



VIVA GOODS COMPANY LIMITED

非凡領越有限公司

(Formerly known as "Viva China Holdings Limited")

(前稱「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



CLARKS  
ORIGINALS

First Quarterly Report

**2023** 第一季度  
業績報告

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## 香港聯合交易所有限公司(「聯交所」)GEM(「GEM」)之特色

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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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### RESULTS

For the first quarter ended 31 March 2023, the Group's consolidated revenue increased from HK\$383.8 million in the corresponding period in prior year to HK\$3,011.4 million this year, representing an increase of 684.6%. Gross profit in the period was HK\$1,344.4 million (the corresponding period in 2022: HK\$132.2 million), representing an increase of HK\$1,212.2 million or 916.9% as compared to the corresponding period in prior year. The significant increase in revenue and gross profit margin was mainly contributed by the expansion of multi-brand apparel and footwear business, including the acquisition of LionRock Capital Partners QiLe Limited, which holds a majority interest in C&J Clark (No 1) Limited ("Clark", together with its subsidiaries, the "Clark Group") in July 2022.

The Group's other income and other (losses)/gains—net for the first quarter ended 31 March 2023 amounted to loss of HK\$10.5 million (the corresponding period in 2022: gains of HK\$17.5 million). Other income and other (losses)/gains—net during the period was mainly attributable to i) interest income of HK\$11.7 million (the corresponding period in 2022: HK\$2.9 million), ii) government grants of HK\$8.3 million (the corresponding period in 2022: HK\$11.8 million), iii) foreign exchange loss of HK\$31.4 million (the corresponding period in 2022: foreign exchange gain of HK\$3.7 million) and iv) fair value loss on derivative financial instruments of HK\$4.6 million (the corresponding period in 2022: nil). No fair value loss on financial assets at fair value through profit or loss was recognised in current period (the corresponding period in 2022: HK\$8.1 million).

Selling and distribution expenses for the first quarter ended 31 March 2023 amounted to HK\$960.8 million (the corresponding period in 2022: HK\$151.6 million), representing an increase of HK\$809.2 million as compared to the corresponding period in prior year. The increase was mainly due to the acquisition of Clark Group which contributed HK\$828.8 million during the period after its acquisition in July 2022.

### 業績

截至二零二三年三月三十一日止第一季度，本集團之綜合收益由去年同期之383,800,000港元增加至今年之3,011,400,000港元，增幅為684.6%。期內毛利為1,344,400,000港元（二零二二年同期：132,200,000港元），較去年同期增加1,212,200,000港元或916.9%。收益以及毛利顯著增加主要是由於多品牌鞋服業務擴張（包括於二零二二年七月收購LionRock Capital Partners QiLe Limited，一家持有C&J Clark (No 1) Limited（「Clark」，連同其附屬公司統稱「Clark集團」）的大多數權益的公司。）

本集團截至二零二三年三月三十一日止第一季度的其他收入及其他（虧損）／收益淨額為虧損10,500,000港元（二零二二年同期：收益17,500,000港元）。期內其他收入及其他（虧損）／收益淨額乃主要源於i)利息收入11,700,000港元（二零二二年同期：2,900,000港元），ii)政府補貼8,300,000港元（二零二二年同期：11,800,000港元），iii)匯兌虧損31,400,000港元（二零二二年同期：匯兌收益3,700,000港元）及iv)衍生財務工具之公平值虧損4,600,000港元（二零二二年同期：無）。本期間並無確認透過損益按公平值計量之財務資產之公平值虧損（二零二二年同期：8,100,000港元）。

截至二零二三年三月三十一日止第一季度之銷售及分銷開支為960,800,000港元（二零二二年同期：151,600,000港元），較去年同期增加809,200,000港元。該增加乃主要由於二零二二年七月收購Clark集團後其於本期貢獻828,800,000港元。

Administrative expenses and other operating expenses together with impairment loss of financial assets (the "Administrative Expenses") incurred for the period amounted to HK\$385.1 million (the corresponding period in 2022: HK\$149.2 million). The increase in Administrative Expenses was mainly due to the acquisition of Clark Group which contributed HK\$232.8 million during the period after its acquisition in July 2022.

Finance costs for the period amounted to HK\$27.1 million (the corresponding period in 2022: HK\$6.8 million). The increase in finance costs was primarily attributable to increase in interest expenses on bank loans and lease liabilities resulting from the consolidation of Clark Group's performance since early July 2022.

Li Ning Co is accounted for as one of the 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 period under review, the Group shared the results of Li Ning Co based on its adjusted financial results for the three months ended 31 December 2022 and adjusted for any significant events or transactions for the period from 1 January 2023 to 31 March 2023. There is no non-coterminous period end for other associates and joint ventures.

The Group shared the profits less losses of associates and joint ventures amounting to HK\$105.7 million for the three months ended 31 March 2023 (the corresponding period in 2022: HK\$140.3 million).

For the first quarter ended 31 March 2023, the Group has recorded a net profit attributable to equity holders of HK\$26.8 million comparing to a net loss attributable to equity holders of HK\$11.7 million for the corresponding period in 2022, representing an increase of HK\$38.5 million. The increase was mainly attributable to the Group returned to profitability from consolidation of Clark Group's performance after acquisition of Clark Group in early July 2022.

期內產生之行政費用及其他經營開支連同財務資產之減值虧損（「行政費用」）為385,100,000港元（二零二二年同期：149,200,000港元）。行政費用增加乃主要由於二零二二年七月收購Clark集團後其於本期貢獻232,800,000港元。

期內財務成本為27,100,000港元（二零二二年同期：6,800,000港元）。財務成本增加乃主要由於二零二二年七月初合併Clark集團的業務表現導致銀行貸款及租賃負債利息開支增加所導致。

李寧公司作為本集團之一間聯營公司入賬。本集團已採納香港會計準則第28號所載條文，據此，其獲准根據不同結算日期（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。回顧期內，本集團根據李寧公司截至二零二二年十二月三十一日止三個月之經調整財務業績（已就二零二三年一月一日至二零二三年三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。

截至二零二三年三月三十一日止三個月，本集團分佔聯營公司及合營企業之溢利減虧損為105,700,000港元（二零二二年同期：140,300,000港元）。

截至二零二三年三月三十一日止第一季度，本集團錄得權益持有人應佔溢利淨額26,800,000港元，而二零二二年同期則錄得權益持有人應佔虧損淨額11,700,000港元，增加38,500,000港元。該增加主要由於二零二二年七月初收購Clark集團後，其業務表現併入集團報表，本集團因而扭虧為盈。

# Financial Review

## 財務回顧

### SEGMENT

#### Multi-brand Apparel and Footwear Consumable Goods Business

The Group continued to expand its "multi-brand apparel and footwear business" and strived to develop a diversified product category to meet the needs of the prime consumers in different areas such as sports and leisure, street fashion, affordable luxury and high-end luxury.

In 2022, the Group completed the acquisition of a well known international brand, Clark and a century-old Italian luxury leader label brand, Amedeo Testoni and its diffusion line i29. Clarks is a long-established brand with a broad customer base, its main markets cover the United Kingdom and United States, and with the presence in other regions including the Greater China region, Japan and Korea. Amedeo Testoni is principally engaged in wholesale and retail of leatherware, fashion garments and apparel. Through this acquisition, the Group has added high-end luxury brands to its asset portfolio and expanded existing business scale by extending its multi-brand footwear and apparel consumables network to Europe, Japan and South Korea.

Apart from the acquisitions of Clarks and Amedeo Testoni brands, the Group also continued to expand Bossini, a well-known lifestyle apparel brand of the Group in Mainland China and Hong Kong. The Group has taken the new brand "bossini.X" as its development focus and continued to explore the huge consumption potential of the generation Z. By sponsoring the Chinese Cycling Team, the brand has injected professional cycling spirit into the brand and connected with target consumer groups. In terms of product design, the brand plans to integrate cycling elements and upgrade sports fabrics to develop professional sportswear categories, and integrate lifestyle, trend, and culture to develop sports fashion categories suitable for daily wear. During the period, "bossini.X" expanded its presence in both Mainland China and Hong Kong markets, and has opened over 150 retail stores in commercial districts with more traffic in the first- and second-tier cities by the end of March 2023.

### 分部

#### 多品牌鞋服消費品業務

本集團繼續擴大「多品牌鞋服業務」的版圖，並致力開發多元化的產品系列，以抓緊黃金消費群在運動休閒、街潮、輕奢及高端奢華等不同領域的需求。

於二零二二年，本集團完成收購國際知名品牌Clark及意大利百年頂尖奢華品牌Amedeo Testoni及其衍生線i29。Clarks品牌擁有悠久歷史及龐大客群，主要覆蓋英國及美國市場，同時布局大中華地區和日韓等地。Amedeo Testoni主要從事皮具、時裝及服裝的批發及零售。通過該項收購，本集團的資產組合新增了高端奢侈品品牌，並將多品牌鞋服消費品網絡擴張至歐洲、日韓等地，進一步擴大了現有營業規模。

除了收購Clarks和Amedeo Testoni品牌外，本集團亦持續擴展旗下中港馳名休閒服裝品牌堡獅龍。本集團以新品牌「bossini.X」作為發展重心，持續發掘具有Z世代年輕群體的龐大消費潛力。品牌通過贊助中國自行車隊，將騎行專業運動精神注入品牌當中，與目標消費群體產生連繫。產品設計方面，品牌計劃融入騎行元素及升級運動面料，開發專業運動服裝品類，再融合生活潮流文化，發展適合日常生活的運動時尚品類。期內，「bossini.X」在中港兩地市場擴張據點。截至二零二三年三月底，bossini.X已於內地一、二線城市人流較多的商圈開設超過150家零售店。



"LNG" is an affordable luxury brand of the Group that aims to be a high-end trendy brand for youngsters, featuring high quality materials, cutting and technological innovation. During the period, the Group has further strengthened the cooperation of LNG brand with other young fashion brands, launched crossover products to fortify the brand impact and further increased its number of physical stores.

