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非凡中國

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)

## 二零一九年年度業績公告

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(「本集團」)截至二零一九年十二月三十一日止年度之經審核綜合業績。

### 財務摘要

- 綜合收益同比下降44.9%至6.25億港元，收益下降乃主要由於企業策略調整，年內大幅縮減建材銷售業務規模所致。本集團預料通過專注「運動體驗」及「運動生活消費品」兩大主營業務策略，綜合收益將隨著主營業務取得穩步成長而逐步改善。
- 權益持有人應佔溢利淨額8.344億港元，同比增加7.574億港元。該顯著升幅主要由於年內出售一間聯營公司(李寧公司)之6.8%權益而產生之收益8.174億港元以及分佔聯營公司及合營企業之淨溢利增加1.598億港元，由毛利減少以及行政費用及財務成本增加而部分抵銷。

### 營運更新

#### 甲. 運動體驗

##### 體育目的地發展

- 截至二零一九年十二月三十一日，本集團於全國管理和營運分別位於揚州、臨沂、寧波杭州灣、南通和天津共五個李寧體育園及李寧運動中心。現時在建中的新的體育目的地分佈全國各地，預料將於二零二零年至二零二二年相繼落成。
- 本集團已於二零一九年十二月底完成以代價2.9億港元全面收購昇進投資有限公司的全部已發行股本，其擁有中國領先的室內滑冰場連鎖品牌「全明星滑冰俱樂部」。

##### 體育賽事活動組織及投資

- 本集團穩步拓展LNG電子競技俱樂部的營運，旗下LNG電競戰隊於年內多場英雄聯盟職業聯賽(LPL)賽事中取得了不俗的成績。另外，LNG電競主場館於二零二零年一月已遷往更具規模的蘇州陽澄國際電競館。
- 本集團在全國24個城市為「3+1籃球聯賽」進行商業營運和市場推廣工作，將籃球賽事賦能娛樂屬性，打造為年輕潮流文化聚會。此外，本集團參與中國男子籃球職業聯賽(CBA)的相關授權之商業營運，提供贊助和市場推廣相關服務。

#### 乙. 運動生活消費品

- 本集團積極推進各類型的體育、健康及休閒消費品的潛在項目和磋商相關併購機會，現時已經組建相關營運團隊開展圍繞新的鞋服品牌「LNG」等體育休閒鞋服及配飾類消費品業務。

## 展望

- 二零二零年伊始，新型冠狀病毒肺炎(COVID-19)蔓延全球。我們預料疫情將對本集團的主營業務，尤其是體育目的地的營運及發展帶來若干影響。鑒於本集團的財務狀況一直維持穩健，並及時積極採取相關的應對措施，因此不會出現系統性問題，疫情過後業務營運將恢復正常。
- 縱然二零二零年挑戰滿途，本集團將堅守新的業務定位，專注發展「運動體驗」及「運動生活消費品」兩大業務，以期把握具有龐大潛力的「黃金消費群」市場。

本公告列載本公司二零一九年年報全文，乃符合香港聯合交易所有限公司GEM證券上市規則（「**GEM上市規則**」）中有關年度業績公告附載的資料之要求。

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，二零二零年三月二十七日

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）

李春陽先生

李麒麟先生

非執行董事：

馬詠文先生

獨立非執行董事：

李勳先生

白偉強先生

汪延先生

本公告乃遵照GEM上市規則之規定而提供有關本公司之資料，各董事願就此共同及個別承擔全部責任。各董事經作出一切合理查詢後，確認就彼等所知及所信，本公告所載資料在各重大方面均屬準確及完整，無誤導或欺詐成份，且並無遺漏任何其他事項，致使本公告所載任何陳述或本公告產生誤導。

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



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

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



ANNUAL REPORT  
2019 年報

**CHARACTERISTICS OF GEM (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate small and mid-sized 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.**

**Given that the companies listed on GEM are generally small and mid-sized companies, 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.**

**香港聯合交易所有限公司（「聯交所」）  
GEM（「GEM」）之特色**

GEM之定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市之公司帶有較高投資風險。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。

由於GEM上市公司普遍為中小型公司，在GEM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GEM買賣之證券會有高流通量之市場。

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*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.*

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本報告包括之資料乃遵照《GEM證券上市規則》（「GEM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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## **BOARD OF DIRECTORS**

### **Executive Directors**

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

### **Non-executive Director**

Mr. Ma Wing Man

### **Independent Non-executive Directors**

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

## **AUDIT COMMITTEE**

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

## **REMUNERATION COMMITTEE**

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

## **NOMINATION COMMITTEE**

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

## **AUTHORISED REPRESENTATIVES**

Mr. Li Ning  
Mr. Cheung Chi

## **COMPLIANCE OFFICER**

Mr. Li Ning

## **COMPANY SECRETARY**

Mr. Cheung Chi

## **AUDITOR**

PricewaterhouseCoopers  
Certified Public Accountants and Registered PIE Auditor  
22/F, Prince's Building  
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## **董事會**

### **執行董事**

李寧先生 (*主席兼行政總裁*)  
李春陽先生  
李麒麟先生

### **非執行董事**

馬詠文先生

### **獨立非執行董事**

李勍先生  
白偉強先生  
汪延先生

## **審核委員會**

白偉強先生 (*主席*)  
李勍先生  
汪延先生  
馬詠文先生

## **薪酬委員會**

汪延先生 (*主席*)  
李寧先生  
李勍先生  
白偉強先生

## **提名委員會**

李寧先生 (*主席*)  
白偉強先生  
汪延先生

## **授權代表**

李寧先生  
張智先生

## **監察主任**

李寧先生

## **公司秘書**

張智先生

## **核數師**

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執業會計師及註冊公眾利益實體核數師  
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### **PRINCIPAL BANKERS**

The Bank of East Asia, Limited  
Hang Seng Bank Limited  
Industrial and Commercial Bank of China (Asia) Limited  
China CITIC Bank International Limited  
China Merchants Bank Co., Ltd  
China Construction Bank Corporation  
Xiamen International Bank Co., Ltd  
The Hongkong and Shanghai Banking Co., Ltd

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### **主要往來銀行**

東亞銀行有限公司  
恒生銀行有限公司  
中國工商銀行(亞洲)有限公司  
中信銀行(國際)有限公司  
招商銀行股份有限公司  
中國建設銀行股份有限公司  
廈門國際銀行股份有限公司  
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### STOCK CODE

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### 股份代號

8032



# Chairman's Statement 主席報告

## Dear Shareholders,

China's urbanisation has driven the accelerating growth of consumption appetite among its urbanites. In addition, an increasingly younger consumer population is observed in recent years, with quite a few studies suggested that the most frequent domestic consumers are aged between 15 and 35, more attentive to sports and fitness, entertainment and socialising as well as electronic games, and are switching from merely commodities consumption to multifaceted experiential consumption. Coupled with extensive sharing and interaction via social platforms, young consumers nowadays are more inclined to display their unique characters through experiential consumption, thereby gaining recognition from peers or even generating various consumption demands among friends. In response to the emergence of experience-oriented "prime consumer groups", we intended to develop a variety of venues and scenarios, activities and products that are focused on leisure sports, esports, footwear and apparel, and create more diversity in sports and life experience to bring about consumption opportunities, so as to capitalise on the huge potential market of "prime consumer groups".



## 致各位股東：

中國城鎮化進程影響城市居民的消費意欲加快上升，加上近年消費人口逐漸趨向年輕化，不少研究顯示國內消費人口高峰年齡介乎15至35歲，對運動健身、娛樂社交和電子遊戲關注度較高，並且正從純粹的商品消費轉向多維度的體驗消費。配合社交平台分享互動廣泛普及，現時年輕消費者更傾向通過體驗式消費展示獨特個性，從而得到朋輩認可甚或帶動朋儕間各類型的消費需求。因應體驗型的「黃金消費群」的冒起，我們希望通過圍繞休閒運動、電競、鞋服方面經營打造各種相關的場境、活動和產品，創建更多元的運動及生活體驗並帶來消費契機，以把握潛力龐大的「黃金消費群」市場。



Hence, the Group was steadfast to implement the strategy of developing two principal businesses in 2019, namely 1) "sports experience", including the operation, service provision and investment of sports destinations, sports competitions and events, as well as an esports club; and 2) "sports lifestyle consumables", covering investment in and preparation for sports, health and leisure-related consumables projects. In the meantime, efforts were made to realise land assets and withdraw from the construction materials business and other non-core businesses, with resources concentrated on developing the two principal businesses. Owing to the perseverance and hard work of the working teams, we are pleased to have witnessed the consolidation and constant development of our two main businesses in the Reporting Period.



因此，本集團於二零一九年篤定實踐兩大主營業務策略：一)「運動體驗」包括體育目的地、體育賽事活動和電競俱樂部之營運、服務及投資，以及二)「運動生活消費品」包括投資和籌備體育、健康、休閒相關的消費品項目。同時，逐部變現土地資產、退出建材及其他非核心業務，並集中投放資源於拓展兩大業務之中。憑靠營運團隊堅毅努力，報告期內我們樂見兩大業務得到整固且日漸拓展。



### 致力為大眾打造更豐富多元的「運動體驗」

#### 擴展體育目的地網絡

我們於各社區打造優質的體育目的地，尤其是李寧體育園和李寧運動中心，並提供專業的體育培訓和服務，積極推動全民健身，同時豐富大眾於體育目的地之體驗和交流。二零一九年，我們成功加快於全國各地佈局體育目的地網絡，第一季起始我們取得了南通李寧運動中心及天津李寧運動中心之營運權。除了以上所述的兩個運動中心，報告期內本集團旗下管理和營運包括揚州李寧體育園、臨沂李寧運動中心和寧波杭州灣李寧體育園共五個體育目的地。

### Commitment to More Diversity in “Sports Experience” for the Public

#### *Development of Sports Destinations Network*

We worked to develop quality sports destinations, particularly Li Ning Sports Parks and Li Ning Sports Centres, in our communities and provide professional sports training and services in an effort to proactively promote national physical fitness, whilst enriching public's experience and interactions in our sports destinations. In 2019, we managed to extend our sports destinations network to various places nationwide at a faster pace. At the beginning of the first quarter of 2019, we obtained the operating rights of Nantong Li Ning Sports Centre and Tianjin Li Ning Sports Centre. The aforementioned sports centres were two of the five sports destinations managed and operated by the Group during the Reporting Period, which also included Yangzhou Li Ning Sports Park, Linyi Li Ning Sports Centre and Ningbo Hangzhou Bay Li Ning Sports Park.





China will take successive steps to prepare for the 2022 Beijing Winter Olympic Games and Hangzhou Asian Games, with greater support in the pipeline. In view of this, the Group was an early mover in taking the opportunity to actively develop its sports destinations network in 2019. Nationwide, the Group has six sports destinations under development, which are expected to complete construction between 2020 and 2022 successively. We anticipate to capitalise on such thriving sports events as a valuable opportunity to engage more people in more diverse sports experience by operating sports destinations that are open to the public.



中國將陸續推進二零二二年北京冬奧會和杭州亞運會的籌備工作及加大對其的支持力度，有見於此，本集團在二零一九年已早著先機，積極拓展體育目的地網絡。現時在建中的六個體育目的地分佈全國各地，預料將於二零二零年至二零二二年相繼落成。我們期望藉著這個體育賽事盛行的時機，通過營運面向大眾的體育目的地，讓更多民眾參與到更多元豐富的運動體驗當中。

## Chairman's Statement 主席報告

### Successful Acquisition of Ice-Skating Rinks

Apart from the organic growth in our sports parks and sports centres, the Group also worked on mergers and acquisitions to expand its sports destinations network. We anticipate the Beijing Winter Olympics to bring huge room of development for the winter sports industry, with the training demand for various levels of ice-skating to embrace further growth in particular. The *Opinions on Taking 2022 Beijing Winter Olympic Games Committee as the Opportunity to Develop Winter Sports* and the *Implementation Outline for Engaging 300 Million People with Winter Sports (2018-2022)*, two national policies issued in March and September 2019 respectively, have demonstrated the objective of mobilising 300 million people nationwide to participate in winter sports by 2022. Hence, the Group acquired the entire issued share capital of Rise Mode Investments Limited, the operator of "All Star Skating Club", at a consideration of HK\$290 million in the fourth quarter of 2019. The target group under acquisition, as one of the leading chain-brands of indoor ice-skating rinks in the PRC, operates a total of 13 ice-skating rinks in first and second-tier cities in the PRC and is mainly engaged in providing ice-skating training services with a proven track record. We anticipate that ice-skating rinks will bring positive returns by leveraging on Winter Olympics and the rising public demand for ice-skating training and experience. On top of the acquisition, the Group is now active in studying the possibility of acquiring other ice-skating rinks and wishes to take hold of the expected development and opportunities in the winter sports industry.



### 成功收購滑冰場

除了在體育園和運動中心取得有機增長以外，本集團還通過併購以拓展體育目的地網絡。我們預料北京冬奧將為冰雪運動行業帶來巨大的發展空間，尤其不同程度的滑冰培訓需求將進一步增長。二零一九年三月及九月分別發佈的國策《關於以2022年北京冬奧委會為契機大力發展冰雪運動的意見》及《帶動三億人參與冰雪運動實施綱要（2018-2022年）》已經表明力爭到二零二二年實現帶動全國三億人參與冰雪運動的目標。因此，本集團於二零一九年第四季以代價2.9億港元收購營運「全明星滑冰俱樂部」的升進投資有限公司之全部已發行股本。收購目標集團為中國領先的室內滑冰場連鎖品牌之一，現時於中國一、二線城市營運共13個滑冰場館並主力提供滑冰培訓服務，擁有成熟的業務往績。我們預期滑冰場將借力冬奧，以及群眾對滑冰培訓和滑冰體驗的需求提升而帶來正面的收入回報。在此收購事項的基礎上，本集團亦正積極研究收購其他滑冰場的可能性，冀望抓緊冰雪運動行業的預期發展及契機。

### Coordination and Investment of Sports Competitions and Events

In its 2019 Annual Report of China's Game Industry published at the end of 2019, GPC (Game Publication Committee) under the China Audio-video and Digital Publishing Association indicated that the Chinese esports industry recorded a total revenue of RMB94.73 billion and a user base of 440 million in 2019, with a sustained growth momentum. On the other hand, the 2019 Global Esports Industry Development Report published by Tencent E-Sports stated that 79% of Chinese esports users were below the age of 35. Hence, committed to taking hold of such esports resources that possess huge market potential, the Group finished acquiring 80% ownership of "Snake Esports" and formally changed its name to "LNG Esports" in the second quarter of 2019. The Group expected that its investment and operation of an esports team under the League of Legends Pro League (LPL), together with the application of its advantageously rich sports resources and managerial experience, can boost the appreciation of competitions amongst public spectators and their peripheral experience, while nurturing and developing the relevant markets of young sports consumers.

### 體育賽事活動組織及投資

中國音數協遊戲工委於二零一九年年底發佈的《2019中國遊戲產業報告》中指出，二零一九年中國電子競技產業營銷收入為人民幣947.3億元，中國電競用戶達到4.4億，並保持增長態勢；而騰訊電競發佈的《二零一九年全球電競運動行業發展報告》則指出，中國電競用戶35歲以下佔比79%。因此，本集團致力佈局擁有龐大市場潛力的電競體育資源，於二零一九年第二季完成了收購「Snake電子競技俱樂部」的80%擁有權，並正式更名為「LNG電子競技俱樂部」。本集團期望通過投資及營運《英雄聯盟職業聯賽》(LPL)的電競戰隊，並運用旗下豐富的體育資源優勢和管理經驗，加強群眾賽事觀賞及周邊體驗，同時培育和拓展相關的年輕體育消費市場。



## Chairman's Statement 主席報告



報告期內，我們同時繼續商業營運中國男子籃球職業聯賽(CBA)的相關授權，以及營運和推廣街頭籃球賽事「3+1籃球聯賽」，力求推動專業和草根體育賽事活動組織並行，以覆蓋不同群眾的運動體驗和消費需求。

通過打造和優化各方面的「運動體驗」，除了為本集團帶來正面的收入回報，我們更希望聚集愛好運動、休閒娛樂、嚮往潮流風尚的參與者，尤其是年輕的目標消費群，啟動他們對相關體驗和「運動生活消費品」的追隨並轉化為最終消費。



During the Reporting Period, we continued with the commercial operation of certain authorisation for Chinese Basketball Association (CBA), and the operation and marketing of streetball league "3+1 Basketball League". By doing so, we seek to promote the coordination of both professional and grassroots sports competitions and events to cover the sports experience and consumption demand of different groups of people.

By creating and optimising "sports experience" in various aspects, we wish to not just generate positive returns for the Group, but hopefully attract participants who love sports and leisure entertainment and pursue fashion trends, particularly young target consumers, by stimulating their fervour towards such experience and "sports lifestyle consumables" and ultimately turning it into consumption.



### Well-Positioned “Sports Lifestyle Consumables” Business

Issued by the State Council in September 2019, the *Opinions on Facilitating National Fitness and Sports Consumption and Promoting High-Quality Development of the Sports Industry* explicitly stated the requirements of optimising sports consumption environment and issuing favourable consumption policies. As the Group expects a wealth of untapped opportunities in the consumables market, in relation to sports lifestyle in particular, we have been active in pushing forward various potential projects in relation to consumables and negotiating merger and acquisition opportunities, with special attention paid to sports, health and leisure-related apparel and footwear brands. By far, we have commenced our new sports, health and leisure consumables business, so as to create more enriched experience and consumption opportunities for the public in respect of sport, health and leisure.

### Acknowledgment

Consistently committed to our aspirations, we take it as our mission to integrate sports into daily life, communication and leisure consumption in communities and the country at large. As Viva China, which is established as a company with sports industry operations, enters its tenth year in 2020, the Group, devoted to its new positioning and strategies, will focus on developing its two principal businesses to offer all-rounded sports experience, services and consumables, in order to better gather, promote and nurture the new target “prime consumer groups”, and create greater value for Shareholders.

The extensive outbreak of Novel Coronavirus Pneumonia (COVID-19) across the country at the beginning of 2020 is expected to exert certain impact on the Chinese economy during the year. Nonetheless, our anticipation is that after the epidemic, people will pay more attention to physical and mental health, gravitate towards more daily exercise and have a stronger pursuit for a sustainable, healthy way of life. This stays in line with the Group's mission to advocate healthy lifestyle and sports culture, which is expected to bring greater benefits to the mid to long-term development of our business.

On behalf of our fellow Board members, I want to thank our staff for sticking to their posts at all times. I would also like to extend my heartfelt thanks to our Shareholders and business partners for their trust, loyalty and support to the Group, and to our management and business teams for their contribution over the past year.

#### Li Ning

Chairman, Chief Executive Officer and Executive Director  
27 March 2020, Hong Kong

### 「運動生活消費品」業務蓄勢待發

二零一九年九月國務院發佈的《關於促進全民健身和體育消費推動體育產業高質量發展的意見》明確提出優化體育消費環境，出台鼓勵消費政策。本集團預期尤其是與運動生活相關的消費品市場藍海處處，因此我們於年內積極推進各類型消費品的潛在項目和磋商併購機會，尤其關注體育、健康、休閒相關的服裝及鞋類品牌。我們現時已經開展新的體育健康休閒消費品業務，為群眾創造更豐富的運動健康休閒之體驗及消費契機。

### 致謝

我們一直堅守初心，以促進社區乃至全國將體育融入生活交流和休閒消費為己任。隨著非凡中國作為一家營運體育產業業務的公司於二零二零年踏入第十個年頭，並秉持新的定位策略，本集團將專注推進兩大業務發展以提供全方位的運動體驗、服務及消費品，更好地聚集和推廣培育給新生的目標「黃金消費群」，為股東締造更大價值。

二零二零年伊始於全國廣泛爆發的新型冠狀病毒肺炎(COVID-19)預料對年內的中國經濟將造成一定影響，但我們預料疫情過後，人們將更重視身心健康，趨向加強日常鍛鍊，並更追求可持續的健康生活方式。這將與本集團宣揚健康生活方式及體育文化的企業使命一致，預料對我們業務的中長線發展將帶來更大裨益。

本人謹代表董事會同仁，感謝員工在任何時刻仍堅守崗位，同時謹向各位股東及業務夥伴對本集團的信賴和忠實支持，以及管理和業務團隊在過去一年作出之貢獻致以衷心的謝忱。

主席、行政總裁兼執行董事

李寧

二零二零年三月二十七日，香港



# Business Review 業務回顧

In 2019, the Group is dedicated to the strategy of developing two principal businesses, namely 1) "sports experience", including the operation, service provision and investment of sports destinations, sports competitions and events as well as an esports club; and 2) "sports lifestyle consumables", covering investment in and preparation for sports, health and leisure-related consumables projects. During the Reporting Period, the Group attained significant progress in the development of its two principal businesses.

二零一九年，本集團專注兩大主營業務策略：一)「運動體驗」包括體育目的地、體育賽事活動和電競俱樂部之營運、服務及投資，以及二)「運動生活消費品」包括投資和籌備體育、健康、休閒相關的消費品項目。報告期內，兩大業務取得了明顯進展。

## Sports Experience 運動體驗



### Sports Destinations Development

#### *Li Ning Sports Parks and Li Ning Sports Centres*

As of 31 December 2019, the Group managed and operated a total of five Li Ning Sports Parks and Li Ning Sports Centres nationwide, which were located in Yangzhou, Linyi, Ningbo Hangzhou Bay, Nantong and Tianjin respectively. They offered a wide spectrum of indoor and outdoor venues and facilities for popular sports and leisure activities, together with value-added services including training, catering, retail and health management, as part of their consistent efforts to practise the corporate mission of promoting diverse sports experiences and advocating a healthy sports lifestyle across communities. As a brand, "Li Ning Sports Park" has been highly commended by various local governments on multiple occasions for its venue maintenance, operation and usage, which serves as undisputable evidence for its social recognition.

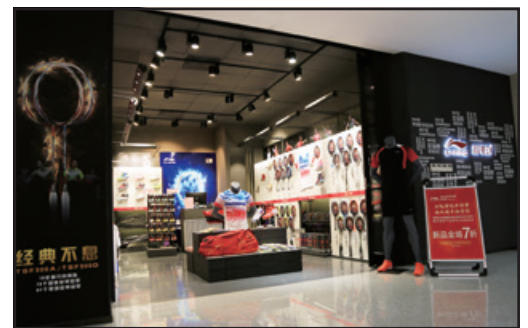
In addition, new Li Ning Sports Parks and Li Ning Sports Centres are under construction across the country, including Chilongnan Street District in Tianjin Municipality, Nanyan Lake in Hefei City, Liwan District in Guangzhou City, Jianggan District in Hangzhou City, Hushan District in Jiangshan City and Tongxiang County in Jiaxing City. These new sports destinations are expected to complete construction successively between 2020 and 2022.

### 體育目的地發展

#### 李寧體育園及李寧運動中心

截至二零一九年十二月三十一日，本集團於全國管理和營運分別位於揚州、臨沂、寧波杭州灣、南通和天津共五個李寧體育園及李寧運動中心，為熱門運動及休閒活動提供多品類的室內外場所和設施，以及包括培訓、餐飲、零售及健康管理等增值服務，秉持於各社區推動多元化運動體驗、提倡運動健康生活方式的企業宗旨。「李寧體育園」品牌無論在場館維護還是運營使用方面已多次受到各個地方政府高度讚揚，社會認受性無可置疑。

現時在建中的李寧體育園及李寧運動中心分佈全國各地，包括天津市赤龍南街、合肥市南豔湖、廣州市荔灣區、杭州市江干區、江山市虎山區及嘉興市桐鄉縣級市，預料將於二零二零年至二零二二年相繼落成。





*Ice-skating Rinks*

The Group was approved by way of poll at the EGM held on 19 December 2019 for its acquisition of the entire issued share capital of Rise Mode Investments Limited, the owner of a leading indoor ice-skating chain-brand “All Star Skating Club” in the PRC, at a consideration of HK\$290 million. The acquisition was completed by the end of December 2019.

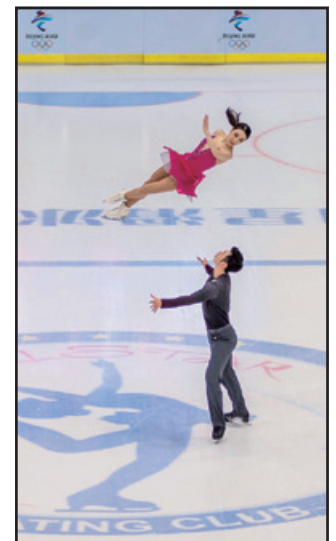
With its operations commenced in 2008, All Star Skating Club is principally engaged in the business of managing and operating ice-skating rinks in the PRC. It currently operates an aggregate of 13 ice-skating rinks in first and second-tier Chinese cities including Beijing, Shanghai, Guangzhou, Shenzhen, Tianjin, Hangzhou, Suzhou, Wuhan and Haikou. Covering an average operating area between 1,200 and 3,000 square metres, the ice-skating rinks are mainly located in districts with high customer flow, such as large shopping malls in central business districts, with an aim to provide different communities with localised, accessible and quality indoor ice-skating rinks.



滑冰場

本集團於二零一九年十二月十九日獲得股東特別大會投票批准以代價2.9億港元全面收購昇進投資有限公司的全部已發行股本，其擁有中國領先的室內滑冰場連鎖品牌「全明星滑冰俱樂部」。收購事項已於二零一九年十二月底前完成。

全明星滑冰俱樂部於二零零八年開展業務，主要於中國管理及營運滑冰場業務，現時於中國一、二線城市包括北京、上海、廣州、深圳、天津、杭州、蘇州、武漢和海口營運共13個滑冰場。滑冰場平均營運面積為1,200-3,000平方米，主要選址於客流較高的地區，如中央商務區的大型購物商場，為不同社區打造本地化、便捷和優質的室內滑冰場館。



Apart from providing rental service of venue facilities and winter sports gears, All Star Skating Club focuses on offering systematic winter sports training programmes, coaching and interests classes for different age groups and people at different skill levels. In its training programmes, All Star Skating Club aligns with the teaching standard of Ice Skating Institute (ISI) as well as the qualification ranking of International Skating Union (ISU), and has employed a team of professional coaches comprising retired athletes of national professional teams and overseas trainers. International partners are also introduced to offer tailor-made winter sports training programmes and cultural exchange activities. To promote the winter sports culture around China, All Star Skating Club also sponsors and undertakes international, national and provincial winter sports competitions and events from time to time.

The acquisition of All Star Skating Club will further boost the number, variety, service offering and nationwide coverage of the Group's sports destinations. Leveraging All Star Skating Club's well-established reputation and proven track record in the winter sports industry, particularly its ability to capture the opportunity of faster growth in the demand for ice-skating trainings under the 2022 Beijing Winter Olympics, the Group expects the acquisition to generate a positive revenue source, as well as create greater synergies and additional commercial opportunities for its existing sports destinations network and other sports resources.



除了提供場地設施及冰雪運動設備租賃，全明星滑冰俱樂部主要為不同年齡組別和技術水平的人士提供具系統性的冰雪運動培訓課程、指導及興趣班。培訓課程採用美國滑冰協會(ISI)的授課標準以及國際滑冰聯盟(ISU)的等級標準，並由國家專業隊退役運動員及海外訓練員組成之專業教練團隊進行培訓。其亦引入國際合作夥伴，提供個性化的冰雪運動培訓計劃和文化交流活動，亦不時承辦國際、國家及省級冰雪運動比賽及項目，以普及全國冰雪運動文化。

收購全明星滑冰俱樂部將進一步豐富本集團體育目的地之數量、品類、服務及全國覆蓋範圍。憑藉全明星滑冰俱樂部於冰雪運動行業的良好聲譽及可靠往績，尤其能夠把握到滑冰培訓需求因受惠二零二二年北京冬奧而加速提升的機遇，本集團預期收購事項將帶來正面的收入來源，並為現有之體育目的地網絡和其他體育資源帶來更多協同效益和商機。



### 體育賽事活動組織及投資

#### 電競

二零一九年第二季，本集團完成收購「Snake 電子競技俱樂部」的80%擁有權，並正式更名為「LNG電子競技俱樂部」。通過投資及營運LNG這支《英雄聯盟職業聯賽》(LPL)的電競戰隊，我們致力佈局擁有龐大市場潛力的電競體育資源，拓展活躍的年輕體育消費市場。

在本集團的營運下，LNG電競戰隊於報告期內多場LPL賽事中取得了不俗的成績，包括參加二零一九年LPL夏季賽常規賽並成功進入季後賽，取得第六名的成績，並曾以3:0的優異比數戰勝世界冠軍隊伍IG；LNG電競戰隊個人選手參加十一月的LPL全明星週末並獲得個人賽刺客組冠軍等。



### Coordination and Investment of Sports Competitions and Events

#### Esports

In the second quarter of 2019, the Group finished acquiring 80% ownership of "Snake Esports" and formally changed its name to "LNG Esports". By investing in and operating LNG, an esports team under the League of Legends Pro League (LPL), we strive to take hold of such esports resources that boast a huge market potential and develop a vibrant market out of young sports consumers.

Under the Group's operation, LNG Esports team obtained impressive results in multiple LPL matches during the Reporting Period, including the sixth place in 2019 LPL Summer Playoffs following its triumphant emergence from the regular match, coupled with an outstanding score of 3:0 to thrash the world champion team IG. In addition, LNG Esports team solo players attended the LPL All-Stars Weekend in November and snatched the crown of Group Assassin amongst Solo-King Participants.



The Group also widened LNG's brand recognition and developed relevant consumption opportunities, including various marketing campaigns on social media and the launch of customised products with other brands. Besides, the LNG Esports team was arranged to join a number of public charity activities to give back to community. As a result, the LNG Esports team recorded an excess of 520,000 followers on its official Weibo account during the Reporting Period.

In January 2020, the LNG Esports home arena was relocated to Yangcheng International Esports Center, a world-class and established stadium in Suzhou. The Group plans to further work on content development for the LNG Esports home arena by leveraging years of experience and resources in the traditional sports industry, such as undertaking different types of competitions, hosting offline activities and establishing immersive esports culture spaces.



本集團亦為LNG擴大品牌知名度並開發相關消費機會，包括於社交媒體進行多方面推廣、聯乘其他品牌推出定制產品等，亦安排LNG電競戰隊參與多項公益慈善活動以回饋社群，報告期內LNG電競戰隊官方微博追隨者錄得逾52萬。

LNG電競主場館於二零二零年一月已遷往國際級和更具規模的蘇州陽澄國際電競館。本集團計劃通過在傳統體育行業多年積累的經驗與資源對LNG電競主場館進行內容開發，例如承接不同類型的賽事、舉辦線下活動、設立沉浸式電競文化空間等。

### Basketball

The Group engaged in commercial operation and marketing for an IP event namely “3+1 Basketball League” during the Reporting Period. By introducing streetball match systems of “three versus three” and “one on one”, the League entered the core business districts and university grassroots basketball courts in 24 cities across the country. The content of the League, combined with hip-hop elements including rap, street dance, music jockey and graffiti, is also closely tied with intensive publicity via different online social media platforms as well as experience in offline activities. This infused the League with entertainment elements and turned it into a gala of pop cultures for young people, where participants could enjoy more enriched sports communication, exclusive products and recreational experience, and convert such enjoyment into consumption. The recipients of 3+1 Basketball League included young basketball players, key players of campus basketball, as well as consumers who are fashion-savvy.



### 籃球

本集團於報告期內為版權賽事「3+1籃球聯賽」進行商業營運和市場推廣工作。籍著引入「三對三」及「單挑」的街頭籃球對戰賽制，賽事進駐全國24個城市的核心商圈及高校基層球場，內容結合嘻哈文化元素包括說唱、街舞、音樂騎師和塗鴉等，並緊密結合線上不同社交平台的密集宣傳與線下活動體驗，將籃球賽事賦能娛樂屬性，打造成為年輕潮流文化聚會，為參與群眾提供更豐富的運動交流及專享產品和娛樂體驗，並轉化為消費。3+1籃球聯賽的覆蓋受眾包括年輕籃球運動人群、校園籃球中堅份子和追求潮流時尚的消費者。



Apart from that, the Group partook in the commercial operation of certain authorisation for CBA (Chinese Basketball Association), the highest-ranking professional basketball league in China, by providing sponsorship and marketing-related services during the Reporting Period.

此外，本集團於報告期內參與中國最高等級職業籃球聯賽CBA（中國男子籃球職業聯賽）的相關授權之商業營運，提供贊助和市場推廣相關服務。





## Sports Lifestyle Consumables 運動生活消費品



報告期內，本集團積極推進各類型的體育、健康及休閒消費品的潛在項目和磋商相關併購機會。現時已經組建相關營運團隊開展圍繞新的鞋服品牌「LNG」等體育休閒鞋服及配飾類消費品業務。本集團希望通過打造與體育、健康、休閒相關的產品，創建更多元的運動及生活體驗並帶來消費契機，以把握潛力龐大的年輕消費市場。



During the Reporting Period, the Group actively proceeded with a variety of potential projects in relation to sports, health and leisure consumables and conducted negotiation on possible M&A opportunities. Currently, dedicated operation teams have been formed to commence business on casual sports footwear, apparel and accessories consumables, such as the new apparel and footwear brand "LNG". By developing products concerning sports, health and leisure, the Group hopes to bring more diversity to sports and life experience and thereby generate consumption opportunities, so as to seize the huge potential market of young consumers.



## KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

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

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

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

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

## ENVIRONMENTAL POLICIES AND PERFORMANCE

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

## COMPLIANCE WITH LAWS AND REGULATIONS

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

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

## 與僱員、客戶及供應商的重要關係

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

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

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

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

## 環保政策及表現

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

## 遵守法律及法規

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

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

## PROSPECTS

Given the global outbreak of the Novel Coronavirus Pneumonia (COVID-19) since the beginning of 2020, China is expected to confront the epidemic-induced suspension, relocation or postponement of a number of world-class sports events scheduled to take place in the country during 2020, which happens to be a “momentous year” for international sports competitions. Domestically, this may deal a heavy blow to public sport atmosphere, leisure consumption and even the entire economic landscape in 2020. As we expect, the epidemic will impose certain impact on the Group's principal business, particularly on the operation and development of sports destinations (including sports parks/sports centres and ice-skating rinks). The Group will not incur systematical issues given its consistently healthy financial position, and active and timely countermeasures taken by the Group, with business operations set to resume normality after the epidemic.

Furthermore, we expect that favourable policies for the sports industry will be released and executed in 2020, the final year for the 13th Five-Year Development Plan for the Sports Industry, whilst the country is preparing for the business opportunities brought by the sports competitions to be held in 2022 in China. Backed by a number of favourable national policies on specific sports items (including esports and winter sports), sports venue operation and leisure sports consumption, we predict a sustained positive trend for the prospect of the Group's principal business.

Despite a multitude of challenges in 2020, the Group will adhere to its new business positioning, and focus on developing “sports experience” and “sports lifestyle consumables” businesses. The Group will engage in the operation, development, merger and acquisition of various relevant sports destinations, sports competitions and events, services and products, by revolving around a host of dimensions such as leisure sports, esports, footwear and apparel, as well as food and beverage for sports and health. Committed to growing its business model into “multiple brands, categories and forms” on a long-term basis, the Group will blend more diversity into sports experience and consumption opportunities, with the hope of capitalising on the huge potential market of “prime consumer groups” represented by health-conscious sports enthusiasts who are also savvy about leisure and entertainment, hence creating value for Shareholders.

## 展望

二零二零年伊始，新型冠狀病毒肺炎 (COVID-19) 蔓延全球。剛好迎來二零二零國際體育賽事「大年」，很多原定落戶中國的世界級體育賽事也將受到疫情影響而停辦、易地或延期舉行，國內群眾體育氛圍、休閒消費、甚至整體經濟狀況或會在二零二零年受到相當程度之打擊。我們預料疫情將對本集團的主營業務，尤其是體育目的地（包括體育園／運動中心和滑冰場）的營運及發展帶來若干影響。鑒於本集團的財務狀況一直維持穩健，並及時積極採取相關的應對措施，因此本集團不會出現系統性問題，疫情過後業務營運將恢復正常。

此外，《體育產業發展十三五規劃》來到二零二零收官之年，全國也正準備迎來二零二二年中國體育賽事帶來的商機，因此我們預期體育產業的利好政策將於二零二零年釋放並進入實施階段。背靠多項與體育項目（包括電競和冰雪運動）、體育場館運營及體育休閒消費相關的優惠國策，我們預料本集團的主營業務發展前景仍然趨向正面。

縱然二零二零年挑戰滿途，本集團將堅守新的業務定位，專注發展「運動體驗」及「運動生活消費品」兩大業務，通過圍繞休閒運動、電競、鞋服、以及運動健康飲料食品等多方面，經營、開發和併購各類相關的體育目的地、體育賽事活動、服務和產品。本集團將長遠發展「多品牌、多品類、多形式」的業態，打造更多元豐富的運動體驗和消費契機，以期把握具有龐大潛力，集體育、健康、休閒、娛樂於一身的「黃金消費群」市場，為股東創造價值。

### RESULTS

For the year ended 31 December 2019, the Group's consolidated revenue was HK\$625.0 million (2018: HK\$1,134.6 million), representing a decrease of 44.9%. The decrease in revenue was mainly due to the decrease in sales of construction materials. Gross profit of the Group for the year was HK\$123.2 million (2018: HK\$166.7 million), representing a decrease of HK\$43.5 million or 26.1% as compared to the previous year which was in line with the decrease in revenue but with lower percentage of decrement.

The Group's other income and other gains-net for the year amounted to HK\$890.6 million (2018: HK\$24.5 million). Other income and other gains-net during the year was mainly attributable to the gain on disposal of 6.8% of Li Ning Co Limited ("Li Ning Co") interest in an associate amounting to HK\$817.4 million (2018: nil), and the fair value gain arising from lower interest rate of return of convertible notes to 8.5% per annum.

Selling and distribution expenses for the year amounted to HK\$47.7 million (2018: HK\$41.2 million), representing an increase of HK\$6.5 million or 15.8% as compared to the year of 2018. The increase was mainly due to additional marketing and promotional expenditures and staff cost incurred as a result of the new businesses acquired after scaling down the sales of construction materials during the year, which was in line with our business expansion.

Administrative expenses and other operating expenses together with net impairment losses on financial assets ("Administrative Expenses") incurred in the year amounted to HK\$355.8 million (2018: HK\$154.0 million), which represents an increase of HK\$201.8 million or 131.0% as compared to the year of 2018. The increase is mainly due to the one-off operating expenses and non-cash items, including impairment loss of trade receivables and other receivables of HK\$82.5 million, impairment loss of goodwill and intangible assets of HK\$31.4 million, impairment loss of investment in a joint venture of HK\$17.4 million, amortisation of intangible assets of HK\$12.5 million, depreciation of right-of-use assets and fixed assets of HK\$12.7 million.

### 業績

截至二零一九年十二月三十一日止年度，本集團之綜合收益為625,000,000港元（二零一八年：1,134,600,000港元），減少44.9%。收益減少乃主要由於建材銷售減少。本集團之年內毛利為123,200,000港元（二零一八年：166,700,000港元），較去年減少43,500,000港元或26.1%。毛利減少情況與收益減少一致，但毛利減幅低於收益減幅。

本集團於年內錄得其他收入及其他收益淨額為890,600,000港元（二零一八年：24,500,000港元）。於年內，其他收入及其他收益淨額主要源於出售李寧有限公司（「李寧公司」）一間聯營公司之6.8%權益而產生之收益817,400,000港元（二零一八年：無）及降低可換股票據收益率至每年8.5%所產生的公平值收益。

年內，銷售及分銷開支為47,700,000港元（二零一八年：41,200,000港元），較二零一八年增加6,500,000港元或15.8%。大幅縮減建材銷售後該增長與我們的業務擴張一致，乃主要由於年內收購新業務而產生額外的營銷及推廣開支以及員工成本。

年內產生之行政費用及其他經營開支及財務資產減值虧損淨額（「行政費用」）為355,800,000港元（二零一八年：154,000,000港元），較二零一八年增加201,800,000港元或131.0%。有關增加乃主要由於一次性經營開支及非現金項目，包括應收賬款及其他應收款項之減值虧損82,500,000港元、商譽及無形資產之減值虧損31,400,000港元、於一間合營企業投資之減值虧損17,400,000港元、無形資產攤銷12,500,000港元、使用權資產及固定資產折舊12,700,000港元。

## Financial Review 財務回顧

Finance costs for the year amounted to HK\$118.3 million (2018: HK\$83.7 million), which represents an increase of 41.3%. The increase in finance costs was primarily attributable to (i) no interest expense was capitalised into properties under development during the year while there was capitalisation of interest expense in prior year; and (ii) interest expense in relation to the new adoption of HKFRS 16 Leases.

The Group held 263,405,000 ordinary shares of Li Ning Co Limited ("Li Ning Co") and the convertible securities which carrying right of conversion into approximately 137,797,000 ordinary shares of Li Ning Co whereas the Group held approximately RMB204.2 million registered and paid-up capital of CITIC Land Co., Ltd ("CITIC Land") as at 31 December 2019, representing 16.3% equity interests in Li Ning Co and 29% equity interests in CITIC Land, respectively as well as 48.4% and 7.5% on the Group's total assets as at 31 December 2019, respectively.

Investment costs of Li Ning Co and CITIC Land as at year ended 31 December 2019 were HK\$ 1,956.3 million and HK\$357.4 million respectively. Dividend received from Li Ning Co was HK\$40.0 million during the year ended 31 December 2019. Please refer to Note 15 for the fair value of the investments.

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

CITIC Land's principal activities include property development and operation; property management; hotel investment and management; construction project and facilities contracting and equipment installations; decoration units; landscaping; property development consultancy.

Li Ning Co and CITIC Land are accounted for as associates of the Group. The Group has adopted the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associate's results based on the financial statements drawn up to a non-coterminous period end where the difference must be no greater than three months. During the year, the Group shared the results of Li Ning Co based on its adjusted financial results for the twelve months ended 30 September 2019 adjusted by any significant events or transactions for the period from 1 October 2019 to 31 December 2019. There is no non-coterminous period end for other associates and joint ventures.

年內之財務成本達118,300,000港元(二零一八年:83,700,000港元),增加41.3%。財務成本增加乃主要由於(i)年內發展中之物業並無利息開支進行資本化,而去年錄得資本化之利息開支;及(ii)就新採納香港財務報告準則第16號租賃的利息開支。

本集團持有263,405,000股李寧有限公司(「李寧公司」)普通股及附有轉換約137,797,000股李寧公司普通股權利的可換股證券,而本集團於二零一九年十二月三十一日持有中信置業有限公司(「中信置業」)約人民幣204,200,000元註冊及繳足資本,相當於李寧公司的16.3%股權及中信置業的29%股權,分別佔本集團於二零一九年十二月三十一日資產總值的48.4%及7.5%。

截至二零一九年十二月三十一日止年度,李寧公司及中信置業的投資成本分別為1,956,300,000港元及357,400,000港元。截至二零一九年十二月三十一日止年度,自李寧公司收取的股息為40,000,000港元。有關投資的公平值,請參閱附註15。

李寧公司之主要業務範圍涵蓋於中國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。

中信置業之主要業務範圍涵蓋房地產開發、經營;物業管理;酒店投資管理;建築工程施工及設備安裝;裝修裝飾工程;園林綠化;房地產諮詢服務。

李寧公司及中信置業作為本集團之聯營公司入賬。本集團已採納香港會計準則第28號所載條文,據此,其獲准根據聯營公司不同結算日期(但差距不得超過三個月)之財務報表計入應佔聯營公司之業績。於年內,本集團根據李寧公司截至二零一九年九月三十日止十二個月之經調整財務業績(已就二零一九年十月一日至二零一九年十二月三十一日期間之任何重大事件或交易作出調整)分佔其業績。其他聯營公司及合營企業並沒有不同的結算日期。

Li Ning Co's adjusted net profit for the year amounted to HK\$1,492.3 million (2018: HK\$778.6 million), representing a year-on-year increase of 91.7%. This was mainly attributable to the increase in revenue and gross profit margin, control over expense ratio and growth in gains from investment in wealth management products and share of gain in relation to the disposal of a piece of land parcel held by Double Happiness.

Li Ning Co will continue to promote the strategy of "Single Brand, Multi-categories, Diversified Channels", strengthen and improve the core business focuses, remain devoted to create LI-NING's experience value, and focus on enhancing efficiency in order to achieve healthy and sustainable profit growth for the Company in the future. Backed by various favorable policies to support the development of the sports industry and the consumption upgrade driven by national economic growth, consumption concept of the general public has changed gradually with more and more consumers giving great consideration to product innovation and brand value. Along with the increasingly mature consumption concept, consumption demand of people will become more refined and diverse, which will pose even more challenges to the brand and product competitiveness in the market. The global economy as well as the operation and financial performance of Li Ning Co have also been affected inevitably, and the outbreak of COVID-19 is posing severe challenges for the overall outlook for 2020. In the long run, people will become more concern about their health and daily workout habits after this epidemic, hence more potentials of the industry will be released.

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

CITIC Land's net profit for the year amounted to HK\$10.9 million (2018: net loss HK\$13.8 million). The turnaround was mainly attributable to the gain on disposal of certain properties during the year.

By leveraging the Group's existing sports resources and the "CITIC Land" brand's reputation, the Group can strengthen its execution capability in sports destinations development in the PRC via the redevelopment project in central business district in Beijing.

李寧公司於本年度之經調整溢利淨額為1,492,300,000港元(二零一八年: 778,600,000港元), 同比增加91.7%。此乃主要由於收益及毛利率均有所增加、開支比率的控制及理財產品投資收益的增長以及分佔出售紅雙喜持有的一幅土地的收益。

李寧公司將繼續推進「單品牌、多品類、多渠道」策略，鞏固和完善核心業務重點，持續聚焦李寧式體驗價值，以提升效率為核心，實現本公司未來盈利的健康及可持續發展。在各項利好政策支持體育產業的發展及國民經濟增長帶動消費升級的背景下，大眾消費觀念逐漸轉變，越來越多的消費者開始重視產品創新與品牌價值。在消費觀念日趨成熟的進程下，民眾的消費需求更加精細和多元，市場對於品牌力與產品力的考驗正逐漸加深。全球經濟以及李寧公司的經營和財務業績也不可避免地受到影響，COVID-19的爆發使二零二零年的整體前景面臨嚴峻的挑戰。從長遠來看，在這次疫情之後，人們會更加關注健康及日常體育鍛煉，從而釋放出更多的行業潛力。

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

中信置業於本年度之溢利淨額為10,900,000港元(二零一八年: 虧損淨額13,800,000港元)。轉虧為盈乃主要由於年內出售若干物業的收益所致。

憑藉充分利用本集團現有體育資源及「中信置業」的品牌聲譽，本集團將透過北京中央商務區的再發展項目鞏固及加強其於中國體育目的地發展的執行能力。

## Financial Review 財務回顧

During the year, the Group shared the profits less losses of associates and joint ventures amounting to HK\$342.1 million (2018: HK\$182.3 million). The increase was mainly due to the increase in contributions from Li Ning Co and Double Happiness of HK\$85.7 million and HK\$63.8 million respectively in the current year.

During the year, the Group has recorded a net profit attributable to equity holders of HK\$834.4 million comparing to a net profit attributable to equity holders of HK\$77.0 million for the year 2018. The significant increase was mainly due to the gain on disposal of 6.8% interest in an associate (Li Ning Co) of HK\$817.4 million and the increase in share of net profits of associates and joint ventures of HK\$159.8 million, but partially offset by the decrease in gross profit and increase in Administrative Expenses and finance costs in the current year.

### SEGMENT

#### Sports Destinations Development

Sports destinations development segment mainly comprises operation of sports parks, sports centres and ice-skating rinks; property development for sales and investment; and sales of construction materials. Due to adjustment in corporate strategy, the Group focused on developing and investing in sports destinations and related opportunities with enormous growth prospect in China. Meanwhile, it has largely scaled down the sales of construction materials and has fine-tuned its operation policy to asset-light policy during the year.

The sports destinations development segment generated revenue totalling HK\$268.6 million (2018: HK\$771.3 million) for the year ended 31 December 2019, which represents a decrease of HK\$502.7 million or 65.2% as compared to the year of 2018. The decrease in sports destinations development segment's revenue was mainly attributable to a decrease in sales of construction materials, but partially net off by the increase in operating revenue of sports parks and sports centres. The operating revenue of sports parks recorded an encouraging growth of 229.8% during the year as compared to the prior year, driven by the increase in sports training fees, venue facilities hiring income and sales of merchandise through the operation of new sports parks and sports centres. The segment revenue was mainly derived from the operations of sports park and sports centres, and sales of goods as the Group continues to expand the sports destinations network. Operation of ice-skating rinks will generate revenue to the sports destinations development segment in the year of 2020. Taking into account the expenses incurred for potential projects, this segment reported an operating loss of HK\$70.7 million (2018: operating profit of HK\$10.2 million) during the year which represented a decrease of HK\$80.9 million. The decrease was mainly due to the decrease in sales of construction materials, community development consultancy service income and other one-off operating expenses compared with the prior year.

年內，本集團分佔聯營公司及合營企業之溢利減虧損為342,100,000港元（二零一八年：182,300,000港元）。該增加乃主要由於本年度李寧公司及紅雙喜貢獻分別增加85,700,000港元及63,800,000港元。

年內，本集團錄得權益持有人應佔溢利淨額834,400,000港元，而二零一八年則錄得權益持有人應佔溢利淨額77,000,000港元。該大幅增加乃主要由於本年度出售一間聯營公司（李寧公司）之6.8%權益而產生之收益817,400,000港元及分佔聯營公司及合營企業之淨溢利增加159,800,000港元，但部分由毛利減少以及行政費用及財務成本增加抵銷。

### 分部

#### 體育目的地發展

體育目的地發展業務主要涵蓋經營體育目的地，包括體育園、運動中心及滑冰場；待售房地產開發及投資；以及建材銷售。因應企業策略作出調整，本集團專注於中國開發及投資擁有龐大增長前景的體育目的地和相關機遇，同時於年內大幅縮減建材銷售規模，並調整其運營政策為輕資產政策。

截至二零一九年十二月三十一日止年度，體育目的地發展業務產生收益268,600,000港元（二零一八年：771,300,000港元），較二零一八年減少502,700,000港元或65.2%。體育目的地發展分部的收益減少主要乃由於建材銷售減少，但部分由體育園經營收益增加所抵銷。通過營運新的體育園及運動中心，體育培訓收入、場館設施租賃收入及商品銷售同步增加，年內體育園經營收益較去年錄得229.8%之顯著增幅。由於本集團持續擴展體育目的地網絡，分部收益主要來自體育園及運動中心的營運，以及貨品銷售。滑冰場營運為體育目的地發展分部產生之效益將會於二零二零年體現。連同潛在社區發展項目產生之開支，此分部於年內錄得經營虧損70,700,000港元（二零一八年：經營溢利10,200,000港元），減少80,900,000港元。該減少乃主要由於建材銷售、社區發展諮詢服務收入及其他一次性經營開支較去年減少。

The Group's long-term strategy is to build a comprehensive sports destination network and it 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 and construction companies, and established financial institutions by asset-light means. The Group has been selecting suitable cooperation opportunities to invest in and operate potential sports destination projects, including sports parks and sports centres, and sports-related commercial opportunities.

In March 2019, the Group acquired 100% of the issued shares in Joy Top Management Limited, the operator of three of the sports destinations. During the year, two sports destinations, namely Nantong Li Ning Sports Centre (located in Gangzha District of Nantong City in Jiangsu Province) and Tianjin Li Ning Sports Centre (located in Xiqing District of Tianjin Municipality) commenced operation. Both sports destinations are committed to promoting national fitness across their respective neighborhoods, whilst bringing new sources of revenue for the Group starting from the second quarter of 2019.

In December 2019, the Group completed the acquisition of the entire issued share capital of Rise Mode Investments Limited with 13 ice-skating rinks, at a consideration of HK\$290.0 million (further details of the transaction were set out on page 34 of this report). Upon the completion of the transaction, the business of the acquisition target is included in the sports destinations development segment.

## Sports

The sports segment currently encompasses coordination and investment of sports competitions and events, management and operation of an esports club, sports talent management, and sports-related marketing and consultancy services. For the year ended 31 December 2019, our sports segment generated revenue totalling HK\$356.4 million (2018: HK\$363.3 million), representing a slight decrease of 1.9%. The decrease in sports segment's revenue was mainly due to the decrease in revenue generated from sports content production and distribution but partially off set by additional revenue generated by esports business. The sports segment recorded an operating profit of HK\$22.9 million (2018: operating profit of HK\$51.9 million). The decrease in operating profit was mainly due to the decrease in gross profit and increase in operating expenses mainly generated by esports business acquired during the year.

It is the Group's strategy to drive the establishment of an integrated sports platform by leveraging the existing resources of its sports business. During the year, the Group continued its effort to capture and maximise the commercial values of its sports resources, and encourage social participation in sporting activities through commercial management of popular sports events and competitions, operation of an esports club, sports talent management, as well as provision of sports-related marketing and consultancy services.

本集團之長期策略為建立全面的體育目的地網絡，並致力於社區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，本集團將以輕資產的方式積極尋求與地方政府、房地產開發公司及建築公司以及具規模的金融機構等不同的潛在訂約方進行合作，並篩選合適的合作機會以獲得經營潛在體育目的地項目，包括體育園及運動中心，以及體育相關的商機。

於二零一九年三月，本集團收購悅嶺管理有限公司（其中三個體育目的地之營運商）全部已發行股份。年內，南通李寧運動中心（位於江蘇省南通市港閘區）及天津李寧運動中心（位於天津市西青區）兩個體育目的地開始營運。兩個體育目的地致力於各自社區推動全民健身，同時自二零一九年第二季度起為本集團帶來新的收入來源。

於二零一九年十二月，本集團以代價290,000,000港元完成收購昇進投資有限公司全部已發行股本連同13個滑冰場（有關交易的進一步詳情載於本報告第34頁）。於完成該交易後，收購目標的業務已計入體育目的地發展分部。

## 體育

體育分部目前包括體育賽事活動組織及投資、電競俱樂部管理及營運、體育人才管理以及提供體育相關市場推廣及諮詢服務。截至二零一九年十二月三十一日止年度，我們的體育分部產生收益356,400,000港元（二零一八年：363,300,000港元），輕微減少1.9%。體育分部收益減少乃主要由於體育內容製作及發行產生的收益減少，但部分被電競業務產生的額外收益所抵銷。體育分部錄得經營溢利22,900,000港元（二零一八年：經營溢利51,900,000港元）。經營溢利減少乃主要由於毛利減少及年內收購電競業務產生的經營開支增加。

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。年內，本集團繼續努力捕捉和擷取其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、電競俱樂部營運、體育人才管理、提供體育相關市場推廣及諮詢服務，鼓勵社會大眾參與體育活動。



## Financial Review 財務回顧

In April 2019, the Group acquired 100% equity interest in 上海益書網絡科技有限公司 for 80% ownership of "Snake Esports" (further details of the transaction were set out on page 33 of this report) which was rebranding as "LNG Esports" during the year. Upon the completion of the transaction, the esports business of the acquisition target is included in the sports segment.

