



海昌海洋公园

HAICHANG OCEAN PARK

(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: 2255



育梦·有爱·有快乐  
DREAM LOVE JOY

2023 | 年度報告  
ANNUAL REPORT

## ABOUT HAICHANG OCEAN PARK HOLDINGS LTD. 有關海昌海洋公園控股有限公司

Haichang Ocean Park Holdings Ltd. (2255.HK) is a leading group in China specialising in providing integrated tourism and leisure services with oceanic culture as its core. The Group owned and operated seven large-scale marine culture-based theme parks under the brand name of “Haichang” in China. While improving visitors’ experience and product offerings in theme parks, the Group gradually diversified its business to tourism and leisure services and solutions, and IP operation new consumption. As the Group continues to deliver its comprehensive tourism and leisure resources and premium IP merchandises across China, more consumers are able to fully enjoy the Group’s wide range of high-quality culture-based tourism and leisure consumer products. The goal of the Group is to become a company helping people to have fun to the fullest by creating a place filled with “Dream, Love, Joy”, which can continue to satisfy consumers’ demand for high-quality tourism and leisure products. Haichang Ocean Park Holdings Ltd. has successfully been listed on the Main Board of the Hong Kong Stock Exchange since 13 March 2014. The Company has been selected as a constituent stock of a number of indexes under the Hang Seng Family of Indexes such as the Hang Seng Composite Index, the Hang Seng LargeCap & MidCap (Investable) Index, the Hang Seng Consumption Index and the Hang Seng Stock Connect Hong Kong Index, and has been included in the MSCI China All Shares Small Cap Index and the FTSE Global Equity Index Series.

海昌海洋公園控股有限公司(2255.HK)是以海洋文化為核心的中國領先的綜合性文旅集團。集團在全國範圍內擁有並運營7家以「海昌」為品牌、以海洋文化為主題的大型主題公園。在提升主題公園遊客體驗和產品的同時，集團逐漸將業務拓展至文旅服務及解決方案業務、IP運營新消費業務，通過持續的將我們的文旅綜合資源和優秀的IP零售產品輸出到全國各地，本集團讓更多的消費者能夠充分享受到我們豐富且高質量的休閒文旅消費產品。本集團的目標是成為一家讓大家玩得更好的公司，希望能打造一個「有夢·有愛·有快樂」的地方，不斷滿足人們對高質量文旅消費產品的需求。2014年3月13日，海昌海洋公園控股有限公司在香港聯交所主板成功上市。公司目前已獲選為恒生綜合指數、恒生大中型股(可投資)指數、恒生消費指數、恒生港股通指數等多項恒生指數系列的成分股，且已獲納入MSCI中國全股票小型股指數及富時全球股票指數系列。



# CONTENTS

## 目錄

Corporate Information	
公司資料	2
Five Years' Financial Summary	
五年財務概要	5
Chairman's Statement	
主席報告	6
Management Discussion and Analysis	
管理層討論及分析	10
Directors and Senior Management	
董事及高級管理層	33
Directors' Report	
董事會報告	52
Corporate Governance Report	
企業管治報告	74
Independent Auditor's Report	
獨立核數師報告	110
Consolidated Statement of Profit or Loss	
合併損益表	120
Consolidated Statement of Comprehensive Income	
合併全面收益表	121
Consolidated Statement of Financial Position	
合併財務狀況表	122
Consolidated Statement of Changes in Equity	
合併權益變動表	124
Consolidated Statement of Cash Flows	
合併現金流量表	126
Notes to Financial Statements	
財務報表附註	129
Major Properties held by the Group	
本集團持有之主要物業	308



# CORPORATE INFORMATION 公司資料

## BOARD OF DIRECTORS

### Executive Directors

Qu Naijie (*Chairman and Chief Executive Officer*)  
Qu Cheng  
Li Kehui (*Senior Vice President (Person-In-Charge)*)<sup>1</sup>  
Zhang Jianbin<sup>2</sup>

### Non-executive Directors

Wang Xuguang  
Yuan Bing  
Wu Tongtong<sup>3</sup>  
Li Hao<sup>4</sup>

### Independent Non-executive Directors

Wang Jun  
Zhu Yuchen<sup>5</sup>  
Shen Han<sup>6</sup>  
Chen Guohui<sup>7</sup>  
Zhang Meng<sup>7</sup>

## AUDIT COMMITTEE

Zhu Yuchen (*Chairman*)  
Wang Jun  
Shen Han

## REMUNERATION COMMITTEE

Wang Jun (*Chairman*)  
Wang Xuguang  
Zhu Yuchen

## NOMINATION COMMITTEE

Qu Naijie (*Chairman*)  
Wang Jun  
Shen Han

## RISK MANAGEMENT AND CORPORATE GOVERNANCE COMMITTEE

Yuan Bing (*Chairman*)  
Zhu Yuchen  
Shen Han

## 董事會

### 執行董事

曲乃杰 (*主席兼行政總裁*)  
曲程  
李珂暉 (*高級副總裁 (主持工作)*)<sup>1</sup>  
張建斌<sup>2</sup>

### 非執行董事

王旭光  
袁兵  
吳桐桐<sup>3</sup>  
李浩<sup>4</sup>

### 獨立非執行董事

王軍  
朱玉辰<sup>5</sup>  
沈涵<sup>6</sup>  
陳國輝<sup>7</sup>  
張夢<sup>7</sup>

## 審核委員會

朱玉辰 (*主席*)  
王軍  
沈涵

## 薪酬委員會

王軍 (*主席*)  
王旭光  
朱玉辰

## 提名委員會

曲乃杰 (*主席*)  
王軍  
沈涵

## 風險管理及企業管治委員會

袁兵 (*主席*)  
朱玉辰  
沈涵

<sup>1</sup> appointed on 17 November 2023  
<sup>2</sup> resigned on 17 November 2023  
<sup>3</sup> appointed on 3 July 2023  
<sup>4</sup> resigned on 3 July 2023  
<sup>5</sup> appointed on 9 June 2023  
<sup>6</sup> appointed on 31 October 2023  
<sup>7</sup> retired on 9 June 2023

<sup>1</sup> 於2023年11月17日起獲委任  
<sup>2</sup> 於2023年11月17日辭任  
<sup>3</sup> 於2023年7月3日起獲委任  
<sup>4</sup> 於2023年7月3日辭任  
<sup>5</sup> 於2023年6月9日起獲委任  
<sup>6</sup> 於2023年10月31日起獲委任  
<sup>7</sup> 於2023年6月9日退任

## INDEPENDENT BOARD COMMITTEE

Wang Jun (*Chairman*)  
Zhu Yuchen  
Shen Han

## COMPANY SECRETARY

So Lai Shan

## AUTHORISED REPRESENTATIVES

Qu Cheng<sup>8</sup>  
So Lai Shan  
Zhang Jianbin<sup>9</sup>

## LEGAL ADVISERS

*As to Hong Kong Law*  
Ashurst Hong Kong

*As to PRC Law*  
Liaoning Think Tank Law Firm

## AUDITOR

Ernst & Young  
Certified Public Accountants  
Registered Public Interest Entity Auditor  
27/F, One Taikoo Place  
979 King's Road  
Quarry Bay, Hong Kong

## HEAD OFFICE IN THE PRC

31st Floor, Building A  
Foreshore Beach World Trade Centre  
Phase I, No. 4, Lane 255 Dongyu Road  
Pudong New District  
Shanghai  
PRC

## REGISTERED OFFICE

PO Box 309, Uglan House  
Grand Cayman, KY1-1104  
Cayman Islands

## 獨立董事委員會

王軍 (*主席*)  
朱玉辰  
沈涵

## 公司秘書

蘇麗珊

## 授權代表

曲程<sup>8</sup>  
蘇麗珊  
張建斌<sup>9</sup>

## 法律顧問

*有關香港法律*  
亞司特律師事務所

*有關中國法律*  
遼寧智庫律師事務所

## 核數師

安永會計師事務所  
執業會計師  
註冊公眾利益實體核數師  
香港鰂魚涌  
英皇道979號  
太古坊一座27樓

## 中國總部

中國  
上海市  
浦東新區  
東育路255弄4號  
前灘世貿中心一期  
A棟31樓

## 註冊辦事處

PO Box 309, Uglan House  
Grand Cayman, KY1-1104  
Cayman Islands

<sup>8</sup> appointed on 17 November 2023

<sup>9</sup> resigned on 17 November 2023

<sup>8</sup> 於2023年11月17日獲委任

<sup>9</sup> 於2023年11月17日辭任

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 804, 8/F., K11 Atelier, Victoria Dockside  
18 Salisbury Road, Tsim Sha Tsui, Kowloon  
Hong Kong

## CAYMAN ISLANDS SHARE REGISTRAR

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman, KY1-1102  
Cayman Islands

## HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

## PRINCIPAL BANKS

The Export-Import Bank of China, Shanghai Branch  
The Export-Import Bank of China, Liaoning Branch  
China Construction Bank Corporation, Shanghai Branch  
China Construction Bank Corporation, Sanya Branch  
China Construction Bank Corporation,  
Dalian Branch  
Bank of China Limited, Henan Branch  
Industrial and Commercial Bank of China Limited,  
Dalian Branch  
Industrial and Commercial Bank of China Limited,  
Shanghai Branch  
Bank of Communications Co., Ltd., Shanghai Branch  
China CITIC Bank Corporation Limited, Dalian Branch  
Ping An Bank Co., Ltd., Dalian Branch  
China Merchants Bank Co., Ltd., Shanghai Branch  
Shanghai Pudong Development Bank Co., Ltd.,  
Pilot Free Trade Zone New Area Branch  
China Everbright Bank Co., Ltd., Shanghai Branch  
Industrial Bank Co., Ltd., Shanghai Branch  
Shanghai Rural Commercial Bank Co., Ltd.,  
Huangpu Sub-Branch  
Zhongyuan Bank Co., Ltd.  
Harbin Bank Co., Ltd.  
Bank of Dalian Co., Ltd.  
Bank of Ningbo Co., Ltd., Shanghai Branch

## STOCK CODE

2255

## COMPANY WEBSITE

<http://www.haichangoceanpark.com>

## 香港主要營業地點

香港  
九龍尖沙咀梳士巴利道18號  
維港文化匯K11辦公大樓8樓804室

## 開曼群島股份過戶登記處

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman, KY1-1102  
Cayman Islands

## 香港股份過戶登記處

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

## 主要往來銀行

中國進出口銀行上海分行  
中國進出口銀行遼寧省分行  
中國建設銀行股份有限公司上海市分行  
中國建設銀行股份有限公司三亞分行  
中國建設銀行股份有限公司  
大連市分公司  
中國銀行股份有限公司河南省分行  
中國工商銀行股份有限公司  
大連市分公司  
中國工商銀行股份有限公司  
上海市分行  
交通銀行股份有限公司上海市分行  
中信銀行股份有限公司大連分行  
平安銀行股份有限公司大連分行  
招商銀行股份有限公司上海分行  
上海浦東發展銀行股份有限公司  
自貿試驗區新片區分行  
光大銀行股份有限公司上海分行  
興業銀行股份有限公司上海分行  
上海農村商業銀行股份有限公司  
黃浦支行  
中原銀行股份有限公司  
哈爾濱銀行股份有限公司  
大連銀行股份有限公司  
寧波銀行股份有限公司上海分行

## 股份代號

2255

## 公司網址

<http://www.haichangoceanpark.com>

# 五年財務概要 FIVE YEARS' FINANCIAL SUMMARY

For the year ended 31 December

截至12月31日止年度

		2019	2020	2021	2022	2023
		2019年	2020年	2021年	2022年	2023年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Results</b>	<b>業績</b>					
Revenue	收入	2,801,980	1,168,222	2,460,200	792,988	1,816,842
Gross profit/(loss)	毛利/(損)	1,285,393	(129,255)	721,265	(278,728)	457,455
Profit/(loss) before tax	除稅前溢利/(虧損)	175,349	(1,517,525)	1,197,169	(1,418,389)	(186,104)
Income tax (expense)/credit	所得稅(支出)/抵免	(144,156)	39,071	(362,931)	9,531	4,197
Profit/(loss) for the year	年內溢利/(虧損)	31,193	(1,478,454)	834,238	(1,408,858)	(181,907)
EBITDA <sup>1</sup>	未計利息、稅項、 折舊及攤銷前 盈利/(虧損) <sup>1</sup>	1,206,712	(429,470)	2,170,811	(772,957) <sup>1</sup>	507,527
<b>Attributable to:</b>	<b>歸屬於：</b>					
Owner of the parent	母公司擁有人	25,080	(1,451,637)	844,851	(1,395,911)	(197,259)
Non-controlling interests	非控股權益	6,113	(26,817)	(10,613)	(12,947)	15,352
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	總資產	16,871,151	16,419,488	11,717,352	10,210,925	11,522,744
Cash and cash equivalents	現金及現金等值物	2,484,468	2,408,110	3,206,658	1,244,633	1,702,264
Short-term interest-bearing bank and other borrowings	短期計息銀行 及其他借貸	2,471,365	2,769,547	1,925,907	1,461,220	1,403,535
Long-term interest-bearing bank and other borrowings	長期計息銀行 及其他借貸	6,035,532	6,426,162	3,268,061	3,687,947	4,739,333
Shareholders' equity	股東權益	4,478,681	3,000,325	3,830,469	2,676,327	2,518,362

Note:

附註：

1. EBITDA means profit/(loss) before tax plus depreciation, amortisation and finance costs

1. EBITDA指除稅前盈利/(虧損)加回折舊攤銷、財務費用

## CHAIRMAN'S STATEMENT 主席報告

On behalf of the board (the “**Board**”) of the directors (the “**Director(s)**”) of the Company, I am pleased to present to shareholders of the Company (the “**Shareholders**”) the review of our annual results for the year ended 31 December 2023 and our prospect.

In 2023, with the easing of epidemic prevention and control measures, the gradual economic recovery and development and the accelerated reshaping of the tourism and leisure pattern, the tourism and leisure market in China gradually recovered and further displayed its role in stabilizing economic growth, adjusting economic structure, expanding domestic demand, promoting consumption, increasing employment and boosting confidence. According to the statistics of the Ministry of Culture and Tourism, the number of domestic tourist trips reached 4.891 billion in 2023, representing a year-on-year increase of 93.3%; total spending of domestic tourists reached RMB4.91 trillion, representing a year-on-year increase of 140.3%; and the number of domestic tourist trips and domestic tourism revenue recovered to 81.38% and 85.69% of 2019, respectively.