On top of the acquisition of brands and expand the offline business, the Group also expand the vertically integrated industry chain by building its own supply chain platform and e-commerce platform, to provide e-commerce service and live stream product promotions for its brands so as to increase the brand awareness and also to enhance the synergies both internally and externally.

The multi-brands apparels and footwears segment generated revenue totaling HK\$2,890.6 million (the corresponding period in 2022: HK\$239.9 million) for the period, which represents an increase of HK\$2,650.7 million as compared to the corresponding period in prior year. The increase was primarily attributed to the acquisition of Clark Group which contributed HK\$2,604.8 million during the period after its acquisition in July 2022. This segment reported an operating profit of HK\$44.2 million (the corresponding period in 2022: operating loss of HK\$111.5 million), which was mainly attributed to the profitability of Clark Group, but the profit generated by Clark Group was partially offset by the losses incurred by other brands.

#### Sports Experience

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

本集團另一自有輕奢潮牌「LNG」以優質面料、剪裁與工藝革新為媒介，構建屬於次世代年輕人的優質潮流品牌。期內，本集團進一步加強LNG與其他年輕潮流品牌的合作及推出聯名產品，以鞏固品牌影響力，同時進一步拓展實體店網絡。

除了收購品牌及擴大線下業務外，本集團亦全方位拓展上下游全產業鏈，通過搭建自有供應鏈平台及電商平台，為旗下品牌提供電商服務和帶貨直播等業務，從而提高品牌知名度及內外部協同效益。

多品牌鞋服分部於期內產生收益合共2,890,600,000港元（二零二二年同期：239,900,000港元），較去年同期增加2,650,700,000港元。該增加乃主要由於二零二二年七月收購Clark集團後其於本期貢獻2,604,800,000港元。該分部錄得經營溢利44,200,000港元（二零二二年同期：經營虧損111,500,000港元），主要歸功於Clark集團的盈利，惟Clark集團產生的利潤被其他品牌產生的虧損而部分抵銷。

#### 運動體驗

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

## Financial Review

### 財務回顧

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

The sports experience segment generated revenue totaling HK\$120.8 million (the corresponding period in 2022: HK\$143.9 million) for the period, which represents a decrease of HK\$23.1 million or 16.1% as compared to the corresponding period in prior year. Benefited from the Beijing Winter Olympics, the ice-skating rink business recorded a better performance in the first quarter of 2022. This segment reported an operating profit of HK\$3.0 million during the period (the corresponding period in 2022: HK\$6.3 million).

#### Charge on Assets

As at 31 March 2023 and 31 December 2022, certain property, plant and equipment, financial assets at fair value through other comprehensive income, inventories and trade receivables had been charged as security for bank borrowings of subsidiaries of the Group.

對於運動體驗，本集團的策略是利用體育業務的現有資源推動建立一個綜合體育平台。因此，本集團將透過對熱門體育活動和賽事的商業管理、電競俱樂部營運、體育人才管理，繼續捕捉和擷取本集團管理的體育資源最大的商業價值，以及鼓勵社會參與體育活動。同時，本集團持續篩選合適的合作機會以投資經營潛在體育目的地項目，包括體育園、運動中心及滑冰場，於中國推廣健康生活及體育意識。我們期望借著這個全民健身逐漸盛行的時機，通過營運面向大眾的體育目的地，讓更多民眾參與更多元豐富的運動體驗當中，從而有望對我們業務的中長線發展帶來裨益。

運動體驗分部於期內產生收益合共120,800,000港元（二零二二年同期：143,900,000港元），較去年同期減少23,100,000港元或16.1%。受益於北京冬季奧運會的舉辦，滑冰場業務在二零二二年第一季度表現更加優秀。此分部於期內錄得經營溢利3,000,000港元（二零二二年同期：6,300,000港元）。

#### 資產抵押

於二零二三年三月三十一日及二零二二年十二月三十一日，若干物業、廠房及設備、透過其他全面收益按公平值計量之財務資產、存貨及應收賬款已抵押作為本集團旗下附屬公司銀行借貸之擔保。

### Material transactions

The Group entered into the following material transactions:

(a) On 17 November 2022, Viva China Consumables Limited ("Viva China Consumables"), a wholly owned subsidiary of the Group and the LionRock Capital GP Limited entered into a sale and purchase agreement in relation to the acquisition of the remaining 49% interest in the LionRock Capital Partner QiLe L.P. (the "Clark SPA"). Pursuant to the agreement, Viva China Consumables agreed to acquire 490 shares of the LionRock Capital Partner QiLe L.P. at the consideration of GBP110,000,000.

Following the shareholders' approval of the agreement at the extraordinary general meeting of the Company on 18 January 2023, the acquisition was completed in late January 2023 and the LionRock Capital Partner QiLe L.P. become a wholly-owned subsidiary of the Group.

Further details of the above were set out in the Company's announcements dated 17 November 2022 and 30 January 2023 and the circular dated 30 December 2022.

### 重大交易

本集團已訂立以下重大交易：

(a) 於二零二二年十一月十七日，本集團全資附屬公司非凡中國消費品有限公司（「非凡中國消費品」）與LionRock Capital GP Limited就收購LionRock Capital Partner QiLe L.P. 剩餘49%權益簽訂買賣協議（「Clark買賣協議」）。根據該協議，非凡中國消費品同意以代價110,000,000英鎊收購LionRock Capital Partner QiLe L.P.的490股股份。

該協議於二零二三年一月十八日的本公司股東特別大會上獲股東批准後，收購事項於二零二三年一月下旬完成，LionRock Capital Partner QiLe L.P.成為本集團的全資附屬公司。

上述詳情載於本公司日期為二零二二年十一月十七日及二零二三年一月三十日的公告及日期為二零二二年十二月三十日的通函。



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### 財務回顧

(b) On 24 February 2023, Bossini International Holdings Limited ("Bossini"), a non-wholly owned subsidiary of the Group with its shares listed on the Main Board of the Stock Exchange (stock code: 592), proposed to implement a rights issue on the basis of one (1) rights share for every two (2) existing shares held on the record date at the subscription price of HK\$0.370 per rights share.

The rights issue was completed on 28 April 2023 and 852,362,086 rights shares were issued with gross proceeds of approximately HK\$315 million. A total of 696,791,061 rights shares were allotted to Dragon Leap Consumables Limited (a wholly-owned subsidiary of the Group, "Dragon Leap Consumables") and the aggregate interest of the Company in Bossini was increased from approximately 56.41% to approximately 62.91% immediately after the completion of the rights issue.

Details of the above were set out in Bossini's announcements dated 24 February 2023 and 27 April 2023.

#### Proposed Transfer of Listing from GEM to the Main Board of Stock Exchange

On 28 March 2023, the Company submitted an application to the Stock Exchange in respect of the proposed transfer of listing of the Shares from GEM to the Main Board of the Stock Exchange, details of which have been set out in the announcement of the Company dated 28 March 2023.

(b) 於二零二三年二月二十四日，本集團之非全資附屬公司堡獅龍國際集團有限公司（「堡獅龍」，其股份於聯交所主板上市，股份代號：592）建議以認購價每股供股股份0.370港元按於記錄日期每持有兩(2)股現有股份獲發一(1)股供股股份之基準進行供股。

供股於二零二三年四月二十八日完成，發行852,362,086股供股股份，所得款項總額約3.15億港元。共有696,791,061股供股股份配發予龍躍消費品有限公司（「龍躍消費品」，本集團的全資附屬公司），而緊隨供股完成後，本公司於堡獅龍的全部權益由約56.41%增加至約62.91%。

有關上述事項之詳情載於堡獅龍日期為二零二三年二月二十四日及二零二三年四月二十七日之公告。

#### 建議由聯交所GEM轉往主板上市

於二零二三年三月二十八日，本公司向聯交所提交有關建議將股份由聯交所GEM轉往主板上市的申請，有關詳情已載於本公司日期為二零二三年三月二十八日之公告。

### Subsequent Events

#### *Right issue of a non-wholly owned subsidiary*

On 24 February 2023, Bossini, a non-wholly owned subsidiary of the Group with its shares listed on the Main Board of the Stock Exchange (stock code: 592), proposed to implement a rights issue on the basis of one (1) rights share for every two (2) existing shares held on the record date at the subscription price of HK\$0.370 per rights share.