### Financial Position

As at 31 December 2019, the net assets value of the Group has decreased to HK\$3,059.6 million from HK\$3,934.5 million as at 31 December 2018. The decrease was mainly due to the net effect of the payment of a special dividend of HK\$1,667.1 million and the gain on disposal of 6.8% interest in an associate (Li Ning Co) amounting to HK\$817.4 million during the year.

The total non-current assets of the Group has decreased from HK\$3,867.7 million as at 31 December 2018 to HK\$3,671.7 million as at 31 December 2019, which represents a decrease of HK\$196.0 million. The decrease was mainly brought about by the disposal of partial interest in an associate (Li Ning Co) and the disposal of a subsidiary which held investment properties, but partially offset by the increase in goodwill and intangible assets arose from the acquisition of subsidiaries and the increase in recognition of right-of-use assets due to new adoption HKFRS 16 Leases during the year.

Current assets of the Group recorded an increase by HK\$1.5 million from HK\$1,193.3 million as at the beginning of the year to HK\$1,194.8 million as at the end of the year. The key components of the current assets at the reporting date were cash and bank balances included restricted bank balances of HK\$652.6 million (2018: HK\$380.7 million), stock of properties, and trade debtors and bills receivable. The increase in the Group's cash and bank balance was mainly due to the proceeds from bank loans and the consideration received from the disposal of a subsidiary but partially offset by the payment of special dividend during this year.

於二零一九年四月，本集團收購上海益書網絡科技有限公司全部股權以取得「Snake電子競技俱樂部」的80%擁有權（有關交易的進一步詳情載於本報告第33頁），於年內品牌重塑為「LNG電子競技俱樂部」。於完成該交易後，收購目標的電競業務已計入體育分部。

### 財務狀況

於二零一九年十二月三十一日，本集團之資產淨值由二零一八年十二月三十一日的3,934,500,000港元減少至3,059,600,000港元。該減少乃主要由於於年內派付特別股息1,667,100,000港元及出售一間聯營公司（李寧公司）6.8%權益而產生之收益817,400,000港元互相抵銷的淨支出。

本集團之非流動資產總值由二零一八年十二月三十一日之3,867,700,000港元減少至二零一九年十二月三十一日之3,671,700,000港元，減少196,000,000港元。該減少乃主要由年內出售一間聯營公司（李寧公司）的部分權益及出售持有投資物業的一間附屬公司所導致，但部分被商譽及收購一間附屬公司而產生的無形資產增加以及由於採納香港財務報告準則第16號租賃導致使用權資產的確認增加所抵銷。

本集團錄得流動資產由年初1,193,300,000港元增加1,500,000港元至年末的1,194,800,000港元。於報告日期，流動資產之主要部分為現金及銀行結餘（包括限制性銀行結餘）652,600,000港元（二零一八年：380,700,000港元）、庫存物業以及應收賬款及應收票據。本集團現金及銀行結餘增加乃主要由於本年度內銀行貸款所得款項，以及自出售一間附屬公司收取代價所得的現金流入淨額，但由派付的特別股息所部分抵銷。

The total current liabilities of the Group as at 31 December 2019 were HK\$327.6 million, representing an increase of HK\$36.6 million or 12.6% from that as at 31 December 2018. As at 31 December 2019, the key components of non-current liabilities were bank loan of HK\$1,256.0 million and non-current lease liabilities of HK\$169.3 million, while prior year's key components of non-current liabilities were the carrying amounts of the liability component of the convertible notes of HK\$181.6 million and non-current deferred income of HK\$10.0 million. The convertible notes were replaced by new bank loan with lower costs in December 2019.

### Liquidity and Financial Resources

The Group recorded a net cash inflows in operations for the current year of HK\$41.3 million, representing an increase of HK\$182.5 million compared to last year (2018: net cash outflows of HK\$141.2 million). The increase in operating cash inflows was mainly due to the increase in collection of trade debtors and bills receivable, compared to last year. A net cash inflows in investing activities of HK\$1,595.1 million for the current year (2018: HK\$57.4 million), representing an increase of HK\$1,537.7 million compared to last year. The investing cash inflows in 2019 was mainly due to the proceeds from partial disposal of interest in an associate and the proceeds from disposal of a subsidiary during the year, while the investing cash inflows in 2018 was mainly due to the proceeds from disposal of investment properties and dividend received from associates. A net cash outflows from financing activities of HK\$1,354.2 million for the current year (2018: HK\$20.2 million), representing an increase of HK\$1,334.0 million compared to last year. The financing cash outflows in 2019 was mainly due to the dividend paid and redemption of convertible notes but partially offset by the proceeds from bank loan during the year. The HK\$778.0 million convertible notes were repaid fully by the new bank loan proceeds. As a result, the cash and cash equivalent of the Group as at 31 December 2019 increased by HK\$268.6 million from the beginning of the year.

於二零一九年十二月三十一日，本集團流動負債總額為327,600,000港元，較二零一八年十二月三十一日增加36,600,000港元或12.6%。於二零一九年十二月三十一日，非流動負債之主要部分為銀行貸款1,256,000,000港元及非流動租賃負債169,300,000港元，而過往年度非流動負債之主要部分為可換股票據的負債部分，其賬面值為181,600,000港元及非流動遞延收入10,000,000港元。於二零一九年十二月，可換股票據被較低成本的新銀行貸款所取代。

### 流動資金及財務資源

本集團於本年度錄得由經營活動產生之現金流入淨額為41,300,000港元，較去年增加182,500,000港元（二零一八年：現金流出淨額141,200,000港元）。經營現金流入增加乃主要由於收回的應收賬款及應收票據較去年增加。本年度錄得投資活動現金流入淨額1,595,100,000港元（二零一八年：57,400,000港元），較去年增加1,537,700,000港元。二零一九年投資現金流入乃主要由於年內出售一間聯營公司之部分權益所得款項及出售一間附屬公司所得款項，而於二零一八年，投資現金流入乃主要由於出售投資物業所得款項及自聯營公司收取的股息。本年度錄得融資活動現金流出淨額為1,354,200,000港元（二零一八年：20,200,000港元），較去年增加1,334,000,000港元。二零一九年融資現金流出乃主要由於已付股息及贖回可換股票據，但部分被年內銀行貸款所得款項所抵銷。778,000,000港元的可換股票據已由新銀行貸款所得款項悉數償還。因此，本集團於二零一九年十二月三十一日之現金及現金等價物較年初增加268,600,000港元。

The Group had banking facilities of HK\$1,648.5 million (2018: HK\$460.0 million), of which HK\$1,256.0 million has been utilised (2018: HK\$40.0 million have been utilised) as at 31 December 2019. The Group's gearing ratio was approximately 0.20 (2018: 0.11) as at 31 December 2019. The Group defines gearing ratio as ratio of net debt over equity plus net debt in which net debt represents total bank and other borrowings less cash and bank balances (including restricted bank balances). The current ratio (ratio of current assets to current liabilities) of the Group as at 31 December 2019 was approximately 3.6 (2018: 4.1). The Group's gearing level and liquidity position has been maintained at a healthy level as at the reporting date. It is the Group's strategy to maintain a healthy and effective gearing ratio in a range of 0 to 1.

### Financial Management Policy and Foreign Currency Risk

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

### Charge on Assets

As at 31 December 2019, interests in an associate with carrying amount of approximately HK\$1,065.1 million (2018: HK\$875.7 million) had been charged as security for a bank borrowing of a subsidiary.

### Commitments for Property Development/Capital Expenditure

As at 31 December 2019, the Group had commitments totalling HK\$590.1 million in relation to capital contribution to the Sports Cultural Industry Fund, associates and joint ventures and for property development in the PRC which were contracted but not provided for (2018: HK\$616.9 million).

本集團已獲得銀行融資1,648,500,000港元(二零一八年:460,000,000港元),其中1,256,000,000港元已於二零一九年十二月三十一日動用(二零一八年:已動用40,000,000港元)。於二零一九年十二月三十一日,本集團之資產負債比率約為0.20(二零一八年:0.11)。本集團將資產負債比率界定為債務淨額與股權加債務淨額之比率,其中債務淨額指銀行及其他借貸總額減現金及銀行結餘(包括限制性銀行結餘)。於二零一九年十二月三十一日,本集團之流動比率(流動資產對流動負債之比率)約為3.6倍(二零一八年:4.1倍)。於報告日期,本集團之資產與負債水平及流動資金狀況維持穩健。本集團之策略為保持穩健及有效之資產負債比率介乎0至1之間。

### 財務管理政策及外幣風險

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

### 資產抵押

於二零一九年十二月三十一日,賬面值約1,065,100,000港元(二零一八年:875,700,000港元)之一間聯營公司之權益已抵押作為一間附屬公司銀行借貸之擔保。

### 房地產開發/資本開支承擔

於二零一九年十二月三十一日,本集團就於中國之體育文化產業基金、聯營公司及合營企業之注資及房地產開發擁有合共590,100,000港元之已訂約但未撥備承擔(二零一八年:616,900,000港元)。

## Material Transactions

The Group entered into the following material transactions:

- (a) On 25 March 2019 the Group announced the sale of 6.8% of the total issued share capital in Li Ning Co by way of placing. The placing completed on 27 March 2019 and all the relevant sale shares were placed with net proceeds of HK\$1,719.7 million received. The placing represented an opportunity to realise part of the investment by the Group in Li Ning Co.

As a result of the placing, the Group recorded a gain from partial sale of investment in an associate which contributed to the significant increase in the Group's attributable to owners for the reporting period as compared to the corresponding period in 2018. The Group also derecognised the carrying value of the associate proportionate to the percentage reduced, reclassify a proportionate amount of the exchange fluctuation reserve previously recognised to the consolidated financial statement. For details, please refer to the announcements of the Company dated 25 March, 28 March, 9 April 2019 and the circular of the Company dated 6 May 2019.

- (b) On 9 April 2019, the Board declared a special dividend of HK\$0.148 per share of the Company to the shareholders, amounting to approximately HK\$1,311.9 million in total, following the placing as a gesture of rewarding their constant support to the Company, and approved a payment of an equivalent amount of dividends declared by the Company to the holders of the outstanding convertible bonds issued by the Company in November 2013, on an as-converted basis, amounting to approximately HK\$355.2 million in total. Such payments were made on 10 May 2019. The remaining proceeds in the amount of approximately HK\$52.6 million from the placing was applied as working capital of the Group.
- (c) In April 2019, the Group completed the acquisition of 100% equity interest in 上海益書網絡科技有限公司 (which holds 80% equity interest in 上海內盛網絡科技有限公司) at a consideration of RMB89.2 million. Following the acquisition, the Group holds 80% ownership of "Snake Esports" with a League of Legends ("LOL") team serving as a backbone of League of Legends Pro League (LPL), the most established and professional event under the leading Chinese e-sports series LOL. In May 2019, "Snake Esports" has been formally renamed as "LNG Esports" with a fresh team logo. The Group expects to leverage its extensive sports resources and managerial experience to providing more professional practices for the business model and long-term development of LNG as well as the Chinese esports industry at large, in addition to creating value and commercial opportunities for sustainable development.

## 重大交易

本集團已訂立以下重大交易：

- (a) 於二零一九年三月二十五日，本集團宣佈以配售形式出售李寧公司已發行股本總額的6.8%。配售事項已於二零一九年三月二十七日落實完成，所有相關銷售股份已獲配售及已收取所得款項淨額1,719,700,000港元。配售事項乃變現本集團於李寧公司部分投資的一個契機。

本集團因配售事項而錄得來自部分出售其於一間聯營公司之投資所產生之收益，令報告期內擁有人應佔本集團權益較二零一八年同期顯著增長。本集團亦終止確認聯營公司分佔所減少百分比之賬面值，將先前確認之匯兌波動儲備之比例金額重新分類至綜合財務報表。有關詳情，請參閱本公司日期為二零一九年三月二十五日、三月二十八日及四月九日之公告以及本公司日期為二零一九年五月六日之通函。

- (b) 於二零一九年四月九日，董事會在配售事項後向股東宣派特別股息每股本公司股份0.148港元，共計約1,311,900,000港元，以回饋彼等一直對本公司的支持，並批准向本公司於二零一三年十一月發行之未償還可換股債券持有人按已轉換基準支付本公司所宣派股息的等值金額，共計約355,200,000港元。有關款項已於二零一九年五月十日支付。來自配售事項之餘下所得款項約52,600,000港元已用作本集團之營運資金。
- (c) 於二零一九年四月，本集團完成收購上海益書網絡科技有限公司（持有上海內盛網絡科技有限公司80%股權）之100%股權，代價為人民幣89,200,000元。於收購事項後，本集團持有「Snake電子競技俱樂部」80%所有權。Snake電子競技俱樂部擁有一支英雄聯盟（「英雄聯盟」）戰隊，為中國領先的英雄聯盟電子競技系列下最具規模的專業賽事—英雄聯盟職業聯賽的主要戰隊。於二零一九年五月，「Snake電子競技俱樂部」正式更名為「LNG電子競技俱樂部」，並換上全新的隊標。本集團預期將利用其豐富的體育資源及管理經驗，為LNG電子競技俱樂部乃至中國電競行業的商業模式及長遠發展提供更多職業化規範，同時創造各種價值及商業機會，藉以實現可持續發展。

- (d) In December 2019, the Group completed the disposal of the entire issued share capital in Shenyang Zhao Huan Modern Construction Industry Park Limited (沈陽兆寰現代建築產業園有限公司), a wholly-owned subsidiary of the Group at a consideration of RMB87.0 million. The net proceeds arising from the disposal will be used for working capital of the Group.
- (e) In December 2019, the Group completed the acquisition of the entire issued share capital of Rise Mode Investments Limited at a consideration of HK\$290.0 million. Following the acquisition, Rise Mode Investments Limited became a wholly-owned subsidiary of the Group. Rise Mode Investments Limited and its subsidiaries are principally engaged in the business of management and operation of ice-skating rinks in the PRC. It currently operates 13 ice-skating rinks across the PRC, particularly in first- and second-tier cities such as Beijing, Shanghai, Guangzhou, Shenzhen, Tianjin, Hangzhou, Suzhou and Wuhan, etc. The acquisition is a strategic initiative in line with the Group's business strategy of sports destinations development, and will further diversify and enrich the sports destinations portfolio of the Group.
- (d) 於二零一九年十二月，本集團完成出售沈陽兆寰現代建築產業園有限公司（本集團之全資附屬公司）全部已發行股本，代價為人民幣87,000,000元。出售事項所得款項淨額將用作本集團的營運資金。
- (e) 於二零一九年十二月，本集團完成收購昇進投資有限公司全部已發行股本，代價為290,000,000港元。於收購事項後，昇進投資有限公司成為本集團全資附屬公司。昇進投資有限公司及其附屬公司主要於中國從事管理及營運滑冰場業務，現時於中國各地營運13個滑冰場館，主要位於一二線城市如北京、上海、廣州、深圳、天津、杭州、蘇州及武漢等。收購事項乃符合本集團發展體育目的地業務之一個策略性舉措，並將進一步多元化及豐富本集團的體育目的地組合。

### Employees and Remuneration Policies

Staff remuneration comprised of monthly salaries, mandatory provident fund contributions, medical benefits, housing benefits, education allowances and discretionary share options issued based on their contribution to the Group. Staff costs (including Directors' remuneration) for the year ended 31 December 2019 amounted to HK\$92.6 million (2018: HK\$76.2 million). The Group also engages professional consultants to ensure the competitiveness of the remuneration policy which, in turn, would support the business growth of the Group. As at 31 December 2019, the Group employed 659 full-time employees (2018: 355) and their remuneration was calculated with reference to the market rates.

### Subsequent Event

Since the start of January 2020, the outbreak of COVID-19 has inevitably created certain impact towards our staff, suppliers and customers, particularly in China. The outbreak of COVID-19 is a new emerging risk. In a baseline scenario, the outbreak should be contained but led to certain impact in the operation of our sports centres, sports parks and our newly acquired businesses, especially ice-skating rinks, suspension or postponement of a number of sports competitions and events in the first quarter of 2020. The Group expects that the facilities and competitions will resume their normal operations in the second quarter of 2020. The Group has carried out necessary measures to control its costs and keep our staff in safety and will pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the financial position and operation results of the Group.

### 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。截至二零一九年十二月三十一日止年度，員工成本（包括董事酬金）為92,600,000港元（二零一八年：76,200,000港元）。本集團亦委聘專業顧問，以確制定具競爭力之薪酬政策以支持本集團之業務增長。於二零一九年十二月三十一日，本集團聘用659名（二零一八年：355名）全職僱員，彼等之薪酬乃參考市場利率釐定。

### 期後事項

自二零二零年一月初以來，COVID-19之爆發不可避免地對我們尤其是在中國的員工、供應商及客戶造成若干影響。COVID-19之爆發為一種新興風險。在基礎情景中，疫情應該會受到遏制，惟已導致我們的運動中心、體育園以及新收購業務（尤其是滑冰場）的營運受到若干影響，而若干體育賽事活動也在二零二零年第一季度暫停或延遲。本集團預計，有關設施及比賽將在二零二零年第二季度恢復正常營運。本集團已採取必要措施控制成本，保障員工的安全，並將密切關注COVID-19之爆發的發展情況及評估其對本集團財務狀況及經營業績的影響。

# Directors' and Senior Management's Biographies

## 董事及高級管理人員之簡歷

### MR. LI NING

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

Mr. Li Ning, aged 57, has been the chairman (the "Chairman"), an executive Director and a member of the executive committee of the Company since June 2010. Mr. Li was also appointed as the chairman of the nomination committee, the chief executive officer (the "Chief Executive Officer") and a member of remuneration committee of the Company with effect from 15 March 2012, 22 May 2013 and 4 November 2019 respectively. He is a director of various subsidiaries of the Company. Mr. Li is the founder of the LI-NING brand. He has been appointed as an executive director of Li Ning Co\* since 4 March 2004 and is currently its executive chairman. Mr. Li was appointed as interim chief executive officer of Li Ning Co\* on 18 March 2015 and has been re-designated as its joint chief executive officer with effect from 2 September 2019. Mr. Li is the younger brother of Mr. Li Chun, a retired non-executive Director and the uncle of Mr. Li Qilin, who is an executive Director.

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

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

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

### 李寧先生

#### **主席、行政總裁兼執行董事**

李寧先生，五十七歲，自二零一零年六月起出任本公司主席（「主席」）、執行董事兼執行委員會成員。李先生亦於二零一二年三月十五日獲委任為本公司提名委員會主席，於二零一三年五月二十二日獲委任為本公司行政總裁（「行政總裁」），及於二零一九年十一月四日獲委任為薪酬委員會成員。彼為本公司多家附屬公司之董事。李先生為李寧品牌創立人，彼自二零零四年三月四日起獲委任為李寧公司\*的執行董事及目前為其執行主席。李先生於二零一五年三月十八日獲委任為李寧公司\*代理行政總裁，自二零一九年九月二日獲調任為其聯席行政總裁。李先生為已退任之非執行董事李進先生之胞弟及執行董事李麒麟先生之叔父。

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

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

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

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

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

### MR. LI CHUNYANG

#### EXECUTIVE DIRECTOR

Mr. Li Chunyang, aged 51, is an executive Director and a member of the executive committee of the Company. Mr. Li joined the Group in June 2010 and is a director of 非凡領越體育發展(北京)有限公司, Viva China Community Development Holdings Limited and various subsidiaries of the Company. Mr. Li graduated from Peking University in 2004 with a bachelor's degree in Economics. He was one of the founders of "The Chinese Athletes Educational Foundation". In 1989 and 1991, he won the World Gymnastics Championships.

### MR. LI QILIN

#### EXECUTIVE DIRECTOR

Mr. Li Qilin, aged 33, was appointed as a non-executive Director in June 2013. Mr. Li has been re-designated from a non-executive Director to an executive Director and appointed as a member of the executive committee of the Company with effect from 13 November 2015. Mr. Li joined the Group in June 2013. Mr. Li is a director of various subsidiaries of the Company. Mr. Li has been a director of Lead Ahead Limited, a substantial shareholder of the Company, since June 2010.

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

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

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

### 李春陽先生

#### 執行董事

李春陽先生，五十一歲，為本公司執行董事兼執行委員會成員，於二零一零年六月加入本集團，並為非凡領越體育發展(北京)有限公司、非凡中國社區開發控股有限公司及本公司多家附屬公司之董事。李先生於二零零四年畢業於北京大學，獲得經濟學學士學位。彼亦為「中國運動員教育基金」創辦人之一。於一九八九年及一九九一年，彼取得世界體操錦標賽冠軍。

### 李麒麟先生

#### 執行董事

李麒麟先生，三十三歲，於二零一三年六月獲委任為非執行董事。自二零一五年十一月十三日起李先生由非執行董事調任為執行董事，並獲委任為本公司執行委員會成員。李先生於二零一三年六月加入本集團。李先生為本公司多家附屬公司之董事。自二零一零年六月以來，李先生一直擔任本公司主要股東Lead Ahead Limited的董事。

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

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

### MR. MA WING MAN

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

Mr. Ma Wing Man, aged 54, is a non-executive Director and a member of the audit committee of the Company. Mr. Ma joined the Group in June 2010. Mr. Ma was a member of the nomination committee of the Company during the period from 2 June 2010 to 15 March 2012. Mr. Ma has over 20 years of experience in finance and administration. Mr. Ma has been employed by "Li Ning Foundation" as the financial controller since 2005. From 1992 to 2005, Mr. Ma had been employed first as accountant and later as financial and accounting manager of Jianlibao Holdings (H.K.) Company Limited, which was a wholesaler and retailer of Jianlibao drinks. From 1989 to 1991, Mr. Ma was employed as assistant accountant by Wong's Circuits (PTH) Limited, which was a manufacturer of printed circuit board and a subsidiary of Wong's International Holdings Limited\* (Stock Code: 0099).

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

### MR. LI QING

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

Mr. Li Qing, aged 53, is an independent non-executive Director and a member of both the audit committee and the remuneration committee of the Company. Mr. Li joined the Group in December 2019. Mr. Li has accumulated over 27 years of experience in investment and asset management, merge and acquisition and business operation in Hong Kong and PRC. Mr. Li graduated with an executive M.B.A degree from Guanghua School of Management of Beijing University (北京大學光華管理學院) in 2006.

### 馬詠文先生

#### **非執行董事**

馬詠文先生，五十四歲，為本公司非執行董事及審核委員會成員，彼於二零一零年六月加入本集團。馬先生於二零一零年六月二日至二零一二年三月十五日日期間曾擔任本公司提名委員會成員。馬先生於財務及行政管理方面具備逾20年經驗。馬先生自二零零五年起獲「李寧基金」聘任為財務總監。於一九九二年至二零零五年，馬先生最初獲健力寶集團（香港）有限公司（一間健力寶飲料的批發及零售商）聘任為會計主任，隨後擔任財務及會計經理。於一九八九年至一九九一年，馬先生獲王氏電路(PTH)有限公司（一間印刷電路板製造商）聘任為助理會計主任，王氏電路(PTH)有限公司當時為王氏國際集團有限公司\*（股份代號：0099）的附屬公司。

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

### 李勅先生

#### **獨立非執行董事**

李勅先生，五十三歲，為本公司獨立非執行董事以及審核委員會及薪酬委員會之成員。李先生於二零一九年十二月加入本集團。李先生於香港及中國在投資及資產管理、收購合併與及企業營運等方面累計擁有超過27年的經驗。李先生於二零零六年畢業於北京大學光華管理學院，獲頒發高級管理人員工商管理碩士學位。



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

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

### MR. PAK WAI KEUNG, MARTIN

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Pak Wai Keung, Martin, aged 56, is an independent non-executive Director, the chairman of the audit committee, a member of each of the nomination committee and the remuneration committee of the Company. Mr. Pak join the Group in February 2019. He has accumulated over 25 years of experience in finance, accounting and corporate governance affairs. Mr. Pak graduated with a Bachelor of Commerce from the Murdoch University, Australia in 1991 and a Master of Corporate Governance from The Hong Kong Polytechnic University in 2009. Mr. Pak is a fellow of the Hong Kong Institute of Certified Public Accountants, an associate member of The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries.

Mr. Pak has been appointed as an independent non-executive director of Nan Nan Resources Enterprise Limited\* (stock code: 1229), Convoy Global Holdings Limited\* (stock code: 1019), Dragon Mining Limited\* (stock code: 1712) and China Huiyuan Juice Group Limited (stock code:1886) with effect from 19 September 2017, 8 December 2017, 5 November 2018 and 12 June 2019 respectively. Mr. Pak was an independent non-executive director of Ta Yang Group Holdings Limited\* (stock code: 1991) during the period from 27 April 2016 to 28 October 2018. The shares of these companies are listed on the Main Board of the Stock Exchange. From January 2017 to August 2018, Mr. Pak has been an independent non-executive director of Trony Solar Holdings Company Limited, trading of its shares on the Main Board of the Stock Exchange has been suspended since 21 June 2012 and was delisted on 23 August 2018.

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

### 白偉強先生

#### 獨立非執行董事

白偉強先生,五十六歲,為本公司獨立非執行董事、審核委員會主席、提名委員會成員及薪酬委員會成員。白先生於二零一九年二月加入本集團。彼累計擁有超過二十五年財務、會計及企業管治的經驗。白先生於一九九一年畢業於澳洲莫道克大學(Murdoch University),獲得商務學士學位,並於二零零九年取得香港理工大學公司管治碩士學位。白先生為香港會計師公會資深會員、英國特許秘書及行政人員公會會員及香港特許秘書公會會員。

白先生分別於二零一七年九月十九日、二零一七年十二月八日、二零一八年十一月五日及二零一九年六月十二日獲委任為南南資源實業有限公司\*(股份代號:1229)、康宏環球控股有限公司\*(股份代號:1019)、龍資源有限公司\*(股份代號:1712)及中國滙源果汁集團有限公司\*(股份代號:1886)的獨立非執行董事,白先生於二零一六年四月二十七日至二零一八年十月二十八日期間擔任大洋集團控股有限公司\*(股份代號:1991)的獨立非執行董事,該等公司的股份在聯交所主板上市。於二零一七年一月至二零一八年八月,白先生為創益太陽能控股有限公司之獨立非執行董事,其股份自二零一二年六月二十一日起於聯交所主板暫停買賣及其上市地位已於二零一八年八月二十三日取消。

### MR. WANG YAN

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Wang Yan, aged 47, is an independent non-executive Director, the chairman of the remuneration committee, and a member of both the audit committee and the nomination committee of the Company. Mr. Wang joined the Group in July 2017. He is currently a director of Sina Corporation ("SINA", ticker: SINA), the shares of which are listed on the Nasdaq Stock Market in the U.S. In April 1996, Mr. Wang founded the SRSnet.com division of Beijing Stone Rich Sight Limited (currently known as Beijing SINA Information Technology Co., Ltd.), one of the subsidiaries of SINA and served as the head of SRS Internet Group from April 1996 to April 1999. From April 1999 to August 1999, Mr. Wang served as the executive deputy general manager for production and business development in China of SINA. From September 1999 to May 2001, Mr. Wang served as the general manager of China operations of SINA. From June 2001 to May 2003, Mr. Wang served as the president of SINA. From May 2003 to May 2006, Mr. Wang served as the chief executive officer of SINA. Since May 2003, Mr. Wang has served as a director of the board of SINA. From May 2006 to September 2012, Mr. Wang served as the vice chairman, deputy chairman and chairman of the board of SINA. Mr. Wang obtained a B.A. in Law from the Université Paris II in France in July 1997.

### SENIOR MANAGEMENT

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

### 汪延先生

#### 獨立非執行董事

汪延先生，四十七歲，為本公司獨立非執行董事，薪酬委員會主席，審核委員會及提名委員會之成員。汪先生於二零一七年七月加入本集團。彼現為新浪公司（「新浪」，股票代號：SINA）之董事，其股份於美國納斯達克股票交易所上市。於一九九六年四月，汪先生創建新浪子公司北京四通利方信息技術有限公司（現名為北京新浪信息技術有限公司）國際網路部，並於一九九六年四月至一九九九年四月任該部部長。自一九九九年四月至一九九九年八月，汪先生任新浪主管中國區產品和業務拓展的執行副總經理。自一九九九年九月至二零零一年五月，汪先生任新浪中國區總經理。自二零零一年六月至二零零三年五月，汪先生任新浪公司總裁。自二零零三年五月至二零零六年五月，汪先生任新浪首席執行官。自二零零三年五月起，汪先生擔任新浪董事會董事。自二零零六年五月至二零一二年九月，汪先生歷任新浪公司副董事長、代理董事長及董事長。汪先生於一九九七年七月獲法國的Université Paris II頒發公法學士學位。

### 高級管理人員

執行董事李寧先生、李春陽先生及李麒麟先生亦為本集團高級管理人員。

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

### DISCLOSURE ON CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, the changes in details of the Directors' information subsequent to the date of the interim report of the Company for the six months ended 30 June 2019 are set out below:

### 有關董事資料變動之披露

根據GEM上市規則第17.50A(1)條，於本公司截至二零一九年六月三十日止六個月之中期報告日期後，董事資料變動詳情載列如下：

Name 姓名	Details of Changes 變動詳情
Mr. Li Ning 李寧先生	appointed as a member of the remuneration committee of the Company with effect from 4 November 2019. Details of the appointment was disclosed in the Company's announcement dated 4 November 2019 re-designated from interim chief executive officer to joint chief executive officer of Li Ning Co* with effect from 2 September 2019 自二零一九年十一月四日起獲委任為本公司薪酬委員會委員。有關委任的詳情於本公司日期為二零一九年十一月四日之公告披露 自二零一九年九月二日起由李寧公司*代理行政總裁調任為聯席行政總裁
Mr. Chan Ling 陳寧先生	resigned as a member of each of the remuneration committee and the executive committee of the Company with effect from 4 November 2019 and resigned as an executive Director with effect from 23 March 2020 自二零一九年十一月四日起辭任本公司薪酬委員會委員及執行委員會委員及自二零二零年三月二十三日起辭任執行董事
Mr. Li Qing 李勅先生	appointed as an independent non-executive Director, and a member of each of the audit committee and the remuneration committee of the Company with effect from 20 December 2019. Details of his appointment were disclosed in the Company's announcement dated 20 December 2019 自二零一九年十二月二十日起獲委任為本公司獨立非執行董事、審核委員會及薪酬委員會委員。有關彼獲委任的詳情於本公司日期為二零一九年十二月二十日之公告披露
Mr. Lien Jown Jing, Vincent 連宗正先生	resigned as an independent non-executive Director and a member of each of the audit committee and the remuneration committee of the Company with effect from 20 December 2019 自二零一九年十二月二十日起辭任本公司獨立非執行董事、審核委員會及薪酬委員會委員

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

\* 此公司之股份於聯交所上市

The Directors present their report and the audited financial statements for the year ended 31 December 2019.

## PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company and its subsidiaries are principally engaged in (i) sports competition and event production and management; (ii) operation of an e-sports club; (iii) sports talent management; (iv) provision of sports-related marketing and consultancy service; (v) operation of sports destinations (including sports parks, sports centres, and ice-skating rinks); and (vi) development, design and sale of sports, health and leisure consumables.

The principal activities and other particulars of the principal subsidiaries of the Company as at 31 December 2019 are set out in Note 37 to the financial statements.

Further discussion and analysis of the business review required by Schedule 5 to the Hong Kong Companies Ordinance for the year ended 31 December 2019 is set out in the Chairman's Statement, the Business Review and the Financial Review of this annual report. This discussion forms part of this Report of the Directors.

## RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2019 and the state of affairs of the Company and the Group as at that date are set out in the financial statements on pages 108 to 208.

On 10 May 2019, a special dividend of HK\$0.148 per Share was paid to the Shareholders and an equivalent amount of the special dividend was paid to the holders of the issued and outstanding convertible bonds of the Company on an as-converted basis. The Directors did not declare an interim dividend and did not recommend the payment of a final dividend for the year ended 31 December 2019.

## DIVIDEND POLICY

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

- (a) financial results of the Company;
- (b) Shareholders' interests;
- (c) general business conditions, strategies and future expansion needs;
- (d) the Company's capital requirements;
- (e) the payment of cash dividends to the Company from its subsidiaries;
- (f) possible effects on liquidity and financial position of the Company; and
- (g) other factors the Board may deem relevant.

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

董事謹此提呈截至二零一九年十二月三十一日止年度之董事會報告及經審核財務報表。

## 主要業務及業務回顧

本公司及其附屬公司主要從事(i)製作及管理體育賽事活動；(ii)經營一家電競俱樂部；(iii)體育人才管理；(iv)提供體育相關市場推廣及諮詢服務；(v)經營體育目的地（包括體育園、運動中心及滑冰場）；及(vi)發展、設計和銷售體育健康休閒消費品。

本公司主要附屬公司於二零一九年十二月三十一日之主要業務及其他詳情，已載於財務報表附註37。

香港公司條例附表5要求對截至二零一九年十二月三十一日止年度之業務回顧的進一步討論及分析載於本年報之主席報告、業務回顧及財務回顧中。此討論構成本董事會報告的一部分。

## 業績及股息

本集團截至二零一九年十二月三十一日止年度之溢利及本公司與本集團於該日之業務狀況，載於財務報表第108至208頁內。

於二零一九年五月十日，本公司向股東派付特別股息每股股份0.148港元及按轉換基準向已發行及未償還可換股債券持有人支付與特別股息的等值金額。董事會並無宣派中期股息，及不建議就截至二零一九年十二月三十一日止年度派付末期股息。

## 股息政策

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

- (a) 本公司的財務業績；
- (b) 股東權益；
- (c) 整體業務狀況、策略及未來擴展需求；
- (d) 本公司的資金需求；
- (e) 本公司附屬公司向本公司派付的現金股息；
- (f) 對本公司流動資金及財務狀況的潛在影響；及
- (g) 董事會可能認為相關的其他因素。

派付股息亦須受任何適用法律及本公司組織章程細則的規限。

### GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 210 of this annual report.

### PROPERTY, PLANT AND EQUIPMENT

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

### SHARE CAPITAL

During the year, the Company issued 16,408,000 Shares upon exercise of share options pursuant to the Company's share option scheme. The consideration received in aggregate for issue of Shares upon the aforesaid exercise of share options amounted to HK\$9,197,600. The convertible note in the aggregate amount of HK\$778,000,000 had been fully redeemed in December 2019.

Details of the share capital, the perpetual convertible bonds and the convertible note during the year are set out in Notes 29, 31 and 27 to the financial statements.

### EQUITY-LINKED AGREEMENTS

In December 2016, the Company had issued to Lake Tai Investment Holdings Limited ("Lake Tai", an indirect wholly-owned subsidiary of China Huarong Asset Management Co., Ltd.) the convertible note in the aggregate principal amount of HK\$778,000,000 (the "Convertible Note") bearing an interest at the rate of 5% per annum and Lake Tai had paid HK\$778,000,000 for subscription of the Convertible Note pursuant to the subscription agreement dated 5 December 2016 entered into between the Company and Lake Tai (the "Subscription Agreement"). The Convertible Note is convertible in full at the initial conversion price of HK\$0.840 per Share into a maximum of 926,190,476 Shares. The details of the issuance of the Convertible Note were set out in the Company's announcement dated 5 December 2016.

### 集團財務概要

本集團於過去五個財政年度之業績及資產與負債概要，載於本年報第210頁。

### 物業、廠房及設備

本公司及本集團於年內之物業、廠房及設備變動，載於財務報表附註12。

### 股本

年內，本公司於根據本公司購股權計劃獲行使購股權後發行16,408,000股股份。於上述購股權獲行使後發行股份之已收代價合共為9,197,600港元。總額為778,000,000港元之可換股票據已於二零一九年十二月獲悉數贖回。

本公司於年內之股本、永久性可換股債券及可換股票據詳情載於財務報表附註29、31及27。

### 股票掛鈎協議

根據本公司與Lake Tai Investment Holdings Limited（「Lake Tai」，為中國華融資產管理股份有限公司之間接全資附屬公司）訂立之日期為二零一六年十二月五日之認購協議（「認購協議」），本公司於二零一六年十二月向Lake Tai發行本金總額為778,000,000港元、按年利率5%計息之可換股票據（「可換股票據」），而Lake Tai已就認購可換股票據支付778,000,000港元。可換股票據按初步換股價每股股份0.840港元悉數兌換為最多926,190,476股股份。有關發行可換股票據之詳情載於本公司日期為二零一六年十二月五日之公告。

The Convertible Notes have been redeemed on 10 December 2019 and none of the principal amount of the Convertible Notes has been converted into conversion Shares. The Company redeemed the outstanding Convertible Notes in whole at a redemption price equal to 100% of the outstanding principal amount of HK\$778,000,000 together with all accrued and unpaid interests thereon plus an additional amount resulting in an internal rate of return on the amount of the Convertible Notes being redeemed at 8.5% per annum and completed all relevant procedures thereafter pursuant to the terms and conditions of the Convertible Notes (as amended by the deed dated 27 November 2019 entered into between the Company and Lake Tai) (the "Full Redemption"). Following the Full Redemption, the Convertible Notes have been cancelled in whole and the Company is discharged from all of its obligations under and in respect of the Convertible Notes. The details of the Full Redemption of the Convertible Notes were set out in the Company's announcement dated 27 November 2019 and 12 December 2019.

For the year ended 31 December 2019, save for the Convertible Note, the Earn-out Convertible Bonds and the Share Option Scheme (as set out in this section and the sections of "Directors' Rights to Acquire Shares or Debentures" and "Share Option Scheme" in this report), the Company has not entered into any equity-linked agreement, nor did any equity-linked agreement subsist at the end of the year.

可換股票據已於二零一九年十二月十日贖回，且概無可換股票據之本金額獲轉換為換股股份。本公司以贖回價贖回全部未償還可換股票據，贖回價等同於全部未償還本金額778,000,000港元連同其所有應計及未付利息，加上以使所贖回可換股票據金額按年利率8.5%計算之內部收益率的額外金額，並根據可換股票據之條款及條件（經本公司與Lake Tai訂立的日期為二零一九年十一月二十七日的契據修訂）完成後續所有相關程序（「悉數贖回」）。於悉數贖回後，可換股票據已被全部註銷，且本公司於可換股票據項下及與其相關的所有責任已解除。有關悉數贖回可換股票據的詳情載列於本公司日期為二零一九年十一月二十七日及二零一九年十二月十二日之公告。

截至二零一九年十二月三十一日止年度，除可換股票據、盈利能力可換股債券及購股權計劃（載於本節及本報告內「董事購買股份或債權證之權利」及「購股權計劃」兩節內）外，本公司並未訂立任何股票掛鈎協議，於年度末亦無任何股票掛鈎協議存續。

### RESERVES

As at 31 December 2019, the Company's reserves available for distribution to Shareholders comprising share premium account less accumulated losses, amounted to approximately HK\$99,324,000 (2018: HK\$1,784,280,000).

Details of movements in the reserves of the Company and the Group during the year are set out in Note 38 to the financial statements and in the consolidated statement of changes in equity on page 111 respectively.

### MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers (including LN Group) accounted for approximately 85% of the total sales for the year and sales to the largest customer included therein accounted for approximately 51% of the total sales.

Purchases from the Group's five largest suppliers accounted for approximately 68% of the total purchases for the year and purchases from the largest supplier included therein accounted for approximately 32% of the total purchases.

As at 31 December 2019, Mr. Li Ning, the Chairman, the Chief Executive Officer and an executive Director, was also deemed under Part XV of the SFO to have personal interest in 11,148,396 LN Shares and 7,482,180 unvested restricted LN Shares under the restricted share award scheme of Li Ning Co, which in aggregate amounted to 18,630,576 LN Shares and underlying LN Shares (representing approximately 0.80% shareholding interest in the share capital of Li Ning Co as at 31 December 2019). Mr. Li Ning is also the executive chairman, the joint chief executive officer and an executive director of Li Ning Co. As at 31 December 2019, Mr. Li Qilin, an executive Director, was also deemed under Part XV of the SFO to have personal interest in 215,200 LN Shares and 860,800 unvested restricted LN Shares under the restricted share award scheme of Li Ning Co, which in aggregate amounted to 1,076,000 LN Shares and underlying LN Shares (representing approximately 0.05% shareholding interest in the share capital of Li Ning Co as at 31 December 2019). He is also an executive director of Li Ning Co.

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

### PRE-EMPTIVE RIGHTS

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

### 儲備

於二零一九年十二月三十一日，本公司可向股東分派之儲備（包括股份溢價賬減累計虧損）約為99,324,000港元（二零一八年：1,784,280,000港元）。

本公司及本集團於年內之儲備變動詳情，分別載於財務報表附註38及第111頁之綜合權益變動表內。

### 主要客戶及供應商

於回顧年內，本集團對五大客戶（包括李寧集團）作出之銷售額佔年內銷售總額約85%，當中對最大客戶作出之銷售額則約佔銷售總額51%。

本集團向五大供應商作出之採購額佔本年度採購總額約68%，當中對最大供應商作出之採購額則約佔採購總額32%。

於二零一九年十二月三十一日，根據證券及期貨條例第XV部，主席、行政總裁及執行董事李寧先生亦被視為於11,148,396股李寧股份及根據李寧公司限制性股份獎勵計劃之7,482,180股未歸屬限制性李寧股份（合共18,630,576股李寧股份及相關李寧股份，於二零一九年十二月三十一日約佔李寧公司股本中之股權0.80%）中擁有個人權益。李寧先生亦為李寧公司之執行主席、聯席行政總裁及執行董事。於二零一九年十二月三十一日，根據證券及期貨條例第XV部，執行董事李麒麟先生亦被視為於215,200股李寧股份及根據李寧公司限制性股份獎勵計劃之860,800股未歸屬限制性李寧股份（合共1,076,000股李寧股份及相關李寧股份，於二零一九年十二月三十一日佔李寧公司股本中之股權約0.05%）中擁有個人權益。彼亦為李寧公司之執行董事。

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

### 優先購買權

本公司註冊所在地開曼群島司法權區並無優先購買權之規定。

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

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

## REDEMPTION OR PURCHASE OR CANCELLATION OF REDEEMABLE SECURITIES

Save as disclosed in the paragraph headed "Equity-Linked Agreements", there was no redemption, purchase or cancellation by the Company or any of its subsidiaries of any redeemable securities of the Company during the year.

## DIRECTORS

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

### Executive Directors

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

Mr. Li Chunyang

Mr. Li Qilin

Mr. Chan Ling

(resigned with effect from 23 March 2020)

### Non-executive Directors

Mr. Ma Wing Man

Mr. Chan James

(resigned with effect from 28 June 2019)

### Independent non-executive Directors

Mr. Li Qing

(appointed with effect from 20 December 2019)

Mr. Pak Wai Keung, Martin

(appointed with effect from 13 February 2019)

Mr. Wang Yan

Mr. Chen Johnny

(resigned with effect from 13 February 2019)

Mr. Lien Jown Jing, Vincent

(resigned with effect from 20 December 2019)

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

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

## 購回、贖回或出售本公司上市證券

本公司或其任何附屬公司於年內概無購回、出售或贖回任何本公司上市證券。

## 贖回或購回或註銷可贖回證券

除「股票掛鈎協議」一段所披露者外，於年內本公司或其任何附屬公司並無贖回、購回或註銷本公司任何可贖回證券。

## 董事

在年內及截至本報告日期止之董事如下：

### 執行董事

李寧先生 (*主席兼行政總裁*)

李春陽先生

李麒麟先生

陳寧先生

(自二零二零年三月二十三日起辭任)

### 非執行董事

馬詠文先生

陳進思先生

(自二零一九年六月二十八日起辭任)

### 獨立非執行董事

李勃先生

(自二零一九年十二月二十日起獲委任)

白偉強先生

(自二零一九年二月十三日起獲委任)

汪延先生

陳志宏先生

(自二零一九年二月十三日起辭任)

連宗正先生

(自二零一九年十二月二十日起辭任)

各董事的任期須根據本公司之組織章程細則輪值告退。

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



### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 35 to 40 of this annual report.

### DIRECTORS' SERVICE CONTRACTS

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

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

### PERMITTED INDEMNITY PROVISION

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

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

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

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

### SHARE OPTION SCHEME

On 29 June 2010, the Company passed an ordinary resolution to adopt a share option scheme (the "Scheme") for the purpose of providing incentives to participants to contribute to the Group and/or to enable the Group to recruit high-calibre employees and/or attract human resources that are valuable to the Group. Participants of the Scheme include employee, officer, agent, consultant, business associate or representative of the Company or any subsidiary or otherwise contributes to the success of the Group, including any executive, non-executive or independent non-executive director of the Company or any subsidiary who, as the Board or a committee comprising Directors and members of the senior management of the Company (the "Committee") (as the case may be) may determine in its absolute discretion, is regarded as valuable human resources of the Group based on his working experience, knowledge in the industry and other relevant factors, and subject to such conditions as the Board or the Committee (as the case may be) may think fit. The Scheme will remain in force for period of 10 years commencing on 29 June 2010.

### 董事及高級管理人員簡歷

董事及本集團高級管理人員之簡歷詳情，載於本年報第35至40頁。

### 董事之服務合約

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

本年度董事之酬金詳情以具名形式載於財務報表附註8。

### 獲准許彌償條文

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

年內，本公司已為董事及本集團行政人員安排適當之董事及行政人員責任險。

### 董事於交易、安排或合約之重大權益

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

### 購股權計劃

於二零一零年六月二十九日，本公司通過一項普通決議案以採納一項購股權計劃（「該計劃」），旨在向為本集團作出貢獻之參與者提供獎勵及／或使本集團可招攬優秀僱員及／或吸引對本集團有價值之人力資源。該計劃之參與者包括本公司或任何附屬公司之僱員、高級職員、代理、顧問、業務伙伴或代表或對本集團成就有所貢獻之其他人士，包括本公司或任何附屬公司任何執行、非執行或獨立非執行董事，而董事會或由本公司董事及高級管理人員組成之委員會（「委員會」）（視情況而定）經考慮其工作經驗、行業知識及其他相關因素以及董事會或委員會（視情況而定）可能認為合適之條件後，可全權酌情決定有關人士是否屬本集團寶貴人力資源。該計劃將於二零一零年六月二十九日起計十年內有效。

The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the number of Shares in issue from time to time. In addition, the total number of Shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the nominal amount of all the Shares in issue as at the date of adoption of the Scheme (the "Scheme Mandate Limit"). The Company may, from time to time, refresh the Scheme Mandate Limit by obtaining the approval of the shareholders in general meeting. Once refreshed, the total number of Shares which may be issued upon exercise of all options to be granted under the Scheme and all other share option schemes of the Company under the limit, as refreshed, must not exceed 10% of the number of Shares in issue as at the date of approval of the refreshment by the Shareholders. The Scheme Mandate Limit amounted to 878,060,472 Shares following the approval of refreshment by the Shareholders on 16 June 2017. As at the date of this report, the total number of Shares available for issue under the Scheme is 752,060,472, representing 8.48% of the existing number of issued Shares.

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

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

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

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

因行使根據該計劃及本公司任何其他購股權計劃所授出惟尚未行使之所有尚未行使購股權而可予發行之股份數目整體上限，合共不得超過不時已發行股份數目之30%。此外，因行使根據該計劃及本公司任何其他購股權計劃將予授出之所有購股權而可予發行之股份總數，合共不得超過採納該計劃當日所有已發行股份面值之10%（「計劃授權上限」）。本公司可不時透過於股東大會上獲得股東批准以更新計劃授權上限。計劃授權上限一經更新，因行使根據該計劃及本公司所有其他購股權計劃將予授出之所有購股權而可予發行之股份總數，根據經更新上限不得超過股東批准更新當日已發行股份數目之10%。經股東於二零一七年六月十六日批准更新後，計劃授權上限為878,060,472股股份。於本報告日期，於該計劃項下可予發行之股份總數為752,060,472股，相當於現有已發行股份數目之8.48%。

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

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

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

購股權並無賦予持有人收取股息或於股東大會投票之權利。

## Report of the Directors 董事會報告

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

於報告年度結算日，該計劃項下尚未行使購股權之變動如下：

	Date of Grant 授出日期	Number of Share Options 購股權數目				Balance as at 31.12.2019 於二零一九年 十二月三十一日 結餘
		Balance as at 1.1.2019 於二零一九年 一月一日結餘	Granted during the year 於年內授出	Exercised during the year 於年內行使	Cancelled/ lapsed during the year <sup>(1)(a)</sup> 於年內註銷/失效 <sup>(1)(a)</sup>	
<b>Directors</b>						
<b>董事</b>						
LI Ning 李寧	02.07.2013 20.01.2017	1,500,000 <sup>(1)</sup> 6,000,000	- -	- -	(1,500,000) (3,000,000)	- 3,000,000 <sup>(2)(a)</sup>
LI Chunyang 李春陽	02.07.2013 20.01.2017	13,000,000 <sup>(1)</sup> 20,000,000	- -	- -	(13,000,000) (10,000,000)	- 10,000,000 <sup>(2)(c)</sup>
LI Qilin 李麒麟	02.07.2013 20.01.2017	2,000,000 <sup>(1)</sup> 87,000,000	- -	- -	(2,000,000) (43,500,000)	- 43,500,000 <sup>(2)(d)</sup>
MA Wing Man 馬詠文	02.07.2013 20.01.2017	1,500,000 <sup>(1)</sup> 6,000,000	- -	(1,500,000) -	- (3,000,000)	- 3,000,000 <sup>(2)(a)</sup>
CHAN Ling (resigned with effect from 23 March 2020) 陳寧 (自二零二零年三月二十三日 起辭任)	02.07.2013 20.01.2017	15,000,000 <sup>(1)</sup> 40,000,000	- -	- -	(15,000,000) (20,000,000)	- 20,000,000 <sup>(2)(b)</sup>
		192,000,000	-	(1,500,000) <sup>(1)(a)</sup>	(111,000,000)	79,500,000
<b>Other employees</b>						
<b>其他僱員</b>						
In aggregate 合計	06.09.2010	2,400,000 <sup>(3)</sup>	-	-	(2,400,000)	-
In aggregate 合計	02.07.2013	23,500,000 <sup>(1)</sup>	-	(9,096,000)	(14,404,000)	-
In aggregate 合計	20.06.2014	9,608,000	-	-	(8,304,000)	1,304,000 <sup>(4)</sup>
In aggregate 合計	20.01.2017	42,280,000	-	(176,000)	(39,704,000)	2,400,000 <sup>(5)</sup>
In aggregate 合計	05.09.2018	60,000,000 <sup>(6)</sup>	-	-	(60,000,000)	-
In aggregate 合計	15.08.2019	-	26,000,000	-	-	26,000,000 <sup>(7)</sup>
In aggregate 合計	06.09.2019	-	40,000,000	-	-	40,000,000 <sup>(8)</sup>
		137,788,000	66,000,000	(9,272,000) <sup>(1)(a)</sup>	(124,812,000)	69,704,000
<b>Other grantees</b>						
<b>其他承授人</b>						
In aggregate 合計	02.07.2013	35,880,000 <sup>(1)</sup>	-	(2,500,000)	(33,380,000)	-
In aggregate 合計	20.01.2017	149,708,000	-	(3,136,000)	(74,622,000)	71,950,000 <sup>(9)</sup>
		185,588,000	-	(5,636,000) <sup>(1)(c)</sup>	(108,002,000)	71,950,000
		515,376,000	66,000,000	(16,408,000)	(343,814,000)	221,154,000

Notes:

- (1) Exercisable period: from 2 July 2016 to 1 July 2019.
- (2) (a) The share options as at 1 January 2019 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. The number of share options under (i), (ii) and (iii) of this note was 0, 1,500,000 and 1,500,000 respectively as at 31 December 2019.
- (b) The share options as at 1 January 2019 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. The number of share options under (i), (ii) and (iii) of this note was 0, 10,000,000 and 10,000,000 respectively as at 31 December 2019.
- (c) The share options as at 1 January 2019 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. The number of share options under (i), (ii) and (iii) of this note was 0, 5,000,000 and 5,000,000 respectively as at 31 December 2019.
- (d) The share options as at 1 January 2019 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. The number of share options under (i), (ii) and (iii) of this note was 0, 21,750,000 and 21,750,000 respectively as at 31 December 2019.

