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VIVA CHINA HOLDINGS LIMITED

非凡中國控股有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：8032)

二零一七年中期業績公告

非凡中國控股有限公司（「本公司」）董事（「董事」）會（「董事會」）宣佈本公司及其附屬公司截至二零一七年六月三十日止六個月之未經審核綜合業績。

摘要

- 截至二零一七年六月三十日止六個月，本集團錄得綜合收益同比增加0.5%至137,500,000港元。
- 毛利同比下降67.9%至16,000,000港元。
- 權益股東應佔虧損淨額為134,500,000港元，而去年同期則錄得權益股東應佔溢利淨額24,700,000港元。虧損乃主要由非現金項目（包括由於本集團持有李寧公司之權益被攤薄而視作部份出售之虧損、購股權開支及財務成本攤銷）所致。
- 本集團於年內第二季就於全國經濟活躍之重點城市發展體育園及體育社區項目積極與各地方政府進行磋商，並於六月與中建國際投資（中國）有限公司簽署戰略合作協議，以合作於香港、深圳、安徽合肥和馬鞍山等地發展體育園、體育小鎮及體育社區項目。
- 本集團於二零一七上半年繼續對包括中國大學生籃球聯賽CUBA及二零一七年李寧10公里路跑聯賽等體育賽事進行廣泛商業推廣。
- 展望二零一七下半年，本集團將大力推進於更多大型城市投資經營李寧體育園及潛在的體育社區項目，同時繼續對我們廣受歡迎的體育賽事進行商業推廣，並落實包括乒乓球、羽毛球、三對三籃球及體能康復治療等潛在體育項目。

本公告列載本公司二零一七年中期報告全文，乃符合香港聯合交易所有限公司創業板（「創業板」）證券上市規則（「創業板上市規則」）中有關中期業績初步公告附載的資料之相關規定。

承董事會命
非凡中國控股有限公司
主席兼行政總裁
李寧

香港，二零一七年八月十一日

於本公告日期，董事會由下列成員組成：

執行董事：

李寧先生（主席兼行政總裁）

陳寧先生（營運總裁）

李春陽先生

李麒麟先生

非執行董事：

陳進思先生

馬詠文先生

獨立非執行董事：

陳志宏先生

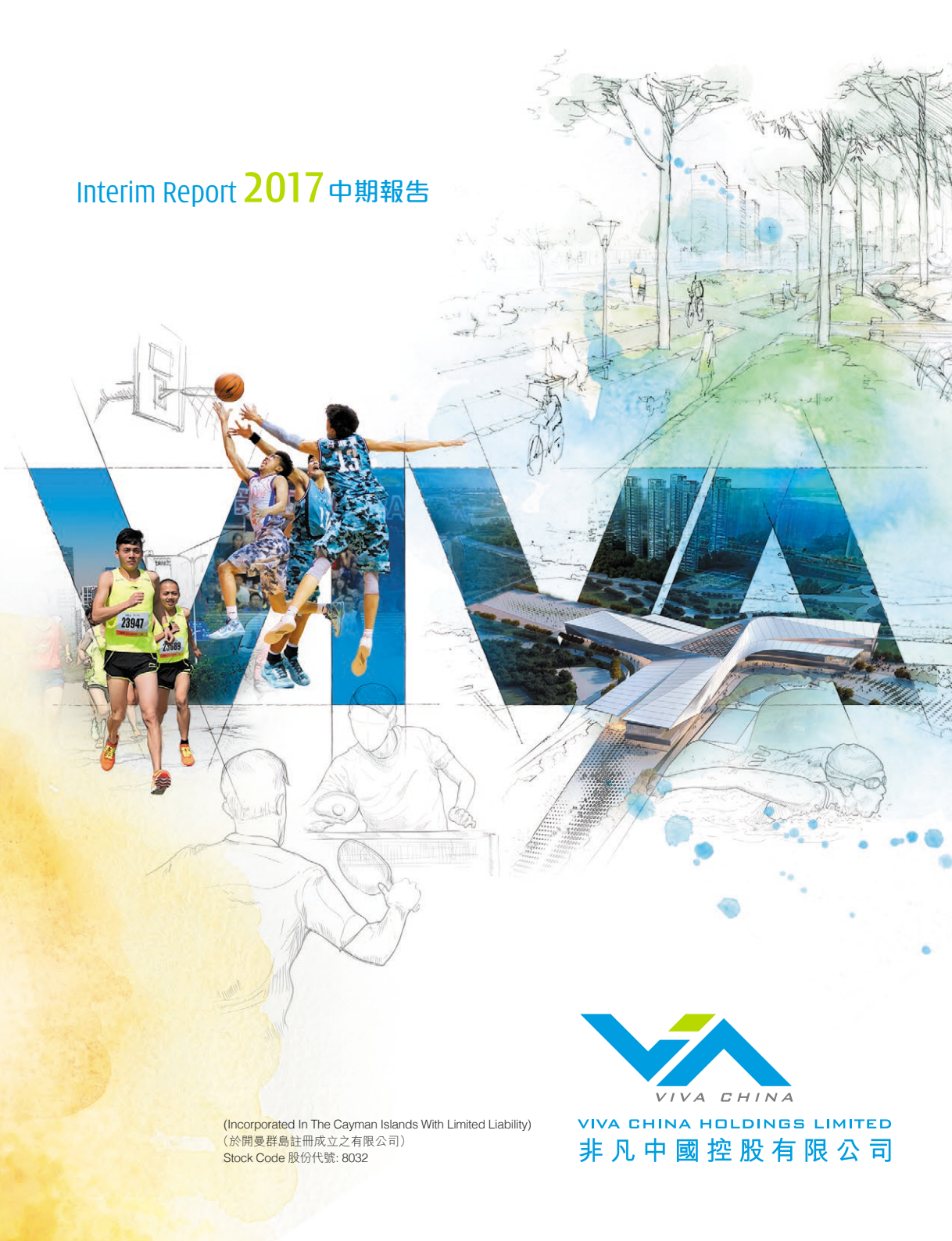
連宗正先生

汪延先生

本公告包括之資料乃遵照創業板上市規則之規定而提供有關本公司之資料。各董事願就本公告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信，本公告所載資料在各重大方面均屬準確完整，且無誤導或欺詐成份，且並無遺漏任何其他事項，致使本公告或其所載任何陳述產生誤導。

本公告將自其刊登日期起計最少一連七天刊載於創業板網站www.hkgem.com之「最新公司公告」一頁內，另亦將刊載於本公司網站www.vivachina.hk。

Interim Report 2017 中期報告



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



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

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of Viva China Holdings Limited (the “Company” or “Viva China”, which together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (“GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板之定位乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資者應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方可作出投資決定。創業板之較高風險及其他特色，表示創業板較適合專業及其他資深投資者。

由於創業板上市公司新興之性質使然，在創業板買賣之證券可能會較於聯交所主板買賣之證券承受較大市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或倚賴該等內容而引致之任何損失承擔任何責任。

本報告包括之資料乃遵照《創業板證券上市規則》（「創業板上市規則」）之規定而提供有關非凡中國控股有限公司（「本公司」或「非凡中國」，連同其附屬公司統稱「本集團」）之資料。本公司各董事（「董事」）願就本報告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確完整，且無誤導或欺詐成分；本報告亦無遺漏其他事項，致使本報告或其所載任何陳述產生誤導。

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RESULTS

During the six months ended 30 June 2017, the Group's consolidated revenue amounted to HK\$137.5 million which was comparable to HK\$136.8 million in the same period in prior year. The increase in revenue derived from the community development segment was substantially offset by the decrease in revenue derived from the sports segment. Gross profit in the period under review was HK\$16.0 million (the corresponding period in 2016: HK\$49.8 million) which represented a decrease of HK\$33.8 million or 67.9% as compared to the same period last year. The decrease in gross profit was mainly attributable to the decrease in the proportion of the sports segment revenue.

The Group's other revenue and other net income in the first half of 2017 amounted to HK\$20.4 million (the corresponding period in 2016: HK\$19.9 million). Other revenue and other net income during the period was mainly attributable to government grants of HK\$16.9 million (the corresponding period in 2016: HK\$17.9 million) and interest income.

Selling and distribution expenses for the first half of 2017 amounted to HK\$8.1 million (the corresponding period in 2016: HK\$10.6 million), which represented a decrease of HK\$2.5 million or 23.6% as compared to the same period in prior year. The decrease was mainly due to lowered staff costs and less marketing and promotion expenditures incurred during the six months ended 30 June 2017 as compared with the same period in prior year.

Administrative expenses and other operating expenses ("Administrative Expenses") incurred in the reporting period amounted to HK\$93.7 million (the corresponding period in 2016: HK\$45.5 million). The non-cash items in Administrative Expenses, which amounted to HK\$52.0 million (the corresponding period in 2016: HK\$6.4 million), mainly included share options expenses of HK\$38.9 million (the corresponding period in 2016: HK\$2.8 million), fair value loss of investment properties, foreign exchange loss and depreciation of fixed assets, etc. Excluding these major non-cash items, Administrative Expenses in the period under review would be HK\$41.7 million (the corresponding period in 2016: HK\$39.1 million) which was comparable to the same period in prior year.

業績

於截至二零一七年六月三十日止六個月，本集團之綜合收益為137,500,000港元，與去年同期之136,800,000港元相若。於社區發展分部錄得之收益增長乃大部分由體育分部錄得之收益減少抵銷。回顧期內之毛利為16,000,000港元（二零一六年同期：49,800,000港元），與去年同期相比下降33,800,000港元或67.9%。毛利減少乃主要由體育分部收益比例減少所致。

本集團於二零一七年上半年錄得其他收益及其他淨收入為20,400,000港元（二零一六年同期：19,900,000港元）。期內，其他收益及其他淨收入主要源於政府補助16,900,000港元（二零一六年同期：17,900,000港元）及利息收入。

二零一七年上半年之銷售及分銷開支為8,100,000港元（二零一六年同期：10,600,000港元），較去年同期減少2,500,000港元或23.6%。該減少主要由於截至二零一七年六月三十日止六個月產生之員工成本及營銷及推廣開支較上年同期有所減少。

報告期內產生之行政費用及其他經營開支（「行政費用」）為93,700,000港元（二零一六年同期：45,500,000港元）。行政費用之非現金項目為52,000,000港元（二零一六年同期：6,400,000港元），主要包括購股權開支38,900,000港元（二零一六同期：2,800,000港元）、投資物業之公平值虧損、匯兌虧損及固定資產之折舊等。撇除該等主要非現金項目後，回顧期內之行政費用應為41,700,000港元（二零一六年同期：39,100,000港元），與過往年度同期相當。

Finance costs for the period amounted to HK\$45.9 million (the corresponding period in 2016: HK\$2.6 million). The increase in finance costs was primarily attributable to the amortisation of convertible notes issued in December 2016.

Li Ning Company Limited ("Li Ning Co") is accounted for as an associate of the Group. The Group has adopted the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associate's results based on the financial statements drawn up to a non-coterminous period end where the difference must be no greater than three months. During the period, the Group shared the results of Li Ning Co based on its adjusted financial results for the six months ended 31 March 2017 and adjusted for any significant events or transactions for the period from 1 April 2017 to 30 June 2017. There is no non-coterminous period end for other associates and a joint venture.

On 3 February 2017, Li Ning Co issued 168,629,032 new ordinary shares upon the conversion of convertible bonds in the principal amount of RMB561.0 million issued by Li Ning Co. The Group's equity interests in Li Ning Co have been diluted from approximately 24.3% to approximately 22.6% and a loss on deemed partial disposal of HK\$67.7 million has arisen. In this connection, for the six months ended 30 June 2017, the Group shared the losses (net of loss on deemed partial disposal) of associates and a joint venture amounting to HK\$17.5 million (the corresponding period in 2016: share of profits of HK\$16.8 million).

During the six months ended 30 June 2017, the Group has recorded a net loss attributable to equity shareholders of HK\$134.5 million comparing to a net profit attributable to equity shareholders of HK\$24.7 million for the corresponding period in 2016. The significant loss was mainly due to the non-cash items including the deemed partial disposal loss as a result of the dilution of the Group's equity interests in Li Ning Co, share option expenses and amortisation of finance costs.

期內財務成本達45,900,000港元(二零一六年同期:2,600,000港元)。財務成本增加乃主要由於二零一六年十二月發行之可換股票據攤銷所致。

李寧有限公司(「李寧公司」)作為本集團之聯營公司入賬。本集團已採納香港會計準則第28號所載條文，據此，其獲准根據聯營公司不同結算日期(但差距不得超過三個月)之財務報表計入應佔聯營公司之業績。於期內，本集團根據李寧公司截至二零一七年三月三十一日止六個月之經調整財務業績(已就二零一七年四月一日至二零一七年六月三十日期間之任何重大事件或交易作出調整)分佔其業績。其他聯營公司及一間合營企業間均無不同結算日期。

於二零一七年二月三日，李寧公司於轉換由其發行之本金額為人民幣561,000,000元之可換股債券後發行168,629,032股新普通股。本集團於李寧公司之權益由約24.3%攤薄至約22.6%，並錄得視作出部分售虧損67,700,000港元。就此而言，截至二零一七年六月三十日止六個月，本集團分佔聯營公司及一間合營企業之虧損(經扣減視作部分出售虧損)17,500,000港元(二零一六年同期：分佔溢利16,800,000港元)。

於截至二零一七年六月三十日止六個月，本集團錄得權益股東應佔虧損淨額134,500,000港元，而二零一六年同期權益股東應佔溢利淨額24,700,000港元。該大幅虧損乃由非現金項目(包括由於本集團持有李寧公司之權益被攤薄而視作部分出售之虧損、購股權開支及財務成本攤銷)所致。

FINANCIAL REVIEW

財務回顧

SEGMENT

Community Development

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

The Group has been dedicating its effort to promote a sportive and healthy lifestyle in the community. Echoing the PRC government's strategy to promote nationwide physical fitness, the Group actively seeks cooperation with different prospective contracting parties, including local governments, property development companies, construction and landscaping companies, and established financial institutions, and identifies the most appropriate cooperation opportunities to invest and operate sports park projects, including potential property development projects such as sports community development and sports parks, and sports-related commercial opportunities that promote healthier living and sports awareness in the PRC. The Group will continue to invest in development and related opportunities on sports communities with strong growth prospects in the PRC. It is the Group's long-term strategy to build a comprehensive community development network, including both hardware and software elements, in order to develop high quality, environmentally-friendly and profitable communities. We trust that the expected vertical and horizontal expansion and integration of this business segment will generate revenue and deliver returns to our stakeholders.

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

分部

社區發展

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

本集團一直致力於社區中宣傳體育及健康的生活方式。為響應中國政府的全民健身戰略，本集團於中國積極與地方政府、房地產開發公司、建築及園境建設公司、及具規模的金融機構等不同的潛在訂約方尋求合作，並篩選最合適的投資經營體育園項目，包括體育社區發展、體育園等潛在房地產開發項目的合作機會，以及推廣健康生活及體育意識之體育相關的商機。本集團將繼續投資於中國擁有巨大增長前景的體育社區開發及相關機遇。本集團之長期策略為建立全面的社區發展網絡，其中包括硬件及軟件元素，以發展高質量、環境友好及具盈利能力的社區。我們相信此業務分部的預期縱向及橫向擴張和整合將能產生收益，並為利益相關者帶來回報。

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

The community development segment generated revenue of HK\$81.4 million (the corresponding period in 2016: HK\$47.2 million) during the six months ended 30 June 2017. The significant increase was attributable to the sales of construction materials as the Group expanded its business network in tandem with the development of this segment. The Group's strategy is to expand into the upstream and downstream industry networks as an internal part of further build-out of our community development business. We actively expanded and optimised the construction materials business network and managed to establish good working relationships with various construction materials suppliers and contractors, so as to lay a solid foundation for our construction of and investment in sports community projects in different cities. Taking into account the expenses of potential community development projects incurred, this segment reported an operating profit of HK\$2.2 million (the corresponding period in 2016: operating profit of HK\$4.1 million) during the period.