The right issue was completed on 28 April 2023 and 852,362,086 rights shares were issued with gross proceeds of approximately HK\$315 million. A total of 696,791,061 rights shares were allotted to Dragon Leap Consumables Limited ("Dragon Leap Consumables", a wholly-owned subsidiary of the Group) and the aggregate interest of the Company in Bossini was increased from approximately 56.41% to approximately 62.91% immediately after the completion of the right issue.

Details of the above were set out in Bossini's announcements dated 24 February 2023 and 27 April 2023.

### 期後事項

#### *一間非全資附屬公司進行供股*

於二零二三年二月二十四日，本集團之非全資附屬公司堡獅龍（其股份於聯交所主板上市，股份代號：592）建議以認購價每股供股股份0.370港元按於記錄日期每持有兩(2)股現有股份獲發一(1)股供股股份之基準進行供股。

供股於二零二三年四月二十八日完成，發行852,362,086股供股股份，所得款項總額約3.15億港元。共有696,791,061股供股股份配發予龍躍消費品有限公司（「龍躍消費品」，本集團的全資附屬公司），而緊隨供股完成後，本公司於堡獅龍的全部權益由約56.41%增加至約62.91%。

上述事項的詳情載於堡獅龍日期為二零二三年二月二十四日及二零二三年四月二十七日的公告。

#### PROSPECTS

Entering the first quarter of 2023, China has fully lifted the epidemic prevention and control measures, and social livelihood and economic activities have returned to normal, and entered the post-epidemic era. Consumption power has been suppressed for a long time and then gradually released following the lift of the epidemic prevent and control measures. This year's Spring Festival holiday has stimulated traffic with improved sales of multiple brands under the Group as compared with the same period in 2022. The overall revenue of the multi-brand apparel and footwear business recorded a period-on-period increase. Among which, due to the consolidation of the internationally renowned brand Clarks, whose income contributed largely to the Group's financial statements, the overall Group revenue has increased by 685% to around HK\$3.0 billion, and the Group as a whole has achieved a turnaround from losses to profits.

The Group is committed to becoming a top international consumer goods brand operation company, building its multi-brand apparel and footwear business, and expanding market share in Europe, the United States and the Asia-Pacific region. The Company changed the company name to "Viva Goods Company Limited" in April in order to coordinate with the expansion of global business and international development, further deepen its distinctive corporate image and clarify the strategy direction for future development of the Group.

#### 展望

踏入2023年首季，中國全面解除防疫限制措施，社會民生及經濟活動復常，正式踏入後疫情時代。在疫情防控措施放寬後，抑壓多時的消費力逐步釋放，適逢今年春節假期刺激人流，集團多個品牌的銷情較2022年同期改善，整體多品牌鞋服業務收入錄得同比增長。其中，由於國際知名品牌Clarks的龐大收益併入集團報表，整體集團收入大幅提升685%至約30億港元，集團整體實現扭虧為盈。

本集團致力成為頂尖的國際化消費品品牌運營公司，打造多品牌鞋服業務，拓展在歐美及亞太地區的市場份額。本公司為配合全球業務版圖擴張及國際化發展方向於四月更改公司名稱至「非凡領越有限公司」，進一步深化鮮明的企業形象及明確集團未來發展的戰略方向。

In terms of overall operating strategy, the Group focused on operating international brands to capture the huge demand of premium consumer groups. In the beginning of 2023, the Group completed the increase in its shareholdings in Clarks, an internationally renowned footwear brand. With effective equity reaching 51%, the Group has become the largest shareholder of Clarks. Clarks has a strong brand image in overseas markets. In the future, the Group will continue to enhance its brand value, further consolidate and expand the brand's market shares in Europe and the United States, improve operational efficiency, increase profit margins, and make good use of the Group's sales network and operating advantages in the Greater China region to enhance the penetration of Clarks brand in the China market, and continue the brand story of Clarks that has been passed down for nearly two centuries. During the period, Clarks recorded a revenue of approximately HK\$2.6 billion, accounting for 86% of the Group's total revenue, and its profits also made up for the losses of other apparel and footwear brands of the Group during the transformation stage.

In the Greater China market, Bossini has taken the new brand "bossini.X" as its development focus, and continued to explore the huge consumption potential of the generation Z. By sponsoring the Chinese Cycling Team, the brand has injected professional cycling spirit into the brand and connected with target consumer groups. In terms of product design, the brand plans to integrate cycling elements and upgrade sports fabrics to develop professional sportswear categories, and integrate lifestyle, trend, and culture to develop sports fashion categories suitable for daily wear. Currently, "bossini.X" has settled in business districts with more traffic in the first- and second-tier cities in the Mainland China and has opened more than 150 retail stores. In addition to optimizing the existing sales network, we will continue to look for suitable locations to increase the points of sales of "bossini.X". At the same time, we will also reach out to joint venture partners through road shows and negotiate with suitable partners to expand "bossini.X" brand in overseas markets. In the next few years, the "bossini.X" brand will be in its investment period for product development and channel expansion.

在整體營運策略上，集團專注於經營國際化品牌，以抓住黃金消費群體的龐大需求。二零二三年初，集團完成增持國際著名鞋履品牌Clarks，有效股權達到51%，成為Clarks最大股東。Clarks在海外市場擁有強大的品牌效應，集團未來將繼續提升其品牌價值，進一步鞏固及擴大品牌在歐美的市場份額，提升運營效率，提高利潤率，並善用集團在大中華地區的銷售網絡和經營優勢，增強Clarks品牌在大中華區的滲透度，續寫其傳承近兩世紀的鞋履品牌故事。本期間內，Clarks錄得收入約26億港元，佔集團整體收入的86%，其利潤亦彌補了集團旗下其他鞋服品牌在轉型階段的虧損。

在大中華市場方面，堡獅龍以新品牌「bossini.X」作為發展重心，持續發掘具有Z世代年輕群體的龐大消費潛力。品牌通過贊助中國自行車隊，將騎行專業運動精神注入品牌當中，與目標消費群體產生連系。產品設計方面，品牌計劃融入騎行元素及升級運動面料，發展出專業運動服裝品類，再融合生活潮流文化，發展出適合日常生活的運動時尚品類。目前「bossini.X」已於內地一、二線城市人流較多的商圈落戶，開設超過150間零售店。除了優化現有的銷售網絡外，我們會繼續物色合適的地段增加「bossini.X」品牌的銷售點，同時亦會通過招商會拓展聯營合作夥伴，以及於海外市場洽談適合「bossini.X」品牌的合作夥伴以拓展海外業務。未來數年，「bossini.X」品牌將處於產品開發及渠道擴張的投資期。

## Financial Review

### 財務回顧

Another century-old brand, Amedeo Testoni, is mainly engaged in Italian luxury leatherwear products. The brand will open a flagship shop in Milan in the first half of 2023. In the future, it will open full-price stores in more profitable markets like Greater China, Japan and South Korea, and continue to increase profit margins. The Group's self-developed affordable luxury brand LNG is also developing rapidly. At present, it has opened around 25 physical stores in high-end trendy business districts in first- and second-tier cities. In the future, it will continue to expand channels in the form of boutique shops in high-end business districts in the first-tier cities in Mainland China.

In addition to operating the international apparel and footwear business, the Group's sports experience business has also been operated in an orderly manner after the epidemic. During the period, the Group operated 9 sports parks and 11 ice-skating rinks across China. With the national policy promoting national fitness and accelerating the construction of sports venues, coupled with the increasing awareness of national health after the epidemic, the Group will continue to build all-round sports experience and provide diversified sports venues.

### CONCLUSION

Looking ahead, the global economy is gradually recovering from the epidemic, and the retail market and consumer confidence are expected to recover gradually. The Group will continue to explore and further consolidate the international brand matrix through brand value reshaping, and gradually grow into a more important market participant.

At the beginning of returning to normal, the macro environment is full of positive development factors, while the Group will continue to maintain a cautious attitude, carefully study and assess the global economic and consumption environment, and adjust operations and business strategies in a timely manner, in an endeavor to expand the international business layout, seize potential opportunities, and drive the Group's sustainable development to maximize shareholders' interests.