附註：

- (1) 行使期：二零一六年七月二日至二零一九年七月一日。
- (2) (a) 於二零一九年一月一日，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。本附註(i)、(ii)及(iii)項之購股權數目於二零一九年十二月三十一日分別為0份、1,500,000份及1,500,000份。
- (b) 於二零一九年一月一日，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。本附註(i)、(ii)及(iii)項之購股權數目於二零一九年十二月三十一日分別為0份、10,000,000份及10,000,000份。
- (c) 於二零一九年一月一日，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。本附註(i)、(ii)及(iii)項之購股權數目於二零一九年十二月三十一日分別為0份、5,000,000份及5,000,000份。
- (d) 於二零一九年一月一日，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。本附註(i)、(ii)及(iii)項之購股權數目於二零一九年十二月三十一日分別為0份、21,750,000份及21,750,000份。

- (3) The share options as at 1 January 2019 comprised the following: (i) 1,200,000 share options with exercisable period from 6 September 2014 to 5 September 2019; and (ii) 1,200,000 share options with exercisable period from 6 September 2015 to 5 September 2020.
- (4) The share options as at 1 January 2019 comprised the following: (i) 4,804,000 share options with exercisable period from 20 June 2016 to 19 June 2019; and (ii) 4,804,000 share options with exercisable period from 20 June 2017 to 19 June 2020. The number of share options under (i) and (ii) of this note was 0 and 1,304,000 respectively as at 31 December 2019.
- (5) The share options as at 1 January 2019 comprised the following: (i) 20,880,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 10,700,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 10,700,000 share options with exercisable period from 20 January 2019 to 19 January 2021. The number of share options under (i), (ii) and (iii) of this note was 0, 1,200,000 and 1,200,000 respectively as at 31 December 2019.
- (6) The share options comprised the following: (i) 20,000,000 share options with exercisable period from 5 September 2019 to 4 September 2021; (ii) 20,000,000 share options with exercisable period from 5 September 2020 to 4 September 2022; and (iii) 20,000,000 share options with exercisable period from 5 September 2021 to 4 September 2023.
- (7) On 15 August 2019, the Company granted share options entitling subscription of a total of 26,000,000 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\$0.485. The share options comprised the following: (i) 20,000,000 share options with exercisable period from 5 September 2019 to 4 September 2021; (ii) 2,000,000 share options with exercisable period from 15 August 2020 to 14 August 2022; (iii) 2,000,000 share options with exercisable period from 15 August 2021 to 14 August 2023; and (iv) 2,000,000 share options with exercisable period from 15 August 2022 to 14 August 2024.
- (3) 於二零一九年一月一日，購股權包括以下各項：(i)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(ii)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。
- (4) 於二零一九年一月一日，購股權包括以下各項：(i)行使期為二零一六年六月二十日至二零一九年六月十九日之4,804,000份購股權；及(ii)行使期為二零一七年六月二十日至二零二零年六月十九日之4,804,000份購股權。本附註(i)及(ii)項之購股權數目於二零一九年十二月三十一日分別為0份及1,304,000份。
- (5) 於二零一九年一月一日，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20,880,000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10,700,000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10,700,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一九年十二月三十一日分別為0份、1,200,000份及1,200,000份。
- (6) 購股權包括以下各項：(i)行使期為二零一九年九月五日至二零二一年九月四日之20,000,000份購股權；(ii)行使期為二零二零年九月五日至二零二二年九月四日之20,000,000份購股權；及(iii)行使期為二零二一年九月五日至二零二三年九月四日之20,000,000份購股權。
- (7) 於二零一九年八月十五日，本公司根據購股權計劃授出賦予權利可認購合共26,000,000股股份之購股權，股份於緊接上述購股權獲授出之日期前之收市價為0.485港元。購股權包括以下各項：(i)行使期為二零一九年九月五日至二零二一年九月四日之20,000,000份購股權；(ii)行使期為二零二零年八月十五日至二零二二年八月十四日之2,000,000份購股權；(iii)行使期為二零二一年八月十五日至二零二三年八月十四日之2,000,000份購股權；及(iv)行使期為二零二二年八月十五日至二零二四年八月十四日之2,000,000份購股權。

- (8) On 6 September 2019, the Company granted share options entitling subscription of a total of 40,000,000 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\$0.49. The share options comprised of the following: (i) 20,000,000 share options with exercisable period from 5 September 2020 to 4 September 2022; and (ii) 20,000,000 share options with exercisable period from 5 September 2021 to 4 September 2023.
- (9) The share options as at 1 January 2019 comprised the following: (i) 74,758,000 share options with exercisable period from 20 January 2017 to 19 January 2019; (ii) 37,475,000 share options with exercisable period from 20 January 2018 to 19 January 2020; and (iii) 37,475,000 share options with exercisable period from 20 January 2019 to 19 January 2021. The number of share options under (i), (ii) and (iii) of this note was 0, 35,975,000 and 35,975,000 respectively as at 31 December 2019.
- (10) The Company cancelled 60,000,000 share options which were granted on 5 September 2018. There were 283,814,000 share options lapsed during the year ended 31 December 2019.
- (11) (a) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.79.  
 (b) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.69.  
 (c) The weighted average closing price immediately before the dates on which the share options were exercised was HK\$0.74.
- (12) The exercise prices of the share options are as follows:
- (8) 於二零一九年九月六日，本公司根據購股權計劃授出賦予權利可認購合共40,000,000股股份之購股權，股份於緊接上述購股權獲授出之日期前之收市價為0.49港元。購股權包括以下各項：(i)行使期為二零二零年九月五日至二零二二年九月四日之20,000,000份購股權；及(ii)行使期為二零二一年九月五日至二零二三年九月四日之20,000,000份購股權。
- (9) 於二零一九年一月一日之購股權包括以下各項：(i)行使期為二零一七年一月二十日至二零一九年一月十九日之74,758,000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37,475,000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37,475,000份購股權。本附註(i)、(ii)及(iii)項之購股權數目於二零一九年十二月三十一日分別為0份、35,975,000份及35,975,000份。
- (10) 本公司已註銷於二零一八年九月五日授出的60,000,000份購股權。於截至二零一九年十二月三十一日止年度，有283,814,000份購股權已失效。
- (11) (a) 於緊接購股權獲行使日期前之加權平均收市價為0.79港元。  
 (b) 於緊接購股權獲行使日期前之加權平均收市價為0.69港元。  
 (c) 於緊接購股權獲行使日期前之加權平均收市價為0.74港元。
- (12) 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)
06.09.2010	4.15
02.07.2013	0.50
20.06.2014	0.80
20.01.2017	0.80
05.09.2018	0.94
15.08.2019	0.478
06.09.2019	0.49

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

As at 31 December 2019, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive of the Company were deemed or taken to have under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

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

**董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉**

於二零一九年十二月三十一日，本公司之董事及行政總裁於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉（包括本公司董事及行政總裁根據證券及期貨條例有關條文被視為或當作擁有之權益及淡倉），或必須及已記錄於本公司根據證券及期貨條例第352條所存置登記冊之權益及淡倉，或根據GEM上市規則第5.46至5.67條所述有關董事買賣之規定標準須知會本公司及聯交所之權益及淡倉如下：

**於本公司股份、相關股份及債權證之好倉**

Directors	Capacity	Number of Shares/ underlying Shares held 所持股份／相關股份數目			Number of share options held <sup>(3)</sup>	Total interests	Approximate percentage of shareholding as at 31 December 2019 於二零一九年 十二月三十一日 所持股權 概約百分比
		Nature of interests 權益性質		Corporate interest			
		Personal interest	Corporate interest				
董事	身份	個人權益	公司權益	所持 購股權數目 <sup>(3)</sup>	權益總額		
Mr. Li Ning 李寧先生	Beneficial owner 實益擁有人	21,508,000	-	3,000,000	}	8,236,951,151	92.92%
	Interest of controlled corporation 受控制法團權益	-	8,212,443,151 <sup>(1)</sup>	-			
Mr. Li Chunyang 李春陽先生	Beneficial owner 實益擁有人	13,067,669	-	10,000,000		23,067,669	0.26%
Mr. Li Qilin 李麒麟先生	Beneficiary of trusts 信託受益人	6,080,022,769 <sup>(2)</sup>	-	-			
	Beneficial owner 實益擁有人	-	-	43,500,000		6,123,522,769	69.08%
Mr. MA Wing Man 馬詠文先生	Beneficial owner 實益擁有人	1,544,000	-	3,000,000		4,544,000	0.05%
Mr. CHAN Ling (resigned with effect from 23 March 2020) 陳寧先生(自二零二零年 三月二十三日起辭任)	Beneficial owner 實益擁有人	63,287,669	-	20,000,000		83,287,669	0.94%

### 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 as follows:
  - (a) the long position of 2,132,420,382 Shares is held by Lead Ahead, which is owned as to 60% by Mr. Li Ning and 40% by Mr. Li Chun. Mr. Li Ning is also a director of Lead Ahead;
  - (b) the long position of 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：
  - (a) 2,132,420,382股股份好倉由Lead Ahead持有，而Lead Ahead由李寧先生及李進先生分別擁有60%及40%股權。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 TMF and as to 40% by TMF, each as the trustee of separate discretionary trust. Mr. Li Ning is the 60% shareholder of Dragon City and a founder of the unit trust and is therefore deemed to be interested in such 3,351,440,000 Shares. Mr. Li Ning is a director of Dragon City.

2. See note 1(b) and note 1(c) under "Interests and short positions of substantial shareholders and other persons in the share capital of the Company" below.

3. These represented the share options granted by the Company to the respective Directors, the details of which are provided in the section headed "Share Option Scheme" in this report.

Save as disclosed above, none of the Directors nor the chief executive of the Company had, as at 31 December 2019, 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1,351,440,000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TMF作為各獨立酌情信託的受託人而分別擁有60%及40%。李寧先生為持有Dragon City 60%權益之股東及單位信託之創立人，因此被視為於該等3,351,440,000股股份中擁有權益。李寧先生為Dragon City之董事。

2. 見下文「主要股東及其他人士於本公司股本中的權益及淡倉」項下之附註1(b)及附註1(c)。

3. 指本公司向各董事授出之購股權，有關詳情載述於本報告「購股權計劃」一節。

除上文披露者外，於二零一九年十二月三十一日，本公司董事及行政總裁概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文彼等被視為或當作擁有之權益或淡倉），或必須及已記錄於本公司根據證券及期貨條例第352條所存置登記冊之權益或淡倉，或根據GEM上市規則第5.46條至第5.67條所述有關董事買賣之規定標準須知會本公司及聯交所之權益或淡倉。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

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

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

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

## 董事購買股份或債權證之權利

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

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

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

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

### CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS

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

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

As at 31 December 2019, so far as was known to the Directors, the interests and short positions of the persons (other than the interests and short positions of the Directors or chief executive of the Company as disclosed above) in the shares and/or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company are set out below:

#### Long positions in the Shares and underlying Shares

Capacity 身份	Number of Shares/underlying Shares held 所持股份/ 相關股份之數目	Approximate percentage of shareholdings as at 31 December 2019 於二零一九年 十二月三十一日 所持股權概約百分比
<b>Substantial Shareholders</b> 主要股東		
Mr. LI Chun <sup>(1)</sup> 李進先生 <sup>(1)</sup>	Interest of controlled corporation 受控制法團權益	8,212,443,151 92.65%
Lead Ahead <sup>(2)</sup>	Beneficial owner 實益擁有人	2,132,420,382 24.06%
Victory Mind Assets <sup>(3)</sup>	Beneficial owner 實益擁有人	2,728,582,769 30.78%
Ace Leader <sup>(3)</sup>	Interest of controlled corporation 受控制法團權益	2,728,582,769 30.78%
Jumbo Top <sup>(3)</sup>	Interest of controlled corporation 受控制法團權益	2,728,582,769 30.78%
Dragon City <sup>(4)</sup>	Trustee 受託人	3,351,440,000 37.81%
TMF <sup>(3)(4)</sup>	Trustee 受託人	6,080,022,769 68.59%
<b>Other Persons</b> 其他人士		
Mr. MA Chi Seng 馬志成先生	Beneficial owner 實益擁有人	543,500,000 <sup>(5)</sup> 6.13%

### 控股股東於合約之權益

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

### 主要股東及其他人士於本公司股本之權益及淡倉

於二零一九年十二月三十一日，據董事所知，除上文所披露之本公司董事或行政總裁擁有之權益及淡倉外，以下人士於本公司股份及／或相關股份中擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊或已另行知會本公司之權益及淡倉：

#### 於股份及相關股份之好倉

Notes:

1. Mr. Li Chun is deemed to be interested in the long positions of 8,212,443,151 Shares in aggregate through his interests in Lead Ahead, Victory Mind Assets and Dragon City, respectively as follows:
  - (a) the long position of 2,132,420,382 Shares is held by Lead Ahead, which is owned as to 60% by Mr. Li Ning and 40% by Mr. Li Chun;
  - (b) the long position of 2,728,582,769 Shares in which Victory Mind Assets is interested in comprises (i) 1,680,022,769 Shares held by Victory Mind Assets and (ii) 1,048,560,000 Shares which may be issued on the basis of a full exercise of conversion rights at a conversion price of HK\$0.325 per Share attaching to the convertible bonds issued to Victory Mind Assets by the Company in November 2013. Victory Mind Assets is owned as to 57% by Ace Leader and 38% by Jumbo Top. All shares of Jumbo Top are held by TMF in its capacity as trustee of a discretionary trust. Mr. Li Chun is the settlor of the trust and is therefore deemed to be interested in such 2,728,582,769 Shares. Mr. Li Qilin is a beneficiary of the trust and is also therefore deemed to be interested in such 2,728,582,769 Shares. Mr. Li Chun is also a director of each of Victory Mind Assets and Jumbo Top; and
  - (c) the long position of 3,351,440,000 Shares in which Dragon City is interested in comprises (i) 2,000,000,000 Shares held by Dragon City and (ii) 1,351,440,000 Shares which may be issued on the basis of a full exercise of conversion rights at a conversion price of HK\$0.325 per Share attaching to the convertible bonds issued to Dragon City by the Company in November 2013. Dragon City is interested in such 3,351,440,000 Shares in its capacity as trustee of a unit trust, the units of which are owned as to 60% by TMF and as to 40% by TMF, each as the trustee of a separate discretionary trust. Mr. Li Qilin is a beneficiary of one of the said separate trusts and is also therefore deemed to be interested in such 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.

附註：

1. 李進先生透過以下於Lead Ahead、Victory Mind Assets及Dragon City分別持有權益而被視為擁有合共8,212,443,151股股份好倉之權益：
  - (a) 2,132,420,382股股份好倉由Lead Ahead持有，而Lead Ahead由李寧先生及李進先生分別擁有60%及40%股權；
  - (b) Victory Mind Assets擁有2,728,582,769股股份好倉權益，當中包括(i)Victory Mind Assets所持有之1,680,022,769股股份及(ii)因本公司於二零一三年十一月向Victory Mind Assets發行之可換股債券所附帶之轉換權按轉換價每股股份0.325港元獲悉數行使而可予發行之1,048,560,000股股份。Victory Mind Assets分別由Ace Leader及Jumbo Top擁有57%及38%權益。Jumbo Top全部股份由TMF以酌情信託之受託人身份持有。李進先生為該信託之創立人，因此被視為於上述2,728,582,769股股份中擁有權益。李麒麟先生為該信託之受益人，因此亦被視為於上述2,728,582,769股股份中擁有權益。李進先生亦為Victory Mind Assets及Jumbo Top各自之董事；及
  - (c) Dragon City擁有3,351,440,000股股份好倉權益，當中包括(i)Dragon City持有之2,000,000,000股股份及(ii)因本公司於二零一三年十一月向Dragon City發行之可換股債券所附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1,351,440,000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TMF作為各獨立酌情信託的受託人而分別擁有60%及40%。李麒麟先生為上述其中一個獨立信託之受益人，因此亦被視為於上述3,351,440,000股股份中擁有權益。李進先生被視為擁有Dragon City之40%的股份權益，因此被視為於上述3,351,440,000股股份中擁有權益。李進先生為Dragon City之董事。

## Report of the Directors 董事會報告

- 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.
  - See note 1(b) under "Interests and short positions of directors and the chief executive in the shares and underlying shares and debentures of the Company and its associated corporations" and note 1(b) above. For avoidance of doubt and double counting, it should be noted that Ace Leader, Jumbo Top and TMF are deemed to be interested in the 2,728,582,769 Shares which Victory Mind Assets is interested in.
  - See note 1(c) under "Interests and short positions of directors and the chief executive in the shares and underlying shares and debentures of the Company and its associated corporations" and note 1(c) above. TMF is deemed to be interested in the 3,351,440,000 Shares which Dragon City is interested in.
  - Mr. Ma Chi Seng was interested in 500,000,000 Shares and the share options of the Company entitling to subscribe for a total of 102,000,000 Shares as at 2 July 2018. Following the lapse of some of his share options entitling to subscribe for a total of 58,500,000 Shares during the year ended 31 December 2019, Mr. Ma Chi Seng was interested in 500,000,000 Shares and the share options of the Company entitling to subscribe for a total of 43,500,000 Shares as at 31 December 2019.
  - 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 a long position of unlisted and physically settled derivative interests in 926,190,476 underlying Shares (representing approximately 10.45% of the total no. of issued Shares as at 31 December 2019) held by Lake Tai 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. On 10 December 2019, the Company has redeemed from Lake Tai the convertible note in the principal amount of HK\$778,000,000 carrying a right for conversion into 926,190,476 Shares and cancelled the convertible note in whole.
- 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。
  - 見「董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉」一節附註1(b)及上文附註1(b)。為免生疑問及重複計算，謹請留意Ace Leader、Jumbo Top及TMF被視為於Victory Mind Assets所擁有權益之2,728,582,769股股份中擁有權益。
  - 見「董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉」一節附註1(c)及上文附註1(c)。TMF被視為於Dragon City所擁有權益之3,351,440,000股股份中擁有權益。
  - 於二零一八年七月二日，馬志成先生於500,000,000股股份及本公司購股權（賦予權利可認購合共102,000,000股股份）中擁有權益。截至二零一九年十二月三十一日止年度，於其部分購股權（賦予權利可認購合共58,500,000股股份）失效後，於二零一九年十二月三十一日，馬志成先生於500,000,000股股份及本公司購股權（賦予權利可認購合共43,500,000股股份）中擁有權益。
  - 根據中華人民共和國財政部（「財政部」）向聯交所提交之法團大股東通知書，財政部被視作於Lake Tai持有之926,190,476股相關股份（於二零一九年十二月三十一日約佔已發行股份總數之10.45%）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則由華融（香港）國際控股有限公司全資擁有。中國華融國際控股有限公司分別由華融置業有限責任公司（「華融置業」）及華融致遠投資管理有限責任公司（「華融致遠」）擁有88.10%及11.90%權益。華融置業及華融致遠均由中國華融資產管理股份有限公司全資擁有，而中國華融資產管理股份有限公司則由財政部擁有77.49%權益。於二零一九年十二月十日，本公司已向Lake Tai贖回本金額778,000,000港元的可換股票據（附有可轉換為926,190,476股股份的權利）且已註銷全部可換股票據。

As at 31 December 2019, save as disclosed above, so far as was known to the Directors, no other person (other than the Directors or chief executive of the Company) had any interests or short position in the shares and/or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as notified to the Company.

### MANAGEMENT CONTRACTS

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

### GROUP'S EMOLUMENT POLICY

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

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

The existing share option scheme was adopted by the Company in 2010 as an incentive to directors and eligible participants, details of the scheme are set out in the section headed "Share Option Scheme" on pages 46 to 51 of this annual report.

### CONNECTED TRANSACTION

Pursuant to the sale and purchase agreement dated 22 July 2019 (the "Sale and Purchase Agreement") and the supplemental agreement dated 22 November 2019 entered into among Lion Woods Limited (the "Seller"), Viva China Community Development Holdings Limited (the "Buyer") and Mr. Li Chun as the guarantor of the Seller in relation to the acquisition of the entire share capital of Rise Mode Investments Limited ("Rise Mode", which together with its subsidiaries, the "Rise Mode Group") at a consideration of HK\$290 million (the "Acquisition") and a letter of extension dated 9 October 2019 entered into between the Seller and the Buyer for extension of the long stop date of the Acquisition from 31 October 2019 to 31 December 2019, the Acquisition was completed in December 2019.

於二零一九年十二月三十一日，除上文披露者外，就董事所知，概無其他人士（除董事或本公司行政總裁外）於本公司股份及／或相關股份中，擁有任何本公司根據證券及期貨條例第336條規定須存置之登記冊記錄或已另行知會本公司之權益或淡倉。

### 管理合約

年內概無簽署或存在任何涉及本集團全部或任何重大部分業務之管理及行政之合約。

### 本集團之薪酬政策

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

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

本公司於二零一零年採納現有購股權計劃，以獎勵董事及合資格參與人士。計劃詳情載於本年報第46頁至51頁「購股權計劃」一節。

### 關連交易

根據Lion Woods Limited（「賣方」）、非凡中國社區開發控股有限公司（「買方」）及李進先生（作為賣方之擔保人）訂立之日期為二零一九年七月二十二日之買賣協議（「買賣協議」）及二零一九年十一月二十二日之補充協議，內容有關以代價290,000,000港元收購昇進投資有限公司（「昇進」，連同其附屬公司統稱「昇進集團」）的全部已發行股本（「收購事項」）以及賣方與買方訂立日期為二零一九年十月九日的延長函件以將收購事項的最後截止日期由二零一九年十月三十一日延長至二零一九年十二月三十一日，而收購事項已於二零一九年十二月完成。

The Rise Mode Group is principally engaged in the business of management and operation of ice skating rinks in the PRC. The Rise Mode Group could provide additional leisure sports destination to the Group's customers apart from Li Ning Sports Park and Li Ning Sports Centre. The Acquisition is a strategic initiative in line with the Group's business strategy of sports destination development, and will further diversify and enrich its sports destination portfolio by improving the number, variety, service offering and nationwide coverage of the sports destinations operated by the Group. In addition, the Rise Mode Group is one of the leading ice-skating brands in the PRC with mature operation, experienced management and healthy financial performance. Leveraging the Rise Mode Group's strong reputation and proven track record in winter sports industry, the Group expects that the Acquisition will create synergy among its businesses, and bring in additional commercial opportunities for its existing sports destination network and other sports-related resources.

As the Seller is wholly owned by Mr. Li Chun who is an elder brother of Mr. Li Ning and the father of Mr. Li Qilin (both Mr. Li Ning and Mr. Li Qilin are executive Directors), the Seller and Mr. Li Chun are associates of Mr. Li Ning and Mr. Li Qilin and are therefore connected persons of the Company under the GEM Listing Rules. The Acquisition constitutes a connected transaction of the Company under the GEM Listing Rules and details of which are set out in the announcements of the Company dated 22 July 2019, 9 October 2019 and 22 November 2019 and the circular 27 November 2019.

### CORPORATE GOVERNANCE

The Company is committed to achieving and maintaining a high standard of corporate governance and a detailed corporate governance report is set out on pages 63 to 74 of this annual report.

The compliance officer of the Company is Mr. Li Ning whose biographical details are set out on page 35 of this annual report. Mr. Cheung Chi is the company secretary and the chief financial officer of the Company. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and has over 25 years of experience in financial management, corporate finance and administrative management.

### ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

In addition to the discussions on the Group's environmental policies and performance in the Business Review of this annual report, an environmental, social and governance report which explains how the Company complies with the environmental, social and governance reporting guide in Appendix 20 to the GEM Listing Rules is set out on pages 75 to 100 of this annual report.

昇進集團主要於中國從事管理及營運滑冰場業務。昇進集團為本集團之客戶提供李寧體育園及李寧運動中心以外的其他休閒體育目的地。收購事項乃符合本集團發展體育目的地的業務策略之一個策略性舉措，並將透過完善本集團旗下營運的體育目的地之數量、品類、服務及全國覆蓋範圍，進一步多元化及豐富本集團的體育目的地組合。此外，昇進集團為中國領先的滑冰品牌之一，擁有成熟的業務、經驗豐富的管理層以及穩健的財務表現。憑藉昇進集團於冰雪運動行業的良好聲譽及可靠往績，本集團預期收購事項將為旗下各業務帶來協同效益，並為現有之體育目的地網絡和其他體育相關資源帶來更多商機。

由於賣方由李進先生（為李寧先生之胞兄及李麒麟先生之父親，而李寧先生及李麒麟先生均為執行董事）全資擁有，賣方及李進先生為李寧先生及李麒麟先生之聯繫人，並因此為GEM上市規則項下本公司之關連人士。收購事項構成GEM上市規則項下本公司之關連交易，及有關詳情載列於本公司日期為二零一九年七月二十二日、二零一九年十月九日及二零一九年十一月二十二日之公告及二零一九年十一月二十七日之通函。

### 企業管治

本公司致力於實現及維持高水準之企業管治，企業管治報告之詳情載於本年報第63至74頁。

本公司監察主任為李寧先生，其履歷詳情載於本年報第35頁。張智先生為本公司之公司秘書及首席財務官。彼為香港會計師公會及特許公認會計師公會的資深會員，並於財務管理、企業融資及行政管理方面積逾25年經驗。

### 環境、社會及管治報告

除於本年報業務回顧中有關本集團之環境政策及表現之討論外，解釋本公司遵守GEM上市規則附錄20中之環境、社會及管治報告指引的情況的環境、社會及管治報告載於本年報第75至第100頁。

**DIRECTORS' INTERESTS IN COMPETING BUSINESSES**

During the year 2019 and up to the date of this report, according to the GEM Listing Rules, the following Directors have interests in the following businesses which are considered to compete or are likely to compete, either directly or indirectly, with the businesses of the Group other than those businesses where the Directors of the Company were appointed as directors to represent the interests of the Company and/or the Group:

**董事於競爭業務之權益**

於二零一九年度內及直至本報告日期，除本公司的董事獲委任為有關業務的董事以代表本公司及／或本集團的利益外，根據GEM上市規則，下列董事擁有下列被視為與本集團業務直接或間接構成競爭或可能構成競爭的業務的權益：

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

Note:

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

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

附註：

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

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



### PUBLIC FLOAT

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

### AUDITOR

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

By Order of the Board

**Li Ning**

*Chairman and Chief Executive Officer*

Hong Kong, 27 March 2020

### 公眾持股量

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

### 核數師

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

承董事會命

主席及行政總裁

**李寧**

香港，二零二零年三月二十七日

The Company is committed to achieving and maintaining a high standard of corporate governance. Throughout the financial year ended 31 December 2019, the Company had complied with the code provisions in the Corporate Governance Code ("CG Code") as set out in Appendix 15 of the GEM Listing Rules, save for the disclosure below.

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

In respect of the code provision A.6.7 of the CG Code, independent non-executive Directors and other non-executive Directors generally should attend the general meetings of the Company. One non-executive Director and two independent non-executive Directors were unable to attend the annual general meeting of the Company held on 14 June 2019 due to overseas engagement. Two independent non-executive Directors were unable to attend the extraordinary general meeting of the Company held on 19 December 2019 due to overseas engagement.

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

## BOARD OF DIRECTORS

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

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

本公司致力達致及維持高水平之企業管治。除下文披露者外，於截至二零一九年十二月三十一日止財政年度全年，本公司一直遵守GEM上市規則附錄15所載企業管治守則（「企業管治守則」）之守則條文。

企業管治守則第A.2.1條守則條文規定，主席及行政總裁之角色分開及不應由同一人擔任。李寧先生擔任主席兼行政總裁之職務。經考慮李先生於運動領域之豐富知識專長及眼光後，此兩個職務由李先生擔任，可令本集團之整體業務規劃及業務決策和策略的實施更切實有效及更具效率。董事會相信權力及授權之平衡乃由董事會之運作確保，當中成員皆富經驗及有才幹之人士，且董事會組合具備充分之獨立元素，其中超過三分之一為獨立非執行董事。

根據企業管治守則第A.6.7條守則條文，獨立非執行董事及其他非執行董事一般而言應出席本公司股東大會。一名非執行董事及兩名獨立非執行董事由於海外事務未克出席本公司於二零一九年六月十四日舉行之股東週年大會。兩名獨立非執行董事由於海外事務未克出席本公司於二零一九年十二月十九日舉行之股東特別大會。

本公司應用企業管治守則有關原則於下節載列。

## 董事會

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

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

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

### Chairman and Chief Executive Officer

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

### Non-Executive Directors

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

### Independent Non-Executive Directors

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

### Board Composition and Board Processes

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

董事會目前包括三名執行董事（「執行董事」）、一名非執行董事（「非執行董事」）及三名獨立非執行董事（「獨立非執行董事」）。董事會在技能及經驗以及執行董事與非執行董事之組成之間取得平衡。

### 主席及行政總裁

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

### 非執行董事

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

### 獨立非執行董事

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

### 董事會組成及董事會會議程序

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

The composition of the Board together with the information in relation to the number of meetings of the Board and each of its committees, namely, the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee"), the nomination committee (the "Nomination Committee") and the executive committee (the "Executive Committee"), and the general meetings of the Company held during the year 2019 and the attendance of each Director are set out in the following table:

董事會組成連同本公司於二零一九年舉行之董事會及其各委員會（即審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）、執行委員會（「執行委員會」）及股東大會之會議次數之有關資料以及各董事出席情況載於下表：

		Meetings held in 2019 於二零一九年舉行之會議					Annual General Meeting 股東 週年大會	Extraordinary General Meeting 股東 特別大會
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Executive Committee 執行委員會		
<b>Number of meetings</b>	<b>會議次數</b>	<b>7</b>	<b>4</b>	<b>1</b>	<b>1</b>	<b>4</b>	<b>1</b>	<b>1</b>
<b>Executive Directors</b>	<b>執行董事</b>							
Mr. Li Ning (Chairman & Chief Executive Officer) <sup>2</sup>	李寧先生 (主席兼行政總裁) <sup>2</sup>	6/7		1/1	1/1	4/4	1/1	0/1
Mr. Li Chunyang	李春陽先生	7/7				4/4	1/1	1/1
Mr. Li Qilin <sup>2</sup>	李麒麟先生 <sup>2</sup>	6/7				1/4	1/1	0/1
Mr. Chan Ling (resigned with effect from 23 March 2020)	陳寧先生(自二零二零年三月二十三日起辭任)	6/7				1/4	1/1	1/1
<b>Non-executive Directors</b>	<b>非執行董事</b>							
Mr. Ma Wing Man	馬詠文先生	7/7	4/4				1/1	1/1
Mr. Chan James (resigned with effect from 28 June 2019)	陳進思先生(自二零一九年六月二十八日起辭任)	4/4					0/1	0/0
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>							
Mr. Li Qing <sup>3</sup> (appointed with effect from 20 December 2019)	李勅先生 <sup>3</sup> (自二零一九年十二月二十日起獲委任)	0/0	0/0	0/0			0/0	0/0
Mr. Pak Wai Keung, Martin <sup>3</sup> (appointed with effect from 13 February 2019)	白偉強先生 <sup>3</sup> (自二零一九年二月十三日起獲委任)	6/7	4/4	1/1	1/1		1/1	1/1
Mr. Wang Yan	汪延先生	5/7	3/4	0/1	0/1		0/1	0/1
Mr. Chen Johnny <sup>4</sup> (resigned with effect from 13 February 2019)	陳志宏先生 <sup>4</sup> (自二零一九年二月十三日起辭任)	0/0	0/0	0/0	0/0		0/0	0/0
Mr. Lien Jown Jing, Vincent <sup>6</sup> (resigned with effect from 20 December 2019)	連宗正先生 <sup>6</sup> (自二零一九年十二月二十日起辭任)	6/7	4/4	0/1			0/1	0/1

Notes:

- The attendance figure represents actual attendance/the number of meetings a Director is entitled to attend.
- Mr. Li Qilin is the nephew of Mr. Li Ning, the Chairman, the Chief Executive Officer and an Executive Director.
- Mr. Pak Wai Keung was appointed as an independent non-executive Director and the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee with effect from 13 February 2019.

附註：

- 出席次數指董事實際出席之次數／有權出席之會議之次數。
- 李麒麟先生為主席、行政總裁兼執行董事李寧先生之侄。
- 白偉強先生自二零一九年二月十三日起獲委任為獨立非執行董事、審核委員會主席、提名委員會成員及薪酬委員會成員。

## Corporate Governance Report 企業管治報告

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|---|--|
| <p>4. Mr. Chen Johnny resigned as an independent non-executive Director, the chairman of the Audit Committee, a member of each of the Nomination Committee and the Remuneration Committee with effect from 13 February 2019.</p> <p>5. Mr. Li Qing was appointed as an independent non-executive Director and a member of each of the Audit Committee and the Remuneration Committee with effect from 20 December 2019.</p> <p>6. Mr. Lien Jown Jing, Vincent resigned as an independent non-executive Director and a member of each of the Audit Committee and the Remuneration Committee with effect from 20 December 2019.</p> | <p>4. 陳志宏先生自二零一九年二月十三日起辭任獨立非執行董事、審核委員會主席、提名委員會成員及薪酬委員會成員的職務。</p> <p>5. 李勅先生自二零一九年十二月二十日起獲委任為獨立非執行董事、審核委員會及薪酬委員會成員。</p> <p>6. 連宗正先生自二零一九年十二月二十日起辭任獨立非執行董事、審核委員會及薪酬委員會成員的職務。</p> |
|---|--|

### Directors' Continuous Professional Development

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

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

### 董事之持續專業發展

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

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

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

#### Executive Directors

Mr. Li Ning (Chairman & Chief Executive Officer)  
Mr. Li Chunyang  
Mr. Li Qilin  
Mr. Chan Ling (resigned with effect from 23 March 2020)

#### 執行董事

李寧先生(主席兼行政總裁)  
李春陽先生  
李麒麟先生  
陳寧先生(自二零二零年三月二十三日起辭任)

✓  
✓  
✓  
✓

#### Non-executive Directors

Mr. Ma Wing Man  
Mr. Chan James (resigned with effect from 28 June 2019)

#### 非執行董事

馬詠文先生  
陳進思先生(自二零一九年六月二十八日起辭任)

✓  
N/A不適用

#### Independent Non-executive Directors

Mr. Li Qing (appointed with effect from 20 December 2019)  
Mr. Pak Wai Keung, Martin (appointed with effect from 13 February 2019)  
Mr. Wang Yan  
Mr. Chen Johnny (resigned with effect from 13 February 2019)  
Mr. Lien Jown Jing, Vincent (resigned with effect from 20 December 2019)

#### 獨立非執行董事

李勅先生(自二零一九年十二月二十日起獲委任)  
白偉強先生(自二零一九年二月十三日起獲委任)  
汪延先生  
陳志宏先生(自二零一九年二月十三日起辭任)  
連宗正先生(自二零一九年十二月二十日起辭任)

✓  
✓  
✓  
N/A不適用  
N/A不適用

### Directors' Securities Transactions

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

The Company has made specific enquiry with all Directors, and the Directors have confirmed compliance with the Required Standard during the year ended 31 December 2019.

Specific employees who are likely to be in possession of unpublished inside information of the Group are also subject to compliance with the same Required Standard. No incident of non-compliance was noted by the Company for the year ended 31 December 2019.

### BOARD COMMITTEES

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

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

### Nomination Committee

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

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

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

### 董事進行證券交易

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

本公司已向全體董事作出具體查詢，而董事亦已確認於截至二零一九年十二月三十一日止年度一直遵守交易必守標準。

可能擁有本集團未刊發內幕消息之個別僱員亦須遵守相同之交易必守標準。本公司於截至二零一九年十二月三十一日止年度概無發現有未遵守事件。

### 董事委員會

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

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

### 提名委員會

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

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

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

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

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

In 2019, the Company was pleased to welcome Mr. Pak Wai Keung, Martin and Mr. Li Qing to the Board. The extensive experience of Mr. Pak in finance, accounting and corporate governance affairs and Mr. Li Qing in investment and asset management, merge and acquisition and business operation would boost diversity to the Board.

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

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

於二零一九年，本公司欣然歡迎白偉強先生及李勅先生加入董事會。白先生在財務、會計及企業管治事務方面及李勅先生在投資及資產管理、收購合併及企業營運方面的豐富經驗將進一步促進董事會的多元化。

### Summary and Measurable Objectives of the Board Diversity Policy

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

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

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

### Remuneration Committee

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

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

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

### 董事會多元化政策之概要及可計量目標

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

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

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

### 薪酬委員會

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

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

釐定董事之薪酬待遇會考慮各項因素（如董事之時間承擔及責任）並參考香港上市公司一般向具相若才幹及工作責任之董事支付之酬金水平，以確保一個合宜及恰當之公正兼具競爭力之薪酬待遇。年內，薪酬委員會已(i) 檢討董事之薪酬待遇，(ii) 批准調整一位執行董事的薪金及對兩位執行董事提供住房津貼及(iii) 參考新獨立非執行董事的學歷、經驗及於本集團的職責向董事會建議新獨立非執行董事的董事袍金。



### Executive Committee

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

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

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

### Audit Committee

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

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

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

### 執行委員會

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

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

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

### 審核委員會

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

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

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

## COMPANY SECRETARY

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

## ACCOUNTABILITY AND AUDIT

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

In preparing the accounts for the year ended 31 December 2019, the Directors have selected suitable accounting policies and applied them consistently, approved adoption of all Hong Kong Financial Reporting Standards, made judgments and estimates that are appropriate, and prepared the accounts on a going concern basis.

The responsibilities of the external auditor about their financial reporting are set out in the independent auditor's report on pages 101 to 107 of this annual report.

## AUDITOR'S REMUNERATION

During the year ended 31 December 2019, the total fee paid and payable to PricewaterhouseCoopers in relation to the audit and other services for the financial year ended 31 December 2019, amounted to HK\$3,517,000 and HK\$3,022,000 respectively. The sum for other services included HK\$935,000 for the agreed upon procedures performed on the Group's interim results for the six months ended 30 June 2019 and the quarterly results for the three months ended 31 March 2019 and nine months ended 30 September 2019, HK\$1,937,000 for special purpose audit performed on the acquisition and other agreed upon procedures and HK\$150,000 for tax services.

## RISK MANAGEMENT AND INTERNAL CONTROL

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

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

During the Reporting Period, the Group has engaged KPMG Advisory (Hong Kong) Limited ("KPMG"), as its risk management and internal control review advisor for the year ended 31 December 2019, to review the Group's risk management system.

## 公司秘書

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

## 問責及核數

各董事確認彼等編製本公司賬目之責任。

董事編製截至二零一九年十二月三十一日止年度賬目時，已選擇並貫徹應用合適會計政策，另批准採納所有香港財務報告準則、作出合適判斷及估計以及以持續經營基準編製賬目。

外聘核數師之財務申報責任載於本年報第101至107頁之獨立核數師報告。

## 核數師酬金

於截至二零一九年十二月三十一日止年度，就截至二零一九年十二月三十一日止財政年度核數及其他服務已付及應付羅兵咸永道會計師事務所之酬金總額分別達3,517,000港元及3,022,000港元。有關其他服務的費用包括有關本集團截至二零一九年六月三十日止六個月之中期業績及截至二零一九年三月三十一日止三個月及截至二零一九年九月三十日止九個月之季度業績進行之協定程序之935,000港元、就收購事項進行的專項核數及其他協定程序之1,937,000港元及有關稅務服務之150,000港元。

## 風險管理及內部監控

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

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

於報告期內，本集團委聘畢馬威諮詢（香港）有限公司（「畢馬威」）作為其截至二零一九年十二月三十一日止年度的風險管理及內部監控審閱顧問，負責審閱本集團的風險管理系統。

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

### Risk Identification

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

### Risk Assessment

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

### Risk Response

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

### Risk Monitoring and Reporting

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

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

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

The Board, supported by the Audit Committee, is directly responsible for risk management and internal control systems of the Group and for reviewing its effectiveness. Based on the reviews performed by the management, comments from the Audit Committee and recommendations for areas of improvement from external auditor and risk management and internal control review advisor, the Board is of the view that the Group's risk management and internal control systems are effective and adequate for the year ended 31 December 2019.

本集團用於識別、評估及管理主要風險的程序概述如下：

### 風險識別

- 識別可能對本集團的業務及營運造成潛在影響的風險。

### 風險評估

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

### 風險應對

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

### 風險監察及報告

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

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

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

董事會在審核委員會的協助下直接負責本集團的風險管理及內部監控系統並審閱其有效性。根據管理層進行之審閱、審核委員會之意見與外聘核數師及風險管理及內部監控審閱顧問就需完善之方面作出之推薦建議，董事會認為，本集團截至二零一九年十二月三十一日止年度已採納有效且足夠的風險管理及內部監控制度。

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

## SHAREHOLDERS' RIGHTS AND INVESTORS' RELATIONS

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

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

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

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

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

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

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

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

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

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

## 股東權益及投資者關係

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

### 要求召開股東特別大會及於股東大會上提呈建議之程序

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

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

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

### 向董事會進行查詢之程序

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

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

本公司之公司秘書將會向董事會提交股東之查詢，且於適時答覆股東之疑問。

### Communication with Shareholders

An annual general meeting of the Company was held on 14 June 2019 (the "2019 AGM"). A notice convening the 2019 AGM contained in the circular dated 22 March 2019 was despatched to the Shareholders together with the Annual Report 2018. The Chairman of the Board and members of the committees of the Company (as appropriate) attended the 2019 AGM to answer the questions from the Shareholders. PricewaterhouseCoopers, the external auditor of the Company, attended the 2019 AGM to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence. The Chairman explained detailed procedures for conducting a poll. All the resolutions proposed at the 2019 AGM, including (i) the adoption of the audited financial statements and the reports of the Directors and the auditor of the Company for the year ended 31 December 2018; (ii) the re-election of certain Directors and the authorisation to the Board to fix the Directors' remunerations; (iii) the re-appointment of auditor of the Company and the authorisation to the Board to fix its remuneration; and (iv) the granting to Directors the general mandates to issue and repurchase Shares, were passed by the Shareholders by way of poll.

An extraordinary general meeting of the Company was held on 19 December 2019 (the "EGM") to consider the ordinary resolution approving the connected transaction in relation to acquisition of the entire issued share capital of Rise Mode Investments Limited. A notice convening the EGM contained in the circular dated 27 November 2019 was despatched to the Shareholders. The chairman of the EGM made himself available to answer the questions from the Shareholders and explained detailed procedure for conducting a poll. The ordinary resolution proposed at the EGM was passed by the independent Shareholders by way of poll.

The poll results of the 2019 AGM and the EGM were published on the websites of the Stock Exchange and the Company.

### Changes in the Constitutional Documents

There was no significant change in the constitutional documents of the Company during the year 2019.

A notice for the forthcoming annual general meeting of the Company will be published on the websites of the Stock Exchange and the Company and despatched together with the Annual Report 2019 to the Shareholders as soon as practicable in accordance with the articles of association of the Company and the CG Code.

### 與股東之溝通

本公司已於二零一九年六月十四日舉行股東週年大會（「二零一九年股東週年大會」）。日期為二零一九年三月二十二日之通函所載之召開二零一九年股東週年大會之通告已連同二零一八年年度報告寄發予股東。董事會主席及本公司各委員會之成員（如適用）已出席二零一九年股東週年大會以解答股東之提問。本公司之外聘核數師羅兵咸永道會計師事務所已出席二零一九年股東週年大會以解答有關進行審核、編製核數師報告及其內容、會計政策及核數師獨立性之提問。主席已解釋進行投票表決之詳細程序。於二零一九年股東週年大會上提呈之所有決議案，包括(i)採納截至二零一八年十二月三十一日止年度之經審核財務報表及本公司董事會報告及核數師報告；(ii)重選若干董事及授權董事會釐定董事酬金；(iii)續聘本公司核數師及授權董事會釐定其酬金；及(iv)授予董事一般授權以發行及購回股份，均已獲股東以投票表決方式通過。

本公司已於二零一九年十二月十九日舉行股東特別大會（「股東特別大會」）以考慮批准有關收購昇進投資有限公司全部已發行股本的關連交易的普通決議案。日期為二零一九年十一月二十七日的通函所載召開股東特別大會之通告已寄發予股東。股東特別大會的主席親自回答股東的問題及解釋進行投票表決之詳細程序。於股東特別大會上提呈之普通決議案已獲獨立股東以投票表決方式通過。

二零一九年股東週年大會及股東特別大會之投票表決結果已刊登於聯交所及本公司之網站。

### 組織章程文件變動

於二零一九年內，本公司之組織章程文件並無重大變動。

本公司應屆股東週年大會之通告將刊載於聯交所及本公司網站，且將根據本公司之組織章程細則及企業管治守則於切實可行之情況下盡快連同二零一九年年度報告寄發予各股東。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### 1. ABOUT THIS REPORT

#### Reporting Standard and Scope

This annual Environmental, Social and Governance (“ESG”) Report (the “Report”) has been prepared in accordance with the requirements of the ESG Reporting Guide, Appendix 20 (“ESG Guide”) of the GEM Listing Rules of The Stock Exchange of Hong Kong Limited (“HKEx”). The Group has complied with all the “comply or explain” provisions set out in the ESG Guide.

It provides an overview of the Group’s management approach as well as ESG initiatives and performance in regard to the environment, human capital, value chain and community for the Reporting Period. To represent and cover the businesses which have the most significant impact on the Group’s environmental and social performance, the following entities are included in this Report:

#### Company Name

公司名稱

#### Principal Activities

主要業務活動

<b>Viva China Holdings Limited</b> 非凡中國控股有限公司	Principal office 主要辦事處
臨沂非凡體育管理有限公司 寧波領越體育文化有限公司 揚州非凡體育文化有限公司	Sports parks and sports centres management and operation 體育園及運動中心管理及營運
非凡領越體育發展(北京)有限公司	<ul style="list-style-type: none"> <li>▶ Sports competitions and events management and coordination 體育賽事活動管理及組織</li> <li>▶ Esports club management and operation 電競俱樂部管理及營運</li> <li>▶ Sports-related marketing and consultancy service 體育相關市場推廣及諮詢服務</li> <li>▶ Sports talent management 體育人才管理</li> </ul>
北京非凡領越房地產諮詢有限公司	<ul style="list-style-type: none"> <li>▶ Provision of development consultancy services 提供開發諮詢服務</li> </ul>

To better navigate and locate relevant ESG topics, disclosures and key performance indicators (“KPIs”), a detailed ESG Guide Content Index is presented on page 97 to 100 of this Report.

### 1. 關於本報告

#### 報告標準及範圍

本年度環境、社會及管治報告(「本報告」)乃根據香港聯合交易所有限公司(「聯交所」)GEM上市規則附錄二十《環境、社會及管治報告指引》(「環境、社會及管治指引」)的規定編製。本集團已遵守環境、社會及管治指引所載列之所有「不遵守就解釋」條文。

本報告提供本集團於報告期就環境、人力資本、價值鏈及社區方面採納的管理方針和環境、社會及管治舉措及表現的概覽。為體現及涵蓋對本集團的環境及社會表現影響最為重大的業務，本報告納入以下實體：

為更好地瀏覽及查閱指定的相關環境、社會及管治議題、披露及關鍵績效指標，本報告第97至100頁刊載了詳細的環境、社會及管治內容索引。

### Stakeholder Engagement and Materiality Assessment

We regularly interact with a wide range of our stakeholders to gain valuable feedback and address their concerns with regards to our ESG efforts, performance and future strategies. This process enables us to make informed decisions and better assess our potential impacts. Our ongoing and two-way communication takes place through various engagement channels. In preparation for this Report, we appointed an independent consultant to conduct a comprehensive stakeholder engagement and materiality assessment to determine the most material ESG topics for disclosure by following a three-step process:

### 權益人參與及重要性評估

我們定期與不同的權益人進行交流以獲取寶貴的意見，並回應他們對本集團於環境、社會及管治方面作出的努力、表現及未來策略的關注。這個過程可令我們作出全面的決策，並更好地評估對我們的潛在影響。我們透過各種渠道持續進行雙向溝通。為編製本報告，我們委托獨立顧問進行全面的權益人參與及重要性評估，並透過以下三個步驟釐定最重要的環境、社會及管治議題以進行披露：

#### Stage 1: Identification 第一階段：識別

The ESG disclosures of industry peers were reviewed to identify common disclosure practices.

An online survey was conducted with internal stakeholders to rank the importance of different ESG issues.

檢視同業環境、社會及管治的披露情況，以識別共同披露慣例。

與內部權益人進行網上調查，以就各環境、社會及管治議題之重要性進行排序。

#### Stage 2: Prioritisation 第二階段：釐定優先次序

The results of the peer benchmarking exercise and stakeholder online survey were combined and analysed. A prioritised list of ESG issues of varying materiality levels was developed for confirmation.

整合和分析同業基準評估的結果及權益人網上調查。按重要程度排列和制訂一系列的環境、社會及管治議題以供確認。

#### Stage 3: Validation 第三階段：驗證

The Group's senior management convened a meeting with the independent consultant to confirm a finalised list of material KPIs for disclosure.

本集團高級管理層與獨立顧問召開會議，確認具重要性的關鍵績效指標，以作披露之用。

### Suggestions and Feedback

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

### 意見及反饋

我們珍視閣下對我們的環境、社會及管治表現和披露的反饋。請將閣下的意見電郵至[info@vivachina.hk](mailto:info@vivachina.hk)或致電+852 3796 1111。

2. CORPORATE SOCIAL RESPONSIBILITY

2. 企業社會責任



It is the Group's mission and corporate social responsibility to promote sportive and healthy lifestyles nationwide. Over the years, we have provided the neighbourhoods where we operate with convenient, high-quality and integrated sports destinations, including our Li Ning Sports Parks and Li Ning Sports Centres. To encourage citizens' wider participation in sports and leisure activities, we work closely with local governments and other business partners for the provision of diverse sports-related and ancillary commercial offerings. Through creating an inclusive social platform, we aspire to enhance citizens' quality of life and nurture a sports-for-all culture across China.

We recognise the potential of the sports industry to generate shared value, and as such, constantly seek opportunities to accelerate the development of the industry. Building on our diverse sports resources and management experience, we coordinate, sponsor and support a wide spectrum of sports events and competitions, including both professional and amateur basketball leagues, as well as esports to promote a nationwide sporting culture for community prosperity.

於全國推廣運動、健康的生活方式一直是本集團秉持的使命和企業社會責任。過去數年，我們為所在的社區營運便捷、優質及一體化的體育目的地，這包括我們的李寧體育園和李寧運動中心。為鼓勵居民參與更多體育及休閒活動，我們與地方政府及其他業務夥伴密切合作，提供多元的體育相關及商業配套服務。透過創建共融的社區平台，我們期望提升居民的生活質素，並於全國培育全民運動文化。

我們了解到體育產業創造共享價值的潛力，因此不斷尋求機會以加快行業發展。憑藉我們豐富的體育資源及管理經驗，我們組織、贊助及支持多樣的體育活動及賽事（包括專業及業餘的籃球聯賽）以及電競，藉此促進全國體育文化及社區共榮。



### 3. GOVERNANCE STRUCTURE FOR SUSTAINABILITY

An effective sustainability governance structure is essential to manage ESG-related risks and enhance sustainability performance over time. The Board provides strategic guidance on our ESG direction and maintains oversight of the Group's risk management and internal control initiatives. Reporting directly to the Board is our management, who is responsible for detailed monitoring and regular updating on the effectiveness of the Group's risk management and internal control initiatives. To support the process, an ESG working group which comprises representatives from different business departments was set up to plan and implement ESG initiatives within the Group, and to help coordinate the day-to-day execution of our ESG strategies.

### 4. OUR ENVIRONMENT

Our spirit of environmental stewardship is communicated through the Group's Environmental Policy which guides our approach to the sustainable management of our environmental footprint. To strategically manage the environmental impacts arising from our operations, we focus our efforts on energy efficiency, emission reduction, water conservation, waste management as well as cultivation of environmental consciousness amongst our staff members and the general public.

During the Reporting Period, the Group complied with all applicable legal and regulatory requirements<sup>1</sup> regarding environmental protection and there were no non-compliance cases relating to air and greenhouse gas ("GHG") emissions, discharges into water and land, and the generation of hazardous and non-hazardous wastes.

<sup>1</sup> Including but not limited to the Air Pollution Control Ordinance (Cap. 311), the Waste Disposal Ordinance (Cap. 354), the Environmental Protection Law of the People's Republic of China ("PRC"), and the Energy Conservation Law of the PRC.

### 3. 可持續發展的管治架構

有效的可持續發展管治架構對於管理環境、社會及管治相關風險，以及持續提升可持續發展表現至關重要。董事會就我們的環境、社會及管治方向負責提供策略指引，並監督本集團的風險管理及內部監控舉措。我們的管理層負責仔細監控及定期更新本集團風險管理及內部監控舉措的成效，並直接向董事會匯報。為支援此流程，本集團已成立由不同業務部門代表組成的環境、社會及管治工作小組，以規劃及落實環境、社會及管治舉措，並協助我們的環境、社會及管治策略的日常執行。

### 4. 我們的環境

我們透過本集團的環境政策傳達環境管理精神，該政策指導我們以可持續的方式管理環境足跡。為策略地管理本集團的營運對環境帶來的影響，我們專注於節能、減排、節水和廢棄物管理，以及培養員工及公眾的環保意識。

報告期內，本集團遵守所有與環保相關的適用法律及法規<sup>1</sup>，且概無涉及廢氣及溫室氣體的排放、向水及土地的排污、以及有害及無害廢棄物的產生之違規情況。

<sup>1</sup> 包括但不限於第311章《空氣污染管制條例》、第354章《廢物處置條例》、中華人民共和國（「中國」）環境保護法及中國節約能源法。

### Resource Optimisation

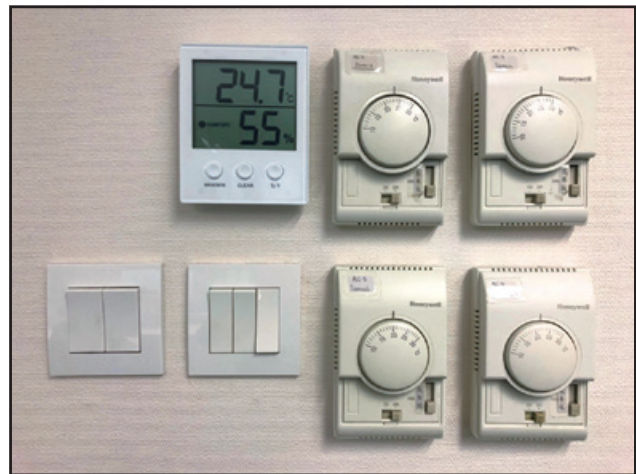
To manage our operations in an energy-efficient manner, the Group actively seize energy-saving opportunities and adopt multiple upgrading projects. For instance, we introduced sensors to maintain indoor temperature between 24°C and 26°C, and replaced obsolete lighting fixtures with LED lights across our office premises to optimise energy efficiency. At our Hong Kong headquarters, we installed solar window films to reduce heat gain in air-conditioned space and undertook a delamping project to remove unnecessary lighting fixtures. Additionally, video conference systems were introduced to reduce the needs for business travel. At our Li Ning Sports Parks and Li Ning Sports Centres, we explore ways to make renewable energy more viable in our operations such as installing solar panels for illumination and heat supply. During the year, the installed panels generated 379,657 kWh clean energy in total. Aside from installing solar panels, we have provided electric vehicle (“EV”) charging stations at the car park of Yangzhou Li Ning Sports Park to support our facility user in reducing fossil fuel use.

We have taken a multi-pronged approach to manage the use of water during the operation of our sports destinations. To reduce the frequency of pool water replacement, a pool circulation system has been applied at three of our sports destinations to filter dirt particles and purify pool water. At Yangzhou Li Ning Sports Park, we implemented a rainwater harvesting system where rainwater is collected, treated and reused for irrigation purpose. Regular leakage tests on water pipes and tanks are also conducted in parallel with the introduction of various water-efficient equipment such as dual flush toilets.