Sports

The sports segment continued its business which encompasses event production and coordination of sports competitions, sports talent management, and sports and athletic related consulting. During the period under review, our sports segment generated revenue of HK\$56.1 million (the corresponding period in 2016: HK\$89.6 million), representing a decrease of 37.4%, which was mainly attributable to the decrease in revenue generated from sports talent management. The sports segment recorded an operating profit of HK\$1.1 million (the corresponding period in 2016: operating profit of HK\$35.8 million). The decrease in operating profit was mainly attributable to the decline in revenue and gross profit in relation to sports talent management and the commercial rights in relation to running leagues during the period.

社區發展分部於截至二零一七年六月三十日止六個月產生收益81,400,000港元(二零一六年同期:47,200,000港元)。收益大幅增長乃源於隨著本集團發展此業務分部而擴展其業務網絡的建築材料銷售。本集團之策略為擴展上游及下游產業網絡以作為進一步發展社區發展業務的一部分。本集團積極拓展及優化建築材料業務網絡並與各建築材料供應商及承包商建立良好的合作關係，藉以於不同城市的體育社區項目建設及投資奠定堅實的基礎。連同潛在社區發展項目產生之開支，此分部於期內錄得經營溢利2,200,000港元(二零一六年同期:經營溢利4,100,000港元)。

體育

體育分部延續其經營業務，包括項目製作及籌辦體育競賽、體育人才管理以及體育及運動相關諮詢。於回顧期內，本集團體育分部產生收益56,100,000港元(二零一六年同期:89,600,000港元)，減少37.4%，此乃主要由於體育人才管理錄得之收益減少。體育分部錄得經營溢利1,100,000港元(二零一六年同期:經營溢利35,800,000港元)。經營溢利下降乃主要由於期內所產生有關體育人才管理及有關路跑活動的商業推廣權的收益及毛利減少。

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財務回顧

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

Financial Position

Net assets of the Group as at 30 June 2017 was HK\$3,810.6 million compared to HK\$3,741.8 million as at 31 December 2016. The increase was mainly due to the exchange translation difference of HK\$135.7 million, equity-settled share option arrangements, the proceeds from issue of ordinary shares upon exercise of share options and share of an associate's reserve, but was partially offset by the net loss during the period.

The total non-current assets of the Group increased from HK\$3,525.8 million as at 31 December 2016 to HK\$3,647.0 million as at 30 June 2017. The increase was mainly brought about by the exchange translation difference.

Net current assets of the Group at the end of the reporting period decreased by HK\$31.8 million or 3.4% as compared to that at 31 December 2016. As at 30 June 2017, the Group had cash and bank balances totalling HK\$685.3 million (As at 31 December 2016: HK\$804.7 million).

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

財務狀況

於二零一七年六月三十日，本集團資產淨值為3,810,600,000港元，而於二零一六年十二月三十一日則為3,741,800,000港元。該增加乃主要由於期內錄得匯兌差額135,700,000港元、以股權結算之購股權安排、因應購股權獲行使而發行普通股之所得款項及分佔聯營公司之儲備，但有關增加部分被期內虧損淨額抵銷。

本集團之非流動資產總值由二零一六年十二月三十一日的3,525,800,000港元增加至二零一七年六月三十日的3,647,000,000港元。該增加乃主要由於匯兌差額導致。

於報告期末，本集團之流動資產淨值較二零一六年十二月三十一日減少31,800,000港元或3.4%。於二零一七年六月三十日，本集團之現金及銀行結餘共685,300,000港元（於二零一六年十二月三十一日：804,700,000港元）。

Liquidity and Financial Resources

During the first half of 2017, the Group's net cash outflow used in operating activities was HK\$117.8 million compared to net cash inflow generated from operating activities of HK\$25.1 million during the corresponding period in 2016. Increase in operating cash outflow was mainly due to the fact that government grants in the amount of HK\$87.7 million was received in 2016 while there was no similar transaction in the first half of 2017 and other changes in working capital during the period. The net cash outflow used in investing activities was mainly attributable to the prepayment in relation to the sports industry fund investment and partially offset by the proceeds from deregistration of a jointly controlled entity and interest received. The net cash outflow used in financing activities was mainly attributable to interest paid and partially offset by the proceeds from issue of shares upon exercise of share options during the period.

During the six months ended 30 June 2017, 40,372,000 ordinary shares with nominal value totalling HK\$2.0 million were issued upon exercise of certain shares options for considerations totalling HK\$20.6 million.

The total cash and bank balances as at 30 June 2017 was HK\$685.3 million (As at 31 December 2016: HK\$804.7 million). The Group has obtained bank facilities of approximately HK\$233.0 million (As at 31 December 2016: HK\$233.0 million), of which all are utilised as at 30 June 2017 and 31 December 2016. The Group's gearing ratio was approximately 0.11 (As at 31 December 2016: 0.07) as at 30 June 2017. The Group defines gearing ratio as ratio of net debt over equity plus net debt, in which net debt represents total bank and other borrowings less cash and bank balances. The current ratio (ratio of current assets to current liabilities) of the Group as at 30 June 2017 was about 2.5 (As at 31 December 2016: 2.5). The Group's gearing level and liquidity position were very healthy as at the reporting date. It is the Group's strategy to maintain a healthy and effective gearing ratio in a range of 0 to 1.

流動資金及財務資源

於二零一七年上半年，本集團經營活動所用之現金流出淨額為117,800,000港元，而於二零一六年同期經營活動所得之現金流入淨額為25,100,000港元。經營現金流出之增加乃主要由於二零一六年取得政府補貼87,700,000港元，而二零一七年上半年並無類似交易及期內營運資金之其他變動。投資活動所用之現金流出淨額主要來自有關體育產業基金投資之預付款並由註銷共同控制實體之所得款項及已收取的利息部分抵銷。融資活動所用之現金流出淨額主要來自期內已付利息並由購股權獲行使而發行股份之所得款項部分抵銷。

於截至二零一七年六月三十日止六個月，總面值為2,000,000港元的40,372,000股普通股於若干購股權獲行使後發行，總代價為20,600,000港元。

於二零一七年六月三十日之現金及銀行結餘總額為685,300,000港元（於二零一六年十二月三十一日：804,700,000港元）。本集團獲得銀行信貸額度約233,000,000港元（於二零一六年十二月三十一日：233,000,000港元），並於二零一七年六月三十日及二零一六年十二月三十一日分別悉數動用全部額度。本集團於二零一七年六月三十日之資本負債比率約為0.11（於二零一六年十二月三十一日：0.07）。本集團將資本負債比率界定為債務淨額除以股權加債務淨額之比率，而債務淨額則指銀行及其他借貸總額減現金及銀行結餘。於二零一七年六月三十日，本集團之流動比率（流動資產對流動負債之比率）約為2.5倍（於二零一六年十二月三十一日：2.5倍）。於報告日期，本集團之資本負債水平及流動資金狀況非常穩健。本集團之策略為保持穩健及有效之資產負債比率介乎0至1之間。

FINANCIAL REVIEW

財務回顧

Financial Management and Policy and Foreign Currency Risk

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

Charge on Deposit

As at 30 June 2017, interests in an associate with carrying amount of approximately HK\$1,570.4 million (as at 31 December 2016: HK\$1,524.0 million) had been charged as security for a bank borrowing of a subsidiary and convertible notes issued by the Company.

Employees and Remuneration Policies

Staff remuneration comprised of monthly salaries, mandatory provident fund contributions, medical benefits, housing benefits, education allowances and discretionary share options issued based on their contribution to the Group. Staff costs (including Directors' remuneration) for the period ended 30 June 2017 amounted to HK\$49.7 million (the corresponding period in 2016: HK\$25.3 million). The Group also engages professional consultants to ensure the competitiveness of the remuneration policy which, in turn, would support the business growth of the Group. As at 30 June 2017, the Group employed 226 full-time employees (31 December 2016: 232) and their remuneration was calculated with reference to the market rates.

財務管理及政策及外幣風險

本集團之香港總辦事處財務部管理本集團之財務風險。本集團庫務政策主要目標之一為管理其外幣匯率波動之風險。本集團之政策為不參與任何投機活動。由於本集團主要於香港及中國營運，故大部分收益及買賣交易以港元或人民幣結算。因此，本集團之大部分流動資產淨值乃以港元或人民幣計值。存置於各銀行之存款主要以該兩種貨幣計值。本集團根據其未來業務及投資計劃而維持人民幣及港元存款比例。本集團多年來一直遵守外幣風險管理政策，並認為該等政策行之有效及現時之外幣風險仍處於可控制範圍內。本集團已評估其外匯匯率風險，惟於回顧期內及於報告日期並無訂立任何外匯對沖安排。

存款抵押

於二零一七年六月三十日，賬面值約1,570,400,000港元（於二零一六年十二月三十一日：1,524,000,000港元）之於一間聯營公司之權益已抵押作為一間附屬公司銀行借貸及本公司所發行之可換股票據之擔保。

僱員及薪酬政策

員工酬金包括月薪、強制性公積金供款、醫療福利、住房福利、教育津貼及按其對本集團貢獻而發行之酌情購股權。截至二零一七年六月三十日止期間，員工成本（包括董事酬金）為49,700,000港元（二零一六年同期：25,300,000港元）。本集團亦委聘專業顧問，以確保制定具競爭力之薪酬政策以支持本集團之業務增長。於二零一七年六月三十日，本集團聘用226名（二零一六年十二月三十一日：232名）全職僱員，彼等之薪酬乃參考市場水平釐定。

Material Transactions

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

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

PROSPECTS

During the second quarter of 2017, a number of provinces in China issued their respective 13th Five-Year plan in respect of policy implementation on sports industry. Most of such plans, with a theme of facilitating the construction of public sports venues and facilities, are committed to realising province-wide coverage of sports services. They also put forward the construction of sports industrial parks or sports-themed feature towns, in a bid to promote the agglomerative effect and radiation effect brought by the sports industry development that lead to economic growth in the region. Furthermore, as illustrated in the 2017 Government Work Report published in March 2017, the Chinese government strived to co-ordinate the development of mass sports and sports industry during the year. Issues and initiatives that help extensively promote national physical fitness such as operation of public sports venues and facilities nationwide, popularisation of mass sports activities in communities, and construction of sports towns remain in focus in the first half of the year as we anticipated.

重大交易

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（「賣方」）就本公司收購李寧公司約25.2%股權訂立契據（「契據」），以推前本公司向賣方發行永久性可換股債券之時間表。契據之簽立及履行於本公司在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。於二零一三年十一月十八日，根據賣方所作之若干承諾，本公司向賣方發行永久性可換股債券。

於二零一七年四月十日，解除承諾之條件已達成，及根據契據之條款，本公司已解除所有由賣方持有之已承諾永久性可換股債券，自二零一七年四月十日起生效。有關解除永久性可換股債券之條款及條件詳情，請參閱日期為二零一三年十月十七日之通函。

展望

二零一七年第二季期間，中國多個省份就落實體育產業政策而各自刊發相關範疇的十三五規劃方案，大部份以推進建設公共體育場地和設施為主題，並致力實現體育服務於全省份覆蓋，同時提出興建體育產業園區或以體育為主題的特色小鎮，以帶動區域發揮體育產業集聚輻射效應；加上二零一七年三月發表的《二零一七年政府工作報告》已闡述政府將於本年內大力做好統籌群眾體育及體育產業發展的工作，正如我們所料，包括就於全國運營公共體育場館及設施、推動群眾體育活動於社區普及，以及建設體育小鎮等有助廣泛推動全民健身的議題於上半年被持續重點關注。

FINANCIAL REVIEW

財務回顧

Backed by the national policies and support from the local governments, the Group continued to facilitate the development of sports parks and sports community projects during the first half of the year, while actively applying appropriate investment and financing tools to invest in such projects. We are in the course of negotiating with various local governments and business partners to replicate sports parks and sports communities in major economically vibrant cities in China, such as Shanghai, Beijing, Guangzhou, Shenzhen, Hangzhou, Nanjing, Suzhou, Wuxi, Haikou, Qingdao, Tianjin, Linyi, Xi'an and Hefei. In this respect, the Group entered into cooperation framework agreements for the development of sports parks and/or sports communities with Nantong, Kunming and Yulin in the first quarter of 2017. In addition, the Group entered into a strategic cooperation agreement with China State Construction International Investments (China) Ltd. in June 2017 in respect of jointly developing sports park, sports town and sports community projects in Hong Kong, Shenzhen, Hefei and Ma'anshan of Anhui, so as to seize the potential opportunities brought by the development of the sports industry in China.

Apart from pushing forward our community development business, the Group also continued to expand its business in diversified approaches during the second quarter, and strived to invest in prospective sports-related commercial projects such as table tennis, badminton, 3-on-3 basketball and physical rehabilitation. By doing so, we seek to expand the portfolio of our sports resources and enhance its commercial value.

Looking forward to the second half of 2017, we shall continue to stay in our post, and maintain the Group's focus on executing and developing our business strategies of community development and sports. We will continue to devote additional efforts to develop Li Ning Sports Parks and sports community projects in more cities in China, while actively negotiate with local governments, property developers and established financial institutions to materialise the collaboration opportunities on sports-themed community development projects. Meanwhile, we will continue to carry out commercial development of our popular sports events, such as school basketball leagues particularly CUBA, and 2017 Li Ning 10K Running League, in a bid to promote a sportive, healthy lifestyle nationwide, while capture and raise the commercial value of our sports events in order to drive the sustainable growth of the Group.