另一百年品牌Amedeo Testoni，主營意大利奢侈皮具，該品牌將於上半年在米蘭開設旗艦店，未來在盈利能力較強的大中華及日韓市場增設正價店，持續提升利潤率。集團自家潮奢品牌LNG亦發展迅速，目前在一、二線城市的高端潮流商圈已開設約25家實體店，未來將繼續在內地一線城市的高端商圈以精品店的形式拓展渠道。

在經營國際化鞋服業務以外，集團的運動體驗業務亦在疫後有序展開。本期間內，集團在全國經營9個體育園及11個冰場。隨著國策推動全民健身運動及加快體育場地設施建設，加上疫後國民健康意識增強，集團將繼續構建全方位運動體驗，提供多元化運動場所。

### 總結

展望未來，全球經濟從疫情後逐步復甦，零售市場及消費信心有望逐步恢復。本集團將不斷探索，通過品牌價值重塑，進一步鞏固國際化品牌矩陣，逐步成長為更具份量的市場參與者。

復常步伐伊始，宏觀環境充滿正面的發展因素，但本集團仍將繼續保持審慎態度，仔細研判全球經濟及消費環境，適時調整營運及業務策略，以拓展國際化業務佈局，把握潛在機遇，帶動集團可持續發展，為股東創造最大利益。

# Unaudited Condensed Consolidated Results

## 未經審核簡明綜合業績

The board of directors (the "Board") announces the unaudited condensed consolidated results of Viva Goods Company Limited (the "Company") and its subsidiaries (the "Group") for the period from 1 January 2023 to 31 March 2023 together with the comparative unaudited condensed consolidated results for the corresponding period in 2022 as follows:

董事會（「董事會」）謹此公佈非凡領越有限公司（「本公司」）及其附屬公司（「本集團」）於二零二三年一月一日至二零二三年三月三十一日止期間之未經審核簡明綜合業績，連同二零二二年同期之未經審核簡明綜合業績之比較如下：

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

### 簡明綜合損益及其他全面收益表

For the three months ended 31 March 2023

截至二零二三年三月三十一日止三個月

		For the three months ended 31 March 截至三月三十一日止三個月	
		2023 二零二三年	2022 二零二二年
		(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元
	Notes 附註		
<b>Revenue</b>	<b>收益</b>	<b>3,011,431</b>	<b>383,797</b>
Cost of sales	銷售成本	(1,667,031)	(251,571)
<b>Gross profit</b>	<b>毛利</b>	<b>1,344,400</b>	<b>132,226</b>
Other income and other (losses)/gains – net	其他收入及其他 (虧損)/收益 淨額	(10,458)	17,514
Selling and distribution expenses	銷售及分銷開支	(960,789)	(151,573)
Administrative and other operating expenses	行政及其他 經營費用	(381,865)	(149,195)
Impairment loss on financial assets	財務資產之減值 虧損	(3,266)	–
Finance costs	財務成本	(27,136)	(6,846)
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	105,725	140,302
<b>Profit/(loss) before income tax</b>	<b>除所得稅前溢利/</b>		
	<b>(虧損)</b>	<b>66,611</b>	<b>(17,572)</b>
Income tax expense	所得稅開支	(5,666)	(4,447)
<b>Profit/(loss) for the period</b>	<b>期內溢利/(虧損)</b>	<b>60,945</b>	<b>(22,019)</b>



# Unaudited Condensed Consolidated Results

## 未經審核簡明綜合業績

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

For the three months ended 31 March 2023

### 簡明綜合損益及其他全面收益表 (續)

截至二零二三年三月三十一日止三個月

		For the three months ended 31 March 截至三月三十一日止三個月	
		2023 二零二三年	2022 二零二二年
		(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元
		Notes 附註	
<b>Other comprehensive income:</b>	<b>其他全面收益：</b>		
Items that may be reclassified subsequently to profit or loss, net of income tax:	其後可重新分類至損益之項目，扣除所得稅：		
– Exchange differences on translation of foreign operations	– 換算海外業務之匯兌差額	128,479	35,895
– Cash flow hedge	– 現金流量對沖	(10,381)	–
– Release of exchange reserve upon disposal of subsidiaries	– 於出售附屬公司後解除匯兌儲備	3,566	–
– Share of other comprehensive (loss)/income of an associate	– 分佔一間聯營公司之其他全面(虧損)/收益	(370)	134
– Reclassification adjustment for subsidiary and joint venture deregistered during the period	– 期內註銷附屬公司及合營企業時重新分類調整	(269)	44
– Change in fair value of financial assets at fair value through other comprehensive income	– 透過其他全面收益按公平值計量之財務資產之公平值變動	(11)	–
		<b>121,014</b>	<b>36,073</b>
Items that may not be reclassified subsequently to profit or loss, net of income tax:	其後不可重新分類至損益之項目，扣除所得稅：		
– Actuarial gain on pension schemes	– 退休金計劃之精算收益	149,674	–

# Unaudited Condensed Consolidated Results

## 未經審核簡明綜合業績

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

For the three months ended 31 March 2023

### 簡明綜合損益及其他全面收益表 (續)

截至二零二三年三月三十一日止三個月

		For the three months ended 31 March 截至三月三十一日止三個月	
		2023 二零二三年	2022 二零二二年
		(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元
	Notes 附註		
Other comprehensive income for the period, net of income tax	期內其他全面收益，扣除所得稅	270,688	36,073
<b>Total comprehensive income for the period</b>	<b>期內全面收益總額</b>	<b>331,633</b>	<b>14,054</b>
<b>Profit/(loss) attributable to:</b>	<b>以下人士應佔溢利／(虧損)：</b>		
Equity holders of the Company	本公司權益持有人	26,772	(11,723)
Non-controlling interests	非控股權益	34,173	(10,296)
		<b>60,945</b>	<b>(22,019)</b>
<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	244,994	18,334
Non-controlling interests	非控股權益	86,639	(4,280)
		<b>331,633</b>	<b>14,054</b>
<b>Profit/(loss) 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／(虧損)：</b>		
Basic (HK cents)	基本 (港仙)	8 0.24	(0.10)
Diluted (HK cents)	攤薄 (港仙)	8 0.23	(0.10)

The accompanying notes form part of these unaudited condensed consolidated results.

隨附之附註為此等未經審核簡明綜合業績之一部分。

# Notes to the Unaudited Condensed Consolidated Results

## 未經審核簡明綜合業績附註

### 1. GENERAL INFORMATION

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

#### Principal activities

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

- design and development, branding and sales of multi-brand sports and lifestyle apparel and footwear; and
- management and operation of sports parks, sports centres and ice-skating rinks and management and operation of e-sports clubs, coordination of sports events and sports-related marketing services.

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

These unaudited condensed consolidated results are presented in HK\$, unless otherwise stated.

### 1. 一般資料

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

#### 主要業務

期內，本集團從事下列主要業務：

- 多品牌運動及休閒鞋服的設計及開發、品牌推廣及銷售；及
- 管理及運營體育園、運動中心及滑冰場，以及管理及運營電競俱樂部、協調體育賽事及體育相關營銷服務。

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

除另有指明者外，此等未經審核簡明綜合業績乃以港元呈列。

# Notes to the Unaudited Condensed Consolidated Results

## 未經審核簡明綜合業績附註

### 2. BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES

#### Basis of preparation

The unaudited condensed consolidated results for the three months ended 31 March 2023 have been prepared to comply with the disclosure requirements of the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules").

These unaudited condensed consolidated results do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2022, which have been prepared in accordance with Hong Kong Financial Reporting Standards (the "HKFRSs").

The accounting policies used in the preparation of the unaudited condensed consolidated results are consistent with those adopted in preparing the Group's annual audited financial statements for the year ended 31 December 2022.

During the three months ended 31 March 2023, the Group has adopted the new HKFRSs that are effective for the first time for the period beginning on 1 January 2023. The adoption of these new HKFRSs did not result in significant impact on the results and financial position of the Group for the current and prior periods.

### 2. 編製基準及會計政策變動

#### 編製基準

截至二零二三年三月三十一日止三個月之未經審核簡明綜合業績乃遵照 GEM證券上市規則（「GEM上市規則」）之披露規定編製。

此等未經審核簡明綜合業績並不包括年度財務報表所規定之所有資料及披露，並應與根據香港財務報告準則（「香港財務報告準則」）編製之本集團截至二零二二年十二月三十一日止年度之年度財務報表一併閱讀。

編製未經審核簡明綜合業績所採用之會計政策與編製本集團截至二零二二年十二月三十一日止年度之經審核年度財務報表所採納者一致。

於截至二零二三年三月三十一日止三個月，本集團已採納自二零二三年一月一日開始之期間首次生效的新訂香港財務報告準則。採納該等新訂香港財務報告準則並無對本集團本期間及過往期間的業績及財務狀況產生重大影響。

# Notes to the Unaudited Condensed Consolidated Results

## 未經審核簡明綜合業績附註

### 3. REVENUE, OTHER INCOME AND OTHER (LOSSES)/GAINS – NET

### 3. 收益、其他收入及其他 (虧損) / 收益淨額

		For the three months ended 31 March 截至三月三十一日止三個月	
		2023 二零二三年	2022 二零二二年
		(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>		
Sales of goods	銷售貨品	2,874,267	244,866
Sports content production and distribution income	體育內容製作及發行收入	67,164	75,815
Sports park facilities and ice-skating rinks hiring income and other service income	體育園設施及滑冰場之租賃收入及其他服務收入	42,344	58,135
Royalty income	專利費收入	18,840	–
Sports team management income	體育隊伍管理收入	5,266	3,166
Community development consultancy service income	社區發展諮詢服務收入	2,413	256
Gross rental income	租金收入總額	1,137	1,559
		<b>3,011,431</b>	<b>383,797</b>
At a point of time	在某一時點	2,874,267	244,866
Over time	隨時間	137,164	138,931
		<b>3,011,431</b>	<b>383,797</b>
<b>Other income</b>	<b>其他收入</b>		
Government grants	政府補貼	8,259	11,834
Interest income	利息收入	11,725	2,908
Others	其他	6,497	6,698
		<b>26,481</b>	<b>21,440</b>
<b>Other (losses)/gains – net</b>	<b>其他 (虧損) / 收益淨額</b>		
Foreign exchange (loss)/gain	匯兌 (虧損) / 收益	(31,423)	3,680
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額	(876)	(322)
Fair value loss on derivative financial instruments	衍生財務工具之公平值虧損	(4,563)	–
Loss on disposal of subsidiaries	出售附屬公司之虧損	(254)	–
Net gain from modification of leases	修訂租賃之收益淨額	177	–
Fair value loss on financial assets at fair value through profit or loss	透過損益按公平值計量之財務資產之公平值虧損	–	(8,120)
Others	其他	–	836
		<b>(36,939)</b>	<b>(3,926)</b>
		<b>(10,458)</b>	<b>17,514</b>