### 資源優化

本集團以節能方式管理營運，積極利用節能契機及採取多項優化舉措，包括安裝感應器以將室內溫度維持在24°C至26°C，並將辦公室的舊式照明裝置更換成LED燈以優化能源效率。我們於香港總部安裝隔熱簾以減少空調辦公室內的熱能，並推行減少照明計劃，移除不必要的照明裝置。此外，我們引入視頻會議系統以減少出差需求。除此以外，李寧體育園及李寧運動中心探索讓可再生能源在營運中更能廣泛使用的方法，如安裝太陽能板滿足照明及熱力供應。年內，體育園所安裝的太陽能板合共產生379,657千瓦時的清潔能源。此外，我們已在揚州李寧體育園的停車場提供電動車充電站以促進設施用戶減少化石燃料使用。

我們在體育目的地之營運過程中以多管齊下的方式管理用水。為減少池水更換頻率，我們在三個體育目的地採用了水池循環系統以過濾灰塵顆粒及淨化池水。在揚州李寧體育園，我們採用雨水收集系統，將雨水收集、處理及循環以作灌溉用途。我們亦定期對水管及水箱進行漏水測試，同時引入雙抽水馬桶等多項節水設備。



### Waste Management

As the impacts of waste generation and disposal continue to compound and negatively affect our environment, it is becoming increasingly important for companies to manage their resources in an environmentally responsible way. The Group actively promotes waste reduction, reuse and recycling across our operations. We encourage employees to adopt double-sided printing and reuse office supplies such as envelopes and cardboard boxes whenever possible. Recycling bins with clear signage are placed at our offices and sports destinations, respectively, to minimise the amount of waste disposed at landfill sites. Documents containing confidential information are collected separately and shredded before being recycled.

Additionally, our Hong Kong headquarters continue to partner with Friends of the Earth to recycle toner cartridges and work closely with Christian Action to organise a “Green Collection” campaign to collect and donate clothing, stationery and electronic devices which are in good condition to persons in need.

### 廢棄物管理

隨著廢棄物產生及處置的問題持續惡化並對我們的環境造成負面影響，企業以對環境負責的方式管理其資源變得愈趨重要。本集團於整個營運過程中積極促進減少廢棄物產生、重複利用及循環再造。我們鼓勵員工採用雙面打印並盡可能重複使用辦公用品，例如信封及紙箱。辦公室及體育目的地均設置列有清晰標示的回收箱，冀最大程度減少送往堆填區處置的廢物量。載有機密資料的文件通過碎紙機處理後將進行回收。

此外，香港總部繼續與地球之友合作回收碳粉匣，也聯同基督教勵行會組織「綠色收集活動」，收集狀況良好的衣物、文具及電子設備並捐贈予有需要人士。



### Cultivating Environmental Awareness

We endeavour to build a lasting environmentally conscious culture within the Group. As a signatory of the Energy Saving Charter 2019 launched by the Electrical and Mechanical Services Department, we encourage staff to conserve energy through posters and internal notices. To further promote environmental stewardship among our employees, we set up an information wall at our Hong Kong headquarters to share practical green tips.

In parallel with our internal efforts, we are keen to communicate positive environmental messages to the wider public. During the Reporting Period, LNG Esports under the Group's operation initiated a "Zero Waste Start from LNG" campaign at its former home arena in Chongqing to encourage audience members to segregate different types of waste at source. Moving forward, we are working toward a zero waste esports stadium and further promote waste separation and recycling habits.

### 培養環保意識

本集團致力於企業內建立穩固持久的環保意識文化。我們已簽署由機電工程署發起的《節能約章2019》，通過張貼海報及內部通告鼓勵員工節約能源。為進一步向員工推廣環境管治的理念，我們在香港總部設立資訊牆，分享實用環保貼士。

在我們的內部努力下，我們亦積極向社會各界宣揚有關環保的正面信息。報告期內，本集團營運的LNG電子競技俱樂部在位於重慶的舊主場館發起「峽谷零垃圾，從LNG做起」活動，鼓勵到場觀眾從源頭上分類不同類型廢棄物。展望未來，我們正朝著零廢棄物電競場館的目標邁進，並進一步推廣廢棄物分類及循環再造的習慣。



## Environmental Protection Awards and Recognition

The Group has actively engaged in different environmental protection campaigns. During the Reporting Period, our efforts have been well recognised by the industry and the wider community.

## 環保獎項及認可

本集團積極參與各類型的環保活動。我們於報告期作出的努力備受業界及社會各界肯定。

### Operation 業務單位

### Awards/Recognition 獎項／認可

#### Hong Kong headquarters 香港總部

- ▶ Awarded the “Wastewi\$e Certificate – Excellence Level” under the “Hong Kong Green Organisation Certification” by the Environment Campaign Committee  
獲得環境運動委員會頒發「香港綠色機構認證」中「減廢證書－卓越級別」證書
- ▶ Participated in “Hong Kong No Air Con Night 2019” organised by Green Sense  
參與環保觸覺組織的「香港無冷氣夜2019」
- ▶ Participated in “No Plastic Bottles Day 2019” organised by Chinese YMCA of Hong Kong  
參與香港中華基督教青年會組織的「無膠樽日2019」
- ▶ Participated in “Earth Hour 2019” organised by World Wildlife Fund  
參與世界自然基金會組織的「地球一小時2019」



## Environmental Performance Data 環境表現數據

## Emissions 排放

Carbon emissions in total and intensity 碳排放總量及密度	Units 單位	2019 二零一九年度	2018 二零一八年度
Scope 1 emission <sup>2</sup> 範圍1排放量 <sup>2</sup>	Tonne 噸	658.5	522.4
Scope 2 emission <sup>3</sup> 範圍2排放量 <sup>3</sup>	Tonne 噸	3,267.5	2,683.6
Total emission 總排放量	Tonne 噸	3,926.0 <sup>4</sup>	3,206.1
Scope 1 emission intensity 範圍1排放密度	Tonne/FTE <sup>5</sup> 噸／FTE <sup>5</sup>	2.1	2.0
Scope 2 emission intensity 範圍2排放密度	Tonne/FTE 噸／FTE	10.5	10.2
Total emission intensity 總排放密度	Tonne/FTE 噸／FTE	12.7	12.1
<b>Other emissions</b> 其他排放			
Wastewater generated 污水產生	Tonne 噸	59,713 <sup>6</sup>	67,614
NO <sub>x</sub> emission 氮氧化物排放	kg 千克	12.4	6.0
SO <sub>x</sub> emission 硫氧化物排放	kg 千克	0.3	0.2
PM emission 顆粒物排放	kg 千克	0.9	0.4

<sup>2</sup> Scope 1: Direct emissions from sources which are owned or controlled by the Group, including the consumption of natural gas and fuels for vehicles.

<sup>3</sup> Scope 2: Indirect emissions from the consumption of purchased electricity and steam by the Group as a result of its usual operations. The sources of emissions are owned or controlled by other companies.

<sup>4</sup> The increase in total emission is partly due to the expansion of reporting scope to cover Ningbo Hangzhou Bay Li Ning Sports Park in 2019.

<sup>5</sup> "FTE" refers to full-time employees.

<sup>6</sup> In 2018, the scope of wastewater disclosure was confined to the emissions from the two subsidiaries in Beijing, Yangzhou Li Ning Sports Park and Linyi Li Ning Sports Centre. In 2019, emissions from Ningbo Hangzhou Bay Li Ning Sports Park was also covered.

<sup>2</sup> 範圍1：由本集團所擁有或控制的物品所產生之直接排放源，包括天然氣及汽車燃料的消耗。

<sup>3</sup> 範圍2：間接排放由本集團日常營運時所消耗的外購電力和蒸汽產生，而排放源由其他公司所擁有或控制。

<sup>4</sup> 總排放量增加乃部分由於二零一九年度報告範圍擴大，寧波杭州灣李寧體育園的排放亦包括在內。

<sup>5</sup> 「FTE」指全職僱員。

<sup>6</sup> 二零一八年度，污水披露範圍源自北京的兩間附屬公司、揚州李寧體育園及臨沂李寧運動中心的排放。二零一九年度，於寧波杭州灣李寧體育園的排放亦包括在內。

## Resource usage 資源使用

Resource usage in total and intensity 資源使用總量及密度	Units 單位	2019 二零一九年度	2018 二零一八年度
Electricity consumption 用電量	kWh 千瓦時	<b>4,627,119<sup>7</sup></b>	3,794,221
Natural gas consumption 天然氣消耗	m <sup>3</sup> 立方米	<b>300,754<sup>8</sup></b>	242,467
Gasoline consumption 汽油消耗	Litre 升	<b>17,467<sup>9</sup></b>	10,969
Water consumption 用水量	Tonne 噸	<b>125,187<sup>10</sup></b>	67,609
Electricity consumption intensity 用電密度	kWh/FTE 千瓦時/FTE	<b>14,926</b>	14,372
Natural gas consumption intensity 天然氣消耗密度	m <sup>3</sup> /FTE 立方米/FTE	<b>970</b>	918
Gasoline consumption intensity 汽油消耗密度	Litre/FTE 升/FTE	<b>56</b>	42
Water consumption intensity 用水密度	Tonne/FTE 噸/FTE	<b>404</b>	256

<sup>7</sup> The increase in electricity consumption is partly due to the expansion of reporting scope to cover Ningbo Hangzhou Bay Li Ning Sports Park in 2019.

<sup>8</sup> The natural gas was consumed by one subsidiary in Beijing, Yangzhou Li Ning Sports Park, Ningbo Hangzhou Bay Li Ning Sports Park and Linyi Li Ning Sports Centre.

<sup>9</sup> The gasoline was consumed by the headquarters in Hong Kong and the subsidiaries in Yangzhou and Ningbo.

<sup>10</sup> Water was mainly consumed by Yangzhou Li Ning Sports Park, Ningbo Hangzhou Bay Li Ning Sports Park and Linyi Li Ning Sports Centre.

<sup>7</sup> 用電量增加乃部分由於二零一九年度報告範圍擴大，寧波杭州灣李寧體育園的用電量也包括在內。

<sup>8</sup> 天然氣消耗源自北京的一間附屬公司、揚州李寧體育園、寧波杭州灣李寧體育園及臨沂李寧運動中心。

<sup>9</sup> 汽油消耗源自香港總部及揚州和寧波的附屬公司。

<sup>10</sup> 用水量主要源自揚州李寧體育園、寧波杭州灣李寧體育園及臨沂李寧運動中心。

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

<b>Hazardous waste</b>		<b>2019<sup>11</sup></b>	<b>2018</b>
<b>有害廢棄物</b>		<b>二零一九年度<sup>11</sup></b>	<b>二零一八年度</b>
<b>Units 單位：kg 千克</b>			
<b>Usage 用量</b>			
Carbon battery and alkaline battery 碳性電芯與鹼性電芯		<b>0</b>	0
<b>Recycled 回收量</b>			
Carbon battery and alkaline battery 碳性電芯與鹼性電芯		<b>1.6</b>	4.6
<b>Non-hazardous waste</b>			
<b>無害廢棄物</b>		<b>2019</b>	<b>2018</b>
		<b>二零一九年度</b>	<b>二零一八年度</b>
<b>Units 單位：Tonne 噸</b>			
<b>Usage 用量</b>			
Paper 用紙		<b>5.8</b>	1.4
Plastic 塑膠		<b>1.6</b>	3.9
General waste 一般廢棄物		<b>2.4</b>	3.1
<b>Recycled 回收量</b>			
Paper 用紙		<b>2.6</b>	1.9
Plastic 塑膠		<b>1.6</b>	0.6
General waste 一般廢棄物		<b>0.3</b>	2.6
<b>By Intensity 以密度計算</b>		<b>Units 單位：Tonne 噸/FTE</b>	
Waster produced 產生廢棄物		<b>0.03</b>	0.03
Recycled 回收量		<b>0.01</b>	0.02

<sup>11</sup> In 2019, due to the expansion of reporting scope, waste data from Ningbo Hangzhou Bay Li Ning Sports Park was also covered.

<sup>11</sup> 由於二零一九年度報告範圍擴大，寧波杭州灣李寧體育園的廢棄物數據也包括在內。



## 5. OUR HUMAN CAPITAL

The success of our business is greatly dependant on our talented and motivated workforce. Building on our people-centric philosophy, we are fully committed to creating an inclusive workplace which supports the personal development of our employees, promotes wellness and fosters open and interactive communication.

### Employment and Working Conditions

The Group cherishes its employees and is dedicated to building a work environment which values respect and dignity and is free from discrimination and harassment at all times. All employees are protected by our policies on equal opportunities to ensure fair recruitment processes and employment practices based on experience and individual merits regardless of gender, race, age, religion, disability, or family status.

Our continued success depends on the Group's ability to retain every positive and competent employee. To this end, we continue to offer competitive remuneration packages and comprehensive fringe benefits, which include discretionary bonuses, commercial insurance and a range of leave entitlements such as marriage leave, maternity and paternity leave, and examination/study leave. We regularly review our staff benefits and policies to ensure our packages are competitive compared to industry standards.

We prioritise health and wellness of our employees and fully support them to maintain work-life balance. During the Reporting Period, a wide array of staff activities as well as family-friendly and mother-friendly initiatives were organised, including:

#### Hong Kong 香港

Upcycled Umbrella Bag Workshop  
傘袋改造工作坊



Annual Christmas Party  
年度聖誕派對

Set Up a Mother Care Room  
設立母嬰室



Outing to Fu Shan, Tai O  
大澳虎山郊遊



## 5. 我們的人力資本

我們的業務成功取決於員工的才幹與敬業樂業。我們堅持以人為本，全力打造共融的工作環境、支持員工的個人發展、保障員工健康及促進員工之間公開和互動溝通。

### 僱傭及工作條件

本集團珍惜其僱員，致力營造一個互相尊重、任何時候皆不受歧視和騷擾的工作環境。我們的政策保障全體僱員享有平等機會，不論其性別、種族、年齡、宗教、殘疾與否或家庭狀況，我們均以經驗和個人才能為選拔基準，確保招聘流程和僱用程序公平公正。

我們的持續成功取決於本集團挽留每一個積極稱職員工的能力。為此，我們繼續提供具競爭力的薪酬待遇及全面的員工福利，包括酌情花紅、商業保險及婚假、產假、陪產假、考試／進修假等各種假期福利。我們定期檢討員工福利及政策，確保我們的待遇與行業標準相比具競爭優勢。

我們非常重視員工的健康與福祉，並全力支持員工在工作與生活間取得平衡。報告期內，我們舉辦了多項員工活動並推出多項有利家庭和在職母親的舉措，包括：

PRC 中國



Annual Gathering  
年度聚會

Festive Celebration – Tuen Ng Festival  
節日慶祝—端午節



Sports Day  
運動日

Outing to Yangzhou Shouxihu  
揚州瘦西湖郊遊



Team Building Event  
團隊建設活動



During the Reporting Period, there were zero non-compliance cases with the relevant laws and regulations<sup>12</sup> relating to recruitment and employment practices, anti-discrimination, diversity, and other benefits and welfare.

<sup>12</sup> Including but not limited to the Employment Ordinance (Cap. 57), the Minimum Wage Ordinance (Cap. 608), the Disability Discrimination Ordinance (Cap. 487), the Labour Law of the PRC, and the Labour Contract Law of the PRC.

報告期內，我們在招聘及僱傭、反歧視、多元化及其他福利待遇方面並無違反相關法例及規例<sup>12</sup>的情況。

<sup>12</sup> 包括但不限於《僱傭條例》（第57章）、《最低工資條例》（第608章）、《殘疾歧視條例》（第487章）、《中國勞動法》及《中國勞動合同法》。

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

Human Resources Overview 人力資源概況		Number 數目	2019 二零一九年度	2018 二零一八年度
<b>Total number of staff</b>	員工總人數		<b>314</b>	266
<b>Number of staff – by gender</b>	按性別劃分員工人數			
– Male	– 男		<b>167</b>	142
– Female	– 女		<b>147</b>	124
<b>Number of staff – by age group</b>	按年齡組別劃分員工人數			
– < 30 years old	– <30歲		<b>127</b>	106
– 30 – 50 years old	– 30–50歲		<b>136</b>	125
– > 50 years old	– >50歲		<b>51</b>	35
<b>Number of staff – by employee type</b>	按僱員類別劃分員工人數			
– Full-time	– 全職		<b>310</b>	264
– Part-time	– 兼職		<b>4</b>	2
<b>Staff Turnover Rate</b> 員工流失率			<b>2019</b> 二零一九年度	<b>2018</b> 二零一八年度
		%		
<b>Overall staff turnover rate</b>	員工總流失率		<b>52</b>	60
<b>Staff turnover rate – by gender</b>	按性別劃分員工流失率			
– Male	– 男		<b>62</b>	62 <sup>14</sup>
– Female	– 女		<b>40</b>	58 <sup>14</sup>
<b>Staff turnover rate – by age group</b>	按年齡組別劃分員工流失率			
– < 30 years old	– <30歲		<b>91</b> <sup>13</sup>	108 <sup>14</sup>
– 30 – 50 years old	– 30–50歲		<b>29</b>	34 <sup>14</sup>
– > 50 years old	– >50歲		<b>14</b>	11 <sup>14</sup>

<sup>13</sup> The relatively high staff turnover rate is related to our employment of a significant number of full-time receptionists, lifeguards and customer service staff in Linyi Li Ning Sports Centre. Excluding that, the overall staff turnover rate was 37% in 2019.

<sup>14</sup> The figures are restated to standardise the calculation methodology.

<sup>13</sup> 由於臨沂李寧運動中心僱用大量全職接待員、救生員及客服人員，導致員工流失率較高。撇除此等因素，二零一九年度員工總流失率為37%。

<sup>14</sup> 為使計算方法標準化，該等數字已經重列。

### Training and Development

The Group recognises its staff as its biggest strength and an invaluable asset which contributes to our business success and sustainable growth. As such, we tailor our training programmes to cater for the needs of employees from different departments and at various career stages. During the Reporting Period, we continue to offer internal training programmes which cover a wide spectrum of topics such as professional development, skill enhancement, occupational health and safety, risk management as well as regulatory compliance. To support employees reach their full potential, our external training sponsorship supplements our internal training offerings and is available to all full-time permanent staff at our Hong Kong headquarters with approval from the Department Head as well as Human Resources Development.

### 培訓與發展

本集團深信員工是我們最強大的力量，亦是我們寶貴的財富，為我們的業務成功及持續增長作出貢獻。因此，我們針對不同部門及職業階段的員工的需求，為彼等制定培訓課程。報告期內，我們繼續提供多元化的內部培訓課程，題材涵蓋專業發展、技能提升、職業健康及安全、風險管理及監管合規等。為協助員工充分發揮潛能，我們提供外部培訓資助以補充內部培訓內容，香港總部的所有全職員工經部門主管及人力資源部門批准後均可申請。

Average Training Hours 平均受訓時數 <sup>15</sup>		2019	2018
		二零一九年度 Hours 小時	二零一八年度 Hours 小時
<b>By gender</b>	<b>按性別劃分</b>		
– Male	– 男	12	7 <sup>14</sup>
– Female	– 女	11	8 <sup>14</sup>
<b>By employee category</b>	<b>按僱員類別劃分</b>		
– Functional heads	– 部門主管	3	10
– Management	– 管理層	13	26
– General/technical staff	– 一般／技術員工	10	6

<sup>15</sup> Training attendees and hours exclude training for Board members.

<sup>15</sup> 培訓人次及時數不包含公司董事的培訓。

### Occupational Health and Safety

We place great emphasis on the health of our staff members and make every effort to create a safe and healthy workplace. In compliance with relevant occupational health and safety (“OHS”) standards and regulatory requirements, our business units developed their own OHS requirements which are specific to their unique workplace condition to manage risks associated with respective business activities. Various health and safety measures were implemented at our Hong Kong headquarters and PRC subsidiaries, respectively, including:

#### Occupational health

##### 職業健康

- ▶ Offered staff members medical insurance and free body check-ups  
為員工提供醫療保險及免費體檢
- ▶ Provided Beijing-based staff with free access to the gym and other sports facilities in Li Ning Centre, the sports centre where the Beijing office is located  
北京員工可免費使用該辦公室所位處的運動中心「李寧中心」，內設健身房及其他運動設施
- ▶ Provided ergonomic office chairs and laptop accessories to staff  
為員工提供符合人體工學的辦公椅及筆記本電腦配件

#### Occupational safety

##### 職業安全

- ▶ Conducted regular fire drills and checks on fire-fighting facilities  
定期進行消防演習及檢查消防設備
- ▶ Subsidised staff members who work in Li Ning Sports Parks/Li Ning Sports Centres to attend first-aid and lifesaving classes  
資助李寧體育園／李寧運動中心的員工參加急救及拯溺課程
- ▶ Organised safety-related seminars and talks  
組織與安全相關的研討會及講座

During the Reporting Period, there were zero non-compliance cases with the relevant laws and regulations<sup>16</sup> relating to the provision of a safe work environment and the protection of employees from occupational hazards.

### Labour Standards

The Group embraces fair employment practices and respects the rights of every employee. We strictly prohibit the employment of child and forced labour, and ensure all operations within the Group are in compliance with applicable laws and regulations<sup>17</sup> related to labour practices. During the recruitment process, our Human Resources Department is responsible for reviewing and examining all identification documents provided by applicants. Internal audits and reviews are conducted on a regular basis to ensure there are no cases of underage workers or forced labour. Any staff member found to be in breach of our labour policies will be subject to disciplinary action and/or may be liable to legal prosecution.

<sup>16</sup> Including but not limited to the Occupational Safety and Health Ordinance (Cap. 509), and the Law of the PRC on Prevention and Control of Occupational Diseases.

<sup>17</sup> Including but not limited to the Employment Ordinance (Cap. 57), the Labour Law of the PRC, and the Provisions on Prohibition of Child Labour of the PRC.

### 職業健康及安全

我們對員工健康尤其重視，致力為員工創造一個安全及健康的工作環境。根據相關職業健康及安全的標準及監管規定，我們的業務部門基於其獨有的工作條件制定自身的職業健康及安全規定，以管理與各項業務活動相關的風險。我們分別於香港總部及中國附屬公司實施不同的健康及安全措施，包括：

報告期內，本集團概無任何違反與提供安全工作環境及保護員工免受職業危害有關的法律法規<sup>16</sup>的違規情況。

### 勞工準則

本集團奉行公平就業原則，尊重每一位員工的權利。我們嚴禁僱用童工及強制勞工，並確保本集團內的所有業務符合與勞工常規有關的適用法律法規<sup>17</sup>。於招聘過程中，我們的人力資源部門會審核及驗證申請人提供的所有身份證明文件。我們定期進行內部審核及巡查，確保不會出現未成年勞工或強制勞工的情況。任何員工如有違反我們的勞工政策，將會受到紀律處分及／或可能受到法律檢控。

<sup>16</sup> 包括但不限於《職業安全及健康條例》（第509章）及《中華人民共和國職業病防治法》。

<sup>17</sup> 包括但不限於《僱傭條例》（第57章）、《中華人民共和國勞動法》及《中華人民共和國禁止使用童工規定》。

### Anti-corruption

We are committed to upholding the highest ethical standards and accountability throughout our operations. We adopt a zero-tolerance approach to corruption or malpractice of any form including bribery, money laundering, extortion and fraud. All employees are obligated to follow the policies of the Group's Employee Handbook which details our expectations for professional behaviours and compliance with relevant legislation. In support of our policies on ethical behaviours, the Group's Whistle-Blowing Policy provides channels for employees at all levels to raise concerns regarding any misconduct. To ensure whistle-blowers have the freedom to report grievances without fear of reprisal, all cases are treated confidentially and submitted to designated personnel for further investigation. During the Reporting Period, there were zero cases of non-compliance with the relevant laws and regulations<sup>18</sup> relating to corrupt practices.

## 6. OUR VALUE CHAIN

### Supply Chain Management

Our operations connect us to a wide range of stakeholders along the supply chain. Committed to operating responsibly, we work closely with business partners who share our dedication to environmentally and socially responsible practices. To effectively manage ESG-related risks arising from our supply chain, our business units developed their own procedures or guidelines appropriate for their business nature. Our Hong Kong headquarters established a Supplier Code of Conduct which communicates the Group's requirements for ethical standards, human and labour rights, and environmental practices. Full compliance with this Code of Conduct is required for all suppliers. A similar mechanism is in place at our sports destinations. While selecting suppliers, we invite three or more parties to submit their quotations for competitive fairness and take product and service quality, supply capability and price into account.

### Our Quality Services

With a large and diverse customer base particularly at our sports destinations, we recognise the importance of delivering excellent and caring customer services at all times. Going beyond regulatory compliance, our customer-oriented spirit guides our provision of high-quality sports and leisure services and facilities. We prioritise customer safety in the use of our facilities and pay special attention to safety and crowd control during special events. Moreover, during our sports competitions and events, security personnel will be appointed to maintain order and provide necessary assistance.

<sup>18</sup> Including but not limited to the Prevention of Bribery Ordinance (Cap. 201).

### 反貪污

我們在業務過程中秉持最高的道德標準及問責制，絕不容忍任何形式的貪污或舞弊行為，包括賄賂、洗黑錢、勒索及欺詐。全體員工必須遵守本集團員工手冊上的政策，當中詳述我們對專業行為及遵守相關法規的期望。為配合我們於道德行為方面的政策，本集團制定了匿名舉報政策，為各級員工就任何不當行為表示關注提供申訴渠道。為確保舉報人士擁有舉報申訴而免於恐懼遭受報復的自由，所有個案皆予保密處理，並會提交指定人員作進一步調查。報告期內，概無不遵守與貪污行為有關的相關法律法規<sup>18</sup>的情況。

## 6. 我們的價值鏈

### 供應鏈管理

我們在業務過程中會與供應鏈上的眾多權益人建立聯繫。堅守著負責任經營的原則，我們與商業合作夥伴緊密合作，共同肩負起環境與社會責任。為了有效管理來自供應鏈的環境、社會及管治之相關風險，我們的業務部門制定了適合其自身業務性質的程序或指引。香港總部已制定供應商行為守則，藉此傳達本集團對道德標準、人力和勞工權利以及環境措施的要求。所有供應商必須嚴格遵守此行為守則。我們的體育目的地亦設有類似機制。選擇供應商時，我們會邀請三家或以上供應商提交報價以作公平競爭，並充分考慮其產品和服務質量、供應能力及價格。

### 優質服務

我們擁有龐大及多元化的客戶基礎（尤其於體育目的地），了解到時刻提供優質、貼心的客戶服務之重要性。除遵守監管規定外，我們「以客為先」的精神亦引導我們提供優質的體育及休閒服務和設施。我們於設施使用過程中把客戶安全放在首位，在特別活動中也會更加注意安全和人群控制。此外，我們亦會於體育賽事和活動期間派遣保安人員維持秩序及提供必要協助。

<sup>18</sup> 包括但不限於《防止賄賂條例》（第201章）。

We work to ensure the protection of customer privacy and only collect a minimal amount of necessary personal information. Our Employee Handbook sets out clear data privacy guidelines which cover the use and management of personal data in accordance with the relevant regulatory requirements<sup>19</sup>. Only authorised personnel can access customer information and all personal data must be handled in a safe and secure manner.

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

## 7. OUR COMMUNITY

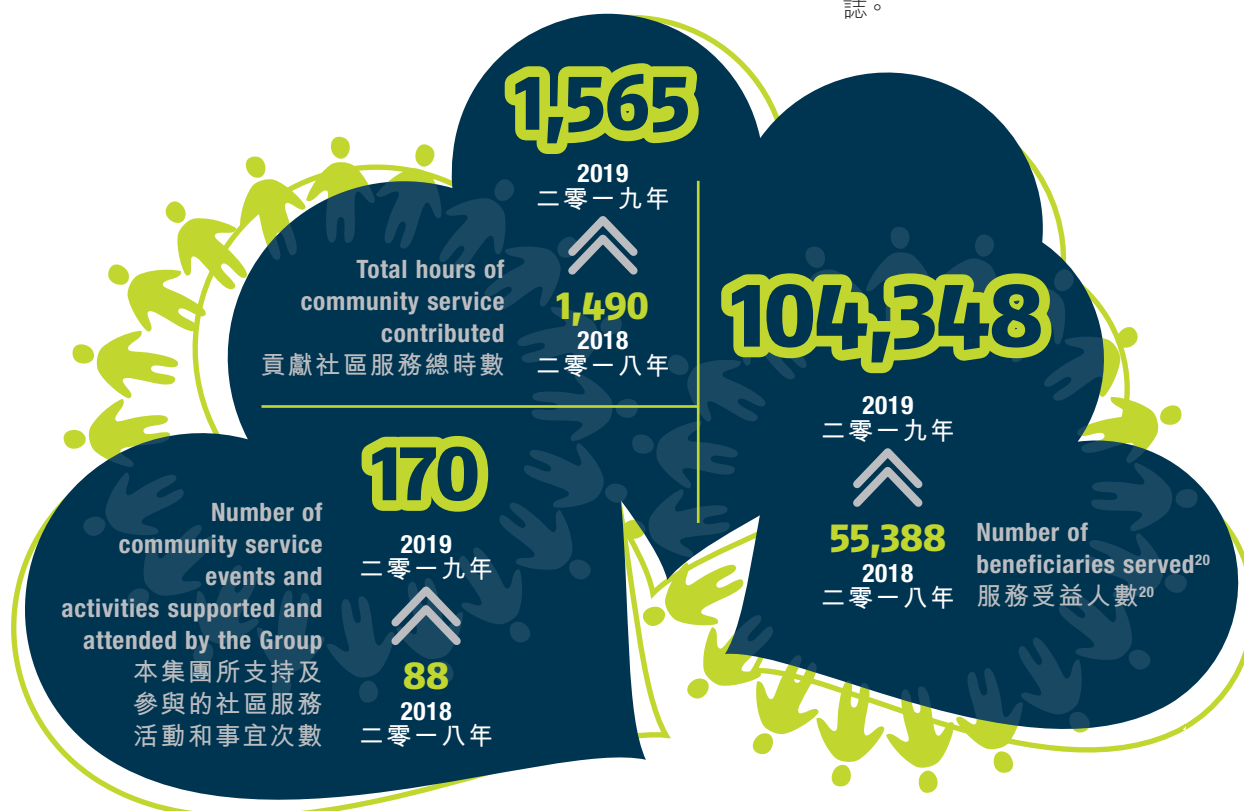
Guided by its people-centric philosophy, the Group strives to extend its care to the wider community. We have been leveraging our extensive sports resources and human capital to build a more connected society. As a public recognition of our commitment to caring for the community, our employees and the environment, the Group has been awarded the "Caring Company Logo" for the sixth consecutive year.

我們致力保護客戶私隱，僅收集少量必要的個人信息。我們的員工手冊載有清晰的信息私隱指引，包括根據相關監管規定<sup>19</sup>使用及管理個人資料。取得授權之人士方能查閱客戶資料，且所有個人資料必將得到安全妥善處理。

報告期內，我們已遵守有關本集團所提供之產品和服務的健康與安全、廣告、標籤及隱私事宜的相關法律法規。

## 7. 我們的社區

本集團秉承「以人為本」的理念，竭力向社區傳遞關愛。憑藉廣泛的體育資源及人力資本，我們致力構建一個彼此更連繫的社會。為表彰我們在關愛社區、僱員及環境方面所作出的努力，本集團已連續第六年獲頒「商界展關懷」標誌。



<sup>19</sup> Including but not limited to the Personal Data (Privacy) Ordinance (Cap. 486) and the Cyber Security Law of the PRC.

<sup>20</sup> Refer to the number of people served or engaged during the Group's community service programmes.

<sup>19</sup> 包括但不限於《個人資料(私隱)條例》(第486章)及《中華人民共和國網絡安全法》。

<sup>20</sup> 指本集團於進行社區服務活動期間所服務或吸引參與的人數。

### Promoting Sports and Healthy Living

In line with the Group's long-standing corporate mission, we endeavour to promote sportive and healthy lifestyles among the local communities. Over the years, we have been actively engaging with the general public through our well-equipped Li Ning Sports Parks and Li Ning Sports Centres. Enabling active participation amongst citizens of all ages is critical in cultivating a nationwide sporting culture. We continue to organise and promote a wide range of sports activities and leisure events at our sports destinations to cater for varied individual needs, including training and interest classes, sports-themed carnivals, jogging and running marathons and different sports competitions.

Li Ning Sports Parks and Li Ning Sports Centres also serve as community hubs for the regular provision of public welfare offerings, such as free medical check-ups, rehabilitation sessions, healthcare seminars and safety talks. In addition, we offer free rental of sports facilities on designated days and occasions to encourage wider public participation in sports activities.

### Creating an Inclusive Society

In parallel with our efforts to promote a nationwide sporting culture, we are motivated to strengthen social participation and integration. Through collaborating with different non-governmental organisations and social enterprises, we encourage our staff to spread positivity in support of disadvantaged groups and the younger generation.

### Highlights of Community Events

#### 社區活動集錦



Box of Hope  
希望之盒

### 推廣體育及健康生活

本集團秉持一貫的企業使命，致力於當地社區推廣體育及健康的生活方式。多年來，我們透過設備完善的李寧體育園及李寧運動中心積極與公眾進行互動，鼓勵不同年齡的群眾主動參與體育活動，這對培育全國運動文化尤關重要。我們繼續透過體育目的地組織及推廣各種體育及休閒活動，包括培訓及興趣班、體育主題嘉年華、慢跑和馬拉松以及各式的體育賽事，以滿足不同人士的需求。

李寧體育園及李寧運動中心亦定期提供免費醫療檢查、復健活動、保健研討會及安全講座等公共福利服務，致力成為社區樞紐。此外，我們亦會於特定日期及場合免費提供體育設施租借，以鼓勵更多群眾參與體育活動。

### 共建包容社會

我們致力於全國推廣體育文化，同時積極加強社會參與及共融。透過與不同的非政府組織及社會企業合作，我們鼓勵員工向外傳遞正能量，支持弱勢群體及年輕世代。



Mock English Classroom  
英語模擬課堂



Highlights of Community Events  
社區活動集錦

Supporting the Charity  
Premiere of Fu Hong Society  
支持「扶康會」慈善首映



Purchasing Cookies made by  
Madam Hong's Bakery  
購買「康姨餅房」烘培的曲奇



LNG Esports Team Members Visiting an Autism  
Caring Centre in Chongqing and Delivering Gift  
Packs to Disadvantaged Children  
LNG電競戰隊隊員探訪重慶孤獨症關愛機  
構，並向弱勢兒童送達愛心物資



LNG Esports Team Members  
Participating in the "LPL Cares"  
Community Project  
LNG電競戰隊隊員參與「LPL  
Cares專項公益基金」慈善計劃

**Awards and Recognition**

The Group has been widely recognised for its continual efforts on community investment. Some of the highlighted awards and recognitions during the Reporting Period include:

**獎項及認可**

本集團在社區投資方面的持續貢獻得到社會的廣泛認可。報告期內，本集團取得的獎項及認可包括：

**Operations  
業務單位**

**Awards/Recognition  
獎項／認可**

**Hong Kong  
headquarters  
香港總部**

- ▶ Presented with the “5 Years Plus Caring Company Logo” by the Hong Kong Council of Social Service 榮獲香港社會服務聯會頒發「5 Years Plus商界展關懷」標誌
- ▶ Presented with the “10th Hong Kong Outstanding Corporate Citizenship Logo (Volunteer Team Category and SME Category)” by Hong Kong Productivity Council and the Committee on the Promotion of Civic Education 榮獲香港生產力促進局及公民教育委員會頒發「第十屆香港傑出企業公民嘉許標誌(義工隊組別及中小型企业組別)」
- ▶ Presented with the “Hong Kong Sustainability Award 2018/19 – Certificate of Excellence” by the Hong Kong Management Association 榮獲香港管理專業協會頒發「香港可持續發展獎2018/19 – 卓越獎」
- ▶ Presented with a certificate of appreciation by the 2018-19 “Hong Kong Citizen Hong Kong Heart” Volunteer Ambassador Programme organised by the Social Welfare Department 榮獲社會福利署頒發「2018-19《香港人·香港心》義工大使行動」嘉許狀
- ▶ Presented with a certificate of appreciation by the “Say Yes To Breastfeeding 2019/2020” campaign organised by UNICEF Hong Kong, Food and Health Bureau and Department of Health 榮獲聯合國兒童基金香港委員會、食物及衛生局及衛生署頒發「母乳育嬰齊和應2019/2020」感謝狀



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

## Operations 業務單位

## Awards/Recognition 獎項／認可

### Yangzhou Li Ning Sports Park 揚州李寧體育園

- ▶ Honoured as "Jiangsu Sports Service Complex" 被譽為「江蘇省體育服務綜合體」
- ▶ Honoured as the "Best Competition Venue" (Employee Division and Community Sports Division) in the 13th Sports Games of Yangzhou 被譽為揚州市第十三屆運動會「最佳賽區」（職工部及社會體育部）

### 北京非凡領越房地產諮詢有限公司

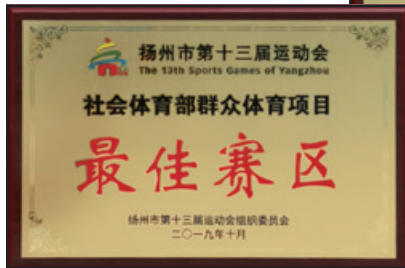
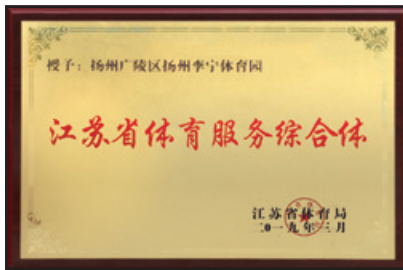
- ▶ Presented with a certificate of donation by China Charities Aid Foundation For Children 榮獲中華少年兒童慈善救助基金會頒發捐贈證書

### 非凡領越體育發展（北京）有限公司

- ▶ Presented with the "Most Supportive Organisation Award" by Hong Kong Chamber of Commerce in China 榮獲中國香港（地區）商會頒發「最支持企業機構獎」
- ▶ Presented with a letter of appreciation by the China Education Development Foundation 收到中國教育發展基金會發出的感謝函

### LNG Esports team LNG電競戰隊

- ▶ Presented with a certificate of appreciation by One Foundation 收到壹基金發出的感謝函



8. HKEX ESG GUIDE CONTENT INDEX

8. 聯交所環境、社會及管治報告  
指引內容索引

Aspect 層面	HKEx KPI 聯交所 關鍵績效 指標	Description 描述	Page Number/ Remarks 頁碼／備註
<b>A. Environmental 環境</b>			
<b>A1 Emissions 排放物</b>	A1	General Disclosure 一般披露	78-81
	A1.1	The type of emissions and respective emissions data 排放物種類及相關排放數據	83
	A1.2	Greenhouse gas emissions in total and intensity 溫室氣體總排放量及密度	83
	A1.3	Total hazardous waste produced and intensity 所產生有害廢棄物總量及密度	85
	A1.4	Total non-hazardous waste produced and intensity 所產生無害廢棄物總量及密度	85
	A1.5	Measures to mitigate emissions and results achieved 減低排放量的措施及所得成果	79
	A1.6	How hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved 處理有害及無害廢棄物的方法、減低產生量的措施及所得成果	80
<b>A2 Use of Resources 資源使用</b>	A2	General Disclosure 一般披露	78-81
	A2.1	Direct and/or indirect energy consumption by type in total and intensity 按類型劃分的直接及／或間接能源總耗量及密度	84
	A2.2	Water consumption in total and intensity 總耗水量及密度	84
	A2.3	Energy use efficiency initiatives and results achieved 能源使用效益計劃及所得成果	79

Aspect 層面	HKEx KPI 聯交所 關鍵績效 指標	Description 描述	Page Number/ Remarks 頁碼／備註
	A2.4	Issue in sourcing water, water efficiency initiatives and results achieved 求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果	79
	A2.5	Total packaging material used for finished products  製成品所用包裝材料的總量	Due to the business nature of the Group, this KPI is considered not material.  鑒於本集團之業務性質，此項關鍵績效指標未被視為重要。
<b>A3 The Environment and Natural Resources</b> 環境及天然資源	A3	General Disclosure 一般披露	78-81
	A3.1	Significant impacts of activities on the environment and natural resources and actions taken to manage them 業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	78-81
<b>B Social</b> 社會			
<b>B1 Employment</b> 僱傭	B1	General Disclosure 一般披露	86-87
	B1.1	Total workforce by gender, employment type, age group and geographical region 按性別、僱傭類型、年齡組別及地區劃分的僱員總數	88
	B1.2	Employee turnover rate by gender, age group and geographical region 按性別、年齡組別及地區劃分的僱員流失比率	88
<b>B2 Health and Safety</b> 健康與安全	B2	General Disclosure 一般披露	90
	B2.1	Number and rate of work-related fatalities 因工作關係而死亡的人數及比率	NIL 零
	B2.2	Lost days due to work injury 因工傷損失工作日數	NIL 零

Aspect 層面	HKEx KPI 聯交所 關鍵績效 指標	Description 描述	Page Number/ Remarks 頁碼／備註
	B2.3	Occupational health and safety measures adopted, how they are implemented and monitored 所採納的職業健康與安全措施，以及相關執行及監察方法	90
<b>B3 Development and Training</b> 發展及培訓	B3	General Disclosure 一般披露	89
	B3.2	Average training hours completed per employee by gender and employee category 按性別及僱員類別劃分，每名僱員完成受訓的平均時數	89
<b>B4 Labour Standards</b> 勞工準則	B4	General Disclosure 一般披露	90
	B4.1	Measures to review employment practices to avoid child and forced labour 檢討招聘慣例的措施以避免童工及強制勞工	90
	B4.2	Steps taken to eliminate such practices when discovered 在發現違規情況時消除有關情況所採取的步驟	90
<b>B5 Supply Chain Management</b> 供應鏈管理	B5	General Disclosure 一般披露	91
<b>B6 Product Responsibility</b> 產品責任	B6	General Disclosure 一般披露	91-92
	B6.5	Consumer data protection and privacy policies, how they are implemented and monitored 消費者資料保障及私隱政策，以及相關執行及監察方法	92

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

Aspect 層面	HKEx KPI 聯交所 關鍵績效 指標	Description 描述	Page Number/ Remarks 頁碼／備註
<b>B7 Anti-corruption</b> 反貪污	B7	General Disclosure 一般披露	91
	B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Reporting Period and the outcomes of the cases 於報告期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	NIL 零
	B7.2	Preventive measures and whistle-blowing procedures, how they are implemented and monitored 防範措施及舉報程序，以及相關執行及監察方法	91
<b>B8 Community Investment</b> 社區投資	B8	General Disclosure 一般披露	92
	B8.1	Focus areas of contribution 專注貢獻範疇	93
	B8.2	Resources contributed (e.g. money or time) to the focus area 在專注範疇所動用資源（如金錢或時間）	92-93



羅兵咸永道

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

致非凡中國控股有限公司股東  
(於開曼群島註冊成立的有限公司)

## OPINION

## 意見

### What we have audited

### 我們已審計的內容

The consolidated financial statements of Viva China Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 108 to 208, which comprise:

非凡中國控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第108至208頁的綜合財務報表，包括：

- the consolidated statement of financial position as at 31 December 2019;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

- 於二零一九年十二月三十一日的綜合財務狀況表；
- 截至該日止年度的綜合損益及其他全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

### Our opinion

### 我們的意見

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零一九年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量並已遵照香港《公司條例》的披露規定妥為擬備。

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## Independent Auditor's Report 獨立核數師報告

### BASIS FOR OPINION

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

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

### Independence

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

### KEY AUDIT MATTERS

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

Key audit matter identified in our audit is related to Revenue recognition:

### 意見的基礎

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

我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

### 獨立性

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

### 關鍵審計事項

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

我們在審計中識別的關鍵審計事項與收入確認有關：

### Key Audit Matter 關鍵審計事項

#### Revenue recognition 收入確認

Refer to Note 3 critical accounting estimates, assumptions and judgements, Note 4 operating segment information and Note 5 revenue, other income and other gains-net to the consolidated financial statements

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

The Group recognised revenue of HK\$625 million for the year ended 31 December 2019. The revenue was mainly derived from sports content production and distribution, sports talent management, sale of goods and community development consultancy services.

截至二零一九年十二月三十一日止年度，貴集團確認收入625,000,000港元。收入主要來自於體育內容製作及發行、體育人才管理、銷售商品以及社區開發諮詢服務。

Significant management judgement was involved in revenue recognition, such as determining whether the role of the Group in those transactions was acting as principal or as agent and whether to recognise revenue on a gross or net basis. The assessment included considering and weighing key features like which party bears the primary responsibility, inventory risks, and the way to establish prices. 收入確認涉及管理層的重大判斷，例如貴集團在這些交易中的角色是作為交易主體還是代理人以及應當用全額法還是淨額法確認相關收入。該等評估包括考慮和權衡例如貴集團是否承擔主要責任、是否承擔存貨風險，以及是否有定價能力等關鍵特徵。

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

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

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

- We reviewed selected samples of contracts, discussed with management, finance and business personnel of the Group to understand the business substance, transaction process and arrangement;
- 我們審閱了抽樣選取的新合同，與貴集團管理層、財務部和業務部相關人員進行訪談，了解商業實質及交易流程和安排；
- For selected samples of transactions, we examined the supporting documents, including sales orders, shipping documents, records of deliverables, invoices and cash receipts, where applicable;
- 針對抽樣選取的交易，我們檢查了相關支持性文件，包括銷售訂單、發貨單、提供的服務成果記錄、發票和付款憑證（如有）等；
- We selected samples of customers to confirm the balances as of 31 December 2019, the main terms of the contracts and the amounts of transactions occurred during the year;
- 我們針對抽樣選取的客戶截至二零一九年十二月三十一日的應收賬款餘額，合同主要條款和本年發生的交易額實施了函證程序。

## Independent Auditor's Report 獨立核數師報告

### Key Audit Matter 關鍵審計事項

#### Revenue recognition 收入確認

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

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

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

We also performed the following procedures in relation to the judgement of the revenue recognition on a gross or net basis: 我們還針對收入按照全額法或淨額法確認的判斷實施了下列程序：

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

Based on the procedures performed, the audit evidence we collected can support the management's judgement of the revenue recognised according to the accounting policy.

基於已實施的程序，我們收集的審計證據可支持管理層對根據會計政策確認的收入的判斷。

### OTHER INFORMATION

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

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

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

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

### RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Audit committee is responsible for overseeing the Group's financial reporting process.

### 其他信息

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

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

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

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

### 董事及審核委員會就綜合財務報表須承擔的責任

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

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

審核委員會須負責監督貴集團的財務報告過程。

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

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

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

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

### 核數師就審計綜合財務報表承擔的責任

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

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

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

## Independent Auditor's Report 獨立核數師報告

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Brian Ming Yan Choi.

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 27 March 2020

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

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

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

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

出具本獨立核數師報告的審計項目合夥人是蔡明仁。

**羅兵咸永道會計師事務所**  
執業會計師

香港，二零二零年三月二十七日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

			2019 二零一九年	2018 二零一八年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	5	<b>625,004</b>	1,134,584
Cost of sales	銷售成本		<b>(501,795)</b>	(967,856)
<b>Gross profit</b>	<b>毛利</b>		<b>123,209</b>	166,728
Other income and other gains – net	其他收入及其他收益淨額	5	<b>890,637</b>	24,532
Selling and distribution expenses	銷售及分銷開支		<b>(47,658)</b>	(41,215)
Administrative and other operating expenses	行政及其他經營費用		<b>(273,346)</b>	(136,220)
Net impairment losses on financial assets	財務資產減值淨虧損	39	<b>(82,483)</b>	(17,738)
Finance costs	財務成本	6	<b>(118,334)</b>	(83,693)
Share of profits less losses of associates and joint ventures	分佔聯營公司及合營企業之溢利減虧損	15	<b>342,112</b>	182,329
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>	7	<b>834,137</b>	94,723
Income tax	所得稅	10	<b>(7,533)</b>	(21,733)
<b>Profit for the year</b>	<b>年內溢利</b>		<b>826,604</b>	72,990
<b>Other comprehensive (loss)/income:</b>	<b>其他全面(虧損)/收益:</b>			
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 income/(loss) of an associate	– 分佔聯營公司之其他全面收益/(虧損)		<b>427</b>	(514)
– Reclassification adjustment upon partial disposal of an associate	– 於部分出售一間聯營公司時重新分類調整		<b>39,737</b>	–
– Release of exchange reserve upon disposal of a subsidiary	– 於出售一間附屬公司後解除匯兌儲備		<b>10,437</b>	–
– Exchange differences on translation of foreign operations	– 換算海外業務之匯兌差額		<b>(102,658)</b>	(246,515)
<b>Other comprehensive loss for the year, net of income tax</b>	<b>年內其他全面虧損，扣除所得稅</b>		<b>(52,057)</b>	(247,029)
<b>Total comprehensive income/(loss) for the year</b>	<b>年內全面收益/(虧損)總額</b>		<b>774,547</b>	(174,039)
<b>Profit attributable to:</b>	<b>以下人士應佔溢利:</b>			
– Equity holders of the Company	– 本公司權益持有人		<b>834,366</b>	76,982
– Non-controlling interests	– 非控股權益		<b>(7,762)</b>	(3,992)
			<b>826,604</b>	72,990
<b>Total comprehensive income/(loss) attributable to:</b>	<b>以下人士應佔全面收益/(虧損)總額:</b>			
– Equity holders of the Company	– 本公司權益持有人		<b>784,347</b>	(168,047)
– Non-controlling interests	– 非控股權益		<b>(9,800)</b>	(5,992)
			<b>774,547</b>	(174,039)
<b>Profit per share attributable to equity holders of the Company:</b>	<b>本公司權益持有人應佔每股溢利:</b>			
Basic (HK cents)	基本(港仙)	11	<b>7.41</b>	0.69
Diluted (HK cents)	攤薄(港仙)	11	<b>7.34</b>	0.67

The notes on pages 115 to 208 are an integral part of these consolidated financial statements.

第115頁至第208頁所載之附註為該等綜合財務報表之組成部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

			2019 二零一九年	2018 二零一八年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	74,156	20,399
Investment properties	投資物業	13	–	139,938
Right-of-use assets	使用權資產	12	176,282	–
Intangible assets	無形資產	14	423,690	29,721
Interests in associates and joint ventures	於聯營公司及合營企業之權益	15	2,939,730	3,596,220
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	20	33,628	68,955
Other non-current asset	其他非流動資產		551	–
Deferred tax assets	遞延稅項資產	28	23,700	12,443
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>3,671,737</b>	3,867,676
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Stock of properties	物業存貨	17	290,557	293,474
Inventories	存貨	18	1,807	244
Trade debtors and bills receivable	應收賬款及應收票據	19	199,624	380,315
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	20	50,236	115,861
Derivative financial instruments	衍生財務工具	16	–	22,780
Restricted bank balances	限制性銀行結餘	22	3,342	–
Cash and bank balances	現金及銀行結餘	21	649,262	380,654
<b>Total current assets</b>	<b>流動資產總值</b>		<b>1,194,828</b>	1,193,328
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他應付款項	23	172,594	146,237
Contract liabilities	合約負債	5	61,377	20,474
Accruals	應計費用	24	50,794	33,859
Deferred income	遞延收入	25	8,959	15,732
Lease liabilities	租賃負債	12	15,359	–
Derivative financial instruments	衍生財務工具	16	2,965	–
Bank loans	銀行貸款	26	–	40,023
Income tax payable	應付所得稅		15,503	34,654
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>327,551</b>	290,979
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>867,277</b>	902,349
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>4,539,014</b>	4,770,025
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Deferred income	遞延收入	25	1,872	10,011
Other payables	其他應付款項		2,730	–
Derivative financial instruments	衍生財務工具	16	–	2,772
Lease liabilities	租賃負債	12	169,279	–
Bank loan	銀行貸款	26	1,256,000	–
Deferred tax liabilities	遞延稅項負債	28	49,538	3,178
Convertible notes	可換股票據	27	–	819,602
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>1,479,419</b>	835,563
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>3,059,595</b>	3,934,462



## Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

			2019 二零一九年	2018 二零一八年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔權益</b>			
Issued capital	已發行股本	29	<b>443,217</b>	442,396
Perpetual convertible bonds	永久性可換股債券	31	<b>1,139,046</b>	1,139,046
Reserves	儲備	32	<b>1,439,034</b>	2,309,695
			<b>3,021,297</b>	3,891,137
Non-controlling interests	非控股權益		<b>38,298</b>	43,325
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>3,059,595</b>	3,934,462

The financial statements were approved by the Board of Directors on 27 March 2020.

本財務報表已於二零二零年三月二十七日獲董事會批准。

**Li Ning**  
李寧

*Chairman and Chief Executive Officer*  
主席兼行政總裁

**Li Chunyang**  
李春陽

*Executive Director*  
執行董事

The notes on pages 115 to 208 are an integral part of these consolidated financial statements.

第115頁至第208頁所載之附註為該等綜合財務報表之組成部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Issued capital	Share premium account	Perpetual convertible bonds	Share option reserve	Exchange fluctuation reserve	Reserve funds	Convertible notes equity reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價賬	永久性可換股債券	購股權儲備	匯兌波動儲備	儲備基金	可換股票據權益儲備	累計虧損	總計	非控股權益	權益總額
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
1 January 2018	二零一八年一月一日	440,437	4,172,526	1,139,046	160,105	(58,786)	6,664	90,392	(1,947,252)	4,003,132	35,353	4,038,485
Profit for the year	年內溢利	-	-	-	-	-	-	-	76,982	76,982	(3,992)	72,990
Other comprehensive income/(loss) for the year:	年內其他全面收益/(虧損):											
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	(244,515)	-	-	(244,515)	(2,000)	(2,000)	(246,515)
Share of other comprehensive loss of an associate	分佔聯營公司之其他全面虧損	-	-	-	-	(514)	-	-	(514)	(514)	-	(514)
<b>Total comprehensive (loss)/income for the year</b>	<b>年內全面(虧損)/收益總額</b>	-	-	-	-	(245,029)	-	-	76,982	(168,047)	(5,992)	(174,039)
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	-	-	-	13,964	13,964
Shares issued upon exercise of share options	購股權獲行使時發行之股份	30	1,959	26,526	(7,112)	-	-	-	-	21,373	-	21,373
Equity-settled share option arrangements	以股權結算之購股權安排	30	-	-	13,599	-	-	-	(451)	13,148	-	13,148
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	-	-	-	(22,212)	-	-	-	22,212	-	-	-
Share of associates' reserve	分佔聯營公司之儲備	-	-	-	21,531	-	3,123	-	(3,123)	21,531	-	21,531
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	-	2,012	-	(2,012)	-	-	-
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	442,396	4,199,052*	1,139,046	165,911*	(303,815)*	11,799*	90,392*	(1,853,644)*	3,891,137	43,325	3,934,462
Profit for the year	年內溢利	-	-	-	-	-	-	-	834,366	834,366	(7,762)	826,604
Other comprehensive income/(loss) for the year:	年內其他全面收益/(虧損):											
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	(100,620)	-	-	(100,620)	(2,038)	(2,038)	(102,658)
Reclassification adjustment upon partial disposal of an associate	於部分出售一間聯營公司時重新分類調整	-	-	-	-	39,737	-	-	39,737	-	-	39,737
Release of exchange reserve upon disposal of a subsidiary	於出售一間附屬公司後解除匯兌儲備	-	-	-	-	10,437	-	-	10,437	-	-	10,437
Share of other comprehensive income of an associate	分佔聯營公司之其他全面收益	-	-	-	-	427	-	-	427	-	-	427
<b>Total comprehensive (loss)/income for the year</b>	<b>年內全面(虧損)/收益總額</b>	-	-	-	-	(50,019)	-	-	834,366	784,347	(9,800)	774,547
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	18,499	18,499
Acquisition of non-controlling interests without a change in control	收購非控股權益而不改變控制權	-	-	-	-	-	-	-	13,917	13,917	(13,726)	191
Share issued upon exercise of share options	購股權獲行使時發行之股份	30	821	11,510	(3,133)	-	-	-	-	9,198	-	9,198
Equity-settled share option arrangements	以股權結算之購股權安排	30	-	-	10,377	-	-	-	-	10,377	-	10,377
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	-	-	-	(53,430)	-	-	-	53,430	-	-	-
Share of associates' reserve	分佔聯營公司之儲備	-	-	-	20,090	-	-	-	-	20,090	-	20,090
Redemption of equity component of convertible notes	贖回可換股票據的權益部分	27	-	-	-	-	-	(90,392)	49,725	(40,667)	-	(40,667)
Dividend paid	已付股息	41	(1,667,102)	-	-	-	-	-	(1,667,102)	-	-	(1,667,102)
As at 31 December 2019	於二零一九年十二月三十一日	443,217	2,543,460*	1,139,046	139,815*	(353,834)*	11,799*	-*	(902,206)*	3,021,297	38,298	3,059,595

\* These reserve accounts comprise the consolidated reserves of HK\$1,439,034,000 (2018: HK\$2,309,695,000) in the consolidated statement of financial position.