背靠國策以及地方政府支持，本集團於上半年繼續推進體育園及體育社區發展項目，同時積極落實以不同的投融資模式對相關項目進行投入。我們正就於全國尤其是經濟活躍之重點城市包括上海、北京、廣州、深圳、杭州、南京、蘇州、無錫、海口、青島、天津、臨沂、西安和合肥等複製體育園及體育社區項目與各地方政府和業務夥伴進行磋商，並於二零一七年第一季與南通、昆明和榆林就於當地發展體育園及／或體育社區項目簽訂合作框架協議。另外，本集團於本年度六月與中建國際投資（中國）有限公司簽署戰略合作協議，以合作於香港、深圳、安徽合肥和馬鞍山等地發展體育園、體育小鎮及體育社區項目，共同把握全國體育產業發展所帶來的潛在機遇。

除了推進社區發展業務，本集團於第二季亦持續開拓業務範疇多形式發展，並致力投資具有發展潛力的體育商業項目，包括乒乓球、羽毛球、三對三籃球和體能康復治療等，以擴展我們旗下的體育資源組合及提升其商業價值。

展望二零一七年下半年，本集團將繼續恪守崗位，專注執行和拓展社區發展和體育業務策略，繼續加大力度於中國更多城市推進發展李寧體育園及體育社區項目，同時積極與各地方政府、房地產開發公司及具規模的金融機構等進行磋商以落實體育主題的社區發展項目協作機會。同時，我們將繼續對受歡迎的體育賽事項目進行商業推廣，包括CUBA等校園籃球聯賽及二零一七年李寧10公里路跑聯賽等，務求於全國廣泛推廣體育、健康的生活模式，同時擷取並提升賽事的商業價值，為本集團提供可持續的增長動力。

UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS

未經審核簡明綜合中期業績

The board of directors (the "Board") announces the unaudited condensed consolidated results of Viva China Holdings Limited (the "Company") and its subsidiaries (the "Group") for the periods from 1 April 2017 to 30 June 2017 and from 1 January 2017 to 30 June 2017 together with the comparative unaudited condensed consolidated results for the corresponding periods in 2016 as follows:

董事會（「董事會」）謹此公佈非凡中國控股有限公司（「本公司」）及其附屬公司（「本集團」）於二零一七年四月一日至二零一七年六月三十日及二零一七年一月一日至二零一七年六月三十日止期間之未經審核簡明綜合業績，連同二零一六年同期之未經審核簡明綜合業績之比較如下：

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

For the three and six months ended 30 June 2017

中期簡明綜合損益及其他全面收益表

截至二零一七年六月三十日止三個月及六個月

		Notes 附註	For the three months ended 30 June		For the six months ended 30 June	
			截至六月三十日止三個月		截至六月三十日止六個月	
			2017	2016	2017	2016
			二零一七年	二零一六年	二零一七年	二零一六年
			(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue	收益	3	59,827	98,327	137,547	136,846
Cost of sales	銷售成本		(52,372)	(55,809)	(121,540)	(87,025)
Gross profit	毛利		7,455	42,518	16,007	49,821
Other revenue and other net income	其他收益及 其他淨收入	3	10,062	10,132	20,403	19,862
Selling and distribution expenses	銷售及分銷開支		(4,790)	(5,992)	(8,118)	(10,618)
Administrative and other operating expenses	行政及其他 經營費用		(41,033)	(25,327)	(93,741)	(45,515)
Finance costs	財務成本	5	(20,001)	(1,327)	(45,866)	(2,645)
Share of profits/(losses) of associates and a joint venture	分佔聯營公司及 合營企業之 溢利/(虧損)	6	18,909	12,518	(17,454)	16,787
(Loss)/profit before income tax	除所得稅前 (虧損)/溢利	7	(29,398)	32,522	(128,769)	27,692
Income tax	所得稅	8	186	(809)	(3,089)	(809)
(Loss)/profit for the period	期內(虧損)/ 溢利		(29,212)	31,713	(131,858)	26,883

UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS

未經審核簡明綜合中期業績

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

For the three and six months ended 30 June 2017

中期簡明綜合損益及其他全面收益表(續)

截至二零一七年六月三十日止三個月及六個月

		For the three months ended 30 June		For the six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Other comprehensive income/ (loss):	其他全面收益/ (虧損):				
Items that may be reclassified subsequently to profit or loss, net of income tax of nil	其後可重新分類至損益之項目，扣除所得稅(無)				
- Share of other comprehensive (loss)/ income of an associate	- 分佔聯營公司之其他全面(虧損)/收益	(117)	(27)	89	(117)
- Reclassification adjustment upon deemed partial disposal of an associate	- 視作部分出售聯營公司時重新分類調整	-	-	18,439	-
- Exchange differences on translation of foreign operations	- 換算海外業務之匯兌差額	76,241	(90,263)	117,205	(76,356)
Other comprehensive income/ (loss) for the period, net of income tax of nil	期內其他全面收益/ (虧損)，扣除所得稅(無)	76,124	(90,290)	135,733	(76,473)
Total comprehensive income/ (loss) for the period	期內全面收益/ (虧損)總額	46,912	(58,577)	3,875	(49,590)

Notes
附註

UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS

未經審核簡明綜合中期業績

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

For the three and six months ended 30 June 2017

中期簡明綜合損益及其他全面收益表（續）

截至二零一七年六月三十日止三個月及六個月

		For the three months ended 30 June		For the six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		Notes			
		附註	HKS'000	HKS'000	HKS'000
			千港元	千港元	千港元
(Loss)/profit attributable to:	以下人士應佔				
	(虧損)/溢利:				
Equity shareholders of the Company	本公司權益股東				
		(30,603)	30,723	(134,510)	24,695
Non-controlling interests	非控股權益	1,391	990	2,652	2,188
		(29,212)	31,713	(131,858)	26,883
Total comprehensive income/ (loss) attributable to:	以下人士應佔全面				
	收益/(虧損)				
	總額:				
Equity shareholders of the Company	本公司權益股東				
		44,249	(57,825)	(765)	(50,298)
Non-controlling interests	非控股權益	2,663	(752)	4,640	708
		46,912	(58,577)	3,875	(49,590)
(Loss)/profit per share attributable to equity shareholders of the Company:	本公司權益股東				
	應佔每股				
	(虧損)/溢利:				
Basic (HK cents)	基本 (港仙)	9	(0.27)	0.35	(1.20)
			0.35	(1.20)	0.28
Diluted (HK cents)	攤薄 (港仙)	9	(0.27)	0.35	(1.20)
			0.35	(1.20)	0.28

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

隨附之附註構成該等未經審核中期財務報表之一部分。

UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS

未經審核簡明綜合中期業績

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2017

中期簡明綜合財務狀況表

於二零一七年六月三十日

		30 June 2017 二零一七年 六月三十日	31 December 2016 二零一六年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
		Notes 附註	
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	14,923	15,536
Investment properties	投資物業	10 237,935	239,940
Interests in associates and a joint venture	於聯營公司及合營企業之權益	11 3,360,110	3,255,017
Derivative financial instruments	衍生財務工具	1,528	1,540
Prepayments and deposits	預付款項及按金	15 17,760	1,715
Deferred tax assets	遞延稅項資產	14,763	12,067
TOTAL NON-CURRENT ASSETS	非流動資產總值	3,647,019	3,525,815
CURRENT ASSETS	流動資產		
Stock of properties	物業存貨	12 245,701	224,047
Inventories	存貨	13 1,211	1,258
Trade receivables	應收貿易款項	14 290,906	267,328
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	15 308,773	283,381
Cash and bank balances	現金及銀行結餘	685,295	804,731
TOTAL CURRENT ASSETS	流動資產總值	1,531,886	1,580,745
CURRENT LIABILITIES	流動負債		
Trade payables	應付貿易款項	16 56,706	46,033
Other payables, accruals and receipts in advance	其他應付款項、應計費用及預收款項	17 58,478	88,369
Deferred income	遞延收入	26,450	33,480
Bank and other loans	銀行及其他貸款	18 427,486	416,640
Payable to a non-controlling interest	應付非控股權益	1,087	603
Income tax payable	應付所得稅	48,391	50,509
TOTAL CURRENT LIABILITIES	流動負債總額	618,598	635,634
NET CURRENT ASSETS	流動資產淨值	913,288	945,111

UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS

未經審核簡明綜合中期業績

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

As at 30 June 2017

中期簡明綜合財務狀況表 (續)

於二零一七年六月三十日

		30 June 2017 二零一七年 六月三十日	31 December 2016 二零一六年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
		Notes 附註	
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	4,560,307	4,470,926
NON-CURRENT LIABILITIES	非流動負債		
Deferred income	遞延收入	30,238	38,272
Payable to a non-controlling interest	應付非控股權益	—	452
Convertible notes	可換股票據	19 719,493	690,440
TOTAL NON-CURRENT LIABILITIES	非流動負債總額	749,731	729,164
NET ASSETS	資產淨值	3,810,576	3,741,762
EQUITY	權益		
Equity attributable to equity shareholders of the Company	本公司權益股東應佔權益		
Issued capital	已發行股本	20 440,237	438,218
Perpetual convertible bonds	永久性可換股債券	1,139,046	1,139,046
Reserves	儲備	2,203,208	2,141,053
		3,782,491	3,718,317
Non-controlling interests	非控股權益	28,085	23,445
TOTAL EQUITY	權益總額	3,810,576	3,741,762

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

隨附之附註構成該等未經審核中期財務報表之一部分。

UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS

未經審核簡明綜合中期業績

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2017

中期簡明綜合權益變動表

截至二零一七年六月三十日止六個月

		Attributable to equity shareholders of the Company 本公司權益股東應佔										
		Issued capital	Share premium account	Perpetual convertible bonds	Share option reserve	Exchange fluctuation reserve	Reserve funds	Convertible notes equity reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價賬	永久性可換股債券	購股權儲備	匯兌波動儲備	儲備基金	可換股票據權益儲備	累計虧損	總計	非控股權益	權益總額
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
For the six months ended 30 June 2016	截至二零一六年六月三十日止六個月											
Balance at 1 January 2016	於二零一六年一月一日之結餘	437,415	4,135,885	1,139,046	133,067	(133,082)	1,281	–	(1,971,758)	3,741,854	22,913	3,764,767
Profit for the period	期內溢利	–	–	–	–	–	–	–	24,695	24,695	2,188	26,883
Other comprehensive income/(loss) for the period:	期內其他全面收益/(虧損):											
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	–	–	–	–	(74,876)	–	–	–	(74,876)	(1,480)	(76,356)
Share of other comprehensive income of an associate	分佔聯營公司之其他全面收益	–	–	–	–	(117)	–	–	–	(117)	–	(117)
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	–	–	–	–	(74,993)	–	–	24,695	(50,298)	708	(49,590)
Shares issued upon exercise of share options	購股權獲行使時發行之股份	777	9,044	–	(2,051)	–	–	–	–	7,770	–	7,770
Equity-settled share option arrangements	以股權結算之購股權安排	–	–	–	2,828	–	–	–	–	2,828	–	2,828
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	–	–	–	(68)	–	–	–	68	–	–	–
Share of an associate's reserve	分佔聯營公司之儲備	–	–	–	5,916	–	–	–	–	5,916	–	5,916
Balance at 30 June 2016	於二零一六年六月三十日之結餘	438,192	4,144,929	1,139,046	139,692	(208,075)	1,281	–	(1,946,995)	3,708,070	23,621	3,731,691
For the six months ended 30 June 2017	截至二零一七年六月三十日止六個月											
Balance at 1 January 2017	於二零一七年一月一日之結餘	438,218	4,145,239*	1,139,046	125,246*	(370,088)*	1,513*	90,392*	(1,851,249)*	3,718,317	23,445	3,741,762
(Loss)/profit for the period	期內(虧損)/溢利	–	–	–	–	–	–	–	(134,510)	(134,510)	2,652	(131,858)
Other comprehensive income/(loss) for the period:	期內其他全面收益/(虧損):											
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	–	–	–	–	115,217	–	–	–	115,217	1,988	117,205
Share of other comprehensive income of an associate	分佔聯營公司之其他全面收益	–	–	–	–	89	–	–	–	89	–	89
Reclassification adjustment upon deemed partial disposal of an associate	視作部分出售聯營公司時重新分類調整	–	–	–	–	18,439	–	–	–	18,439	–	18,439
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	–	–	–	–	133,745	–	–	(134,510)	(765)	4,640	3,875
Shares issued upon exercise of share options	購股權獲行使時發行之股份	2,019	24,716	–	(6,173)	–	–	–	–	20,562	–	20,562
Equity-settled share option arrangements	以股權結算之購股權安排	–	–	–	38,854	–	–	–	–	38,854	–	38,854
Transfer of share option reserve upon the forfeiture or expiry of share options	於購股權被沒收或屆滿時轉撥購股權儲備	–	–	–	(2,108)	–	–	–	2,108	–	–	–
Share of an associate's reserve	分佔聯營公司之儲備	–	–	–	5,523	–	2,692	–	(2,692)	5,523	–	5,523
Transfer to statutory reserve	轉撥至法定儲備	–	–	–	–	–	2,459	–	(2,459)	–	–	–
Balance at 30 June 2017	於二零一七年六月三十日之結餘	440,237	4,169,955*	1,139,046	161,342*	(236,343)*	6,664*	90,392*	(1,988,802)*	3,782,491	28,085	3,810,576

* These reserve accounts comprise the unaudited consolidated reserves of HK\$2,203,208,000 (31 December 2016: HK\$2,141,053,000) in the unaudited condensed consolidated statement of financial position.

* 該等儲備賬包括未經審核簡明綜合財務狀況表內之未經審核綜合儲備2,203,208,000港元(二零一六年十二月三十一日: 2,141,053,000港元)。

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

隨附之附註構成該等未經審核中期財務報表之一部分。

UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS

未經審核簡明綜合中期業績

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2017

中期簡明綜合現金流量表

截至二零一七年六月三十日止六個月

		For the six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年	2016 二零一六年
		(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元
Net cash flows (used in)/generated from operating activities	營運活動(所用)/所得現金流量淨額	(117,768)	25,075
Net cash flows (used in)/generated from investing activities	投資活動(所用)/所得現金流量淨額	(3,256)	1,459
Net cash flows (used in)/generated from financing activities	融資活動(所用)/所得現金流量淨額	(3,933)	3,543
(Decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加	(124,957)	30,077
Effect of foreign exchange rate changes, net	外匯匯率變動之影響淨額	5,521	(2,799)
Cash and cash equivalents at the beginning of period	期初現金及現金等價物	804,731	279,694
Cash and cash equivalents at the end of period	期末現金及現金等價物	685,295	306,972

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

隨附之附註構成該等未經審核中期財務報表之一部分。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

未經審核簡明綜合中期財務報表附註

1. GENERAL INFORMATION

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

Principal activities

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

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

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

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

1. 一般資料

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

主要業務

期內，本集團從事下列主要業務：

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

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

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

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

未經審核簡明綜合中期財務報表附註

1. GENERAL INFORMATION (Continued)

Principal activities (Continued)

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

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

2. BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES

Basis of preparation

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2017 have been prepared to comply with the disclosure requirements of the Rules Governing the Listing of Securities on the GEM ("GEM Listing Rules") and Hong Kong Accounting Standard ("HKAS") 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants.

These unaudited condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2016, which have been prepared in accordance with Hong Kong Financial Reporting Standards (the "HKFRSs").

The accounting policies used in the preparation of the unaudited condensed consolidated interim financial statements are consistent with those adopted in preparing the annual audited financial statements for the year ended 31 December 2016.

1. 一般資料 (續)

主要業務 (續)

上海紅雙喜股份有限公司(「紅雙喜」,一間於中國註冊成立之有限公司)為本集團之一間聯營公司,其主要業務範圍涵蓋製造、研發、營銷及銷售其自有「紅雙喜(Double Happiness)」品牌下的主打產品乒乓球、羽毛球器材以及其他體育配件。

除另有指明者外,本財務報表乃以港元呈列。

2. 編製基準及會計政策變動

編製基準

截至二零一七年六月三十日止六個月之未經審核簡明綜合中期財務報表乃根據創業板證券上市規則(「創業板上市規則」)以及由香港會計師公會所頒佈之香港會計準則(「香港會計準則」)第34號中期財務報告之披露規定編製。

該等未經審核簡明綜合中期財務報表並不包括年度財務報表必須載列之所有資料及披露,並應與根據香港財務報告準則(「香港財務報告準則」)編製之本集團截至二零一六年十二月三十一日止年度之年度財務報表一併閱讀。

編製未經審核簡明綜合中期財務報表所採用之會計政策與編製截至二零一六年十二月三十一日止年度之年度經審核財務報表所採納者一致。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

未經審核簡明綜合中期財務報表附註

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

Basis of preparation (Continued)

During the six months ended 30 June 2017, the Group has adopted the amendments to HKFRSs that are effective for the first time for the period beginning on 1 January 2017. The adoption of these amendments did not result in significant impact on the results and financial position of the Group for the current and prior periods.