# Notes to the Unaudited Condensed Consolidated Results

## 未經審核簡明綜合業績附註

### 4. FINANCE COSTS

		For the three months ended 31 March	
		截至三月三十一日止三個月	
		2023	2022
		二零二三年	二零二二年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Interest on bank loans	銀行貸款利息	15,508	421
Interest on lease liabilities	租賃負債利息	19,902	6,425
Net interest income on the defined benefits schemes	界定福利計劃之利息 收入淨額	(8,274)	–
		<b>27,136</b>	<b>6,846</b>

### 5. SHARE OF PROFITS LESS LOSSES OF ASSOCIATES AND JOINT VENTURES

The unaudited consolidated results for the period ended 31 March 2023 include the Group's share of the results and reserves of Li Ning Co for the three months ended 31 December 2022 and adjusted for any significant events or transactions for the period from 1 January 2023 to 31 March 2023. The unaudited consolidated results for the period ended 31 March 2022 included the Group's share of the results and reserves of Li Ning Co for the three months ended 31 December 2021 and adjusted for any significant events or transactions for the period from 1 January 2022 to 31 March 2022. The Group has adopted the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associate's results based on accounts drawn up to a non-coterminous period end where the difference must be no greater than three months. There is no non-coterminous period end for other associates and joint ventures.

During the three months ended 31 March 2023, the Group shared the profits less losses of associates and joint ventures amounting to HK\$105,725,000 (the corresponding period in 2022: HK\$140,302,000).

### 4. 財務成本

### 5. 分佔聯營公司及合營企業之溢利減虧損

截至二零二三年三月三十一日止期間之未經審核綜合業績包括本集團分佔李寧公司截至二零二二年十二月三十一日止三個月之業績及儲備，並就自二零二三年一月一日起至二零二三年三月三十一日止期間之任何重大事件或交易作出調整。截至二零二二年三月三十一日止期間之未經審核綜合業績包括本集團分佔李寧公司截至二零二一年十二月三十一日止三個月之業績及儲備，並就自二零二二年一月一日起至二零二二年三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，其獲准根據聯營公司不同結算日期(但差距不得超過三個月)之賬目計入應佔聯營公司之業績。其他聯營公司及合營企業無不同結算日期。

截至二零二三年三月三十一日止三個月，本集團分佔聯營公司及合營企業之溢利減虧損達105,725,000港元(二零二二年同期：140,302,000港元)。



# Notes to the Unaudited Condensed Consolidated Results

## 未經審核簡明綜合業績附註

### 6. PROFIT/(LOSS) BEFORE INCOME TAX

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

### 6. 除所得稅前溢利／（虧損）

本集團之除所得稅前溢利／（虧損）乃經扣除／（計入）下列各項達致：

		For the three months ended 31 March 截至三月三十一日止三個月	
		2023 二零二三年	2022 二零二二年
		(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元
Cost of sales	銷售成本		
– Cost of inventories sold	– 已售存貨成本	1,581,248	148,006
– Reversal of provision for inventories	– 存貨撥備撥回	(7,630)	(5,681)
– Cost of services provided	– 所提供服務成本	93,413	109,246
Depreciation	折舊	145,404	48,404
Amortisation of intangible assets	無形資產攤銷	34,296	7,011
Foreign exchange loss/(gain)	匯兌虧損／（收益）	31,423	(3,680)
Employee benefits expense (including directors' remuneration):	僱員福利開支 （包括董事酬金）：		
– Wages and salaries	– 工資及薪金	509,352	119,646
– Equity-settled share option expenses	– 以股權結算之 購股權開支	3,623	6,604
– Retirement benefit schemes	– 退休金計劃	74,812	12,658
Fair value loss on derivative financial instruments	衍生財務工具之 公平值虧損	4,563	–
Fair value loss on financial assets at fair value through profit or loss	透過損益按公平值計 量之財務資產之 公平值虧損	–	8,120
Net loss on disposal of property, plant and equipment	出售物業、廠房及設 備之虧損淨額	876	322
Loss on disposal of subsidiaries	出售附屬公司之虧損	254	–

# Notes to the Unaudited Condensed Consolidated Results

## 未經審核簡明綜合業績附註

### 7. INCOME TAX

### 7. 所得稅

		For the three months ended 31 March	
		截至三月三十一日止三個月	
		2023	2022
		二零二三年	二零二二年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Current	本期間	43,566	6,776
Deferred	遞延	(37,900)	(2,329)
		<b>5,666</b>	<b>4,447</b>

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong for the three months ended 31 March 2023 and 2022. The PRC corporate income tax provision in respect of operations in the PRC is calculated mainly based on the statutory tax rate of 25% on the estimated assessable profits for the three months ended 31 March 2023 and 2022 based on existing legislation, interpretations and practices in respect thereof. UK corporate tax has been provided at the rate of 19%, on the estimated assessable profits arising in UK for the three months ended 31 March 2023. The US corporate income tax provision is subject to US federal corporate income tax at a rate of 21% and state income tax at rates range from 2.5% to 9.9% to the extent of the apportioned profit for the three months ended 31 March 2023. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/ jurisdictions in which the Group operates.

香港利得稅已按截至二零二三年及二零二二年三月三十一日止三個月於香港產生之估計應課稅溢利以稅率16.5%計提撥備。就中國業務作出之中國企業所得稅撥備主要乃根據相關現行法規、詮釋和慣例按截至二零二三年及二零二二年三月三十一日止三個月估計應課稅溢利以25%之法定稅率計算。英國企業稅已按截至二零二三年三月三十一日止三個月於英國產生之估計應課稅溢利以稅率19%提撥準備。美國截至二零二三年三月三十一日止三個月企業所得稅撥備須按21%稅率繳納美國聯邦企業所得稅，並於分攤利潤範圍按2.5%至9.9%稅率繳納州所得稅。在其他地區應課稅溢利之稅項，乃根據本集團業務經營所在國家／司法權區之現行稅率計算。

## Notes to the Unaudited Condensed Consolidated Results

### 未經審核簡明綜合業績附註

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

The calculation of basic earnings/(loss) per share amounts for the three months ended 31 March 2023 and 2022 is based on the profit/(loss) for the period attributable to equity holders of the Company, and the weighted average number of ordinary shares in issue and participating equity instruments during the periods.

The calculation of the diluted earnings/(loss) per share amounts for the three months ended 31 March 2023 and 2022 is based on the profit/(loss) for the period attributable to equity holders of the Company after adjustments 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 adjustments for the effects of deemed exercise or conversion of all dilutive potential ordinary shares at no consideration at the beginning of the period. For the three months ended 31 March 2023, the effect of the outstanding share options were included in computation of diluted earnings per share as they were dilutive. For the three months ended 31 March 2022, the effect of the outstanding share options were not included in the computation of diluted earnings per share as they were anti-dilutive.

#### 8. 本公司權益持有人應佔每股溢利／（虧損）

截至二零二三年及二零二二年三月三十一日止三個月之每股基本溢利／（虧損）金額乃根據本公司權益持有人應佔期內溢利／（虧損）及期內已發行普通股及參與股本工具加權平均數計算。

截至二零二三年及二零二二年三月三十一日止三個月之每股攤薄溢利／（虧損）金額乃根據本公司權益持有人應佔期內溢利／（虧損）（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（已就視作於期初按零代價行使或轉換全部攤薄性潛在普通股之影響作出調整）計算。截至二零二三年三月三十一日止三個月，由於尚未行使的購股權具攤薄效應，因此於計算每股攤薄盈利時已計及尚未行使購股權之影響。截至二零二二年三月三十一日止三個月，由於尚未行使的購股權具反攤薄效應，因此於計算每股攤薄盈利時並無計及尚未行使購股權之影響。

## Notes to the Unaudited Condensed Consolidated Results

### 未經審核簡明綜合業績附註

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

#### 8. 本公司權益持有人應佔每股溢利／（虧損）（續）

		2023 二零二三年 (Unaudited) (未經審核)	2022 二零二二年 (Unaudited) (未經審核)
Profit/(loss) attributable to equity holders of the Company, used in the basic and diluted earnings/(loss) per share calculation (HK\$'000)	用於計算每股基本及攤薄溢利／（虧損）之本公司權益持有人應佔溢利／（虧損）（千港元）	26,772	(11,723)
Adjustment to the share of profits in an associate arising from its dilutive potential ordinary shares (HK\$'000)	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（千港元）	(271)	–
Profit/(loss) attributable to equity holders of the Company used in the diluted earnings/(loss) per share calculation (HK\$'000)	用於計算每股攤薄溢利／（虧損）之本公司權益持有人應佔溢利／（虧損）（千港元）	26,501	(11,723)
<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/(loss) per share calculation ('000)	用於計算每股基本溢利／（虧損）之已發行普通股及參與股本工具之加權平均數（千股）	11,389,758	11,331,135
Dilutive equivalent shares arising from potential ordinary shares ('000)	因潛在普通股所產生之攤薄等同股份（千股）	114,354	–
Weighted average number of ordinary shares and potential ordinary shares used in the diluted earnings/(loss) per share calculation ('000)	用於計算每股攤薄溢利／（虧損）之普通股及潛在普通股之加權平均數（千股）	11,504,112	11,331,135
Basic earnings/(loss) per share (HK cents)	每股基本溢利／（虧損）（港仙）	0.24	(0.10)
Dilute earnings/(loss) per share (HK cents)	每股攤薄溢利／（虧損）（港仙）	0.23	(0.10)