\* 該等儲備賬包括綜合財務狀況表內之綜合儲備1,439,034,000港元(二零一八年: 2,309,695,000港元)。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		2019 二零一九年	2018 二零一八年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>營運活動之現金流量</b>		
Profit before tax	除稅前溢利	<b>834,137</b>	94,723
Adjustments for:	調整：		
Finance costs	財務成本	6	83,693
Share of profits less losses of associates and joint ventures	分佔聯營公司及合營企業之溢利減虧損	15	(182,329)
Net gain on partial disposal of interest in an associate	出售於一間聯營公司之部分權益之收益淨額	5	-
Interest income	利息收入	5	(6,525)
Fair value (gain)/loss on investment properties	投資物業之公平值(收益)/虧損	13	677
Fair value gain on redemption of convertible notes	贖回可換股票據之公平值收益	5	-
Fair value loss on derivative financial instruments	衍生財務工具之公平值虧損	5	5,109
Gain on remeasurement of pre-existing interest in a joint venture	重新計量於合營企業之現有權益之收益	-	(1,764)
Loss/(gain) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損/(收益)	5	80
Depreciation	折舊	12	4,200
Amortisation of intangible assets	無形資產攤銷	14	380
Loss on disposal of a subsidiary	出售一間附屬公司之虧損	5	-
Impairment on intangible assets	無形資產之減值	14	-
Impairment on investment in a joint venture	於一間合營企業之投資之減值	15	-
Impairment on financial assets	財務資產之減值	7	17,738
Equity-settled share option expenses	以股權結算之購股權開支	30(a)	13,148
		<b>(76,744)</b>	28,867
(Increase)/decrease in inventories	存貨(增加)/減少	<b>(358)</b>	76
Increase in stock of properties	物業存貨增加	-	(3,552)
Decrease/(increase) in trade debtors and bills receivable	應收賬款及應收票據減少/(增加)	<b>181,528</b>	(80,098)
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少/(增加)	<b>65,196</b>	(1,322)
Decrease in derivative financial instruments	衍生財務工具減少	<b>22,780</b>	-
Decrease in trade and other payables	應付賬款及其他應付款項減少	<b>(110,947)</b>	(12,013)
(Decrease)/increase in contract liabilities	合約負債(減少)/增加	<b>(21,545)</b>	20,474
Increase/(decrease) in accruals	應計費用增加/(減少)	<b>17,184</b>	(50,520)
Decrease in deferred income	遞延收入減少	<b>(15,490)</b>	(14,042)
Cash generated from/(used in) operations	營運活動所得/(所用)現金	<b>61,604</b>	(112,130)
Income tax paid	已付所得稅	<b>(20,300)</b>	(29,038)
Net cash flows generated from/(used in) operating activities	營運活動所得/(所用)現金流量淨額	<b>41,304</b>	(141,168)

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

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

			2019 二零一九年	2018 二零一八年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>			
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目之所得款項		330	577
Proceeds from disposal of investment properties	出售投資物業之所得款項		-	64,060
Net proceeds from disposal of a subsidiary, net of cash	出售一間附屬公司之所得款項淨額(扣除現金)		95,731	-
Dividends received from associates	已收聯營公司之股息	15	50,523	11,343
Net proceeds on partial disposal of interest in an associate	出售於一間聯營公司之部分權益之所得款項淨額		1,719,683	-
Interest received	已收利息		9,500	4,510
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	12	(10,590)	(7,799)
Purchases of intangible assets	購買無形資產		(5,461)	-
Purchases of investment properties	購買投資物業	13	-	(11,331)
Payment for investing in a joint venture	投資一間合營企業所付款項		-	(576)
Net payment for acquisition of subsidiaries, net of cash	收購附屬公司所付款項淨額(扣除現金)		(264,597)	(3,407)
Net cash flows generated from investing activities	投資活動所得之現金流量淨額		1,595,119	57,377
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>			
Interest paid	已付利息		(124,032)	(40,530)
Proceeds from new bank loan	新銀行貸款所得款項		1,256,000	40,000
Repayment of bank loan	償還銀行貸款		(40,000)	(40,000)
Repayment of convertible notes	償還可換股票據		(778,000)	-
Proceeds from issue of ordinary shares upon exercise of share options	購股權獲行使時發行普通股所得款項		9,198	21,373
Dividend paid	已付股息		(1,667,102)	-
Payment of lease liabilities	租賃負債之付款		(10,229)	-
Repayment to a non-controlling interest	向非控股權益還款		-	(1,076)
Net cash flows used in financing activities	融資活動所用現金流量淨額		(1,354,165)	(20,233)

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

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

			2019 二零一九年	2018 二零一八年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	現金及現金等價物增加／(減少)淨額		<b>282,258</b>	(104,024)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		<b>380,654</b>	521,012
Effect of foreign exchange rate changes, net	外匯匯率變動之影響淨額		<b>(13,650)</b>	(36,334)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	年終現金及現金等價物		<b>649,262</b>	380,654
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	現金及現金等價物結餘分析			
Cash and bank balances	現金及銀行結餘	21	<b>500,867</b>	349,457
Non-pledged time deposits with original maturity of less than three months	原有到期日少於三個月之非抵押定期存款	21	<b>148,395</b>	31,197
Cash and bank balances as stated in the statement of financial position	於財務狀況表列賬之現金及銀行結餘	21	<b>649,262</b>	380,654

The notes on pages 115 to 208 are an integral part of these consolidated financial statements.

第115頁至第208頁所載之附註為該等綜合財務報表之組成部分。

# Notes to Consolidated Financial Statements

## 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 1. CORPORATE INFORMATION

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

#### Principal activities

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

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

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

CITIC Land Co., Ltd ("CITIC Land"), a company incorporated in the PRC with limited liability and a directly owned subsidiary of CITIC Group Corporation, is an associated company of the Group, whose principal activities include property development and operation; property management; hotel investment and management; construction project and facilities contracting and equipment installations; decoration units; landscaping; property development consultancy.

Shanghai Double Happiness Co., Ltd. (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 HK\$, unless otherwise stated.

### 1. 公司資料

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

#### 主要業務

年內，本公司及其附屬公司（「本集團」）從事下列主要業務：

- 體育內容製作及發行、體育人才管理及市場推廣及提供體育相關市場推廣及諮詢服務；及
- 經營體育園及運動中心；開發社區；提供社區發展諮詢及分包服務；待售房地產開發及投資；以及建材之研發、製造、市場推廣及銷售。

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房地產開發、經營；物業管理；酒店投資管理；建築工程施工及設備安裝；裝修裝飾工程；園林綠化；房地產諮詢服務。

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

除另有指明者外，該等財務報表乃以港元呈列。

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

#### 2.1 Basis of preparation

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

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

#### 2.2 Changes in accounting policies and disclosures

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

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2019:

HKFRS 16                      Leases

The Group had to change its accounting policies as a result of adopting HKFRS 16. The Group elected to adopt the new rules retrospectively but recognised the cumulative effect of initially applying the new standard on 1 January 2019, see Note 2.2(c).

### 2. 主要會計政策概要

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

#### 2.1 編製基準

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

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

#### 2.2 會計政策及披露變動

##### (a) *本集團採納之新訂及經修訂準則*

本集團於二零一九年一月一日開始的年度報告期內首次應用以下準則及修訂：

香港財務報告準則      租賃  
第16號

由於採納香港財務報告準則第16號，本集團不得不變更其會計政策。本集團選擇追溯採納有關新規定，惟已確認於二零一九年一月一日首次採納新準則之累計影響（見附註2.2(c)）。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (b) *New standard issued but not yet effective*

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2019 reporting period and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods.

### (c) *Changes in accounting policies*

This Note explains the impact of the adoption of HKFRS 16 Leases on the Group's financial statements.

As indicated in Note 2.2(a) above, the Group has adopted HKFRS 16 Leases retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on 1 January 2019. The new accounting policies are disclosed in Note 2.3.

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of HKAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019.

### (i) *Practical expedients applied*

In applying HKFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- applying a single discount rate to a portfolio of leases with reasonably similar characteristics
- relying on previous assessments on whether leases are onerous as an alternative to performing an impairment review – there were no onerous contracts as at 1 January 2019
- accounting for operating leases with a remaining lease term of 12 months or less as at 1 January 2019 as short-term leases; and
- excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying HKAS 17 and Interpretation 4 "Determining whether an Arrangement contains a Lease".

## 2. 主要會計政策概要 (續)

### (b) *已頒佈但尚未生效之新訂準則*

若干新訂會計準則及詮釋已頒佈，惟於二零一九年十二月三十一日報告期間尚未強制生效，亦未獲本集團提早採納。預計該等準則於當前或未來報告期內不會對實體產生重大影響。

### (c) *會計政策變動*

本附註解釋採納香港財務報告準則第16號租賃對本集團財務報表的影響。

如上文附註2.2(a)所示，本集團自二零一九年一月一日起追溯採納香港財務報告準則第16號租賃，惟如該準則的具體過渡條文所允許，並無重列二零一八年報告期間的比較資料。因此，由新租賃規則產生的重新分類及調整於二零一九年一月一日的年初資產負債表中確認。新會計政策於附註2.3披露。

採納香港財務報告準則第16號時，本集團已就先前根據香港會計準則第17號租賃的原則分類為「經營租賃」的租賃確認租賃負債。該等負債按餘下租賃付款的現值進行計量，並使用承租人截至二零一九年一月一日的增量借款利率貼現。

### (i) *所應用的可行權宜方法*

於首次採納香港財務報告準則第16號時，本集團已使用該準則所允許的以下可行權宜方法：

- 對具有合理相似特徵的租賃組合應用單一貼現率
- 依賴先前關於租賃是否虧損性的評估作為進行減值審閱之替代方法—於二零一九年一月一日並無虧損性合約
- 對於二零一九年一月一日剩餘租期少於或等於十二個月的經營租賃的會計處理為短期租賃；及
- 在首次應用日期之使用權資產計量中排除初始直接成本。

本集團亦已選擇不重新評估合約在首次應用日期是否或包含租賃。相反，對於在過渡日期之前訂立的合約，本集團依據其應用香港會計準則第17號及詮釋第4號「釐定安排是否包括租賃」作出的評估。



## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(ii) Measurement of lease liabilities

### 2. 主要會計政策概要 (續)

(ii) 租賃負債之計量

		2019 二零一九年
		HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露的經營租賃承擔	111,309
Discounted using the lessee's incremental borrowing rate of at the date of initial application	於初始應用日期採用承租人的增量借款利率進行的貼現	43,255
(Less): short-term leases not recognised as a liability	(減): 並無確認為負債之短期租賃	(3,198)
<b>Lease liabilities recognised as at 1 January 2019</b>	<b>於二零一九年一月一日確認的租賃負債</b>	<b>40,057</b>
Of which are:	其中包括:	
Current lease liabilities	流動租賃負債	4,769
Non-current lease liabilities	非流動租賃負債	35,288
		<b>40,057</b>

(iii) Measurement of right-of-use assets

The associated right-of-use assets for property leases were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 31 December 2018. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

(iii) 使用權資產之計量

物業租賃的相關使用權資產按相當於租賃負債的金額計量，並根據於二零一八年十二月三十一日的財務狀況表中確認的與該租賃相關的任何預付或應計租賃付款的金額進行調整。於首次應用日期，並無須對使用權資產作出調整的虧損性租賃合約。

(iv) Adjustments recognised in the statement of financial position on 1 January 2019

The change in accounting policy affected the following items in statement of financial position on 1 January 2019:

- right-of-use assets – increased by HK\$38,112,000
- prepayments, deposits and other receivables – decreased by HK\$265,000
- lease liabilities – increased by HK\$40,057,000
- trade and other payables – decreased by HK\$2,210,000

(iv) 於二零一九年一月一日的財務狀況表內確認之調整

於二零一九年一月一日，會計政策變動影響財務狀況表的下列項目：

- 使用權資產—增加38,112,000港元
- 預付款項、按金及其他應收款項—減少265,000港元
- 租賃負債—增加40,057,000港元
- 貿易及其他應付款項—減少2,210,000港元

(v) Lessor accounting

The Group did not need to make any adjustments to the accounting for assets held as lessor under operating leases as a result of the adoption of HKFRS 16.

(v) 出租人之會計處理

由於採納香港財務報告準則第16號，本集團毋須對根據經營租賃作為出租人持有之資產之會計處理作出任何調整。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.3 Summary of significant accounting policies

#### Consolidation

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

#### (a) Business combinations

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

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

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

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

## 2. 主要會計政策概要 (續)

### 2.3 主要會計政策概要

#### 綜合

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

#### (a) 業務合併

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

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

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

倘任何部分的現金代價的清償被遞延,則未來應付款項折算至交易日的現值。所用折現率為實體的增量借款利率,即按相似條款及條件能夠向獨立貸款方取得相似貸款的利率。由收購方將予轉讓之任何或然代價於收購日期按公平值確認。分類為權益之或然代價並無重新計量,而其後結算於權益中入賬。

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

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

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

#### (c) Disposal of subsidiaries

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

#### *Separate Financial Statements*

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

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

### 2. 主要會計政策概要 (續)

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

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

#### (b) 於附屬公司所有權權益之變動（並無改變控制權）

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

#### (c) 出售附屬公司

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

#### *獨立財務報表*

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

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Associates

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

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

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

When the most recently available financial statements of an associate is different from the Group's reporting date, the Group may take advantage of the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associate's results based on the financial statements drawn up to a non-coterminous period end where the difference must be no greater than three months. Adjustments shall be made for the effects of significant transactions or events that occur between that date and the date of the Group's consolidated financial statements.

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

## 2. 主要會計政策概要 (續)

### 聯營公司

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

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

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

倘聯營公司最近期可得之財務報表與本集團之報告日期存在差異，本集團可利用香港會計準則第28號所載之條文，其准許根據聯營公司不同截算日期（但差距不得超過三個月）之財務報表計入應佔聯營公司之業績。須就當日及本集團綜合財務報表日期之間發生之重大交易或事件之影響作出調整。

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

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

#### *Joint arrangements*

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

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

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

#### *Segment Reporting*

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

### 2. 主要會計政策概要 (續)

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

於聯營公司之股權攤薄收益或虧損於損益內確認。

#### *合營安排*

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

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

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

#### *分部報告*

經營分部以向主要經營決策者提供內部呈報一致的形式呈報。主要經營決策者被認為作出戰略決策之管理層，負責經營分部之資源分配及表現評估。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### *Property, plant and equipment and depreciation*

Property, plant and equipment primarily consist of buildings, leasehold improvements, machinery and office equipment, furniture and fixtures, and motor vehicles. They are stated at cost less accumulated depreciation and any impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives. The principal annual rates used for this purpose are as follows:

Buildings	2.5% to 5%
Leasehold improvements	Shorter of remaining lease term or 20%
Machinery and office equipment	7.5% to 33.3%
Furniture and fixtures	9% to 33.3%
Motor vehicles	9% to 25%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other gains – net' in the profit or loss.

## 2. 主要會計政策概要 (續)

### *物業、廠房及設備及折舊*

物業、廠房及設備主要包括樓宇、租賃物業裝修、機器及辦公室設備、傢具及裝置以及汽車。其按成本減累計折舊及任何減值虧損列賬。歷史成本包括收購此等項目直接應佔開支。

僅當與項目有關之未來經濟利益可能流入本集團，以及該項目成本能可靠計算時，其後成本才會計入資產之賬面值或確認為獨立資產（倘適用）。已更換部件的賬面值終止確認。所有其他維修及保養費於其產生之財政期間自損益扣除。

折舊乃於其估計可使用年期使用直線法分配其成本至其剩餘價值計算。就此所採用之主要年率如下：

樓宇	2.5%至5%
租賃物業裝修	餘下租賃期或20% (以較短者為準)
機器及辦公室設備	7.5%至33.3%
傢具及裝置	9%至33.3%
汽車	9%至25%

本集團在各報告期末檢討資產的剩餘價值及可使用年期，並按適當情況作出調整。當一項物業、廠房及設備項目之各部分擁有不同可使用年期時，則該項目之成本將按合理基準在各部分間分配，且各部分將分開計算折舊。

倘若資產賬面值超過其估計可收回金額，則其賬面值將即時撇減至其可收回金額。

出售之收益及虧損透過將所得款項與賬面值作比較釐定，並於損益之「其他收益淨額」內確認。

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### *Investment properties*

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. Such properties are measured initially at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset.

Property under construction or development for future use as an investment property is classified as investment property under construction. If the fair value cannot be reliably determined, the investment property under construction will be measured at cost until such time as fair value can be determined or construction is completed.

Changes in fair values are recorded in the profit or loss as part of a valuation gain or loss in 'other gains – net'. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

#### *Intangible assets*

##### (a) Goodwill

Goodwill arises on the acquisition of subsidiaries, associates and joint ventures and represents the excess of the consideration transferred over the Group's interest in net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or Group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Impairment reviews of goodwill arising from acquisition of subsidiaries are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

### 2. 主要會計政策概要 (續)

#### *投資物業*

投資物業乃指持作賺取長期租金收入或作為資本增值或兩者兼具之土地及樓宇(並非由本集團佔用)權益(包括符合投資物業定義之物業於經營租賃項下之租賃權益)。該等物業初始按成本(包括相關交易成本及(倘適用)借貸成本)計量。於初始確認後,投資物業按公平值列賬,相當於外聘估值師於各報告日期釐定之公開市值。公平值乃按活躍市價計算,並於必要情況下就特定資產在性質、位置或狀況方面的任何差別作出調整。

用作未來投資物業之在建或開發中物業分類為在建投資物業。倘公平值無法可靠釐定,在建投資物業將按成本計量,直至公平值可予釐定或竣工為止。

公平值變動乃於損益中入賬為「其他收益淨額」之估值收益或虧損之一部分。報廢或出售投資物業之任何收益或虧損乃於報廢或出售之年內在損益內確認。

#### *無形資產*

##### (a) 商譽

商譽產生自收購附屬公司、聯營公司及合營企業,並相當於所轉讓代價超過本集團在被收購方之可識別資產、負債及或然負債之公平值淨額及被收購方之非控股權益公平值所佔權益之差額。

就減值測試而言,在業務合併中取得之商譽會分配至每個現金產生單位(「現金產生單位」)或現金產生單位組,預期可從合併的協同效應中獲利。商譽被分配至每個單元或單元組指在實體內商譽被監控作內部管理用途之最低層次。商譽在經營分部層次進行監控。

對因收購附屬公司產生的商譽之減值檢討每年進行,或如事件或情況轉變顯示可能存在減值,則更頻密地檢討。附帶商譽的現金產生單位之賬面值與可收回數額(使用價值與公平值減出售成本較高者)比較。任何減值須即時確認為開支及不得在之後期間撥回。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (b) Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

#### *Trademarks and membership*

Separately acquired trademark and membership are shown at historical cost. Trademarks and membership acquired in business combination are recognised at fair value at the acquisition date. Trademarks and membership that have finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of trademarks and membership over their estimated useful lives of 10 years.

#### *Operating rights*

Acquired operating rights are shown at historical cost. Operating rights acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of operating rights over their estimated useful lives of 15 to 20 years.

## 2. 主要會計政策概要 (續)

### (b) 無形資產 (商譽除外)

個別收購之無形資產初步確認時按成本計量。在業務合併過程中收購之無形資產成本為該等資產於收購日期之公平值。無形資產之可使用年期被評估為有限或無限。可使用年期有限之無形資產其後會於其可使用年期攤銷，並在無形資產可能出現減值跡象時進行減值評估。可使用年期有限之無形資產之攤銷期及攤銷方法至少於每個財政年度結算日進行檢討。

具有無限可使用年期之無形資產每年按個別或現金產生單位水平進行減值測試。該等無形資產不作攤銷。具有無限可使用年期之無形資產每年對可使用年期作檢討以釐定無限年期評估是否仍有證據支持。倘無相關證據支持，可使用年期評估由無限變為有限按前瞻性基準入賬。

#### *商標及會籍*

個別收購之商標及會籍按歷史成本列示。在業務合併過程中收購之商標及會籍按其於收購日期之公平值確認。具有有限可使用年期之商標及會籍按成本減累計攤銷及累計減值虧損列賬。攤銷乃使用直線法按其10年的估計可使用年期分配商標及會籍的成本計算。

#### *營運權*

收購之營運權按歷史成本列示。在業務合併過程中收購之營運權按其於收購日期之公平值確認。該等營運權的可使用年期有限及隨後按成本減累計攤銷及減值虧損列賬。攤銷乃使用直線法按其15至20年的估計可使用年期分配營運權的成本計算。



## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### League Qualification

League qualification has a definite useful life and is carried at cost less accumulated amortisation and accumulated impairment losses, if any. It is initially measured at fair value of the consideration given to acquire at the time of the acquisition. Amortisation is calculated using the straight-line method to allocate the cost of league qualification over its estimated useful lives of 9 years.

#### Players' registration rights

The costs associated with the acquisition of players registrations are capitalized as intangible assets at the fair value of the consideration payable, including an estimate of the fair value of any contingent consideration. Subsequent reassessments of the amount of contingent consideration payable are also included in the cost of the individual's registration. This assessment is carried out on an individual basis. The costs are amortised over the period covered by the individual's contract of 1.5 to 2 years.

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods.

- Trademarks and membership 10 years
- Operating rights 15-20 years
- League Qualification 9 years
- Players' registration rights 1.5-2 years

#### Leases

As explained in Note 2.2 above, the Group has changed its accounting policy for leases where the Group is the lessee. The new policy is described below and the impact of the change in Note 2.2.

### 2. 主要會計政策概要 (續)

#### 聯賽資格

聯賽資格的可使用年期有限及按成本減累計攤銷及累計減值虧損(如有)列賬,其初始按於收購時給予的代價的公平值計量。攤銷乃使用直線法按其9年的估計可使用年期分配聯賽資格的成本計算。

#### 轉會費

與轉會相關的成本按應付代價的公平值資本化為無形資產,包括對任何或有代價公平值的估計。隨後對或有應付代價金額的重新估計亦計入在個人轉會成本內。該評估按個人基準進行。有關成本按1.5至2年的個人合約覆蓋的期間內攤銷。

本集團使用直線法按下列期限攤銷具有有限可使用年期的無形資產。

- 商標及會籍 10年
- 營運權 15至20年
- 聯賽資格 9年
- 轉會費 1.5至2年

#### 租賃

誠如上文附註2.2所述,本集團已更改其作為承租人之租賃的會計政策。新政策載於下文,及該變更之影響載於附註2.2。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

From 1 January 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

## 2. 主要會計政策概要 (續)

自二零一九年一月一日起，租賃資產可供本集團使用之日，租賃確認為使用權資產及相應負債。

合約可包含租賃及非租賃部分。本集團根據其相對獨立的價格將合約的代價分配至租賃及非租賃部分。然而，就本集團作為承租人租賃房地產而言，其已選擇不區分租賃及非租賃部分，而將該等租賃入賬作為單一租賃部分。

租約產生的資產及負債初步以現值進行計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款（包括實質固定付款）減任何應收租賃優惠
- 基於指數或利率的可變租賃付款，初步按開始日期之指數或利率計量
- 剩餘價值擔保下的本集團預期應付款項
- 購買選擇權的行使價（倘本集團可合理確定將行使該選擇權），及
- 支付終止租賃的罰款（倘租期反映本集團行使該選擇權）。

根據合理確定擴大選擇權作出的租賃付款亦計入負債的計量。

租賃付款採用租賃所隱含的利率予以貼現。倘無法輕易釐定該利率（本集團的租賃一般屬於此類情況），則使用承租人的增量借款利率，即個別承租人在類似條款、抵押及條件的類似經濟環境中借入獲得與使用權資產價值類似的資產所需資金所必須支付的利率。

## Notes to Consolidated Financial Statements 綜合財務報表附註

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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liabilities
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. While the Group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the Group.

### 2. 主要會計政策概要 (續)

為釐定增量借款利率，本集團：

- 在可能情況下，使用個別承租人最近獲得的第三方融資為出發點作出調整，以反映自獲得第三方融資以來融資條件的變動
- 使用累加法，首先就本集團所持有租賃的信貸風險（最近並無第三方融資）調整無風險利率，及
- 進行特定於租約的調整，例如期限、國家、貨幣及抵押。

本集團未來可能根據指數或利率增加可變租賃付款額，而有關指數或利率在生效前不會計入租賃負債。當根據指數或利率對租賃付款作出的調整生效時，租賃負債會根據使用權資產進行重新評估及調整。

每筆租賃付款乃分配至本金及融資成本。融資成本於租期內自損益扣除，以計算出各期間負債結餘的固定週期利率。

使用權資產按成本計量，包括以下各項：

- 租賃負債的初步計量金額
- 於開始日期或之前所作的任何租賃付款，減去所得的任何租賃優惠
- 任何初始直接成本，及
- 修復成本。

使用權資產一般於資產的可使用年期及租期（以較短者為準）內按直線法予以折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期內予以折舊。本集團對於物業、廠房及設備內呈列的土地及樓宇進行重估，其選擇不對本集團持有的使用權樓宇進行重估。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the statement of financial position based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

### *Impairment of non-financial assets*

Goodwill, intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

### *Financial assets*

#### *Classification*

The Group classifies its financial assets in the following measurement categories: those to be measured subsequently at fair value through profit or loss, and those to be measured at amortised cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

## 2. 主要會計政策概要 (續)

與設備及汽車短期租賃相關的支付及所有低價值資產的租賃以直線法於損益中確認為開支。短期租賃指租賃期為12個月或少於12個月的租賃。

本集團作為出租人的經營租賃的租賃收入於租期內按直線法於收益內確認。獲得一項經營租賃的初步直接成本加至相關資產的賬面值且在租期內按與租賃收入相同的基準確認為開支。各出租資產按其性質計入財務狀況表。本集團無須因採納新租賃準則而就按出租人持有的資產之會計處理作出任何調整。

### *非財務資產減值*

具有無限可使用年期之商譽、無形資產或未可使用之無形資產毋須攤銷，但每年須進行減值測試，或在有事件或情況變動顯示可能發生減值時更頻繁地進行減值測試。其他資產在有事件或情況變動顯示賬面值可能無法收回時進行減值測試。減值虧損於資產賬面值超出其可收回金額時就該金額確認。可收回金額以資產之公平值扣除銷售成本及使用價值兩者之間較高者為準。就評估減值而言，資產按可分開識別現金流量（現金產生單位）之最低層次分組。除商譽外，已蒙受減值之非財務資產在每個報告期末均就減值是否可以撥回進行檢討。

### *財務資產*

#### *分類*

本集團將其財務資產分類為以下計量類別：其後透過損益按公平值所計量者及按攤銷成本所計量者。該分類視乎實體管理財務資產及現金流量的合約條款的業務模式而定。

當且僅當本集團管理該等資產的業務模式改變時，方會對其債務投資進行重新分類。

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### *Recognition and measurement*

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### *Debt instruments*

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.

### 2. 主要會計政策概要 (續)

#### *確認及計量*

財務資產之日常買賣均於交易日(即本集團承諾買賣資產當日)確認。於初始確認時,本集團按其公平值加上(倘財務資產並非透過損益按公平值(透過損益按公平值)計量)取得財務資產直接應佔的交易成本計量財務資產。透過損益按公平值列賬的財務資產的交易成本於損益中支銷。

在確定具有嵌入衍生工具的財務資產的現金流量是否僅為支付本金及利息時,需從財務資產的整體進行考慮。

#### *債務工具*

債務工具之後續計量取決於本集團管理資產之業務模式及資產之現金流量特徵。本集團將其債務工具分類為三種計量類別:

- **攤銷成本:**持作收回合約現金流量之資產,倘該等現金流量僅指支付之本金及利息,則按攤銷成本計量。該等財務資產的利息收入採用實際利率法計入財務收入。終止確認產生的任何收益或虧損直接計入損益,並與匯兌收益及虧損一併於其他收益/(虧損)內列報。減值虧損於損益表內作為單獨項目列示。
- **透過損益按公平值計量:**未達攤銷成本標準或未透過其他全面收益按公平值計量的資產乃透過損益按公平值計量。後續透過損益按公平值計量的債務投資的收益或虧損於損益確認,並於產生期間按淨額在其他收益/(虧損)內呈列。
- **透過其他全面收益按公平值計量:**持作收回合約現金流量及出售財務資產之資產,倘資產現金流量僅指支付之本金及利息,則透過其他全面收益按公平值計量。賬面值變動計入其他全面收益,而減值收益或虧損、利息收入以及匯兌收益及虧損則於損益確認。倘終止確認財務資產,先前於其他全面收益確認之累計收益或虧損自權益重新分類至損益,並於其他收益/(虧損)確認。該等財務資產的利息收入採用實際利率法計入財務收入。匯兌收益及虧損於其他收益/(虧損)呈列,而減值開支於損益表內作為單獨項目列示。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### *Derecognition of financial assets*

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

### *Impairment*

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For further details on the Group's accounting policies for management of financial assets, see Note 39 credit risk.

### *Offsetting Financial Instruments*

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

### *Derivative financial instruments*

Derivative financial instruments of the Group include call and put options in connection with the acquisition of an associate. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. Any gains or losses arising from changes in fair value of derivatives are taken directly to profit or loss.

### *Perpetual Convertible Bonds*

Perpetual Convertible Bonds issued by the Group gives holders the right to convert these Perpetual Convertible Bonds into a fixed number of the Company's ordinary shares at any time at a fixed exercise price per share, subject to adjustments as provided in the terms and conditions of the bonds. The Perpetual Convertible Bonds have no maturity date and are not redeemable. They are treated as equity instruments and are not remeasured in subsequent years.

## 2. 主要會計政策概要 (續)

### *終止確認財務資產*

當從財務資產收取現金流量之權利已經到期或轉讓，而本集團已將擁有權之絕大部分風險和回報轉讓時，有關財務資產予以終止確認。

### *減值*

本集團按前瞻性基準評估按攤銷成本列賬之債務工具相關之預期信貸虧損。所採用減值方法視乎信貸風險是否大幅增加而定。

有關本集團管理財務資產之會計政策之進一步詳情，請見附註39信貸風險。

### *財務工具之抵銷*

於有可依法強制執行權利抵銷已確認金額，並擬按淨額基準結算，或同時變現資產及償還負債時，則財務資產及負債會互相抵銷，並在財務狀況表內以淨額列示。可依法強制執行權利不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時，這也必須可強制執行。

### *衍生財務工具*

本集團之衍生財務工具包括與收購聯營公司有關於認購及認沽權。有關衍生財務工具初步按訂立衍生工具合約之日之公平值確認，其後按公平值重新計量。當公平值為正數時，衍生工具將被列為資產，當公平值列為負數時，則被列為負債。因衍生工具公平值變動而產生之任何收益或虧損直接計入損益。

### *永久性可換股債券*

本集團發行之永久性可換股債券賦予持有人權利於任何時候按每股固定行使價將該等永久性可換股債券兌換為固定數目之本公司普通股，惟須受該等債券之條款及條件所規定而作出之調整所限。永久性可換股債券並無到期日且為不可贖回。該等永久性可換股債券被視作股本工具且不會於往後年度重新計量。

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### *Compound financial instruments*

The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognised initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component, which is included in shareholders' equity in convertible notes equity reserve. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition. The convertible notes equity reserve will be transferred to share capital and share premium accounts upon conversion. Balance of convertible notes equity reserve will be transferred to accumulated profits or losses at the expiry of the conversion rights.

The liability component of a convertible instrument is classified as current unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

#### *Stock of properties*

Stock of properties are stated at the lower of cost and net realisable value. Net realisable value takes into account the price ultimately expected to be realised and the anticipated costs to completion.

Costs of properties include acquisition costs, development expenditure, borrowing costs and other direct costs attributable to the properties. The carrying values of properties held by subsidiaries are adjusted in the consolidated financial statements to reflect the Group's actual costs incurred where appropriate.

#### *Inventories*

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost method. The cost of finished goods comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

### 2. 主要會計政策概要 (續)

#### *複合財務工具*

複合財務工具的負債部分初步按並無權益轉換權的類似負債的公平值確認。權益部分初步按複合財務工具的整体公平值與負債部分的公平值之間的差額確認，並計入可換股票據權益儲備的股東權益。任何直接歸屬的交易成本按彼等初始賬面值的比例分配至負債及權益部分。

於初步確認後，複合財務工具的負債部分採用實際利率法按攤銷成本計量。複合財務工具的權益部分於初始確認後不再重新計量。可換股票據權益儲備將於轉換時轉撥至股本及股份溢價賬。可換股票據權益儲備之結餘將於轉換權屆滿時轉撥至累計損益。

除非本集團有權無條件延遲償還負債至報告期末後至少十二個月，否則可換股工具的負債部分分類為流動負債。

#### *物業存貨*

物業存貨以按成本與可變現淨值兩者中之較低者入賬。可變現淨值已考慮到最終預期變現之價格及預期竣工成本。

物業成本包括相關物業應佔的購入成本、發展開支、借貸成本及其他直接成本。附屬公司持有物業之賬面值在綜合財務報表內經適當調整，以反映本集團實際產生之成本。

#### *存貨*

存貨乃按成本與可變現淨值兩者中之較低者入賬。成本採用加權平均成本法釐定。製成品之成本包括原材料、直接勞工、其他直接成本及與生產相關之經常性開支（按一般經營能力）。可變現淨值乃按於日常業務過程中之估計售價減適用可變銷售開支計算。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### *Trade debtors and bills receivable and other receivables*

Trade debtors and bills receivable are amounts due from customers for goods sold and services rendered in the ordinary course of business. If collection of trade debtors and bills receivable and other receivables is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade debtors and bills receivable and other receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade debtors and bills receivable with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 19 for further information about the Group's accounting for trade debtors and bills receivable and Note 39 for a description of the Group's impairment policies.

### *Cash and cash equivalents*

In the consolidated statement of cash flows, cash and cash equivalents include cash on hand, demand deposits and other short-term highly liquid investments with original maturities of three months or less.

### *Trade payables*

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

### *Provisions*

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

## 2. 主要會計政策概要 (續)

### *應收賬款及應收票據及其他應收款項*

應收賬款及應收票據為於日常業務過程中就已售貨品及已提供服務應收客戶之款項。倘應收賬款及應收票據及其他應收款項預期於一年或之內收回，則被分類為流動資產。否則，則以非流動資產呈列。

應收賬款及應收票據及其他應收款項初步按代價金額（無條件）確認，惟倘含有重大融資成分則按公平值確認。本集團持有應收賬款及應收票據的目的是收取合約現金流量，因此應收賬款及應收票據其後以實際利率法按攤銷成本計量。有關本集團對應收賬款及應收票據的會計處理的進一步資料，請參閱附註19，而有關本集團減值政策的描述，請參閱附註39。

### *現金及現金等價物*

於綜合現金流量表內，現金及現金等價物包括手頭現金、活期存款及原到期日為三個月或以內之其他短期高流通性投資。

### *應付賬款*

應付賬款為於日常業務過程中就向供應商購買的貨品或服務之付款責任。倘應付賬款於一年或一年之內到期，則被分類為流動負債，否則，則以非流動負債呈列。

應付賬款初步按公平值確認，其後以實際利率法按攤銷成本計量。

### *撥備*

當因過往事件而產生即期責任（法定或推定）並可能須於日後撥出資源解決應付責任時，倘能可靠估計有關責任之數額，則就此確認撥備。

倘出現多項類似責任，責任的清償是否需要資源的流出乃經考慮責任的整體類別後釐定。即使同類別責任中任何一項可能導致資源流出的機會不大，仍會確認撥備。

撥備乃按預計清償責任所需開支，使用反映當時市場對貨幣時間價值及責任的具體風險的評估的除稅前折現率折算的現值而計量。因時間流逝而增加的撥備確認為利息開支。



31 December 2019 二零一九年十二月三十一日

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### *Borrowings*

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

#### *Borrowing costs*

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are expensed in the period in which they are incurred.

### 2. 主要會計政策概要 (續)

#### *借貸*

借貸初步按公平值扣除所產生交易成本確認。借貸其後按攤銷成本列賬，所得款項（經扣除交易成本）與贖回價值間的任何差額於借貸期間使用實際利率法在損益內確認。

在貸款將很有可能部分或全部提取的情況下，就設立貸款融資時支付的費用確認為貸款的交易成本。在此情況下，該費用將遞延至提取貸款為止。在並無跡象顯示該貸款將很有可能部分或全部提取的情況下，該費用會資本化作為流動資金服務的預付款項，並於有關融資期間內予以攤銷。

除非本集團有權無條件延遲償還負債至報告期末後至少十二個月，否則借貸分類為流動負債。

#### *借貸成本*

收購、建設或生產合資格資產（為需要長時間準備以供擬定用途或銷售之資產）直接應佔之一般及特定借貸成本乃計入該等資產之成本內，直至該等資產大致上可作擬定用途或銷售時為止。

備用作合資格資產開支之特定借貸之臨時投資所賺取投資收入乃自合資格資本化之借貸成本中扣除。

所有其他借貸成本於其產生期間支銷。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Income tax

Income tax comprises current and deferred tax. Tax is recognised in the profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### (a) Current income tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

#### (b) Deferred tax

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

## 2. 主要會計政策概要 (續)

### 所得稅

所得稅包括即期及遞延稅項。稅項於損益內確認，除非其與其他全面收益或直接於權益確認之項目相關。在此情況下，稅項亦分別於其他全面收益或直接於權益內確認。

#### (a) 即期所得稅

本期及過往期間之即期稅項資產及負債，乃根據於報告期末前已頒佈或實質頒佈之稅率（及稅法），經計及本集團經營業務所在國家之現行詮釋及慣例，按預期自稅務機關收回或向其繳付之金額計量。

#### (b) 遞延稅項

遞延稅項採用負債法，就資產及負債之計稅基準與其作財務申報用途之賬面值之間於報告期末之所有暫時差額作出撥備。

所有應課稅暫時差額均確認為遞延稅項負債，惟：

- 遞延稅項負債因初始確認一項交易（並非業務合併，且於進行交易時對會計溢利及應課稅損益並無影響）所涉及商譽或資產或負債而產生則不在此列；及
- 就與於附屬公司、聯營公司及合營企業之投資有關之應課稅暫時差額而言，倘能控制有關暫時差額之撥回時間及有關暫時差額可能於可見將來不會撥回，則亦不在此列。

所有可抵扣暫時差額、未動用稅項抵免及任何未動用稅項虧損的結轉均確認為遞延稅項資產，而遞延稅項資產於可能取得應課稅溢利供動用可抵扣暫時差額、未動用稅項抵免及未動用稅項虧損結轉時予以確認，惟：

- 與可抵扣暫時差額有關之遞延稅項資產因初始確認一項交易（並非業務合併，且於進行交易時對會計溢利或應課稅損益並無影響）所涉及資產或負債而產生則不在此列；及
- 就與附屬公司、聯營公司及合營企業之投資有關之可抵扣暫時差額而言，則僅在有關係暫時差額可能於可見將來撥回，並有應課稅溢利供動用暫時差額之情況下，方會確認遞延稅項資產。

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### *Revenue recognition*

Revenues are recognised when, or as, the control of the goods or services is transferred to the customer. Depending on the business model, terms of the contract and the laws applicable, control of the goods and services may be transferred over time or at a point in time. Control of the goods and services is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods and services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods and services.

### 2. 主要會計政策概要 (續)

遞延稅項資產之賬面值於各報告期末檢討，倘不再可能有足夠應課稅溢利以供動用全部或部分遞延稅項資產，則遞延稅項資產之賬面值將相應減少。未確認遞延稅項資產於各報告期末重新評估，倘可能有足夠應課稅溢利以收回全部或部分遞延稅項資產，則確認有關遞延稅項資產。

遞延稅項資產及負債乃根據於報告期末前已頒佈或實質頒佈之稅率（及稅法），按預期變現有相關資產或清償有關負債期間適用之稅率計量。

當有可依法強制執行權利將當期稅項資產與當期稅項負債抵銷，且遞延稅項資產及負債涉及相同稅務機關向同一應課稅實體或擬按淨額基準結算結餘之不同應課稅實體徵收之所得稅，則可將遞延稅項資產與負債互相抵銷。

#### *收益確認*

收益在貨品或服務的控制權轉讓予客戶時確認。根據業務模式、合約條款或適用法律，貨品及服務的控制權可以在某一時段或時點轉讓。如果本集團在履約時滿足以下條件，則貨品及服務的控制權在某一時段轉讓：

- 提供客戶同時收取及消耗的所有利益；
- 在本集團履約時創造並強化客戶所控制的資產；或
- 並未創造一項可被本集團用於其他替代用途的資產，且本集團就迄今為止履約部分的付款具有強制執行權利。

如果對產品和服務的控制權隨時間轉移，則在合約期間通過參考履約責任之已完成進度確認收益。否則，在客戶獲得貨品及服務控制權的時點確認收益。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The progress towards complete satisfaction of performance obligation, depending on the nature of the good and service to be transferred, is measured based on one of the following methods that best depicts the Group's performance in satisfying the performance obligation:

- direct measurements of the value of individual services transferred by the Group to the customer; or
- the Group's efforts or inputs to the satisfaction of the performance obligation.

If contracts involve the sale of multiple goods, goods followed by related services, or multiple services, the transaction price will be allocated to each performance obligation based on their relative stand-alone selling prices. If the stand-alone selling prices are not directly observable, they are estimated based on expected cost plus a margin or adjusted market assessment approach, depending on the availability of observable information.

When either party to a contract has performed, the Group presents the contract in the statement of financial position as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment.

A contract asset is the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer. Contract assets and assets arising from costs to obtain or fulfil a contract that are recognised in accordance with HKFRS 15. The Group uses practical expedients to recognise the incremental costs of obtaining a contract as an expense when incurred as the amortisation period of the asset that the Group otherwise would have recognised is one year or less.

If a customer pays consideration before the Group transfers a good or service to the customer, the Group presents the contract as a contract liability when the payment is made. A contract liability is the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer.

A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

## 2. 主要會計政策概要 (續)

視乎將予轉讓的貨品及服務性質，履約責任之已完成進度根據以下方法之一計量，有關方法為本集團履行履約責任表現的最佳陳述：

- 直接計量本集團向客戶轉讓之單項服務之價值；或
- 本集團為履行履約責任所做的努力或投入。

如果合約包括銷售多種貨品、貨品及相關服務或多種服務，交易價格將根據其相關單獨售價分配至各項履約責任。如果單獨售價無法直接觀察獲得，則根據可觀察資料的可用性按預計成本加毛利法或經調整的市場評估法進行估計。

當合約一方已履約時，本集團根據實體履約與客戶付款之關係在財務狀況表內將該合約列示為合約資產或合約負債。

合約資產是指本集團因其向客戶轉讓貨品或服務而獲得代價的權利。合約資產及因獲得或履行合約之成本而產生之資產根據香港財務報告準則第15號確認。本集團採用可行權宜方法於產生獲得合約之增量成本時將其確認為開支，原因為本集團已另行確認之資產之攤銷期為一年或以下。

倘客戶於本集團向其轉讓貨品或服務前支付代價，則本集團於支付時將合約呈列為合約負債。合約負債指本集團就其已收客戶代價而向客戶轉讓貨品或服務之責任。

當本集團具有無條件權力收取代價時，確認應收款項。如果代價到期支付之條件僅為時間推移，本集團具有無條件權力收取該等代價。

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The following is a description of the accounting policy for the principal revenue streams of the Group:

(a) from providing services including integrated sports content production and distribution, sports talent management, community development consultancy service and sports park facilities hiring, in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided because the customer receives and uses the benefits simultaneously;

(b) from the sale of goods, when control of the goods has been transferred to the buyer, which is upon the acceptance of the goods.

When another party is involved in providing goods or services to a customer, the Group is a principal if it obtains control through one of the following way:

- Control the good or services before it transfers to the customers;
- Has the ability to direct another party to provide the service to the customer on the entity's behalf; or
- Providing a significant service of integrating services and obtains control of the inputs to the specified good or service and directs their use to create the combined output that is the specified good or service.

If control is not clear, the Group will analyse the three indicators (1) who is the primary obligator; (2) who has the inventory risk and (3) who has the discretion in establishing the price to assist the analysis of control. Sometimes, control are not always clear and judgement are need in analysis of whether the Group is principle or agent.

If the Group is principle, revenue will be recognise at the 'gross' amount paid by the customer for the specified good or service and record a corresponding expense for the commission or fee that it has to pay to any agent, in addition to the direct costs of satisfying the contract. If as an agent, will record revenue the commission or fee earned for facilitating the transfer of the specified goods or services (the 'net' amount retained).

Rental income is recognised on a straight line basis over the lease terms;

### 2. 主要會計政策概要 (續)

以下是對本集團主要收益來源之會計政策說明：

(a) 提供服務(包括綜合體育內容製作及發行、體育人才管理、社區發展諮詢服務及體育園設施租用)之收益於提供服務之會計期間確認。就固定價格之合約而言，收益按於報告期末已提供實際服務佔將予提供全部服務之比例確認，原因為客戶同時收取並使用利益；

(b) 銷售貨品之收益於貨品控制權已轉讓予買方(即接收貨品)時予以確認。

倘另一方涉及向客戶提供貨品或服務，而本集團透過下列方式之一獲得控制權，則本集團屬於委託人：

- 於貨品或服務轉讓予客戶前控制該等貨品或服務；
- 有能力指示另一方代表實體向客戶提供服務；或
- 提供大量綜合服務及獲得指定貨品或服務投入之控制權，並指示有關貨品或服務用於創造綜合產出(即指定貨品或服務)。

倘控制權並不明確，本集團將分析下列三個指標：(1)誰是主要負責人；(2)誰是擁有存貨風險之一方及(3)誰是擁有定價限制之一方，以協助分析控制權。控制權有時候並不明確，需要於分析本集團作為委託人亦或代理人時作出判斷。

倘本集團為委託人，收益將按客戶就指定貨品或服務支付之「總」額確認，且除履行合約之直接成本外，亦錄得須向任何代理人支付之佣金或費用之有關開支。倘為代理人，將就促使轉讓指定貨品或服務賺取之佣金或費用錄得收益(保留「淨」額)。

租金收入於租期內按直線法確認；

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### *Interest income*

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in the statement of profit or loss as part of other income and other gains-net.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

### *Government grants*

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the profit or loss on a straight-line basis over the expected lives of the related assets.

### *Share-based payments*

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options or shares is recognised as an expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options or shares granted on grant day:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or holding shares for a specified period of time).

## 2. 主要會計政策概要 (續)

### *利息收入*

使用實際利率法按攤銷成本計算之財務資產之利息收入於損益表確認為其他收入及其他收益淨額之一部分。

利息收入的計算方法是將實際利率應用於財務資產的賬面總額，惟其後出現信貸減值的財務資產除外。就出現信貸減值的財務資產而言，實際利率應用於財務資產的賬面淨值（經扣除虧損撥備）。

### *政府補貼*

政府補貼在合理確定將會收取補貼及本集團將符合一切所附條件時，按其公平值確認。

與成本有關的政府補貼遞延入賬，並按與擬補償的成本配比所需期間於損益內確認。

與物業、廠房及設備有關之政府補貼列入非流動負債作為遞延政府補貼，並按有關資產之預計年期以直線法計入損益。

### *以股份為基礎之付款*

本集團設有多項以股權結算及以股份為基礎之報酬計劃，據此，實體獲得來自僱員之服務作為本集團股本工具（購股權）之代價。為換取購股權或股份而提供之僱員服務之公平值確認為開支，而股本相應增加。將支銷之總額乃參考所授購股權或股份於授出當日之公平值釐定：

- 包括任何市場表現條件（如實體之股價）；
- 不包括任何服務及非市場表現歸屬條件（如盈利能力、銷售增長目標及僱員在某特定時間段於實體留任）之影響；及
- 包括任何非歸屬條件（如規定僱員在特定時間段保留或持有股份）之影響。

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

#### *Other employee benefits*

##### *Pension scheme*

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in central pension schemes operated by the local municipal governments. These subsidiaries are required to contribute certain percentage of their payroll costs to the central pension schemes. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension schemes.

#### *Foreign currency translation*

##### (a) Functional and presentation currency

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

##### (b) Transactions and balances

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised in other comprehensive income.

### 2. 主要會計政策概要 (續)

總支出於歸屬期(即所有規定的歸屬條件達成的期間)內確認。於各報告期末,實體根據非市場歸屬及服務條件修訂其對預期將歸屬的購股權的數目的估計,並於損益確認修訂對原估計的影響(如有),並對股本作相應調整。

於購股權獲行使時,本公司會發行新股。於購股權獲行使時,扣除任何直接應佔交易成本所收取的所得款項計入股本(面值)及股份溢價。

#### *其他僱員福利*

##### *退休金計劃*

本集團根據強制性公積金計劃條例,為其香港之所有僱員提供定額供款之強制性公積金退休福利計劃(「強積金計劃」)。供款乃根據僱員基本薪金之百分比計算,並於有關款項根據強積金計劃之規則須予支付時自損益扣除。強積金計劃之資產乃獨立於本集團之資產,由獨立管理之基金分開持有。

本集團於中國經營之附屬公司之僱員須參加由當地市政府所運作之中央退休金計劃。該等附屬公司須按其薪金成本之若干百分比向該等中央退休金計劃供款。有關供款於根據該等中央退休金計劃之規則須支付時自損益扣除。

#### *外幣換算*

##### (a) 功能及呈報貨幣

該等財務報表以港元呈列,港元為本公司之功能及呈報貨幣。本集團旗下各實體自行決定其功能貨幣,而各實體財務報表內之項目均以該實體經營所在主要經濟環境的貨幣(「功能貨幣」)計量。

##### (b) 交易及結餘

年內的外幣交易按交易日之匯率換算。以外幣計值的貨幣資產及負債乃按於報告期末之匯率換算。除來自用作對沖於其他全面收益確認的海外業務投資淨額之外幣借貸外,匯兌收益及虧損於損益確認。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currency are translated using the foreign exchange rates ruling at the translation dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the translations. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

### (c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

## 2. 主要會計政策概要 (續)

以外幣計值按歷史成本計量之非貨幣資產及負債，採用交易日之匯率換算。以外幣計值按公平值列賬之非貨幣資產及負債，採用計量公平值當日之匯率換算。

海外業務之業績乃按與交易日之匯率相若之匯率換算為港元。所產生的匯兌差額於其他全面收益確認並於權益內於匯兌儲備單獨累計。

於出售海外業務時，與該海外業務有關之累計匯兌差額會在確認出售之溢利或虧損時從權益重新分類至損益。

### (c) 集團公司

所有集團實體（並無來自嚴重通貨膨脹經濟體的貨幣）的業績及財務狀況的功能貨幣如有別於呈報貨幣，均按以下方式換算為呈報貨幣：

- (i) 於各財務狀況表呈列的資產及負債乃按有關財務狀況表結算日的收市匯率換算；
- (ii) 各損益的收入及開支乃按平均匯率換算（除非該平均匯率並不合理地接近有關交易當日匯率的累積影響，在該情況下，收入及開支按有關交易當日的匯率換算）；及
- (iii) 所有因此而產生的匯兌差額於其他全面收益中確認。

收購境外實體產生的商譽及公平值調整視為該境外實體的資產和負債，並以收市匯率換算。由此產生的匯兌差額於其他全面收益確認。



### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Disposal of foreign operation and partial disposal  
On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or joint ventures that do not result in the Group losing significant influence or joint control) the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

#### *Ordinary shares*

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

### 3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

### 2. 主要會計政策概要 (續)

(d) 出售海外業務及部分出售  
於出售海外業務 (即出售本集團於一項海外業務之全部權益, 或涉及失去包含海外業務的附屬公司控制權之出售, 或涉及失去包含海外業務之合營企業共同控制權之出售, 或涉及失去對包含海外業務之聯營公司重大影響力之出售) 時, 本公司擁有人應佔就有關業務於權益累計之所有匯兌差額重新分類至損益。

倘出售部分權益不會導致本集團失去對包含海外業務之附屬公司的控制權, 則按比例所分佔之累計匯兌差額重新撥歸至非控股權益, 且不會於損益確認。就所有其他部分出售 (即本集團於聯營公司或合營企業之擁有權權益減少, 而並無導致本集團失去重大影響力或共同控制權) 而言, 按比例所分佔之累計匯兌差額重新分類至損益。

#### *普通股*

普通股分類列為權益。發行新股或購股權直接應佔的增量成本, 列入權益作為所得款項的扣減 (扣除稅項)。

倘任何集團公司購買本公司之權益股本 (庫存股), 包括任何直接應佔增量成本 (扣除所得稅) 之已付代價於本公司股權持有人應佔權益內扣除, 直至股份獲註銷或重新發行為止。倘該等股份其後重新發行, 則任何已收代價 (減去任何直接應佔的新增交易成本及相關所得稅影響) 計入本公司股權持有人應佔權益中。

### 3. 重大會計估計、假設及判斷

管理層在編製本集團之財務報表時, 須作出判斷、估計及假設, 而該等判斷、估計及假設對所呈報收益、開支、資產及負債之金額及隨附披露資料以及或然負債之披露資料均會產生影響。有關假設及估計存在不確定因素, 可能導致出現須對日後受影響資產或負債之賬面值作出重大調整之結果。

### 3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONTINUED)

#### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### (i) Revenue recognition

The main revenue streams of the Group include revenue from sports content production and distribution, sports talent management, sale of goods and community development consultancy services. Under HKFRS 15 "Revenue from Contracts with Customers", revenue from the sale of goods and rendering of services is recognised when control of goods or services transfer to customers. The Group's accounting policy in relation to revenue recognition is disclosed in Note 2.3. In addition, the illustrative example of HKFRS 15 requires the Group to determine whether the Group is acting as a principal or an agent on these type of activities, the Group made assessment based on indicators of (a) who is primarily responsible for providing the goods or services; (b) who has inventory risk; and (c) who has latitude to establish prices. Based on a comprehensive assessment of all the facts and circumstances, judgement is made on an individual contract basis to determine whether revenue can be recognised during the year and whether revenue should be recognised on a gross or net basis.

