Company (Continued)

At the end of the reporting period, the exercise in full of the outstanding share options under the 2021 Scheme would, under the present capital structure of the Company, result in the issue of 283,690,000 additional Ordinary Shares and additional share capital of HK\$14,184,000 and share premium of HK\$175,888,000, before taking into account any transfer of share option reserve to the share premium account.

(II) Share option scheme of a subsidiary

Bossini, a non-wholly owned subsidiary of the Company and shares of which are listed on the Main Board of the Stock Exchange (stock code: 592), operates a share option scheme (the "Bossini Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the operations of the Bossini Group.

Eligible participants of the Bossini Share Option Scheme include executive directors, non-executive directors (including independent non-executive directors), and other full-time or part-time employees of Bossini, and its subsidiaries. The Bossini Share Option Scheme became effective on 12 November 2013 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of ordinary shares in the share capital of Bossini (the "Bossini Shares") which may be issued upon exercise of all share options to be granted under the Bossini Share Option Scheme and any other future share option schemes of Bossini (excluding share options forfeited in accordance with the terms of the Bossini Share Option Scheme or any other future share option schemes of Bossini) shall not exceed 10% of the total number of shares in issue on 12 November 2013, the date of the annual general meeting that Bossini sought the approval of the shareholders of Bossini for the adoption of the Bossini Share Option Scheme. The number of shares issuable under the Bossini Share Option Scheme was 162,077,939, which represented 10% of Bossini's shares in issue at 12 November 2013. As at the date of this report, the total number of Bossini Shares available for issue under the Bossini Share Option Scheme is 60,758,000, representing 2.46% of the existing number of issued Bossini Shares. The maximum number of shares issuable under share options to each participant in the Bossini Share Option Scheme within any 12-month period is limited to 1% of the total number of shares of Bossini in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting with such participant and his associates abstaining from voting.

28. 購股權計劃 (續)

(I) 本公司之購股權計劃 (續)

於報告期末，根據本公司現時之資本架構，二零二一年計劃項下尚未行使購股權獲全數行使後，將額外發行283,690,000股普通股，錄得額外股本14,184,000港元及股份溢價175,888,000港元（不計及任何購股權儲備轉撥至股份溢價賬）。

(II) 附屬公司之購股權計劃

本公司之非全資附屬公司堡獅龍（其股份於聯交所主板上市，股份代號：592）設有一項購股權計劃（「堡獅龍購股權計劃」），旨在激發及獎勵對堡獅龍集團業務營運的成功作出貢獻之合資格參與者。

堡獅龍購股權計劃之合資格參與人士包括堡獅龍及其附屬公司之執行董事、非執行董事（包括獨立非執行董事）及其他全職或兼職僱員。堡獅龍購股權計劃於二零一三年十一月十二日生效，除非該堡獅龍購股權計劃以其他方式註銷或修訂，否則自該日起計有效期為十年。

根據堡獅龍購股權計劃及堡獅龍任何將來之其他購股權計劃將予授出之所有購股權獲行使時可予發行之堡獅龍股本中普通股（「堡獅龍股份」）的最高數目（不包括根據堡獅龍購股權計劃或堡獅龍任何將來其他購股權計劃條款沒收之購股權），不得超過堡獅龍於二零一三年十一月十二日（即堡獅龍尋求堡獅龍股東批准採納堡獅龍購股權計劃之股東週年大會日期）之已發行股份總數之10%。根據堡獅龍購股權計劃可發行之股份數目為162,077,939股，佔堡獅龍於二零一三年十一月十二日已發行股份之10%。於本報告日期，根據堡獅龍購股權計劃可予發行之堡獅龍股份合共60,758,000股，相當於現有已發行堡獅龍股份數目的2.46%。於任何12個月期間內，根據購股權可向堡獅龍購股權計劃各參與人士發行之股份最高數目，以堡獅龍於任何時間已發行股份總數之1%為限。進一步授出超過該上限之購股權，須待股東於股東大會批准，方為有效，惟有關參與人士及其聯繫人士須就此放棄投票。

28. SHARE OPTION SCHEME (CONTINUED)

(II) Share option scheme of a subsidiary (Continued)

Share options granted to a director, chief executive or substantial shareholder of Bossini, or to any of their respective associates, are subject to approval in advance by the independent non-executive directors (excluding any independent non-executive director who is a grantee of the share options). In addition, any share options granted to a substantial shareholder or an independent non-executive director of Bossini, or to any of their respective associates, in excess of 0.1% of the shares of Bossini in issue at any time or with an aggregate value (based on the closing price of Bossini's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of grant of the share options. Share options granted during the term of the Bossini Share Option Scheme and remain unexercised immediately prior to the end of the 10-year period of the Bossini Share Option Scheme shall continue to be exercisable in accordance with their terms of grant within the exercise period for which such options are granted, notwithstanding the expiry of the Bossini Share Option Scheme.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of Bossini's shares on the date of grant of the share options; (ii) the average Stock Exchange closing price of Bossini's shares for the 5 trading days immediately preceding the date of grant; and (iii) the nominal value of Bossini's shares.

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

28. 購股權計劃 (續)

(II) 附屬公司之購股權計劃 (續)

向堡獅龍董事、最高行政人員或主要股東或彼等各自之聯繫人士授出之購股權，須事先獲獨立非執行董事（不包括同時為購股權承授人之獨立非執行董事）批准。此外，於任何12個月期間向堡獅龍主要股東或獨立非執行董事或彼等各自之聯繫人士授出之任何購股權，倘超過堡獅龍任何時間已發行股份0.1%或總值（按授出日期堡獅龍股份收市價計算）超過5,000,000港元，則須獲股東於股東大會事先批准。

授出之購股權可於授出日期起計28日內在承授人支付合共1港元象徵式代價後被接納。已授出購股權之行使期由董事釐訂，並自若干歸屬期間後開始及於購股權授出日期起計十年內屆滿。於堡獅龍購股權計劃期間授出及於緊接堡獅龍購股權計劃十年期間屆滿前尚未行使之購股權，儘管堡獅龍購股權計劃已期滿，仍可根據其授出條款於授出購股權行使期間內繼續予以行使。

購股權之行使價由董事釐訂，惟不得低於以下之最高者：(i)於購股權授出日期堡獅龍股份於聯交所之收市價；(ii)緊接授出日期前5個交易日堡獅龍股份於聯交所之平均收市價；及(iii)堡獅龍股份面值。

購股權並無賦予持有人獲派股息或於股東大會上投票之權利。

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28. SHARE OPTION SCHEME (CONTINUED)

(II) Share option scheme of a subsidiary (Continued)

The following share options were outstanding during the year:

| At 1 January 2021 | 於二零二一年一月一日 | - |
|-----------------------------------|---------------|------|
| Granted/adjusted during the year | 於年內授出／調整 | 0.57 |
| Forfeited/expired during the year | 於年內沒收／到期 | 0.46 |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 0.58 |

Equity-settled share option expenses of HK\$8,363,000 (2020: nil) was recognized in profit or loss in respect of the share options granted during the year ended 31 December 2021.

Notes:

(a) 15,925,000 (2020: Nil) share options granted were forfeited/expired during the year ended 31 December 2021 upon the resignation of certain grantees during the year.

(b) The fair values of the share options granted during the year ended 31 December 2021 were HK\$22,300,000 in aggregate, which were estimated as at the respective dates of grant using a binominal model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

| | | |
|----------------------------------|------------|-------------|
| Dividend yield (%) | 股息率(%) | 4.84-6.48 |
| Expected volatility (%) | 預期波幅(%) | 59.81-67.59 |
| Expected life of options (years) | 購股權預期年期(年) | 5.6-6.0 |
| Risk-free interest rate (%) | 無風險利率(%) | 0.37-1.11 |

28. 購股權計劃(續)

(II) 附屬公司之購股權計劃(續)

年內尚未行使購股權如下：

| | Weighted average exercise price 加權平均行使價 | Number of options 購股權數目 |
|-------------|--|----------------------------|
| Notes 附註 | (HK\$ per share) (每股港元) | '000 千份 |
| | - | - |
| (b) | 0.57 | 124,818 |
| (a) | 0.46 | (15,925) |
| (c) | 0.58 | 108,893 |

於截至二零二一年十二月三十一日止年度，就所授出購股權在損益確認以股權結算之購股權開支為8,363,000港元(二零二零年：零)。

附註：

(a) 於截至二零二一年十二月三十一日止年度，授出之15,925,000份(二零二零年：零份)購股權已於年內若干承授人辭任後沒收／到期。

(b) 於截至二零二一年十二月三十一日止年度，所授出購股權的公平值合共為22,300,000港元，乃經考慮購股權授出之條款及條件使用二項式模式於各自授出日期進行估計。下表列示所用模式之輸入數據：

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28. SHARE OPTION SCHEME (CONTINUED)

(II) Share option scheme of a subsidiary (Continued)

(c) The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2021

| Number of options 購股權數目 (‘000) (千份) | Exercise price* 行使價* (HK\$ per share) (每股港元) | Exercise period 行使期間 |
|--|---|----------------------------|
| 25,610 | 0.456 | 1 Jan 2022 to 31 Dec 2026 |
| 25,616 | 0.456 | 1 Jan 2023 to 31 Dec 2026 |
| 25,667 | 0.456 | 1 Jan 2024 to 31 Dec 2026 |
| 666 | 0.510 | 1 Jan 2022 to 31 Dec 2026 |
| 666 | 0.510 | 1 Jan 2023 to 31 Dec 2026 |
| 668 | 0.510 | 1 Jan 2024 to 31 Dec 2026 |
| 3,332 | 0.620 | 8 Aug 2022 to 7 Aug 2027 |
| 3,334 | 0.620 | 8 Aug 2023 to 7 Aug 2027 |
| 3,334 | 0.620 | 8 Aug 2024 to 7 Aug 2027 |
| 6,660 | 1.060 | 16 Nov 2022 to 15 Nov 2027 |
| 6,670 | 1.060 | 16 Nov 2023 to 15 Nov 2027 |
| 6,670 | 1.060 | 16 Nov 2024 to 15 Nov 2027 |
| 108,893 | | |

* The exercise prices of the share options are subject to adjustment in the event of any capitalisation issue, rights issue, consolidation, sub-division or reduction of the share capital of Bossini (other than issuance of Ordinary Shares as consideration in respect of a transaction)

28. 購股權計劃 (續)

(II) 附屬公司之購股權計劃 (續)

(c) 於報告期末尚未行使購股權之行使價及行使期間如下：

二零二一年

| |
|-------------------------|
| 二零二二年一月一日至二零二六年十二月三十一日 |
| 二零二三年一月一日至二零二六年十二月三十一日 |
| 二零二四年一月一日至二零二六年十二月三十一日 |
| 二零二二年一月一日至二零二六年十二月三十一日 |
| 二零二三年一月一日至二零二六年十二月三十一日 |
| 二零二四年一月一日至二零二六年十二月三十一日 |
| 二零二二年八月八日至二零二七年八月七日 |
| 二零二三年八月八日至二零二七年八月七日 |
| 二零二四年八月八日至二零二七年八月七日 |
| 二零二二年十一月十六日至二零二七年十一月十五日 |
| 二零二三年十一月十六日至二零二七年十一月十五日 |
| 二零二四年十一月十六日至二零二七年十一月十五日 |

* 購股權行使價可於堡獅龍進行任何資本化發行、供股、股本合併、拆細或削減 (發行普通股作為交易代價者除外) 時作出調整

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29. PERPETUAL CONVERTIBLE BONDS

The perpetual convertible bonds issued are as follows:

| | 2021 二零二一年 | 2020 二零二零年 |
|--------------------------------------|-----------------|-----------------|
| | HK\$'000 千港元 | HK\$'000 千港元 |
| Perpetual convertible bonds 永久性可換股債券 | 810,621 | 933,646 |

On 30 August 2013, the Company entered into the Deed with Victory Mind Assets Limited and Dragon City Management (PTC) Limited to advance the timetable for the possible issuance of earn-out perpetual convertible bonds in relation to the acquisition of approximately 25.2% equity interest of Li Ning Co in December 2012. The execution and performance of the Deed were approved in the extraordinary general meeting of shareholders on 4 November 2013. The earn-out perpetual convertible bonds with a fair value of HK\$1,140,000,000 were issued in advance in November 2013 and were classified as equity and the related derivative financial liabilities were derecognised at the same time, the financial impact of which was based on the fair value of earn-out perpetual convertible bonds upon the Deed becoming effective.