# Notes to the Unaudited Condensed Consolidated Results

## 未經審核簡明綜合業績附註

### 9. RESERVES

### 9. 儲備

	Share premium account 股份溢價賬	Perpetual convertible bonds 永久性可換股債券	Share option reserve 購股權儲備	Exchange fluctuation reserve 匯兌波動儲備	Investment revaluation reserve 投資重估儲備	Cash flow hedge reserve 現金流對沖儲備	Pension reserve 退休金儲備	Reserve funds 儲備基金	Retained earnings 保留盈利	Total 總計
	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元	(Unaudited) (未經審核) HK\$'000 千港元
<b>For the three months ended 31 March 2023</b>	<b>截至二零二三年三月三十一日止三個月</b>									
Balance at 1 January 2023	1,128,095	810,621	246,288	(300,326)	110	(5,275)	(114,582)	25,411	5,718,812	7,509,154
Profit for the period	-	-	-	-	-	-	-	-	26,772	26,772
Other comprehensive income/(loss) for the period:	期內其他全面收益/(虧損)：									
Exchange differences on translation of foreign operations	-	-	-	140,738	-	-	-	-	-	140,738
Effective portion of changes in fair value of cash flow hedges	-	-	-	-	-	(1,765)	-	-	-	(1,765)
Release of exchange reserve upon disposal of subsidiaries	-	-	-	3,566	-	-	-	-	-	3,566
Share of other comprehensive loss of an associate	-	-	-	(370)	-	-	-	-	-	(370)
Reclassification adjustment for subsidiary and joint venture deregistered during the period	-	-	-	(269)	-	-	-	-	-	(269)
Change in fair value of financial assets at fair value through other comprehensive income	-	-	-	-	(11)	-	-	-	-	(11)
Actuarial gain on pension schemes	-	-	-	-	-	-	76,333	-	-	76,333
Total comprehensive income/(loss) for the period	-	-	-	143,665	(11)	(1,765)	76,333	-	26,772	244,994
Acquisition of non-controlling interests	-	-	-	(22,081)	-	-	-	-	278,166	256,085
Share issued upon exercise of share option	3,055	-	(669)	-	-	-	-	-	-	2,386
Equity-settled share option arrangements	-	-	3,623	-	-	-	-	-	-	3,623
Transfer of share option reserve upon lapse of share options	-	-	(155)	-	-	-	-	-	155	-
Share of an associate's reserve	-	-	(11,310)	-	-	-	-	-	-	(11,310)
Balance at 31 March 2023	1,131,150	810,621	237,777	(178,742)	99	(7,040)	(38,249)	25,411	6,023,905	8,004,932
<b>For the three months ended 31 March 2022</b>	<b>截至二零二二年三月三十一日止三個月</b>									
Balance at 1 January 2022	1,080,868	810,621	175,378	177,255	-	-	-	25,411	4,865,682	7,135,215
Loss for the period	-	-	-	-	-	-	-	-	(11,723)	(11,723)
Other comprehensive income for the period:	期內其他全面收益：									
Exchange differences on translation of foreign operations	-	-	-	29,879	-	-	-	-	-	29,879
Share of other comprehensive income of an associate	-	-	-	134	-	-	-	-	-	134
Reclassification adjustment for subsidiaries deregistered during the period	-	-	-	44	-	-	-	-	-	44
Total comprehensive income for the period	-	-	-	30,057	-	-	-	-	(11,723)	18,334
Share issued upon exercise of share option	32,130	-	(7,349)	-	-	-	-	-	-	24,781
Equity-settled share option arrangements	-	-	6,604	-	-	-	-	-	-	6,604
Transfer of share option reserve upon lapse of share options	-	-	(687)	-	-	-	-	-	687	-
Share of an associate's reserve	-	-	16,112	-	-	-	-	-	-	16,112
Balance at 31 March 2022	1,112,998	810,621	190,058	207,312	-	-	-	25,411	4,854,646	7,201,046

# Notes to the Unaudited Condensed Consolidated Results

## 未經審核簡明綜合業績附註

### 10. DIVIDEND

The Directors do not recommend the payment of any dividend in respect of the three months ended 31 March 2023 (the corresponding period in 2022: Nil).

### 11. SUBSEQUENT EVENTS

#### Right issue of a non-wholly owned subsidiary

On 24 February 2023, Bossini International Holdings Limited ("Bossini"), a non-wholly owned subsidiary of the Group with its shares listed on the Main Board of the Stock Exchange (stock code: 592), proposed to implement a rights issue on the basis of one (1) rights share for every two (2) existing shares held on the record date at the subscription price of HK\$0.370 per rights share.

The right issue was completed on 28 April 2023 and 852,362,086 rights shares were issued with gross proceeds of approximately HK\$315 million. A total of 696,791,061 rights shares were allotted to Dragon Leap Consumables Limited ("Dragon Leap Consumables", a wholly-owned subsidiary of the Group) and the aggregate interest of the Company in Bossini was increased from approximately 56.41% to approximately 62.91% immediately after the completion of the right issue.

Details of the above were set out in Bossini's announcements dated 24 February 2023 and 27 April 2023.

### 10. 股息

董事不建議派付截至二零二三年三月三十一日止三個月之任何股息（二零二二年同期：無）。

### 11. 期後事項

#### 一間非全資附屬公司進行供股

於二零二三年二月二十四日，本集團之非全資附屬公司堡獅龍國際集團有限公司（「堡獅龍」，其股份於聯交所主板上市，股份代號：592）建議以認購價每股供股股份0.370港元按於記錄日期每持有兩(2)股現有股份獲發一(1)股供股股份之基準進行供股。

供股於二零二三年四月二十八日完成，發行852,362,086股供股股份，所得款項總額約3.15億港元。共有696,791,061股供股股份配發予龍躍消費品有限公司（「龍躍消費品」，本集團的全資附屬公司），而緊隨供股完成後，本公司於堡獅龍的全部權益由約56.41%增加至約62.91%。

上述事項的詳情載於堡獅龍日期為二零二三年二月二十四日及二零二三年四月二十七日的公告。



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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 31 March 2023.

## **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 March 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive of the Company were deemed or taken to have under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

## **購回、出售或贖回本公司上市證券**

截至二零二三年三月三十一日止三個月內，本公司及其任何附屬公司概無購回、出售或贖回本公司之任何上市證券。

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

於二零二三年三月三十一日，本公司董事及行政總裁於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉（包括本公司之董事及行政總裁根據證券及期貨條例有關條文被視為或當作擁有之權益及淡倉），或必須及已記錄於本公司根據證券及期貨條例第352條所存置登記冊之權益及淡倉，或根據GEM上市規則第5.46至5.67條所述有關董事交易必守標準須知會本公司及聯交所之權益及淡倉如下：

Directors	Capacity	Number of Shares/ underlying Shares held 所持股份／相關股份數目			Number of share options held	Total interests	Approximate percentage of shareholdings as at 31 March 2023 於二零二三年 三月三十一日 所持股權 概約百分比
		Nature of interests 權益性質					
		Personal interest	Corporate interest				
董事	身份	個人權益	公司權益	所持購股權 數目	權益總額		
<b>(a) The Company</b>							
本公司							
Long positions in the ordinary shares (the "Shares"), underlying Shares and debentures of the Company 於本公司普通股(「股份」)、相關股份及債權證之好倉							
Mr. LI Ning 李寧先生	Beneficial owner 實益擁有人	879,508,000	-	7,000,000 <sup>(b)</sup>			
	Interest of controlled corporation 受控制法團權益	-	5,812,443,151	-	6,698,951,151 <sup>(f)</sup>	69.17%	
Mr. LI Chunyang 李春陽先生	Beneficial owner 實益擁有人	15,451,669	-	36,000,000 <sup>(b)</sup>	51,451,669	0.53%	
Mr. LI Qilin 李麒麟先生	Beneficiary of trusts 信託受益人	3,680,022,769 <sup>(d)</sup>	-	-			
	Beneficial owner 實益擁有人	-	-	20,000,000 <sup>(b)</sup>	3,700,022,769	38.21%	
Mr. Victor HERRERO Victor HERRERO先生	Beneficial owner 實益擁有人	23,168,000	-	40,000,000 <sup>(b)</sup>	63,168,000	0.65%	
Mr. MA Wing Man 馬詠文先生	Beneficial owner 實益擁有人	2,000,000	-	4,000,000 <sup>(b)(c)</sup>	6,000,000	0.06%	
Mr. LI Qing 李劬先生	Beneficial owner 實益擁有人	-	-	1,800,000 <sup>(b)</sup>	1,800,000	0.02%	
Mr. PAK Wai Keung, Martin 白偉強先生	Beneficial owner 實益擁有人	-	-	1,800,000 <sup>(b)</sup>	1,800,000	0.02%	
Mr. WANG Yan 汪延先生	Beneficial owner 實益擁有人	-	-	1,800,000 <sup>(b)</sup>	1,800,000	0.02%	
<b>(b) Associated Corporation – Bossini International Holdings Limited ("Bossini")</b>							
相聯法團－堡獅龍國際集團有限公司(「堡獅龍」)							
Long Positions in the ordinary shares of HK\$0.1 each of Bossini (the "Bossini Shares") 於堡獅龍每股面值0.1港元之普通股(「堡獅龍股份」)之好倉							
Mr. LI Ning 李寧先生	Interest of controlled corporation 受控制法團權益	-	1,393,582,122	-	1,393,582,122 <sup>(f)</sup>	56.41%	
Mr. Victor HERRERO Victor HERRERO先生	Beneficial owner 實益擁有人	-	-	5,045,450 <sup>(b)</sup>	5,045,450	0.20%	