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

		Effective for accounting periods beginning on or after	於下列日期或之後開始之會計期間生效
HKFRS 9, Financial instruments	香港財務報告準則第9號·財務工具	1 January 2018	二零一八年一月一日
HKFRS 15, Revenue from contracts with customers	香港財務報告準則第15號·與客戶所訂合約之收益	1 January 2018	二零一八年一月一日
HKFRS 16, Leases	香港財務報告準則第16號·租賃	1 January 2019	二零一九年一月一日

Details of the assessment of the impact of these new HKFRSs on the results and financial position of the Group can be referred to Note 2.2 in "Notes to Consolidated Financial Statements" of the Company's 2016 annual report.

The adoption of these new HKFRSs has no material impact on the Group's results and financial position.

2. 編製基準及會計政策變動 (續)

編製基準 (續)

於截至二零一七年六月三十日止六個月，本集團已採納於二零一七年一月一日開始之期間首次生效之香港財務報告準則之修訂。採納此等修訂並不會對本集團當前及過往期間之業績及財務狀況產生重大影響。

以下為與本集團於二零一七年一月一日之後開始之會計期間或後續期間相關並強制採納之準則及現有準則修訂，惟本集團並無提前採納。

評估此等新訂香港財務報告準則對本集團業績及財務狀況之影響詳情請參閱本公司二零一六年度報告之「綜合財務報表附註」附註2.2。

採納該等新訂香港財務報告準則並無對本集團之業績及財務狀況造成重大影響。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

未經審核簡明綜合中期財務報表附註

3. REVENUE, OTHER REVENUE AND OTHER NET INCOME

3. 收益、其他收益及其他淨收入

		For the three months ended 30 June		For the six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元
Revenue	收益				
Sports content production and distribution income	體育內容製作及配送收入	30,315	38,235	52,330	60,720
Sports talent management income	體育人才管理收入	1,749	27,296	3,765	28,910
Sales of goods	銷售貨品	24,512	30,751	76,438	43,186
Community development consultancy service income	社區發展諮詢服務收入	-	-	-	920
Gross rental income	租金總收入	1,239	331	1,472	740
Sports park facilities hiring income	體育園設施之租賃收入	2,012	1,714	3,542	2,370
		59,827	98,327	137,547	136,846
Other Revenue	其他收益				
Government grants	政府補貼	8,486	8,943	16,932	17,860
Interest income	利息收入	1,547	1,189	3,028	2,002
		10,033	10,132	19,960	19,862
Other net income	其他淨收入				
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備淨收益	29	-	443	-
		29	-	443	-
Other revenue and other net income	其他收益及其他淨收入	10,062	10,132	20,403	19,862

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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4. OPERATING SEGMENT INFORMATION

The management is the Group's chief operating decision-maker. The management reviews the Group's internal reports periodically in order to assess performance and allocate resources.

The management considers the business from a product/service perspective. The management separately considers the different products and services offered and the Group is organised into two reportable operating segments as follows:

- (a) the sports-related business segment engages in the production and distribution of sports content, management and marketing of sport talents and provision of sports consultancy service; and
- (b) the community development segment engages in property development for sales and investment, research and development, manufacturing, marketing and sales of construction materials, operation of sports parks, development of communities and provision of consultancy and subcontracting services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit or loss, which is a measure of adjusted profit or loss before tax. The adjusted profit or loss before tax is measured consistently with the Group's profit or loss before tax except that interest income, finance costs, equity-settled share option expenses, fair value changes on investment properties, share of (losses)/profits of associates and a joint venture as well as head office and corporate income and expenses are excluded from such measurement.

4. 經營分部資料

管理層乃本集團之首席營運決策制定者。管理層定期審閱本集團之內部報告，以評估表現及進行資源分配。

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

- (a) 體育相關業務分部，從事體育內容製作及配送、體育人才管理及市場推廣以及提供體育諮詢服務；及
- (b) 社區開發分部，從事待售物業開發及投資、建材之研發、製造、市場推廣及銷售、經營體育園、開發社區以及提供諮詢及分包服務。

管理層分開監察本集團各經營分部之業績，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，此乃計量除稅前經調整溢利或虧損之方法。除稅前經調整溢利或虧損之計量方法與本集團之除稅前溢利或虧損一致，惟利息收入、財務成本、以股權結算之購股權開支、投資物業之公平值變動、分佔聯營公司及合營企業之（虧損）／溢利以及總辦事處及企業收入及開支則不包括於該計量中。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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4. OPERATING SEGMENT INFORMATION (Continued)

For the six months ended 30 June 2017

4. 經營分部資料 (續)

截至二零一七年六月三十日止六個月

		Sports-related business 體育相關業務		Community development 社區開發		Total 總計	
		2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment Revenue	分部收益						
External	外部	56,095	89,630	81,452	47,216	137,547	136,846
Segment Results	分部業績	1,105	35,774	2,223	4,140	3,328	39,914
Reconciliation:	調節表:						
Interest income	利息收入					3,028	2,002
Fair value loss on investment properties	投資物業之公平值虧損					(9,315)	(1,870)
Equity-settled share option expense	以股權結算之 購股權開支					(38,854)	(2,828)
Corporate and other unallocated income	企業及其他未分配收入					443	-
Corporate and other unallocated expenses	企業及其他未分配開支					(24,079)	(23,668)
Share of (losses)/profits of associates and a joint venture	分佔聯營公司及合營企 業之(虧損)/溢利					(17,454)	16,787
Finance costs	財務成本					(45,866)	(2,645)
(Loss)/profit before income tax	除所得稅前 (虧損)/溢利					(128,769)	27,692

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

未經審核簡明綜合中期財務報表附註

5. FINANCE COSTS

5. 財務成本

		For the three months ended 30 June		For the six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Interest on bank and other loans	銀行及其他貸款利息	5,302	4,526	10,195	8,793
Interest on convertible notes	可換股票據利息	24,500	–	48,503	–
Less: interest expense capitalised into properties under development for sale	減：撥充資本至發展中之待售物業之利息開支 (a)	(9,801)	(3,199)	(12,832)	(6,148)
		20,001	1,327	45,866	2,645

Note:

(a) The finance costs have been capitalised at an average interest rate of 12.1% (2016: 5.3%) per annum.

附註：

(a) 財務成本已按12.1%（二零一六年：5.3%）之平均年利率資本化。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

未經審核簡明綜合中期財務報表附註

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

The unaudited condensed consolidated results for the period ended 30 June 2017 include the Group's share of the results and reserves of Li Ning Co for the six months ended 31 March 2017 and adjusted for any significant events or transactions for the period from 1 April 2017 to 30 June 2017. The unaudited consolidated results for the period ended 30 June 2016 included the Group's share of the results and reserves of Li Ning Co for the six months ended 31 March 2016 and adjusted for any significant events or transactions for the period from 1 April 2016 to 30 June 2016. The Group has adopted the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associate's results based on accounts drawn up to a non-coterminous period end where the difference must be no greater than three months. There is no non-coterminous period end for other associates and a joint venture.

During the six months ended 30 June 2017, the Group shared the profits of associates and a joint venture amounting to HK\$50,258,000 (the corresponding period in 2016: HK\$16,787,000). In February 2017, Li Ning Co issued 168,629,032 new ordinary shares upon the conversion of convertible bonds in the principal amount of RMB561,000,000 issued by Li Ning Co. The Group's equity interests in Li Ning Co have been diluted from approximately 24.3% to approximately 22.6% and a loss on deemed partial disposal of HK\$67,712,000 has arisen. In this connection, for the six months ended 30 June 2017, the Group shared the net losses of the associates and a joint venture in the amount of HK\$17,454,000 (the corresponding period in 2016: share of profits in the amount of HK\$16,787,000).

6. 分佔聯營公司及一間合營企業之溢利／（虧損）

截至二零一七年六月三十日止期間之未經審核簡明綜合業績包括本集團分佔李寧公司截至二零一七年三月三十一日止六個月之業績及儲備，並就自二零一七年四月一日起至二零一七年六月三十日止期間之任何重大事件或交易作出調整。截至二零一六年六月三十日止期間之未經審核綜合業績包括本集團應佔李寧公司截至二零一六年三月三十一日止六個月之業績及儲備，並就自二零一六年四月一日起至二零一六年六月三十日止期間之任何重大事件或交易作出調整。本集團已採納香港會計準則第28號所載之條文，據此，其准許根據聯營公司不同結算日期（但差距不得超過三個月）之賬目計入應佔聯營公司之業績。其他聯營公司及一間合營企業無不同結算日期。

於截至二零一七年六月三十日止六個月內，本集團分佔聯營公司及一間合營企業的溢利達50,258,000港元（二零一六年同期：16,787,000港元）。於二零一七年二月，李寧公司因由其發行本金額人民幣561,000,000元的可換股債券獲轉換而發行168,629,032股新普通股。本集團於李寧公司的股權已由約24.3%攤薄至約22.6%，並產生視作部分出售之虧損67,712,000港元。就此而言，截至二零一七年六月三十日止六個月，本集團分佔聯營公司及一間合營企業的虧損淨額達17,454,000港元（二零一六年同期：分佔溢利達16,787,000港元）。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

未經審核簡明綜合中期財務報表附註

7. (LOSS)/PROFIT BEFORE INCOME TAX

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

7. 除所得稅前(虧損)/溢利

本集團之除所得稅前(虧損)/溢利乃經扣除下列各項達致：

		For the three months ended 30 June		For the six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Cost of inventories sold	已售存貨成本	23,933	28,708	75,191	41,184
Cost of services provided	所提供服務成本	28,439	26,842	46,349	45,582
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	-	259	-	259
Depreciation	折舊	796	971	1,638	1,848
Foreign exchange loss	匯兌虧損	1,922	1,551	2,174	530
Fair value loss on investment properties	投資物業之公平值虧損	9,315	1,870	9,315	1,870
Fair value loss on derivative financial instruments	衍生財務工具之 公平值虧損	59	-	59	-
Minimum lease payments under operating leases of land and buildings	土地及樓宇經營租約之 最低租賃付款	2,129	2,477	4,228	4,949
Employee benefits expense (including directors' remuneration):	僱員福利開支 (包括董事酬金):				
- Wages and salaries	- 工資及薪金	11,257	10,996	22,898	21,860
- Equity-settled share option expenses	- 以股權結算之 購股權開支	4,554	22	25,110	1,686
- Contributions to defined contribution retirement plan	- 定額供款退休金計劃 之供款	860	926	1,736	1,738
Total employee benefits expense	僱員福利開支總額	16,671	11,944	49,744	25,284

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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8. INCOME TAX

8. 所得稅

		For the three months ended 30 June		For the six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Current – the PRC	本期間－中國	2,142	1,276	5,417	1,276
Deferred	遞延	(2,328)	(467)	(2,328)	(467)
		(186)	809	3,089	809

No provision for Hong Kong profits tax has been provided for the six months ended 30 June 2017 as the Group did not generate any assessable profits arising in Hong Kong during the period (the corresponding period in 2016: Nil). The PRC corporate income tax provision in respect of operations in the PRC is calculated based on the statutory tax rate of 25% on the estimated assessable profits for the periods ended 30 June 2017 and 30 June 2016 based on existing legislation, interpretations and practices in respect thereof.

The share of income tax expense attributable to associates and a joint venture for the period amounting to HK\$11,400,000 (the corresponding period in 2016: HK\$2,309,000) is included in "Share of profits/(losses) of associates and a joint venture" in the unaudited consolidated results.

本集團截至二零一七年六月三十日止六個月並無於香港產生任何應課稅溢利，故並無就期內作出香港利得稅撥備（二零一六年同期：無）。就中國業務作出之中國企業所得稅撥備乃根據相關現行法規、詮釋和慣例按截至二零一七年六月三十日及二零一六年六月三十日止期間內估計應課稅溢利以25%之法定稅率計算。

期內分佔聯營公司及一間合營企業應佔所得稅開支達11,400,000港元（二零一六年同期：2,309,000港元）乃計入未經審核綜合業績之「分佔聯營公司及一間合營企業之溢利／（虧損）」。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

未經審核簡明綜合中期財務報表附註

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

The calculation of basic (loss)/earnings per share amounts for the six months ended 30 June 2017 and 2016 is based on the (loss)/profit for the period attributable to equity shareholders of the Company, and the weighted average number of ordinary shares in issue and participating equity instruments during the periods.

The calculation of the diluted earnings per share amount for the six months ended 30 June 2016 was based on the profit for the period attributable to equity shareholders of the Company and the weighted average number of ordinary share after adjustment for the effect of deemed exercise of all dilutive potential ordinary shares at no consideration at the beginning of the period.

No adjustment has been made to the basic loss per share amount presented for the period ended 30 June 2017 in respect of a dilution as the impact of the potential dilution effect of the associate's dilutive potential ordinary shares and the Company's potential ordinary shares for the period ended 30 June 2017, either had anti-dilutive or no dilutive effect on the basic loss per share amount presented.

9. 本公司權益股東應佔每股(虧損)/溢利

截至二零一七年及二零一六年六月三十日止六個月之每股基本(虧損)/溢利金額乃根據本公司權益股東應佔期內(虧損)/溢利及期內已發行普通股及參與股本工具加權平均數計算。

截至二零一六年六月三十日止六個月之每股攤薄盈利金額乃根據本公司權益股東應佔期內溢利及普通股加權平均數(已就視作於期初按零代價行使全部潛在攤薄普通股之影響作出調整)計算。

就攤薄影響而言，由於截至二零一七年六月三十日止期間的聯營公司具攤薄影響之潛在普通股之潛在攤薄效應及本公司的潛在普通股對所呈列之每股基本虧損金額具反攤薄效應或並無攤薄效應，故並無就截至二零一七年六月三十日止期間所呈列之每股基本虧損金額作出調整。

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

9. 本公司權益股東應佔每股 (虧損)／溢利(續)

		For the three months ended 30 June		For the six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
(Loss)/profit attributable to equity shareholders of the Company, used in the basic and diluted (loss)/earnings per share calculation (HK\$'000)	用於計算每股基本及攤薄(虧損)／溢利之本公司權益股東應佔(虧損)／溢利(千港元)	(30,603)	30,723	(134,510)	24,695
Number of ordinary shares	普通股數目				
Weighted average number of ordinary shares in issue and participating equity instruments during the period, used in the basic (loss)/earnings per share calculation ('000)	用於計算每股基本(虧損)／溢利之期內已發行普通股及參與股本工具之加權平均數(千股)	11,172,697	8,749,289	11,168,579	8,748,791
Dilutive equivalent shares arising from potential ordinary shares ('000)	因潛在普通股所產生之攤薄股數(千股)	–	89,478	–	105,499
Weighted average number of ordinary shares and potential ordinary shares, used in the diluted earnings per share calculation ('000)	用於計算每股攤薄溢利之普通股及潛在普通股加權平均數(千股)	11,172,697	8,838,767	11,168,579	8,854,290
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)／溢利(港仙)	(0.27)	0.35	(1.20)	0.28
Diluted (loss)/earnings per share (HK cents)	每股攤薄(虧損)／溢利(港仙)	(0.27)	0.35	(1.20)	0.28

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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10. INVESTMENT PROPERTIES

As at 30 June 2017, the fair values of the Group's investment properties were HK\$237,935,000 (31 December 2016: HK\$239,940,000). The fair values of the Group's investment properties are assessed by management based on the property valuation, adopting the income capitalisation approach and made reference to available comparable market transactions, performed by Savills Valuation and Professional Services Limited, independent professionally qualified valuers. The investment properties are measured using significant unobservable inputs (level 3 of fair value hierarchy). During the period, there were no transfers among the levels.