Our results recovery and tourists received were both above the average level of the industry. Our total revenue reached RMB1.82 billion in 2023, representing a year-on-year increase of 129.1%, which is mainly attributed to the normal external operating environment as well as the recovery and increase of the number of tourists brought about by the increasingly improved quality and attractiveness of tourism and leisure products. In 2023, our total admission attendance reached 9.29 million, representing an increase of 101.9% as compared with that of 2022 and an increase of 8% as compared with 2019 and surpassing the pre-pandemic level. The implementation of the intellectual property (“**IP**”) strategy and the increasingly improved tourist experience significantly boosted in-park spending in our theme park segment. The tourism & leisure services and solutions business expanded rapidly. The Phase I Project of Zhengzhou Park, our key project, opened on 28 September, bringing incremental contributions to our results growth.

本人謹欣然代表本公司董事（「**董事**」）會（「**董事會**」）向本公司各位股東（「**股東**」）提呈我們截至2023年12月31日止年度的年度業績回顧及展望。

2023年，隨着政策放開，經濟逐步恢復發展，文旅格局重構加速，中國文旅市場逐漸復甦，在穩增長、調結構、擴內需、促消費、增就業、強信心等方面的作用進一步凸顯。據文旅部數據顯示，2023年，國內出遊人次48.91億，同比增長93.3%；國內遊客出遊總花費為人民幣4.91萬億元，同比增長140.3%；國內出遊人次和國內旅遊收入分別恢復到2019年的81.38%、85.69%。

我們的業績恢復及接待人次皆高於行業平均水平，2023年總收入為人民幣18.2億元，同比增長129.1%，主要得益於正常的外部經營環境、不斷提升的文旅產品質量以及吸引力帶來了客流量的恢復和增加。2023年，我們整體的入園人次達到929萬，同比2022年增長101.9%，超越疫情前的水平，對比2019年有8%的增長。知識產權（「**IP**」）戰略的落地以及不斷提升的遊客體驗帶動了主題公園板塊園內消費的大幅增長；文旅服務及解決方案業務擴增迅速；我們的重點項目鄭州公園的一期在9月28日開業，為業績增長帶來增量貢獻。



We recorded continuous increase in revenue and refined operation and achieved remarkable improvement in profit and cash flows. In 2023, our gross profit turned to positive at RMB458 million; the adjusted EBITDA profit<sup>(note)</sup> turned to positive at RMB459 million; and cash flows in operating activities increased significantly to RMB534 million.

Thanks to the normal external operating environment in 2023, our theme parks recovered rapidly with Shanghai Park, our large-scale flagship project, becoming an important source of revenue growth. In 2023, Shanghai Park contributed 60% of the revenue from the park segment and the revenue of Shanghai Park achieved a remarkable increase of 132.4% as compared with the corresponding period of 2022 and an increase of 6.9% as compared with the corresponding period of 2019. Shanghai Park brought us a sustainable and stable cash return. Jinqiao Haichang Penguin Resort Hotel adjacent to Shanghai Park is under construction and will open in 2024. The phase II of the Shanghai Haichang Ocean Park is also under construction and is expected to open in 2025. After the opening of the abovementioned two projects, it will enrich the ancillary and entertainment experience in Shanghai Park, develop an oriental ocean leisure destination in Shanghai and contribute incremental revenue to Shanghai Park. During the year, Zhengzhou Park, a large project, was officially opened on 28 September. Despite the operation for only a quarter in the 2023 financial year, we have seen the extraordinary potential of Zhengzhou Park, which is likely to become another source of revenue growth.

我們持續增收與精細運營，利潤情況及現金流情況也實現了大幅好轉，2023年，毛利潤轉正為人民幣4.58億元；經調整後的EBITDA利潤<sup>(附註)</sup>轉正為人民幣4.59億元；經營活動現金流大幅增加實現人民幣5.34億元。

2023年，得益於正常的外部經營環境，我們的主題公園迅速恢復，大型旗艦項目上海公園成為收入增長的重要來源。2023年，上海公園收入貢獻佔公園板塊收入六成，上海公園收入對比2022年同期大幅增長132.4%，對比2019年同期增長6.9%，上海公園為我們帶來持續穩定的現金流回報。毗鄰上海公園的金橋海昌企鵝度假酒店正處於建設中，將於2024年開業；上海海昌海洋公園二期項目也在建設中，預期於2025年開業。待上述兩個項目開業後，將豐富上海公園的配套及娛樂體驗，打造上海東方海洋休閒旅遊目的地，將實現上海公園的業績增量貢獻。年內，大型項目鄭州公園於9月28日盛大開業，儘管在2023財年只經歷了一個季度的運營，我們看到鄭州公園不俗的潛力，有望成為下一個收入增長來源。

Note: Adjusted EBITDA is a non-IFRSs financial measure. Please refer to the section headed "Financial Review – Non-IFRSs Measure – Adjusted EBITDA Profit/(Loss)" for details on the adjustments made by the Company in arriving at adjusted EBITDA.

附註：經調整後EBITDA為非國際財務報告準則計量。有關本公司達致經調整後EBITDA所作調整的詳情，請參閱「財務回顧－非國際財務報告準則計量－經調整EBITDA利潤／(虧損)」一節。

For the tourism & leisure services and solutions business, we have developed complete plans and models on tourism & leisure outputs with our focus on light-asset development. We have achieved great progress in pan-tourism & leisure projects with many large-scale projects executed contracts and implemented. As mentioned above, Jinqiao Haichang Penguin Resort Hotel and the phase II of the Shanghai Haichang Ocean Park are under construction. Beijing Haichang Ocean Park is under design. We have entered into strategic cooperation framework agreements on Fuzhou Haichang Ocean Park and Saudi Haichang Ocean Park and are actively advancing them.

We have developed an IP operation product platform on which we will, in continued partnership with owners of globally influential IPs, commercialise and integrate such IPs into our theme parks, scenic spots, lifestyle hotels, commercial buildings and other on-ground consumption and entertainment premises for the development of new business formats with IP + new scenarios. Currently, we have been granted and achieved the implementation of international IPs such as ULTRAMAN, One Piece and Baby Shark, covering consumers of different ages with the diversified IP matrix. Our proprietary IPs include Fat Douding, a baby killer whale, Celestra Queen and Seven Guardians. We deeply implemented the IP strategy in the park segment. Since the opening of the first ULTRAMAN-themed pavilion in 2022, IPs have continuously empowered the revenue growth of our park segment in less than two years.

We have achieved outstanding results in the protection and breeding of core animal species. In 2023, a total of 35 large ocean and polar animals were bred. A baby killer whale was born in December 2023, which is the second baby killer whale successfully bred in our park. We have developed bionic whale sharks, bionic rays and bionic finless porpoises and such bionic animals can be used in science education and the output of research and performance products. On the one hand, it can reduce the reliance on rare species; on the other hand, it can facilitate the commercial application of bionic technology and maximize the value of such technology.

就文旅服務及解決方案業務，我們已形成完備的文旅輸出方案模式，輕資產發展是我們的模式重點。我們在泛文旅類項目取得較大進展，大型項目陸續簽約及落地：上文提到的金橋海昌企鵝度假酒店及上海海昌海洋公園二期項目處於建設中；北京海昌海洋公園已經進入設計階段；福州海昌海洋公園項目及沙特海昌海洋公園項目已經簽署戰略合作框架協議並積極推進中。

我們已經建立IP運營品平台，通過持續與全球有影響力的IP合作，將IP商品化與主題公園、景區、生活方式酒店、商業物業等地面消費娛樂場景融合，實現IP+新場景的新業態。截至目前，我們獲得授權並實現落地的國際IP有奧特曼、航海王及Baby Shark，豐富的IP矩陣覆蓋全年齡層消費者，自有IP有虎鯨寶寶胖豆丁、藍星女王海靈兒、七萌團等。我們在公園板塊深入落實IP戰略，從2022年第一家奧特曼主題館開業，短短兩年不到的時間，IP持續賦能我們公園板塊收入增長。

我們在核心物種生物保育成果突出，2023年，大型海洋及極地生物繁育數量共計35隻／尾，其中，一頭虎鯨寶寶於2023年12月誕生，這是在我們公園內繁育成活的第二頭虎鯨寶寶。我們已開發仿生鯨鯊、仿生鰩魚、仿生江豚等，該等仿生生物可用於科普、研學產品輸出、演藝產品輸出等，一方面可以減少對珍稀物種的依賴，另一方面可以促進仿生科技的商業化應用，發揮該技術最大價值。

We have been selected as one of the “Top 20 Tourism Groups in China” for 11 consecutive years. As a leading enterprise in the tourism and leisure industry, we have carried out active exploration and made achievements in light asset and cultural IPs and other innovation sectors. Currently, we have developed the new ecosystems of Haichang with seven self-owned large-scale theme parks + four large-scale light-asset projects + over 40 small – and medium-sized light-asset projects + a reserve of over 10 well-known IPs + a reserve of 140,000 ocean and polar animal resources. We have the mature capability on the whole process of tourism & leisure services and solutions covering plan design, construction management, operation services, brand output and IP empowerment. We are determined to develop into an international large-scale and comprehensive tourism and leisure group with oceanic culture as its core.

## APPRECIATION

Lastly, on behalf of the Board, I would like to convey my heartfelt appreciation to all our staff members for their contribution and devotion. I would also like to express my sincere gratitude to our visitors, consumers and all business associates for the continued trust and support. Our goal is to become an international large-scale and comprehensive tourism and leisure group by creating a place filled with “dream, love, joy”!

Yours sincerely,  
**Qu Naijie**  
*Chairman*  
26 March 2024

我們連續11年獲選「中國旅遊集團20強」，作為文旅行業龍頭企業，我們在輕資產及文化IP等創新領域積極探索，並取得成就。目前，我們構建起以7家自持大型主題公園+4家大型輕資產項目+逾40家中小型輕資產項目+逾10個知名IP儲備+14萬海洋極地生物資源保有量的海昌新生態。我們擁有成熟的方案設計、建築施工管理、運營服務、品牌輸出、IP賦能等全流程的文旅服務及方案解決能力，我們決心要發展成為以海洋文化為核心的國際化大型綜合文旅集團。

## 致謝

最後，我謹代表董事向所有員工表示衷心的感謝，感謝他們的貢獻和付出。同時由衷地感謝我們的遊客、消費者以及所有的合作方，感謝他們一如既往的信任和支持。我們的目標發展成為以海洋文化為核心的國際化大型綜合文旅集團，在這裡有夢、有愛、有快樂！

主席  
**曲乃杰**  
敬啟  
2024年3月26日

## BUSINESS REVIEW

The Group is a leading group in China specialising in providing integrated oceanic culture-based tourism and leisure services. As at 31 December 2023, the Group owned and operated seven large-scale marine culture-based theme parks under the brand name of “Haichang” in China. While improving visitors’ experience and product offerings in theme parks, the Group gradually diversified its business to tourism and leisure services and solutions, IP operation and new consumption. As we continue to deliver our management and operation experience in large-scale tourism and leisure projects, and IP-supported premium tourism and leisure products with high experience across China and overseas, more consumers are able to fully enjoy our wide range of high-quality culture-based tourism and leisure consumer products. Our goal is to become a company that allows people to have fun to the fullest and create a place filled with “dream, love, joy”, which can continue to satisfy consumers’ demand for high-quality tourism and leisure products.

In 2023, as the entire tourism and leisure market in China witnessed a rebound, our parks also experienced a certain recovery. The Group’s revenue increased by approximately 129.1% to RMB1,816.8 million for the year ended 31 December 2023 from RMB793.0 million for the year ended 31 December 2022. For the year ended 31 December 2023, the Group recorded a gross profit of RMB457.5 million, a net loss attributable to Shareholders of RMB181.9 million and an adjusted EBITDA profit<sup>(note)</sup> of RMB458.9 million, respectively, representing a significant improvement as compared to gross loss of RMB278.7 million, a net loss attributable to Shareholders of RMB1,408.9 million and adjusted EBITDA loss<sup>(note)</sup> of RMB423.2 million, respectively, for the corresponding period last year.

Note: Adjusted EBITDA is a non-IFRSs financial measure. Please refer to the section headed “Financial Review – Non-IFRSs Measure – Adjusted EBITDA Profit/(Loss)” for details on the adjustments made by the Company in arriving at adjusted EBITDA.

## 業務回顧

本集團是以海洋主題為基礎的中國領先的綜合性文旅集團。截至2023年12月31日，本集團在全國範圍內擁有並運營7家以「海昌」為品牌、以海洋文化為主的大型主題公園。在提升主題公園遊客體驗和產品的同時，本集團逐漸將業務拓展至文旅服務及解決方案業務、IP運營及新消費業務，通過持續地將我們的大型文旅項目管理運營經驗、IP加持的高體驗度優秀文旅產品，輸出到全國各地以及海外。我們讓更多的消費者能夠充分享受到我們豐富且高質量的休閒文旅消費產品。我們的目標是成為一家讓大家玩得更好的公司，希望能打造一個「有夢•有愛•有快樂」的地方，不斷滿足人們對高質量文旅消費產品的需求。

2023年，整個國內文旅市場出現了反彈，我們的公園也實現了一定程度的恢復。本集團收入由截至2022年12月31日止年度的人民幣793.0百萬元增加到2023年12月31日止年度的人民幣1,816.8百萬元，增長約129.1%。本集團截至2023年12月31日止年度的毛利、歸屬股東之淨虧損分別為人民幣457.5百萬元，為人民幣181.9百萬元，經調整後EBITDA利潤<sup>(附註)</sup>為人民幣458.9百萬元，而去年同期毛虧損為人民幣278.7百萬元，歸屬股東淨虧損為人民幣1,408.9百萬元，經調整後EBITDA虧損<sup>(附註)</sup>為人民幣423.2百萬元，較去年同期有較大改善。

附註：經調整後EBITDA為非國際財務報告準則計量。有關本公司達致經調整後EBITDA所作調整的詳情，請參閱「財務回顧 – 非國際財務報告準則計量 – 經調整EBITDA利潤／(虧損)」一節。



# Management Discussion and Analysis

## 管理層討論及分析

**RMB'000**  
人民幣千元

**Year ended 31 December**  
截至12月31日止年度

		<b>2023</b>	2022
		<b>2023年</b>	2022年
Revenue by business	按業務劃分的收入		
Park operation	公園運營	<b>1,687,376</b>	748,941
Ticket sales	門票收入	<b>902,753</b>	348,340
In-park spendings <sup>(note)</sup>	園內消費 <sup>(附註)</sup>	<b>565,664</b>	276,296
Rental income	租金收入	<b>25,285</b>	23,771
Income from hotel operations	酒店收入	<b>193,674</b>	100,534
Income from tourism & leisure services and solutions	文旅服務及解決方案	<b>129,466</b>	44,047
<b>Total</b>	<b>總計</b>	<b>1,816,842</b>	792,988

Note: (1) In-park spendings include revenue from sales of food and beverages, sales of merchandises, and in-park recreation income

附註:(1) 園內消費包括食品及飲品銷售、貨品銷售及園內遊樂收入

## Park Operation

As at 31 December 2023, the Group owned and operated seven theme parks.