Perpetual convertible bonds with principal amount of HK\$19,500,000 (2020: HK\$205,400,000) were converted into 60,000,000 Ordinary Shares during the year ended 31 December 2021 (2020: 632,000,000).

30. RESERVES

(i) The amounts of the Group's reserves and the movements therein for the current and prior year are presented in the consolidated statement of changes in equity.

(ii) The share option reserve represents the fair value of share options vested which are yet to be exercised, as further explained in the accounting policy of share-based payments in Note 2.3 to the financial statements. The amount will either be transferred to the share premium account when the related share options are exercised, or transferred to retained profits/accumulated losses should the related share options lapse or be forfeited.

(iii) Pursuant to the relevant laws and regulations for wholly-owned enterprise, a portion of the profits of the Group's wholly-owned subsidiary which is established in the PRC has been transferred to reserve funds which are restricted as to use.

29. 永久性可換股債券

已發行之永久性可換股債券如下：

於二零一三年八月三十日，本公司與Victory Mind Assets Limited及Dragon City Management (PTC) Limited訂立契據，以推前就於二零一二年十二月收購李寧公司約25.2%股權而可能發行盈利能力永久性可換股債券的時間表。契據之簽立及履行於二零一三年十一月四日舉行的股東特別大會上已獲得批准。公平值為1,140,000,000港元之盈利能力永久性可換股債券已於二零一三年十一月提前發行，並歸類為權益，同時，相關衍生財務負債已終止確認，其財務影響乃根據於契據生效時的盈利能力永久性可換股債券之公平值計算。

截至二零二一年十二月三十一日止年度，本金金額為19,500,000港元（二零二零年：205,400,000港元）之永久性可換股債券已轉換為60,000,000股普通股（二零二零年：632,000,000股）。

30. 儲備

(i) 本年度及上一年度本集團儲備金額及其中變動於綜合權益變動表內呈列。

(ii) 購股權儲備指已歸屬但未行使購股權之公平值，進一步詳情載於財務報表附註2.3所述以股份償付之會計政策。有關金額將於有關購股權獲行使時轉撥至股份溢價賬，或於有關購股權失效或被沒收時轉撥至保留溢利／累計虧損。

(iii) 根據全資擁有企業之相關法律及法規，本集團於中國成立之全資附屬公司部分溢利已轉入受限制用途之儲備基金。

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31. OPERATING LEASE ARRANGEMENT

As lessor

As at 31 December 2021 and 2020, the Group leased sports park facilities and investment property to independent third parties under operating lease arrangements, with each lease negotiated for a term of 1 to 10 years.

As at 31 December 2021 and 2020, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

| | | 2021 二零二一年 | 2020 二零二零年 |
|---|----------------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Within one year | 一年內 | 7,821 | 11,394 |
| In the second to fifth years, inclusive | 第二至第五年(包括首尾兩年) | 11,305 | 6,389 |
| Over five years | 五年以上 | 5,770 | 2,726 |
| | | 24,896 | 20,509 |

31. 經營租賃安排

作為出租人

於二零二一年及二零二零年十二月三十一日，本集團根據經營租賃安排向獨立第三方出租體育園設施及投資物業，各項租賃經磋商後為期1至10年。

於二零二一年及二零二零年十二月三十一日，本集團根據與租戶訂立之不可撤銷經營租賃而於下列期間到期之日後應收最低租金總額如下：

32. COMMITMENTS FOR CAPITAL EXPENDITURE

As at 31 December 2021 and 2020, the Group had the following commitments for capital expenditure:

| | | 2021 二零二一年 | 2020 二零二零年 |
|---|--------------------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Contracted, but not provided for: | 已訂約但未撥備： | | |
| Property, plant and equipment | 物業、廠房及設備 | 101,944 | 10,026 |
| Capital contribution/acquisition of joint ventures/associates | 注資／收購合營企業／ 聯營公司 | 19,847 | 17,349 |
| | | 121,791 | 27,375 |

32. 資本開支承擔

於二零二一年及二零二零年十二月三十一日，本集團擁有以下資本開支承擔：

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33. MATERIAL RELATED PARTY TRANSACTIONS

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

| | | | 2021 二零二一年 | 2020 二零二零年 |
|--|---------------------|-------------|-----------------|-----------------|
| | | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| Marketing service income from associates | 來自聯營公司之市場推廣服務收入 | (i) | 229,106 | 199,695 |
| Purchases from an associate | 向一間聯營公司採購 | (ii) | 9,542 | 7,543 |
| Sales of goods to an associate | 向一間聯營公司銷售貨品 | (iii) | 67,637 | 3,974 |
| Office and car-park rental expense to associates | 向聯營公司支付之辦公室及停車場租金開支 | (iv) | 2,889 | 1,947 |
| Dividend received from associates | 已收聯營公司之股息 | (v) | 82,247 | 68,058 |
| Consultancy and other service income from an associate | 來自一間聯營公司之顧問及其他服務收入 | (vi) | 2,618 | 586 |
| Sales of goods to a non-controlling shareholder | 向一名非控股股東銷售貨品 | (vii) | 2,191 | - |

(i) Marketing service income from LN Group* and Double Happiness* in relation to some sports events and competitions and the endorsement of brand products of LN Group* and Double Happiness* managed by the Group, was charged in accordance with the terms negotiated between the related parties.

(ii) Purchases in relation to brand products of LN Group*, was charged in accordance with the terms negotiated between the Group and LN Group*.

(iii) Sales of goods in relation to brand products of the Group to LN Group*, was charged in accordance with the terms negotiated between the Group and LN Group*.

(iv) During the years ended 31 December 2021 and 2020, the Group leased certain offices and car-parking spaces from LN 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.

33. 重大關連人士交易

除此等財務報表其他部分所詳述之交易外，本集團年內日常業務過程中曾與關連人士進行以下重大交易：

(i) 就由本集團管理之若干體育項目及賽事及李寧集團*及紅雙喜*之品牌產品代言而從李寧集團*及紅雙喜*獲取之市場推廣服務收入按經相關訂約方協定之條款收取。

(ii) 與李寧集團*品牌產品相關採購按本集團與李寧集團*協定的條款收取。

(iii) 銷售予李寧集團*之本集團品牌產品貨品銷售款項按本集團與李寧集團*協定的條款收取。

(iv) 於截至二零二一年及二零二零年十二月三十一日止年度，本集團租用李寧集團*及紅雙喜*之若干辦公室及停車位。有關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。

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33. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(v) The dividend received were made pursuant to the dividend rates proposed and declared by Li Ning Co* and Double Happiness*.

(vi) The consultancy and other service income was charged in accordance with the terms of an agreement entered into between the Group and an associate.

(vii) Sales of goods to a non-controlling shareholder of a subsidiary was charged in accordance with the terms negotiated between the Group and the non-controlling shareholder.

* Mr. Li Ning and Mr. Li Qilin, the nephew of Mr. Li Ning, are common directors of the Company, LN Group and Double Happiness.

(a) Outstanding balances with related parties

Details of the Group's balances with related parties as included in revenue, other income and other gains-net, trade debtors and bills receivable are disclosed in Notes 5 and 18 to the financial statements.

(b) Compensation of key management personnel of the Group

Details of directors' emoluments and highest paid individuals are included in Notes 8 and 9 to the financial statements, respectively.

All related party transactions set out in this note did not fall within the definition of "connected transaction" or "continuing connected transaction" in Chapter 20 of the GEM Listing Rules.

34. ASSETS AND LIABILITIES CLASSIFIED AS HELD-FOR-SALE

34(a) Assets of disposal group classified as held-for-sale

| | Notes 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-----------------------|-------------|----------------------------------|----------------------------------|
| Investment properties | (b) | 184,730 | - |
| Stock of properties | (a) | - | 305,411 |
| Other receivable | (a) | - | 640 |
| Total | 總計 | 184,730 | 306,051 |

33. 重大關連人士交易 (續)

(v) 已收股息乃根據李寧公司*及紅雙喜*建議及宣派之股息率確定。

(vi) 顧問及其他服務收入根據本集團與一間聯營公司訂立之協議的條款收取。

(vii) 向一間附屬公司的一名非控股股東銷售貨品乃根據本集團與該非控股股東協商之條款收費。

* 李寧先生及李麒麟先生 (李寧先生的侄子) 為本公司、李寧集團及紅雙喜之共同董事。

(a) 關連人士之未付結餘

本集團計入收益、其他收入及其他收益淨額、應收賬款及應收票據之關連人士結餘之詳情在財務報表附註5及18披露。

(b) 本集團主要管理人員之薪酬

有關董事酬金及最高薪人士之詳情，分別載於財務報表附註8及9。

本附註所載之所有關連人士交易並不屬於GEM上市規則第20章項下所定義「關連交易」或「持續關連交易」。

34. 分類為待售資產及負債

34(a) 分類為待售組合資產

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34. ASSETS AND LIABILITIES CLASSIFIED AS HELD-FOR-SALE (CONTINUED)

34(b) Liabilities of disposal group classified as held-for-sale

| | Notes 附註 | 2021 二零二一年 | 2020 二零二零年 |
|----------------|-------------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Other payables | (a) | - | 39 |
| 其他應付款項 | | | |

Notes:

(a) As at 31 December 2020, the assets and liabilities classified as held for sales was related to Yangzhou Viva Property Development Limited (the "Target Company"), a non-wholly owned subsidiary of the Group.

In the fourth quarter of 2020, the management of the Group decided to sell a parcel of vacant land adjacent to Yangzhou Li Ning Sports Park which was originally acquired for commercial and residential development of Yangzhou sports community. The Group had initiated a program to locate a buyer for selling the Target Company which held the vacant land. Therefore, the associated assets and liabilities were presented as held for sale in the financial statements as at 31 December 2020.

On 16 March 2021, Viva China Yangzhou Community Development Holdings Limited (the "Seller"), a non-wholly owned subsidiary of the Company, entered into the share purchase agreement with Yangzhou City Huacheng Property Development Limited (the "Buyer"), pursuant to which the Seller agreed to sell and the Buyer agreed to acquire the entire issued share capital in the Target Company at a consideration of RMB313.69 million.