11. INTERESTS IN ASSOCIATES AND A JOINT VENTURE

10. 投資物業

於二零一七年六月三十日，本集團投資物業之公平值為237,935,000港元（二零一六年十二月三十一日：239,940,000港元）。管理層乃根據獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司透過採納收入資本化法並參考現有可資比較市場交易進行之物業估值評估本集團投資物業之公平值。投資物業乃使用重大不可觀察輸入數據（第3級公平值）計量。期內，公平值層級間並無進行轉移。

11. 於聯營公司及合營企業之權益

		30 June 2017 二零一七年 六月三十日	31 December 2016 二零一六年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
Interests in associates	於聯營公司之權益		
Amount due from an associate	應收聯營公司款項	5,522	5,522
Share of net assets of associates	分佔聯營公司資產淨值	1,991,244	1,836,222
Goodwill	商譽	1,363,344	1,413,273
		3,360,110	3,255,017
Interest in a joint venture	於合營企業之權益		
Amount due from a joint venture	應收一間合營企業之款項	77	5,273
Share of net (liabilities)/assets of a joint venture	分佔一間合營企業之 (負債)/資產淨值	-	(211)
		77	5,062
Less: current portion (included in "Prepayments, deposits and other receivables" in the condensed consolidated statement of financial position)	減：流動部分（計入簡明綜合財務狀況表「預付款項、按金及其他應收款項」內）	(77)	(5,062)
		-	-
		3,360,110	3,255,017

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11. INTERESTS IN ASSOCIATES AND A JOINT VENTURE (Continued)

Note:

As at 30 June 2017, the market value of listed shares of Li Ning Co was HK\$5.94 per share (31 December 2016: HK\$4.87 per share). Number of ordinary shares held was approximately 299,374,000 as at 30 June 2017 and 31 December 2016 and number of convertible securities held was approximately 249,827,000 as at 30 June 2017 and 31 December 2016.

As at 30 June 2017 and 31 December 2016, the Group has interests in the following principal associates:

11. 於聯營公司及合營企業之權益(續)

附註：

於二零一七年六月三十日，李寧公司上市股份之市價為每股5.94港元（二零一六年十二月三十一日：每股4.87港元）。於二零一七年六月三十日及二零一六年十二月三十一日所持普通股數目約為299,374,000股，而於二零一七年六月三十日及二零一六年十二月三十一日所持可換股證券數目約為249,827,000份。

於二零一七年六月三十日及二零一六年十二月三十一日，本集團於以下主要聯營公司擁有權益：

Name of associates	聯營公司名稱	Percentage of equity interests directly attributable to the Group 本集團直接應佔股權百分比
Li Ning Co	李寧公司	22.6%*
CITIC Land	中信置業	29%
Double Happiness	紅雙喜	10%

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

* 李寧公司持有紅雙喜47.5%之股權。

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12. STOCK OF PROPERTIES

12. 物業存貨

		30 June 2017 二零一七年 六月三十日	31 December 2016 二零一六年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
Properties under development for sale	發展中之待售物業	245,701	224,047

The properties under development for sale are held outside Hong Kong with medium to long-term lease. The development is expected to be completed more than one year from the reporting date.

發展中之待售物業乃於香港境外以中長期租賃持有。有關發展預期將於自報告日期起超過一年完成。

13. INVENTORIES

13. 存貨

		30 June 2017 二零一七年 六月三十日	31 December 2016 二零一六年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
Raw materials	原材料	188	221
Finished goods	製成品	1,023	1,037
		1,211	1,258

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14. TRADE RECEIVABLES

An aging analysis of the trade receivables that are not considered to be impaired as at the end of the reporting period, based on the payment due date, is as follows:

		30 June 2017 二零一七年 六月三十日	31 December 2016 二零一六年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
Neither past due nor impaired	並未逾期或減值	131,249	256,048
Less than 3 months past due	逾期少於三個月	76,310	3,497
3 to 6 months past due	逾期三至六個月	78,600	3,523
More than 6 months and less than a year past due	逾期超過六個月 但少於一年	360	175
Over 1 year past due	逾期一年以上	4,387	4,085
		290,906	267,328

Receivables that were neither past due nor impaired relate to diversified customers with no recent history of default. Receivables that were past due but not impaired relate to a number of independent customers that have good track record with the Group. Management has closely monitored the credit qualities and the collectability of these trade receivables and considers that the expected credit risks of them are maintained at a desirable level.

14. 應收貿易款項

於報告期末已考慮不需要減值之應收貿易款項按到期付款日期之賬齡分析如下：

未逾期亦未減值的應收款項來自不同的客戶，彼等均無近期違約歷史。已逾期但未減值之應收款項乃與多名與本集團保持良好往績記錄之獨立客戶有關。管理層已密切監控該等應收款項之信貸素質及可收回性，並認為預期有關信貸風險將維持於理想水平。

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15. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

15. 預付款項、按金及其他應收款項

			30 June 2017 二零一七年 六月三十日	31 December 2016 二零一六年 十二月三十一日
		Note 附註	(Unaudited) (未經審核) HK\$'000 千港元	(Audited) (經審核) HK\$'000 千港元
Prepayments	預付款項		21,682	21,087
Deposits and other receivables	按金及其他應收款項		87,184	62,387
Advance paid to a third party	墊付予第三方之款項	18	199,907	199,907
			308,773	283,381
Non-current prepayments and deposits	非流動預付款項及按金		17,760	1,715

16. TRADE PAYABLES

The trade payables of the Group as at 30 June 2017 and 31 December 2016 were all aged within three months, as determined based on the invoice date.

16. 應付貿易款項

根據發票日期計算，本集團於二零一七年六月三十日及二零一六年十二月三十一日之應付貿易款項之賬齡均少於三個月。

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17. OTHER PAYABLES, ACCRUALS AND RECEIPTS IN ADVANCE

17. 其他應付款項、應計費用及預收款項

		30 June 2017 二零一七年 六月三十日	31 December 2016 二零一六年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
Accruals	應計費用	16,234	17,745
Other payables	其他應付款項	19,507	24,602
Receipts in advance	預收款項	22,737	46,022
		58,478	88,369

18. BANK AND OTHER LOANS

18. 銀行及其他貸款

		30 June 2017 二零一七年 六月三十日	31 December 2016 二零一六年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
Bank loan, secured	銀行貸款，有抵押	233,551	232,151
Other loan, secured	其他貸款，有抵押	193,935	184,489
		427,486	416,640

Bank loan as at 30 June 2017 and 31 December 2016 matures in August 2017 and bears floating rate of HIBOR plus basis.

於二零一七年六月三十日及二零一六年十二月三十一日之銀行貸款至二零一七年八月到期，按香港銀行同業拆息加指定息率之浮動利率計息。

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18. BANK AND OTHER LOANS (Continued)

Loans included collateralised bank loan which is secured by interest in an associate with an estimated carrying amount of approximately HK\$862,105,000 (31 December 2016: approximately HK\$836,610,000). The other loan represented an entrusted loan from a third party, which matures in September 2017 and is secured by an advance paid to a third party in the amount of approximately HK\$199,907,000 (31 December 2016: approximately HK\$199,907,000) (note 15).

The carrying amounts of bank and other loans approximate their fair values.

19. CONVERTIBLE NOTES

On 13 December 2016, the Group completed the issuance of redeemable convertible notes (the "Note") in the aggregate principal amount of HK\$778,000,000 with an initial conversion price of HK\$0.840 per ordinary share of the Company (subject to adjustments). The Note was issued on 16 December 2016 (the "Issue Date") which will be due on the fifth anniversary of the Issue Date, i.e. 16 December 2021 (the "Maturity Date"). The Note bore an initial interest of 5% per annum payable quarterly in arrears after the Issue Date. Unless previously converted, redeemed or cancelled, the Note will be redeemed on the Maturity Date, at a redemption price equal to the aggregate of:

- (i) the outstanding principal amount of the Note;
- (ii) the outstanding interest up to the date of redemption;
- (iii) the outstanding default interest (if any); and
- (iv) any additional amount that would make up an internal rate of return on the amount of the Note in (i) above at 10.5% per annum (having included all interests paid together with that payable in (ii) and (iii) above), calculated during the period from the Issue Date up to (and including) the Maturity Date.

18. 銀行及其他貸款(續)

貸款包括於一間聯營公司之估計賬面值約862,105,000港元之權益(二零一六年十二月三十一日:約836,610,000港元)作抵押之有抵押銀行貸款。另一筆貸款為來自第三方之委託貸款,該貸款於二零一七年九月到期,並由為數約199,907,000港元(二零一六年十二月三十一日:約199,907,000港元)之墊付予第三方之款項(附註15)作抵押。

銀行及其他貸款之賬面值與其公平值相若。

19. 可換股票據

於二零一六年十二月十三日,本集團完成發行本金總額為778,000,000港元之可贖回可轉換票據(「票據」),初步換股價為每股本公司普通股0.840港元(可予調整)。票據於二零一六年十二月十六日(「發行日」)發行並將於發行日之第五週年當日(即二零二一年十二月十六日(「到期日」))到期。票據初步按年利率5%計息,須於票據發行日起計每三個月付息一次。除非提前轉換、贖回或註銷,否則票據將於到期日贖回,贖回價等於以下總和:

- (i) 票據之尚欠本金;
- (ii) 截至贖回日期之尚欠利息;
- (iii) 尚欠罰息(如有);及
- (iv) 將補足上文(i)所述票據金額於發行日直至到期日(包括該日)期間計算的每年10.5%的內部收益率(包括全部已付利息連同上文(ii)及(iii)應付者)的任何其他金額。

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19. CONVERTIBLE NOTES (Continued)

The Note is secured by interest in an associate with an estimated carrying amount of approximately HK\$708,294,000 as at 30 June 2017 (31 December 2016: approximately HK\$687,347,000). Further details of the above were set out in the Company's announcement dated 5 December 2016.

An aggregated net proceeds of approximately HK\$777,013,000 has been raised by the Note during the year ended 31 December 2016. Up to 30 June 2017, out of the total proceeds received, approximately HK\$225.9 million, HK\$126.2 million and HK\$24.9 million, respectively, had been used in acquisition of Double Happiness and other investing activities, applied towards general working capital of the Group and used in interest payment, respectively.

The fair values of the liability component and the equity conversion component were determined upon the issuance of the Note. The fair value of the liability component as at the Issue Date was determined by using cash flows discounted at an effective market yield of 14.64% for a similar liability that does not have an equity conversion option. The residual amount, representing the value of equity conversion component, is included in shareholders' equity.

During the six months ended 30 June 2017, no noteholder has converted the Note into ordinary shares of the Company.

19. 可換股票據 (續)

於二零一七年六月三十日，票據由估計賬面值約708,294,000港元（二零一六年十二月三十一日：約687,347,000港元）之聯營公司之權益作抵押。上述事項之進一步詳情載列於本公司日期為二零一六年十二月五日之公告。

於截至二零一六年十二月三十一日止年度，票據合共已籌得所得款項淨額約777,013,000港元。截至二零一七年六月三十日，於收到的所得款項總額中，約225,900,000港元、126,200,000港元及24,900,000港元已分別用於收購紅雙喜及其他投資活動、用作本集團之一般營運資金及用作利息付款。

負債部分及權益轉換部分之公平值於票據發行時釐定。負債部分於發行日之公平值乃使用並無權益轉換權的類似負債按實際市場收益率14.64%折現現金流量釐定。餘下款項（即權益轉換部分之價值）計入股東權益。

於截至二零一七年六月三十日止六個月內，概無票據持有人將票據轉換為本公司之普通股。

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19. CONVERTIBLE NOTES (Continued)

The movement of the liability component of the Note for the period is set out below:

		HK\$'000 千港元
Liability component at 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及 二零一七年一月一日之 負債部分	690,440
Interest expense	利息開支	48,503
Interest paid	已付利息	(19,450)
Liability component at 30 June 2017	於二零一七年六月三十日之 負債部分	719,493

19. 可換股票據 (續)

期內，票據負債部分的變動載列如下：

The following table shows the remaining contractual maturities at the end of the period, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rate) and the earliest date the Group can be required to pay:

下表示列期末基於合約未貼現現金流量（包括使用合約利率計算之利息付款）之剩餘合約到期日及本集團須予還款之最早日期：

		Within 1 year 一年內	More than 1 year but less than 2 years 超過一年 但少於兩年	More than 2 years but less than 5 years 超過兩年 但少於五年	Total 總計	Carrying amount 賬面值
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 30 June 2017 (Unaudited)	於二零一七年六月 三十日 (未經審核)					
Convertible notes (liability component)	可換股票據 (負債部分)	38,900	38,900	1,184,032	1,261,832	719,493
At 31 December 2016 (Audited)	於二零一六年十二月 三十一日 (經審核)					
Convertible notes (liability component)	可換股票據 (負債部分)	38,900	38,900	1,203,482	1,281,282	690,440

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20. SHARE CAPITAL

20. 股本

		30 June 2017 (Unaudited) 二零一七年六月三十日 (未經審核)		31 December 2016 (Audited) 二零一六年十二月三十一日 (經審核)	
		Number of shares 股份數目	Nominal amount 面值 HK\$'000 千港元	Number of shares 股份數目	Nominal amount 面值 HK\$'000 千港元
Authorised	法定				
Ordinary shares of HK\$0.05 each ("Ordinary Shares")	每股面值0.05港元之普通股 (「普通股」)	20,000,000,000	1,000,000	20,000,000,000	1,000,000
Redeemable convertible preferred shares of HK\$0.01 each ("Preferred Shares")	每股面值0.01港元之可贖回 可轉換優先股(「優先股」)	6,000,000,000	60,000	6,000,000,000	60,000
Total	總計	26,000,000,000	1,060,000	26,000,000,000	1,060,000
Issued and fully paid:	已發行及繳足：				
Ordinary Shares	普通股				
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及 二零一七年一月一日			8,764,360,726	438,218
Issue of ordinary shares at HK\$0.05 each upon exercise of share options	購股權獲行使時發行 每股面值0.05港元之普通股			40,372,000	2,019
At 30 June 2017	於二零一七年六月三十日			8,804,732,726	440,237

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21. COMMITMENTS FOR PROPERTY DEVELOPMENT/CAPITAL EXPENDITURE

As at 30 June 2017, the Group had the follow commitments for property development and capital expenditure:

21. 房地產開發／資本開支承擔

於二零一七年六月三十日，本集團擁有以下房地產開發及資本開支承擔：

		30 June 2017 二零一七年 六月三十日	31 December 2016 二零一六年 十二月三十一日
		(Unaudited) (未經審核)	(Audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Property development/ construction work	房地產開發／ 建築工程	22,600	18,866
Capital contribution of associates	注資聯營公司	19,475	18,565
		42,075	37,431

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22. MATERIAL RELATED PARTY TRANSACTIONS

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

22. 重大關連人士交易

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

		For the six months ended 截至下列日期止六個月	
		30 June 2017 二零一七年 六月三十日	30 June 2016 二零一六年 六月三十日
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HK\$'000 千港元	HK\$'000 千港元
		Notes 附註	
Sponsorship income received and receivable from an associate	已收及應收一間聯營公司之贊助收入	(i) 40,453	38,226
Office and car-park rental expense paid and payable to an associate	已付及應付一間聯營公司之辦公室及停車場租金	(ii) 714	775
Service income received from an associate	已收一間聯營公司之服務收入	(iii) 55	412

(i) Sponsorship income in relation to some sports event and competition managed by the Group received and receivable from Li Ning Co and its subsidiaries ("Li Ning Group"), which was charged in accordance with the terms negotiated between the related parties. Mr. Li Ning is a common director of the Company and Li Ning Co.