## 公園運營

截至2023年12月31日，本集團擁有並運營7家主題公園。

Park 公園	Theme 主題	Location 位置	Year of opening 開業時間	Site area 佔地面積	Scenic rating 景區評級
Shanghai Haichang Ocean Park ("Shanghai Park" or "Shanghai Project") 上海海昌海洋公園(「上海公園」或 「上海項目」)	Polar ocean and amusement facilities 極地海洋及遊樂設施	Shanghai 上海	2018	Approximately 297,000 square metres 約29.7萬平	4A
Zhengzhou Haichang Ocean Resort ("Zhengzhou Park" or "Zhengzhou Project") 鄭州海昌海洋旅遊度假區(「鄭州公園」或 「鄭州項目」)	Polar ocean and amusement facilities 極地海洋及遊樂設施	Zhengzhou 鄭州	2023	Approximately 425,000 square metres 約42.5萬平	To be determined 待定
Dalian Haichang Discoveryland Theme Park ("Dalian Discoveryland") 大連海昌發現王國主題公園 (「大連發現王國」)	Amusement facilities 遊樂設施	Dalian 大連	2006	Approximately 467,000 square metres 約46.7萬平	5A
Sanya Haichang Fantasy Town 三亞海昌夢幻海洋不夜城	Immersive cultural and recreational complex 沉浸式文娛綜合體	Sanya 三亞	2019	Approximately 233,000 square metres 約23.3萬平	To be determined 待定
Dalian Laohutan Ocean Park 大連老虎灘海洋公園	Polar ocean 極地海洋	Dalian 大連	2002	Approximately 23,000 square metres 約2.3萬平	5A
Chongqing Haichang Caribbean Water Park 重慶海昌加勒比海水世界	Water park 水上樂園	Chongqing 重慶	2009	Approximately 240,000 square metres 約24萬平	4A
Yantai Haichang Ocean Park 煙台海昌海洋公園	Polar ocean 極地海洋	Yantai 煙台	2011	Approximately 157,000 square metres 約15.7萬平	4A

Despite a relatively long period of adversity in the past, we remained committed to improving our visitors' experience and product quality. Therefore, as the cultural and tourism industry witnessed a rebound, we have been able to achieve a rapid recovery. For the year ended 31 December 2023, the Group's parks recorded a total admission attendance of approximately 9.29 million. Excluding the newly opened Zhengzhou Park, the total admission attendance recorded a significant increase by 101.9% as compared with the corresponding period of 2022 and an increase by 8.0% as compared with that of the same park admission attendance in 2019. For the year ended 31 December 2023, the park operation segment recorded a revenue of approximately RMB1,687.4 million, excluding the newly opened Zhengzhou Park, representing a significant increase by 118.6% as compared with the corresponding period of 2022 and an increase by 4.4% as compared with that of the same park revenue in 2019.

We further strengthened our IP strategy in our park segment. In 2022, we integrated the ULTRAMAN IP into our Shanghai Park for the first time, and constructed and operated ULTRAMAN-themed pavilion and area, where we provided attractive IP products in form of food, beverage, toy and amusement. Moreover, in January 2023, we officially opened the world's first ULTRAMAN-themed hotel in the Shanghai Park, which has been well received by visitors, reflected in its 100% occupancy from time to time during holidays. In addition to the ULTRAMAN IP, we continued to launch well-known IP products/events such as the ONE PIECE treasure tribes, Baby Shark-themed rooms, restaurants, shops and parade products in our Shanghai Park. In the first half of 2023, we continued to establish an ULTRAMAN-themed pavilion and the ONE PIECE legend castle in the Dalian Discoveryland, maintaining our position in leading the trend for local culture and tourism. The ULTRAMAN-themed area in our Zhengzhou Park has fully completed and opened for business. We will constantly introduce outstanding IPs and promote the implementation of quality IPs in other theme parks, which will greatly broaden the revenue sources of our park operation segment and optimize our revenue structure.

在過去相當長的一段逆境裡，我們始終在不斷地提升公園遊客體驗和產品質量。因此，在國內文旅行業出現反彈之際，我們能夠實現迅速恢復。截至2023年12月31日止年度，本集團旗下公園入園人次共計約929萬人。除去新開業的鄭州公園，總入園人數對比2022年同期大幅增長101.9%，對比2019年相同公園入園人數亦有增長8.0%。截至2023年12月31日年度，公園板塊收入約人民幣1,687.4百萬元，除去新開業的鄭州公園，對比2022年同期大幅增長118.6%，對比2019年相同公園收入增長4.4%。

我們在公園板塊深入落實我們的IP戰略。我們於2022年第一次將奧特曼IP融入我們的上海公園，建設並運營了奧特曼主題館及主題區，提供富有吸引力的吃喝玩樂的IP產品。進一步地，我們於2023年1月在上海公園正式營業了全球第一家奧特曼主題酒店，廣受遊客歡迎，該酒店在節假日旺季時常實現100%滿房率。此外，除了奧特曼IP以外，我們繼續在我們的上海公園落地了航海王寶藏區域、Baby Shark主題客房、餐廳、商店及巡遊產品等知名IP產品／活動。2023年上半年，我們在大連發現王國繼續落地奧特曼主題館及航海王傳奇城堡，持續引領當地文旅潮流。我們的鄭州公園奧特曼主題區已建成開業，我們將持續的引入優秀IP，並推動優質IP在其他主題公園的落地，這將大大的拓寬公園板塊的收入高度，並優化我們的收入結構。



The growth and recovery of our theme parks in 2023 outpaced the average level of tourism and leisure industry. According to the statistics of Euromonitor, the growth and recovery of our theme parks in 2023 significantly outpaced the average level of theme parks in China. Our theme parks share high popularity among tourists due to the integration of amusement, leisure, education and popularization of science as well as our diversified contents. During the spring festival of 2024, excluding the newly opened Zhengzhou Park, the total number of ticket buyers recorded an increase by 18.3% as compared with the corresponding period of 2023, and revenue from theme park segments recorded an increase by approximately 15.9%.

**Shanghai Project:** The Shanghai Park, being our flagship project, has become a benchmark of marine culture experience. We have also seen a significant recovery in park admission attendance and revenue, which was attributable to the tourism recovery as a result of the normalized external environment and the growth in per capita secondary spending due to our ongoing efforts to improve tourism experience. For the year ended 31 December 2023, the Shanghai Park recorded a significant increase by 118.6% in total admission attendance as compared with the corresponding period of 2022 and an increase by 16.6% as compared with the corresponding period of 2019. For the year ended 31 December 2023, the Shanghai Park recorded a significant increase by 132.4% in revenue as compared with the corresponding period of 2022 and an increase by 6.9% as compared with the corresponding period of 2019. During the spring festival of 2024, the Shanghai Park recorded an increase by 12.1% in total number of people buying tickets as compared with the corresponding period of 2023, and recorded a significant increase by 16.5% in total revenue as compared with the corresponding period of 2023.

It proved our efforts in providing high quality tourism and leisure experience and our competitive edge on business model: the high quality and sophisticated Shanghai park will bring a sustainable and stable cash return.

我們的主題公園於2023年的增長及恢復度均超過文旅行業平均水平。根據Euromonitor的數據，我們的主題公園於2023年的增長及恢復度遠超中國主題公園平均水平。我們的主題公園能夠集遊樂、休閒度假、教育科普於一體，內容豐富，因此能夠廣受遊客的喜愛。2024年春節期間，除去新開業的鄭州公園，總購票人數對比2023年同期增長18.3%，主題公園板塊收入約增長15.9%。

**上海項目：**作為我們的旗艦項目，上海公園已成為海洋文化的體驗標桿。得益於正常化的外部環境所帶來的遊客恢復，以及不斷努力提高遊玩體驗所帶來的人均二消增長，我們的入園人數及收入也大幅恢復。截至2023年12月31日止年度，上海公園入園人次對比2022年同期大幅增長118.6%，對比2019年同期亦有增長16.6%。截至2023年12月31日止年度，上海公園收入對比2022年同期大幅增長132.4%，對比2019年同期增長6.9%。2024年春節期間，上海公園總購票人次對比2023年同期增長12.1%，總收入對比2023年同期大幅增長16.5%。

這正證明了我們在提供優質文旅體驗上的努力，以及我們商業模式的優勢：優質的、成熟的上海公園將帶來持續穩定的現金流回報。

Our Shanghai Park is adjacent to Dishui Lake, located in Lin-Gang cultural, commercial and tourism cluster, with a number of well-known cultural and tourism experience projects in the vicinity, including the Yaoxue Ice World, Shanghai Astronomical Museum and the China Maritime Museum. We are expecting such area to become a world-class cultural and sports tourism destination and a carrier of international consumption centre in Shanghai. Our Shanghai Park, as a benchmark of marine culture experience, has already become a leisure and vacation destination in the Yangtze River Delta and even in whole China. To this end, we will further promote the expansion of the Shanghai Park to meet the needs of more tourists for quality cultural tourism. We are expanding the phase II development of the Shanghai Park through asset-light approach, which will incorporate elements such as a hot spring hotel, an ocean-themed hotel, an ocean discovery centre and a specialty hot spring centre, which is expected to open in 2025.

**Zhengzhou Project:** Zhengzhou Park is located in Zhengzhou, an important national transportation hub city in the Central Plains, with two hours of traffic circle covering 450 million people, the potential tourist market is huge. Currently, the Phase I Project of Zhengzhou Park has opened at the end of September 2023, and the size of the entire Zhengzhou Park is 143% of that of the Shanghai Park, with associated facilities including ocean-themed parks, hotels, commercial strip and IP-themed town. The Zhengzhou Project will become another important source of revenue for the Group. We expect that the cash flows of the Zhengzhou Project will turn to positive in 2024.

我們的上海公園毗鄰滴水湖，位於臨港文商旅聚集區內，與周邊多個包括耀雪冰雪世界、上海天文館、中國航海博物館等知名文旅體驗項目相鄰，我們期待該區域成為世界級文體旅遊目的地和上海國際消費中心城市承載地，我們的上海公園作為海洋文化體驗標桿，已然成為長三角地區乃至全國休閒度假目的地。為此，我們將進一步推進上海公園擴張，以滿足更多的遊客對優質文旅的需求。我們通過輕資產的模式擴建上海公園二期項目，將涵蓋溫泉酒店、海洋酒店、海洋探索中心及特色溫泉館等元素，預計於2025年開業。

**鄭州項目：**我們的鄭州公園位於中原地區重要的國家交通樞紐城市鄭州，2小時交通圈可輻射4.5億人口，潛在客源市場巨大。目前鄭州公園一期項目已於2023年9月底開業，整個鄭州公園的面積是我們的上海公園的143%，相關設施包括：海洋主題公園、酒店、商業街、IP主題小鎮。鄭州項目將成為集團另一個重要收入來源。我們預計2024年鄭州項目現金流即會轉正。

## Tourism & Leisure Services and Solutions Segment

More than 20 years of cultural tourism operation has enabled us to accumulate experience and insight in the industry. Therefore, we intensify the development of our tourism & leisure services and solutions business. The Group has set up a strategic product system for the provision of a full cycle of management delivery services under the OAAS (OPERATION AS A SERVICE) model, to precisely develop boutique projects in the “marine tourism + science exploration + family entertainment” three-in-one composite business format.

During the year, we signed a strategic cooperation agreement with Tongzhou District People’s Government of Beijing Municipality, and also signed a cooperation framework agreement with Beijing Tongzhou Urban Construction and Operation Group Co., Ltd. to work collaboratively to develop the Beijing Haichang Ocean Park Project (the “**Beijing Project**”). The location of the Beijing Project is situated at the north side of Universal Studios, the sub-central cultural tourism zone of Beijing, with a total construction area of approximately 140,000 square meters. The Beijing Project is our first project in Beijing. It is also another project led by local state-owned assets authorities and fully operated and managed by the Group, demonstrating that the Group has won further recognition in terms of OAAS business model, dual-engine strategy of “marine culture + IP”. This cooperation will consolidate the advantageous resources from both parties, form an effective synergy with Universal Studios, and help the cultural tourism district to build a brand-based conglomeration for landmark cultural tourism destinations, which will also help boost the overall enhancement in the Group’s market share and revenue. Up to now, the Beijing Project has proceeded to the stage of design.

## 文旅服務及解決方案板塊

逾20年的文旅運營讓我們擁有了對產業的經驗和洞見。因此，我們積極開展文旅服務及解決方案業務，提供全週期OAAS (OPERATION AS A SERVICE)模式管理輸出服務的戰略產品體系，精準打造「海洋旅遊+科學探索+家庭娛樂」三位一體複合業態精品項目。

年內，我們與北京市通州區人民政府簽署戰略合作協議，還與北京通州城市建設運行集團有限公司簽署合作框架協議，將合作開發建設北京海昌海洋公園項目（「**北京項目**」）。北京項目選址位於北京城市副中心文化旅遊區環球影城北側，總建築規模約14萬平方米。北京項目是我們在北京區域的首個項目，也是又一個由地方國資主導投資並由本集團全面運營管理的項目，標誌着OAAS業務模式，「海洋文化+IP」雙引擎戰略得到進一步的認可。此項合作將凝聚雙方優勢資源，與環球影城形成有效聯動，助力文化旅遊區打造地標性文旅目的地品牌集群，亦將有利推動本集團市場佔有率和收入全面提升。截至目前，北京項目已經進入設計階段。

In addition, major projects such as Jinqiao Haichang Penguin Resort Hotel and Phase II Project of Shanghai Park are under construction, and they are expected to open in 2024 and 2025, respectively. On 26 March 2024, we entered into a strategic cooperation framework agreement with Fuzhou New Area Management Committee to work collaboratively to develop Fuzhou Haichang Ocean Park. Up to now, we have certain project potential cooperation opportunities that are still under negotiation.

Boutique aquarium is one of our product lines which we are currently advancing in a rapid manner. Embracing the belief of “Every city deserves to have one Haichang Aquarium/Ocean Exploratorium”, we launched two new brands, namely “Haichang Aquarium” and “Haichang Ocean Exploratorium”, in the first half of 2022. We cooperated with potential local aquariums, which we upgraded to some extent to improve the original landscape and enhance the tourism experience. We also provided a full suite of supporting systems of Haichang and dispatched our experienced staff to provide management support. As of 17 March 2024, we operated 20 marine culture-based and urban family-friendly aquariums. Currently, there are still about 10 boutique aquariums in negotiation. These projects serve as a channel to further increase the attendance through consolidation and management of operating small boutique aquariums by capitalising on our business strengths and experience in marine culture industry. The value, traffic and customers’ experience of the boutique aquariums are further enhanced through integration of Haichang’s premium culture-based tourism and leisure products and sales system, introduction of IP derivatives and leveraging on the cost advantage as a conglomerate and under the scale-up development. For the year ended 31 December 2023, our boutique aquarium recorded a revenue of approximately RMB93.6 million. From January to February 2024, our boutique aquarium recorded an admission revenue of approximately RMB11 million.