In March 2021, the Seller has transferred 90% issued share capital of Target Company to the Buyer in according to the terms of the Share Purchase Agreement. The Transaction had been completed after the transfer of remaining 10% issued share capital of Target Company to the Buyer in October 2021.

For details, please refer to the announcements of the Company dated 16 March 2021.

Total cash consideration for the disposal was HK\$375,801,000 (equivalent to RMB313,690,000), net assets disposed of were HK\$319,722,000, exchange fluctuation reserve previous recognized to the consolidated statement of profit or loss of HK\$3,212,000 was reclassified to the consolidated statement of profit or loss resulting in a gain of disposal HK\$52,867,000. Net cash inflow arising on disposal of such was HK\$364,186,000, net-off bank balances and cash disposal of HK\$11,615,000.

(b) On 30 December 2021, Rapid City Limited ("Rapid City", a wholly owned subsidiary of Bossini), Shine Wealthy Limited ("Shine Wealthy", an independent purchaser) and Knight Frank Hong Kong Limited (the "Agent") entered into two provisional sale and purchase agreements (the "Provisional Agreements") for the sale and purchase of two properties held by Rapid City at the aggregate consideration of HK\$184,729,500. Pursuant to the terms of the Provisional Agreements, Rapid City and Shine Wealthy entered into the formal agreements on 13 January 2022. The transaction was completed on 15 March 2022. Therefore, the associated assets were presented as held for sale in the financial statements as at 31 December 2021.

Details of the above were set out in Bossini's announcements dated 30 December 2021.

34. 分類為待售資產及負債(續)

34(b) 分類為待售組合負債

附註：

(a) 於二零二零年十二月三十一日，分類為待售資產及負債與揚州非凡房地產開發有限公司（「目標公司」）有關，該公司為本集團非全資附屬公司。

於二零二零年第四季度，本集團管理層決定出售一幅毗鄰揚州李寧體育園的空置土地，該土地最初被收購用作揚州體育社區的商業及住宅發展。本集團啟動一項計劃，物色買家以出售持有該空置土地的目标公司。因此，相關資產及負債於二零二零年十二月三十一日的財務報表中呈列為持作出售。

於二零二一年三月十六日，本公司非全資附屬公司非凡中國揚州社區開發控股有限公司（「賣方」）與揚州市華城房地產開發有限公司（「買方」）訂立購股協議，據此，賣方同意出售，而買方同意收購目標公司全部已發行股本，代價為人民幣313,690,000元。

於二零二一年三月，賣方已根據購股協議的條款將目標公司的90%已發行股本轉讓給買方。於二零二一年十月目標公司將剩餘的10%已發行股本轉讓給買方後，該交易已完成。

有關詳情，請參閱本公司日期為二零二一年三月十六日之公告。

出售事項的總代價為375,801,000港元（相當於人民幣313,690,000元），出售的資產淨值為319,722,000港元，先前於綜合損益表確認的匯兌波動儲備3,212,000港元重新分類至綜合損益表，產生出售收益52,867,000港元。有關出售所產生的現金流入淨額為364,186,000港元（經扣除出售的銀行結餘及現金11,615,000港元）。

(b) 於二零二一年十二月三十日，捷利城有限公司（「捷利城」，為堡獅龍之全資附屬公司）、亮康有限公司（「亮康」，一名獨立買方）及萊坊（香港）有限公司（「代理人」）就買賣由捷利城持有的兩處物業訂立兩份臨時買賣協議（「臨時協議」），總代價為184,729,500港元。根據臨時協議之條款，捷利城與亮康已於二零二二年一月十三日訂立正式協議。該交易已於二零二二年三月十五日完成。因此，相關資產於二零二一年十二月三十一日的財務報表中呈列為持作出售。

上述事項的詳情載於堡獅龍日期為二零二一年十二月三十日的公告。

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35. PARTICULARS OF SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 December 2021:

35. 附屬公司詳情

二零二一年十二月三十一日主要附屬公司詳情列示如下：

| Company name 公司名稱 | Place of incorporation/ registration and operations 註冊成立／註冊 及營業地點 | Issued ordinary shares/paid up capital 已發行普通股／ 繳足股本 | Percentage of equity attributable to the Company 本公司應佔股本百分比 | | Principal activities 主要業務 |
|---|--|--|---|----------------|---------------------------------|
| | | | Direct 直接 | Indirect 間接 | |
| Viva China Development Limited 非凡中國發展有限公司 | BVI 英屬處女群島 | US\$1 & HK\$2,079,000,000 1美元及2,079,000,000港元 | 100% | — | Investment holding 投資控股 |
| Winner Rich Investment Limited 永利富投資有限公司 | Hong Kong 香港 | HK\$1 1港元 | 100% | — | Investment holding 投資控股 |
| Viva China Sports Holding Limited 非凡中國體育控股有限公司 | Hong Kong 香港 | HK\$520,000 520,000港元 | 100% | — | Investment holding 投資控股 |
| Viva China Community Development Holdings Limited 非凡中國社區開發控股有限公司 | BVI 英屬處女群島 | US\$1 1美元 | 100% | — | Investment holding 投資控股 |
| 珠海橫琴昌運盛世貿易有限公司 | PRC 中國 | RMB150,000,000 人民幣150,000,000元 | — | 100% | Investment holding 投資控股 |
| 珠海橫琴滿譽貿易有限公司 | PRC 中國 | RMB38,000,000 (Note iv) 人民幣38,000,000元 (附註iv) | — | 100% | Investment holding 投資控股 |
| 珠海橫琴非凡健源體育文化產業股權投資管理 中心(有限合夥) | PRC 中國 | RMB125,000,000 人民幣125,000,000元 | — | 100% | Investment holding 投資控股 |
| 珠海非凡盛世投資管理有限公司 | PRC 中國 | RMB12,000,000 人民幣12,000,000元 | — | 100% | Investment holding 投資控股 |
| 珠海橫琴非凡華置投資管理有限公司 | PRC 中國 | RMB3,500,000 (Note iii) 人民幣3,500,000元 (附註iii) | — | 100% | Investment holding 投資控股 |
| 南寧市國達體育文化有限公司 | PRC 中國 | RMB300,000 人民幣300,000元 | — | 100% | Investment holding 投資控股 |

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35. PARTICULARS OF SUBSIDIARIES (CONTINUED)

35. 附屬公司詳情 (續)

| Company name 公司名稱 | Place of incorporation/ registration and operations 註冊成立／註冊 及營業地點 | Issued ordinary shares/paid up capital 已發行普通股／ 繳足股本 | Percentage of equity attributable to the Company 本公司應佔股本百分比 | | Principal activities 主要業務 |
|----------------------|--|--|---|----------------|---|
| | | | Direct 直接 | Indirect 間接 | |
| 深圳市非凡體育文化產業發展有限公司 | PRC 中國 | RMB500,000 (Note i) 人民幣500,000元 (附註i) | — | 100% | Retailing and distribution of garments 成衣零售及分銷 |
| 上海優越非凡企業發展有限公司 | PRC 中國 | RMB0 (Note x) 人民幣零元 (附註x) | — | 100% | Retailing and distribution of garments 成衣零售及分銷 |
| 非系網絡科技(上海)有限公司 | PRC 中國 | RMB0 (Note xi) 人民幣零元 (附註xi) | — | 100% | Retailing and distribution of garments 成衣零售及分銷 |
| 上海綽悅服裝有限公司 | PRC 中國 | RMB0 (Note xii) 人民幣零元 (附註xii) | — | 100% | Retailing and distribution of garments 成衣零售及分銷 |
| 非凡領越(上海)供應鏈有限公司 | PRC 中國 | RMB0 (Note xiii) 人民幣零元 (附註xiii) | — | 100% | Provision of supply chain management services 提供供應鏈管理服務 |
| 桐鄉領越體育文化有限公司 | PRC 中國 | RMB2,000,000 (Note xiv) 人民幣2,000,000元 (附註xiv) | — | 100% | Sports park management and operation 體育園管理及營運 |
| 青島領越體育文化有限公司 | PRC 中國 | RMB100,000 人民幣100,000元 | — | 100% | Sports park management and operation 體育園管理及營運 |
| 杭州領越運動文化有限公司 | PRC 中國 | RMB1,000,000 人民幣1,000,000元 | — | 100% | Sports park management and operation 體育園管理及營運 |
| 天津市西青區國達體育文化交流有限責任公司 | PRC 中國 | RMB300,000 人民幣300,000元 | — | 100% | Sports park management and operation 體育園管理及營運 |

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35. PARTICULARS OF SUBSIDIARIES (CONTINUED)

35. 附屬公司詳情 (續)

| Company name 公司名稱 | Place of incorporation/ registration and operations 註冊成立/註冊 及營業地點 | Issued ordinary shares/paid up capital 已發行普通股/ 繳足股本 | Percentage of equity attributable to the Company 本公司應佔股本百分比 | | Principal activities 主要業務 |
|----------------------|--|--|---|----------------|--|
| | | | Direct 直接 | Indirect 間接 | |
| 揚州非凡體育文化有限公司 | PRC 中國 | RMB300,000 人民幣300,000元 | — | 100% | Sports park management and operation 體育園管理及營運 |
| 臨沂非凡體育管理有限公司 | PRC 中國 | RMB1,000,000 人民幣1,000,000元 | — | 100% | Sports park management and operation 體育園管理及營運 |
| 寧波領越體育文化有限公司 | PRC 中國 | RMB1,000,000 人民幣1,000,000元 | — | 80% | Sports park management and operation 體育園管理及營運 |
| 南通市國達體育文化有限公司 | PRC 中國 | RMB0 (Note vi) 人民幣零元 (附註vi) | — | 100% | Sports park management and operation 體育園管理及營運 |
| 天津市國達體育文化發展有限責任公司 | PRC 中國 | RMB1,000,000 人民幣1,000,000元 | — | 100% | Sports park management and operation 體育園管理及營運 |
| 珠海橫琴信成投資管理有限公司 | PRC 中國 | RMB100,000,000 人民幣100,000,000元 | — | 100% | Project investment and property development consultancy services 項目投資及房地產開發諮詢服務 |
| 非凡領越體育發展(北京)有限公司 | PRC 中國 | RMB102,100,000 (Note ii) 人民幣102,100,000元 (附註ii) | — | 100% | Sports talent management, competition and event production and management, and sports-related marketing and consultancy service 體育人才管理、賽事及活動製作 及管理以及體育相關市場推廣 及諮詢服務 |
| 北京非凡領越體育場館運營管理有限公司 | PRC 中國 | RMB25,000,000 人民幣25,000,000元 | — | 100% | Provision of development consultancy services 提供開發諮詢服務 |
| 非凡德勝(珠海)體育科技發展有限公司 | PRC 中國 | RMB2,000,000 (Note v) 人民幣2,000,000元 (附註v) | — | 70% | Provision of scientific physical rehabilitation training and health management services 提供科學體能康復訓練及健康管 理服務 |

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35. PARTICULARS OF SUBSIDIARIES (CONTINUED)