(i) 贊助收入指就由本集團管理之若干體育項目及賽事向李寧公司及其附屬公司（「李寧集團」）收取及應收之費用，該等費用按經有關方協定之條款收取。李寧先生為本公司及李寧公司之共同董事。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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22. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(ii) During the six months ended 30 June 2017, the Group leased an office and certain car-parking spaces from Li Ning Group. The lease rates were determined after arm's length negotiations between the Group and Li Ning Group with reference to current prevailing market rate. Mr. Li Ning is a common director of the Company and Li Ning Group.

(iii) Service income represented agency fees for service rendered in relation to the endorsement of brand products of Li Ning Group. It was charged in accordance with the terms negotiated between the Group and Li Ning Group. Mr. Li Ning is a common director of the Company and Li Ning Group. For the provision of the aforesaid endorsement, the service income recognised by the Group was calculated based on certain percentage of the gross sponsorship fee on a time apportionment basis in accordance with the service agreement entered into with Li Ning Group, over the relevant service period.

23. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

As at 30 June 2017, the fair values of the derivative financial instruments were HK\$1,528,000 (31 December 2016: HK\$1,540,000). The fair values of the derivative financial instruments were assessed by management based on the valuation, using a binomial model, performed by Savills Valuation and Professional Services Limited, independent professionally qualified valuers. The fair values of the put option and the call option were measured using significant unobservable inputs (level 3 of fair value hierarchy). During the period, there were no transfers among the levels.

22. 重大關連人士交易（續）

(ii) 於截至二零一七年六月三十日止六個月，本集團租用李寧集團的一個辦公室及若干停車位。此項租金乃由本集團與李寧集團參考現行市場水平後經公平磋商後釐定。李寧先生為本公司及李寧集團之共同董事。

(iii) 服務收入指就代言李寧集團之品牌產品而提供之服務收取之代理費。該等費用按經本集團及李寧集團協定之條款收取，而李寧先生為本公司及李寧集團之共同董事。就提供上述代言服務而言，本集團確認之服務收入乃在有關服務期間內，根據與李寧集團訂立之服務協議按時間分攤基準以贊助費總額之若干百分比計算。

23. 財務工具之公平值計量

於二零一七年六月三十日，衍生財務工具之公平值為1,528,000港元（二零一六年十二月三十一日：1,540,000港元）。管理層乃根據獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司使用二項式模式進行之估值評估衍生財務工具之公平值。認沽權及認購權之公平值乃使用重大不可觀察輸入數據（第3級公平值）計量。期內，公平值層級間並無進行轉移。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

未經審核簡明綜合中期財務報表附註

23. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

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

24. INTERIM DIVIDEND

The Directors do not recommend the payment of any interim dividend in respect of the six months ended 30 June 2017 (2016: Nil).

23. 財務工具之公平值計量 (續)

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

24. 中期股息

董事不建議派付截至二零一七年六月三十日止六個月之任何中期股息(二零一六年:無)。

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2017.

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

As at 30 June 2017, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive of the Company were deemed or taken to have under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

購回、出售或贖回本公司上市證券

於截至二零一七年六月三十日止六個月內，本公司及其任何附屬公司概無購回、出售或贖回本公司之任何上市證券。

董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉

於二零一七年六月三十日，本公司之董事及行政總裁於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉（包括本公司董事及行政總裁根據證券及期貨條例有關條文被視為或當作擁有之權益及淡倉），或必須及已記錄於本公司根據證券及期貨條例第352條所存置登記冊之權益及淡倉，或根據創業板上市規則第5.46至5.67條所述有關董事買賣之規定標準須知會本公司及聯交所之權益及淡倉如下：

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

於本公司普通股（「股份」）、相關股份
及債權證之權益

Name of Directors	Capacity	Number of Shares/ underlying Shares held 所持股份／相關股份數目			Total interests	Approximate percentage of shareholding as at 30 June 2017 於二零一七年 六月三十日 所持股權 概約百分比
		Nature of Interest 權益性質		Number of share options held ⁽⁹⁾		
董事姓名	身份	Personal interests	Corporate interests	所持 購股權數目 ⁽⁹⁾	權益總額	
Mr. LI Ning 李寧先生	Beneficial owner 實益擁有人	21,508,000	–	9,000,000	8,242,951,151 (L)	93.62%
	Interest of controlled corporation 受控制法團權益	–	8,212,443,151 ⁽¹⁾	–		
	Interest of controlled corporation 受控制法團權益	–	544,241,573 ⁽¹⁾	–		
Mr. CHAN Ling 陳寧先生	Beneficial owner 實益擁有人	63,287,669	–	89,000,000	152,287,669 (L)	1.73%
Mr. LI Chunyang 李春陽先生	Beneficial owner 實益擁有人	13,067,669	–	63,000,000	76,067,669 (L)	0.86%
Mr. LI Qilin 李麒麟先生	Beneficiary of trusts 信託受益人	6,080,022,769 ⁽²⁾	–	–	6,173,022,769 (L)	70.11%
	Beneficial owner 實益擁有人	–	–	93,000,000		
Mr. CHAN James 陳進思先生	Beneficial owner 實益擁有人	–	–	16,000,000	16,000,000 (L)	0.18%
Mr. MA Wing Man 馬詠文先生	Beneficial owner 實益擁有人	860,000	–	9,354,667	10,214,667 (L)	0.12%
Mr. CHEN Johnny 陳志宏先生	Beneficial owner 實益擁有人	600,000	–	9,666,667	10,266,667 (L)	0.12%
Mr. LIEN Jown Jing, Vincent 連宗正先生	Beneficial owner 實益擁有人	–	–	10,000,000	10,000,000 (L)	0.11%
Mr. NG Sau Kei, Wilfred (resigned with effect from 1 July 2017) 吳守基先生（於二零一七年 七月一日起辭任）	Beneficial owner 實益擁有人	3,400,000	–	6,678,667	10,078,667 (L)	0.11%

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

(L)及(S)分別指好倉及淡倉

Notes:

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

附註：

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

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

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

Save as disclosed above, none of the Directors nor the chief executive of the Company had, as at 30 June 2017, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were deemed or taken to have under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

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

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

除上文披露者外，於二零一七年六月三十日，本公司董事及行政總裁概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何權益或淡倉（包括根據證券及期貨條例有關條文彼等被視為或當作擁有之權益或淡倉），或必須及已記錄於本公司根據證券及期貨條例第352條所存置登記冊之任何權益或淡倉，或根據創業板上市規則第5.46條至第5.67條所述有關董事買賣之規定標準須知會本公司及聯交所之任何權益或淡倉。

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

As at 30 June 2017, so far as was known to the Directors, the interests and short positions of the persons (other than the interests and short positions of the Directors or chief executive of the Company as disclosed above) in the shares and/or underlying shares of the Company (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company are set out below:

Interests in the Shares and underlying Shares

主要股東及其他人士於本公司股本中的權益及淡倉

於二零一七年六月三十日，就董事所知，除上文披露之本公司董事或行政總裁權益及淡倉外，以下人士於本公司股份及／或相關股份（定義見證券及期貨條例第XV部）擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊內，或已另行知會本公司之權益及淡倉如下：

於股份及相關股份之權益

	Capacity	Number of Shares/ underlying Shares held	Approximate percentage of shareholdings as at 30 June 2017 於二零一七年 六月三十日 所持股權 概約百分比
	身份	所持股份／ 相關股份之數目	
Substantial Shareholders			
主要股東			
Mr. LI Chun ⁽¹⁾ 李進先生 ⁽¹⁾	Interest of controlled corporation 受控制法團權益	8,212,443,151(L) 544,241,573(S)	93.27% 6.18%
Lead Ahead ⁽²⁾	Beneficial owner 實益擁有人	2,132,420,382(L) 544,241,573(S)	24.22% 6.18%
Victory Mind Assets ⁽³⁾	Beneficial owner 實益擁有人	2,728,582,769(L)	30.99%
Ace Leader ⁽³⁾	Interest of controlled corporation 受控制法團權益	2,728,582,769(L)	30.99%

	Capacity	Number of Shares/ underlying Shares held	Approximate percentage of shareholdings as at 30 June 2017 於二零一七年 六月三十日 所持股權 概約百分比
	身份	所持股份/ 相關股份之數目	
Jumbo Top ⁽³⁾	Interest of controlled corporation 受控制法團權益	2,728,582,769(L)	30.99%
TMF ⁽³⁾	Trustee 受託人	2,728,582,769(L)	30.99%
Dragon City ⁽⁴⁾	Trustee 受託人	3,351,440,000(L)	38.06%
Cititrust ⁽⁴⁾	Trustee 受託人	3,351,440,000(L)	38.06%
Other Persons			
其他人士			
China Construction Bank Corporation	Interest of controlled corporation 受控制法團權益	544,241,573	
中國建設銀行 股份有限公司	Person having a security interests in shares 於股份持有保證權益之人士	3,512,443,151	
		4,056,684,724 ⁽⁵⁾ (L)	46.07%

	Capacity	Number of Shares/ underlying Shares held	Approximate percentage of shareholdings as at 30 June 2017 於二零一七年 六月三十日 所持股權 概約百分比
	身份	所持股份/ 相關股份之數目	
Central Huijin Investment Ltd. 中央匯金投資 有限責任公司	Interest of controlled corporation 受控制法團權益	544,241,573	
	Person having a security interests in shares 於股份持有保證權益之人士	3,512,443,151	
		4,056,684,724 ^(L)	46.07%
Ministry of Finance of the People's Republic of China 中華人民共和國財政部	Interest of controlled corporation 受控制法團權益	926,190,476 ^(L)	10.52%
Mr. MA Chi Seng 馬志成先生	Beneficial owner 實益擁有人	632,000,000 ^(L)	7.18%

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

(L)及(S)分別指好倉及淡倉

Notes:

附註:

- Mr. Li Chun is deemed to be interested in the long positions of 8,212,443,151 Shares in aggregate through his interests in Lead Ahead, Victory Mind Assets and Dragon City, respectively and the short position of 544,241,573 Shares through his interests in Lead Ahead, as follows:
 - the long position of 2,132,420,382 Shares and the short position of 544,241,573 Shares are held by Lead Ahead, which is owned as to 60% by Mr. Li Ning and 40% by Mr. Li Chun;

- 李進先生透過以下於Lead Ahead·Victory Mind Assets及Dragon City分別持有權益而被視為擁有合共8,212,443,151股股份好倉之權益及透過於Lead Ahead持有權益而被視為擁有544,241,573股股份淡倉之權益:
 - 2,132,420,382股股份好倉及544,241,573股股份淡倉由Lead Ahead持有，而Lead Ahead由李寧先生及李進先生分別擁有60%及40%股權;

- (b) the long position of 2,728,582,769 Shares in which Victory Mind Assets is interested in comprises (i) 1,680,022,769 Shares held by Victory Mind Assets and (ii) 1,048,560,000 Shares which may be issued on the basis of a full exercise of conversion rights at a conversion price of HK\$0.325 per Share attaching to the convertible bonds issued to Victory Mind Assets by the Company in November 2013. Victory Mind Assets is owned as to 57% by Ace Leader and 38% by Jumbo Top. All shares of Jumbo Top are held by TMF in its capacity as trustee of a discretionary trust. Mr. Li Chun is the settlor of the trust and is therefore deemed to be interested in such 2,728,582,769 Shares. Mr. Li Qilin is a beneficiary of the trust and is also therefore deemed to be interested in such 2,728,582,769 Shares. Mr. Li Chun is also a director of each of Victory Mind Assets and Jumbo Top; and
- (b) Victory Mind Assets 擁有 2,728,582,769 股股份好倉權益，當中包括 (i) Victory Mind Assets 所持有之 1,680,022,769 股股份及 (ii) 因本公司於二零一三年十一月向 Victory Mind Assets 發行之可換股債券所附帶之轉換權按轉換價每股股份 0.325 港元獲悉數行使而可予發行之 1,048,560,000 股股份。Victory Mind Assets 分別由 Ace Leader 及 Jumbo Top 擁有 57% 及 38% 權益。Jumbo Top 全部股份由 TMF 以酌情信託之受託人身份持有。李進先生為該信託之創立人，因此被視為於上述 2,728,582,769 股股份中擁有權益。李麒麟先生為該信託之受益人，因此亦被視為於上述 2,728,582,769 股股份中擁有權益。李進先生亦為 Victory Mind Assets 及 Jumbo Top 各自之董事；及
- (c) the long position of 3,351,440,000 Shares in which Dragon City is interested in comprises (i) 2,000,000,000 Shares held by Dragon City and (ii) 1,351,440,000 Shares which may be issued on the basis of a full exercise of conversion rights at a conversion price of HK\$0.325 per Share attaching to the convertible bonds issued to Dragon City by the Company in November 2013. Dragon City is interested in such 3,351,440,000 Shares in its capacity as trustee of a unit trust, the units of which are owned as to 60% by Cititrust and as to 40% by Cititrust, each as the trustee of a separate trust. Mr. Li Qilin is a beneficiary of one of the said separate trusts and is also therefore deemed to be interested in such 3,351,440,000 Shares. Mr. Li Chun is taken to be interested in 40% of the shares of Dragon City and is therefore deemed to be interested in such 3,351,440,000 Shares. Mr. Li Chun is a director of Dragon City.
- (c) Dragon City 擁有 3,351,440,000 股股份好倉權益，當中包括 (i) Dragon City 持有之 2,000,000,000 股股份及 (ii) 因本公司於二零一三年十一月向 Dragon City 發行之可換股債券所附之轉換權按轉換價每股股份 0.325 港元獲悉數行使而可予發行之 1,351,440,000 股股份。上述 3,351,440,000 股股份由 Dragon City 作為單位信託之受託人而擁有權益，而上述信託之單位由 Cititrust 作為獨立信託受託人而擁有 60% 及 40% 權益。李麒麟先生為上述其中一個獨立信託之受益人，因此亦被視為於上述 3,351,440,000 股股份中擁有權益。李進先生被視為擁有 Dragon City 之 40% 的股份權益，因此被視為於上述 3,351,440,000 股股份中擁有權益。李進先生為 Dragon City 之董事。