此外，大型項目如金橋海昌企鵝度假酒店及上海公園二期項目處於建設階段，預期分別於2024年及2025年開業。於2024年3月26日，我們與福州新區管理委員會簽署戰略合作框架協議，合作開發建設福州海昌海洋公園。截至目前，我們有若干項目潛在合作機會仍在洽談中。

精品海洋館是我們目前推進較快的一條產品線。懷著「每座城市都值得擁有一座海昌海洋（探索）館」的信念，於2022年上半年我們全新推出了「海昌海洋館」、「海昌海洋探索館」的品牌。我們與當地具備潛力的海洋館合作，我們對其進行一定程度的改造，改善原有景觀，提高遊玩體驗，並提供海昌的各類配套系統支持，並派出我們的經驗員工提供管理支持。截至2024年3月17日，我們已運營20座富含海洋文化和城市親子體驗的海洋館。目前仍有約10家精品海洋館處於洽商當中。該等項目為利用我們在海洋文化上的經營優勢和經驗，通過整合託管在運營的精品小型海洋館持續擴大我們的遊客規模。通過植入海昌的優質文旅產品、營銷體系、引進IP衍生品、利用集團化規模化成本優勢持續提升精品海洋館的價值、流量，提升客戶體驗。截至2023年12月31日止年度，我們精品海洋館收入約為人民幣93.6百萬元。2024年1至2月，我們精品海洋館入館收入約為人民幣11百萬元。

China still has an enormous regional culture-based tourism and leisure market and the demand for high quality tourism and leisure products of the huge regional consumer population. Thus, we plan and hope that we are able to provide a more diversified range of quality products and services for China's massive family tourism and leisure market and speed up on the extensive expansion of geographical presence across China. We will also continue to adjust our portfolio of boutique aquariums to meet our requirements for their efficiency. Furthermore, we will integrate our new IP merchandises business into the chain aquariums. In the future, we will continue to introduce our premium products of new IP merchandises into our operating projects, endeavouring to further meet the demand for the premium IP products of the consumers in the region, thus enhancing the overall profitability for the projects.

In addition, our other product series, the "Children's Snow and Ice Center" project, was officially launched in Bao'an District, Shenzhen in April 2023. Covering an area of approximately 2,200 square meters, the project offers a snow-based experience of real ice and snow through the use of patented technology to restore natural snowfall in a purely physical way, differentiating it from the current ice-based ice and snow projects in the market, ensuring a unique experience. Meanwhile, combined with IP operation, the ice and snow park with exotic customs and magical cultural background is created through multiple scene elements, presenting a rich and colorful interactive experience. The opening of the project will mark the launch of the Group's new product series, which will serve as a starting point for future expansion and deployment of more projects nationwide. This project generated a positive cash flow in 2023, proving the feasibility of such product.

中國仍有龐大的區域休閒文旅市場，以及仍有龐大的對優質文旅休閒產品具備需求的區域消費者群體。因此，我們計劃希望能夠為中國龐大的親子家庭旅遊休閒市場，提供更加豐富和優質的產品及服務，加速全國範圍的量級佈局。我們也會不斷地對我們的精品海洋館組合進行調整，以滿足我們對其的效益要求。此外，我們也會將我們的IP新零售業務與連鎖海洋館相結合，未來將持續為我們運營的項目引入我們優質的IP新零售產品，不斷滿足區域消費者對優質IP產品的需求，提升項目綜合盈利能力。

此外，我們另一條產品線少兒冰雪中心項目已於2023年4月在深圳寶安區正式落地。該項目佔地約2,200平米，通過專利技術以純物理方式還原天然降雪，提供以雪為主的真冰真雪體驗，區別當前市場上以冰為主的冰雪項目，確保項目獨特體驗。同時結合IP運營通過多重場景元素打造具有異域風情以及神奇文化背景的冰雪樂園，呈現豐富多彩的互動體驗。項目開業標誌著本集團新的產品線落地，以此為起點未來在全國範圍內拓展佈局更多項目。該項目於2023年產生正現金流，驗證了該產品的正確性。

## IP Operation New Consumption Business

We have started to shape the landscape of IP operation products in the market segment which we are familiar with. We seek to develop a unique IP operation product platform on which it will, in continued partnership with owners of globally influential IPs, commercialise and integrate such IPs into our theme parks, scenic spots, lifestyle hotels, commercial buildings and other on-ground consumption and entertainment premises for the development of new business formats with IP + new scenarios.

We will strive to further diversify our IP portfolio. Currently, we have been granted the IP license of the ULTRAMAN Series (details of which can be found in the announcements of the Company dated 30 December 2021, 18 April 2022 and 27 June 2022 published on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). We have also entered into cooperation with Toei Animation Enterprises Limited and were granted relevant license of works under the animated television series “ONE PIECE” for carrying out a series of commercial cooperation. We are also in negotiations with a number of extraordinary IP owners for possible cooperation. On the other hand, we are developing Haichang’s proprietary IPs, such as Fat Douding. Fat Douding is the first baby killer whale bred in the Shanghai Park. Other than those charming and oceanic proprietary IPs, we have developed a distinctive oceanic IP, Celestra Queen. These IPs have debuted in the shows at the ULTRAMAN Theatre in the Shanghai Haichang Ocean Park, and received countless commendation after the shows. We will further operate our proprietary IPs in the future.

In addition to introducing the IP-themed pavilions in our own parks, we are also actively expanding other channels. Currently, we plan to first launch our IP-themed pavilions in other scenic spots, parks, shopping malls and other crowded areas. Our influential IP and excellent IP products will be popular among local tourists, which is a proven successful commercialisation opportunity. We expect to open theme pavilions in non self-owned scenic areas as soon as possible, which will lay a solid foundation for the rapid market-wide development of IP business in the future. Besides, we also launched several activities in 2023, including Baby Shark-themed rooms, restaurants, shops and parade products, and achieved success in attracting visitors.

## IP運營新消費業務

我們已經在我們熟悉的細分賽道中初步建立IP運營品的版圖。我們希望打造一個獨一無二的IP運營品平台，通過持續與全球有影響力的IP合作，將IP商品化與主題公園、景區、生活方式酒店、商業物業等地面消費娛樂場景融合，實現IP+新場景的新業態。

我們會不斷豐富我們的IP儲備。目前我們已經獲得「奧特曼ULTRAMAN」系列的IP合作授權（詳情參考本公司於2021年12月30日、2022年4月18日、2022年6月27日香港聯合交易所有限公司（「聯交所」）之公告）。我們亦和東映動畫企業有限公司合作，獲得電視動畫《航海王》作品相關授權，開展一系列商業合作。我們仍和諸多優秀IP持有方進行潛在的合作商討。我們亦在開發海昌的自有IP，如胖豆丁，胖豆丁為第一隻在上海公園繁育的虎鯨寶寶。除了富有親和力的海洋特色自有IP，我們亦開發了符合海洋的特有IP藍星女王海靈兒，該等IP已在上海海昌海洋公園的奧特曼舞台劇中登台。一經演出，已收獲無數好評。未來我們將進一步運營我們的自有IP。

除了在我們自有的公園裡落地IP主題館之外，我們也在積極地拓展其他的落地渠道。目前我們的計劃是優先在其他景區、公園、商場等人流匯聚區落地我們的IP主題館。憑藉著有影響力的IP及出色的IP產品，我們的產品將會受到當地遊客的歡迎。這是被驗證過成功的商業化機會。我們預計將盡快在非自有景區落地主題館，為未來全市場成規模快速發展IP業務打下堅實基礎。此外，我們於2023年推出數場Baby Shark主題客房、餐廳、商店及巡遊產品等活動並成功吸引到遊客。

	Type 類型	Area 面積	Year of opening 開業時間	
Shanghai Haichang Ocean Park 上海海昌海洋公園	ULTRAMAN-themed pavilion 奧特曼主題館	2,226 square metres 2,226m <sup>2</sup>	July 2022 2022年7月	Self-owned scenic areas 自有景區
Shanghai Haichang Ocean Park 上海海昌海洋公園	ULTRAMAN-themed hotel 奧特曼主題酒店	105 rooms 105間房	January 2023 2023年1月	Self-owned scenic areas 自有景區
Zhengzhou Haichang Ocean Park 鄭州海昌海洋公園	ULTRAMAN-themed pavilion 奧特曼主題館	1,330 square metres 1,330m <sup>2</sup>	September 2023 2023年9月	Self-owned scenic areas 自有景區
Zhengzhou Haichang Ocean Park 鄭州海昌海洋公園	ULTRAMAN town 奧特曼小鎮	10,526 square metres 10,526m <sup>2</sup>	January 2024 2024年1月	Self-owned scenic areas 自有景區
Zhengzhou Haichang Ocean Park 鄭州海昌海洋公園	ULTRAMAN-themed hotel 奧特曼主題酒店	105 rooms 105間房	January 2024 2024年1月	Self-owned scenic areas 自有景區
Dalian Discoveryland 大連發現王國	ULTRAMAN-themed pavilion 奧特曼主題館	4,147 square metres 4,147m <sup>2</sup>	May 2023 2023年5月	Self-owned scenic areas 自有景區
Chengdu Happy Valley 成都歡樂谷	ULTRAMAN-themed pavilion 奧特曼主題館	2,650 square metres 2,650m <sup>2</sup>	June 2023 2023年6月	Non self-owned scenic areas 非自有景區
Shanghai Haichang Ocean Park 上海海昌海洋公園	ONE PIECE-themed pavilion 航海王主題館	820 square metres 820m <sup>2</sup>	June 2023 2023年6月	Self-owned scenic areas 自有景區
Dalian Discoveryland 大連發現王國	ONE PIECE-themed pavilion 航海王主題館	1,190 square metres 1,190m <sup>2</sup>	June 2023 2023年6月	Self-owned scenic areas 自有景區

## OUTLOOK

Leveraging on our abundant experience in cultural and tourism operation, we will continue to make unremitting efforts to expand and extend our business.

We are still a growing enterprise. The following are our next new projects with high visibility, but we do not guarantee that all of such projects can be fully implemented:

## 未來展望

以豐富的文旅運營經驗為基礎，我們將繼續不斷拓展我們業務的寬度與深度。

我們仍是一家不斷成長的企業。以下是我們接下來能見度較高的新項目，但我們並不保證所有項目能完全落地：

	Type 類型	Expected year of opening 預期開業時間	
Jinqiao Haichang Penguin Resort Hotel 金橋海昌企鵝度假酒店	Resort hotel 度假酒店	2024 2024	Operated by Haichang 海昌運營
Phase II Project of Zhengzhou Haichang Ocean Park 鄭州海昌海洋公園二期項目	Theme park 主題公園	2024 2024	Self-owned and operated by Haichang 海昌自有並運營
Phase II Project of Shanghai Haichang Ocean Park 上海海昌海洋公園二期項目	Theme park 主題公園	2025 2025	Operated by Haichang 海昌運營
Beijing Haichang Ocean Park Project 北京海昌海洋公園項目	Theme park 主題公園	2026-2027 2026-2027	Operated by Haichang 海昌運營
Haichang Ocean Park Project in the Kingdom of Saudi Arabia 沙特阿拉伯王國海昌海洋公園項目	Theme park 主題公園	2030 2030	Operated by Haichang 海昌運營

In addition to large-scale new projects, we still have much growth potential, including the operation and optimization of existing tourism and leisure projects, the accelerated deep integration of IPs with theme parks, the commercialisation opportunity of IP-themed pavilions, the deliveries of local tourism and leisure projects, etc.

In addition, we also hope to deploy more focus on our operation. We will conduct further in-depth exploration on the path of capitalization to further improve our capital structure. Except for future projects which will be developed under asset-light model in principle, we will also actively pursue an innovative financing model for our existing heavy assets, releasing restricted capital to provide strong financial support for the rapid growth of the Group in future. Meanwhile, we will explore business models with value-added assets empowered by Haichang's operations.

除了新的大型項目之外，我們仍有許多增長空間，包括現有文旅項目的運營優化、加快IP與主題公園的深度融合、IP主題館的商業化機會、地方文旅項目輸出等等。

另外，我們也希望我們能夠更聚焦於運營，我們將對資本化道路進行進一步的探索，進一步改善資本結構。除了未來的項目原則上採用輕資產的開發模式外，我們也會對現有重資產積極尋求創新融資新模式，釋放束縛資金，為集團未來快速增長提供資金的大力支持，同時探索通過海昌運營賦能資產升值的商業模式。



## FINANCIAL REVIEW

### Revenue

For the year ended 31 December 2023, the Group recorded a turnover of approximately RMB1,816.8 million (2022: approximately RMB793.0 million), representing an increase of approximately 129.1% when compared with last year, primarily attributable to the fact that both our park operation business and tourism & leisure services and solutions business recorded a substantial increase in revenue thanks to the rebound of tourism & leisure market, as well as the newly opening of our Zhengzhou Park in 2023.

### 財務回顧

#### 收入

截至2023年12月31日止年度，本集團錄得營業額約人民幣1,816.8百萬元（2022年：約人民幣793.0百萬元），較上年度增長約129.1%，主要由於文旅市場實現反彈以及鄭州公園於2023年新開業，公園運營業務收入及文旅服務及解決方案業務收入均有較大增加所致。

		As at 31 December 截至12月31日			
		2023 2023年		2022 2022年	
		RMB'000 人民幣千元	% %	RMB'000 人民幣千元	% %
Revenue by business	按業務劃分的收入				
Park operations	公園運營	1,687,376	92.9%	748,941	94.4%
Tourism & leisure services and solutions	文旅服務及解決方案	129,466	7.1%	44,047	5.6%
<b>Total</b>	<b>總計</b>	<b>1,816,842</b>	<b>100.0%</b>	<b>792,988</b>	<b>100.0%</b>



Revenue generated from the Group's park operations segment increased by approximately 125.3% from approximately RMB748.9 million in 2022 to approximately RMB1,687.4 million in 2023.

Revenue generated from the Group's tourism and leisure services and solutions segment increased by approximately 193.9% from approximately RMB44.0 million in 2022 to approximately RMB129.5 million in 2023.

### Cost of Sales

The Group's cost of sales increased by approximately 26.8% from approximately RMB1,071.7 million in 2022 to approximately RMB1,359.4 million in 2023, which is attributable to the growth in revenue.

### Gross Profit/(Loss)

For the year ended 31 December 2023, the Group's overall gross profit was approximately RMB457.5 million (2022: gross loss of approximately RMB278.7 million), resulting in an overall gross profit margin of approximately 25.2% (2022: gross loss margin of approximately 35.1%), primarily attributable to the substantial increase in revenue post the pandemic.

### Other Income and Gains

The Group's other income and gains increased by approximately 68.8% from approximately RMB181.5 million in 2022 to approximately RMB306.5 million in 2023, primarily due to the fair value gains on investment properties, gain on disposal of an associate and dividend income from financial assets.