With respect to the sponsorship and marketing related services the Group provided to its associates in relation to a top-tier professional basketball league in the PRC included in sports content production and distribution income in Note 5 REVENUE, OTHER INCOME AND OTHER GAINS-NET, the Group makes a judgement that it is acting as a principal instead of an agent by considering several factors including: (a) the Group creates the combined output by integrating services and goods provided by other parties together with the services produced by itself; (b) the Group could control the services and goods and direct the use of them; (c) the Group is acting as the primary obligor to fulfill the obligations to provide integrated sponsorship and marketing activities services to its customers; and (d) the Group bears the substantive inventory risk of the specified goods and services obtained from the suppliers.

### 3. 重大會計估計、假設及判斷(續)

#### 判斷

於應用本集團會計政策過程中，管理層已作以下對財務報表所確認數額有最重大影響之判斷(除涉及估計者外)：

#### (i) 收益確認

本集團之主要收益來源包括體育內容製作及發行、體育人才管理、銷售貨品及社區發展諮詢服務。根據香港財務報告準則第15號「與客戶所訂合約之收益」，銷售貨品及提供服務之收益於貨品或服務的控制權轉移至客戶時確認。本集團有關收益確認之會計政策於附註2.3內披露。此外，香港財務報告準則第15號之示例說明要求本集團須判定其是否擔任此類活動之主事人或代理人，而本集團根據下列指標作出評估：(a)誰是主要負責提供貨品或服務之一方；(b)誰是擁有存貨風險之一方；及(c)誰是擁有定價限制之一方。根據對所有事實及情況作出之全面評估，按個別合同為基準，以判斷能否於年內確認收益及應否按總額或淨額基準確認收益。

本集團就一個中國高等級職業籃球聯賽向其聯營公司提供之贊助及市場推廣相關服務計入附註5收益、其他收入及其他收益淨額的體育內容製作及發行收入，而本集團就此判斷其乃擔任主事人而非代理人，當中經考慮若干因素，包括：(a)本集團透過整合其他方提供之服務及貨品以及其自身提供之服務，創造綜合產出；(b)本集團控制有關服務及貨品並控制彼等之用途；(c)本集團乃主要負責人，以履行向其客戶提供綜合贊助及市場推廣相關服務之責任；及(d)本集團就供應商提供之指定貨品及服務承擔重大存貨風險。

### 3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONTINUED)

#### Estimation uncertainty

Notes 15, 16, 28, and 30 contain information about the assumptions and their risk factors relating to estimation of interests in associates and joint ventures, derivative financial instruments, deferred tax assets and liabilities and fair value of share options granted, other key sources of estimation uncertainty are as follow:

#### (i) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the tables in Note 39.

#### (ii) Impairment of Goodwill and intangible assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period in accordance with the accounting policies stated in Note 2.3. Indefinite life intangible assets and goodwill are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. Both calculations require the use of estimates. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. In estimating the value in use of assets, various assumptions, including future cash flows to be associated with the non-current assets (such as future sales forecast, expected capital expenditure and working capital requirements) and discount rates, are made. If future events do not correspond to such assumptions, the recoverable amounts will need to be revised, and this may have an impact on the Group's results of operations or financial position.

The Group has assessed the recoverable amount of the CGU with goodwill. The recoverable amounts of the CGUs with goodwill have been determined based on value in use calculation or fair value less costs of disposal calculation, which use cash flow projections as at 31 December 2019. These cash flow projections are derived from the approved business plan which has a forecast covering a period of 5-10 years and have incorporated necessary updates. The key assumptions used in the value in use calculations are set out in Note 14.

### 3. 重大會計估計、假設及判斷 (續)

#### 估計之不明朗因素

附註15、16、28及30載有與估計於聯營公司及合營企業之權益、衍生財務工具、遞延稅項資產及負債及所授購股權之公平值有關之假設及其風險因素之資料，估計之不明朗因素之其他主要來源如下：

#### (i) 財務資產減值

財務資產虧損撥備乃基於有關違約風險及預期虧損率之假設作出。於各報告期末，本集團根據其過往歷史、現時市況及前瞻性估計，通過判斷作出該等假設及選擇減值計算之輸入數據。有關主要假設及輸入數據之詳情於附註39之表格披露。

#### (ii) 商譽及無形資產減值

本集團於各報告期末根據附註2.3所述之會計政策評估所有非財務資產是否存在任何減值跡象。具無限年期之無形資產及商譽每年及於存在減值跡象時進行減值測試。其他非財務資產於其賬面值存在不可收回跡象時進行減值測試。資產或現金產生單位之賬面值超逾其可收回金額（即其公平值減銷售成本與其使用價值中之較高者）時，即出現減值。兩種計算均須使用估計。公平值減銷售成本乃按類似資產以公平交易方式從具法律約束力之銷售交易中可獲得數據、或可觀察市價減出售資產之增量成本計算。在估計資產的使用價值時，須作出多項假設，包括非流動資產有關的未來現金流量（如未來銷售預測、預計資本開支及營運資金需求）及貼現率。倘未來情況不符合該等假設，則可收回金額將須予以修訂，而此舉可能會影響本集團的經營業績或財務狀況。

本集團已評估商譽現金產生單位之可收回金額。商譽現金產生單位之可收回金額乃基於使用價值或公平值減出售成本釐定，而使用價值計算採用二零一九年十二月三十一日之現金流量預測。該現金流量預測乃摘自經批准業務計劃，該計劃載有涵蓋五至十年期的預測並已載入必要更新資料。使用價值計算採用之主要假設載於附註14。

### 3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONTINUED)

#### (iii) Depreciation

The Group's management exercises its judgement in estimating the useful lives of the depreciable assets. The estimated useful lives reflect the management's estimate of the periods the Group intends to derive future economic benefits from the use of these assets.

The Group depreciates the property, plant and equipment in accordance with the accounting policies stated in Note 2.3 to the financial statements. The carrying amount of property, plant and equipment is disclosed in Note 12 to the financial statements.

### 4. OPERATING SEGMENT INFORMATION

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

The management considers the business from a product/service perspective. The management separately considers the different products and services offered, and for the year ended 31 December 2019, the Group is organised into two reportable operating segments as follows:

(a) the sports-related business segment engages in the production and distribution of sports content, management and marketing of sports talents and provision of sports-related marketing and consultancy service; and

(b) the sports destinations development segment engages in operation of sports parks, sports centres and ice-skating rinks, development of communities, provision of community development consultancy and subcontracting services; property development for sales and investment, and research and development, marketing and sales of construction materials.

From 1 January 2019, community development segment information was presented in sports destinations development segment due to the development of the Group's business.

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

### 3. 重大會計估計、假設及判斷(續)

#### (iii) 折舊

本集團管理層在估計可折舊資產之可使用年期時行使其判斷。估計可使用年期反映管理層所估計本集團擬自使用該等資產帶來日後經濟利益之期間。

本集團根據財務報表附註2.3所述會計政策對物業、廠房及設備計算折舊。物業、廠房及設備之賬面值於財務報表附註12披露。

### 4. 經營分部資料

管理層乃本集團之主要經營決策者。管理層定期審閱本集團之內部報告，以評估表現及進行資源分配。

管理層從產品／服務角度考慮業務。管理層分別考慮所提供之不同產品及服務，而本集團於截至二零一九年十二月三十一日止年度分為以下兩個呈報經營分部：

(a) 體育相關業務分部，從事體育內容製作及發行、體育人才管理及市場推廣以及提供體育相關市場推廣及諮詢服務；及

(b) 體育目的地發展分部，從事經營體育園、運動中心及滑冰場；開發社區；提供社區發展諮詢及分包服務；待售房地產開發及投資；以及建材之研發、市場推廣及銷售。

自二零一九年一月一日起，由於本集團的業務發展，社區發展分部資料於體育目的地發展分部內呈列。

管理層分開監察本集團各經營分部之業績，以就資源分配及表現評估作出決定。分部表現乃根據可呈報分部溢利或虧損來進行評估，此乃計量經調整除稅前溢利或虧損之方法。經調整除稅前溢利或虧損之計量方法與本集團之除稅前溢利或虧損一致，惟利息收入、財務成本、以股權結算之購股權開支、投資物業之公平值變動、分佔聯營公司及合營企業之溢利及虧損以及總辦事處及企業收入及開支則不包括於該計量中。

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

### 4. 經營分部資料(續)

Year ended 31 December 2019		Sports-related business 體育 相關業務 HK\$'000 千港元	Sports destinations development 體育目的地 發展 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue:</b>	截至二零一九年 十二月三十一日止年度			
External	分部收益： 外部	356,413	268,591*	625,004
<b>Segment results</b>	分部業績	<b>22,939</b>	<b>(70,729)</b>	<b>(47,790)</b>
<i>Reconciliation:</i>	調節表：			
Interest income	利息收入			8,531
Fair value gain on investment property	投資物業之公平值收益			461
Fair value gain on redemption of convertible notes	贖回可換股票據之 公平值收益			67,122
Fair value loss on derivative financial instruments	衍生財務工具之公平值虧損			(254)
Net gain on partial disposal of interest in an associate	出售於一間聯營公司之 部分權益之收益淨額			817,352
Equity-settled share option expense	以股權結算之購股權開支			(10,377)
Impairment on investment in a joint venture	於一間合營企業投資之減值			(17,381)
Impairment on intangible assets	無形資產之減值			(31,368)
Impairment on financial assets	財務資產之減值			(82,483)
Loss on disposal of a subsidiary	出售一間附屬公司之虧損			(29,957)
Corporate and other unallocated expenses	企業及其他未分配開支			(63,497)
Share of profits less losses of associates and joint ventures	分佔聯營公司及合營企業之 溢利減虧損			342,112
Finance costs	財務成本			(118,334)
Profit before income tax	除所得稅前溢利			834,137
<b>Other segment information:</b>	其他分部資料：			
Depreciation	折舊	5,047	10,971	16,018
Add: depreciation related to corporate	加：與企業有關之折舊			3,986
				20,004
Capital expenditure	資本開支	2,004	7,519	9,523
Add: capital expenditure related to corporate	加：與企業有關之資本開支			1,067
				10,590

\* Included in sports destinations development were HK\$187,430,000 revenue derived from sales of construction materials

\* 來自建材銷售的收入187,430,000港元乃計入體育目的地發展

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

Year ended 31 December 2018	截至二零一八年 十二月三十一日止年度
<b>Segment revenue:</b>	<b>分部收益:</b>
External	外部
<b>Segment results</b>	<b>分部業績</b>
<i>Reconciliation:</i>	<i>調節表:</i>
Interest income	利息收入
Gain on remeasurement of pre-existing interest in a joint venture	重新計量於合營企業之原有權益之收益
Fair value loss on investment properties	投資物業之公平值虧損
Equity-settled share option expense	以股權結算之購股權開支
Corporate and other unallocated income	企業及其他未分配收入
Corporate and other unallocated expenses	企業及其他未分配開支
Share of profits less losses of associates and joint ventures	分佔聯營公司及合營企業之溢利減虧損
Finance costs	財務成本
Profit before income tax	除所得稅前溢利
<b>Other segment information:</b>	<b>其他分部資料:</b>
Depreciation	折舊
Add: depreciation related to corporate	加: 與企業有關之折舊
Capital expenditure	資本開支
Add: capital expenditure related to corporate	加: 與企業有關之資本開支

#### Information about major customers

Revenue of approximately HK\$316,249,000 was derived from an individual customer of the sports-related business segment which is a related party as disclosed in Note 35, while HK\$85,723,000, HK\$69,060,000 and HK\$33,062,000 were derived from three individual customers of the sports destinations development segment, respectively, for the year ended 31 December 2019.

Revenue of approximately HK\$329,959,000 was derived from an individual customer of the sports-related business segment, while HK\$274,695,000, HK\$270,330,000 and HK\$152,068,000 were derived from three individual customers of the community development segment, respectively, for the year ended 31 December 2018.

#### Geographic information

For the years ended 31 December 2019 and 2018, the operating activities of the Group are mainly carried out in the PRC.

### 4. 經營分部資料 (續)

Sports-related business	Community development	Total
體育相關業務	社區開發	總計
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
363,310	771,274	1,134,584
51,928	10,184	62,112
		6,525
		1,764
		(677)
		(13,148)
		183
		(60,672)
		182,329
		(83,693)
		94,723
573	3,531	4,104
		96
		4,200
140	7,577	7,717
		658
		8,375

#### 主要客戶之資料

於截至二零一九年十二月三十一日止年度，約316,249,000港元之收益來自一名體育相關業務分部之個別客戶（為附註35所披露的關連人士），而85,723,000港元、69,060,000港元及33,062,000港元之收益分別來自三名體育目的地發展分部之個別客戶。

於截至二零一八年十二月三十一日止年度，約329,959,000港元之收益來自一名體育相關業務分部之個別客戶，而274,695,000港元、270,330,000港元及152,068,000港元之收益分別來自三名社區開發分部之個別客戶。

#### 地區資料

截至二零一九年及二零一八年十二月三十一日止年度，本集團的營運活動主要在中國進行。

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 5. REVENUE, OTHER INCOME AND OTHER GAINS-NET

Revenue, which is also the Group's turnover, represents (i) the net invoiced value of goods sold, net of value-added tax and after allowances for returns and trade discounts; (ii) the value of services rendered, net of value-added tax and government surcharges; (iii) considerations received and receivable for organising events and competitions; (iv) gross hiring income received and receivable from sports park facilities; and (v) gross rental income received and receivable from investment properties during the year.

An analysis of the Group's revenue, other income and other gains-net are as follows:

		2019 二零一九年	2018 二零一八年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>		
Sports content production and distribution income	體育內容製作及發行收入	<b>338,747</b>	354,573
Sports talent management income	體育人才管理收入	<b>17,666</b>	8,694
Sale of goods	銷售貨品	<b>199,766</b>	715,211
Community development consultancy service income	社區發展諮詢服務收入	<b>1,053</b>	24,482
Sports park facilities hiring income and other service income	體育園設施之租賃收入及其他服務收入	<b>57,943</b>	21,019
Gross rental income	租金收入總額	<b>9,829</b>	10,605
		<b>625,004</b>	1,134,584
<b>Other income</b>	<b>其他收入</b>		
Government grants	政府補貼	<b>20,291</b>	21,169
Interest income	利息收入	<b>8,531</b>	6,525
Gain on re-measurement of pre-existing interest in a joint venture	重新計量於合營企業之原有權益之收益	-	1,764
Others	其他	<b>9,619</b>	-
		<b>38,441</b>	29,458
<b>Other gains-net</b>	<b>其他收益淨額</b>		
Fair value gain on redemption of convertible notes	贖回可換股票據之公平值收益	<b>67,122</b>	-
Fair value loss on derivative financial instruments	衍生財務工具之公平值虧損	<b>(254)</b>	(5,109)
Fair value gain on investment property	投資物業之公平值收益	<b>461</b>	-
Net (loss)/gain on disposal of property, plant and equipment	出售物業、廠房及設備之(虧損)/收益淨額	<b>(80)</b>	183
Foreign exchange loss	匯兌虧損	<b>(2,448)</b>	-
Loss on disposal of a subsidiary	出售一間附屬公司之虧損	<b>(29,957)</b>	-
Net gain on partial disposal of interest in an associate	出售於一間聯營公司之部分權益之收益淨額	<b>817,352</b>	-
		<b>852,196</b>	(4,926)
		<b>890,637</b>	24,532

Note:

(a) Total interest income on financial assets that are measured at amortised cost for the year was HK\$8,531,000 (2018: HK\$6,525,000 at amortised cost).

(b) Revenue recognised during the year that was included in the contract liability balance at the beginning of the year was HK\$20,102,000 (2018: HK\$47,978,000).

### 5. 收益、其他收入及其他收益淨額

收益(亦即本集團之營業額)乃指年內:(i)銷售貨品之發票淨值(經扣除增值稅以及扣除退貨撥備及貿易折扣);(ii)所提供服務價值(經扣除增值稅及政府徵費);(iii)已收及應收組織活動及比賽之代價;(iv)體育園設施已收及應收之租賃收入總額;及(v)自投資物業已收及應收之租金收入總額。

本集團收益、其他收入及其他收益淨額之分析如下:

附註:

(a) 年內按攤銷成本計量的財務資產的總利息收入為8,531,000港元(二零一八年:按攤銷成本6,525,000港元)。

(b) 計入年初合約負債結餘之年內已確認收益為20,102,000港元(二零一八年:47,978,000港元)。

## Notes to Consolidated Financial Statements 綜合財務報表附註

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### 5. REVENUE, OTHER INCOME AND OTHER GAINS-NET (CONTINUED)

#### Revenue recognised in relation to contract liabilities

The Group has recognised the following liabilities related to contracts with customers:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Contract liabilities – receipts in advance	合約負債－預收款項	<b>61,377</b>	20,474

As at 31 December 2019, included in contract liabilities was an amount of HK\$2,618,000 (2018: HK\$2,563,000) received from an associate, which is based on normal commercial terms offered by the Group to major customers.

### 5. 收益、其他收入及其他收益淨額 (續)

#### 就合約負債確認的收益

本集團已確認下列與客戶合約有關的負債：

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
		<b>61,377</b>	20,474

於二零一九年十二月三十一日，自一間聯營公司收取之款項2,618,000港元（二零一八年：2,563,000港元）乃計入合約負債，此乃根據本集團向主要客戶提供之正常商業條款釐定。

### 6. FINANCE COSTS

			2019 二零一九年	2018 二零一八年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Interest on bank loans	銀行貸款利息	26	<b>5,061</b>	4,117
Interest on convertible notes	可換股票據利息	27	<b>106,984</b>	107,898
Interest on lease liabilities	租賃負債利息	12(B)	<b>6,289</b>	–
Less: interest expense capitalised into properties under development for sale	減：資本化至發展中之待售物業之利息開支	(a)	–	(28,322)
			<b>118,334</b>	83,693

Note:

(a) The finance costs have been capitalised at a weighted average interest rate of 13.81% per annum for year ended 31 December 2018 while no capitalisation of interest for year ended 31 December 2019.

### 6. 財務成本

附註：

(a) 截至二零一八年十二月三十一日止年度，財務成本已按13.81%之加權平均年利率資本化，而截至二零一九年十二月三十一日止年度並無利息資本化。



## Notes to Consolidated Financial Statements 綜合財務報表附註

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### 7. PROFIT BEFORE INCOME TAX

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

### 7. 除所得稅前溢利

本集團之除所得稅前溢利乃經扣除／（計入）下列各項達致：

			2019 二零一九年	2018 二零一八年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Cost of inventories sold	已售存貨成本		<b>190,077</b>	687,961
Cost of services provided	所提供服務成本		<b>311,718</b>	279,895
Depreciation	折舊	12	<b>20,004</b>	4,200
Amortisation of intangible assets	無形資產攤銷	14	<b>14,459</b>	380
Gain on remeasurement of pre-existing interest in a joint venture	重新計量於合營企業之原有權益之收益	5	–	(1,764)
Auditor's remuneration	核數師酬金			
– audit services	– 核數服務		<b>3,517</b>	3,986
– tax services	– 稅務服務		<b>150</b>	150
– other services	– 其他服務		<b>2,872</b>	1,367
Employee benefit expense (including directors' remuneration (Note 8)):	僱員福利開支（包括董事酬金（附註8））：			
– Wages and salaries	– 工資及薪金		<b>76,784</b>	61,363
– Equity-settled share option expenses	– 以股權結算之購股權開支		<b>10,186</b>	9,138
– Contributions to defined contribution retirement plans	– 定額供款退休計劃之供款		<b>5,679</b>	5,697
Impairment on intangible assets	無形資產之減值	14	<b>31,368</b>	–
Impairment on financial assets	財務資產之減值	39	<b>82,483</b>	17,738
Impairment on investment in a joint venture	於一間合營企業投資之減值	15	<b>17,381</b>	–
Net fair value (gain)/loss on investment properties	投資物業之公平值（收益）／虧損淨額	13	<b>(461)</b>	677
Foreign exchange loss	匯兌虧損		<b>2,448</b>	2,635
Net loss/(gain) in on disposal of property, plant and equipment	出售物業、廠房及設備之虧損／（收益）淨額	5	<b>80</b>	(183)
Fair value gain on redemption of convertible notes	贖回可換股票據之公平值收益	5	<b>(67,122)</b>	–
Fair value loss on derivative financial instruments	衍生財務工具之公平值虧損	5	<b>254</b>	5,109
Loss on disposal of a subsidiary	出售一間附屬公司之虧損	5	<b>29,957</b>	–
Net gain on partial disposal of interest in an associate	部分出售於一間聯營公司的權益之收益淨額	5	<b>(817,352)</b>	–

**8. DIRECTORS' REMUNERATION**

Directors' remuneration for the year disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Fees	袍金	<b>1,848</b>	1,950
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	<b>17,606</b>	14,881
Equity-settled share option expenses	以股權結算之購股權開支	<b>257</b>	5,380
Pension scheme contributions	退休金計劃供款	<b>173</b>	72
		<b>18,036</b>	20,333
		<b>19,884</b>	22,283

During the current and prior years, certain directors were granted share options, in respect of their services to the Group, under the share option schemes of the Company, further details of which are set out in Note 30 to the financial statements. The fair values of such options, which have been recognised in profit or loss over the relevant vesting period, were determined as at the respective dates of grant and the amount included in the financial statements for the current year are included in the above directors' remuneration disclosures.

**8. 董事酬金**

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露之年度董事酬金如下：

於本年度及過往年度，若干董事就其為本集團提供服務而根據本公司購股權計劃獲授購股權，有關進一步詳情載於財務報表附註30。該等購股權之公平值於相關歸屬期間在損益確認，並於相關授出日期釐定，而計入本年度財務報表之款項已計入上文所披露之董事酬金內。

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 8. DIRECTORS' REMUNERATION (CONTINUED)

An analysis of the directors' remuneration, is as follows:

### 8. 董事酬金 (續)

董事酬金分析如下：

		Note	Fees	Salaries, allowances and benefits in kind	Equity-settled share option expenses	Retirement scheme contributions	Total remuneration
		附註	袍金	薪金、津貼及實物福利	以股權結算之購股權開支	退休金計劃供款	酬金總計
			HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元	千港元
<b>2019</b>	<b>二零一九年</b>						
<b>Executive directors:</b>	<b>執行董事：</b>						
Mr. Li Ning	李寧先生		200	11,714	9	18	11,941
Mr. Chan Ling	陳寧先生		200	2,240	58	18	2,516
Mr. Li Chunyang	李春陽先生		200	1,388	29	119	1,736
Mr. Li Qilin	李麒麟先生		200	2,264	126	18	2,608
			<b>800</b>	<b>17,606</b>	<b>222</b>	<b>173</b>	<b>18,801</b>
<b>Non-executive directors:</b>	<b>非執行董事：</b>						
Mr. Ma Wing Man	馬詠文先生		200	-	9	-	209
Mr. Chan James	陳進思先生	(a)	98	-	8	-	106
			<b>298</b>	<b>-</b>	<b>17</b>	<b>-</b>	<b>315</b>
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>						
Mr. Chen Johnny	陳志宏先生	(b)	30	-	9	-	39
Mr. Lien Jown Jing, Vincent	連宗正先生	(c)	242	-	9	-	251
Mr. Wang Yan	汪延先生		250	-	-	-	250
Mr. Pak Wai Keung, Martin	白偉強先生	(d)	220	-	-	-	220
Mr. Li Qing	李勅先生	(e)	8	-	-	-	8
			<b>750</b>	<b>-</b>	<b>18</b>	<b>-</b>	<b>768</b>
			<b>1,848</b>	<b>17,606</b>	<b>257</b>	<b>173</b>	<b>19,884</b>

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 8. DIRECTORS' REMUNERATION (CONTINUED)

### 8. 董事酬金 (續)

		Fees	Salaries, allowances and benefits in kind	Equity-settled share option expenses	Retirement scheme contributions	Total remuneration
		袍金	薪金、津貼及 實物福利	以股權結算之 購股權開支	退休金計劃 供款	酬金總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>2018</b>	<b>二零一八年</b>					
<b>Executive directors:</b>	<b>執行董事：</b>					
Mr. Li Ning	李寧先生	200	10,682	183	18	11,083
Mr. Chan Ling	陳寧先生	200	1,800	1,216	18	3,234
Mr. Li Chunyang	李春陽先生	200	1,047	608	18	1,873
Mr. Li Qilin	李麒麟先生	200	1,352	2,645	18	4,215
		800	14,881	4,652	72	20,405
<b>Non-executive directors:</b>	<b>非執行董事：</b>					
Mr. Ma Wing Man	馬詠文先生	200	-	182	-	382
Mr. Chan James	陳進思先生	200	-	182	-	382
		400	-	364	-	764
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>					
Mr. Chen Johnny	陳志宏先生	250	-	182	-	432
Mr. Lien Jown Jing, Vincent	連宗正先生	250	-	182	-	432
Mr. Wang Yan	汪延先生	250	-	-	-	250
		750	-	364	-	1,114
		1,950	14,881	5,380	72	22,283

Note:

- (a) Mr. Chan James, resigned with effect from 28 June 2019.
- (b) Mr. Chen Johnny, resigned with effect from 13 February 2019.
- (c) Mr. Lien Jown Jing, Vincent, resigned with effect from 20 December 2019.
- (d) Mr. Pak Wai Keung, Martin, appointed on 13 February 2019.
- (e) Mr. Li Qing, appointed on 20 December 2019.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2018: Nil).

附註：

- (a) 陳進思先生於二零一九年六月二十八日辭任。
- (b) 陳志宏先生於二零一九年二月十三日辭任。
- (c) 連宗正先生於二零一九年十二月二十日辭任。
- (d) 白偉強先生於二零一九年二月十三日獲委任。
- (e) 李勍先生於二零一九年十二月二十日獲委任。

年內概無董事放棄或同意放棄任何酬金之安排 (二零一八年：無)。

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 9. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals during the year included three directors (2018: three directors), details of whose remuneration are set out in Note 8 above. Details of the remuneration for the year of the remaining two (2018: two) highest paid individuals who are neither a director nor a chief executive of the Company are as follows:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	5,663	4,030
Equity-settled share option expenses	以股權結算之購股權開支	9,868	2,744
Retirement scheme contributions	退休金計劃供款	35	87
		<b>15,566</b>	<b>6,861</b>

The number of the non-director and non-chief executive highest paid individuals whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		2019 二零一九年	2018 二零一八年
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	1
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	-	1
HK\$12,500,001 to HK\$13,000,000	12,500,001港元至13,000,000港元	1	-
		<b>2</b>	<b>2</b>

In prior years, share options were granted to the non-director and non-chief executive highest paid individuals in respect of their services to the Group, further details of which are set out in Note 30 to the financial statements. The fair value of such share options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director and non-chief executive highest paid individuals remuneration disclosures.

### 9. 五名最高薪酬人士

年內五名最高薪酬人士包括三名董事（二零一八年：三名董事），其酬金詳情載列於上文附註8。年內其餘兩名（二零一八年：兩名）非本公司董事或行政總裁之最高薪酬人士之酬金詳情如下：

薪酬屬以下範圍之非董事及非行政總裁之最高薪酬人士之人數如下：

於過往年度，已就非董事及非行政總裁之最高薪酬人士為本集團服務而向其授出購股權，有關進一步詳情載於財務報表附註30。該等購股權之公平值於歸屬期間在損益確認，並於授出日期釐定，而計入本年度財務報表之款項已計入上文所披露之非董事及非行政總裁之最高薪酬人士之酬金內。

## Notes to Consolidated Financial Statements 綜合財務報表附註

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### 10. INCOME TAX

### 10. 所得稅

		2019 二零一九年	2018 二零一八年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Current tax – the PRC</b>	<b>本期稅項 – 中國</b>		
Charge for the year	年內支出	21,069	27,114
Under/(over) provision in prior years	過往年度撥備不足/ (超額撥備)	842	(559)
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences	暫時差額的產生及撥回	(14,378)	(4,822)
	28		
Income tax expense	所得稅開支	7,533	21,733

No provision for Hong Kong profits tax has been provided for the year ended 31 December 2019 as the Group did not generate any assessable profits arising in Hong Kong during the year (2018: Nil). The PRC corporate income tax provision in respect of operations in the PRC is calculated based on the statutory tax rate of 25% on the estimated assessable profits for the year based on existing legislation, interpretations and practices in respect thereof (2018: 25%).

本集團截至二零一九年十二月三十一日止年度並無於香港產生任何應課稅溢利，故並無就本年度作出香港利得稅撥備（二零一八年：無）。就中國業務作出之中國企業所得稅撥備乃根據相關現行法規、詮釋和慣例按本年度估計應課稅溢利以25%之法定稅率計算（二零一八年：25%）。

A reconciliation of the income tax expense applicable to profit before income tax for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax charge is as follows:

本公司及其大部分附屬公司所處司法管轄區之適用於除所得稅前溢利之所得稅開支與稅項支出之對賬如下：

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Profit before income tax	除所得稅前溢利	834,137	94,723
At the statutory/applicable income tax rates of different jurisdictions	按不同司法管轄區之法定/ 適用所得稅率計算	134,705	35,858
Tax effect of profits less losses attributable to associates and joint ventures	聯營公司及合營企業應佔 溢利減虧損的稅務影響	(63,302)	(45,582)
Tax effect of income not subject to tax	毋須課稅收入之稅務影響	(147,888)	(1,226)
Tax effect of expenses not deductible for tax	不可扣稅開支之稅務影響	45,403	10,507
Underprovision/(overprovision) in prior years	過往年度撥備不足/(超額撥備)	842	(559)
Tax effect of unused tax losses not recognised	未動用未確認稅項虧損之稅務影響	41,077	22,735
Tax effect of tax losses utilised	已動用稅項虧損之稅務影響	(3,304)	-
Income tax expense	所得稅開支	7,533	21,733

## Notes to Consolidated Financial Statements 綜合財務報表附註

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### 11. PROFIT PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share amounts for the year ended 31 December 2019 and 2018 is based on the profit for the year attributable to equity holders of the Company, and the weighted average number of ordinary shares in issue and participating equity instruments during the years.

The calculation of the diluted earnings per share amounts for the year ended 31 December 2019 is based on the profit for the year attributable to equity holders of the Company after adjustment to the dilutive effect of share of profits in an associate arising from its potential ordinary shares; and the weighted average number of ordinary shares after adjustment for the effect of deemed exercise or conversion of all dilutive potential ordinary shares at no consideration at the beginning of the year. The effect of the outstanding convertible notes and outstanding share options were not included in the computation of diluted earning per share for 2019 as they were anti-dilutive.

The calculation of the diluted earnings per share amounts for the year ended 31 December 2018 is based on the profit for the year attributable to equity holders of the Company after adjustment to the dilutive effect of share of profits in an associate arising from its potential ordinary shares and the weighted average number of ordinary shares after adjustment for the effect of deemed exercise of all dilutive potential ordinary shares at no consideration at the beginning of the year. The effect of the outstanding convertible notes (Note 27) was not included in the computation of diluted earning per share for 2018 as it was anti-dilutive.

### 11. 本公司權益持有人應佔每股溢利

截至二零一九年及二零一八年十二月三十一日止年度之每股基本盈利金額乃根據本公司權益持有人應佔年內溢利及年內已發行普通股及參與股本工具加權平均數計算。

截至二零一九年十二月三十一日止年度之每股攤薄盈利金額乃根據本公司權益持有人應佔年內溢利(已就其潛在普通股產生之分佔一間聯營公司溢利之攤薄影響作出調整)及普通股加權平均數(已就視作於年初按零代價行使或轉換全部攤薄性潛在普通股之影響作出調整)計算。由於尚未行使的可換股票據及尚未行使的購股權具反攤薄效應,因此於計算二零一九年之每股攤薄盈利時並未計及尚未行使可換股票據及尚未行使購股權之影響。

截至二零一八年十二月三十一日止年度之每股攤薄盈利金額乃根據本公司權益持有人應佔年內溢利(已就其潛在普通股產生之分佔一間聯營公司溢利之攤薄影響作出調整)及普通股加權平均數(已就視作於年初按零代價行使全部攤薄性潛在普通股之影響作出調整)計算。由於尚未行使的可換股票據(附註27)具反攤薄效應,因此於計算二零一八年之每股攤薄盈利時並未計及尚未行使可換股票據之影響。

		2019 二零一九年	2018 二零一八年
Profit attributable to equity holders of the Company, used in the basic earnings per share calculation (HK\$'000)	用於計算每股基本盈利之本公司權益持有人應佔溢利(千港元)	834,366	76,982
Adjustment to the share of profits in an associate arising from its dilutive potential ordinary shares (HK\$'000)	因潛在攤薄普通股而調整分佔一間聯營公司之溢利(千港元)	(7,975)	(1,244)
Profit attributable to equity holders of the company, used in the diluted earnings per share calculation (HK\$'000)	用於計算每股攤薄盈利之本公司權益持有人應佔溢利(千港元)	826,391	75,738
<b>Number of ordinary shares</b>	<b>普通股數目</b>		
Weighted average number of ordinary shares in issue and participating equity instruments used in the basic earnings per share calculation ('000)	用於計算每股基本盈利之已發行普通股及參與股本工具之加權平均數(千股)	11,260,786	11,231,069
Dilutive equivalent shares arising from potential ordinary shares ('000)	因潛在普通股所產生之攤薄等同股數(千股)	-	87,351
Weighted average number of ordinary shares and potential ordinary shares used in the diluted earnings per share calculation ('000)	用於計算每股攤薄盈利之普通股及潛在普通股加權平均數(千股)	11,260,786	11,318,420
Basic earnings per share (HK cents)	每股基本盈利(港仙)	7.41	0.69
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	7.34	0.67

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### 12(A) PROPERTY, PLANT AND EQUIPMENT

### 12(A) 物業、廠房及設備

		Buildings	Leasehold improvements	Machinery and office equipment 機器及辦公室設備	Furniture and fixtures 傢具及裝置	Motor vehicles 汽車	Total 總計
		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
<b>31 December 2019</b>	<b>二零一九年十二月三十一日</b>						
At 1 January 2019:	於二零一九年一月一日：						
Cost	成本	-	23,992	17,615	769	5,249	47,625
Accumulated depreciation and impairment	累計折舊及減值	-	(13,703)	(8,870)	(660)	(3,993)	(27,226)
Net book amount	賬面淨值	-	10,289	8,745	109	1,256	20,399
Opening net book amount	年初賬面淨值	-	10,289	8,745	109	1,256	20,399
Acquisition of subsidiaries	收購附屬公司	-	20,820	24,056	916	86	45,878
Additions	添置	-	4,229	4,673	182	1,506	10,590
Transfer from investment properties (Note 13)	轉撥自投資物業 (附註13)	10,977	-	-	-	-	10,977
Disposal	出售	-	-	(3,457)	(8)	(438)	(3,903)
Depreciation charge	折舊費	(61)	(5,070)	(2,900)	(562)	(461)	(9,054)
Currency translation differences	匯兌差額	129	(867)	62	(38)	(17)	(731)
Closing net book amount	年終賬面淨值	11,045	29,401	31,179	599	1,932	74,156
At 31 December 2019:	於二零一九年十二月三十一日：						
Cost	成本	11,106	54,279	67,017	4,390	5,561	142,353
Accumulated depreciation and impairment	累計折舊及減值	(61)	(24,878)	(35,838)	(3,791)	(3,629)	(68,197)
Net book amount	賬面淨值	11,045	29,401	31,179	599	1,932	74,156
<b>31 December 2018</b>	<b>二零一八年十二月三十一日</b>						
At 1 January 2018:	於二零一八年一月一日：						
Cost	成本	-	20,023	13,006	723	5,503	39,255
Accumulated depreciation and impairment	累計折舊及減值	-	(12,262)	(7,591)	(629)	(4,210)	(24,692)
Net book amount	賬面淨值	-	7,761	5,415	94	1,293	14,563
Opening net book amount	年初賬面淨值	-	7,761	5,415	94	1,293	14,563
Acquisition of a subsidiary	收購附屬公司	-	907	2,696	-	-	3,603
Additions	添置	-	4,051	3,312	53	383	7,799
Disposal	出售	-	-	(370)	-	(24)	(394)
Depreciation charge	折舊費	-	(1,931)	(1,854)	(34)	(381)	(4,200)
Currency translation differences	匯兌差額	-	(499)	(454)	(4)	(15)	(972)
Closing net book amount	年終賬面淨值	-	10,289	8,745	109	1,256	20,399
At 31 December 2018:	於二零一八年十二月三十一日：						
Cost	成本	-	23,992	17,615	769	5,249	47,625
Accumulated depreciation and impairment	累計折舊及減值	-	(13,703)	(8,870)	(660)	(3,993)	(27,226)
Net book amount	賬面淨值	-	10,289	8,745	109	1,256	20,399



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### 12(B) LEASES

#### (i) Amounts recognised in the statement of financial position

The statement of financial position shows the following amounts relating to leases when the Group is a lessee:

		31 December 2019 二零一九年 十二月三十一日	1 January 2019 二零一九年 一月一日
		HK\$'000 千港元	HK\$'000 千港元
<b>Right-of-use assets</b>	<b>使用權資產</b>		
Buildings	樓宇	176,282	38,112
		<b>176,282</b>	<b>38,112</b>
<b>Lease liabilities</b>	<b>租賃負債</b>		
Current	流動	15,359	4,769
Non-current	非流動	169,279	35,288
		<b>184,638</b>	<b>40,057</b>

Additions to the right-of-use assets during the 2019 financial year were HK\$155,238,000

### 12(B) 租賃

#### (i) 於財務狀況表確認的款項

財務狀況表列示以下租賃(本集團作為承租人)相關款項:

於二零一九財政年度使用權資產的添置為155,238,000港元

#### (ii) Amounts recognised in the statement of profit or loss

The statement of profit or loss shows the following amounts relating to leases:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Depreciation charge of right-of-use assets	使用權資產折舊費		
Buildings	樓宇	10,950	-
Interest expense (included in finance cost)	利息開支(計入財務成本)	6,289	-
Expense relating to short-term leases (included in cost of sales, selling and distribution expenses and administrative and other operating expenses)	短期租賃相關開支(計入銷售成本、銷售及分銷開支以及行政及其他經營開支)	4,505	-

#### (ii) 於損益表確認的款項

損益表列示以下租賃相關款項:

The total cash outflow for leases in 2019 was HK\$15,147,000

於二零一九年租賃導致的現金流出總額為15,147,000港元

### 12(B) LEASES (CONTINUED)

#### (iii) The Group's leasing activities and how these are accounted for

The Group leases various offices, sports parks, ice skating rinks and staff quarters. Rental contracts are typically made for fixed periods of 1 to 20 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants but leased assets may not be used as security for borrowing purposes.

#### (iv) Variable lease payments

Some property leases contain variable payment terms that are linked to sales generated from a store. For certain stores included fixed and variable payment terms, the variable payment terms are with percentages ranging from 1% to 26% of sales. Variable payment terms are used for a variety of reasons, including minimising the fixed costs base for newly established stores. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

#### (v) Extension and termination options

Extension and termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations.

### 12(B)租賃(續)

#### (iii) 本集團之租賃活動及其入賬方法

本集團租賃多處辦公場所、體育園、滑冰場及職工宿舍。租賃合約通常按1至20年之固定期限訂立。租賃條款按個別基準磋商，並包含各種不同的條款及條件。租賃協議不施加任何契諾，惟租賃資產不得用作借貸擔保物。

#### (iv) 可變租賃付款

若干物業租賃包含與店舖產生的銷售額掛鉤的可變付款條款。就若干包括固定及可變付款條款的店舖而言，可變付款條款介乎銷售額的1%至26%。使用可變付款條款有各種原因，包括使新設店舖的固定成本基數最小化。取決於銷售額的可變租賃付款於觸發該等付款的條件發生的期間內於損益內確認。

#### (v) 續租選擇權和終止租賃選擇權

本集團的若干房地產租賃包含續租選擇權和終止租賃選擇權。就管理本集團營運中的資產而言，該等選擇權的使用目的在於將操作靈活性達到最大化。

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### 13. INVESTMENT PROPERTIES

		Completed	Land use rights held for future development of industrial buildings 持作未來開發工業樓宇之土地使用權	Total
		完工 HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
Carrying amount at 1 January 2018	於二零一八年一月一日			
	之賬面值	75,186	62,088	137,274
Fair value loss	公平值虧損	(392)	(285)	(677)
Addition	添置	11,331	-	11,331
Currency translation differences	匯兌差額	(4,780)	(3,210)	(7,990)
Carrying amount at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日			
	之賬面值	<b>81,345</b>	<b>58,593</b>	<b>139,938</b>
Fair value gain	公平值收益	<b>461</b>	-	<b>461</b>
Disposal	出售	<b>(68,911)</b>	<b>(57,305)</b>	<b>(126,216)</b>
Transfer to property, plant and equipment (Note 12)	轉撥至物業、廠房及設備(附註12)	<b>(10,977)</b>	-	<b>(10,977)</b>
Currency translation differences	匯兌差額	<b>(1,918)</b>	<b>(1,288)</b>	<b>(3,206)</b>
Carrying amount at 31 December 2019	於二零一九年十二月三十一日			
	之賬面值	-	-	-

Amounts recognised in profit or loss for investment properties	就投資物業之損益確認之金額	2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
Rental income	租金收入	千港元 <b>4,430</b>	千港元 5,576

As at 31 December 2019, the Group had no unprovided contractual obligations for future repairs and maintenance (2018: Nil).

於二零一九年十二月三十一日，本集團並無已簽約但未撥備之將來維修及保養責任（二零一八年：無）。

Notes:

附註：

(a) At 1 October 2019, the Group transferred an investment property to owner-occupied property with fair value of HK\$10,977,000.

(a) 於二零一九年十月一日，本集團轉撥一項投資物業至業主自用物業，公平值為10,977,000港元。

(b) At 3 December 2019, the Group sold a subsidiary which held investment properties with carrying amount of HK\$126,216,000.

(b) 於二零一九年十二月三日，本集團出售一間持有賬面值為126,216,000港元投資物業的附屬公司。

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### 14. INTANGIBLE ASSETS

### 14. 無形資產

		Goodwill	Trademarks	Operating Rights	League Qualification and Home and Away Co-operation Agreement 聯賽資格及主客場合作協議	Players' Registration Rights	Member-Ship	Total
		商譽 HK\$'000 千港元	商標 HK\$'000 千港元	營運權 HK\$'000 千港元	合作協議 HK\$'000 千港元	轉會費 HK\$'000 千港元	會籍 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2018:	於二零一八年一月一日：							
Acquisition of a subsidiary	收購附屬公司	18,433	13,539	–	–	–	–	31,972
Amortisation charge	攤銷費	–	(380)	–	–	–	–	(380)
Currency translation differences	匯兌差額	(963)	(908)	–	–	–	–	(1,871)
Closing net book amount	年終賬面淨值	17,470	12,251	–	–	–	–	29,721
At 31 December 2018:	於二零一八年十二月三十一日：							
Cost	成本	17,470	12,619	–	–	–	–	30,089
Accumulated amortisation	累計攤銷	–	(368)	–	–	–	–	(368)
Net book amount	賬面淨值	17,470	12,251	–	–	–	–	29,721
At 1 January 2019:	於二零一九年一月一日：							
Opening net book amount	年初賬面淨值	17,470	12,251	–	–	–	–	29,721
Acquisition of subsidiaries	收購附屬公司	208,255	63,832	16,249	112,809	–	25,845	426,990
Additions	添置	–	1,426	–	–	19,825	–	21,251
Amortisation charge	攤銷費	–	(631)	(724)	(11,098)	(2,006)	–	(14,459)
Impairment charge	減值費	(17,087)	(11,355)	–	(2,926)	–	–	(31,368)
Currency translation differences	匯兌差額	(1,896)	(265)	(754)	(5,285)	(245)	–	(8,445)
Closing net book amount	年終賬面淨值	206,742	65,258	14,771	93,500	17,574	25,845	423,690
At 31 December 2019:	於二零一九年十二月三十一日：							
Cost	成本	223,829	77,600	15,495	107,524	19,580	25,845	469,873
Accumulated amortisation and impairment	累計攤銷及減值	(17,087)	(12,342)	(724)	(14,024)	(2,006)	–	(46,183)
Net book amount	賬面淨值	206,742	65,258	14,771	93,500	17,574	25,845	423,690

During the year, additions to intangible assets were mainly acquired as part of business combinations (see Note 36 for details). They are recognised at their fair value at the date of acquisition and are subsequently amortised on a straight-line basis over their estimated useful lives.

於年內，添置的無形資產主要為業務合併（有關詳情見附註36）的一部分收購，其確認為其於收購日期之公平值，隨後按其估計可使用年期以直線法攤銷。

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### 14. INTANGIBLE ASSETS (CONTINUED)

#### Impairment testing of goodwill

Goodwill acquired through business combinations are mainly allocated to the following cash-generating units ("CGUs"), which are separate business operations, for annual impairment testing:

- Sports parks CGU
- Esports CGU
- Other CGUs
- Ice-skating rinks CGU

The carrying amount of goodwill allocated to each CGU with significant amount of goodwill:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Sports parks CGU	體育園現金產生單位	5,410	–
Esports CGU	電競現金產生單位	30,622	–
Other CGUs	其他現金產生單位	716	17,470
Ice-skating rinks CGU	滑冰場現金產生單位	169,994	–
		<b>206,742</b>	<b>17,470</b>

#### (i) Sports parks CGU

The recoverable amount of the sports parks CGU has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a ten-year period approved by management. The discount rate applied to the cash flow projections is 22.4%. The growth rate used to extrapolate the cash flows of the sports parks CGU beyond the ten-year period is 3%.

Assumptions were used in the value in use calculation of the sports parks CGU for 31 December 2019. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Revenue growth rate:	-34.2%-24.6%
EBITDA margin :	-3.0%-37.1%
Discount rate:	22.4%

The revenue growth rate is for the ten-year forecast period. The cash flow projection is derived from the approved business plan which has a forecast covering a period of ten years and have incorporated necessary updates.

The percentage of EBITDA of revenue is the average percentages over the ten-year forecast period. It is based on the current margin levels, with adjustments made to reflect the expected future market conditions.

The discount rate used is pre-tax and reflect specific risks relating to the CGU.

For the year ended 31 December 2019, management believes that a reasonably possible change in any of the above key assumptions would not cause the carrying amount of the sports parks CGU to materially exceed its recoverable amount.

### 14. 無形資產 (續)

#### 商譽減值測試

透過業務合併獲得的商譽主要分配至下列獨立業務營運的現金產生單位（「現金產生單位」），以進行年度減值測試：

- 體育園現金產生單位
- 電競現金產生單位
- 其他現金產生單位
- 滑冰場現金產生單位

商譽的賬面值分配至各商譽金額較大的現金產生單位：

	2019 二零一九年	2018 二零一八年
	HK\$'000 千港元	HK\$'000 千港元
體育園現金產生單位	5,410	–
電競現金產生單位	30,622	–
其他現金產生單位	716	17,470
滑冰場現金產生單位	169,994	–
	<b>206,742</b>	<b>17,470</b>

#### (i) 體育園現金產生單位

體育園現金產生單位的可收回金額乃根據使用價值計算使用現金流量預測（基於管理層批准的涵蓋十年期的財務預算）而釐定。應用於現金流量預測的貼現率為22.4%。用於推斷體育園現金產生單位超過10年期的現金流量的增長率為3%。

在計算二零一九年十二月三十一日的體育園現金產生單位的使用價值時使用了假設。以下描述了管理層進行商譽減值測試的現金流量預測所基於的每個關鍵假設：

收益增長率：	-34.2%-24.6%
EBITDA利潤率：	-3.0%-37.1%
貼現率：	22.4%

收益增長率乃針對十年預測期間。現金流量預測乃摘自經批准業務計劃，該計劃載有涵蓋十年期的預測並已載入必要更新資料。

EBITDA佔收益之百分比為十年預測期間的平均百分比，乃基於目前利潤率水平並作出調整以反映預期未來市場狀況。

所採用貼現率為稅前比率，並反映有關現金產生單位之特定風險。

截至二零一九年十二月三十一日止年度，管理層認為上述任何關鍵假設可能出現的合理變動將不會導致體育園現金產生單位的賬面值大幅超過其可收回金額。

**14. INTANGIBLE ASSETS (CONTINUED)****(ii) Esports CGU**

The recoverable amount of the Esports CGU has been determined based on a fair value less costs of disposal calculation using discounted cash flow projections. The discounted cash flow projections are based on financial budgets covering a eight-year period approved by management. The discount rate applied to the cash flow projections is 13.0%. The growth rate used to extrapolate the cash flows of the Esports CGU beyond eight-year period is 3%.

Assumptions were used in the fair value less costs of disposal calculation of the Esports CGU for 31 December 2019. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Revenue growth rate:	7.4%-35.2%
EBITDA margin :	41.4%-50.4%
Discount rate:	13.0%

The revenue growth rate is for the eight-year forecast period. The cash flow projection is derived from the approved business plan which has a forecast covering a period of eight years and have incorporated necessary updates.

The percentage of EBITDA of revenue is the average percentages over the eight-year forecast period. It is based on the current margin levels, with adjustments made to reflect the expected future market conditions.

The discount rate used is post-tax and reflect specific risks relating to the CGU.

The following changes in assumptions would cause the recoverable amount to fall below the carrying value:

A reduction in the sales growth rate from the assumption of 7.4%-35.2% applied to a revised assumption of 4.7%-32.5% or less.

A reduction in the EBITDA margin from the assumption of 41.4%-50.4% applied to a revised assumption of 34.9%-43.9% or less.

An increase in the discount rate from the 13.0% assumption applied to a revised assumption of 15.7% or more.

**(iii) Other CGUs**

During the year ended 31 December 2019, impairment loss of approximately HK\$17,087,000 was recognised. Impairment provision was made on goodwill of the other CGUs primarily due to the performance of the business which was below the management's expectation. The impairment loss recognised for the year represented the difference between the carrying amount of the CGU including goodwill and its estimated recoverable amount. The Group reassessed all classes of assets of the CGU, impairment provision was also made on intangible assets of approximately HK\$11,355,000 other than goodwill as at 31 December 2019.

**14. 無形資產 (續)****(ii) 電競現金產生單位**

電競現金產生單位的可收回金額乃根據公平價值減出售成本計算使用貼現現金流量預測而釐定。貼現現金流量預測乃基於管理層批准的涵蓋八年期的財務預算。應用於現金流量預測的貼現率為13.0%。用於推斷電競現金產生單位超過八年期的現金流量的增長率為3%。

在計算二零一九年十二月三十一日的電競現金產生單位的公平價值減出售成本時使用了假設。以下描述了管理層進行商譽減值測試的現金流量預測所基於的每個關鍵假設：

收益增長率：	7.4%-35.2%
EBITDA利潤率：	41.4%-50.4%
貼現率：	13.0%

收益增長率乃針對八年預測期間。現金流量預測乃摘自經批准業務計劃，該計劃載有涵蓋八年期的預測並已載入必要更新資料。

EBITDA佔收益之百分比為八年預測期間的平均百分比，乃基於目前利潤率水平並作出調整以反映預期未來市場狀況。

所採用貼現率為稅後比率，並反映有關現金產生單位之特定風險。

下列假設變動將導致可收回金額跌至低於賬面值：

銷售增長率自所採用假設值7.4%-35.2%下降至經修訂假設值4.7%-32.5%或以下。

EBITDA利潤率自所採用假設值41.4%-50.4%下降至經修訂假設值34.9%-43.9%或以下。

貼現率自所採用假設值13.0%上升至經修訂假設值15.7%或以上。

**(iii) 其他現金產生單位**

於截至二零一九年十二月三十一日止年度，已確認減值虧損約17,087,000港元。就其他現金產生單位的商譽作出減值撥備乃主要由於業務的表現低於管理層的預期。年內確認的減值虧損指現金產生單位（包括商譽）的賬面值與其估計可收回金額之間的差額。於二零一九年十二月三十一日，本集團對所有類別資產的現金產生單位進行重新評估，就無形資產（除商譽外）亦作出減值撥備約11,355,000港元。

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### 14. INTANGIBLE ASSETS (CONTINUED)

#### (iv) Ice-skating rinks CGU

On 27 December 2019, the Group acquired 100% of the issued shares in Rise Mode Investments Limited and goodwill is allocated to the CGU. The management believes that the carrying amount of the goodwill is the best estimate for the recoverable amount as at 31 December 2019.

### 14. 無形資產(續)

#### (iv) 滑冰場現金產生單位

於二零一九年十二月二十七日，本集團收購昇進投資有限公司的全部已發行股份，且商譽分配至現金產生單位。於二零一九年十二月三十一日，管理層認為該商譽的賬面值為可收回金額的最佳估計。

### 15. INTERESTS IN ASSOCIATES AND JOINT VENTURES

### 15. 於聯營公司及合營企業之權益

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Associates	聯營公司	2,939,185	3,577,938
Joint ventures	合營企業	545	18,282
		<b>2,939,730</b>	<b>3,596,220</b>

#### Interests in associates

The following is a movement of interests in associates during the year:

#### 於聯營公司之權益

以下為年內於聯營公司之權益變動：

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
At 1 January	於一月一日	3,577,938	3,575,241
Share of profits less losses for the period	分佔期內溢利減虧損	342,419	183,179
Share of other comprehensive (loss)/income	分佔其他全面(虧損)/收益	427	(514)
Share of reserves	分佔儲備	20,090	21,531
Dividend received	已收股息	(50,523)	(11,343)
Change in interest in associate due to partial disposal	由於部分出售導致於聯營公司的權益變動	(862,594)	-
Reclassification to amount due from an associate	重新分類至應收一間聯營公司款項	(5,522)	-
Currency translation differences	匯兌差額	(83,050)	(190,156)
At 31 December	於十二月三十一日	<b>2,939,185</b>	<b>3,577,938</b>

## 15. INTERESTS IN ASSOCIATES AND JOINT VENTURES (CONTINUED)

### Interests in associates (CONTINUED)

- (a) The Group entered into a placing agreement ("the Placing") with Goldman Sachs (Asia) L.L.C. on 24 March 2019 to sell 148,000,000 Li Ning Co Shares. The Group's investments in Li Ning Co is considered as investments in associate and accounted for using the equity method before and after the Placing. Upon the completion of the Placing on 27 March 2019, the Group derecognised the carrying value of the associate proportionate to the percentage reduced, reclassified a proportionate amount of exchange fluctuation reserve previously recognised to the consolidated financial statement, resulting in net proceeds of HK\$1,719.7 million and gain of HK\$817.4 million. For details, please refer to the announcements of the Company dated 25 March, 28 March, 9 April 2019 and the circular of the Company dated 6 May 2019.