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|---|---|
| <p>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.</p> | <p>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。</p> |
| <p>3. See note 1(b) under "Interests and short positions of directors and the chief executive in the shares and underlying shares and debentures of the Company and its associated corporations" and note 1(b) above. For avoidance of doubt and double counting, it should be noted that Ace Leader, Jumbo Top and TMF are deemed to be interested in the 2,728,582,769 Shares which Victory Mind Assets is interested in.</p> | <p>3. 見「董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉」一節附註1(b)及上文附註1(b)。為免生疑問及重複計算，謹請留意Ace Leader、Jumbo Top及TMF被視為於Victory Mind Assets所擁有權益之2,728,582,769股股份中擁有權益。</p> |
| <p>4. See note 1(c) under "Interests and short positions of directors and the chief executive in the shares and underlying shares and debentures of the Company and its associated corporations" and note 1(c) above. Cititrust is deemed to be interested in the 3,351,440,000 Shares which Dragon City is interested in.</p> | <p>4. 見「董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉」一節附註1(c)及上文附註1(c)。Cititrust被視為於Dragon City所擁有權益之3,351,440,000股股份中擁有權益。</p> |
| <p>5. Such long position includes unlisted and physically settled derivative interests in 544,241,573 underlying Shares and is held by Cheer Hope Holdings Limited ("Cheer Hope"). Cheer Hope is wholly-owned by CCBI Investments Limited which is in turn wholly-owned by CCB International (Holdings) Limited ("CCB International"). CCB International is wholly-owned by CCB Financial Holdings Limited ("CCB Financial") and CCB Financial is wholly-owned by CCB International Group Holdings Limited ("CCB Holdings"). CCB Holdings is wholly-owned by China Construction Bank Corporation ("CCBC") which is in turn owned as to 57.31% by Central Huijin Investment Ltd ("Huijin"). Huijin is deemed to be interested in the 4,056,684,724 Shares which CCBC is interested in.</p> | <p>5. 此好倉包括於544,241,573股相關股份之非上市及以實物交收之衍生工具權益並由Cheer Hope Holdings Limited (「Cheer Hope」)持有。Cheer Hope由CCBI Investments Limited全資擁有，而CCBI Investments Limited則由建銀國際(控股)有限公司(「建銀國際」)全資擁有。建銀國際由建行金融控股有限公司(「建行金融」)全資擁有及建行金融由建行國際集團控股有限公司(「建行控股」)全資擁有。建行控股由中國建設銀行股份有限公司(「中國建設銀行」)全資擁有，而中國建設銀行則由中央匯金投資有限責任公司(「匯金」)擁有57.31%權益。匯金被視為於中國建設銀行擁有權益之4,056,684,724股股份中擁有權益。</p> |

6. According to the corporate substantial shareholder notice filed to the Stock Exchange by Ministry of Finance of the People's Republic of China ("MOF"), MOF is deemed to be interested in such long position of unlisted and physically settled derivative interests in 926,190,476 underlying Shares held by Lake Tai Investment Holdings Limited which is in turn wholly-owned by Huarong (HK) International Holdings Limited. China Huarong International Holdings Limited is owned as to 88.10% and 11.90% by Huarong Real Estate Co., Ltd. ("Huarong Real Estate") and Huarong Zhiyuan Investment & Management Co., Ltd. ("Huarong Zhiyuan") respectively. Both Huarong Real Estate and Huarong Zhiyuan are wholly-owned by China Huarong Asset Management Co., Ltd. which is in turn owned as to 77.49% by MOF.
7. Mr. Ma Chi Seng is interested in 500,000,000 Shares and the share options of the Company entitling to subscribe for a total of 132,000,000 Shares.

As at 30 June 2017, save as disclosed above, so far as was known to the Directors, no other person (other than the Directors or chief executive of the Company) had any interests or short position in the shares and/or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company.

6. 根據中華人民共和國財政部（「財政部」）向聯交所提交之法團大股東通知書，財政部被視作於Lake Tai Investment Holdings Limited持有之該等926,190,476股相關股份之非上市及以實物交收之衍生工具權益中擁有好倉權益，而Lake Tai Investment Holdings Limited則由華融（香港）國際控股有限公司全資擁有。中國華融國際控股有限公司分別由華融置業有限責任公司（「華融置業」）及華融致遠投資管理有限責任公司（「華融致遠」）擁有88.10%及11.90%權益。華融置業及華融致遠均由中國華融資產管理股份有限公司全資擁有，而中國華融資產管理股份有限公司則由財政部擁有77.49%權益。
7. 馬志成先生於500,000,000股股份及本公司購股權（賦予權利可認購合共132,000,000股股份）中擁有權益。

於二零一七年六月三十日，除上文披露者外，就董事所知，概無其他人士（除本公司董事或行政總裁外）於本公司股份及／或相關股份中，擁有任何記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊或已另行知會本公司之權益或淡倉。

SHARE OPTION SCHEME

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

購股權計劃

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

Particulars of the share options under the Share Option Scheme and their movements during the six months ended 30 June 2017 are set out below:

截至二零一七年六月三十日止六個月，購股權計劃下之購股權詳情及變動載列如下：

	Date of Grant 授出日期	Number of Share Options 購股權數目				Balance as at 30.6.2017 於 二零一七年 六月三十日 結餘
		Balance as at 1.1.2017 於 二零一七年 一月一日 結餘	Granted during the period 於期內授出	Exercised during the period 於期內行使	Cancelled/ lapsed during the period 於期內 註銷/失效	
Directors						
董事						
LI Ning 李寧	02.07.2013 20.01.2017	4,500,000 -	- 6,000,000	(1,500,000) -	- -	3,000,000 ^{(a)(b)} 6,000,000 ^{(a)(b)}
CHAN Ling 陳寧	02.07.2010 02.07.2013 20.01.2017	4,000,000 45,000,000 -	- - 40,000,000	- - -	- - -	4,000,000 ^{(1)(a)} 45,000,000 ^{(2)(b)} 40,000,000 ^{(3)(b)}
LI Chunyang 李春陽	02.07.2010 02.07.2013 20.01.2017	4,000,000 39,000,000 -	- - 20,000,000	- - -	- - -	4,000,000 ^{(1)(a)} 39,000,000 ^{(2)(c)} 20,000,000 ^{(4)(c)}
LI Qilin 李麒麟	02.07.2013 20.01.2017	6,000,000 -	- 87,000,000	- -	- -	6,000,000 ^{(3)(a)} 87,000,000 ^{(4)(d)}
CHAN James 陳進思	02.07.2013 20.01.2017	15,000,000 -	- 6,000,000	(5,000,000) -	- -	10,000,000 ^{(3)(b)} 6,000,000 ^{(4)(a)}
MA Wing Man 馬詠文	02.07.2010 02.07.2013 20.01.2017	666,667 4,188,000 -	- - 6,000,000	- (1,500,000) -	- - -	666,667 ^{(1)(b)} 2,688,000 ^{(2)(d)} 6,000,000 ^{(4)(a)}
CHEN Johnny 陳志宏	02.07.2010 02.07.2013 20.01.2017	666,667 4,500,000 -	- - 6,000,000	- (1,500,000) -	- - -	666,667 ^{(1)(b)} 3,000,000 ^{(2)(a)} 6,000,000 ^{(4)(a)}
LIEN Jown Jing, Vincent 連宗正	02.07.2013 20.01.2017	6,000,000 -	- 6,000,000	(2,000,000) -	- -	4,000,000 ^{(3)(c)} 6,000,000 ^{(4)(a)}
NG Sau Kei, Wilfred (resigned with effect from 1 July 2017) 吳守基(於二零一七年 七月一日起辭任)	02.07.2010 02.07.2013 20.01.2017	666,667 4,500,000 -	- - 6,000,000	- (4,488,000) -	- - -	666,667 ^{(1)(b)} 12,000 ^{(2)(a)} 6,000,000 ^{(4)(a)}
		138,688,001	183,000,000	(15,988,000) ^{(1)(6)(a)}	-	305,700,001

Number of Share Options
購股權數目

Date of Grant 授出日期	Balance as at 1.1.2017 於 二零一七年 一月一日 結餘	Granted during the period 於期內授出	Exercised during the period 於期內行使	Cancelled/ lapsed during the period 於期內 註銷/失效	Balance as at 30.6.2017 於 二零一七年 六月三十日 結餘	
Other employees 其他僱員						
In aggregate 合計	02.07.2010	2,266,667	–	–	2,266,667 ⁽⁶⁾	
In aggregate 合計	06.09.2010	3,200,000	–	–	3,200,000 ⁽⁶⁾	
In aggregate 合計	20.09.2011	3,100,000	–	(296,000)	2,804,000 ⁽⁷⁾	
In aggregate 合計	02.07.2013	69,972,000	–	(10,960,000)	59,012,000 ⁽⁸⁾	
In aggregate 合計	20.06.2014	20,720,000	–	(1,008,000)	14,708,000 ⁽⁹⁾	
In aggregate 合計	20.01.2017	–	54,400,000	–	54,400,000 ⁽¹⁰⁾	
		99,258,667	54,400,000	(12,264,000) ^{(16)(b)}	(5,004,000)	136,390,667
Other grantees 其他承授人						
In aggregate 合計	06.09.2010	1,600,000	–	–	1,600,000 ⁽¹¹⁾	
In aggregate 合計	20.09.2011	1,416,000 ⁽¹²⁾	–	–	(1,416,000)	
In aggregate 合計	02.07.2013	88,500,000	–	(12,120,000)	76,380,000 ⁽¹³⁾	
In aggregate 合計	20.06.2014	3,000,000 ⁽¹⁴⁾	–	–	(3,000,000)	
In aggregate 合計	20.01.2017	–	131,900,000	–	131,900,000 ⁽¹⁵⁾	
		94,516,000	131,900,000	(12,120,000) ^{(16)(c)}	(4,416,000)	209,880,000
		332,462,668	369,300,000	(40,372,000)	(9,420,000)	651,970,668

Notes:

- (1) (a) The share options comprised the following:
(i) 2,000,000 share options with exercisable period from 2 July 2012 to 1 July 2017 and (ii) 2,000,000 share options with exercisable period from 2 July 2013 to 1 July 2018.
- (b) The share options comprised the following: (i) 333,333 share options with exercisable period from 2 July 2012 to 1 July 2017 and (ii) 333,334 share options with exercisable period from 2 July 2013 to 1 July 2018.
- (2) (a) The share options as at 1 January 2017 comprised the following: (i) 1,500,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 1,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 1,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 0, 1,500,000 and 1,500,000 respectively as at 30 June 2017.
- (b) The share options comprised the following: (i) 15,000,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 15,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 15,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019.

附註：

- (1) (a) 購股權包括以下各項：(i)行使期為二零一二年七月二日至二零一七年七月一日之2,000,000份購股權及(ii)行使期為二零一三年七月二日至二零一八年七月一日之2,000,000份購股權。
- (b) 購股權包括以下各項：(i)行使期為二零一二年七月二日至二零一七年七月一日之333,333份購股權及(ii)行使期為二零一三年七月二日至二零一八年七月一日之333,334份購股權。
- (2) (a) 於二零一七年一月一日之購股權包括以下各項：(i)行使期為二零一四年七月二日至二零一七年七月一日之1,500,000份購股權；(ii)行使期為二零一五年七月二日至二零一八年七月一日之1,500,000份購股權；及(iii)行使期為二零一六年七月二日至二零一九年七月一日之1,500,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一七年六月三十日分別為0份、1,500,000份及1,500,000份。
- (b) 購股權包括以下各項：(i)行使期為二零一四年七月二日至二零一七年七月一日之15,000,000份購股權；(ii)行使期為二零一五年七月二日至二零一八年七月一日之15,000,000份購股權；及(iii)行使期為二零一六年七月二日至二零一九年七月一日之15,000,000份購股權。

- (c) The share options comprised the following: (i) 13,000,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 13,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 13,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019.
- (d) The share options as at 1 January 2017 comprised the following: (i) 1,500,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 1,188,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 1,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 0, 1,188,000 and 1,500,000 respectively as at 30 June 2017.
- (e) The share options as at 1 January 2017 comprised the following: (i) 1,500,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 1,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 1,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 4,000, 4,000 and 4,000 respectively as at 30 June 2017.
- (c) 購股權包括以下各項：(i)行使期為二零一四年七月二日至二零一七年七月一日之13,000,000份購股權；(ii)行使期為二零一五年七月二日至二零一八年七月一日之13,000,000份購股權；及(iii)行使期為二零一六年七月二日至二零一九年七月一日之13,000,000份購股權。
- (d) 於二零一七年一月一日之購股權包括以下各項：(i)行使期為二零一四年七月二日至二零一七年七月一日之1,500,000份購股權；(ii)行使期為二零一五年七月二日至二零一八年七月一日之1,188,000份購股權；及(iii)行使期為二零一六年七月二日至二零一九年七月一日之1,500,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一七年六月三十日分別為0份、1,188,000份及1,500,000份。
- (e) 於二零一七年一月一日之購股權包括以下各項：(i)行使期為二零一四年七月二日至二零一七年七月一日之1,500,000份購股權；(ii)行使期為二零一五年七月二日至二零一八年七月一日之1,500,000份購股權；及(iii)行使期為二零一六年七月二日至二零一九年七月一日之1,500,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一七年六月三十日分別為4,000份、4,000份及4,000份。

- (3) (a) The share options comprised the following: (i) 2,000,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 2,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 2,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019.
- (b) The share options as at 1 January 2017 comprised the following: (i) 5,000,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 5,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 5,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 0, 5,000,000 and 5,000,000 respectively as at 30 June 2017.
- (c) The share options as at 1 January 2017 comprised the following: (i) 2,000,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 2,000,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 2,000,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 0, 2,000,000 and 2,000,000 respectively as at 30 June 2017.