### Selling and Marketing Expenses

The Group's selling and marketing expenses increased by approximately 63.7% from approximately RMB85.0 million in 2022 to approximately RMB139.2 million in 2023, primarily attributable to strengthened marketing efforts post the pandemic and increased selling and marketing expenses incurred as a result of the opening of Zhengzhou Park.

來自本集團公園營運分部的收入由2022年約人民幣748.9百萬元增長約125.3%至2023年約人民幣1,687.4百萬元。

來自本集團文旅服務及解決方案分部的收入由2022年約人民幣44.0百萬元增長約193.9%至2023年約人民幣129.5百萬元。

### 銷售成本

本集團的銷售成本由2022年約人民幣1,071.7百萬元，提升約26.8%至2023年約人民幣1,359.4百萬元，乃由於收入增長所致。

### 毛利／(損)

截至2023年12月31日止年度，本集團的整體毛利約為人民幣457.5百萬元（2022年：毛損約人民幣278.7百萬元），因此整體毛利率約為25.2%（2022年：毛損率約35.1%），主要由於疫情後收入大幅增加導致。

### 其他收入及收益

本集團其他收入及收益由2022年約人民幣181.5百萬元，增加約68.8%至2023年的約人民幣306.5百萬元，主要由於投資物業公允價值收益、出售一間聯營公司收益以及金融資產股息收入。

### 銷售及市場推廣開支

本集團的銷售及市場推廣開支由2022年約人民幣85.0百萬元，增加約63.7%至2023年的約人民幣139.2百萬元，主要由於疫情後市場推廣加強以及鄭州公園開業帶來銷售及市場推廣開支的增加所致。



### Administrative Expenses

The Group's administrative expenses decreased by approximately 22.5% from approximately RMB606.4 million in 2022 to approximately RMB469.8 million in 2023, primarily due to the long-term assets impairment of RMB148 million in 2022.

### Finance Costs

The Group's finance costs increased by approximately 2.5% from approximately RMB314.9 million in 2022 to approximately RMB322.6 million in 2023, primarily due to the fact that more interest-bearing debt incurred in 2023 in order to support Zhengzhou Park.

### 行政費用

本集團的行政費用由2022年約人民幣606.4百萬元，降低約22.5%至2023年約人民幣469.8百萬元，主要由於2022年長期資產減值人民幣148百萬元導致。

### 財務成本

本集團的財務成本由2022年的約人民幣314.9百萬元，增加約2.5%至2023年的約人民幣322.6百萬元，主要由於為支持鄭州公園2023年產生更多計息債務。

### Income Tax Credit

The Group recorded an income tax credit of approximately RMB9.5 million in 2022 and an credit of approximately RMB4.2 million in 2023, primarily due to the effects of deferred income tax.

### Loss for the Year

As a result of the foregoing, the Group realised a loss for the year ended 31 December 2023 of approximately RMB181.9 million (2022: loss of approximately RMB1,408.9 million) with a net loss margin of approximately 10.0% (2022: net loss margin of approximately 177.7%). For the same period, loss attributable to owners of the parent amounted to approximately RMB197.3 million (2022: loss attributable to owners of the parent of approximately RMB1,395.9 million).

### Non-IFRSs Measure

In order to supplement the Group's consolidated financial statements, which are presented in accordance with IFRSs, the Group uses adjusted EBITDA profit/(loss) as an additional financial measure. The Group presents the financial measure because it is used by the Group's management to evaluate the Group's

### 所得稅抵免

本集團於2022年錄得所得稅抵免約人民幣9.5百萬元，而2023年則錄得抵免約人民幣4.2百萬元，主要由於遞延所得稅的影響。

### 年內虧損

由於上文所述原因，本集團於截至2023年12月31日止年度實現虧損約人民幣181.9百萬元（2022年：虧損約人民幣1,408.9百萬元），淨虧損率約10.0%（2022年：淨虧損率約177.7%）。於同期間，母公司擁有人應佔虧損約人民幣197.3百萬元（2022年：母公司擁有人應佔虧損約人民幣1,395.9百萬元）。

### 非國際財務報告準則計量

為補充本集團按照國際財務報告準則呈列的合併財務報表，本集團將經調整EBITDA利潤／（虧損）作為額外財務計量。本集團呈列該等財務計量乃由於本集團管理層使用該等財務計量，透過撤



financial performance by eliminating the impact of certain items that the Group does not consider to be indicative of the Group's performance during the reporting period. The Group also believes that the non-IFRSs measure provides additional information to investors and others in their understanding and evaluating the Group's results of operations in the same manner as it helps the Group's management. The non-IFRSs measure provides an unbiased presentation for investors for understanding. However, the non-IFRSs measure does not have the standardized meaning prescribed by IFRSs and therefore it may not be comparable to similar measures presented by other companies listed on the Stock Exchange.

### Adjusted EBITDA Profit/(Loss)

For the year ended 31 December 2023, adjusted EBITDA profit was RMB458.9 million (2022: loss of approximately RMB423.2 million), primarily attributable to a significant increase in revenue resulting from the rebound of tourism and leisure market.

The following table sets out the adjustments of adjusted EBITDA for the periods indicated:

除於報告期本集團認為對本集團表現不具指示性的若干項目的影響以評估本集團的財務表現。本集團亦認為此非國際財務報告準則計量為投資者及其他人士提供額外資料，有助於彼等與本集團管理層採用同樣方式理解並評估本集團經營業績。該非國際財務報告準則為投資者提供公正的陳述以理解。然而此非國際財務報告準則計量並未具有國際財務報告準則規定的標準化涵義，因此可能與其他在聯交所上市的公司所呈列的類似措施不具可比性。

### 經調整EBITDA利潤／(虧損)

截至2023年12月31日止年度經調整後EBITDA盈利為人民幣458.9百萬元(2022年：虧損約人民幣423.2百萬元)，主要是由於文旅市場實現反彈收入有較大增加。

下表為呈列期間經調整EBITDA的調節：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Earnings/(loss) before interest and tax	息稅前利潤／(虧損)	102,282	(1,122,978)
– Depreciation and amortization	– 折舊攤銷	405,245	350,021
– Changes in fair value of investment properties	– 投資物業公允價值變動	(48,648)	179,830
– Impairment of property, plant and equipment and intangible assets	– 物業、廠房及設備以及無形資產減值	–	148,114
– Impairment of completed properties held for sale	– 持作出售的已落成物業減值	–	21,810
<b>Adjusted EBITDA profit/(loss)</b>	<b>調整後EBITDA利潤／(虧損)</b>	<b>458,879</b>	<b>(423,203)</b>



## Capital Expenditure

Our major capital expenditure was primarily incurred for park construction, park renovation and facility upgrade. We funded our capital expenditure from our internal resources, bank borrowings and leases. For the years ended 31 December 2022 and 2023, the Group's capital expenditure amounted to RMB804.1 million and RMB1,317.4 million, respectively.

## Liquidity and Financial Resources

As at 31 December 2023, the Group had current assets of approximately RMB2,718.1 million (2022: approximately RMB2,847.4 million). As at 31 December 2023, the Group had cash and bank deposits of approximately RMB1,702.3 million (2022: approximately RMB1,244.6 million).

Total equity of the Group as at 31 December 2023 was approximately RMB2,518.4 million (2022: approximately RMB2,676.3 million). As at 31 December 2023, total interest-bearing bank and other borrowings of the Group amounted to approximately RMB6,142.9 million (2022: approximately RMB5,149.2 million). As at 31 December 2023, total lease liabilities of the Group amounted to approximately RMB156.1 million (2022: approximately RMB118.6 million).

As at 31 December 2023, the Group had a net gearing ratio of approximately 182.5% (as at 31 December 2022: approximately 150.3%). The net liabilities of the Group included interest-bearing bank and other borrowings and lease liabilities, less cash and cash equivalents.

As indicated by the above figures, the Group has maintained stable financial resources to meet its future commitments and future investments for expansion. The Board believes that the existing financial resources will be sufficient to execute future expansion plans of the Group and the Group will be able to obtain additional financing on favourable terms as and when necessary.

## 資本開支

我們的主要資本開支包括公園建設、公園改造及設備更新。我們的資本開支資金來源於我們的內部資源、銀行借款及租賃。截至2022年及2023年12月31日止年度本集團資本開支金額分別為人民幣804.1百萬元及人民幣1,317.4百萬元。

## 流動資金及財務資源

於2023年12月31日，本集團的流動資產約為人民幣2,718.1百萬元（2022年：約人民幣2,847.4百萬元）。於2023年12月31日，本集團的現金及銀行存款約為人民幣1,702.3百萬元（2022年：約人民幣1,244.6百萬元）。

於2023年12月31日，本集團總權益約為人民幣2,518.4百萬元（2022年：約人民幣2,676.3百萬元）。於2023年12月31日，本集團的計息銀行及其他借款總額約為人民幣6,142.9百萬元（2022年：約人民幣5,149.2百萬元）。於2023年12月31日，本集團的租賃負債總額約為人民幣156.1百萬元（2022年：約人民幣118.6百萬元）。

於2023年12月31日，本集團的淨負債比率約為182.5%（於2022年12月31日：約150.3%）。本集團淨負債包括計息銀行及其他借款及租賃負債，減現金及現金等值物。

上述數字顯示，本集團擁有穩健財務資源，可應付其未來承擔及未來投資以進行擴展。董事會相信，現有財務資源將足夠讓本集團執行未來擴展計劃，而於有需要時，本集團亦能夠按有利條款獲取額外融資。

## CAPITAL STRUCTURE

The share capital of the Company comprised only ordinary shares for the year ended 31 December 2023.

## CONTINGENT LIABILITIES

Certain suppliers of the Group filed claims to the People's Court of Pudong New Area in Chinese Mainland against the Group for overdue payments of construction costs of approximately RMB12,585,000 and the interests arising from the overdue payments of construction costs of approximately RMB305,000. As at 31 December 2023, a bank account of the Group of RMB2,592,000 was frozen by People's Court of Pudong New Area for property preservation. As at the date of this annual report, the trials of the cases are yet to be scheduled. The Group has made full provision for payments of construction costs due to the possibility of the Group taking settlement responsibility on the basis of the available evidence and legal advice taken. The Directors of the Company are of the opinion that, the interests claimed are without merits and the possibility for the Group to be subject to additional interest claims is remote and no provision has been made for the interests claimed.

## 資本架構

截至2023年12月31日止年度，本公司的股本僅由普通股組成。

## 或然負債

本集團若干供應商入稟中國內地浦東新區人民法院，向本集團索償逾期的建築成本款項約人民幣12,585,000元及由於有關逾期建築成本款項產生的利息約人民幣305,000元。於2023年12月31日，本集團銀行賬戶涉款人民幣2,592,000元已被浦東新區人民法院凍結作財產保全。於本年報日期，案件尚未排期審訊。基於現有證據及已聽取法律意見，考慮到本集團須承擔付款責任的可能性，本集團已就建築成本款項作全數撥備。本公司董事認為，索償利息並無法律依據，且本集團須支付額外利息索償款的可能性極低，故並無就所索償利息作出撥備。





## FOREIGN EXCHANGE RATE RISK

The Group mainly operates in the PRC. Other than bank deposits denominated in foreign currencies, the Group is not exposed to any material risk related to fluctuations in foreign exchange rates. The Directors do not expect any material adverse effect on the operation of the Group arising from any fluctuation in the exchange rate of RMB.

## CAPITAL COMMITMENTS

For the year ended 31 December 2023, the Group had capital commitments of approximately RMB643.6 million (2022: RMB608.4 million), which shall be funded through a variety of means, including cash generated from operations, bank financing etc.

## 外匯匯率風險

本集團主要在中國營業。除以外幣計值的銀行存款外，本集團並無面對任何有關外匯匯率波動的重大風險。董事預期人民幣匯率的任何波動對本集團之運營不會有重大不利影響。

## 資本承擔

截至2023年12月31日止年度，本集團的資本承擔約為人民幣643.6百萬元（2022年：人民幣608.4百萬元），資金將來自營運產生的現金、銀行融資等多個渠道。



## STAFF POLICY

As at 31 December 2023, the Group had a total of 3,725 full-time employees (2022: 3,060 full-time employees). The Group offers a comprehensive and competitive remuneration, retirement scheme and benefit packages to its employees. Discretionary bonus is offered to the Group's staff depending on their work performance. The Group and its employees are required to make contributions to social insurance schemes including the pension insurance and unemployment insurance at the rates specified in relevant laws and regulations.

The Group sets its emolument policy with reference to the prevailing market conditions and individual performance and experience.

## SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save as disclosed in this annual report, during the year ended 31 December 2023, the Group did not have any significant investments, material acquisitions or disposals of subsidiaries, associates or joint ventures.

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this annual report, during the year ended 31 December 2023, the Group did not have other plans for material investments or capital assets.

## 僱員政策

於2023年12月31日，本集團合共有3,725名全職僱員（2022年：3,060名全職僱員）。本集團向其僱員提供全面而具吸引力的薪酬、退休計劃及福利待遇，亦會按本集團員工的工作表現而酌情發放獎金。本集團與其僱員須按有關法律及法規列明的比率向社會保險計劃（包括養老保險和失業保險）供款。

本集團根據當時市況及個人表現與經驗，釐定薪酬政策。

## 所持重大投資、附屬公司、聯營公司及合營企業的重大收購及出售

除本年報所披露者外，截至2023年12月31日止年度內，本集團並無任何重大投資、附屬公司、聯營公司或合營企業的重大收購或出售。

## 未來作重大投資或購入資本資產的計劃

除本年報所披露者外，截至2023年12月31日止年度內，本集團並無其他作重大投資或購入資本資產的計劃。

# 董事及高級管理層 DIRECTORS AND SENIOR MANAGEMENT

## AN OVERVIEW OF DIRECTORS AND SENIOR MANAGEMENT

The Board currently consists of nine Directors, three of whom are independent non-executive Directors. The Directors were appointed by the Board. According to the articles of association of the Company (the “**Articles of Association**”), not less than one-third of the Directors must retire from office by rotation at an annual general meeting provided that every Director is subject to retirement by rotation at least once every three years and any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board will hold office until the next following general meeting of the Company after his/her appointment.