35. 附屬公司詳情 (續)

| Company name 公司名稱 | Place of incorporation/ registration and operations 註冊成立/註冊 及營業地點 | Issued ordinary shares/paid up capital 已發行普通股/ 繳足股本 | Percentage of equity attributable to the Company 本公司應佔股本百分比 | | Principal activities 主要業務 |
|----------------------|--|--|---|----------------|--|
| | | | Direct 直接 | Indirect 間接 | |
| 上海穎茂商務諮詢有限公司 | PRC | RMB100,000 | — | 100% | Production and distribution of sports content, management and marketing of sports talents 體育內容製作及發行、體育人才管理及市場推廣 |
| | 中國 | 人民幣100,000元 | | | |
| 蘇州桑禾科技發展有限公司 | PRC | RMB0 (Note xv) | — | 100% | Production and distribution of sports content, management and marketing of sports talents 體育內容製作及發行、體育人才管理及市場推廣 |
| | 中國 | 人民幣零元 (附註xv) | | | |
| 上海方初科技發展有限公司 | PRC | RMB100,000 | — | 99% | production and distribution of sports content, management and marketing of sports talents 體育內容製作及發行、體育人才管理及市場推廣 |
| | 中國 | 人民幣100,000元 | | | |
| 上海內盛網絡科技有限公司 | PRC | RMB0 (Note vii) | — | 99% | production and distribution of sports content, management and marketing of sports talents 體育內容製作及發行、體育人才管理及市場推廣 |
| | 中國 | 人民幣零元 (附註vii) | | | |
| 蘇州潘塔鯊科技發展有限公司 | PRC | RMB825,000 (Note ix) | — | 100% | production and distribution of sports content, management and marketing of sports talents 體育內容製作及發行、體育人才管理及市場推廣 |
| | 中國 | 人民幣825,000元 (附註ix) | | | |
| 精英假日(北京)體育發展有限公司 | PRC | RMB14,312,160 | — | 100% | Operation of ice-skating rinks 營運滑冰場 |
| | 中國 | 人民幣14,312,160元 | | | |
| 精英假日(上海)滑冰俱樂部有限公司 | PRC | RMB5,000,000 | — | 100% | Operation of ice-skating rinks 營運滑冰場 |
| | 中國 | 人民幣5,000,000元 | | | |
| 天津市精英假日體育組織有限公司 | PRC | RMB5,000,000 | — | 100% | Operation of ice-skating rinks 營運滑冰場 |
| | 中國 | 人民幣5,000,000元 | | | |
| 杭州精英體育文化有限公司 | PRC | RMB500,000 | — | 100% | Operation of ice-skating rinks 營運滑冰場 |
| | 中國 | 人民幣500,000元 | | | |

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35. PARTICULARS OF SUBSIDIARIES (CONTINUED)

35. 附屬公司詳情 (續)

| Company name 公司名稱 | Place of incorporation/ registration and operations 註冊成立/註冊 及營業地點 | Issued ordinary shares/paid up capital 已發行普通股/ 繳足股本 | Percentage of equity attributable to the Company 本公司應佔股本百分比 | | Principal activities 主要業務 |
|---|--|--|---|----------------|---|
| | | | Direct 直接 | Indirect 間接 | |
| 蘇州市全明星滑冰體育文化有限公司 | PRC 中國 | RMB500,000 人民幣500,000元 | — | 100% | Operation of ice-skating rinks 營運滑冰場 |
| 武漢市全明星滑冰體育文化有限公司 | PRC 中國 | RMB5,000,000 人民幣5,000,000元 | — | 100% | Operation of ice-skating rinks 營運滑冰場 |
| 來賓寧聚力鞋業有限公司 | PRC 中國 | RMB35,000,000 (Note viii) 人民幣35,000,000元 (附註viii) | — | 70% | manufacturing of shoes 生產鞋子 |
| Active Link Limited 弘譽有限公司 | Hong Kong 香港 | HK\$5,000,000 5,000,000港元 | — | 70.7% | Retailing and distribution of garments 成衣零售及分銷 |
| Bossini Clothing Limited | Hong Kong 香港 | HK\$2 2港元 | — | 70.7% | Retailing and distribution of garments 成衣零售及分銷 |
| Bossini Distribution Limited 堡獅龍分銷有限公司 | Hong Kong 香港 | HK\$1 1港元 | — | 70.7% | Retailing and distribution of garments 成衣零售及分銷 |
| Bossini Enterprises Limited 堡獅龍企業有限公司 | Hong Kong 香港 | HK\$2 2港元 | — | 70.7% | Retailing and distribution of garments 成衣零售及分銷 |
| Bossini Onmay International Limited 堡獅龍上美國際有限公司 | Hong Kong 香港 | HK\$2 2港元 | — | 70.7% | Retailing and distribution of garments 成衣零售及分銷 |
| Bossini Garment Limited | Hong Kong 香港 | HK\$2 2港元 | — | 70.7% | Distribution of garments 成衣分銷 |
| Bossini Investment Limited | BVI 英屬處女群島 | US\$11,928 11,928美元 | — | 70.7% | Investment holding 投資控股 |
| Bossini International Holdings Limited 堡獅龍國際集團有限公司 | Bermuda 百慕達 | HK\$164,383,000 164,383,000港元 | — | 70.7% | Investment holding 投資控股 |
| Bossini Retail Limited | Hong Kong 香港 | HK\$2 2港元 | — | 70.7% | Retailing and distribution of garments 成衣零售及分銷 |

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35. PARTICULARS OF SUBSIDIARIES (CONTINUED)

35. 附屬公司詳情 (續)

| Company name 公司名稱 | Place of incorporation/ registration and operations 註冊成立/註冊 及營業地點 | Issued ordinary shares/paid up capital 已發行普通股/ 繳足股本 | Percentage of equity attributable to the Company 本公司應佔股本百分比 | | Principal activities 主要業務 |
|---|--|--|---|----------------|---|
| | | | Direct 直接 | Indirect 間接 | |
| Bright Star Fashion Limited 耀星服裝有限公司 | Macau 澳門 | MOP\$25,000 25,000澳門元 | – | 70.7% | Retailing and distribution of garments 成衣零售及分銷 |
| 廣州市堡獅龍實業有限公司 | PRC 中國 | RMB1,010,000 人民幣1,010,000元 | – | 70.7% | Retailing and distribution of garments 成衣零售及分銷 |
| 廣州富葆龍貿易有限公司 | PRC 中國 | RMB148,000,000 人民幣148,000,000元 | – | 70.7% | Retailing and distribution of garments 成衣零售及分銷 |
| J & R Bossini Fashion Pte. Ltd. | Singapore 新加坡 | SG\$2,000,000 2,000,000新加坡元 | – | 70.7% | Retailing and distribution of garments 成衣零售及分銷 |
| Lead Commence Limited 立啟興業有限公司 | Hong Kong 香港 | HK\$2 2港元 | – | 70.7% | Retailing and distribution of garments 成衣零售及分銷 |
| J & R Bossini Holdings Limited 堡獅龍集團有限公司 | Hong Kong 香港 | HK\$2 2港元 | – | 70.7% | Investment holding 投資控股 |
| Kacono Trading Limited | BVI 英屬處女群島 | HK\$2,000 2,000港元 | – | 70.7% | Investment holding 投資控股 |
| Key Value Trading Limited | BVI 英屬處女群島 | US\$100 100美元 | – | 70.7% | Investment holding 投資控股 |
| Land Challenger Limited 朗志有限公司 | Hong Kong 香港 | HK\$2 2港元 | – | 70.7% | Investment holding 投資控股 |
| Burling Limited 伯林有限公司 | BVI 英屬處女群島 | US\$100 100美元 | – | 70.7% | Licensing of trademarks 商標特許 |
| Rapid City Limited 捷利城有限公司 | Hong Kong 香港 | HK\$2 2港元 | – | 70.7% | Property holding and letting 物業持有及租賃 |

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35. PARTICULARS OF SUBSIDIARIES (CONTINUED)

Notes:

- (i) The registered capital of 深圳市非凡體育文化產業發展有限公司 is RMB1,000,000.
- (ii) The registered capital of 非凡領越體育發展(北京)有限公司 is RMB150,000,000.
- (iii) The registered capital of 珠海橫琴非凡華置投資管理有限公司 is RMB5,000,000.
- (iv) The registered capital of 珠海橫琴滿譽貿易有限公司 is RMB100,000,000.
- (v) The registered capital of 非凡德勝(珠海)體育科技發展有限公司 is RMB3,333,333.
- (vi) The registered capital of 南通市國達體育文化有限公司 is RMB10,000,000.
- (vii) The registered capital of 上海內盛網絡科技有限公司 is RMB100,000.
- (viii) The registered capital of 來賓寧聚力鞋業有限公司 is RMB45,000,000.
- (ix) The registered capital of 蘇州潘塔鯊科技發展有限公司 is RMB1,000,000.
- (x) The registered capital of 上海優越非凡企業發展有限公司 is RMB300,000.
- (xi) The registered capital of 非系網路科技(上海)有限公司 is RMB5,000,000.
- (xii) The registered capital of 上海綽悅服裝有限公司 is RMB500,000.
- (xiii) The registered capital of 非凡領越(上海)供應鏈有限公司 is RMB1,000,000.
- (xiv) The registered capital of 桐鄉領越體育文化有限公司 is RMB5,000,000.
- (xv) The registered capital of 蘇州桑禾科技有限公司 is RMB1,000,000.

Apart from 珠海橫琴非凡健源體育文化產業股權投資管理中心(有限合夥) being registered as limited partnership, all the other principal subsidiaries of the Company are registered as limited liability companies.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

35. 附屬公司詳情(續)

附註:

- (i) 深圳市非凡體育文化產業發展有限公司之註冊資本為人民幣1,000,000元。
- (ii) 非凡領越體育發展(北京)有限公司之註冊資本為人民幣150,000,000元。
- (iii) 珠海橫琴非凡華置投資管理有限公司之註冊資本為人民幣5,000,000元。
- (iv) 珠海橫琴滿譽貿易有限公司之註冊資本為人民幣100,000,000元。
- (v) 非凡德勝(珠海)體育科技發展有限公司之註冊資本為人民幣3,333,333元。
- (vi) 南通市國達體育文化有限公司之註冊資本為人民幣10,000,000元。
- (vii) 上海內盛網絡科技有限公司之註冊資本為人民幣100,000元。
- (viii) 來賓寧聚力鞋業有限公司之註冊資本為人民幣45,000,000元。
- (ix) 蘇州潘塔鯊科技發展有限公司之註冊資本為人民幣1,000,000元。
- (x) 上海優越非凡企業發展有限公司之註冊資本為人民幣300,000元。
- (xi) 非系網路科技(上海)有限公司之註冊資本為人民幣5,000,000元。
- (xii) 上海綽悅服裝有限公司之註冊資本為人民幣500,000元。
- (xiii) 非凡領越(上海)供應鏈有限公司之註冊資本為人民幣1,000,000元。
- (xiv) 桐鄉領越體育文化有限公司之註冊資本為人民幣5,000,000元。
- (xv) 蘇州桑禾科技有限公司之註冊資本為人民幣1,000,000元。