Particulars of the Group's principal associates are as follows:

Name	Notes	Place of incorporation/ registration 註冊 成立/註冊地點	Percentage of ownership interest directly attributable to the Group 本集團直接應佔擁有權權益之百分比	Principal activities
名稱	附註	成立/註冊地點		主要業務
Li Ning Co 李寧公司	(a)	Cayman Islands 開曼群島	16.3%	Brand development, design, manufacture, sale and distribution of sport-related footwear, apparel, equipment and accessories in the PRC 於中國從事體育相關鞋類、服飾、器材及配件之品牌開發、設計、製造、銷售及分銷
CITIC Land 中信置業	(b)	The PRC 中國	29%	Property development and operation; property management; hotel investment and management; construction project and facilities contracting and equipment installations; decoration unit; landscaping; property development consultancy 房地產開發、經營；物業管理；酒店投資管理；建築工程施工及設備安裝；裝修裝飾工程；園林綠化；房地產諮詢服務
Double Happiness 紅雙喜	(c)	The PRC 中國	10%	Manufacture, research and development, marketing and sale of principally table tennis and badminton equipment under its own "紅雙喜 (Double Happiness)" brand and other sports accessories 製造、研發、營銷及銷售其自有品牌「紅雙喜」的主要乒乓球及羽毛球用品及其他體育配件

## 15. 於聯營公司及合營企業之權益 (續)

### 於聯營公司之權益 (續)

- (a) 於二零一九年三月二十四日，本集團與Goldman Sachs (Asia) L.L.C.訂立配售協議（「配售事項」）以出售148,000,000股李寧公司股份。本集團於李寧公司的投資確認為於聯營公司的投資及於配售事項前後使用權益法入賬。於二零一九年三月二十七日完成配售事項後，本集團終止確認聯營公司分佔所減少百分比之賬面值，將先前確認之匯兌波動儲備之比例金額重新分類至綜合財務報表，產生所得款項淨額1,719,700,000港元及收益817,400,000港元。有關詳情，請參閱本公司日期為二零一九年三月二十五日、三月二十八日、四月九日的公告及本公司日期為二零一九年五月六日的通函。

本集團之主要聯營公司之詳情如下：



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### 15. INTERESTS IN ASSOCIATES AND JOINT VENTURES (CONTINUED)

As at 31 December 2019, the market value of Li Ning Co's listed shares was HK\$23.35 (2018: HK\$8.40) per share. The number of Li Ning Co ordinary shares held by the Group as at 31 December 2019 was approximately 263,405,000 Shares (2018: 299,374,000 Shares) and the number of convertible securities held as at 31 December 2019 was approximately 137,797,000 units (2018: 249,827,000 units).

The following table illustrates the summarised financial information of the Group's principal associates extracted from its financial information or financial statements after adjusting for the impacts of adjustments made at the time of acquisition and adjustments for differences in accounting policies, if any (the ones extracted from Li Ning Co and Double Happiness are after adjusting for the impacts of adjustments made at the time of acquisition and adjustments for differences in accounting policies, if any, and for non-coterminous periods between the Group and Li Ning Co):

### 15. 於聯營公司及合營企業之權益 (續)

於二零一九年十二月三十一日，李寧公司上市股份之市價為每股23.35港元（二零一八年：每股8.40港元）。於二零一九年十二月三十一日，本集團持有之李寧公司普通股數目約為263,405,000股（二零一八年：299,374,000股），於二零一九年十二月三十一日所持可換股證券之數目約為137,797,000份（二零一八年：249,827,000份）。

下表闡述本集團主要聯營公司之概要財務資料，有關資料乃摘錄自其財務資料或財務報表（經就於收購時作出之調整影響作出調整及就會計政策差異（如有）作出調整）（該等摘錄自李寧公司及紅雙喜之資料乃經就於收購時作出之調整影響作出調整及就本集團與李寧公司之間會計政策的差異（如有）及不相關會計期間作出調整）：

		2019 二零一九年			2018 二零一八年		
		Li Ning Co 李寧公司	CITIC Land 中信置業	Double Happiness 紅雙喜	Li Ning Co 李寧公司	CITIC Land 中信置業	Double Happiness 紅雙喜
		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
<b>Gross amounts of the associates</b>	<b>聯營公司之總金額</b>						
Current assets	流動資產	9,016,426	288,991	1,293,849	7,148,061	336,090	923,294
Non-current assets	非流動資產	6,195,262	1,193,583	1,060,418	4,642,210	1,237,906	1,190,093
Current liabilities	流動負債	5,264,440	165,342	549,445	3,512,848	184,608	908,907
Non-current liabilities	非流動負債	788,117	317,686	150,662	195,788	381,765	183,527
Net assets attributable to the equity holders	權益持有人應佔資產淨值	9,159,131	999,546	1,654,160	8,081,635	1,007,623	1,020,953
Revenue for the period	期內收益	11,770,738	118,280	756,303	11,977,388	36,751	814,895
Profit/(loss) for the period	期內溢利／（虧損）	1,492,344	10,859	763,679	778,601	(13,757)	125,633
Other comprehensive income/(loss)	其他全面收益／（虧損）	2,958	-	-	(2,280)	-	-
Total comprehensive income/(loss)	全面收益／（虧損）總額	1,495,302	10,859	763,679	776,321	(13,757)	125,633
<b>Reconciliation to the Group's interests in the associates</b>	<b>本集團於聯營公司的權益的對賬</b>						
Gross amounts of net assets attributable to the equity holders of the associates	聯營公司權益持有人應佔資產淨值總額	9,156,290	995,888	1,641,029	8,081,635	1,007,623	1,007,958
Group's effective interest	本集團實際權益	16.3%	29%	10%	22.5%	29.0%	10.0%
Group's share of net assets of the associates	本集團應佔聯營公司的資產淨值	1,496,138	288,809	164,102	1,829,682	292,212	100,796
Goodwill	商譽	859,777	75,160	54,339	1,218,004	76,847	55,484
Carrying amount in the consolidated financial statements	於綜合財務報表的賬面值	2,355,915	363,969	218,441	3,047,686	369,059	156,280

### 15. INTERESTS IN ASSOCIATES AND JOINT VENTURES (CONTINUED)

The Group's consolidated financial statements for the year ended 31 December 2019 include the Group's share of the results and reserves of Li Ning Co for the twelve months ended 30 September 2019 and adjusted for any significant events or transactions for the period from 1 October 2019 to 31 December 2019. The Group's consolidated financial statements for the year ended 31 December 2018 include the Group's share of the results and reserves of Li Ning Co for the twelve months ended 30 September 2018 and adjusted for any significant events or transactions for the period from 1 October 2018 to 31 December 2018. The Group has adopted the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associates' results based on accounts drawn up to a non-coterminous period end where the difference must be no greater than three months. There is no non-coterminous period end for other associates and joint ventures.

#### Interests in joint ventures

During the year ended 31 December 2019, impairment loss of investment in a joint venture of HK\$17,381,000 was recognised in profit or loss as the management considered that the recoverable amount of such investment was below the carrying amount.

### 15. 於聯營公司及合營企業之權益 (續)

本集團截至二零一九年十二月三十一日止年度之綜合財務報表包括本集團分佔李寧公司截至二零一九年九月三十日止十二個月之業績及儲備並就自二零一九年十月一日起至二零一九年十二月三十一日止期間之任何重大事件或交易作出調整。本集團截至二零一八年十二月三十一日止年度之綜合財務報表包括本集團分佔李寧公司截至二零一八年九月三十日止十二個月之業績及儲備並就自二零一八年十月一日起至二零一八年十二月三十一日止期間之任何重大事件或交易作出調整。本集團已採納香港會計準則第28號所載之條文，據此，其獲准計入以聯營公司不相連期間末（但有關差距不得超過三個月）之賬目為基準之應佔聯營公司之業績。其他聯營公司及合營企業無不相連期間末。

#### 於合營企業的權益

於截至二零一九年十二月三十一日止年度，由於管理層認為於一間合營企業之投資的可收回金額低於其賬面值，故該投資之減值虧損17,381,000港元於損益中確認。

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### 15. INTERESTS IN ASSOCIATES AND JOINT VENTURES (CONTINUED)

#### Commitments in respect of associates and joint ventures

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Commitment to provide funding for associates' and a joint ventures' capital commitment*	就聯營公司及合營企業資本承擔提供資金之承擔*	<b>571,504</b>	584,329

\* Included in the total capital commitment disclosed in Note 34 to the financial statements.

### 15. 於聯營公司及合營企業之權益 (續)

#### 關於聯營公司及合營企業的承擔

	2019 二零一九年	2018 二零一八年
	HK\$'000 千港元	HK\$'000 千港元
Commitment to provide funding for associates' and a joint ventures' capital commitment*	<b>571,504</b>	584,329

\* 已載入於財務報表附註34披露之總資本承擔中。

### 16. DERIVATIVE FINANCIAL INSTRUMENTS

			2019 二零一九年		2018 二零一八年	
		Notes 附註	Asset 資產	Liabilities 負債	Assets 資產	Liabilities 負債
Options	期權	(a)	-	2,965	-	2,772
Forward convertible loan	遠期可換股貸款	(b)	-	-	22,780	-
			-	2,965	22,780	2,772
Current	流動		-	2,965	22,780	-
Non-current	非流動		-	-	-	2,772
			-	2,965	22,780	2,772

(a) The options are accounted for as derivative financial instruments in the consolidated statement of financial position. As at 31 December 2019, the fair values of the put option and the call option were approximately HK\$291,000 (2018: HK\$736,000) and approximately HK\$3,256,000 (2018: HK\$3,508,000) respectively.

### 16. 衍生財務工具

(a) 購股權於綜合財務狀況表內入賬為衍生財務工具。於二零一九年十二月三十一日，認沽權及認購權之公平值分別為約291,000港元（二零一八年：736,000港元）及約3,256,000港元（二零一八年：3,508,000港元）。

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### 16. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

The fair values of the options as at 31 December 2018 and 31 December 2019 were estimated, using a binomial model, taking into account the terms and conditions, spot price and exercise price of the options. The following table lists the other key inputs to the model used:

		Valuation date 估值日期	
		2019 二零一九年	2018 二零一八年
Annual risk-free rate (%)	無風險年利率(%)	2.40	2.75
Expected volatility (%)	預期波幅(%)	46.02	45.4
Life of options (years)	購股權年期(年)	0.98	1.98
Probability of fulfilling all conditions for exercise (%)	達成所有行使條件之可能性(%)	4.2	4.4

The fair values of the put option and the call option were measured using significant unobservable inputs (level 3 of fair value hierarchy). During the year, there were no transfers among the levels.

(b) A forward convertible loan with six-month maturity is formed near year ended 31 December 2018 for a potential acquisition of a e-sports group when certain conditions are met. At 31 December 2018, the carrying amount of it reasonably approximated to its fair value.

### 16. 衍生財務工具(續)

購股權於二零一八年十二月三十一日及二零一九年十二月三十一日之公平值乃使用二項式模式估計，並已考慮購股權之條款及條件、購股權之現貨價及行使價。下表載列該模式使用之其他主要輸入數據：

認沽權及認購權之公平值乃使用重大不可觀察輸入數據(第3級公平值架構)計量。年內，公平值層級間並無進行轉移。

(b) 一份六個月內到期的遠期可換股貸款於接近二零一八年十二月三十一日年結前簽訂，擬於達成若干條件時購買一電競產業集團。於二零一八年十二月三十一日，遠期可換股貸款之賬面值與其公平值合理相若。

### 17. STOCK OF PROPERTIES

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Properties under development for sale	發展中之待售物業	290,557	293,474

The properties under development for sale are held in the PRC with medium to long term lease. The development is expected to be completed after more than one year from the reporting date.

### 17. 物業存貨

發展中之待售物業乃於中國以中長期租賃持有。有關發展預期將於自報告日期起超過一年後完成。

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### 18. INVENTORIES

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Raw materials	原材料	-	12
Finished goods	製成品	<b>1,807</b>	232
		<b>1,807</b>	244

There was no write-down of inventories for the years ended 31 December 2019 and 31 December 2018.

### 18. 存貨

於截至二零一九年十二月三十一日及二零一八年十二月三十一日止年度，並無存貨撇減。

### 19. TRADE DEBTORS AND BILLS RECEIVABLE

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Trade debtors and bills receivable	應收賬款及應收票據	<b>220,382</b>	384,764
Less: allowance for doubtful debts	減：呆賬撥備	<b>(20,758)</b>	(4,449)
		<b>199,624</b>	380,315

The Group's trading terms with its customers are mainly on credit, generally one month, extending up to six months for major customers. Each customer has a maximum credit limit. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade debtors and bills receivable balances. Trade debtors and bills receivable are non-interest-bearing.

An aged analysis of the trade debtors and bills receivable based on the payment due date is as follows:

### 19. 應收賬款及應收票據

本集團主要按記賬方式與客戶交易，信貸期一般為一個月，主要客戶則最多可延長信貸期至六個月。每名客戶均有最高信貸限額。高級管理層定期檢討逾期結餘。本集團並無就其應收賬款及應收票據結餘持有任何抵押品或其他增強信貸之保障。應收賬款及應收票據為不計利息。

應收賬款及應收票據根據付款到期日之賬齡分析如下：

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Current	即期	<b>108,145</b>	349,183
Less than 3 months past due	逾期少於三個月	<b>66,852</b>	17,900
3 to 6 months past due	逾期三至六個月	<b>13,937</b>	800
More than 6 months past due	逾期超過六個月	<b>10,690</b>	12,432
		<b>199,624</b>	380,315

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### 19. TRADE DEBTORS AND BILLS RECEIVABLE (CONTINUED)

Information about the impairment of trade debtors and the Group's exposure to credit risk, foreign currency risk and interest risk can be found in Note 39.

Receivables that were neither past due nor impaired relate to diversified customers with no recent history of default.

Included in the Group's trade debtors and bills receivable are amounts of HK\$1,082,000 (2018: nil) due from associates.

### 20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 19. 應收賬款及應收票據(續)

有關應收賬款的減值以及本集團面臨信貸風險、外幣風險及利率風險之資料，請參閱附註39。

並未逾期或減值之應收款項與多名近期並無拖欠記錄之客戶有關。

計入本集團之應收賬款及應收票據為應收聯營公司款項1,082,000 港元(二零一八年：無)。

### 20. 預付款項、按金及其他應收款項

			2019 二零一九年	2018 二零一八年
		Notes 附註	<b>HK\$'000</b> 千港元	HK\$'000 千港元
Prepayments	預付款項		<b>44,168</b>	112,701
Deposits and other receivables	按金及其他應收款項	(a)	<b>127,862</b>	96,129
Less: loss allowance for deposits and other receivables	減：按金及其他應收款項之虧損撥備	39	<b>(88,166)</b>	(24,014)
			<b>83,864</b>	184,816
Less: current portion	減：流動部分		<b>(50,236)</b>	(115,861)
Non-current deposits and other receivables	非流動按金及其他應收款項		<b>33,628</b>	68,955

Note:

- (a) Deposits and other receivables are measured at amortised costs. The detail information about the credit risk and impairment analysis of deposits and other receivables can be found in Note 39.

附註：

- (a) 按金及其他應收款項按攤銷成本計量。有關按金及其他應收款項信貸風險及減值分析之詳情請參閱附註39。

## Notes to Consolidated Financial Statements 綜合財務報表附註

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### 21. CASH AND BANK BALANCES

#### (a) Cash and bank balances comprise

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Cash and bank balances other than time deposits	定期存款以外之現金及銀行結餘	500,867	349,457
Time deposits – less than 3 months	定期存款 – 少於三個月	148,395	31,197
Cash and bank balances	現金及銀行結餘	<b>649,262</b>	380,654

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to approximately HK\$336,955,000 (2018: HK\$355,390,000), approximately HK\$330,892,000 (2018: HK\$283,685,000) of which was domiciled in the PRC. The RMB is not freely convertible into other currencies in the PRC, however, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks other than time deposits earns interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods of between one and three months depending on the short-term cash requirements of the Group, and earn interest at the respective short-term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

#### (b) Net debt

This section sets out an analysis of net debt and the movements in net debt for the year ended 31 December 2019.

### 21. 現金及銀行結餘

#### (a) 現金及銀行結餘包括

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Cash and bank balances other than time deposits	定期存款以外之現金及銀行結餘	500,867	349,457
Time deposits – less than 3 months	定期存款 – 少於三個月	148,395	31,197
Cash and bank balances	現金及銀行結餘	<b>649,262</b>	380,654

於報告期末，本集團以人民幣計值之現金及銀行結餘約為336,955,000港元（二零一八年：355,390,000港元），其中約330,892,000港元（二零一八年：283,685,000港元）存於中國。人民幣於中國不可自由兌換為其他貨幣。然而，根據《中國外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

銀行現金（定期存款除外）根據每日銀行存款利率按浮動利率賺取利息。短期定期存款為期一至三個月不等，視乎本集團短期現金需求而定，並按各自短期定期存款利率賺取利息。銀行結餘存放於最近無違約記錄且信譽良好之銀行。

#### (b) 債務淨額

本節載有截至二零一九年十二月三十一日止年度的債務淨額之分析及債務淨額之變動。

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Net debt	債務淨額		
Cash and cash equivalents	現金及現金等價物	649,262	380,654
Restricted bank balances	限制性銀行結餘	3,342	–
Borrowings – repayable within one year	借貸 – 於一年內償還	–	(40,023)
Borrowings – repayable after one year	借貸 – 於一年後償還	(1,256,000)	(819,602)
Lease liabilities	租賃負債	(184,638)	–
Net debt	債務淨額	<b>(788,034)</b>	(478,971)
Cash and cash equivalents	現金及現金等價物	649,262	380,654
Restricted bank balance	限制性銀行結餘	3,342	–
Gross debt – fixed interest rates	債務總額 – 固定利率	(184,638)	(819,602)
Gross debt – variable interest rates	債務總額 – 浮動利率	(1,256,000)	(40,023)
Net debt	債務淨額	<b>(788,034)</b>	(478,971)

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### 21. CASH AND BANK BALANCES (CONTINUED) (b) Net debt (Continued)

### 21. 現金及銀行結餘 (續) (b) 債務淨額 (續)

		Liabilities from financing activities 來自融資活動之負債			Other assets 其他資產			Total 總計
		Bank and other loans 銀行及其他貸款	Convertible notes 可換股票據	Lease liabilities 租賃負債	Sub-total 小計	Cash and cash equivalents 現金及現金等價物	Restricted bank balance 限制性銀行結餘	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Net debt as at 1 January 2018	於二零一八年一月一日之債務淨額	(37,535)	(750,605)	–	(788,140)	521,012	–	(267,128)
Cash flows	現金流量	1,629	38,901	–	40,530	(104,024)	–	(63,494)
Interest expenses	利息開支	(3,065)	(80,628)	–	(83,693)	–	–	(83,693)
Capitalised borrowing costs	資本化借貸成本	(1,052)	(27,270)	–	(28,322)	–	–	(28,322)
Foreign exchange adjustments	外匯調整	–	–	–	–	(36,334)	–	(36,334)
Net debt as at 31 December 2018	於二零一八年十二月三十一日之債務淨額	(40,023)	(819,602)	–	(859,625)	380,654	–	(478,971)
Net debt as at 1 January 2019	於二零一九年一月一日之債務淨額	–	–	(40,057)	(40,057)	–	–	(40,057)
Recognised on adoption of HKFRS 16 (see Note 2.2)	於採納香港財務報告準則第16號時確認(見附註2.2)	–	–	(40,057)	(40,057)	–	–	(40,057)
Net debt as at 1 January 2019	於二零一九年一月一日之債務淨額	(40,023)	(819,602)	(40,057)	(899,682)	380,654	–	(519,028)
Cash flows	現金流量	(1,210,916)	859,464	10,229	(341,223)	282,258	3,507	(55,458)
Interest expenses	利息開支	(5,061)	(106,984)	(6,289)	(118,334)	–	–	(118,334)
Fair value gain	公平值收益	–	67,122	–	67,122	–	–	67,122
Acquisition – leases	收購 – 租賃	–	–	(154,666)	(154,666)	–	–	(154,666)
Termination – leases	終止 – 租賃	–	–	5,338	5,338	–	–	5,338
Foreign exchange adjustments	外匯調整	–	–	807	807	(13,650)	(165)	(13,008)
Net debt as at 31 December 2019	於二零一九年十二月三十一日之債務淨額	(1,256,000)	–	(184,638)	(1,440,638)	649,262	3,342	(788,034)

### 22. RESTRICTED BANK BALANCES

### 22. 限制性銀行結餘

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Restricted bank balances	限制性銀行結餘	<b>3,342</b>	–

The restricted bank balances were pledged to secure the operation of two sports destinations, namely Nantong Li Ning Sports Centre and Tianjin Li Ning Sports Centre.

已抵押限制性銀行結餘以確保兩個體育目的地(即南通李寧運動中心及天津李寧運動中心)的營運。



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### 23. TRADE AND OTHER PAYABLES

The trade payables of the Group as at 31 December 2019 and 2018 were all aged within three months, as determined based on the invoice date. They are non-interest-bearing and are normally settled on terms ranging from 30 to 60 days.

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Trade payables	應付賬款	57,873	102,789
Other payables	其他應付款項	114,721	43,448
		<b>172,594</b>	146,237

### 23. 應付賬款及其他應付款項

根據發票日期計算，本集團於二零一九年及二零一八年十二月三十一日之應付賬款之賬齡均少於三個月。該等款項為免息及一般須於30至60日之期限內償還。

### 24. ACCRUALS

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Accruals	應計費用	50,794	33,859

### 24. 應計費用

### 25. DEFERRED INCOME

The movements in deferred income as stated under current and non-current contract liabilities are as follows:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Carrying amount at 1 January	於一月一日之賬面值	25,743	41,187
Government grants received during the year	年內已收政府補貼	5,867	8,368
Credited to profit or loss	計入損益	(20,291)	(21,169)
Currency translation differences	匯兌差額	(488)	(2,643)
Carrying amount at 31 December	於十二月三十一日之賬面值	10,831	25,743
Less: current portion	減：流動部分	(8,959)	(15,732)
		<b>1,872</b>	10,011

### 25. 遞延收入

列入流動及非流動合約負債項下之遞延收入之變動如下：

**25. DEFERRED INCOME (CONTINUED)**

Deferred income mainly represents government grants obtained for the purpose of subsidising subsidiaries' operation. Government grants received are initially recognised in the consolidated statement of financial position as deferred income and are amortised through profit or loss on a systematic basis over the periods in which the grants are intended to compensate.

**26. BANK LOANS**

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Bank loans, secured	銀行貸款，有抵押	1,256,000	40,023
Less: Current portion	減：流動部分	-	(40,023)
		<b>1,256,000</b>	<b>-</b>

Bank loans bear floating rate of HIBOR plus basis.

As at 31 December 2019, loan represented collateralised bank loan which is secured by interest in an associate with an estimated carrying amount of approximately HK\$1,065,055,000 (2018: HK\$110,986,000), and the loan is subject to certain covenants requirement relating to the quoted price of the associate.

The Group has obtained bank facilities of HK\$1,648,500,000 (2018: HK\$460,000,000) during the year, of which HK\$392,500,000 (2018: HK\$420,000,000) remained unutilised at 31 December 2019.

**25. 遞延收入 (續)**

遞延收入主要指就補貼附屬公司之營運而取得之政府補貼。已收政府補貼初步於綜合財務狀況表內確認為遞延收入，並按系統基準於該補貼計劃予補償之期間於損益中攤銷。

**26. 銀行貸款**

銀行貸款按香港銀行同業拆息加指定息率之浮動利率計息。

於二零一九年十二月三十一日，貸款指由於一間聯營公司之權益（估計賬面值約為1,065,055,000港元（二零一八年：110,986,000港元））作抵押之有抵押銀行貸款，且該貸款受限於與該聯營公司之報價相關的若干契諾規定。

於年內，本集團獲得銀行融資1,648,500,000港元（二零一八年：460,000,000港元），其中392,500,000港元（二零一八年：420,000,000港元）於二零一九年十二月三十一日尚未動用。

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### 27. CONVERTIBLE NOTES

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

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

An aggregated net proceeds of approximately HK\$777,013,000 was raised by the convertible notes during the year 2016.

The fair values of the liability component and the equity conversion component were determined upon the issuance of the Notes.

The fair value of the liability component as at the Issue Date was determined by reference to the valuation performed by American Appraisal using cash flows discounted at an effective market yield of 14.64% for a similar liability that does not have an equity conversion option. The residual amount, representing the value of equity conversion component, is included in shareholders' equity.

### 27. 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）期間按每年10.5%計算之內部收益率（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。

於二零一六年透過可換股票據已籌集共約777,013,000港元之所得款項淨額。

負債部分及權益轉換部分之公平值於票據發行時釐定。

負債部分於發行日之公平值乃參照美國評值以並無權益轉換權的類似負債使用按實際市場收益率14.64%折現的現金流量進行之估值釐定。餘下款項（即權益轉換部分之價值）計入股東權益。

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31 December 2019 二零一九年十二月三十一日

### 27. CONVERTIBLE NOTES (CONTINUED)

On 27 November 2019, a supplementary agreement was signed to lower the internal rate of return from 10.5% per annum to 8.5% per annum and the Group can redeem the Notes early in full.

On 5 December 2019, the Stock Exchange unconditionally approved the supplementary agreement. The management of the Company carried out valuation on the fair value of the liability component on 5 December 2019 by using cash flows discounted at an effective market yield of 13.07%, resulting in HK\$67,122,000 fair value gain. The convertible notes were redeemed fully on 10 December 2019. For details of the amendment to the terms and conditions of the Convertible Notes, please refer to 5 December 2019 announcement.

The Notes were secured by interest in an associate with an estimated carrying amount of approximately HK\$764,676,000 as at 31 December 2018 and the charge was released after full redemption in 2019.

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

		HK\$'000 千港元
Liability component at and 1 January 2018	於二零一八年一月一日之負債部分	750,605
Interest expense	利息開支	107,898
Interest paid	已付利息	(38,901)
Liability component at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日之負債部分	<b>819,602</b>
Interest expense	利息開支	<b>106,984</b>
Interest paid	已付利息	<b>(122,131)</b>
Fair value gain on redemption	贖回之公平值收益	<b>(67,122)</b>
Early redeemed	提早贖回	<b>(737,333)</b>
Liability component at 31 December 2019	於二零一九年十二月三十一日之負債部分	-

### 28. DEFERRED TAX ASSETS AND LIABILITIES

Net deferred tax assets recognised in the consolidated statement of financial position are as follows:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Deferred tax assets	遞延稅項資產	<b>23,700</b>	12,443
Deferred tax liabilities	遞延稅項負債	<b>(49,538)</b>	(3,178)
		<b>(25,838)</b>	9,265

### 27. 可換股票據 (續)

於二零一九年十一月二十七日，已簽署一份補充協議，將內部收益率由每年10.5%降至每年8.5%，且本集團可提前悉數贖回票據。

於二零一九年十二月五日，聯交所無條件批准補充協議。於二零一九年十二月五日，本公司管理層透過使用按實際市場收益率13.07%的現金流量貼現方法對負債部分的公平值進行估值，產生公平值收益67,122,000港元。可換股票據於二零一九年十二月十日獲悉數贖回。有關可換股票據條款及條件的修訂詳情，請參閱二零一九年十二月五日的公告。

於二零一八年十二月三十一日，票據由估計賬面值為約764,676,000港元之聯營公司之權益作抵押及於二零一九年於悉數贖回後解除抵押。

票據於財務狀況表內呈列如下：

### 28. 遞延稅項資產及負債

已於綜合財務狀況表確認之遞延稅項資產淨值如下：

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### 28. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

The movement in deferred tax assets and liabilities during the year are as follows:

### 28. 遞延稅項資產及負債(續)

年內遞延稅項資產及負債之變動如下：

Deferred tax assets movement 遞延稅項資產變動		Fair value changes arising from valuation of investment properties 因投資物業估值而造成之公平值變動	Impairment and other temporary differences 減值及其他暫時差額	Lease liabilities 租賃負債	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	7,023	1,025	-	8,048
Credited to profit or loss	於損益計入	287	4,558	-	4,845
Currency translation difference	匯兌差額	(3)	(447)	-	(450)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	7,307	5,136	-	12,443
Acquisition of subsidiaries	收購附屬公司	-	10,559	-	10,559
Credited to profit or loss	於損益計入	-	5,536	45,306	50,842
Disposal of a subsidiary	出售一間附屬公司	(7,031)	429	-	(6,602)
Currency translation difference	匯兌差額	(276)	(6)	-	(282)
Set-off of deferred tax liabilities	抵銷遞延稅項負債	-	-	(43,260)	(43,260)
At 31 December 2019	於二零一九年十二月三十一日	-	21,654	2,046	23,700

Deferred tax liabilities movement 遞延稅項負債變動		Fair value changes arising from valuation of investment properties 因投資物業估值而造成之公平值變動	Acquisitions 收購	Amortisation of intangible assets 無形資產攤銷	Right of use assets 使用權資產	Total 總計
		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 1 January 2018	於二零一八年一月一日	-	-	-	-	-
Acquisition of a subsidiary	收購一間附屬公司	-	(3,385)	-	-	(3,385)
(Charged)/Credited to profit or loss	於損益(扣除)/計入	(118)	-	95	-	(23)
Currency translation difference	匯兌差額	4	-	226	-	230
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	(114)	(3,385)	321	-	(3,178)
Acquisition of subsidiaries	收購附屬公司	-	(54,737)	-	-	(54,737)
Credited to profit or loss	於損益計入	110	-	6,686	(43,260)	(36,464)
Currency translation difference	匯兌差額	4	3	1,574	-	1,581
Set-off of deferred tax assets	抵銷遞延稅項資產	-	-	-	43,260	43,260
At 31 December 2019	於二零一九年十二月三十一日	-	(58,119)	8,581	-	(49,538)

### 28. DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

Notes:

(a) At 31 December 2019, the Group had tax losses arising in Hong Kong of approximately HK\$778,634,000 (2018: HK\$586,679,000), subject to the confirmation of tax losses from the Hong Kong Inland Revenue Department. These tax losses are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in the PRC of HK\$63,545,000 (2018: HK\$40,642,000) that will expire within five years to offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in companies that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Deferred tax liability has not been recognised for withholding taxes that would be payable on certain portions of the unremitted earnings that are subject to withholding taxes of certain of the Group's subsidiaries established in the PRC as all of those profits will not be distributed in the foreseeable future.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

### 28. 遞延稅項資產及負債(續)

附註:

(a) 於二零一九年十二月三十一日，本集團於香港產生稅項虧損約778,634,000港元(二零一八年：586,679,000港元)，惟須待香港稅務局確認稅項虧損，而該等稅項虧損可無限期用作抵銷有虧損公司之未來應課稅溢利。本集團亦於中國產生稅項虧損63,545,000港元(二零一八年：40,642,000港元)，可用於抵銷未來應課稅溢利，有關稅項虧損將於五年內失效。由於該等公司已持續虧損一段時間，而有應課稅溢利可用於抵銷動用稅項虧損之機會不大，故並無就該等虧損確認遞延稅項資產。

本集團並未就若干於中國成立之附屬公司之未匯出盈利之若干部分而應付預扣稅確認遞延稅項負債，由於該等利潤全部不會於可見將來分配。

本公司向其股東支付股息並無任何附帶所得稅影響。

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31 December 2019 二零一九年十二月三十一日

### 29. SHARE CAPITAL Shares

### 29. 股本 股份

		2019 二零一九年		2018 二零一八年	
		No. of shares 股份數目	Nominal value 面值 HK\$'000 千港元	No. of shares 股份數目	Nominal value 面值 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.05 each ("Ordinary Shares")	每股面值0.05港元之普通股 (「普通股」)	20,000,000,000	1,000,000	20,000,000,000	1,000,000
Redeemable convertible preferred shares of HK\$0.01 each ("Preferred Shares")	每股面值0.01港元之可贖回 可轉換優先股(「優先股」)	6,000,000,000	60,000	6,000,000,000	60,000
<b>Total</b>	<b>總計</b>	<b>26,000,000,000</b>	<b>1,060,000</b>	<b>26,000,000,000</b>	<b>1,060,000</b>
Issued and fully paid:	已發行及繳足：				
Ordinary Shares	普通股	8,864,332,726	443,217	8,847,924,726	442,396

A summary of the movements in the Company's issued capital during the years ended 31 December 2019 and 2018 is as follows:

截至二零一九年及二零一八年十二月三十一日止年度本公司已發行股本變動概述如下：

#### Issued Capital

#### 已發行股本

		Notes 附註	Number of Ordinary Shares in issue 已發行 普通股數目	Issued capital 已發行股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日		8,808,732,726	440,437	4,172,526	4,612,963
Issue of ordinary shares	發行普通股	(a)	39,192,000	1,959	26,526	28,485
At 31 December 2018	於二零一八年十二月三十一日		8,847,924,726	442,396	4,199,052	4,641,448
Issue of ordinary shares	發行普通股	(b)	16,408,000	821	11,510	12,331
Dividend paid	已付股息		-	-	(1,667,102)	(1,667,102)
At 31 December 2019	於二零一九年十二月三十一日		8,864,332,726	443,217	2,543,460	2,986,677

Notes:

(a) 39,192,000 Ordinary Shares were issued upon exercise of certain share options during the year of 2018 for proceeds totalling HK\$21,373,000. The proceeds of such issues had been applied towards general working capital of the Group.

(b) 16,408,000 Ordinary Shares were issued upon exercise of certain share options during the year of 2019 for proceeds totalling HK\$9,198,000. The proceeds of such issues had been applied towards general working capital of the Group.

附註：

(a) 二零一八年內因若干購股權獲行使而發行39,192,000股普通股，獲得所得款項合共21,373,000港元。該等發行之所得款項已用作本集團之一般營運資金。

(b) 二零一九年內因若干購股權獲行使而發行16,408,000股普通股，獲得所得款項合共9,198,000港元。該等發行之所得款項已用作本集團之一般營運資金。

### 30. SHARE OPTION SCHEME

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

The overall limit on the number of Ordinary Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the number of Ordinary Shares in issue from time to time. In addition, the total number of Ordinary Shares which may be issued upon exercise of all options granted together with all options to be granted under the Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the nominal amount of all the Ordinary Shares in issue as at the date of adoption of the Scheme (the "Scheme Mandate Limit"). The Company may, from time to time, refresh the Scheme Mandate Limit by obtaining the approval of the shareholders in general meeting. Once refreshed, the total number of Ordinary Shares which may be issued upon exercise of all options to be granted under the Scheme and all other share option schemes of the Company under the limit, as refreshed, must not exceed 10% of the number of Ordinary Shares in issue as at the date of approval of the refreshment by the Shareholders.

The Scheme Mandate Limit amounted to 878,060,472 Ordinary Shares following the approval of refreshment by the Shareholders on 16 June 2017.

As at the date of this report, the total number of Ordinary Shares available for issue under the Scheme is 752,060,472 representing 8.48% of the existing issued share capital of the Company. The maximum number of Ordinary Shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the Ordinary Shares of the Company in issue as at the proposed date of grant. Any further grant of share options in excess of this limit is subject to Shareholders' approval in a general meeting.

### 30. 購股權計劃

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

因根據計劃及本公司任何其他購股權計劃所授出惟尚未行使之所有尚未行使購股權獲行使而可予發行之普通股數目之整體限制，合共不得超過不時已發行普通股數目之30%。此外，因根據計劃及本公司任何其他購股權計劃已授出及將予授出之所有購股權獲行使而可予發行之普通股總數，合共不得超過採納計劃當日所有已發行普通股面值之10%（「計劃授權上限」）。本公司可不時透過於股東大會上取得股東批准以更新計劃授權上限。計劃授權上限一經更新，因根據計劃及本公司所有其他購股權計劃將予授出之所有購股權獲行使而可予發行之普通股總數，根據經更新上限不得超過股東批准更新當日已發行普通股數目之10%。

經股東於二零一七年六月十六日批准更新後，計劃授權上限為878,060,472股普通股。

於本報告日期，於計劃項下可予發行之普通股總數為752,060,472股，相當於本公司現有已發行股本之8.48%。於任何12個月期間內根據購股權可發行予計劃項下各合資格參與者之普通股數目，最多不得超過本公司於建議授出日期已發行普通股之1%。任何進一步授出超出此限額之購股權須於股東大會尋求股東批准。



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31 December 2019 二零一九年十二月三十一日

### 30. SHARE OPTION SCHEME (CONTINUED)

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

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

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

The following share options were outstanding under the Scheme during the year:

			Weighted average exercise price 加權 平均行使價 Notes 附註	Number of options 購股權數目 '000 千份
At 1 January 2018	於二零一八年一月一日		0.76	571,176
Granted during the year	於年內授出	(a)	0.94	60,000
Forfeited/expired during the year	於年內沒收/到期	(b)	0.86	(76,608)
Exercised during the year	於年內行使	(c)	0.55	(39,192)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日		0.78	515,376
Granted during the year	於年內授出	(a)	0.478	6,000
Forfeited/expired during the year	於年內沒收/到期	(b)	0.74	(283,814)
Exercised during the year	於年內行使	(c)	0.56	(16,408)
At 31 December 2019	於二零一九年十二月三十一日	(d)	0.71	221,154

### 30. 購股權計劃 (續)

根據計劃授出購股權之要約可於要約日期起計28日內獲接納，而承授人須就此支付合共1港元之象徵式代價。已授出購股權之行使期由董事會或委員會釐定，惟有關期間不得超過授出日期起計10年。除非董事會另行議決，計劃並無規定在行使前須持有購股權之最短期限。

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

購股權並無賦予持有人收取股息或於股東大會投票之權利。

年內計劃項下尚未行使購股權如下：

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31 December 2019 二零一九年十二月三十一日

### 30. SHARE OPTION SCHEME (CONTINUED)

Notes:

(a) The fair values of the share options granted under the Scheme during the year ended 31 December 2019 were HK\$868,000 in aggregate, which were estimated as at the respective dates of grant using a binominal model, taking into account the terms and conditions upon which the options were granted, the valuation of which was performed by Asia-Pacific Consulting and Appraisal Limited. The following table lists the inputs to the model used:

Dividend yield (%)	股息率 (%)	0
Expected volatility (%)	預期波幅 (%)	35 – 47
Expected life of options (years)	購股權預期年期 (年)	3 – 5
Risk-free interest rate (%)	無風險利率 (%)	1.21 – 1.57

Equity-settled share option expenses of HK\$10,377,000 (2018: HK\$13,148,000) was recognised in profit or loss during the year ended 31 December 2019 in respect of the share options granted under the Scheme.

(b) 283,814,000 (2018: 76,608,000) share options granted under the Scheme were forfeited/expired during the year ended 31 December 2019 upon the resignation of certain grantees during the year.

(c) 16,408,000 (2018: 39,192,000) share options granted under the Scheme were exercised during the year ended 31 December 2019.

(d) As at 31 December 2019, the Company had 221,154,000 share options outstanding under the Scheme, which represented approximately 2.5% of the Ordinary Shares in issue as at 31 December 2019.

### 30. 購股權計劃 (續)

附註:

(a) 於截至二零一九年十二月三十一日止年度，根據計劃所授出購股權的公平值合共為868,000港元，乃經考慮購股權授出之條款及條件使用二項式模式於各自授出日期進行估計，相關估值由亞太評估諮詢有限公司進行。下表列示所使用模式之輸入數據：

於截至二零一九年十二月三十一日止年度，就根據計劃所授出購股權在損益確認以股權結算之購股權開支10,377,000港元（二零一八年：13,148,000港元）。

(b) 於截至二零一九年十二月三十一日止年度，根據計劃授出之283,814,000份（二零一八年：76,608,000份）購股權已於年內若干承授人辭任後沒收／到期。

(c) 根據計劃授出之16,408,000份（二零一八年：39,192,000份）購股權已於截至二零一九年十二月三十一日止年度獲行使。

(d) 於二零一九年十二月三十一日，本公司有221,154,000份計劃項下之尚未行使購股權，相當於二零一九年十二月三十一日已發行普通股之約2.5%。

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31 December 2019 二零一九年十二月三十一日

### 30. SHARE OPTION SCHEME (CONTINUED)

(e) The exercise prices and exercise periods of the share options outstanding under the Scheme as at the end of the reporting period are as follows:

#### 2019

Number of options 購股權數目 ('000) (千份)	Exercise price* 行使價* (HK\$ per share) (每股港元)	Exercise period 行使期間
1,304	0.8	20 Jun 2017 to 19 Jun 2020
76,925	0.8	20 Jan 2018 to 19 Jan 2020
76,925	0.8	20 Jan 2019 to 19 Jan 2021
20,000	0.478	5 Sep 2019 to 4 Sep 2021
2,000	0.478	15 Aug 2020 to 14 Aug 2022
2,000	0.478	15 Aug 2021 to 14 Aug 2023
2,000	0.478	15 Aug 2022 to 14 Aug 2024
20,000	0.49	5 Sep 2020 to 4 Sep 2022
20,000	0.49	5 Sep 2021 to 4 Sep 2023
<b>221,154</b>		

#### 2018

Number of options 購股權數目 ('000) (千份)	Exercise price* 行使價* (HK\$ per share) (每股港元)	Exercise period 行使期間
1,200	4.15	6 Sep 2014 to 5 Sep 2019
1,200	4.15	6 Sep 2015 to 5 Sep 2020
92,380	0.5	2 Jul 2016 to 1 Jul 2019
4,804	0.8	20 Jun 2016 to 19 Jun 2019
4,804	0.8	20 Jun 2017 to 19 Jun 2020
175,138	0.8	20 Jan 2017 to 19 Jan 2019
87,925	0.8	20 Jan 2018 to 19 Jan 2020
87,925	0.8	20 Jan 2019 to 19 Jan 2021
20,000	0.94	5 Sep 2019 to 4 Sep 2021
20,000	0.94	5 Sep 2020 to 4 Sep 2022
20,000	0.94	5 Sep 2021 to 4 Sep 2023
<b>515,376</b>		

\* The exercise prices of the share options are subject to adjustment in the event of any capitalisation issue, rights issue, consolidation, sub-division or reduction of the share capital of the Company (other than issuance of Ordinary Shares as consideration in respect of a transaction)

At the end of the reporting period, the exercise in full of the outstanding share options under the Scheme would, under the present capital structure of the Company, result in the issue of 221,154,000 additional Ordinary Shares and additional share capital of HK\$11,058,000 and share premium of HK\$145,094,000, before taking into account any transfer of share option reserve to the share premium account.

### 30. 購股權計劃 (續)

(e) 於報告期末計劃項下尚未行使購股權之行使價及行使期間如下：

#### 二零一九年

二零一七年六月二十日至二零二零年六月十九日
二零一八年一月二十日至二零二零年一月十九日
二零一九年一月二十日至二零二一年一月十九日
二零一九年九月五日至二零二一年九月四日
二零二零年八月十五日至二零二二年八月十四日
二零二一年八月十五日至二零二三年八月十四日
二零二二年八月十五日至二零二四年八月十四日
二零二零年九月五日至二零二二年九月四日
二零二一年九月五日至二零二三年九月四日

#### 二零一八年

二零一四年九月六日至二零一九年九月五日
二零一五年九月六日至二零二零年九月五日
二零一六年七月二日至二零一九年七月一日
二零一六年六月二十日至二零一九年六月十九日
二零一七年六月二十日至二零二零年六月十九日
二零一七年一月二十日至二零一九年一月十九日
二零一八年一月二十日至二零二零年一月十九日
二零一九年一月二十日至二零二一年一月十九日
二零一九年九月五日至二零二一年九月四日
二零二零年九月五日至二零二二年九月四日
二零二一年九月五日至二零二三年九月四日

\* 購股權行使價可於本公司進行任何資本化發行、供股、股本合併、拆細或削減（發行普通股作為交易代價者除外）時作出調整

於報告期末，根據本公司現時之資本架構，計劃項下尚未行使購股權獲全數行使後，將額外發行221,154,000股普通股，錄得額外股本11,058,000港元及股份溢價145,094,000港元（不計及任何購股權儲備轉撥至股份溢價賬）。

**31. PERPETUAL CONVERTIBLE BONDS**

The perpetual convertible bonds issued are as follows:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Perpetual convertible bonds	永久性可換股債券	<b>1,139,046</b>	1,139,046

On 30 August 2013, the Company entered into the Deed with Victory Mind Assets Limited and Dragon City Management (PTC) Limited to advance the timetable for the possible issuance of earn-out perpetual convertible bonds in relation to the acquisition of approximately 25.2% equity interest of Li Ning Co in December 2012. The execution and performance of the Deed were approved in the extraordinary general meeting of shareholders on 4 November 2013. The earn-out perpetual convertible bonds with a fair value of HK\$1,140,000,000 were issued in advance in November 2013 and were classified as equity and the related derivative financial liabilities were derecognised at the same time, the financial impact of which was based on the fair value of earn-out perpetual convertible bonds upon the Deed becoming effective.

There was no movement of perpetual convertible bonds for the year ended 31 December 2018 and 2019.

**32. RESERVES**

(i) The amounts of the Group's reserves and the movements therein for the current and prior year are presented in the consolidated statement of changes in equity.

(ii) The share option reserve represents the fair value of share options vested which are yet to be exercised, as further explained in the accounting policy of share-based payments in Note 2.3 to the financial statements. The amount will either be transferred to the share premium account when the related share options are exercised, or transferred to retained profits/accumulated losses should the related share options lapse or be forfeited.

(iii) Pursuant to the relevant laws and regulations for wholly-owned enterprise, a portion of the profits of the Group's wholly-owned-subsiary which is established in the PRC has been transferred to reserve funds which are restricted as to use.

**31. 永久性可換股債券**

已發行之永久性可換股債券如下：

於二零一三年八月三十日，本公司與Victory Mind Assets Limited及Dragon City Management (PTC) Limited訂立契據，以推前就於二零一二年十二月收購李寧公司約25.2%股權而可能發行盈利能力永久性可換股債券的時間表。契據之簽立及履行於二零一三年十一月四日舉行的股東特別大會上已獲得批准。公平值為1,140,000,000港元之盈利能力永久性可換股債券已於二零一三年十一月提前發行，並歸類為權益，同時，相關衍生財務負債已終止確認，其財務影響乃根據於契據生效時的盈利能力永久性可換股債券之公平值計算。

截至二零一八年及二零一九年十二月三十一日止年度，永久性可換股債券並無任何變動。

**32. 儲備**

(i) 本年度及上一年度本集團儲備金額及其中變動於綜合權益變動表內呈列。

(ii) 購股權儲備指已歸屬但未行使購股權之公平值，進一步詳情載於財務報表附註2.3所述以股份償付之會計政策。有關金額將於有關購股權獲行使時轉撥至股份溢價賬，或於有關購股權失效或被沒收時轉撥至保留溢利／累計虧損。

(iii) 根據全資擁有企業之相關法律及法規，本集團於中國成立之全資附屬公司部分溢利已轉入受限制用途之儲備基金。

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 33. OPERATING LEASE ARRANGEMENT

#### As lessor

As at 31 December 2019, the Group leased sports park facilities to independent third parties under operating lease arrangements, with each lease negotiated for a term of 2 to 10 years.

As at 31 December 2019, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

### 33. 經營租約安排

#### 作為出租人

於二零一九年十二月三十一日，本集團根據經營租約安排向獨立第三方出租體育園設施，各項租賃經磋商後為期二至十年。

於二零一九年十二月三十一日，本集團根據與租戶訂立之不可撤銷經營租約而於下列期間到期之日後應收最低租金總額如下：

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	4,684	10,840
In the second to fifth years, inclusive	第二至第五年（包括首尾兩年）	9,650	38,118
Over five years	五年以上	3,216	19,828
		<b>17,550</b>	68,786

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### 34. COMMITMENTS FOR PROPERTY DEVELOPMENT/ CAPITAL EXPENDITURE

As at 31 December 2019, the Group had the following commitments for property development and capital expenditure:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Property development/construction work	房地產開發／建築工程	18,576	32,522
Capital contribution/acquisition of joint ventures/ associates	注資／收購合營企業／ 聯營公司	571,504	584,329
		<b>590,080</b>	616,851

### 34. 房地產開發／資本開支承擔

於二零一九年十二月三十一日，本集團擁有以下房地產開發及資本開支承擔：

### 35. MATERIAL RELATED PARTY TRANSACTIONS

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

### 35. 重大關連人士交易

除此等財務報表其他部分所詳述之交易外，本集團年內日常業務過程中曾與關連人士進行以下重大交易：

			2019 二零一九年	2018 二零一八年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Marketing service income received and receivable from associates	已收及應收聯營 公司之市場推廣服務收入	(i)	318,998	331,633
Cost of purchases paid and payable to an associate	已付及應付一間 聯營公司之採購費用	(ii)	6,237	3,374
Office and car-park rental expense paid and payable to associates	已付及應付聯營公司之 辦公室及停車場租金開支	(iii)	1,987	2,164
Dividend received from associates	已收聯營公司之股息	(iv)	50,523	-
Consultancy fee paid to an associate	已付一間聯營公司之 諮詢服務費	(v)	7,820	-
Compensation cost paid to an associate	已付一間聯營公司之賠償款	(vi)	15,506	-
Rehabilitation service income received from an associate	自一間聯營公司收取之 康復服務收入	(vii)	82	-
Trademark assignment fee paid to an associate	已付一間聯營公司之商標 轉讓費	(viii)	1,455	-
Acquisition of a subsidiary	收購一間附屬公司	(ix)	290,000	-

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 35. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

- (i) Marketing service income in relation to some sports events and competitions and the endorsement of brand products of LN Group and Double Happiness managed by the Group received and receivable from LN Group\* and Double Happiness\*, was charged in accordance with the terms negotiated between the related parties.
- (ii) Cost of purchases in relation to brand products of LN Group\* paid and payable to LN Group\*, was charged in accordance with the terms negotiated between the Group and LN Group\*.
- (iii) During the twelve months ended 31 December 2019, the Group leased certain offices and car-parking spaces from LN Group\* and Double Happiness\*. The lease rates were determined after arm's length negotiations between the related parties with reference to current prevailing market rate.
- (iv) The dividend received were made pursuant to the dividend rates proposed and declared by Li Ning Co and Double Happiness.
- (v) The consultancy fee was charged in accordance with the terms of an agreement entered into between the Group and an associate.
- (vi) The compensation cost was charged in accordance with the terms of an agreement entered into between the Group and an associate.
- (vii) The rehabilitation service income was charged in accordance with the terms of an agreement entered into between the Group and an associate.
- (viii) The Trademark assignment fee was charged in accordance with the terms of an agreement entered into between the Group and an associate.
- (ix) Acquisition of Rise Mode Investments Limited which is engaged in the business of management and operation of ice skating rinks from Lion Woods Limited ("Lion Woods")\*\*, was completed in accordance with the terms negotiated between the Group and Lion Woods.

\* Mr. Li Ning and Mr. Li Qilin, the nephew of Mr. Li Ning, are common directors of the Company, LN Group and Double Happiness.

\*\* Lion Woods is wholly owned by Mr. Li Chun who is an elder brother of Mr. Li Ning and the father of Mr. Li Qilin. Lion Woods and Mr. Li Chun are associates of Mr. Li Ning and Mr. Li Qilin and are therefore connected persons of the Company under the GEM Listing Rules. The transaction also constituted a connected transaction and the Company has completed with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules. For details of the transactions, please refer to announcements dated 22 July 2019, 9 October 2019 and 22 November 2019 and the circular dated 27 November 2019.

### 35. 重大關連人士交易 (續)

- (i) 就由本集團管理之若干體育項目及賽事及李寧集團及紅雙喜之品牌產品代言而向李寧集團\*及紅雙喜\*收取及應收之市場推廣服務收入按經有關人士協定之條款收取。
- (ii) 已付及應付李寧集團\*的李寧集團\*品牌產品相關採購費用按本集團與李寧集團\*協定的條款收取。
- (iii) 於截至二零一九年十二月三十一日止十二個月，本集團租用李寧集團\*及紅雙喜\*之若干辦公室及停車位。此項租金乃由相關訂約方參考現行市場水平經公平磋商後釐定。
- (iv) 已收股息乃根據李寧公司及紅雙喜建議及宣派之股息率確定。
- (v) 諮詢服務費根據本集團與一間聯營公司訂立之協議的條款收取。
- (vi) 賠償款根據本集團與一間聯營公司訂立之協議的條款收取。
- (vii) 康復服務收入乃根據本集團與一間聯營公司訂立的協議的條款收取。
- (viii) 商標轉讓費根據本集團與一間聯營公司訂立的協議的條款收取。
- (ix) 自Lion Woods Limited (「Lion Woods」)\*\*收購昇進投資有限公司(從事管理及營運滑冰場的業務)的事項，乃根據本集團與Lion woods 磋商的條款成交。

\* 李寧先生及李麒麟先生(李寧先生的侄子)為本公司、李寧集團及紅雙喜之共同董事。

\*\* Lion Woods由李進先生(為李寧先生之胞兄及李麒麟先生之父)全資擁有。Lion Woods及李進先生為李寧先生及李麒麟先生之聯繫人，並因此為GEM上市規則項下本公司之關連人士。交易亦構成關連交易，且本公司已根據GEM上市規則第20章完成披露要求。有關交易的詳情，請參閱日期為二零一九年七月二十二日、二零一九年十月九日及二零一九年十一月二十二日的公告及日期為二零一九年十一月二十七日的通函。

### 35. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(a) A subsidiary of our Group and LN Group established a joint venture for developing sports coaching activities during the year of 2018.