The Board is responsible and has general powers for the management and conduct of the Company’s business. The following table sets out certain information concerning the Directors during the year ended 31 December 2023:

## 董事及高級管理層概覽

董事會現時包括九名董事，其中三名為獨立非執行董事。各董事均由董事會委任。根據本公司之組織章程細則（「**章程細則**」），不少於三分之一董事須於股東週年大會上輪值退任，惟每名董事均須每三年最少輪值退任一次，而獲董事會委任以填補臨時空缺或作為新增董事會名額的任何董事之任期直至其獲委任後本公司舉行下一次股東大會為止。

董事會負責本公司業務之管理及開展，並對此具有全面權力。下表載列於截至2023年12月31日止年度有關董事的若干資料：

Name 姓名	Age 年齡	Date of appointment(s) 獲委任日期	Other Position/title, job responsibilities and relationship with other Directors 其他職位／職銜、職責及與其他董事的關係
<b>Executive Directors 執行董事</b>			
Qu Naijie 曲乃杰	63	5 January 2022 2022年1月5日	Chief Executive Officer, chairman of the Board and chairman of the nomination committee of the Company (the “ <b>Nomination Committee</b> ”) Primarily responsible for the overall management of the Group Father of Mr. Qu Cheng 行政總裁、董事會主席及本公司提名委員會（「 <b>提名委員會</b> 」）主席 主要負責本集團的全面管理工作 曲程先生的父親
Qu Cheng 曲程	36	25 May 2016 2016年5月25日	Mainly participates in discussion of corporate development strategies and project investment and other businesses Son of Mr. Qu Naijie 主要參與企業發展策略討論、項目投資等方面業務 曲乃杰先生的兒子
Li Kehui 李珂暉	50	17 November 2023 2023年11月17日	Senior Vice President ( <i>Person-In-Charge</i> ) 高級副總裁 ( <i>主持工作</i> )

## DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Name 姓名	Age 年齡	Date of appointment(s) 獲委任日期	Other Position/title, job responsibilities and relationship with other Directors 其他職位／職銜、職責及與其他董事的關係
Zhang Jianbin 張建斌	50	5 January 2022 (note 1) 2022年1月5日(附註1)	Executive President Responsible for the overall operational management of the Group 執行總裁 全面負責本集團經營管理工作
<b>Non-executive Directors 非執行董事</b>			
Wang Xuguang 王旭光	55	5 January 2022 2022年1月5日	A member of the remuneration committee of the Company (the "Remuneration Committee") Primarily responsible for overall strategic planning and overseeing the general corporate, financial and compliance affairs of the Group 本公司薪酬委員會(「薪酬委員會」)成員 主要負責整體策略規劃及監督本集團一般企業、財務及合規事宜
Wu Tongtong 吳桐桐	44	3 July 2023 2023年7月3日	Primarily responsible for strategic planning and overseeing the general corporate, financial and compliance affairs of the Group 主要負責策略規劃及監督本集團一般企業、財務及合規事宜
Yuan Bing 袁兵	55	24 August 2012 2012年8月24日	Chairman of the risk management and corporate governance committee of the Company (the "Risk Management and Corporate Governance Committee") Primarily responsible for strategic planning and overseeing the general corporate, financial and compliance affairs of the Group 本公司風險管理及企業管治委員會(「風險管理及企業管治委員會」)主席 主要負責策略規劃及監督本集團一般企業、財務及合規事宜
Li Hao 李浩	42	27 August 2018 (note 2) 2018年8月27日 (附註2)	Primarily responsible for strategic planning and overseeing the general corporate, financial and compliance affairs of the Group 主要負責策略規劃及監督本集團一般企業、財務及合規事宜

Name 姓名	Age 年齡	Date of appointment(s) 獲委任日期	Other Position/title, job responsibilities and relationship with other Directors 其他職位／職銜、職責及與其他董事的關係
<b>Independent Non-executive Directors 獨立非執行董事</b>			
Zhu Yuchen 朱玉辰	63	9 June 2023 2023年6月9日	Chairman of the audit committee of the Company (the " <b>Audit Committee</b> ") and a member of the Remuneration Committee, Risk management and Corporate Governance Committee and independent board committee of the Company (the " <b>Independent Board Committee</b> ") Primarily responsible for supervising and providing independent judgment to the Board 本公司審核委員會(「 <b>審核委員會</b> 」)主席及薪酬委員會、風險管理及企業管治委員會及本公司獨立董事委員會(「 <b>獨立董事委員會</b> 」)成員 主要負責監督董事會及為其提供獨立判斷
Wang Jun 王軍	67	19 December 2019 2019年12月19日	Chairman of the Remuneration Committee and Independent Board Committee and a member of the audit committee and Nomination Committee Primarily responsible for supervising and providing independent judgment to the Board 薪酬委員會及獨立董事委員會主席及審核委員會及提名委員會成員 主要負責監督本公司董事會及為其提供獨立判斷
Shen Han 沈涵	48	31 October 2023 2023年10月31日	A member of the Audit Committee, Nomination Committee, risk management and corporate governance committee and Independent Board Committee Primarily responsible for supervising and providing independent judgment to the Board 審核委員會、提名委員會、風險管理及企業管治委員會及獨立董事委員會成員 主要負責監督董事會及為其提供獨立判斷

## DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Name 姓名	Age 年齡	Date of appointment(s) 獲委任日期	Other Position/title, job responsibilities and relationship with other Directors 其他職位／職銜、職責及與其他董事的關係
Chen Guohui 陳國輝	68	25 January 2017 (note 3) 2017年1月25日 (附註3)	Chairman of the Audit Committee and a member of the Remuneration Committee, Risk Management and Corporate Governance Committee and Independent Board Committee Primarily responsible for supervising and providing independent judgment to the Board 審核委員會主席及薪酬委員會、風險管理及企業管治委員會及獨立董事委員會成員 主要負責監督董事會及為其提供獨立判斷
Zhang Meng 張夢	60	25 January 2017 (note 3) 2017年1月25日 (附註3)	A member of the Audit Committee, Nomination Committee, Risk Management and Corporate Governance Committee and Independent Board Committee Primarily responsible for supervising and providing independent judgment to the Board 審核委員會、提名委員會、風險管理及企業管治委員會及獨立董事委員會成員 主要負責監督董事會及為其提供獨立判斷

### Notes:

1. Zhang Jianbin resigned as an executive Director and executive president on 17 November 2023.
2. Li Hao resigned as a non-executive Director on 3 July 2023.
3. Chen Guohui and Zhang Meng retired as the independent non-executive Directors on 9 June 2023.

### 附註：

1. 張建斌於2023年11月17日辭任執行董事兼執行總裁。
2. 李浩於2023年7月3日辭任非執行董事。
3. 陳國輝及張夢於2023年6月9日退任獨立非執行董事。

## EXECUTIVE DIRECTORS

**Qu Naijie**, aged 63, the founder and chief executive officer of the Company who has over 30 years of experience in corporation management and operations. He commenced oil trading and marine transportation businesses in 1992, and set up Dalian Haichang (Group) Co., Ltd. in 1998. In 1999, the Group tapped into the theme park industry in China under the leadership of Mr. Qu. In 2002, Mr. Qu led the construction and operation of Polar Aquarium in Dalian Laohutan Ocean Park, the first polar aquarium in China. The project was rated as a national 5A tourist attraction by China National Tourism Administration (CNTA) in June 2007. Since 2002, Mr. Qu has further led the construction and operation of 11 different kinds of cultural tourism projects in various major cities nationwide, which has promoted the development of theme park industry in China. In May 2015, Mr. Qu received “China’s Outstanding Contribution Award for Tourism Industry – Feima Award (中國旅遊產業傑出貢獻獎(飛馬獎))”, an award first set up and granted by CNTA. He was appointed as a member of the Board of the Company in November 2011, has acted as the chairman of the Board and a non-executive Director of the Company since February 2014 and has acted as the chairman of the Board, an executive Director and the chief executive officer of the Company since January 2022.

Mr. Qu was appointed as a director of Haichang Holdings (Asia) Ltd. (“Haichang Asia BVI”) and Haichang Holdings (Hong Kong) Limited (“Haichang Holdings HK”) in 2011 and became the chairman of the board of directors of such two companies in September 2013.

## 執行董事

**曲乃杰**，63歲，是本公司的創始人兼行政總裁，擁有三十餘年的企業管理和運營經驗。他於1992年開始經營石油貿易和船舶運輸業務，並於1998年創立了大連海昌集團有限公司。1999年，曲先生領導本集團進軍中國主題公園行業，於2002年建設運營了中國首座極地海洋館——大連老虎灘海洋公園極地館，該項目於2007年6月被國家旅遊局評定為國家5A級旅遊景區。曲先生於2002年起進一步領導本公司在全國多個重點城市建設運營了十一座不同類型的文旅項目，推動了中國主題公園行業的發展。2015年5月，曲先生榮獲國家旅遊局首次設立並頒發的「中國旅遊產業傑出貢獻獎(飛馬獎)」。他曾於2011年11月獲委任為本公司董事會成員、於2014年2月起擔任本公司董事會主席兼非執行董事，並於2022年1月起擔任本公司董事會主席、執行董事兼行政總裁。

曲先生於2011年獲委任為海昌控股(亞洲)有限公司(「海昌亞洲BVI」)及海昌控股(香港)有限公司(「海昌控股香港」)董事，並於2013年9月成為這兩家公司的董事會主席。

**Qu Cheng**, aged 36, was appointed to the Board and designated as an executive Director on 25 May 2016. Mr. Qu Cheng is the son of Mr. Qu Naijie, an executive Director and the chairman of the Board. Mr. Qu Cheng is the controlling shareholder of the Company. Mr. Qu obtained a bachelor's degree in geography from King's College, the University of London in July 2010, and he is proficient in Chinese, English, French and Latin. While in college, Mr. Qu had internships at a number of internationally renowned financial institutions. From December 2012 to October 2013, he served at the headquarters of the Global Commercial and Alternative Investment of Orix Group, mainly responsible for fund management, fund investment, strategic and financial investment, project financing and financial consultancy, etc. From November 2013, he started to familiarise himself with the business segments of the Company and its subsidiaries, and mainly participated in discussions about corporate development strategy and project investment.

**Li Kehui**, aged 50, has been appointed as an executive Director and the Senior Vice President (Person-In-Charge) of the Company since 17 November 2023. Mr. Li has over 28 years of extensive experience in business operation and management in the field of cultural tourism, as well as governance, investment and financing of listed companies. Prior to joining our Group, Mr. Li served successively as representative of securities affairs and secretary of the board of Shenzhen Overseas Chinese Town Co., Ltd. (深圳華僑城股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000069) and the general manager of Happy Valley Group, a subsidiary of Overseas Chinese Town Group. Mr. Li received a bachelor's degree in international investment at the Department of Investment of Zhongnan University of Economics and Law (中南財經政法大學) (formerly known as Zhongnan University of Finance and Economics (中南財經大學)) in 1996.

**曲程**，36歲，於2016年5月25日獲委任為董事會成員以及被任命為執行董事。曲程先生是本公司執行董事兼主席曲乃杰先生的兒子。曲程是本公司控股股東。曲先生於2010年7月在英國倫敦大學國王學院獲得地理學學士學位，並精通中、英、法語及拉丁文。大學期間，曲先生曾分別實習於多家國際知名金融機構。於2012年12月至2013年10月，他就職於歐力士集團全球商業及另類投資總部，主要負責基金管理、基金投資、策略性及財務投資、項目融資、財務顧問等業務。自2013年11月起，他開始全面熟悉本公司及其附屬公司旗下各業務板塊，主要參與企業發展策略討論、項目投資等方面業務。

**李珂暉**，50歲，自2023年11月17日起獲委任為本公司執行董事及高級副總裁（主持工作）。李先生在文化旅遊領域的業務運營和管理以及上市公司的管治、投資和融資方面擁有逾28年豐富的經驗。在加入本集團前，李先生曾先後擔任深圳華僑城股份有限公司（深圳證券交易所上市公司，股票代碼：000069）證券事務代表及董事會秘書及華僑城集團旗下歡樂谷集團總經理。李先生於1996年獲得中南財經政法大學（前稱中南財經大學）投資系國際投資學士學位。



**Zhang Jianbin**, aged 50, was appointed as the executive president of the Company on 3 November 2021 and was appointed to the Board and designated as an executive Director in January 2022. He resigned as an executive Director and the executive president on 17 November 2023. Before his resignation, Mr. Zhang was responsible for the operational management of the Group. Mr. Zhang joined the Group in 2015 and served as the vice president of Dalian Haichang (Group) Co., Ltd. Mr. Zhang has over 20 years of management experience in corporate strategic management, operation management, investment management, marketing management and human resource management. Before joining the Group, Mr. Zhang held numerous management positions in the field of product marketing and sales management in Lenovo Group Limited (stock code: 0992), and subsequently served as the director of post-investment management of Beijing Hongyi Yuanfang Investment Consulting Co., Ltd. (北京弘毅遠方投資顧問有限公司). Mr. Zhang obtained a bachelor's degree in applied chemistry from the Department of Technical Physics, Peking University in 1997. He is currently studying in the China Europe International Business School for an Executive Master of Business Administration (EMBA).

**張建斌**，50歲，於2021年11月3日獲委任為本公司執行總裁，並於2022年1月獲委任為董事會成員以及被任命為執行董事。他於2023年11月17日辭任執行董事兼執行總裁。辭任前，張先生負責本集團之運營管理。張先生於2015年加入本集團，擔任大連海昌集團有限公司副總裁。張先生在企業策略管理、運營管理、投資管理、市場營銷管理及人力資源管理方面擁有逾20年之管理經驗。加入本集團之前，張先生於聯想集團有限公司（股份代號：0992）擔任產品營銷及銷售管理領域之多個管理職位，其後擔任北京弘毅遠方投資顧問有限公司投後管理總監。張先生於1997年獲得北京大學技術物理系應用化學學士學位。彼目前就讀於中歐國際工商學院，攻讀高級管理人員工商管理碩士(EMBA)學位。

## NON-EXECUTIVE DIRECTORS

**Wang Xuguang**, aged 55, was designated as a non-executive Director of the Company in January 2022. Mr. Wang worked at the Dalian Branch of China Construction Bank for more than 16 years until he became the deputy branch manager, during which he developed his extensive knowledge and experience in real estate financing. Mr. Wang then joined Haichang Group in February 2007 as a director and the president. He was further appointed as a director and the general manager of Haichang Corporation Development in February 2010. From October 2010 to February 2012, he also served as the president of Dalian Haichang Real Estate Group Co., Ltd. Mr. Wang was appointed as a director of Haichang China in October 2011 and was promoted as the chairman of the board of directors in July 2012 and the chief executive officer in April 2013. In July 2012, Mr. Wang was also appointed as a director of Haichang Asia BVI and Haichang Holdings HK. Mr. Wang is the vice chairman of Dalian Federation of Industry & Commerce (大連市工商聯).

Mr. Wang obtained a bachelor's degree in economics and investment management at Dongbei University of Finance and Economics (東北財經大學) in Dalian in July 1990. He was subsequently awarded a master's degree in international laws by Dalian Maritime University (大連海事大學) in April 2002.