除珠海橫琴非凡健源體育文化產業股權投資管理中心(有限合夥)註冊為有限合夥外,所有本公司之其他主要附屬公司均註冊為有限公司。

上表載列本公司之附屬公司,董事認為,該等附屬公司為主要對年內業績構成影響或組成本集團資產淨值之主要部分。董事認為詳列其他附屬公司之資料會導致篇幅過於冗長。

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36. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

36. 本公司之財務狀況表及儲備變動

| | | | 2021 二零二一年 | 2020 二零二零年 |
|--|--------------------|-------------|-----------------|-----------------|
| | | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| NON-CURRENT ASSETS | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | | 1,106 | 2,066 |
| Right-of-use asset | 使用權資產 | | - | 2,133 |
| Investments in subsidiaries | 於附屬公司之投資 | | 1,376,837 | 1,376,837 |
| Total non-current assets | 非流動資產總值 | | 1,377,943 | 1,381,036 |
| CURRENT ASSETS | 流動資產 | | | |
| Due from subsidiaries | 應收附屬公司款項 | | 3,376,610 | 1,587,620 |
| Prepayments, deposits and other receivables | 預付款項、按金及 其他應收款項 | | 47,903 | 49,474 |
| Cash and bank balances | 現金及銀行結餘 | | 1,908,291 | 1,220,396 |
| Total current assets | 流動資產總值 | | 5,332,804 | 2,857,490 |
| CURRENT LIABILITIES | 流動負債 | | | |
| Due to subsidiaries | 應付附屬公司款項 | | 39,477 | 140,695 |
| Lease liability | 租賃負債 | | - | 2,412 |
| Other payables and accruals | 其他應付款項及應計費用 | | 5,148 | 6,157 |
| Total current liabilities | 流動負債總額 | | 44,625 | 149,264 |
| NET CURRENT ASSETS | 流動資產淨值 | | 5,288,179 | 2,708,226 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 資產總值減流動負債 | | 6,666,122 | 4,089,262 |
| NON-CURRENT LIABILITY | 非流動負債 | | | |
| Due to a subsidiary | 應付一間附屬公司款項 | | 4,990,000 | 2,361,217 |
| Total non-current liability | 非流動負債總額 | | 4,990,000 | 2,361,217 |
| NET ASSETS | 資產淨值 | | 1,676,122 | 1,728,045 |
| EQUITY | 權益 | | | |
| Issued capital | 已發行股本 | 27 | 481,062 | 474,817 |
| Perpetual convertible bonds | 永久性可換股債券 | 29 | 810,621 | 933,646 |
| Reserves | 儲備 | (a) | 384,439 | 319,582 |
| TOTAL EQUITY | 權益總額 | | 1,676,122 | 1,728,045 |

The statement of financial position of the Company was approved by the board of directors on 18 March 2022.

本公司之財務狀況表已於二零二二年三月十八日獲董事會批准。

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36. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

Note:

(a) Reserve movement of the Company

| | | Share premium account 股份溢價賬 HK\$'000 千港元 | Share option reserve 購股權儲備 HK\$'000 千港元 | Accumulated losses 累計虧損 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|--------------------------------|---|--|---|--------------------------------|
| At 1 January 2020 | 於二零二零年一月一日 | 2,543,460 | 56,824 | (2,444,136) | 156,148 |
| Profit for the year and total comprehensive loss for the year | 年內溢利及年內全面虧損總額 | - | - | 282,277 | 282,277 |
| Shares issued upon conversion of perpetual convertible bonds | 永久性可換股債券獲兌換時發行之股份 | 173,800 | - | - | 173,800 |
| Equity-settled share option arrangements | 以股權結算之購股權安排 | - | 5,862 | - | 5,862 |
| Transfer of share option reserve upon the forfeiture or expiry of share options | 於購股權被沒收或屆滿時轉撥購股權儲備 | - | (17,834) | 17,834 | - |
| Dividend paid | 已付股息 | (298,505) | - | - | (298,505) |
| At 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及二零二一年一月一日 | 2,418,755 | 44,852 | (2,144,025) | 319,582 |
| Profit for the year and total comprehensive income for the year | 年內溢利及年內全面收益總額 | - | - | 1,385,824 | 1,385,824 |
| Share issued upon exercise of share option | 購股權獲行使時發行之股份 | 46,207 | (17,002) | - | 29,205 |
| Shares issued upon conversion of perpetual convertible bonds | 永久性可換股債券獲兌換時發行之股份 | 120,025 | - | - | 120,025 |
| Equity-settled share option arrangements | 以股權結算之購股權安排 | - | 33,922 | - | 33,922 |
| 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 | - | (30,387) | 30,387 | - |
| Dividend paid | 已付股息 | (1,504,119) | - | - | (1,504,119) |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 1,080,868 | 31,385 | (727,814) | 384,439 |

36. 本公司之財務狀況表及儲備變動 (續)

附註：

(a) 本公司之儲備變動

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The Group does not have written risk management policies and guidelines. However, the board of directors of the Company meets periodically to analyse and formulate measures to manage the Group's exposure to market risk (including foreign currency risk, interest risk and other price risk), liquidity risk and credit risk. Generally, the Group employs a conservative strategy regarding its risk management. The Group enters into derivative transactions, including principally forward currency contracts. The purpose is to manage the foreign currency risk arising from the Group's operations. The most significant financial risks to which the Group is exposed are discussed below.

Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group has interest-bearing assets and liabilities in relation to cash at banks and bank loans, details of which are disclosed in Notes 20 and 25, respectively, to the financial statements. The Group has not used any financial instrument to hedge potential fluctuations in interest rates. The exposure to interest rates risk for the Group's cash at banks and bank loans are considered minimal.

Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument (excluding investment in associates) will fluctuate because of changes in foreign exchange rates. The Group operates in the PRC, Hong Kong, Macau and Singapore. Most of the sales and trading transactions are settled in RMB and HK\$. Amounts invested into various bank deposits are denominated in RMB and HK\$. As at the end of the reporting period, foreign currencies were translated into HK\$ at the closing rate. As at 31 December 2021, cash and bank balances denominated in RMB and domiciled outside the PRC amounted to HK\$104,193,000 (2020: HK\$73,478,000), cash and bank balances denominated in GBP amounted to HK\$15,794,000 (2020: HK\$269,484,000), cash and bank balances denominated in SG\$ amounted to HK\$26,453,000 (2020: HK\$23,541,000), cash and bank balance denominated in MOP amounted HK\$9,599,000 (2020: HK\$13,670,000) and the remaining balance of HK\$2,373,624,000 (2020: HK\$1,477,268,000) was mainly denominated in HK\$ and domiciled outside the PRC or denominated in RMB and domiciled in the PRC. Moreover, financial assets/liabilities at fair value through profit or loss denominated in GBP amounted to HK\$587,129,000 as at 31 December 2021 (2020: HK\$271,874,000). It is the Group's policy to enter into forward currency contracts to mitigate foreign currency risk arising from material transactions denominated in currencies other than Hong Kong dollar. The policies to manage foreign currency risk have been followed by the Group since prior years and are considered to be effective.

37. 財務風險管理目標及政策

本集團就其於日常業務及投資活動中使用之財務工具承受財務風險。本集團並無書面風險管理政策及指引。然而，本公司董事會定期舉行會議，分析及制訂措施以管理本集團承受之市場風險（包括外幣風險、利率風險及其他價格風險）、流動資金風險及信貸風險。一般而言，本集團採用審慎風險管理策略。本集團訂立多項衍生交易，主要包括遠期貨幣合約，其目的為管理從本集團業務所產生之外幣風險。本集團所承受之最重大財務風險於下文論述。

利率風險

利率風險乃與財務工具之公平值或現金流量會隨市場利率變動而出現波動之風險有關。本集團有計息資產及負債，涉及銀行現金及銀行貸款。有關詳情分別於財務報表附註20及25披露。本集團並未使用任何財務工具對沖潛在利率波動。本集團銀行現金及銀行貸款之利率風險被視為輕微。

外幣風險

貨幣風險指財務工具（不包括於聯營公司之投資）之公平值或未來現金流量會隨匯率變動而波動之風險。本集團於中國、香港、澳門及新加坡營運。大部分銷售及買賣交易以人民幣及港元結算。投資於多間銀行之款額以人民幣及港元計值。於報告期末，外幣按收市匯率換算為港元。於二零二一年十二月三十一日，以人民幣計值並存放於中國境外之現金及銀行結餘為104,193,000港元（二零二零年：73,478,000港元），以英鎊計值的現金及銀行結餘為15,794,000港元（二零二零年：269,484,000港元），以新加坡元計值的現金及銀行結餘為26,453,000港元（二零二零年：23,541,000港元），以澳門元計值之現金及銀行結餘為9,599,000港元（二零二零年：13,670,000港元），而餘額2,373,624,000港元（二零二零年：1,477,268,000港元）則主要以港元計值並存放於中國境外或以人民幣計值並存放於中國境內。此外，於二零二一年十二月三十一日，以英鎊計值的透過損益按公平值計量之財務資產／負債為587,129,000港元（二零二零年：271,874,000港元）。本集團之政策為訂立遠期貨幣合約以減低以港元以外貨幣計值之重大交易所產生之外幣風險。本集團於過去數年一直遵守外幣風險管理政策，並認為該等政策行之有效。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to foreign currency risk at year end date.

If RMB appreciates/depreciates against HK\$ by 5%, the results of the Group would be increased/decreased by approximately HK\$5,210,000 (2020: HK\$6,287,000).

If GBP appreciates/depreciates against HK\$ by 5%, the results of the Group would be increased/decreased by approximately HK\$29,674,000 (2020: HK\$22,663,000).

If SG\$ appreciates/depreciates against HK\$ by 5%, the results of the Group would be increased/decreased by approximately HK\$1,326,000 (2020: HK\$983,000).

If MOP appreciates/depreciates against HK\$ by 5%, the results of the Group would be increased/decreased by approximately HK\$480,000 (2020: HK\$571,000).

Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligations under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations. The carrying amounts of trade debtors and bills receivable, deposits and other receivable carried at amortised cost and cash and cash equivalents included in the face of the statements of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

The Group generally has established long-term and stable relationships with its customers. The Group has policies in place to ensure that sales of products are made to customers with an appropriate credit history. The Group generally allows credit period of one month extending up to six months to its major trade customers. The credit risk of other receivables arises from that borrowers fail to repay loans on time. The Group has assessed the credit status of each borrower and the value of the collaterals has been taken into account when calculating the provision for impairment. The Group's historical experience in collection of trade and other receivables falls within the recorded allowance and the directors are of the opinion that adequate allowance for credit loss for uncollectible receivables has been made in the consolidated financial statements.