#### (b) Outstanding balances with related parties

Details of the Group's balances with related parties as included in revenue, other income and other gains-net, trade debtors and bills receivable are disclosed in Notes 5 and 19 to the financial statements.

Included in prepayment, deposit and other receivables (2018: interest in associate) was an amount of HK\$5,522,000 (2018: HK\$5,522,000) due from an associate. The amount due from an associate is unsecured, interest-free, has no fixed terms of repayment. The amount is expected to be settled less than one year (2018: more than one year) from the reporting date so that it is reclassified from interest in associates to prepayment, deposit and other receivable in 2019.

#### (c) Compensation of key management personnel of the Group

Details of directors' emoluments and highest paid individuals are included in Notes 8 and 9 to the financial statements, respectively.

Apart from the transaction disclosed in Note (ix), the other related party transactions set out in this note did not fall within the definition of "connected transaction" or "continuing connected transaction" in Chapter 20 of the GEM Listing Rules.

### 35. 重大關連人士交易（續）

(a) 本集團一附屬公司於二零一八年跟李寧集團共同投入成立了一合營企業，專為共同發展體育培訓事業。

#### (b) 關連人士之未付結餘

本集團計入收益、其他收入及其他收益淨額、應收賬款及應收票據之關連人士結餘之詳情在財務報表附註5及19披露。

應收一間聯營公司的款項5,522,000港元（二零一八年：5,522,000港元）乃計入預付款項、按金及其他應收款項（二零一八年：於聯營公司的權益）。應收一間聯營公司的款項為無抵押、免息且無固定還款期限。有關金額預計將於報告日期起一年內（二零一八年：超過一年）結清，以便於二零一九年將其自於聯營公司的權益重新分類至預付款項、按金及其他應收款項。

#### (c) 本集團主要管理人員之薪酬

有關董事酬金及最高薪人士之詳情，分別載於財務報表附註8及9。

除附註(ix)所披露的交易外，本附註所載之其他關連人士交易並不屬於GEM上市規則第20章項下所定義「關連交易」或「持續關連交易」。



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### 36. BUSINESS COMBINATION AND DISPOSAL OF A SUBSIDIARY

#### 36(a)

On 28 March 2019, the Group acquired 100% of the issued shares in Joy Top Management Limited ("Joy Top"), an operator of three sports destinations in the PRC, for consideration of HK\$850,000. The acquisition is expected to enrich the Group's portfolio of sports destination and bring in new sources of revenue for the Group.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

	購買代價 已付現金	HK\$'000 千港元
Purchase consideration		
Cash paid		850

The assets and liabilities recognised as a result of the acquisition are as follows:

### 36. 業務合併及出售一間附屬公司

#### 36(a)

於二零一九年三月二十八日，本集團以代價850,000港元收購悅嶺管理有限公司（「悅嶺」）（中國三個體育目的地之營運商）全部已發行股份。收購事項預期可豐富本集團的體育目的地組合並為本集團帶來新的收益來源。

購買代價、所收購之資產淨值及商譽之詳情如下：

因收購事項確認之資產及負債如下：

		Fair value 公平值
		HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	23,776
Restricted bank balances	限制性銀行結餘	3,342
Property, plant and equipment	物業、廠房及設備	5,920
Right-of-use assets	使用權資產	2,060
Operating rights	營運權	16,249
Other non-current asset	其他非流動資產	578
Inventories	存貨	92
Trade receivables	應收賬款	79
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	6,094
Trade payables and other payables	應付賬款及其他應付款項	(25,601)
Accruals and receipts in advance	應計費用及預收款項	(29,427)
Borrowing	借貸	(635)
Lease liabilities	租賃負債	(2,060)
Tax payables	應付稅項	(995)
Deferred tax liabilities	遞延稅項負債	(4,116)
Net identifiable liabilities acquired	所收購可識別負債淨額	(4,644)
Less: non-controlling interest	減：非控股權益	84
Add: goodwill	加：商譽	5,410
		850

### 36. BUSINESS COMBINATION AND DISPOSAL OF A SUBSIDIARY (CONTINUED)

The goodwill is attributable to Joy Top's experience in operation of sports destination and synergies expected to arise after the Group's acquisition. It has been allocated to the sports destinations development segment. None of the goodwill is expected to be deductible for tax purposes.

The fair value of the acquired operating rights of HK\$16,249,000 and deferred tax of HK\$4,116,000 has been provided in relation to these fair value adjustments.

(i) *Acquisition-related costs*

Acquisition-related costs of HK\$269,000 are included in administrative expenses in profit or loss.

(ii) *Acquired receivables*

The fair value of trade and other receivables is HK\$3,814,000 and includes trade receivables with a fair value of HK\$79,000. The gross contractual amount for trade receivables due is nil.

(iii) *Non-controlling interest*

The Group has chosen to recognise the non-controlling interest at the proportion of net assets acquired shared by the non-controlling interest.

(iv) *Revenue and profit contribution*

The acquired business contributed revenues of HK\$51,898,000 and net loss of HK\$6,175,000 to the Group for the period from 28 March 2019 to 31 December 2019. If the acquisition had occurred on 1 January 2019, consolidated revenue and consolidated profit after tax for the year ended 31 December 2019 would have been HK\$631,772,000 and HK\$825,063,000 respectively.

### 36. 業務合併及出售一間附屬公司 (續)

錄入商譽乃由於悅嶺具備營運多個體育目的地的經驗以及本集團收購預期將產生協同效應。有關商譽已分配至體育目的地發展分部。預期概無商譽可用作稅項扣減。

已收購營運權之公平值16,249,000港元及就該等公平值調整計提遞延稅項4,116,000港元。

(i) *收購相關成本*

收購相關成本269,000港元計入損益內行政開支。

(ii) *所收購應收款項*

應收賬款及其他應收款項之公平值為3,814,000港元，當中包括公平值為79,000港元的應收賬款。到期應收賬款之合約總值為零。

(iii) *非控股權益*

本集團選擇按非控股權益佔所收購資產淨值之比例確認非控股權益。

(iv) *收益及溢利貢獻*

所收購業務於二零一九年三月二十八日至二零一九年十二月三十一日期間為本集團貢獻收益51,898,000港元及產生虧損淨額6,175,000港元。倘收購事項於二零一九年一月一日發生，則截至二零一九年十二月三十一日止年度的綜合收益及綜合除稅後溢利將分別為631,772,000港元及825,063,000港元。

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### 36. BUSINESS COMBINATION AND DISPOSAL OF A SUBSIDIARY (CONTINUED)

#### 36(b)

On 4 April 2019, the Group acquired 100% equity interest in 上海益書網絡科技有限公司(“上海益書”) which owns 80% equity interest in Snake Esports (renamed to LNG Esports in late May 2019), one of the participants in League of Legends Pro League in the PRC, for a consideration of RMB89,154,000.

The Group expects to leverage its extensive sports resources and managerial experience to providing further professional practices for the business model and long-term development of LNG Esports as well as the Chinese esports industry at large, in addition to creating additional value and commercial opportunities for more sustainable development.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

	購買代價 已付現金	HK\$'000 千港元
Purchase consideration		
Cash paid		104,221

The assets and liabilities recognised as a result of the acquisition are as follows:

### 36. 業務合併及出售一間附屬公司 (續)

#### 36(b)

於二零一九年四月四日，本集團收購上海益書網絡科技有限公司(「上海益書」)全部股權，其擁有「Snake電子競技俱樂部」(已於二零一九年五月下旬更名為「LNG電子競技俱樂部」，為中國《英雄聯盟》職業聯賽參賽隊伍之一)80%股權，代價為人民幣89,154,000元。本集團期望借著運用旗下豐富的體育資源優勢和管理經驗，為LNG電子競技俱樂部的商業模式和長遠發展，以及中國電競產業提供更多職業化規範，並創造更多開發價值和商業機會以進一步達致可持續發展。

購買代價、所收購資產淨值及商譽之詳情如下：

因收購確認之資產及負債如下：

		Fair value 公平值
		HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	695
Property, plant and equipment	物業、廠房及設備	25
Right-of-lease assets	使用權資產	3,696
Intangible assets	無形資產	112,809
Trade receivables	應收賬款	9,759
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	5,284
Deferred tax asset	遞延稅項資產	527
Trade and other payables	應付賬款及其他應付款項	(10,789)
Lease liabilities	租賃負債	(3,696)
Deferred tax liabilities	遞延稅項負債	(28,202)
Net identifiable assets acquired	所收購可識別資產淨值	90,108
Less: non-controlling interest	減：非控股權益	(18,021)
Add: goodwill	加：商譽	32,134
		104,221

**36. BUSINESS COMBINATION AND DISPOSAL OF A SUBSIDIARY (CONTINUED)**

The goodwill is mainly attributable to上海益書's experience in operation of esports team and existing internal resources including team players and coach. It has been allocated to the sports segment. None of the goodwill is expected to be deductible for tax purposes.

The fair value of the acquired intangible assets of HK\$112,809,000 and deferred tax of HK\$28,202,000 has been provided in relation to these fair value adjustments.

*(i) Acquisition-related costs*

Acquisition-related costs of HK\$401,500 are included in administrative expenses of which HK\$281,500 and HK\$120,000 are recorded in 2018 and 2019 in profit or loss respectively.

*(ii) Acquired receivables*

The fair value of trade and other receivables is HK\$10,449,000 and includes trade receivables with a fair value of HK\$9,759,000. The gross contractual amount for trade receivables due is HK\$9,759,000 of which nil is expected to be uncollected.

*(iii) Non-controlling interest*

The Group has chosen to recognise the non-controlling interest at the proportion of net assets acquired shared by the non-controlling interest.

*(iv) Revenue and profit contribution*

The acquired business contributed revenues of HK\$18,736,000 and net loss of HK\$12,507,000 to the Group for the period from 4 April 2019 to 31 December 2019. If the acquisition had occurred on 1 January 2019, consolidated revenue and consolidated profit after tax for the year ended 31 December 2019 would have been HK\$627,079,000 and HK\$822,929,000 respectively.

**36. 業務合併及出售一間附屬公司 (續)**

錄入商譽乃主要由於上海益書具備運營電子競技團隊的經驗以及現有內部資源(包括隊員及教練)。有關商譽已分配至體育分部。預期概無商譽可用作稅項扣減。

已收購無形資產之公平值112,809,000港元及就該等公平值調整計提遞延稅項28,202,000港元。

*(i) 收購相關成本*

收購相關成本401,500港元計入行政開支，分別於二零一八年及二零一九年的損益中入賬281,500港元及120,000港元。

*(ii) 所收購應收款項*

應收賬款及其他應收款項之公平值為10,449,000港元，當中包括公平值為9,759,000港元的應收賬款。到期應收賬款之合約總值為9,759,000港元，當中並無預期不可收回金額。

*(iii) 非控股權益*

本集團選擇按非控股權益佔所收購資產淨值之比例確認非控股權益。

*(iv) 收益及溢利貢獻*

所收購業務於二零一九年四月四日至二零一九年十二月三十一日期間為本集團貢獻收益18,736,000港元及產生虧損淨額12,507,000港元。倘收購事項於二零一九年一月一日發生，則截至二零一九年十二月三十一日止年度的綜合收益及綜合除稅後溢利將分別為627,079,000港元及822,929,000港元。

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### 36. BUSINESS COMBINATION AND DISPOSAL OF A SUBSIDIARY (CONTINUED)

#### 36(c)

On 27 December 2019, the Group acquired 100% of the issued shares in Rise Mode Investments Limited ("Rise Mode") which is principally engaged in business of management and operation of thirteen ice-skating rinks in the PRC, for consideration of HK\$290,000,000. The acquisition is expected to provide additional leisure sports destination to the Group's customers apart from Li Ning Sports Park and Li Ning Sports Centre and will further diversify and enrich the Group's sports destination portfolio by improving the number, variety, service offering and nationwide coverage of the sports destinations operated by the Group.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

		HK\$'000 千港元
Purchase consideration	購買代價	
Cash paid	已付現金	290,000

The assets and liabilities recognised as a result of the acquisition are as follows:

### 36. 業務合併及出售一間附屬公司 (續)

#### 36(c)

於二零一九年十二月二十七日，本集團以代價290,000,000港元收購昇進投資有限公司（「昇進」）（主要於中國從事管理及營運13個滑冰場館的業務）全部已發行股份。收購事項預期可為本集團之客戶提供李寧體育園及李寧運動中心以外的其他休閒體育目的地，並將透過完善本集團旗下營運的體育目的地之數量、品類、服務及全國覆蓋範圍，進一步多元化及豐富本集團的體育目的地組合。

購買代價、所收購之資產淨值及商譽之詳情如下：

因收購事項確認之資產及負債如下：

		Fair value 公平值
		HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	102,503
Property, plant and equipment	物業、廠房及設備	39,881
Right-of-use assets	使用權資產	136,359
Trade Name	商標名	63,832
Membership	會籍	25,845
Inventories	存貨	669
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	16,393
Deferred tax assets	遞延稅項資產	10,032
Trade payables and other payables and accruals	應付賬款及其他應付款項以及應計費用	(52,697)
Receipts in advance	預收款項	(32,532)
Borrowing	借貸	(32,074)
Lease liabilities	租賃負債	(135,786)
Deferred tax liabilities	遞延稅項負債	(22,419)
Net identifiable assets acquired	所收購可識別資產淨額	120,006
Add: goodwill	加：商譽	169,994
		290,000

**36. BUSINESS COMBINATION AND DISPOSAL OF A SUBSIDIARY (CONTINUED)**

The goodwill is attributable to Rise Mode's business networking, experience in operation of ice-skating rinks, existing internal resources including reputable trainers and synergies expected to arise after the Group's acquisition. It has been allocated to sports destinations development segment. None of the goodwill is expected to be deductible for tax purposes.

The fair value of the acquired intangible assets of HK\$89,677,000 and deferred tax of HK\$22,419,000 has been provided in relation to these fair value adjustments.

*(i) Acquisition-related costs*

Acquisition-related costs of HK\$2,160,000 are included in administrative expenses in profit or loss.

*(ii) Acquired receivables*

The fair value of other receivables is HK\$8,680,000.

*(iii) Revenue and profit contribution*

If the acquisition had occurred on 1 January 2019, consolidated revenue and consolidated profit after tax for the year ended 31 December 2019 would have been HK\$759,573,000 and HK\$839,541,000 respectively.

Further information relating to the transaction with related parties of the Group is set out in Note 35.

**36(d)**

On 30 May 2019, the Group disposed of 100% of its entire equity interest in Shenyang Zhao Huan Modern Construction Industry Park Limited (沈陽兆寰現代建築產業園有限公司), a wholly owned subsidiary of the Group for a cash consideration of HK\$96,346,000, net assets disposed of were HK\$115,866,000, exchange fluctuation reserve previous recognised to the consolidated financial statement of HK\$10,437,000 was reclassified to the consolidated income statement resulting in a loss of disposal after income tax HK\$29,957,000. Net cash inflow arising on disposal of such was HK\$95,731,000, net-off bank balances and cash disposal of HK\$615,000.

**36. 業務合併及出售一間附屬公司 (續)**

錄入商譽乃由於昇進具備營運滑冰場之業務網絡及經驗、現有內部資源(包括有聲望的教練)以及本集團收購預期將產生協同效應。有關商譽已分配至體育目的地發展分部。預期概無商譽可用作稅項扣減。

已收購無形資產之公平值89,677,000港元及就該等公平值調整計提遞延稅項22,419,000港元。

*(i) 收購相關成本*

收購相關成本2,160,000港元已計入損益的行政開支。

*(ii) 所收購應收款項*

其他應收款項之公平值為8,680,000港元。

*(iii) 收益及溢利貢獻*

倘收購事項於二零一九年一月一日發生，則本集團截至二零一九年十二月三十一日止年度的綜合收益及綜合除稅後溢利應分別為759,573,000港元及839,541,000港元。

有關與本集團關連人士交易的進一步資料載於附註35。

**36(d)**

於二零一九年五月三十日，本集團出售沈陽兆寰現代建築產業園有限公司(一間本集團的全資附屬公司)的全部權益，現金代價為96,346,000港元，出售的資產淨值為115,866,000港元，先前於綜合財務報表確認的匯兌波動儲備10,437,000港元重新分類至綜合收益表，產生除所得稅後出售虧損29,957,000港元。有關出售所產生的現金流入淨額為95,731,000港元(經扣除出售的銀行結餘及現金615,000港元)。

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### 37. PARTICULARS OF SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 December 2019:

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及營業地點	Issued ordinary shares/paid up capital 已發行 普通股/繳足股本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Viva China Holdings Ltd ("VCHL")	BVI 英屬處女群島	US\$1 & HK\$2,079,000,000 1美元及 2,079,000,000港元	100%	–	Investment holding 投資控股
Winner Rich Investment Limited 永利富投資有限公司	Hong Kong 香港	HK\$1 1港元	100%	–	Investment holding 投資控股
Viva China Sports Holding Limited 非凡中國體育控股有限公司	Hong Kong 香港	HK\$520,000 520,000港元	100%	–	Investment holding and sports talent management 投資控股及體育人才管理
Viva China Community Development Holdings Limited 非凡中國社區開發控股有限公司	BVI 英屬處女群島	US\$1 1美元	100%	–	Investment holding 投資控股
Viva China Community Development (Yangzhou) Holdings Limited 非凡中國社區開發(揚州)控股有限公司	BVI 英屬處女群島	US\$20 20美元	–	70%	Investment holding 投資控股
Viva China Yangzhou Community Development Holdings Limited 非凡中國揚州社區開發控股有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	70%	Investment holding 投資控股
揚州非凡房地產開發有限公司	PRC 中國	RMB210,000,000 人民幣210,000,000元	–	70%	Property development 房地產開發
深圳市非凡體育文化產業發展有限公司	PRC 中國	RMB500,000 (Note i) 人民幣500,000元 (附註i)	–	100%	Sports event organisation and operation 體育活動組織及營運
揚州非凡體育文化有限公司	PRC 中國	RMB300,000 人民幣300,000元	–	100%	Sports park management and operation 體育園管理及營運
臨沂非凡體育管理有限公司	PRC 中國	RMB1,000,000 人民幣1,000,000元	–	100%	Sports park management and operation 體育園管理及營運
寧波領越體育文化有限公司	PRC 中國	RMB1,000,000 人民幣1,000,000元	–	80%	Sports park management and operation 體育園管理及營運
珠海橫琴信成投資管理有限公司	PRC 中國	RMB100,000,000 人民幣100,000,000元	–	100%	Project investment and property development consultancy services 項目投資及房地產開發 諮詢服務
非凡領越體育發展(北京)有限公司	PRC 中國	RMB102,100,000 (Note ii) 人民幣102,100,000元 (附註ii)	–	100%	Sports talent management, competition and event production and management, and sports-related marketing and consultancy service 體育人才管理、賽事及 活動製作及管理 及體育相關市場推廣及 諮詢服務
北京非凡領越房地產諮詢有限公司	PRC 中國	RMB25,000,000 人民幣25,000,000元	–	100%	Provision of development consultancy services 提供開發諮詢服務

### 37. 附屬公司詳情

二零一九年十二月三十一日主要附屬公司詳情列示如下：

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### 37. PARTICULARS OF SUBSIDIARIES (CONTINUED)

### 37. 附屬公司詳情 (續)

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及營業地點	Issued ordinary shares/paid up capital 已發行 普通股/繳足股本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
珠海橫琴昌運盛世貿易有限公司	PRC 中國	RMB150,000,000 人民幣150,000,000元	–	100%	Marketing and sales of construction materials 建材之市場推廣及銷售
珠海橫琴滿譽貿易有限公司	PRC 中國	RMB38,000,000 (Note iv) 人民幣38,000,000元 (附註iv)	–	100%	Marketing and sales of construction materials 建材之市場推廣及銷售
珠海橫琴非凡健源體育文化產業股權投資管理中心(有限合伙)	PRC 中國	RMB125,000,000 人民幣125,000,000元	–	100%	Investment holding 投資控股
珠海非凡盛世投資管理有限公司	PRC 中國	RMB12,000,000 人民幣12,000,000元	–	100%	Investment holding 投資控股
珠海橫琴非凡華置投資管理有限公司	PRC 中國	RMB3,500,000 (Note iii) 人民幣3,500,000元 (附註iii)	–	100%	Investment holding 投資控股
非凡德勝(珠海)體育科技發展有限公司	PRC 中國	RMB2,000,000 (Note v) 人民幣2,000,000元 (附註v)	–	70%	Provision of scientific physical rehabilitation training and health management services 提供科學體能康復訓練及健康管理服務
南寧市國達體育文化有限公司	PRC 中國	RMB300,000 人民幣300,000元	–	100%	Sports park management and operation 體育園管理及營運
南通市國達體育文化有限公司	PRC 中國	RMB0 (Note vi) 人民幣0元 (附註vi)	–	100%	Sports park management and operation 體育園管理及營運
天津市國達體育文化發展有限責任公司	PRC 中國	RMB1,000,000 人民幣1,000,000元	–	70%	Sports park management and operation 體育園管理及營運
上海方初科技發展有限公司	PRC 中國	RMB100,000 人民幣100,000元	–	80%	production and distribution of sports content, management and marketing of sports talents 體育內容製作及發行、體育人才管理及市場推廣
上海內盛網絡科技有限公司	PRC 中國	RMB0 (Note vii) 人民幣0元 (附註vii)	–	80%	production and distribution of sports content, management and marketing of sports talents 體育內容製作及發行、體育人才管理及市場推廣
精英假日(北京)體育發展有限公司	PRC 中國	RMB14,312,160 人民幣14,312,160元	–	100%	Operation of ice-skating rinks 營運滑冰場
精英假日(上海)滑冰俱樂部有限公司	PRC 中國	RMB5,000,000 人民幣5,000,000元	–	100%	Operation of ice-skating rinks 營運滑冰場



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### 37. PARTICULARS OF SUBSIDIARIES (CONTINUED)

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及營業地點	Issued ordinary shares/paid up capital 已發行 普通股/繳足股本
天津市精英假日體育組織有限公司	PRC 中國	RMB5,000,000 人民幣5,000,000元
海口市精英假日體育發展有限公司	PRC 中國	RMB500,000 人民幣500,000元
杭州精英體育文化有限公司	PRC 中國	RMB500,000 人民幣500,000元
蘇州市全明星滑冰體育文化有限公司	PRC 中國	RMB500,000 人民幣500,000元
武漢市全明星滑冰體育文化有限公司	PRC 中國	RMB5,000,000 人民幣5,000,000元
深圳市非凡領域體育培訓有限公司	PRC 中國	RMB500,000 人民幣500,000元

Notes:

- (i) The registered capital of 深圳市非凡體育文化產業發展有限公司 is RMB1,000,000.
- (ii) The registered capital of 非凡領越體育發展(北京)有限公司 is RMB150,000,000.
- (iii) The registered capital of 珠海橫琴非凡華置投資管理有限公司 is RMB5,000,000.
- (iv) The registered capital of 珠海橫琴滿譽貿易有限公司 is RMB100,000,000.
- (v) The registered capital of 非凡德勝(珠海)體育科技發展有限公司 is RMB3,333,333.
- (vi) The registered capital of 南通市國達體育文化有限公司 is RMB10,000,000.
- (vii) The registered capital of 上海內盛網絡科技有限公司 is RMB100,000.

Apart from 珠海橫琴非凡健源體育文化產業股權投資管理中心(有限合夥) being registered as limited partnership, all the other principal subsidiaries of the Company are registered as limited liability companies.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

### 37. 附屬公司詳情(續)

Percentage of equity attributable to the Company 本公司應佔股本百分比	Principal activities 主要業務	
		Direct 直接
–	100%	Operation of ice-skating rinks 營運滑冰場
–	100%	Operation of ice-skating rinks 營運滑冰場
–	100%	Operation of ice-skating rinks 營運滑冰場
–	100%	Operation of ice-skating rinks 營運滑冰場
–	100%	Operation of ice-skating rinks 營運滑冰場
–	100%	Operation of ice-skating rinks 營運滑冰場

附註:

- (i) 深圳市非凡體育文化產業發展有限公司之註冊資本為人民幣1,000,000元。
- (ii) 非凡領越體育發展(北京)有限公司之註冊資本為人民幣150,000,000元。
- (iii) 珠海橫琴非凡華置投資管理有限公司之註冊資本為人民幣5,000,000元。
- (iv) 珠海橫琴滿譽貿易有限公司之註冊資本為人民幣100,000,000元。
- (v) 非凡德勝(珠海)體育科技發展有限公司之註冊資本為人民幣3,333,333元。
- (vi) 南通市國達體育文化有限公司之註冊資本為人民幣10,000,000元。
- (vii) 上海內盛網絡科技有限公司之註冊資本為人民幣100,000元。

除珠海橫琴非凡健源體育文化產業股權投資管理中心(有限合夥)註冊為有限合夥外,所有本公司之其他主要附屬公司均註冊為有限公司。

上表載列本公司之附屬公司,董事認為,該等附屬公司為主要對年內業績構成影響或組成本集團資產淨值之主要部分。董事認為詳列其他附屬公司之資料會導致篇幅過於冗長。

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 38. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

### 38. 本公司之財務狀況表及儲備變動

		2019 二零一九年	2018 二零一八年
		Notes 附註	
		HK\$'000 千港元	HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	204	147
Right-of-use asset	使用權資產	7,886	-
Investments in subsidiaries	於附屬公司之投資	1,376,837	3,852,126
Prepayment	預付款項	1,856	-
Deposits	按金	1,939	1,939
Total non-current assets	非流動資產總值	1,388,722	3,854,212
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Due from subsidiaries	應收附屬公司款項	1,039,360	503,701
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	47,162	47,035
Cash and bank balances	現金及銀行結餘	153,247	15,888
Total current assets	流動資產總值	1,239,769	566,624
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Due to subsidiaries	應付附屬公司款項	38,354	35,679
Lease liability	租賃負債	5,913	-
Other payables and accruals	其他應付款項及應計費用	6,014	6,431
Total current liabilities	流動負債總額	50,281	42,110
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	1,189,488	524,514
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>	2,578,210	4,378,726
<b>NON-CURRENT LIABILITY</b>	<b>非流動負債</b>		
Convertible notes	可換股票據	-	819,602
Due to a subsidiary	應付一間附屬公司款項	837,387	-
Lease liability	租賃負債	2,412	-
Total non-current liability	非流動負債總額	839,799	819,602
<b>NET ASSETS</b>	<b>資產淨值</b>	1,738,411	3,559,124
<b>EQUITY</b>	<b>權益</b>		
Issued capital	已發行股本	443,217	442,396
Perpetual convertible bonds	永久性可換股債券	1,139,046	1,139,046
Reserves	儲備	156,148	1,977,682
<b>TOTAL EQUITY</b>	<b>權益總額</b>	1,738,411	3,559,124

The Statement of financial position of the Company was approved by the board of directors on 27 March 2020.

本公司之財務狀況表已於二零二零年三月二十七日獲董事會批准。

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 38. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

Note:

(a) Reserve movement of the Company

		Share premium account	Share option reserve	Convertible notes equity reserve	Accumulated losses	Total
		股份溢價賬	購股權儲備	可換股票據權益儲備	累計虧損	總計
		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 1 January 2018	於二零一八年一月一日	4,172,526	118,735	90,392	(2,251,816)	2,129,837
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	-	-	-	(184,717)	(184,717)
Shares issued upon exercise of share option	購股權獲行使時發行之股份	26,526	(7,112)	-	-	19,414
Equity-settled share option arrangements	以股權結算之購股權安排	-	13,599	-	(451)	13,148
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	-	(22,212)	-	22,212	-
<b>At 31 December 2018 and 1 January 2019</b>	<b>於二零一八年十二月三十一日及 於二零一九年一月一日</b>	<b>4,199,052</b>	<b>103,010</b>	<b>90,392</b>	<b>(2,414,772)</b>	<b>1,977,682</b>
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	-	-	-	(132,519)	(132,519)
Shares issued upon exercise of share option	購股權獲行使時發行之股份	11,510	(3,133)	-	-	8,377
Equity-settled share option arrangements	以股權結算之購股權安排	-	10,377	-	-	10,377
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	-	(53,430)	-	53,430	-
Redemption of equity component of convertible notes	贖回可換股票據權益部分	-	-	(90,392)	49,725	(40,667)
Dividend paid	已付股息	(1,667,102)	-	-	-	(1,667,102)
<b>At 31 December 2019</b>	<b>於二零一九年 十二月三十一日</b>	<b>2,543,460</b>	<b>56,824</b>	<b>-</b>	<b>(2,444,136)</b>	<b>156,148</b>

### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The Group does not have written risk management policies and guidelines. However, the board of directors of the Company meets periodically to analyse and formulate measures to manage the Group's exposure to market risk (including foreign currency risk, interest risk and other price risk), liquidity risk and credit risk. Generally, the Group employs a conservative strategy regarding its risk management. As the Group's exposure to market risk (including foreign currency risk, interest risk and other price risk), liquidity risk and credit risk are kept at a minimum level, the Group has not used any derivatives or other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The most significant financial risks to which the Group is exposed are discussed below.

### 38. 本公司之財務狀況表及儲備變動 (續)

附註：

(a) 本公司之儲備變動

		Share premium account	Share option reserve	Convertible notes equity reserve	Accumulated losses	Total
		股份溢價賬	購股權儲備	可換股票據權益儲備	累計虧損	總計
		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 1 January 2018	於二零一八年一月一日	4,172,526	118,735	90,392	(2,251,816)	2,129,837
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	-	-	-	(184,717)	(184,717)
Shares issued upon exercise of share option	購股權獲行使時發行之股份	26,526	(7,112)	-	-	19,414
Equity-settled share option arrangements	以股權結算之購股權安排	-	13,599	-	(451)	13,148
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	-	(22,212)	-	22,212	-
<b>At 31 December 2018 and 1 January 2019</b>	<b>於二零一八年十二月三十一日及 於二零一九年一月一日</b>	<b>4,199,052</b>	<b>103,010</b>	<b>90,392</b>	<b>(2,414,772)</b>	<b>1,977,682</b>
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	-	-	-	(132,519)	(132,519)
Shares issued upon exercise of share option	購股權獲行使時發行之股份	11,510	(3,133)	-	-	8,377
Equity-settled share option arrangements	以股權結算之購股權安排	-	10,377	-	-	10,377
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	-	(53,430)	-	53,430	-
Redemption of equity component of convertible notes	贖回可換股票據權益部分	-	-	(90,392)	49,725	(40,667)
Dividend paid	已付股息	(1,667,102)	-	-	-	(1,667,102)
<b>At 31 December 2019</b>	<b>於二零一九年 十二月三十一日</b>	<b>2,543,460</b>	<b>56,824</b>	<b>-</b>	<b>(2,444,136)</b>	<b>156,148</b>

### 39. 財務風險管理目標及政策

本集團須就其於日常業務及投資活動中使用之財務工具承受財務風險。本集團並無書面風險管理政策及指引。然而，本公司董事會定期舉行會議，分析及制訂措施以管理本集團承受之市場風險（包括外幣風險、利率風險及其他價格風險）、流動資金風險及信貸風險。一般而言，本集團採用審慎風險管理策略。由於本集團承受之市場風險（包括外幣風險、利率風險及其他價格風險）、流動資金風險及信貸風險維持於最低水平，故本集團未曾採用任何衍生或其他工具以作對沖用途。本集團並無持有或發行衍生財務工具作交易用途。本集團所承受之最重大財務風險於下文論述。

### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group has interest-bearing assets and liabilities in relation to cash at banks and bank loans and convertible notes, details of which are disclosed in Notes 21, 26 and 27, respectively, to the financial statements. The Group has not used any financial instrument to hedge potential fluctuations in interest rates. The exposure to interest rates risk for the Group's cash at banks, bank and other loans and convertible notes are considered minimal.

#### Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument (excluding investment in associates) will fluctuate because of changes in foreign exchange rates. The Group operates in Hong Kong and the PRC. Most of the sales and trading transactions are settled in RMB. Deposits invested into various bank deposits are denominated in RMB, HK\$ and US\$. As at the end of the reporting period, foreign currencies were translated into HK\$ at the closing rate. As at 31 December 2019, cash and bank balances denominated in RMB and domiciled outside the PRC amounted to HK\$6,063,000 (2018: HK\$71,705,000), cash and bank balances denominated in US\$ amounted to HK\$16,000 (2018: HK\$17,000), cash and bank balances denominated in EUR amounted to HK\$7,000 (2018: Nil) and the remaining balance of HK\$643,176,000 (2018: HK\$308,932,000) was mainly denominated in HK\$ and domiciled outside the PRC or denominated in RMB and domiciled in the PRC. The Group does not expect that there will be any significant currency risk associated with the cash and bank balances denominated in US\$ given that HK\$ is pegged to the US\$. The policies to manage foreign currency risk have been followed by the Group since prior years and are considered to be effective.

### 39. 財務風險管理目標及政策 (續)

#### 利率風險

利率風險乃與財務工具之公平值或現金流量會隨市場利率變動而出現波動之風險有關。本集團有計息資產及負債，涉及銀行現金、銀行貸款及可換股票據。有關詳情分別於財務報表附註21、26及27披露。本集團並未使用任何財務工具對沖潛在利率波動。本集團銀行現金、銀行及其他貸款及可換股票據之利率風險被視為輕微。

#### 外幣風險

貨幣風險指財務工具(不包括於聯營公司之投資)之公平值或未來現金流量會隨匯率變動而波動之風險。本集團於香港及中國營運。大部分銷售及買賣交易以人民幣結算。投資於多間銀行之存款以人民幣、港元及美元計值。於報告期末，外幣按收市匯率換算為港元。於二零一九年十二月三十一日，以人民幣計值並存放於中國境外之現金及銀行結餘為6,063,000港元(二零一八年：71,705,000港元)，以美元計值的現金及銀行結餘為16,000港元(二零一八年：17,000港元)，以歐元計值的現金及銀行結餘為7,000港元(二零一八年：無)，而餘額643,176,000港元(二零一八年：308,932,000港元)則主要以港元計值並存放於中國境外或以人民幣計值並存放於中國境內。由於港元與美元掛鈎，因此本集團預計將不會出現任何與以美元計值的現金及銀行結餘有關的重大貨幣風險。本集團於過去數年一直遵守外幣風險管理政策，並認為該等政策行之有效。

### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Foreign currency risk (Continued)

##### Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to foreign currency risk at year end date.

If RMB appreciates/depreciates against HK\$ by 5%, the results of the Group would be increased/decreased by approximately HK\$303,000 (2018: HK\$3,585,000).

#### Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligations under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations. The carrying amounts of trade debtors and bills receivable, deposits and other receivable carried at amortised cost and cash and cash equivalents included in the face of the statements of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

The Group generally has established long-term and stable relationships with its customers. The Group has policies in place to ensure that sales of products are made to customers with an appropriate credit history. The Group generally allows credit period of one month extending up to six months to its major trade customers. The credit risk of other receivables arises from that borrowers fail to repay loans on time. The Group has assessed the credit status of each borrower and the value of the collaterals has been taken into account when calculating the provision for impairment. The Group's historical experience in collection of trade and other receivables falls within the recorded allowance and the directors are of the opinion that adequate provision for uncollectible receivables has been made in the consolidated financial statements.

The Group maintains its cash and cash equivalents with reputable banks in Hong Kong and the PRC, therefore the directors consider that the credit risk for such is minimal. The credit and investment policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

#### Impairment of financial assets

The Group applies the expected credit loss model to financial assets measured at cost, including trade debtors and bill receivable, deposits and other receivables and cash and cash equivalent.

Impairment on trade debtors and bill receivables, and deposit and other receivables is measured as either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition by considering available, reasonable and supportive forwarding-looking information.

### 39. 財務風險管理目標及政策 (續)

#### 外幣風險 (續)

##### 敏感度分析

下列敏感度分析已根據於年結日承受之外幣風險釐定。

倘人民幣兌港幣升值／貶值5%，則本集團業績將增加／減少約303,000港元（二零一八年：3,585,000港元）。

#### 信貸風險

信貸風險指財務工具之交易對方未能根據財務工具之條款履行其責任，令本集團蒙受財務損失之風險。本集團承受之信貸風險主要來自於日常業務過程中向客戶授予之信貸。應收賬款及應收票據、按攤銷成本計量之按金及其他應收款項以及現金及現金等價物之賬面值計入財務狀況表，代表本集團就其財務資產承受之最高信貸風險。

本集團普遍已與客戶建立長期穩定之關係。本集團已制定政策以確保向有良好信貸記錄之客戶銷售產品。本集團一般向其主要貿易客戶提供之信貸期介乎1個月至6個月不等。其他應收款項的信貸風險來源於借款人無法按時償還貸款。本集團已評估各借款人的信貸狀況，並於計算減值撥備時，計及抵押品的價值。本集團在收取應收賬款及其他應收款項方面的歷史經驗，均在記錄撥備範圍內，而董事們認為，在綜合財務報表內已就不可收回的應收賬款作出足夠的撥備。

本集團將其現金及現金等價物存於香港及中國信譽良好之銀行，故董事認為有關信貸風險屬輕微。本集團於過去數年一直遵守信貸投資政策，並認為已將本集團面臨之信貸風險有效限制至令人滿意的水平。

#### 財務資產減值

本集團就按成本計量之財務資產（包括應收賬款及應收票據、按金及其他應收款項以及現金及現金等價物）採用預期信貸虧損模式。

應收賬款及應收票據以及按金及其他應收款項之減值按12個月預期信貸虧損或全期預期信貸虧損計量，視乎信貸風險自初始確認以來有否顯著增加。為評估信貸風險是否顯著增加，本集團透過考慮可得合理且可靠之前瞻性資料，將報告日期資產發生違約之風險與初始確認日期發生違約之風險比較。

**39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**

Trade debtors and bill receivables, and deposit and other receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, default or delinquency in payments, and the failure of a debtor to engage in a repayment plan with the Group.

While cash and cash equivalents are also subject to the impairment requirements of HKFRS 9, no impairment loss was identified.

**Trade debtors and bill receivables**

To measure the expected credit losses, trade debtors and bill receivables has been grouped based on shared credit risk characteristics and the days past due.

	Current 即期	Less than 3 months past due 逾期少於 三個月	3 to 6 months past due 逾期 三至六個月	More than 6 months past due 逾期超過六個月	Total 合計
31 December 2019 二零一九年十二月三十一日					
Expected loss rate 預期虧損率	4%	5%	35%	29%	9%
Gross carrying amount 總賬面值	113,239	70,696	21,453	14,994	220,382
Loss allowance 虧損撥備	(5,094)	(3,844)	(7,516)	(4,304)	(20,758)
	108,145	66,852	13,937	10,690	199,624

The movement of loss allowances for trade debtors and bill receivables during the year is as follows:

**39. 財務風險管理目標及政策 (續)**

應收賬款及應收票據以及按金及其他應收款項於合理預期無法收回時予以撇銷。合理預期無法收回款項之跡象包括，(其中包括)債務人陷入重大財務困境、債務人可能進入破產或財務重組、違約或拖欠付款及債務人未能與本集團訂立還款計劃。

雖然現金及現金等價物亦受香港財務報告準則第9號的減值規定的規限，但並無識別到任何減值虧損。

**應收賬款及應收票據**

為計量預期信貸虧損，應收賬款及應收票據已根據共有的信貸風險特徵及逾期天數分組。

年內，應收賬款及應收票據之虧損撥備變動如下：

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
As at 1 January 於一月一日		4,449	4,038
Impairment loss recognised 已確認減值虧損		18,479	558
Deduction of previous impairment loss due to disposal of a subsidiary 由於出售一間附屬公司導致 先前減值虧損減少		(2,186)	—
Currency translation difference 匯兌差額		16	(147)
As at 31 December 於十二月三十一日		20,758	4,449

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Deposits and other receivables

For deposits and other receivables relating to accounts that are long overdue with significant amounts, known insolvencies or non-response to collection activities, they are assessed individually for impairment allowance. The Group recognised the provision for expected credit losses by assessing the credit risk characteristics of debtor, discount rate and the likelihood of recovery and considering the prevailing economic conditions.

The movement of loss allowances for deposits and other receivables during the year is as follows:

		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
As at 1 January	於一月一日	24,014	7,206
Impairment loss recognised	已確認減值虧損	64,004	17,180
Currency translation difference	匯兌差額	148	(372)
As at 31 December	於十二月三十一日	88,166	24,014

### 39. 財務風險管理目標及政策 (續)

#### 按金及其他應收款項

與巨額且逾期已久或已知無力償債或不回應收款活動的賬戶有關之按金及其他應收款項會個別評估減值撥備。本集團透過評估應收賬款之信貸風險特徵、貼現率及收回款項之可能性，並考慮現時經濟狀況，確認預期信貸虧損撥備。

年內，按金及其他應收款項之虧損撥備變動如下：

### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Assets carried at amortised cost

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated statement of profit or loss. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated profit or loss.

#### Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade payables, other payables and accruals and bank loans, also in respect of its cash flow management.

The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term. The Group manages its liquidity needs on a consolidated basis by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day to day business. Liquidity needs are monitored in various time bands, on a day to day and week to week basis, as well as on the basis of a rolling 3 months projection. Long-term liquidity needs for a 180-day and 365-day lookout period are identified monthly. Net cash requirements are compared to available funds in order to determine headroom or any shortfalls. This analysis shows if available funds are expected to be sufficient over the lookout period. The Group maintains cash and short-term bank deposits to meet its liquidity requirements for 90 days to 365 days at a minimum. Funding for longer term liquidity needs is additionally secured by an adequate amount of borrowings and the ability to sell longer term financial assets. The Group's liquidity is mainly dependent upon the cash received from its trade customers.

### 39. 財務風險管理目標及政策 (續)

#### 按攤銷成本列賬之資產

對於貸款及應收賬款類別，虧損金額乃根據資產賬面值與按財務資產原實際利率貼現之估計未來現金流量（不包括仍未產生之未來信貸虧損）之現值兩者之差異計量。資產賬面值予以削減，而虧損金額則於綜合損益表中確認。如貸款或持有至到期投資有浮動利率，計量任何減值虧損之貼現率為按合同釐定之當前實際利率。在實際運作上，本集團可能採用可觀察之市價按工具之公平值為基準計量減值。

如在後續期間，減值虧損之數額減少，而此減少可客觀地聯繫至在確認減值後發生之事件（例如債務人之信用評級有所改善），則之前已確認之減值虧損撥回可在綜合損益中確認。

#### 流動資金風險

流動資金風險與本集團未能達成其以現金或另一財務資產清償財務負債責任之風險有關。本集團在清償應付賬款、其他應付款項及應計費用及銀行貸款以及現金流量管理方面承受流動資金風險。

本集團之目標在於維持流動資產及承諾資金於適當水平，以滿足其短期及長期流動資金需求。本集團透過審慎監察長期財務負債之還款期，以及預測日常業務現金流入及流出，以綜合基準管理其流動資金需要。流動資金需求按不同時段監察，包括按日及按星期，以及按3個月滾存預測。每月釐定180日及365日監察期，監察長期流動資金需要。現金淨額需求與可動用資金作比較，以釐定空間或任何差額。此分析顯示預期可動用資金於監察期間是否充足。本集團維持現金及短期銀行存款以應付最少90日至365日之流動資金需求。應付長期流動資金需求之資金則由充足借貸及出售長期財務資產之能力另外提供。本集團流動資金主要取決於從其貿易客戶收取之現金。





### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### Fair value risk and disclosures

At 31 December 2019 and 2018, the Group held certain derivative financial instruments which are carried in the financial statements at fair value, as further detailed in Notes 13, 16 and 30 to the financial statements. In respect of the derivative financial instruments, their fair values were measured based on a valuation technique for which any inputs which have a significant effect on the recorded fair value are based on significant unobservable data (the "Level 3 fair value hierarchy"). During the year ended 31 December 2019, there were no transfers among the levels (2018: Nil).

In respect of the Group's financial assets and liabilities as at 31 December 2019 and 2018 which are carried in the financial statements at other than fair value, in the opinion of the directors of the Company, the carrying amounts of these financial assets and liabilities are reasonable approximation of their respective fair values as these financial instruments are due to be received or settled within one year. Accordingly, no disclosure of the fair values of these financial instruments is made.

#### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group actively and regularly reviews and manages its capital structure to ensure optimal structure and shareholder returns, taking into consideration the future capital requirements of the Group, prevailing and projected capital expenditure, projected strategic investment opportunities and economic conditions.

To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2019 and 2018.

The Group regards total equity attributable to the shareholders of the Company presented on the face of the consolidated statement of financial position as capital, for capital management purposes. The amount of capital (total equity plus total debt) as at 31 December 2019 amounted to approximately HK\$4,500,233,000 (2018: HK\$4,794,087,000), which the management considers as optimal having considered the projected capital expenditures and the forecast strategic investment opportunities.

### 40. FINANCIAL INSTRUMENTS BY CATEGORY

Other than derivative financial instruments being classified as financial asset/liabilities at fair value through profit or loss as disclosed in notes 16 and 30 to the financial statements, all financial assets and liabilities previously measured at amortised cost which meet the conditions for classification at amortised cost under HKFRS 9, respectively.

### 39. 財務風險管理目標及政策 (續)

#### 公平值風險及披露

誠如財務報表附註13、16及30進一步詳述，於二零一九年及二零一八年十二月三十一日，本集團持有若干按公平值計入財務報表之衍生財務工具。就衍生財務工具而言，其公平值乃根據任何對已入賬公平值具重大影響的輸入數據（根據重大不可觀察數據為基準計算）之估值技術計量（「第3級公平值架構」）。截至二零一九年十二月三十一日止年度，公平值層級間並無進行轉移（二零一八年：無）。

就本集團於二零一九年及二零一八年十二月三十一日並非以公平值計入財務報表之財務資產及負債而言，本公司董事認為，該等財務資產及負債之賬面值合理地與彼等各自之公平值相若，原因為該等財務工具將於一年內收取或償還。因此，概無披露該等財務工具之公平值。

#### 資本管理

本集團之資本管理首要目的乃保障本集團有持續經營之能力及維持穩健資本比率，以支持其業務發展並盡量提升股東價值。

本集團積極及定期審閱與管理其資本架構，以確保最佳資本架構及股東回報，同時考慮本集團之未來資本需要、目前及預計資本開支、預計策略投資機會及經濟狀況。

為維持或調整資本架構，本集團可能調整向股東派付之股息、向股東退回資本或發行新股。本集團並無受限於任何外界資本規定。截至二零一九年及二零一八年十二月三十一日止年度，有關管理資本之目標、政策或程序概無變動。

就資本管理而言，本集團將綜合財務狀況表所呈列之本公司股東應佔總權益視作資本。於二零一九年十二月三十一日之資本（權益總額加債務總額）為數約4,500,233,000港元（二零一八年：4,794,087,000港元），經考慮預計資本開支及預計策略投資機會後，管理層認為已達致最佳水平。

### 40. 按種類劃分之財務工具

除財務報表附註16及30所披露分類為透過損益按公平值列值之財務資產／負債之衍生財務工具外，所有先前按攤銷成本計量之財務資產及負債符合香港財務報告準則第9號下按攤銷成本分類的條件。

## Notes to Consolidated Financial Statements 綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

### 41. DIVIDEND

		2019 二零一九年	2018 二零一八年
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HK\$'000 千港元	HK\$'000 千港元
Special dividend of HK\$0.148 (2018: Nil) per share	特別股息每股0.148港元 (二零一八年：無)	<b>1,667,102</b>	-

The Directors do not recommend the payment of any final dividend in respect of the year ended 31 December 2019 (2018: Nil).

### 42. SUBSEQUENT EVENT

Since the start of January 2020, the outbreak of COVID-19 has inevitably created certain impact towards our staff, suppliers and customers, particularly in China. The outbreak of COVID-19 is a new emerging risk. In a baseline scenario, the outbreak should be contained but led to certain impact in the operation of our sports centres, sports parks and our newly acquired businesses, especially ice-skating rinks, suspension or postponement of a number of sports competitions and events in the first quarter of 2020. The Group expects that the facilities and competitions will resume their normal operations in the second quarter of 2020. The Group has carried out necessary measures to control its costs and keep our staff in safety and will pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the financial position and operation results of the Group.

### 41. 股息

董事會不建議就截至二零一九年十二月三十一日止年度派發任何末期股息(二零一八年：無)。

### 42. 期後事項

自二零二零年一月初以來，COVID-19之爆發對我們尤其是在中國的員工、供應商及客戶不可避免地造成若干影響。COVID-19之爆發為一種新興風險。在基礎情景中，疫情應該會受到遏制，惟已導致我們的運動中心、體育園以及新收購業務(尤其是滑冰場)的營運受到若干影響，而若干體育賽事活動也在二零二零年第一季度暫停或延遲。本集團預計，有關設施及比賽將在二零二零年第二季度恢復正常運營。本集團已採取必要措施控制成本，保障員工的安全，並將密切關注COVID-19之爆發的發展情況及評估其對本集團財務狀況及經營業績的影響。

## Particulars of Stock of Properties 物業存貨之詳情

Location 位置	Group's Interest 本集團權益	Tenure 租期	Approximate Site Area (sq.m.) 概約佔地面積 (平方米)
Guangling Xincheng, Yangzhou, Jiangsu Province of the PRC, northwest to the intersection of Binshui Road and Jianmin Road 中國江蘇省揚州市廣陵新城濱水路與健民路交叉口西北處	70%	Medium to long term 中期至長期	23,334

# Five-Year Financial Summary

## 五年財務概要

A summary of the results and of the assets and liabilities and total equity of the Group for the last five financial years, as extracted from the published audited financial statements of the Group, is set out below:

以下載列本集團過去五個財政年度之業績及資產與負債及權益總額概要，乃摘錄自本集團已刊發經審核財務報表：

### RESULTS

### 業績

		Year ended 31 December 截至十二月三十一日止年度				
		2019 二零一九年	2018 二零一八年	2017 二零一七年	2016 二零一六年	2015 二零一五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
REVENUE	收益	<b>625,004</b>	1,134,584	612,467	552,208	147,355
PROFIT/(LOSS) BEFORE TAX	除稅前溢利／(虧損)	<b>834,137</b>	94,723	(108,863)	112,163	(182,551)
PROFIT/(LOSS) FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	本公司權益持有人應佔年內溢利／(虧損)	<b>834,366</b>	76,982	(109,666)	103,630	(179,657)

### ASSETS AND LIABILITIES

### 資產與負債

		31 December 十二月三十一日				
		2019 二零一九年	2018 二零一八年	2017 二零一七年	2016 二零一六年	2015 二零一五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產	<b>3,671,737</b>	3,867,676	3,793,409	3,525,815	3,536,271
CURRENT ASSETS	流動資產	<b>1,194,828</b>	1,193,328	1,351,961	1,580,745	781,546
CURRENT LIABILITIES	流動負債	<b>327,551</b>	290,979	296,774	635,634	320,727
NET CURRENT ASSETS	流動資產淨值	<b>867,277</b>	902,349	1,055,187	945,111	460,819
TOTAL ASSETS	資產總值	<b>4,866,565</b>	5,061,004	5,145,370	5,106,560	4,317,817
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	<b>4,539,014</b>	4,770,025	4,848,596	4,470,926	3,997,090
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	本公司權益持有人應佔權益	<b>3,021,297</b>	3,891,137	4,003,132	3,718,317	3,741,854

In this annual report, unless the context requires otherwise, the following expressions shall have the following meanings:

在本年報內，除文義另有指明者外，下列詞彙具有下文所載列之涵義：

<p>“Board” 「董事會」</p>	<p>指</p>	<p>the board of Directors 董事會</p>
<p>“BVI” 「英屬處女群島」</p>	<p>指</p>	<p>the British Virgin Islands 英屬處女群島</p>
<p>“China” or “PRC” 「中國」</p>	<p>指</p>	<p>the People’s Republic of China which, for the purpose of this annual report, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan 中華人民共和國，就本年報而言，不包括香港、中華人民共和國澳門特別行政區及台灣</p>
<p>“close associate(s)” 「緊密聯繫人」</p>	<p>指</p>	<p>has the meaning ascribed thereto under the GEM Listing Rules 具有GEM上市規則所賦予的相同涵義</p>
<p>“Company” or “Viva China” 「本公司」或「非凡中國」</p>	<p>指</p>	<p>Viva China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the GEM (stock code: 8032) 非凡中國控股有限公司，於開曼群島註冊成立之有限公司，其已發行股份於GEM上市（股份代號：8032）</p>
<p>“connected transaction(s)” 「關連交易」</p>	<p>指</p>	<p>has the meaning ascribed to it in the GEM Listing Rules 具有GEM上市規則所賦予涵義</p>
<p>“Directors” 「董事」</p>	<p>指</p>	<p>the directors of the Company 本公司董事</p>
<p>“GEM” 「GEM」</p>	<p>指</p>	<p>GEM of the Stock Exchange 聯交所GEM</p>
<p>“GEM Listing Rules” 「GEM上市規則」</p>	<p>指</p>	<p>the Rules Governing the Listing of Securities on GEM GEM證券上市規則</p>
<p>“Group” 「本集團」</p>	<p>指</p>	<p>the Company and its subsidiaries 本公司及其附屬公司</p>
<p>“HK\$” 「港元」</p>	<p>指</p>	<p>Hong Kong dollars, the lawful currency of the Hong Kong 港元，香港法定貨幣</p>
<p>“Hong Kong” 「香港」</p>	<p>指</p>	<p>the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區</p>

## Glossary 詞彙

“Li Ning Co” 「李寧公司」	指	Li Ning Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued LN Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2331) 李寧有限公司，於開曼群島註冊成立之有限公司，其已發行李寧股份於聯交所主板上市（股份代號：2331）
“LN Group” 「李寧集團」	指	Li Ning Co and its subsidiaries 李寧公司及其附屬公司
“LN Share(s)” 「李寧股份」	指	the share(s) of HK\$0.10 each in the share capital of Li Ning Co 李寧公司股本中每股面值0.10港元之股份
“Reporting Period” 「報告期」	指	the period of 1 January 2019 to 31 December 2019 二零一九年一月一日至二零一九年十二月三十一日期間
“RMB” 「人民幣」	指	Renminbi, the lawful currency of the PRC 人民幣，中國法定貨幣
“SFO” 「證券及期貨條例」	指	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 香港法例第571章證券及期貨條例
“Share(s)” 「股份」	指	ordinary shares of nominal value of HK\$0.05 each in the share capital of the Company 本公司股本中每股面值0.05港元之普通股
“Shareholder(s)” 「股東」	指	holder(s) of Share(s) 股份持有人
“State Council” 「國務院」	指	State Council of the People's Republic of China 中華人民共和國國務院
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“US\$” 「美元」	指	United States dollars, the lawful currency of the United States of America 美元，美利堅合眾國的法定貨幣
“%” 「%」	指	per cent 百分比



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