Notes:

1. Mr. Li Ning is interested in 6,698,951,151 Shares, among which 21,508,000 Shares, the share options which are exercisable into 7,000,000 Shares and the convertible bonds in the principal amount of HK\$278,850,000 which are convertible into 858,000,000 Shares are held as personal interest, and is deemed to be interested in the long positions of 5,812,443,151 Shares in aggregate through his interests in Lead Ahead Limited ("Lead Ahead"), Victory Mind Assets Limited ("Victory Mind Assets") and Dragon City Management (PTC) Limited ("Dragon City"), respectively as follows:
  - (a) the long position of 2,132,420,382 Shares is held by Lead Ahead, which is owned as to 60% by Mr. Li Ning and 40% by Mr. Li Chun. Mr. Li Ning is also a director of Lead Ahead;
  - (b) the long position of 1,680,022,769 Shares is held by Victory Mind Assets which is owned as to 57% by Ace Leader Holdings Limited ("Ace Leader") and 38% by Jumbo Top Group Limited ("Jumbo Top"). All shares of Ace Leader are held by TMF (Cayman) Ltd. ("TMF") in its capacity as trustee of a discretionary trust. Mr. Li Ning is the settlor of the trust and is therefore deemed to be interested in such 1,680,022,769 Shares. Mr. Li Ning is a director of each of Victory Mind Assets and Ace Leader; and
  - (c) the long position of 2,000,000,000 Shares is held by Dragon City in its capacity as trustee of a unit trust, the units of which are owned as to 60% by TMF and as to 40% by TMF, each as the trustee of separate discretionary trust. Mr. Li Ning is the 60% shareholder of Dragon City and a founder of the unit trust and is therefore deemed to be interested in such 2,000,000,000 Shares. Mr. Li Ning is a director of Dragon City.
2. See note 1(b) and note 1(c) under "Interests and short positions of substantial shareholders and other persons in the share capital of the Company" below.

附註：

1. 李寧先生於6,698,951,151股股份中擁有權益，其中21,508,000股股份、可行使為7,000,000股股份的購股權及本金金額為278,850,000港元且可轉換為858,000,000股股份的可換股債券乃以個人權益持有，並透過以下於Lead Ahead Limited (「Lead Ahead」)、Victory Mind Assets Limited (「Victory Mind Assets」)及Dragon City Management (PTC) Limited (「Dragon City」)分別擁有權益而被視為擁有合共5,812,443,151股股份好倉之權益：
  - (a) 2,132,420,382股股份好倉由Lead Ahead持有，而Lead Ahead由李寧先生及李進先生分別擁有60%及40%權益。李寧先生亦為Lead Ahead之董事；
  - (b) 1,680,022,769股股份好倉由Victory Mind Assets持有，而Victory Mind Assets分別由Ace Leader Holdings Limited (「Ace Leader」)及Jumbo Top Group Limited (「Jumbo Top」)擁有57%及38%權益。Ace Leader全部股份由TMF (Cayman) Ltd. (「TMF」)以全權信託之受託人身份持有。李寧先生為該信託之委託人，因此被視為於上述1,680,022,769股股份中擁有權益。李寧先生為Victory Mind Assets及Ace Leader各自之董事；及
  - (c) 2,000,000,000股股份好倉由Dragon City以單位信託之受託人身份持有權益，而上述信託之單位由TMF作為各獨立全權信託的受託人而分別擁有60%及40%權益。李寧先生為持有Dragon City 60%權益之股東及單位信託之創立人，因此被視為於該等2,000,000,000股股份中擁有權益。李寧先生為Dragon City之董事。
2. 見下文「主要股東及其他人士於本公司股本中之權益及淡倉」項下之附註1(b)及附註1(c)。

3. The share options were granted on 18 January 2021, pursuant to the share option scheme adopted by the Company on the same day and are exercisable at HK\$0.670 per Share with the vesting schedule in tranches of one-third each on 18 January 2022, 18 January 2023 and 18 January 2024 within a period of 5 years after vested according to the respective vesting schedule.
4. During the three months ended 31 March 2023, Mr. Ma Wing Man exercised 2,000,000 share options. As at 31 March 2023, the total issued Shares was 9,684,261,727.
5. As at 31 March 2023, the total number of shares of Bossini in issue was 2,470,358,091 and Dragon Leap Consumables Limited ("Dragon Leap Consumables") was interested in 1,393,582,122 Bossini Shares. Dragon Leap Consumables was a wholly-owned subsidiary of the Group. As such, Mr. Li Ning was deemed to be interested in the same 1,393,582,122 Bossini Shares by virtue of his interests in the Shares.
6. The share options were granted on 5 January 2021 by Bossini and are exercisable at HK\$0.456 per share of Bossini in tranches of one-third each during the following periods respectively: (i) from 1 January 2022 to 31 December 2026; (ii) from 1 January 2023 to 31 December 2026; and (iii) from 1 January 2024 to 31 December 2026.

Save as disclosed above, none of the Directors nor the chief executive of the Company had, as at 31 March 2023, 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.

3. 購股權於二零二一年一月十八日根據本公司於同日採納之購股權計劃授出，按每股0.670港元根據於二零二二年一月十八日、二零二三年一月十八日及二零二四年一月十八日各歸屬三分之一之歸屬時間進行歸屬並於歸屬後於5年期間內可予行使。
4. 截至二零二三年三月三十一日止三個月，馬詠文先生行使2,000,000份購股權。於二零二三年三月三十一日，已發行股份總數為9,684,261,727股。
5. 於二零二三年三月三十一日，堡獅龍已發行的股份總數目為 2,470,358,091 股，而龍躍消費品有限公司（「龍躍消費品」）於1,393,582,122股堡獅龍股份中擁有權益。龍躍消費品為本集團一間全資附屬公司。因此，根據李寧先生於股份中的權益，其被視為於該1,393,582,122股堡獅龍股份中擁有權益。
6. 堡獅龍於二零二一年一月五日授出購股權，並按每股堡獅龍股份0.456港元分別於下列期間可予行使三分之一：(i)二零二二年一月一日至二零二六年十二月三十一日；(ii)二零二三年一月一日至二零二六年十二月三十一日；及(iii)二零二四年一月一日至二零二六年十二月三十一日。

除上文所披露者外，於二零二三年三月三十一日，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條所存置登記冊之任何權益或淡倉，或根據GEM上市規則第5.46條至第5.67條所述有關董事交易必守標準須知會本公司及聯交所之任何權益或淡倉。

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

As at 31 March 2023, so far as was known to the Directors, the interests and short positions of the persons (other than the interests and short positions of the Directors or chief executive of the Company as disclosed above) in the shares and/or underlying shares of the Company (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company are set out below:

## 主要股東及其他人士於本公司股本中的權益及淡倉

於二零二三年三月三十一日，據董事所知，除上文披露之本公司董事或行政總裁之權益及淡倉外，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載列如下：

Capacity	Number of Shares/ underlying Shares held	Approximate percentage of shareholdings as at 31 March 2023 於二零二三年 三月三十一日
身份	所持股份／ 相關股份之數目	所持股權 概約百分比

### Long positions in the Shares and underlying Shares 於股份及相關股份之好倉

#### Substantial Shareholders 主要股東

Mr. LI Chun <sup>(1)</sup> 李進先生 <sup>(1)</sup>	Beneficial owner 實益擁有人	60,000,000	
	Interest of controlled corporation 受控制法團權益	5,812,443,151	
		5,872,443,151	60.64%
Lead Ahead <sup>(2)</sup>	Beneficial owner 實益擁有人	2,132,420,382	22.02%
Victory Mind Assets <sup>(3)</sup>	Beneficial owner 實益擁有人	1,680,022,769	17.35%