37. 財務風險管理目標及政策(續)

敏感度分析

下列敏感度分析已根據於年結日承受之外幣風險釐定。

倘人民幣兌港元升值／貶值5%，則本集團業績將增加／減少約5,210,000港元(二零二零年：6,287,000港元)。

倘英鎊兌港元升值／貶值5%，則本集團業績將增加／減少約29,674,000港元(二零二零年：22,663,000港元)。

倘新加坡元兌港元升值／貶值5%，則本集團業績將增加／減少約1,326,000港元(二零二零年：983,000港元)。

倘澳門元兌港元升值／貶值5%，則本集團業績將增加／減少約480,000港元(二零二零年：571,000港元)。

信貸風險

信貸風險指財務工具之交易對方未能根據財務工具之條款履行其責任，令本集團蒙受財務損失之風險。本集團承受之信貸風險主要來自於日常業務過程中向客戶授予之信貸。應收賬款及應收票據、按攤銷成本計量之按金及其他應收款項以及現金及現金等價物之賬面值計入財務狀況表，代表本集團就其財務資產承受之最高信貸風險。

本集團普遍已與客戶建立長期穩定之關係。本集團已制定政策以確保向有良好信貸記錄之客戶銷售產品。本集團一般向其主要貿易客戶提供之信貸期介乎1個月至6個月不等。其他應收款項的信貸風險來源於借款人無法按時償還貸款。本集團已評估各借款人的信貸狀況，並於計算減值撥備時，計及抵押品的價值。本集團在收取應收賬款及其他應收款項方面的歷史經驗，均在記錄撥備範圍內，而董事們認為，在綜合財務報表內已就不可收回的應收賬款作出足夠的信貸虧損撥備。

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk (Continued)

The Group maintains its cash and cash equivalents with reputable banks in Mainland China and Hong Kong, therefore the directors consider that the credit risk for such is minimal. The credit and investment policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

Impairment of financial assets

The Group applies the expected credit loss model to financial assets measured at cost, including trade debtors and bills receivable, deposits and other receivables and cash and cash equivalent.

Impairment on trade debtors and bills receivable, and deposit and other receivables is measured as either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition by considering available, reasonable and supportive forwarding-looking information.

Trade debtors and bills receivable, and deposit and other receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, default or delinquency in payments, and the failure of a debtor to engage in a repayment plan with the Group.

While cash and cash equivalents are also subject to the impairment requirements of HKFRS 9, no impairment loss was identified.

37. 財務風險管理目標及政策 (續)

信貸風險 (續)

本集團將其現金及現金等價物存於中國內地及香港信譽良好之銀行，故董事認為有關信貸風險屬輕微。本集團於過去數年一直遵守信貸投資政策，並認為已將本集團面臨之信貸風險有效限制至令人滿意的水平。

財務資產減值

本集團就按成本計量之財務資產 (包括應收賬款及應收票據、按金及其他應收款項以及現金及現金等價物) 採用預期信貸虧損模式。

應收賬款及應收票據以及按金及其他應收款項之減值按12個月預期信貸虧損或全期預期信貸虧損計量，視乎信貸風險自初始確認以來有否顯著增加。為評估信貸風險是否顯著增加，本集團透過考慮可得合理且可靠之前瞻性資料，將報告日期資產發生違約之風險與初始確認日期發生違約之風險比較。

應收賬款及應收票據以及按金及其他應收款項於合理預期無法收回時予以撇銷。合理預期無法收回款項之跡象包括，(其中包括) 債務人陷入重大財務困境、債務人可能進入破產或財務重組、違約或拖欠付款及債務人未能與本集團訂立還款計劃。

雖然現金及現金等價物亦受香港財務報告準則第9號的減值規定的規限，但並無識別到任何減值虧損。

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Trade debtors and bill receivables

To measure the expected credit losses, trade debtors and bills receivable have been grouped based on shared credit risk characteristics and the days past due.

37. 財務風險管理目標及政策 (續)

應收賬款及應收票據

為計量預期信貸虧損，應收賬款及應收票據已根據共有的信貸風險特徵及逾期天數分組。

| | | Current | Less than 3 months past due | 3 to 6 months past due | More than 6 months past due | Total |
|-----------------------|--------------|---------------|-----------------------------|------------------------|-----------------------------|---------------|
| | | 即期 | 逾期少於三個月 | 逾期三至六個月 | 逾期超過六個月 | 合計 |
| 31 December 2021 | 二零二一年十二月三十一日 | | | | | |
| Expected loss rate | 預期虧損率 | 0.2% | 0.3% | 15.4% | 97.2% | 6.5% |
| Gross carrying amount | 總賬面值 | 77,623 | 18,208 | 2,598 | 6,325 | 104,754 |
| Loss allowance | 虧損撥備 | (158) | (53) | (400) | (6,147) | (6,758) |
| | | 77,465 | 18,155 | 2,198 | 178 | 97,996 |
| 31 December 2020 | 二零二零年十二月三十一日 | | | | | |
| Expected loss rate | 預期虧損率 | 0.2% | 2.5% | 33.3% | 84.8% | 16.5% |
| Gross carrying amount | 總賬面值 | 61,610 | 13,858 | 8,319 | 15,452 | 99,239 |
| Loss allowance | 虧損撥備 | (132) | (340) | (2,770) | (13,110) | (16,352) |
| | | 61,478 | 13,518 | 5,549 | 2,342 | 82,887 |

The movement of loss allowances for trade debtors and bill receivables during the year is as follows:

年內，應收賬款及應收票據之虧損撥備變動如下：

| | | 2021 | 2020 |
|---|----------------|--------------|----------|
| | | 二零二一年 | 二零二零年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| As at 1 January | 於一月一日 | 16,352 | 20,758 |
| Net impairment loss (reversed)/recognised | 已(撥回)/確認減值虧損淨額 | (9,893) | (5,765) |
| Currency translation difference | 匯兌差額 | 299 | 1,359 |
| As at 31 December | 於十二月三十一日 | 6,758 | 16,352 |

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Deposits and other receivables

The management of the Group makes periodic collective assessments as well as individual assessment on the recoverability of deposits and other receivables based on historical settlement records and past experiences looking forward. The Group measures credit risk using probability of default ("PD"), which is similar to the approach used for the purposes of measuring expected credit loss ("ECL") under HKFRS 9.

- Deposits and other receivables that are not credit-impaired on initial recognition are classified in 'Stage 1' and have their credit risk continuously monitored by the Group. The expected credit loss is measured on a 12-month basis.
- If a significant increase in credit risk (specifically, when the debtor is more than 1 day past due on its contractual payments) since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired. The expected credit loss is measured on lifetime basis.
- If the financial instrument is credit-impaired (specifically, when the debtor is more than 90 days past due on its contractual payments), the financial instrument is then moved to 'Stage 3'. The expected credit loss is measured on lifetime basis.

In view of the history of cooperation with the debtors and collection from them, deposits and other receivables of approximately HK\$129,937,000 are classified in Stage 1 as at 31 December 2021 (2020: HK\$118,983,000) and the credit risk inherent in these other receivables is not significant. The average loss rate of 2% was applied as at the 31 December 2021 (2020: 2%).

37. 財務風險管理目標及政策 (續)

按金及其他應收款項

本集團管理層根據歷史結算記錄及過往經驗展望未來，定期對按金及其他應收款項的可收回性進行集體評估及個別評估。本集團利用違約概率（「違約概率」）計量信貸風險，與香港財務報告準則第9號項下計量預期信貸虧損（「預期信貸虧損」）所用方法類似。

- 於初始確認時並無信貸減值的按金及其他應收款項分類為「第一階段」，並由本集團持續監控其信貸風險。預期信貸虧損按12個月為基礎計量。
- 倘從初始確認起信貸風險顯著增加（尤其是當債務人的合同付款逾期超過1天時），財務工具將轉移至「第二階段」，惟尚未視為信貸減值。預期信貸虧損按存續期基準計量。
- 倘財務工具出現信貸減值（尤其是當債務人的合同付款逾期超過90天時），財務工具將轉移至「第三階段」。預期信貸虧損按存續期基準計量。

鑒於本集團與該等債務人合作及向其收款的歷史，按金及其他應收款項約129,937,000港元（二零二零年：118,983,000港元）於二零二一年十二月三十一日已分類為第一階段，而該等其他應收款項的固有信貸風險並不重大。於二零二一年十二月三十一日已應用平均虧損率2%（二零二零年：2%）。

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

For the remaining deposits and other receivables of approximately HK\$93,735,000 as at 31 December 2021 (2020: HK\$113,236,000), it was classified in Stage 3 and the loss allowance associated with these deposits and other receivables was approximately HK\$93,735,000 as at 31 December 2021 (2020: HK\$93,505,000).

The movement of loss allowances for deposits and other receivables during the year is as follows:

37. 財務風險管理目標及政策 (續)

於二零二一年十二月三十一日的餘下按金及其他應收款項約93,735,000港元(二零二零年:113,236,000港元)已分類為第三階段,而與該等按金及其他應收款項相關的虧損撥備於二零二一年十二月三十一日約為93,735,000港元(二零二零年:93,505,000港元)。

年內,按金及其他應收款項之虧損撥備變動如下:

| | | 2021 二零二一年 | 2020 二零二零年 |
|---------------------------------|-----------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| As at 1 January | 於一月一日 | 94,836 | 88,166 |
| Net impairment loss recognised | 已確認減值虧損淨額 | 727 | 6,039 |
| Currency translation difference | 匯兌差額 | 450 | 631 |
| As at 31 December | 於十二月三十一日 | 96,013 | 94,836 |

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade payables, other payables and accruals and bank loans, also in respect of its cash flow management.

The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term. The Group manages its liquidity needs on a consolidated basis by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day to day business. Liquidity needs are monitored in various time bands, on a day to day and week to week basis, as well as on the basis of a rolling 3 months projection. Long-term liquidity needs for a 180-day and 365-day lookout period are identified monthly. Net cash requirements are compared to available funds in order to determine headroom or any shortfalls. This analysis shows if available funds are expected to be sufficient over the lookout period. The Group maintains cash and short-term bank deposits to meet its liquidity requirements for 90 days to 365 days at a minimum. Funding for longer term liquidity needs is additionally secured by an adequate amount of borrowings and the ability to sell longer term financial assets. The Group's liquidity is mainly dependent upon the cash received from its trade customers.

The directors of the Company are satisfied that the Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future. The liquidity policies have been followed by the Group since prior years and are considered to have been effective in managing liquidity risks.

Apart from the non-current bank loan disclosed in Notes 25 for the financial statements, the maturity profile of the Group's major financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is within one year or on demand and the contractual undiscounted payments approximate to their carrying amounts.

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular, its cash resources and other liquid assets that readily generate cash. The Group's existing cash resources and other liquid assets significantly exceed the cash outflow requirements.