## 非執行董事

**王旭光**，55歲，於2022年1月調任為本公司非執行董事。王先生曾在中國建設銀行大連分行工作逾16年，直至擔任分行副行長。在此期間，王先生獲得了房地產融資方面的廣泛知識及經驗。之後，王先生於2007年2月加入海昌集團，擔任董事兼總裁，並於2010年2月，進一步獲委任擔任海昌企業發展董事兼總經理。2010年10月至2012年2月期間，他還在大連海昌房地產集團有限公司擔任總裁一職。王先生於2011年10月獲委任為海昌中國董事，於2012年7月晉升為董事會主席，並於2013年4月晉升為行政總裁。2012年7月，王先生還被委任為海昌亞洲BVI和海昌控股香港的董事。王先生現為大連市工商聯副主席。

王先生於1990年7月在大連獲得東北財經大學投資經濟管理專業學士學位。之後，他於2002年4月獲大連海事大學授予國際法學專業碩士研究生學位。

**Wu Tongtong**, aged 44, has been appointed as a non-executive Director of the Company since 3 July 2023. He is primarily responsible for strategic planning and overseeing the general corporate, financial and compliance affairs of the Group. Mr. Wu graduated from the Graduate School of Finance, Accounting and Law of Waseda University in Japan with a master's degree in business administration (finance). Mr. Wu has more than ten years of management experience in investment, real estate development, and IP licensing of films and television shows. Mr. Wu joined ORIX Corporation in January 2010 and is currently a director of ORIX Corporation. ORIX Corporation is a company engaged in provision of diversified financial services whose shares are listed on the Tokyo Stock Exchange (stock code: 8591) and the New York Stock Exchange (stock code: IX). At the same time, Mr. Wu served as the executive deputy general manager of ORIX (China) Investment Co., Ltd. and the president of ORIX (China) Industrial Holdings Co., Ltd. Mr. Wu is also a director of Beijing Dongfang Zhongke Integrated Technology Co., Ltd. (stock code: 002819.SZ).

**吳桐桐**，44歲，自2023年7月3日起獲委任為本公司非執行董事。他主要負責戰略規劃和監督本集團一般企業、財務與合規事宜。吳先生畢業於日本早稻田大學金融、會計及法律研究生院，獲頒授工商管理（金融學）碩士學位。吳先生於投資、地產開發、影視文化IP授權方面擁有十餘年的管理工作經驗。吳先生於2010年1月加入歐力士株式會社，現任歐力士株式會社理事。歐力士株式會社是一間提供多元化金融服務的公司，其股份於東京證券交易所上市（股份代碼：8591）並於紐約交易所上市（股份代碼：IX）。同時，吳先生任歐力士（中國）投資有限公司常務副總經理，歐力士（中國）實業控股有限公司總裁。吳先生亦為北京東方中科集成科技股份有限公司董事（股份代碼：002819.SZ）。

**Yuan Bing**, aged 55, was appointed to the Board on 24 August 2012 and designated as a non-executive Director on 23 February 2014. He is primarily responsible for strategic planning and overseeing of the general corporate, financial and compliance affairs of the Group. Mr. Yuan graduated with a bachelor's degree in English from Nanjing University (南京大學) in July 1990. In June 1993 and June 1998, Mr. Yuan obtained a master's degree in international relations and a doctorate degree in law from Yale University in the United States, respectively.

Mr. Yuan has extensive experience in equity investment and investment banking. Mr. Yuan is currently a co-founder and managing partner of Rockets Capital. Prior to co-founding Rockets Capital, Mr. Yuan served as the chief operating officer and a partner of Hony Capital, where he was responsible for the management of all of Hony Capital's equity operations, including Hony private equity investment, Hony Goldstream hedge fund, Hony Horizon mutual fund, and Hony venture capital fund, with a total AUM of over US\$10 billion. Mr. Yuan Bing has over 25 years of experience in investment banking and private equity investment industries. He served over 12 years in the investing banking market in both New York and Hong Kong, and assisted numerous prominent Chinese companies completed their IPO, corporate finance and M&A projects.

Mr. Yuan served as a former executive director of Goldstream Investment Limited (stock code: 1328) from December 2018 to March 2022, the foregoing company's shares are listed on the Main Board of the Stock Exchange. Currently, Mr. Yuan also serves as a director of Haichang Asia BVI, Haichang Holdings HK and Haichang China.

袁兵，55歲，於2012年8月24日獲委任為董事會成員，並於2014年2月23日被任命為非執行董事。他主要負責戰略規劃和監督本集團一般企業、財務與合規事宜。袁先生於1990年7月畢業於南京大學，獲英語學士學位，並於1993年6月及1998年6月分別獲美國耶魯大學的國際關係碩士及法學博士學位。

袁先生擁有豐富的股權投資及投資銀行業務經驗。袁先生現任星航資本聯合創始人及管理合夥人。在聯合創立星航資本前，袁先生曾擔任弘毅投資首席運營官和合夥人，負責弘毅投資的全部股權業務的管理，包括弘毅私募股權投資，弘毅金涌對沖基金，弘毅遠方公募基金，以及弘毅創投基金，總基金管理規模超過100億美元。袁兵先生擁有超過25年的投資銀行和私募股權投資行業經驗。曾在紐約和香港投資銀行市場服務了超12年，期間協助眾多中國知名企業成功完成了在海外的上市，融資和收購兼併項目。

袁先生曾於2018年12月至2022年3月擔任金涌投資有限公司(股份代號：1328)的執行董事，上述公司的股份於聯交所主板上市。他目前亦擔任海昌亞洲BVI、海昌控股香港及海昌中國的董事。

**Li Hao**, aged 42, was appointed as a non-executive Director on 27 August 2018. He resigned as a non-executive Director on 3 July 2023. Before his resignation, Mr. Li was primarily responsible for strategic planning and overseeing the general corporate, financial and compliance affairs of the Group. Mr. Li graduated from the Graduate School of Finance, Accounting and Law at Waseda University in Japan with a master's degree in business administration for finance. Mr. Li has over ten years of managing experience in the fields of investment banking and finance. Mr. Li has been with ORIX Corporation since October 2007. He is currently an executive director responsible for Greater China Group at ORIX Corporation, a diversified financial services company and whose shares are listed on the Tokyo Stock Exchange (securities code: 8591) and on the New York Stock Exchange (trading symbol: IX). He serves as a director and the president of ORIX (China) Investment Company Limited and ORIX Asia Capital Limited, respectively, both of which are wholly-owned subsidiaries of ORIX Group. According to the latest disclosure of interest form filed on 28 January 2016 by ORIX Corporation, ORIX Corporation is a substantial Shareholder of the Group. Mr. Li is also a non-executive director of Beijing Energy International Holding Co., Ltd. (formerly known as Panda Green Energy Group Limited) (stock code: 686) and Shoucheng Holdings Limited (formerly known as Shougang Concord International Enterprises Company Limited) (stock code: 697), both companies' shares are listed on the Main Board of the Stock Exchange.

**李浩**，42歲，於2018年8月27日被任命為非執行董事。他於2023年7月3日辭任非執行董事。辭任前，李先生主要負責戰略規劃和監督本集團一般企業、財務與合規事宜。李先生畢業於日本早稻田大學金融、會計及法律研究生院，獲頒授工商管理（金融學）碩士學位。李先生於投資銀行及金融方面擁有十餘年的管理工作經驗。李先生於2007年10月加入歐力士株式會社。彼現任歐力士株式會社執行董事、大中華區掌管，歐力士株式會社是一間提供多元化金融服務的公司，其股份於東京證券交易所上市（股份代碼：8591）並於紐約交易所上市（股份代碼：IX）。彼任歐力士（中國）投資有限公司（歐力士集團的全資附屬公司）董事兼總裁，及歐力士亞洲資本有限公司（歐力士集團的全資附屬公司）董事兼總裁。根據從歐力士株式會社取得於2016年1月28日呈交之權益表格所載之最新披露數據，歐力士株式會社為本集團主要股東。李先生亦為北京能源國際控股有限公司（前稱熊貓綠色能源集團有限公司）（股份代號：686）及首程控股有限公司（前稱首長國際企業有限公司）（股份代號：697）（兩間公司的股份均於聯交所主板上市）的非執行董事。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Zhu Yuchen**, aged 63, has been appointed as an independent non-executive Director of the Company since 9 June 2023. He is mainly responsible for supervising and providing independent judgment to the Board. Mr. Zhu obtained a degree in Economics from Dongbei University of Finance and Economics in 1983 and Ph.D. in Economics from Wuhan University in 1998. He used to study and work in Chicago Mercantile Exchange and Chicago Board of Trade. Mr. Zhu had served as deputy general of the Policy and Regulation Department of the Ministry of Commerce of the PRC\* (中華人民共和國商業部政策法規司副處長), chief executive director of Shanghai CIFCO Futures Brokerage Co. Ltd, general manager of Dalian Commodity Exchange, general manager of China Financial Futures Exchange and president of Shanghai Pudong Development Bank Co Ltd (“SPDB”), whose shares are listed on the Shanghai Stock Exchange (stock code: 600000). Mr. Zhu was a member of the tenth and eleventh sessions of the National People’s Congress (NPC) and the twelfth session of the National Committee of the Chinese People’s Political Consultative Conference. He is a founder of the Asia Pacific Exchange and its chief executive officer. Since April 2020, Mr. Zhu has served as an independent non-executive director of Greentown China Holdings Limited (“Greentown China”), whose shares are listed on the Stock Exchange (stock code: 03900). Mr. Zhu has more than 30 years of work experience in the futures and banking industries, and is familiar with corporate financial accounting systems. During the time when he served as the president of SPDB, he was responsible for overseeing the affairs of the core business lines, including finance and financial markets, and was the ultimate responsible person for SPDB’s financial statements as presented to the public. In addition, Mr. Zhu has been serving as a member of the audit committee of Greentown China, and hence has a deep understanding of the financial accounting system of a Hong Kong-listed company.

**Wang Jun**, aged 67, was appointed as an independent non-executive Director on 19 December 2019. Mr. Wang is primarily responsible for supervising and providing independent judgement to the Board. Mr. Wang obtained a master’s degree of economics in investment economics from Dongbei University of Finance and Economics in July 1996. He was qualified as a senior economist of the Dalian Branch of China Construction Bank in December 1992. Mr. Wang served as the chairman of CCB Life Insurance Company Limited from July 2011 to May 2013. Prior to joining CCB Life Insurance Company Limited, Mr. Wang successively served as the president of the Dalian Branch, Shandong Branch, Liaoning Branch and Beijing Branch of China Construction Bank.

## 獨立非執行董事

朱玉辰先生，63歲，自2023年6月9日起獲委任為本公司獨立非執行董事。他主要負責監督工作，並為董事會提供獨立判斷。朱先生於1983年取得東北財經大學經濟學學位及於1998年取得武漢大學經濟學博士學位。彼曾於芝加哥商業交易所及芝加哥期貨交易所工作研修。朱先生曾擔任中華人民共和國商業部政策法規司副處長、上海中期貨經紀公司總裁、大連商品交易所總經理、中國金融期貨交易所總經理及上海浦東發展銀行股份有限公司（「浦發銀行」，其股份於上海證券交易所上市（股份代碼：600000））行長。朱先生曾擔任第十屆及第十一屆全國人大代表，以及第十二屆全國政協委員。彼現為新加坡亞太交易所的創始人及首席執行官。朱先生自2020年4月起擔任綠城中國控股有限公司（「綠城中國」，其股份於聯交所上市，股份代碼：03900）獨立非執行董事。朱先生在期貨以及銀行業有超過30年金融從業經驗，熟悉公司的財務會計制度，其中擔任浦發銀行行長期間，負責公司包括財務、金融市場等核心條線的所有業務，對於公司對外公佈的各種財務情況擔當最終負責人職責；此外，朱先生一直擔任綠城中國的審核委員會委員，對於香港上市公司的財務會計制度也有深入理解。

王軍，67歲，於2019年12月19日獲任為獨立非執行董事。他主要負責監督工作，並為董事會提供獨立判斷。王先生於1996年7月獲得東北財經大學投資經濟專業經濟學碩士學位。他於1992年12月獲中國建設銀行大連市分行高級經濟師職稱。王先生曾於2011年7月至2013年5月擔任建信人壽保險有限公司之董事長。在加入建信人壽保險有限公司之前，王先生曾先後擔任建設銀行大連市分行、山東省分行、遼寧省分行、北京市分行行長。

**Ms. Shen Han**, aged 47, has been appointed as an independent non-executive Director of the Company since 31 October 2023. She is mainly responsible for supervising and providing independent judgment to the Board. Ms. Shen is a professor and doctoral supervisor at Fudan University, China. Her academic research focuses on local branding, digital innovation of cultural heritage and destination marketing and management. She received a bachelor's degree in economics at Fudan University, China; a master's degree in management at the University of Nottingham, United Kingdom; and a doctorate in business administration at the Chinese Academy of Social Sciences, China. She currently serves as principal at various organizations, such as executive deputy secretary-general of the International Tourism Studies Association, "Flying Scholar" of Gansu Province, China and member of the Tourism Geography Professional Committee of the Geographical Society of China. Ms. Shen has published over 100 papers in Chinese and English. She has also released 10 translated and compiled monographs, and won multiple international awards. Ms. Shen has presided over 20 national and provincial-level projects. She also served as editor-in-chief, guest editor-in-chief, and editorial board member of 8 academic journals. In addition, Ms. Shen also served as committee expert of multiple municipal and provincial think tanks in China.

沈涵女士，47歲，自2023年10月31日起獲委任為本公司獨立非執行董事，主要負責監督董事會，並為董事會提供獨立判斷。沈女士為中國復旦大學教授、博士生導師，主要學術研究領域是地方品牌、文化遺產數字化創新、目的地營銷與管理。彼先後獲得中國復旦大學經濟學學士、英國諾丁漢大學管理學碩士及中國社會科學院工商管理博士學位。彼目前擔任多個機構負責人，例如國際旅遊學會常務副秘書長、中國甘肅省「飛天學者」及中國地理學會旅遊地理專業委員會委員。沈女士發表中英文論文100多篇，亦出版專著譯著編著10本，多次獲得國際獎項。沈女士主持國家級及省部級課題20餘項，亦擔任8本學術期刊領域主編、客座主編、編委。此外，沈女士亦擔任多個部委、省市智庫專家。

**Chen Guohui**, aged 68, was appointed as an independent non-executive Director on 25 January 2017. He retired as an independent non-executive Director on 9 June 2023. Before his retirement, Mr. Chen was mainly responsible for supervising and providing independent judgment to the Board. He is a professor and a doctoral supervisor of the School of Accounting of Dongbei University of Finance and Economics of China. He is entitled to the special government allowances of the State Council of China. Prof. Chen has been working in Dongbei University of Finance and Economics for more than 30 years since he started his career in 1982. He was the deputy director of the Department of Accounting of Dongbei University of Finance and Economics from 1988 to 1995, and the director of the Dean's Office of the same school from 1995 to 2001. From 2001 to 2013, he successively served as the secretary and the dean of Kingbridge Business College of Dongbei University of Finance & Economics. From 2013 to December 2019, he was the principal of Dalian University of Finance and Economics. Prof. Chen has long been principally engaged in the teaching and administration of accounting and made a series of achievements in teaching and scientific research. He has published more than 100 academic essays on journals such as Accounting Research, Research on Financial and Economic Issues, and Finance & Accounting and has published 4 master works. He also published certain textbooks, led and completed certain research programs at the provincial level, and participated in and completed three major programs including National Natural Science Foundation of China and National Social Science Foundation of China as a main participant. In recent years, he won certain provincial prizes and was awarded as the outstanding educator for several times. In 2003, Basic Accountancy, a course launched by Prof. Chen, was recognised as the first batch of national essential courses by the Ministry of Education of China, and became a model for a number of universities and colleges in China.