	Capacity	Number of Shares/ underlying Shares held	Approximate percentage of shareholdings as at 31 March 2023 於二零二三年 三月三十一日
	身份	所持股份/ 相關股份之數目	所持股權 概約百分比
Ace Leader <sup>(3)</sup>	Interest of controlled corporation 受控制法團權益	1,680,022,769	17.35%
Jumbo Top <sup>(3)</sup>	Interest of controlled corporation 受控制法團權益	1,680,022,769	17.35%
Dragon City <sup>(4)</sup>	Trustee 受託人	2,000,000,000	20.65%
TMF <sup>(3)(4)</sup>	Trustee 受託人	3,680,022,769	38.00%
<b>Other Persons</b>			
<b>其他人士</b>			
Mr. ZHAO Jianguo <sup>(5)</sup> 趙建國先生 <sup>(5)</sup>	Beneficial owner 實益擁有人	293,000,000	
	Interest of spouse 配偶權益	700,000,000	
	Interest of controlled corporation 受控制法團權益	12,963,200	
		1,005,963,200	10.39%
Ms. LI Ying <sup>(5)</sup> 李迎女士 <sup>(5)</sup>	Beneficial owner 實益擁有人	700,000,000	
	Interest of spouse 配偶權益	293,000,000	
	Interest of controlled corporation 受控制法團權益	12,963,200	
		1,005,963,200	10.39%

Notes:

1. Mr. Li Chun has personal interest in 60,000,000 Shares and is deemed to be interested in the long positions of 5,812,443,151 Shares in aggregate through his interests in Lead Ahead, Victory Mind Assets and Dragon City, respectively as follows:
  - (a) the long position of 2,132,420,382 Shares is held by Lead Ahead, which is owned as to 60% by Mr. Li Ning and 40% by Mr. Li Chun;
  - (b) the long position of 1,680,022,769 Shares is held by Victory Mind Assets which is owned as to 57% by Ace Leader and 38% by Jumbo Top. All shares of Jumbo Top are held by TMF in its capacity as trustee of a discretionary trust. Mr. Li Chun is the settlor of the trust and is therefore deemed to be interested in such 1,680,022,769 Shares. Mr. Li Qilin is a beneficiary of the trust and is also therefore deemed to be interested in such 1,680,022,769 Shares. Mr. Li Chun is also a director of each of Victory Mind Assets and Jumbo Top; and
  - (c) the long position of 2,000,000,000 Shares is held by Dragon City in its capacity as trustee of a unit trust, the units of which are owned as to 60% by TMF and as to 40% by TMF, each as the trustee of a separate discretionary trust. Mr. Li Qilin is a beneficiary of one of the said separate trusts and is also therefore deemed to be interested in such 2,000,000,000 Shares. Mr. Li Chun is taken to be interested in 40% of the shares of Dragon City and is therefore deemed to be interested in such 2,000,000,000 Shares. Mr. Li Chun is a director of Dragon City.

附註：

1. 李進先生於60,000,000股股份中擁有個人權益，並透過以下於Lead Ahead、Victory Mind Assets及Dragon City分別擁有的權益而被視為擁有合共5,812,443,151股股份好倉之權益：
  - (a) 2,132,420,382股股份好倉由Lead Ahead持有，而Lead Ahead由李寧先生及李進先生分別擁有60%及40%權益；
  - (b) Victory Mind Assets持有1,680,022,769股股份好倉，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以全權信託之受託人身份持有。李進先生為該信託之委託人，因此被視為於上述1,680,022,769股股份中擁有權益。李麒麟先生為該信託之受益人，因此亦被視為於上述1,680,022,769股股份中擁有權益。李進先生亦為Victory Mind Assets及Jumbo Top各自之董事；及
  - (c) 2,000,000,000股股份好倉由Dragon City以單位信託之受託人身份持有權益，而上述信託之單位由TMF作為各獨立全權信託的受託人而分別擁有60%及40%權益。李麒麟先生為上述其中一個獨立信託之受益人，因此亦被視為於上述2,000,000,000股股份中擁有權益。李進先生被視為擁有Dragon City之40%的股份權益，因此被視為於上述2,000,000,000股股份中擁有權益。李進先生為Dragon City之董事。



2. Lead Ahead is owned as to 60% by Mr. Li Ning and 40% by his brother, Mr. Li Chun. Mr. Li Ning is also a director of Lead Ahead.
3. See note 1(b) under "Interests and short positions of directors and the chief executive in the shares and underlying shares and debentures of the Company and its associated corporations" and note 1(b) above. For avoidance of doubt and double counting, it should be noted that Ace Leader, Jumbo Top and TMF are deemed to be interested in the 1,680,022,769 Shares which Victory Mind Assets is interested in.
4. See note 1(c) under "Interests and short positions of directors and the chief executive in the shares and underlying shares and debentures of the Company and its associated corporations" and note 1(c) above. TMF is deemed to be interested in the 2,000,000,000 Shares which Dragon City is interested in.
5. Mr. Zhao Jianguo has personal interest in 289,666,667 Shares and the share options which are exercisable into 3,333,333 Shares. Ms. Li Ying, the spouse of Mr. Zhao, has personal interest in the convertible bonds in the principal amount of HK\$227,500,000 which are convertible into 700,000,000 Shares. Double Essence Limited was interested in 12,963,200 Shares and is owned as to 50% by Mr. Zhao and 50% by Ms. Li respectively.

As at 31 March 2023, save as disclosed above, so far as was known to the Directors, no other person (other than the Directors or chief executive of the Company) had any interests or short position in the shares and/or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company.

2. Lead Ahead由李寧先生及其胞兄李進先生分別擁有60%及40%權益。李寧先生亦為Lead Ahead之董事。
3. 見「董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉」一節附註1(b)及上文附註1(b)。為免生疑問及重複計算，謹請留意Ace Leader、Jumbo Top及TMF被視為於Victory Mind Assets所擁有權益之1,680,022,769股股份中擁有權益。
4. 見「董事及行政總裁於本公司及其相聯法團之股份及相關股份及債權證之權益及淡倉」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2,000,000,000股股份中擁有權益。
5. 趙建國先生於289,666,667股股份及可行使為3,333,333股股份的購股權中擁有個人權益，而趙先生的配偶李迎女士於本金金額為227,500,000港元且可轉換為700,000,000股股份的可換股債券中擁有個人權益。Double Essence Limited於12,963,200股股份中擁有權益，而Double Essence Limited由趙先生及李女士分別擁有50%及50%權益。

於二零二三年三月三十一日，除上文所披露者外，就董事所知，概無其他人士（除本公司董事或行政總裁外）於本公司股份及／或相關股份中，擁有記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊或已另行知會本公司之任何權益或淡倉。

## DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the three months ended 31 March 2023 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:

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

Name of Director 董事姓名	Name of Entity 實體名稱	Description of the Entity's Business 實體的業務簡介	Nature of interest of the Director in the Entity 董事於該實體的權益性質
Mr. Li Ning 李寧先生	Li Ning Company Limited 李寧有限公司	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. 主要從事李寧品牌及其他授權品牌項下的專業及休閒鞋類、運動服裝、器材和配件的品牌推廣、研發、設計、製造、分銷及零售。	director and substantial shareholder (within the meaning of the SFO) 董事及主要股東 (定義見證券及期貨條例)
Mr. Li Qilin 李麒麟先生	Li Ning Company Limited 李寧有限公司	as disclosed above 如上文所披露者	director and substantial shareholder (within the meaning of the SFO) 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.

## 董事於競爭業務之權益

於截至二零二三年三月三十一日止三個月及直至本報告日期，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：

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)，彼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經營其業務。

## AUDIT COMMITTEE

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

The Audit Committee currently comprises three independent non-executive Directors, namely, Mr. Pak Wai Keung, Martin (the Chairman of the Audit Committee), Mr. Li Qing and Mr. Wang Yan and one non-executive Director, Mr. Ma Wing Man. The unaudited consolidated results of the Group for the three months ended 31 March 2023 have been reviewed by the Audit Committee.

By order of the Board

**Viva Goods Company Limited**

**Li Ning**

*Chairman and Chief Executive Officer*

Hong Kong, 12 May 2023

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

*Executive Directors:*

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

Mr. Li Chunyang

Mr. Li Qilin

*Non-executive Directors:*

Mr. Victor Herrero

Mr. Ma Wing Man

Ms. Lyu Hong

*Independent Non-executive Directors:*

Mr. Li Qing

Mr. Pak Wai Keung, Martin

Mr. Wang Yan

## 審核委員會

本公司已根據GEM上市規則第5.28條至第5.29條成立審核委員會（「審核委員會」），並訂立書面職權範圍。審核委員會之主要職責為審閱本公司之財務報表、年度報告、半年度報告、季度報告以及檢討風險管理及內部監控制度，並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）、李勍先生及汪延先生，以及一名非執行董事馬詠文先生。審核委員會已審閱本集團截至二零二三年三月三十一日止三個月之未經審核綜合業績。

承董事會命

**非凡領越有限公司**

*主席兼行政總裁*

**李寧**

香港，二零二三年五月十二日

於本報告日期，董事會包括以下成員：

*執行董事：*

李寧先生（*主席兼行政總裁*）

李春陽先生

李麒麟先生

*非執行董事：*

Victor Herrero先生

馬詠文先生

呂紅女士

*獨立非執行董事：*

李勍先生

白偉強先生

汪延先生



VIVA GOODS COMPANY LIMITED  
非凡領越有限公司

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