37. 財務風險管理目標及政策 (續)

流動資金風險

流動資金風險與本集團未能達成其以現金或另一財務資產清償財務負債責任之風險有關。本集團在清償應付賬款、其他應付款項及應計費用及銀行貸款以及現金流量管理方面承受流動資金風險。

本集團之目標在於維持流動資產及承諾資金於適當水平，以滿足其短期及長期流動資金需求。本集團透過審慎監察長期財務負債之還款期，以及預測日常業務現金流入及流出，以綜合基準管理其流動資金需要。流動資金需求按不同時段監察，包括按日及按星期，以及按3個月滾存預測。每月釐定180日及365日監察期，監察長期流動資金需要。現金淨額需求與可動用資金作比較，以釐定空間或任何差額。此分析顯示預期可動用資金於監察期間是否充足。本集團維持現金及短期銀行存款以應付最少90日至365日之流動資金需求。應付長期流動資金需求之資金則由充足借貸及出售長期財務資產之能力另外提供。本集團流動資金主要取決於從其貿易客戶收取之現金。

本公司董事信納，本集團可悉數償還於可預見將來到期之財務負債。本集團於過去數年一直遵守流動資金政策，並認為該等政策可有效管理流動資金風險。

除於財務報表附註25披露之非即期銀行貸款外，於報告期末根據合約未貼現款項劃分之本集團之主要財務負債到期情況為一年內或按要求償還，而合約未貼現款項與其賬面值相若。

本集團於評估及管理流動資金風險時考慮來自財務資產之預期現金流量，特別是現金資源及可即時產生現金之其他流動資產。本集團現有現金資源及其他流動資產大幅超出其現金流出需求。

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

The following table shows the remaining contractual maturities at the end of the year, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rate) and the earliest date the Group can be required to pay:

37. 財務風險管理目標及政策 (續)

下表列示年末基於合約未貼現現金流量(包括使用合約利率計算之利息付款)之剩餘合約到期日及本集團可被要求還款之最早日期:

| | | 2021 二零二一年 | | | | |
|---|----------------|---|--|----------------------------------|------------------------------------|--|
| | | More than 1 year but less than 2 years | More than 2 years but less than 5 years | Over 5 years | Total contractual cash flows | Carrying amount at 31 December 於十二月 三十一日 之賬面值 |
| | | 一年內 HK\$'000 千港元 | 超過一年但 少於兩年 HK\$'000 千港元 | 超過兩年但 少於五年 HK\$'000 千港元 | 超過五年 HK\$'000 千港元 | 合約現金流 量總額 HK\$'000 千港元 |
| Non-derivative financial liabilities | 非衍生財務負債 | | | | | |
| Lease liabilities | 租賃負債 | 169,900 | 135,007 | 206,922 | 197,259 | 709,088 |
| | | | | | | 486,319 |
| | | 2020 二零二零年 | | | | |
| | | More than 1 year but less than 2 years | More than 2 years but less than 5 years | Over 5 years | Total contractual cash flows | Carrying amount at 31 December 於十二月 三十一日 之賬面值 |
| | | 一年內 HK\$'000 千港元 | 超過一年但 少於兩年 HK\$'000 千港元 | 超過兩年但 少於五年 HK\$'000 千港元 | 超過五年 HK\$'000 千港元 | 合約現金流 量總額 HK\$'000 千港元 |
| Non-derivative financial liabilities | 非衍生財務負債 | | | | | |
| Bank loans | 銀行貸款 | 36,951 | 1,292,951 | – | – | 1,329,902 |
| Lease liabilities | 租賃負債 | 155,922 | 82,277 | 96,428 | 205,273 | 539,900 |
| Derivative financial liabilities | 衍生財務負債 | | | | | |
| Forward currency contract | 遠期貨幣合約 | 456 | – | – | – | 456 |

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Fair value risk and disclosures

At 31 December 2021 and 2020, the Group held certain derivative financial instruments which are carried in the financial statements at fair value, as further detailed in Note 16 to the consolidated financial statements.

(i) *Fair value hierarchy*

The following table presents the Group's financial assets and liabilities that are measured at fair value as at 31 December 2021 and 2020:

| | | Level 1 第一級 | Level 2 第二級 | Level 3 第三級 | Total 總計 |
|--|-----------------|-----------------|-----------------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Financial assets at fair value through profit or loss | 透過損益按公平值計量之財務資產 | | | | |
| As at 31 December 2021 | 於二零二一年十二月三十一日 | | | | |
| – Loan and interest receivable | – 應收貸款及利息 | - | - | 587,129 | 587,129 |
| Total | 總計 | - | - | 587,129 | 587,129 |
| As at 31 December 2020 | 於二零二零年十二月三十一日 | | | | |
| – Forward currency contracts | – 遠期貨幣合約 | - | 1,464 | - | 1,464 |
| – Loan and interest receivable | – 應收貸款及利息 | - | - | 271,874 | 271,874 |
| Total | 總計 | - | 1,464 | 271,874 | 273,338 |
| Financial Liabilities at fair value through profit or loss | 透過損益按公平值計量之財務負債 | | | | |
| As at 31 December 2021 | 於二零二一年十二月三十一日 | | | | |
| – Forward currency contracts | – 遠期貨幣合約 | - | - | - | - |
| As at 31 December 2020 | 於二零二零年十二月三十一日 | | | | |
| – Forward currency contracts | – 遠期貨幣合約 | - | 456 | - | 456 |

There were no transfers among different categories during the years ended 31 December 2021 and 2020.

37. 財務風險管理目標及政策 (續)

公平值風險及披露

誠如綜合財務報表附註16進一步詳述，於二零二一年及二零二零年十二月三十一日，本集團持有若干按公平值計入財務報表之衍生財務工具。

(i) *公平值架構*

下表呈列本集團於二零二一年及二零二零年十二月三十一日按公平值計量的財務資產及負債：

截至二零二一年及二零二零年十二月三十一日止年度不同層級之間並無轉撥。

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

The Group analyses the financial instruments carried at fair value, by valuation method. Different levels are defined as follow:

- Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.
- Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

(II) Fair value measurements using significant unobservable inputs (Level 3)

The fair value assessment methods and related key assumptions and judgements adopted by the Group's management are income approach (specifically, discounted cash flow method), which uses valuation techniques to convert future amount (specifically, cash flows based on the expected rate of return) to a present value.

37. 財務風險管理目標及政策 (續)

本集團採用估值法分析按公平值列賬的財務工具。不同級別已界定如下：

- 第一級：在活躍市場上買賣的財務工具(如公開買賣衍生工具及股本證券)的公平值乃根據期末市場報價而計算。本集團所持財務資產所用市場報價為即期買盤價。該等工具計入第一級。
- 第二級：未有在活躍市場上買賣的財務工具(如場外衍生工具)的公平值乃使用估值技術而釐定。該等估值技術盡量使用可觀察市場數據並極少依賴針對實體的估計。倘工具公平值所需的所有重大輸入數據可觀察，則該工具計入第二級。
- 第三級：倘一項或多項重大輸入數據並非以可觀察市場數據為依據，則該工具計入第三級。未上市股本證券則屬此種情況。

(II) 使用重大不可觀察輸入數據的公平值計量 (第三級)

本集團管理層採用的公平值評估方法及相關關鍵假設及判斷為收入法(具體而言為貼現現金流量法)，其使用估值技術將未來金額(具體而言為基於預期回報率的現金流量)轉換為現值。

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31 December 2021 二零二一年十二月三十一日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

37. 財務風險管理目標及政策 (續)

| Description | Fair Value As at 31 December 2021 HK\$'000 公平值 於二零二一年 十二月三十一日 千港元 | Fair Value As at 31 December 2020 HK\$'000 公平值 於二零二零年 十二月三十一日 千港元 | Valuation technique | Significant unobservable inputs | As at 31 December 2021 | As at 31 December 2020 | Range of inputs Relationship of unobservable inputs to fair value |
|---------------------------------|---|---|-------------------------|---------------------------------------|------------------------------|------------------------------|---|
| 描述 | | | 估值技術 | 重大 不可觀察 輸入數據 | 於二零二一年 十二月三十一日 | 於二零二零年 十二月三十一日 | 輸入數據範圍 不可觀察輸入數據與 公平值的關係 |
| Loan and interest receivable | 587,129 | 271,874 | Discounted cash flow | Discount rate | 4.0% | 4.0% | The higher the discount rate, the lower the fair value. A change in the discount rate by 10% does not have a significant impact on the fair value. 貼現率越高，公平值越低。 貼現率變動10%不會對公平值造成重大影響。 |
| 應收貸款及利息 | | | 貼現現金 流量法 | 貼現率 | | | |

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group actively and regularly reviews and manages its capital structure to ensure optimal structure and shareholder returns, taking into consideration the future capital requirements of the Group, prevailing and projected capital expenditure, projected strategic investment opportunities and economic conditions.

To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2021 and 2020.

The Group regards total equity attributable to the shareholders of the Company presented on the face of the consolidated statement of financial position as capital, for capital management purposes. The amount of capital (total equity plus total debt) as at 31 December 2021 amounted to approximately HK\$8,240,761,000 (2020: HK\$6,196,090,000), which the management considers as optimal having considered the projected capital expenditures and the forecast strategic investment opportunities.

資本管理

本集團之資本管理首要目的乃保障本集團有持續經營之能力及維持穩健資本比率，以支持其業務發展並盡量提升股東價值。

本集團積極及定期審閱與管理其資本架構，以確保最佳資本架構及股東回報，同時考慮本集團之未來資本需要、目前及預計資本開支、預計策略投資機會及經濟狀況。

為維持或調整資本架構，本集團可能調整向股東派付之股息、向股東退回資本或發行新股。本集團並無受限於任何外界資本規定。截至二零二一年及二零二零年十二月三十一日止年度，有關管理資本之目標、政策或程序概無變動。

就資本管理而言，本集團將綜合財務狀況表所呈列之本公司股東應佔權益總額視作資本。於二零二一年十二月三十一日之資本（權益總額加債務總額）為數約8,240,761,000港元（二零二零年：6,196,090,000港元），經考慮預計資本開支及預計策略投資機會後，管理層認為已達致最佳水平。

Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2021 二零二一年十二月三十一日

38. FINANCIAL INSTRUMENTS BY CATEGORY

Other than derivative financial instruments being classified as financial asset/liabilities at fair value through profit or loss as disclosed in Note 16 to the financial statements, all financial assets and liabilities previously measured at amortised cost which meet the conditions for classification at amortised cost under HKFRS 9, respectively.

38. 按種類劃分之財務工具

除財務報表附註16所披露分類為透過損益按公平值計量之財務資產／負債之衍生財務工具外，所有先前按攤銷成本計量之財務資產及負債符合香港財務報告準則第9號下分別按攤銷成本分類的條件。

39. CONTINGENT LIABILITIES

39. 或然負債

| | | 2021 二零二一年 | 2020 二零二零年 |
|--|------------------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Bank guarantee given in lieu of utility and property rental deposits | 代替水電及租用物業按金之銀行擔保 | 1,047 | 5,359 |

40. DIVIDEND

40. 股息

| | | 2021 二零二一年 | 2020 二零二零年 |
|--|--------------------------------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| Special dividend of HK\$0.133 (2020: HK\$0.0265) per share | 特別股息每股0.133港元 (二零二零年：0.0265港元) | 1,504,119 | 298,505 |

The Directors do not recommend the payment of any final dividend in respect of the year ended 31 December 2021 (2020: Nil).

董事不建議就截至二零二一年十二月三十一日止年度派發任何末期股息 (二零二零年：無)。

Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2021 二零二一年十二月三十一日

41. SUBSEQUENT EVENTS

- (a) On 3 November 2021, Ample Fame Investments Limited (the "Purchaser", a wholly-owned subsidiary of the Company), the Company (as the Purchaser guarantor), Sitoy International Limited (the "Vendor") and Sitoy Group Holdings Limited (the "Vendor Guarantor") entered into the share purchase agreement in relation to the acquisition of Sitoy AT Holdings Company Limited (the "Target Company") (the "SPA").

The acquisition was completed in early January 2022, at the consideration of HK\$1 and the post-closing payment of EUR2,538,000 (approximately HK\$22,413,000). Pursuant to the SPA, the inter-company loans due to the Vendor Guarantor amounted to RMB41,137,000 (approximately HK\$50,352,000) as at 31 December 2021 will be repaid by the subsidiaries of the Target Company to the Vendor Guarantor. The Target Company became a wholly-owned subsidiary of the Company and the financial results were consolidated into the financial results of the Group since January 2022.