- (3) (a) 購股權包括以下各項：(i)行使期為二零一四年七月二日至二零一七年七月一日之2,000,000份購股權；(ii)行使期為二零一五年七月二日至二零一八年七月一日之2,000,000份購股權；及(iii)行使期為二零一六年七月二日至二零一九年七月一日之2,000,000份購股權。
- (b) 於二零一七年一月一日之購股權包括以下各項：(i)行使期為二零一四年七月二日至二零一七年七月一日之5,000,000份購股權；(ii)行使期為二零一五年七月二日至二零一八年七月一日之5,000,000份購股權；及(iii)行使期為二零一六年七月二日至二零一九年七月一日之5,000,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一七年六月三十日分別為0份、5,000,000份及5,000,000份。
- (c) 於二零一七年一月一日之購股權包括以下各項：(i)行使期為二零一四年七月二日至二零一七年七月一日之2,000,000份購股權；(ii)行使期為二零一五年七月二日至二零一八年七月一日之2,000,000份購股權；及(iii)行使期為二零一六年七月二日至二零一九年七月一日之2,000,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一七年六月三十日分別為0份、2,000,000份及2,000,000份。

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| <p>(4) (a) The share options comprised the following: (i) 3,000,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 1,500,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 1,500,000 share options with exercisable period from 20 January 2019 to 19 January 2021.</p> | <p>(4) (a) 購股權包括以下各項：(i)行使期為二零一七年一月二十日至二零一九年一月十九日之3,000,000份購股權；(ii)行使期為二零一八年一月二十日至二零二零年一月十九日之1,500,000份購股權；及(iii)行使期為二零一九年一月二十日至二零二一年一月十九日之1,500,000份購股權。</p> |
| <p>(b) The share options comprised the following: (i) 20,000,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 10,000,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 10,000,000 share options with exercisable period from 20 January 2019 to 19 January 2021.</p> | <p>(b) 購股權包括以下各項：(i)行使期為二零一七年一月二十日至二零一九年一月十九日之20,000,000份購股權；(ii)行使期為二零一八年一月二十日至二零二零年一月十九日之10,000,000份購股權；及(iii)行使期為二零一九年一月二十日至二零二一年一月十九日之10,000,000份購股權。</p> |
| <p>(c) The share options comprised the following: (i) 10,000,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 5,000,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 5,000,000 share options with exercisable period from 20 January 2019 to 19 January 2021.</p> | <p>(c) 購股權包括以下各項：(i)行使期為二零一七年一月二十日至二零一九年一月十九日之10,000,000份購股權；(ii)行使期為二零一八年一月二十日至二零二零年一月十九日之5,000,000份購股權；及(iii)行使期為二零一九年一月二十日至二零二一年一月十九日之5,000,000份購股權。</p> |
| <p>(d) The share options comprised the following: (i) 43,500,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 21,750,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 21,750,000 share options with exercisable period from 20 January 2019 to 19 January 2021.</p> | <p>(d) 購股權包括以下各項：(i)行使期為二零一七年一月二十日至二零一九年一月十九日之43,500,000份購股權；(ii)行使期為二零一八年一月二十日至二零二零年一月十九日之21,750,000份購股權；及(iii)行使期為二零一九年一月二十日至二零二一年一月十九日之21,750,000份購股權。</p> |

- (5) The share options comprised the following: (i) 1,133,333 share options with exercisable period from 2 July 2012 to 1 July 2017 and (ii) 1,133,334 share options with exercisable period from 2 July 2013 to 1 July 2018.
- (6) The share options as at 1 January 2017 comprised the following: (i) 400,000 share options with exercisable period from 6 September 2012 to 5 September 2017; (ii) 400,000 share options with exercisable period from 6 September 2013 to 5 September 2018; (iii) 1,200,000 share options with exercisable period from 6 September 2014 to 5 September 2019; and (iv) 1,200,000 share options with exercisable period from 6 September 2015 to 5 September 2020.
- (7) Exercisable period: from 20 September 2015 to 19 September 2017.
- (8) The share options as at 1 January 2017 comprised the following: (i) 22,972,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 23,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 23,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 12,012,000, 23,500,000 and 23,500,000 respectively as at 30 June 2017.
- (9) The share options as at 1 January 2017 comprised the following: (i) 5,120,000 share options with exercisable period from 20 June 2014 to 19 June 2017; (ii) 5,200,000 share options with exercisable period from 20 June 2015 to 19 June 2018; (iii) 5,200,000 share options with exercisable period from 20 June 2016 to 19 June 2019; and (iv) 5,200,000 share options with exercisable period from 20 June 2017 to 19 June 2020. The number of share options under (i), (ii), (iii) and (iv) of this note was 0, 4,804,000, 4,804,000 and 5,100,000 respectively as at 30 June 2017.
- (5) 購股權包括以下各項：(i)行使期為二零一二年七月二日至二零一七年七月一日之1,133,333份購股權及(ii)行使期為二零一三年七月二日至二零一八年七月一日之1,133,334份購股權。
- (6) 於二零一七年一月一日之購股權包括下列各項：(i)行使期為二零一二年九月六日至二零一七年九月五日之400,000份購股權；(ii)行使期為二零一三年九月六日至二零一八年九月五日之400,000份購股權；(iii)行使期為二零一四年九月六日至二零一九年九月五日之1,200,000份購股權；及(iv)行使期為二零一五年九月六日至二零二零年九月五日之1,200,000份購股權。
- (7) 行使期：二零一五年九月二十日至二零一七年九月十九日。
- (8) 於二零一七年一月一日之購股權包括下列各項：(i)行使期為二零一四年七月二日至二零一七年七月一日之22,972,000份購股權；(ii)行使期為二零一五年七月二日至二零一八年七月一日之23,500,000份購股權；及(iii)行使期為二零一六年七月二日至二零一九年七月一日之23,500,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一七年六月三十日分別為12,012,000份、23,500,000份及23,500,000份。
- (9) 於二零一七年一月一日之購股權包括下列各項：(i)行使期為二零一四年六月二十日至二零一七年六月十九日之5,120,000份購股權；(ii)行使期為二零一五年六月二十日至二零一八年六月十九日之5,200,000份購股權；(iii)行使期為二零一六年六月二十日至二零一九年六月十九日之5,200,000份購股權；及(iv)行使期為二零一七年六月二十日至二零二零年六月十九日之5,200,000份購股權。本附註(i)、(ii)、(iii)及(iv)項之購股權數目於二零一七年六月三十日分別為0份、4,804,000份、4,804,000份及5,100,000份。

- (10) The share options comprised the following: (i) 27,200,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 13,600,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 13,600,000 share options with exercisable period from 20 January 2019 to 19 January 2021.
- (11) The share options comprised the following: (i) 800,000 share options with exercisable period from 6 September 2012 to 5 September 2017 and (ii) 800,000 share options with exercisable period from 6 September 2013 to 5 September 2018.
- (12) Exercisable period: from 20 September 2015 to 19 September 2017.
- (13) The share options as at 1 January 2017 comprised the following: (i) 29,500,000 share options with exercisable period from 2 July 2014 to 1 July 2017; (ii) 29,500,000 share options with exercisable period from 2 July 2015 to 1 July 2018; and (iii) 29,500,000 share options with exercisable period from 2 July 2016 to 1 July 2019. The number of share options under (i), (ii) and (iii) of this note was 17,500,000, 29,500,000 and 29,380,000 respectively as at 30 June 2017.
- (14) The share options comprised the following: (i) 1,000,000 share options with exercisable period from 20 June 2014 to 19 June 2017; (ii) 1,000,000 share options with exercisable period from 20 June 2015 to 19 June 2018; and (iii) 1,000,000 share options with exercisable period from 20 June 2016 to 19 June 2019.
- (15) The share options comprised the following: (i) 65,950,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 32,975,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 32,975,000 share options with exercisable period from 20 January 2019 to 19 January 2021.
- (10) 購股權包括以下各項：(i)行使期為二零一七年一月二十日至二零一九年一月十九日之27,200,000份購股權；(ii)行使期為二零一八年一月二十日至二零二零年一月十九日之13,600,000份購股權；及(iii)行使期為二零一九年一月二十日至二零二一年一月十九日之13,600,000份購股權。
- (11) 購股權包括以下各項：(i)行使期為二零一二年九月六日至二零一七年九月五日之800,000份購股權及(ii)行使期為二零一三年九月六日至二零一八年九月五日之800,000份購股權。
- (12) 行使期：二零一五年九月二十日至二零一七年九月十九日。
- (13) 於二零一七年一月一日之購股權包括以下各項：(i)行使期為二零一四年七月二日至二零一七年七月一日之29,500,000份購股權；(ii)行使期為二零一五年七月二日至二零一八年七月一日之29,500,000份購股權；及(iii)行使期為二零一六年七月二日至二零一九年七月一日之29,500,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一七年六月三十日分別為17,500,000份、29,500,000份及29,380,000份。
- (14) 購股權包括下列各項：(i)行使期為二零一四年六月二十日至二零一七年六月十九日之1,000,000份購股權；(ii)行使期為二零一五年六月二十日至二零一八年六月十九日之1,000,000份購股權；及(iii)行使期為二零一六年六月二十日至二零一九年六月十九日之1,000,000份購股權。
- (15) 購股權包括以下各項：(i)行使期為二零一七年一月二十日至二零一九年一月十九日之65,950,000份購股權；(ii)行使期為二零一八年一月二十日至二零二零年一月十九日之32,975,000份購股權；及(iii)行使期為二零一九年一月二十日至二零二一年一月十九日之32,975,000份購股權。

- (16) (a) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.74.
- (b) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.78.
- (c) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.73.
- (17) The exercise prices of the share options are as follows:
- (16) (a) 於緊接購股權獲行使日期前之加權平均收市價為0.74港元。
- (b) 於緊接購股權獲行使日期前之加權平均收市價為0.78港元。
- (c) 於緊接購股權獲行使日期前之加權平均收市價為0.73港元。
- (17) 購股權之行使價如下：

Date of Grant 授出日期	Exercise Price per Share (HK\$) 每股行使價 (港元)
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02.07.2010	3.90
06.09.2010	4.15
20.09.2011	0.75
02.07.2013	0.50
20.06.2014	0.80
20.01.2017	0.80

- (18) On 20 January 2017, the Company granted share options entitling subscription of a total 369,300,000 Shares pursuant to the Share Option Scheme and the closing price of the Shares immediately before the date on which the aforesaid share options were granted was HK\$0.75.
- (18) 於二零一七年一月二十日，本公司根據購股權計劃授出可認購合共369,300,000股股份之購股權，而股份於緊接上述購股權授出日期前之收市價為0.75港元。

The fair values of the share options granted under the Share Option Scheme during the period ended 30 June 2017 were HK\$64,609,000 in aggregate, which were estimated as at 20 January 2017, which was the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted, the valuation of which was performed by American Appraisal China Limited. The following table lists the inputs to the model used:

Dividend yield (%)	0
Expected volatility (%)	45 – 48
Expected life of options (years)	2 – 4
Risk-free interest rate (%)	0.99 – 1.29
Weighted average share price (HK\$ per share)	0.74

The fair values are inherently subjective and uncertain due to the assumptions made and the limitations of the model used.

截至二零一七年六月三十日止期間根據購股權計劃授出之購股權於二零一七年一月二十日（即授出日期）之估計公平值總額為64,609,000港元，該估值乃由美國評值有限公司經考慮購股權授出之條款及條件使用二項式模式作出。下表列示所使用模式之輸入數據：

股息率 (%)	0
預期波幅 (%)	45 – 48
購股權預期年期 (年)	2 – 4
無風險利率 (%)	0.99 – 1.29
加權平均股價 (每股港元)	0.74

公平值具主觀性且由於所作假設及所採用模式的局限性而具有不確定性。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard") as the code for dealing in securities of the Company by the Directors. The Company has made specific enquiry with all Directors, and the Directors have confirmed compliance with the Required Standard throughout the six months ended 30 June 2017.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

For the six months ended 30 June 2017, the Directors are not aware of any business or interest of the Directors, the controlling shareholders and their respective close associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group.

DISCLOSURE ON CHANGES OF INFORMATION OF DIRECTORS

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, the changes in details of the Directors' information subsequent to the date of the annual report of the Company for the year ended 31 December 2016 are set out below:

1. Mr. Wang Yan was appointed as an independent non-executive Director and the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of the Company with effect from 1 July 2017. Details of his appointment were disclosed in the Company's announcement dated 28 June 2017.

董事進行證券交易

本公司已採納創業板上市規則第5.48條至第5.67條所載規則（「交易必守標準」），作為董事買賣本公司證券之守則。本公司已向全體董事作出具體查詢，而董事亦已確認於截至二零一七年六月三十日止六個月一直遵守交易必守標準。

董事於競爭業務之權益

截至二零一七年六月三十日止六個月，董事並不知悉董事、控股股東及彼等各自之緊密聯繫人（定義見創業板上市規則）擁有與本集團業務構成競爭或可能構成競爭之任何業務或權益，亦不知悉任何該等人士與或可能與本集團存在任何其他利益衝突。

有關董事資料變動之披露

根據創業板上市規則第17.50A(1)條，於本公司截至二零一六年十二月三十一日止年度之年報日期後，董事資料之變動詳情載列如下：

1. 汪延先生獲委任為本公司獨立非執行董事、薪酬委員會主席、審核委員會成員及提名委員會成員，自二零一七年七月一日起生效。有關彼委任之詳情披露於本公司日期為二零一七年六月二十八日之公告。

2. Mr. Ng Sau Kei, Wilfred resigned as an independent non-executive Director, the chairman of the remuneration committee, a member of each of the audit committee and the nomination committee of the Company with effect from 1 July 2017.
3. The director's fee of each of Mr. Li Ning, Mr. Chan Ling, Mr. Li Chunyang and Mr. Li Qilin, the executive Directors, and Mr. Chan James and Mr. Ma Wing Man, the non-executive Directors, under their respective service agreements with the Company was revised to HK\$200,000 per annum with effect from 1 July 2017 which was determined with reference to the prevailing market rate and their duties and responsibilities within the Group.
4. The director's fee of each of Mr. Chen Johnny and Mr. Lien Jown Jing, Vincent, the independent non-executive Directors, under their respective service agreements with the Company was revised to HK\$250,000 per annum with effect from 1 July 2017 which was determined with reference to the prevailing market rate and their duties and responsibilities within the Group.
5. Mr. Chen Johnny was appointed as an independent non-executive director of China Dongxiang (Group) Co., Ltd., the shares of which are listed on the Stock Exchange with stock code 3818, with effect from 5 July 2017.
2. 吳守基先生辭任本公司獨立非執行董事、薪酬委員會主席、審核委員會成員及提名委員會成員，自二零一七年七月一日起生效。
3. 執行董事李寧先生、陳寧先生、李春陽先生及李麒麟先生及非執行董事陳進思先生及馬詠文先生在各自與本公司訂立之服務合約項下彼等各自之董事袍金已調整至每年200,000港元，自二零一七年七月一日起生效，此乃參照現行市場水平及彼等於本集團之職責及責任釐定。
4. 獨立非執行董事陳志宏先生及連宗正先生在各自與本公司訂立之服務合約項下彼等各自之董事袍金已調整至每年250,000港元，自二零一七年七月一日起生效，此乃參照現行市場水平及彼等於本集團之職責及責任釐定。
5. 陳志宏先生獲委任為中國動向(集團)有限公司(其股份於聯交所上市，股份代號為3818)之獨立非執行董事，自二零一七年七月五日起生效。

CORPORATE GOVERNANCE

The Company is committed to achieving and maintaining high standard of corporate governance. The Company had complied with the code provisions of the Corporate Governance Code (the "CG Code") during the six months ended 30 June 2017 as set out in Appendix 15 of the GEM Listing Rules, save for the disclosure below.

企業管治

本公司致力提倡及維持高水平之企業管治。除下文披露者外，本公司於截至二零一七年六月三十日止六個月一直遵守創業板上市規則附錄15所載企業管治守則(「企業管治守則」)之守則條文。

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

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

AUDIT COMMITTEE

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

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

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

審核委員會

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

The Audit Committee currently comprises three independent non-executive Directors, namely, Mr. Chen Johnny (the Chairman of the Audit Committee), Mr. Lien Jown Jing, Vincent and Mr. Wang Yan and one non-executive Director, Mr. Ma Wing Man. The unaudited consolidated results of the Group for the six months ended 30 June 2017 have been reviewed by the Audit Committee.

By order of the Board

Viva China Holdings Limited

Li Ning

Chairman and Chief Executive Officer

Hong Kong, 11 August 2017

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

Executive Directors:

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

Mr. Chan Ling (*Chief Operating Officer*)

Mr. Li Chunyang

Mr. Li Qilin

Non-executive Directors:

Mr. Chan James

Mr. Ma Wing Man

Independent Non-executive Directors:

Mr. Chen Johnny

Mr. Lien Jown Jing, Vincent

Mr. Wang Yan

審核委員會現時包括三名獨立非執行董事陳志宏先生（審核委員會主席）、連宗正先生及汪延先生，以及一名非執行董事馬詠文先生。審核委員會已審閱本集團截至二零一七年六月三十日止六個月之未經審核綜合業績。

承董事會命

非凡中國控股有限公司

主席兼行政總裁

李寧

香港，二零一七年八月十一日

於本報告日期，董事會包括以下成員：

執行董事：

李寧先生（主席兼行政總裁）

陳寧先生（營運總裁）

李春陽先生

李麒麟先生

非執行董事：

陳進思先生

馬詠文先生

獨立非執行董事：

陳志宏先生

連宗正先生

汪延先生



VIVA CHINA

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