The Target Company and its subsidiaries own a century-old Italian luxury leader label brand, Amedeo Testoni (formerly known as "a. testoni") and its diffusion line i29 and are principally engaged in wholesale and retail of leatherware, fashion garments and apparel.

For details, please refer to the announcement of the Company dated 3 November 2021.

- (b) On 30 December 2021, Rapid City Limited ("Rapid City", a wholly owned subsidiary of Bossini), Shine Wealthy Limited ("Shine Wealthy", an independent purchaser) and Knight Frank Hong Kong Limited (the "Agent") entered into two provisional sale and purchase agreements (the "Provisional Agreements") for the sale and purchase of two properties held by Rapid City at the aggregate consideration of HK\$184,729,500. Pursuant to the terms of the Provisional Agreements, Rapid City and Shine Wealthy entered into the formal agreements on 13 January 2022. The transaction was completed on 15 March 2022.

Details of the above were set out in Bossini's announcements dated 30 December 2021.

- (c) With continuously increasing in the new infections of COVID-19 globally, and the outbreak of Omicron in Hong Kong since early January 2022, this will inevitably have an impact on consumption sentiment and the Group's business. Taking into account the possible derail of recovery due to unfavorable macro environment and the pandemic impact, the management of the Group will stay cautious and react proactively to the evolving market conditions. The management will continue assessing the impacts of the COVID-19 on the financial performance of the Group.

41. 期後事項

- (a) 於二零二一年十一月三日，滿譽投資有限公司（「買方」，本公司全資附屬公司）、本公司（作為買方擔保人）、時代國際有限公司（「賣方」）及時代集團控股有限公司（「賣方擔保人」）就收購 Sitoy AT Holdings Company Limited（「目標公司」）訂立購股協議（「購股協議」）。

收購事項已於二零二二年一月初完成，代價為1港元及完成後付款2,538,000歐元（約22,413,000港元）。根據購股協議，於二零二一年十二月三十一日應付賣方擔保人的公司間貸款人民幣41,137,000元（約50,352,000港元）將由目標公司之附屬公司償還予賣方擔保人。目標公司已成為本公司之全資附屬公司及其財務業績自二零二二年一月起於本集團財務業績綜合入賬。

目標公司及其附屬公司擁有一個意大利百年頂尖奢華品牌Amedeo Testoni（前稱為「a. testoni」）及其衍生線i29，其主要從事皮具、時裝及服裝的批發及零售。

有關詳情，請參閱本公司日期為二零二一年十一月三日之公告。

- (b) 於二零二一年十二月三十日，捷利城有限公司（「捷利城」，為堡獅龍之全資附屬公司）、亮康有限公司（「亮康」，一名獨立買方）及萊坊（香港）有限公司（「代理人」）就買賣由捷利城持有的兩處物業訂立兩份臨時買賣協議（「臨時協議」），總代價為184,729,500港元。根據臨時協議之條款，捷利城與亮康已於二零二二年一月十三日訂立正式協議。該交易已於二零二二年三月十五日完成。

上述事項的詳情載於堡獅龍日期為二零二一年十二月三十日的公告。

- (c) 隨著全球COVID-19新感染病例不斷增加，以及自二零二二年一月初香港開始爆發Omicron，這難免對消費情緒及本集團業務造成影響。考慮到不利的宏觀環境以及疫情可能導致復甦受阻，本集團管理層將保持審慎態度，積極應對瞬息萬變的市況。管理層將繼續評估COVID-19對本集團財務表現的影響。

Particulars of Properties 物業之詳情

Investment properties

投資物業

| Location 位置 | Group's Interest 本集團權益 | Tenure 租期 | Approximate Site Area (sq.m.) 概約佔地面積 (平方米) |
|--|---------------------------|--------------|---|
| Units 1 on 9th Floor and Car Park No. L12 on 1st Floor Cheung Fung Industrial Building No. 23-39 Pak Tin Par Street Tsuen Wan, New Territories | 70.7% | Medium term | 1,894 |
| 新界荃灣白田壩街23-39號 長豐工業大廈9樓1室 及1樓L12號泊車位 | 70.7% | 中期 | 1,894 |

Five-Year Financial Summary

五年財務概要

A summary of the results and of the assets and liabilities and total equity of the Group for the last five financial years, as extracted from the published audited financial statements of the Group, is set out below:

以下載列本集團過去五個財政年度之業績及資產與負債及權益總額概要，乃摘錄自本集團已刊發經審核財務報表：

RESULTS

業績

| | | Year ended 31 December 截至十二月三十一日止年度 | | | | |
|--|---------------------|--|-----------------|-----------------|-----------------|-----------------|
| | | 2021 二零二一年 | 2020 二零二零年 | 2019 二零一九年 | 2018 二零一八年 | 2017 二零一七年 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Revenue | 收益 | 1,381,637 | 819,036 | 625,004 | 1,134,584 | 612,467 |
| Profit/(loss) before tax | 除稅前溢利／(虧損) | 4,509,989 | 1,213,362 | 834,137 | 94,723 | (108,863) |
| Profit/(loss) for the year attributable to equity holders of the company | 本公司權益持有人應佔年內溢利／(虧損) | 4,562,639 | 1,192,392 | 834,366 | 76,982 | (109,666) |

ASSETS AND LIABILITIES AND TOTAL EQUITY

資產與負債及權益總額

| | | 31 December 十二月三十一日 | | | | |
|--|--------------|------------------------|-----------------|-----------------|-----------------|-----------------|
| | | 2021 二零二一年 | 2020 二零二零年 | 2019 二零一九年 | 2018 二零一八年 | 2017 二零一七年 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Non-current assets | 非流動資產 | 5,261,870 | 3,975,162 | 3,671,737 | 3,867,676 | 3,793,409 |
| Current assets | 流動資產 | 3,848,292 | 2,874,758 | 1,194,828 | 1,193,328 | 1,351,961 |
| Current liabilities | 流動負債 | 896,323 | 694,864 | 327,551 | 290,979 | 296,774 |
| Net current assets | 流動資產淨值 | 2,951,969 | 2,179,894 | 867,277 | 902,349 | 1,055,187 |
| Total assets | 資產總值 | 9,110,162 | 6,849,920 | 4,866,565 | 5,061,004 | 5,145,370 |
| Total assets less current liabilities | 資產總值減流動負債 | 8,213,839 | 6,155,056 | 4,539,014 | 4,770,025 | 4,848,596 |
| Equity attributable to equity holders of the company | 本公司權益持有人應佔權益 | 7,616,277 | 4,329,371 | 3,021,297 | 3,891,137 | 4,003,132 |

In this annual report, unless the context requires otherwise, the following expressions shall have the following meanings:

在本年報內，除文義另有指明者外，下列詞彙具有下文所載列之涵義：

| | | |
|---|---|---|
| “Board” 「董事會」 | 指 | the board of Directors 董事會 |
| “Bossini” 「堡獅龍」 | 指 | Bossini International Holdings Limited, a company incorporated in the Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 592) 堡獅龍國際集團有限公司，於百慕達註冊成立之有限公司，其已發行股份於聯交所主板上市（股份代號：592） |
| “Bossini Group” 「堡獅龍集團」 | 指 | Bossini and its subsidiaries 堡獅龍及其附屬公司 |
| “BVI” 「英屬處女群島」 | 指 | the British Virgin Islands 英屬處女群島 |
| “China” or “PRC” 「中國」 | 指 | the People’s Republic of China which, for the purpose of this annual report, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan 中華人民共和國，就本年報而言，不包括香港、中華人民共和國澳門特別行政區及台灣 |
| “close associate(s)” 「緊密聯繫人」 | 指 | has the meaning ascribed thereto under the GEM Listing Rules 具有GEM上市規則所賦予的涵義 |
| “Company” or “Viva China” 「本公司」或「非凡中國」 | 指 | Viva China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the GEM (stock code: 8032) 非凡中國控股有限公司，於開曼群島註冊成立之有限公司，其已發行股份於GEM上市（股份代號：8032） |
| “connected transaction(s)” 「關連交易」 | 指 | has the meaning ascribed to it in the GEM Listing Rules 具有GEM上市規則所賦予的涵義 |
| “Directors” 「董事」 | 指 | the directors of the Company 本公司董事 |
| “GBP” 「英鎊」 | 指 | Pound sterling, the lawful currency of the United Kingdom 英鎊，英國法定貨幣 |
| “GEM” 「GEM」 | 指 | GEM of the Stock Exchange 聯交所GEM |
| “GEM Listing Rules” 「GEM上市規則」 | 指 | the Rules Governing the Listing of Securities on GEM GEM證券上市規則 |
| “Group” 「本集團」 | 指 | the Company and its subsidiaries 本公司及其附屬公司 |
| “HK\$” 「港元」 | 指 | Hong Kong dollars, the lawful currency of the Hong Kong 港元，香港法定貨幣 |

Glossary 詞彙

| | | |
|-----------------------------|---|--|
| “Hong Kong” 「香港」 | 指 | the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區 |
| “Li Ning Co” 「李寧公司」 | 指 | Li Ning Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued LN Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2331) 李寧有限公司，於開曼群島註冊成立之有限公司，其已發行李寧股份於聯交所主板上市（股份代號：2331） |
| “LN Group” 「李寧集團」 | 指 | Li Ning Co and its subsidiaries 李寧公司及其附屬公司 |
| “LN Share(s)” 「李寧股份」 | 指 | the share(s) of HK\$0.10 each in the share capital of Li Ning Co 李寧公司股本中每股面值0.10港元之股份 |
| “Macau” 「澳門」 | 指 | the Macau Special Administrative Region of the PRC 中國澳門特別行政區 |
| “MOP\$” 「澳門元」 | 指 | Macau pataca, the lawful currency of the Macau 澳門元，澳門法定貨幣 |
| “Reporting Period” 「報告期」 | 指 | the period of 1 January 2021 to 31 December 2021 二零二一年一月一日至二零二一年十二月三十一日期間 |
| “RMB” 「人民幣」 | 指 | Renminbi, the lawful currency of the PRC 人民幣，中國法定貨幣 |
| “SFO” 「證券及期貨條例」 | 指 | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 香港法例第571章證券及期貨條例 |
| “SG\$” 「新加坡元」 | 指 | Singapore dollars, the lawful currency of the Singapore 新加坡元，新加坡法定貨幣 |
| “Share(s)” 「股份」 | 指 | ordinary shares of nominal value of HK\$0.05 each in the share capital of the Company 本公司股本中每股面值0.05港元之普通股 |
| “Shareholder(s)” 「股東」 | 指 | holder(s) of Share(s) 股份持有人 |
| “Stock Exchange” 「聯交所」 | 指 | The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司 |
| “US\$” 「美元」 | 指 | United States dollars, the lawful currency of the United States of America 美元，美利堅合眾國的法定貨幣 |
| “%” 「%」 | 指 | per cent 百分比 |



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

2/F, PopOffice, 9 Tong Yin Street,
Tseung Kwan O, New Territories, Hong Kong
香港新界將軍澳唐賢街9號PopOffice 2樓

<http://www.vivachina.hk>