**陳國輝**，68歲，於2017年1月25日獲委任為獨立非執行董事。他於2023年6月9日退任獨立非執行董事。退任前，陳先生主要負責監督工作，並為董事會提供獨立判斷。彼為中國東北財經大學會計學院教授、博士生導師。彼享受中國國務院政府特殊津貼。彼自1982年起在東北財經大學從教至今已經三十餘年，分別於1988年至1995年任東北財經大學會計系副主任，1995年至2001年擔任東北財經大學教務處處長，2001年至2013年先後擔任東北財經大學津橋商學院書記、院長，2013年至2019年12月任大連財經學院校長。彼長期以來主要從事會計學教學和管理工作，取得一系列的教學和科研成果。彼在《會計研究》、《財經問題研究》、《財務與會計》等刊物公開發表學術論文一百餘篇，出專著四部，主編教材若干部，主持並完成省部級課題若干項，作為主要參與人參與完成國家自然科學基金與國家社會科學基金等重要項目3項，近年來獲得省部級獎項若干項，多次獲得校優秀教育工作者等光榮稱號。在2003年，彼主持的《基礎會計》課程被評為中國教育部首批國家級精品課程等，並成為中國許多院校仿效的楷模。



**Zhang Meng**, aged 59, was appointed as an independent non-executive Director on 25 January 2017. She retired as an independent non-executive Director on 9 June 2023. Before her retirement, Prof. Zhang was mainly responsible for supervising and providing independent judgment to the Board. Prof. Zhang is a doctor, a professor and a doctoral supervisor of economics, and the dean of the Research Institute of Tourism Management of the Southwestern University of Finance and Economics of China. She currently acts as a member of the Consultative Committee for the Tourism Management Profession under the Ministry of Education of China, an academic and technology leader of Sichuan Province of China. Prof. Zhang obtained a bachelor of science degree from the Physics Faculty of Southwest China Normal University in 1986 and obtained a master's degree and a doctor's degree in economics from the School of Economics (the Faculty of Economics) of the Southwestern University of Finance and Economics of China in 1997 and 2005 respectively. From 1998 to present, she has been principally engaged in the teaching and research of tourism management and has produced a series of influential research results in fields such as the competitiveness of the regional tourism industry, the behaviours of tourism consumers and the intercultural comparison of tourism, thereby winning wide recognition in the domestic academic industry. Currently, she has completed certain scientific researches such as a (general) programme of National Natural Science Foundation of China, a project of the Humanities and Social Sciences Planning Fund under the Ministry of Education of China, a project of the Soft Science Fund of the Department of Science of Sichuan of China and a project of the Fund of Philosophy and Social Sciences of Sichuan of China. Prof. Zhang is devoted to the construction of platform for high-level decision-making consultation of tourism management, including being responsible for the construction of tourism research bases such as universities and colleges in Sichuan of China and Sichuan Provincial Department of Culture and Tourism and their respective teams. She has issued certain research reports for governmental departments and enterprises such as the tourism bureaus in the cities in Sichuan of China and has been actively providing policy recommendations and decision-making consultations for local governments and enterprises.

張夢，59歲，於2017年1月25日獲委任為獨立非執行董事。她於2023年6月9日退任獨立非執行董事。退任前，張教授主要負責監督董事會，並為董事會提供獨立判斷。張教授經濟學博士、教授、博士生導師，中國西南財經大學旅遊管理研究所所長。彼目前擔任中國教育部旅遊管理類教學指導委員會委員，中國四川省學術和技術帶頭人。張教授於1986年在西南師範大學物理系獲理學學士學位，1997年和2005年在中國西南財經大學經濟學院（經濟系）獲經濟學碩士和經濟學博士學位。從1998年起至今，主要從事旅遊管理的教學和研究工作，在區域旅遊業競爭力、旅遊消費者行為、旅遊跨文化比較等領域形成了一批有影響力的研究成果，受到國內學術界的廣泛關注。目前已經完成了國家自然科學基金（面上）項目、中國教育部人文社科規劃基金項目、中國四川省科技廳軟科學基金項目、四川省哲學社會科學基金項目。張教授致力於旅遊管理高水平決策諮詢平台建設，包括負責中國四川省高校、四川省文化和旅遊廳等旅遊研究基地和團隊建設等，先後為中國四川省各地旅遊局等政府和企業完成了若干份研究報告，積極為地方政府和企業提供政策建言和決策諮詢。

## SENIOR MANAGEMENT

The senior management is responsible for the day-to-day management of the business. The following table sets out certain information concerning the senior management:

## 高級管理層

高級管理層負責公司業務的日常管理。下表載列有關高級管理層的若干資料：

<b>Name</b> 姓名	<b>Age</b> 年齡	<b>Position/Title</b> 職位／職銜
Li Xin 李昕	51	Chief Financial Officer 首席財務官
Wang Liming 王黎民	56	Senior Vice President 高級副總裁
Fang Hongfeng 方洪峰	46	Vice President 副總裁
Li Changxia 李昌霞	43	Vice President and President of Haichang Cultural Tourism Institute 副總裁兼海昌文旅院院長
Liu Fei 劉飛	48	Vice President 副總裁

**Li Xin**, aged 51, has served as the financial controller since April 2013, and was appointed as the chief financial officer in November 2015. He is primarily responsible for financial management. Mr. Li obtained a bachelor's degree in industrial economics from Dongbei University of Finance and Economics (東北財經大學) in Dalian in July 1995. He also obtained a master's degree in law from Jilin University (吉林大學) in Jilin in July 2003.

Mr. Li has over 20 years of experience in finance and taxation. Mr. Li served as an officer in the first investigation bureau of Dalian Municipal local Taxation Bureau between August 1995 and August 2002, where he was responsible for investigation and examination works. In June 2002, Mr. Li became the general manager of the planning and finance department of Haichang Group Co. His responsibilities included financial management system development, budget formation, asset management, investment and financial reporting and management. In March 2010, Mr. Li was appointed as the general manager of the planning and finance department of Haichang Corporation Development, where he also started to serve as the chief financial officer in December 2010. In April 2013, he was appointed as the chief financial officer and the general manager of the planning and finance department of Haichang China.

**Mr. Wang Limin**, aged 56, has been appointed as the Company's senior vice president since 24 May 2023, responsible for the Group's affairs on investment management, capital operation and investor relations. Mr. Wang has over 20 years of management experience in different sectors including private equity and investment management. Before joining the Group, Mr. Wang successively served as senior vice president of Prologis China, general manager of Hongxin Capital Co., Ltd. (紅信資本有限公司), a subsidiary of Zhongzhi Enterprise Group (中植集團), vice president of Dongbai Group (東百集團) and vice president of Full Truck Alliance (滿幫集團). Mr. Wang graduated from Harbin Engineering University in 1990 and received his MBA degree from Schulich School of Business, York University in Canada in 2003.

**Mr. Fang Hongfeng**, aged 46, has been appointed as the Company's vice president since 5 November 2021. He is in charge of the cultural tourism management company and the digital development department and responsible for the communication with the government for project expansion and existing projects. Previously, Mr. Fang joined Trip.com Group Limited (NASDAQ stock symbol: TCOM) in 2005, and served as the sales director, general manager of branch office and general manager of business department. Mr. Fang enrolled in Peking University in 1996 with a major in computer software.

**李昕**，51歲，自2013年4月起一直擔任財務總監，並自2015年11月起獲任命為首席財務官。他主要負責財務管理工作。李先生於1995年7月在大連獲得東北財經大學工業經濟學學士學位，並於2003年7月在吉林畢業於吉林大學，獲得法律碩士學位。

李先生在財稅方面擁有二十逾年的經驗。李先生於1995年8月至2002年8月期間一直任大連市地方稅務局第一稽查局科員，負責稽查和審查工作。李先生於2002年6月成為海昌集團公司計劃財務部總經理。他的職責包括財務管理系統開發、預算形成、資產管理、投資及財務報告及管理。於2010年3月，李先生獲委任為海昌企業發展計劃財務部總經理，並於2010年12月開始擔任財務總監。於2013年4月，他獲委任為海昌中國財務總監及計劃財務部總經理。

**王黎民先生**，56歲，自2023年5月24日起獲委任為本公司高級副總裁，負責本集團投資管理、資本運作、投資者關係工作。王先生在私募基金、投資管理等領域擁有逾20年的管理經驗。在加入本集團前，王先生先後擔任安博中國(Prologis China)高級副總裁、中植集團紅信資本有限公司總經理、東百集團副總裁、滿幫集團副總裁。王先生於1990年畢業於哈爾濱工程大學，並於2003年獲得加拿大約克大學舒力克商學院MBA學位。

**方洪峰先生**，46歲，自2021年11月5日起任命為本公司副總裁，分管文旅管理公司、數字化發展部，以及項目拓展、存量項目的政府對接工作。在此之前，方先生於2005年加入攜程旅行網有限公司(納斯達克股份代號：TCOM)，曾擔任銷售總監、分公司總經理和事業部總經理等職務。方先生於1996年入讀北京大學計算機系軟件專業。

**Li Changxia**, aged 43, has been appointed as the vice president with effect from August 2022, and concurrently serves as the president of Haichang Cultural Tourism Institute. She is mainly responsible for the reconstruction and upgrading of existing projects, research and development and design for new projects and IP innovative products, engineering construction, and facilities operation and maintenance management of the Company. She is also in charge of the management of the cost procurement department of the Group.

Ms. Li received a bachelor's degree in economic geography from the Urban and Regional Economics Department of East China Normal University in 2003, and subsequently obtained a master's degree in human geography from the Urban and Regional Planning Department of Peking University in 2006. She is a special expert of the Institute for Theme Park Studies in China. She won the ASLA International Award in 2015, the AECOM Annual Design Award in 2009, the Youth Award of the Global Academic Conference of Chinese Geographers and 2023 ITIA China Tourism Investment Ten Outstanding Young Persons Award. She has published 13 professional papers on the core journals in China, and jointly published the 2019 and 2024 editions of an essay book titled "Forefront of Theme Park Innovation".

Ms. Li joined the Company in February 2016 as the director of the Institute of Cultural Tourism Studies and has been appointed as the senior director of the product centre with effect from November 2016. She has also served as a joint general manager of Haichang Cultural Tourism Business Unit since 2019. Ms. Li has over 10 years of work experience in one of the world's top-class planning and design consultancy companies, in which she has participated in and led dozens of urban planning and tourism development planning consultancy projects. She is proficient at market analysis and evaluation on economic feasibility, function and operating status positioning, product design, profitability of integrated tourist resort and theme park development projects of different scales, and has accumulated abundant team management experience.

**李昌霞**，43歲，自2022年8月起任命為副總裁，兼任海昌文旅院院長。她主要負責公司存量項目的改造升級，新項目及IP創新產品研發設計、工程建設、設施運維管理。同時分管集團成本採購部管理工作。

李女士於2003年獲得上海華東師大城市與區域經濟系的經濟地理學士學位，隨後於2006年獲得北京大學城市與區域規劃系人文地理碩士學位。任中國主題公園研究院特聘專家。曾榮獲美國景觀學會ASLA 2015國際大獎、AECOM 2009年年度設計獎、全球華人地理學家學術會議青年獎，2023年艾蒂亞中國旅遊投資十大傑出青年獎。曾在中國核心期刊上發表13篇專業論文，並參與出版《主題公園創新前沿》2019年版、2024年版文集。

李女士於2016年2月加入公司擔任文化旅遊研究院院長，並自2016年11月起獲任命為產品中心高級總監，自2019年起兼任海昌文旅事業部聯席總經理。李女士曾在國際頂級規劃設計諮詢公司有十餘年的工作經驗，參與和主持過數十個城市規劃、旅遊發展規劃諮詢項目，擅長對不同尺度旅遊度假區、主題公園綜合開發項目的市場分析、經濟可行性、功能業態定位、產品設計、贏利性評估，並積累了豐富的團隊管理經驗。

**Liu Fei**, aged 48, has been appointed as the vice president since December 2022 and is fully in charge of the human resources administration, operation standards for theme parks, cultural performances, safety supervision and service quality management of the Group. Ms. Liu Fei joined Haichang Group in 2006 and served as the office director of Haichang Group and has been the general manager of Dalian Haichang Discoveryland Theme Park Co. Ltd. since 2016. She is also the vice president of the digital culture and entertainment segment of China Culture and Entertainment Industry Association (中國文化娛樂行業協會), a member of the Special Committee of China National Tourism Vocational Education Permanent Committee (全國旅遊職業教育教學指導委員會) and an expert in the Cultural Tourism Integration Expert Database of Liaoning Province (遼寧省文旅融合專家庫). Ms. Liu Fei received her bachelor's degree in journalism from Dalian Polytechnic University in 1999 and enrolled in the Tsinghua MBA program (清華高級工商管理碩士研修班) in May 2006.

## COMPANY SECRETARY

**Ms. So Lai Shan** was appointed as the Company Secretary and the authorised representative of the Company with effect from 2 November 2022.

Ms. So is currently a manager of corporate services of Vistra Corporate Services (HK) Limited. Ms. So has over ten years of experience in the corporate services industry. She is an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in United Kingdom.

**劉飛**，48歲，自2022年12月獲任命為副總裁，全面負責本集團人力行政、主題公園運營標準、文化演藝、安全監督和服務品質管理工作。劉飛女士於2006年加入海昌集團，曾擔任海昌集團辦公室主任，2016年起擔任大連海昌發現王國主題公園有限公司總經理。她亦擔任中國文化娛樂行業協會數字文娛分會副會長、全國旅遊職業教育教學指導委員會專委會委員、遼寧省文旅融合專家庫專家。劉飛女士於1999年獲得大連理工大學新聞學專業學士學位，於2006年5月入讀清華高級工商管理碩士研修班。

## 公司秘書

**蘇麗珊女士**於2022年11月2日獲委任為本公司的公司秘書及授權代表。

蘇女士目前擔任瑞致達企業服務(香港)有限公司企業服務部經理。蘇女士在企業服務行業擁有逾十年經驗。彼為香港公司治理公會及英國特許公司治理公會會員。

# DIRECTORS' REPORT 董事會報告

The Directors are pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2023.

## PRINCIPAL ACTIVITIES

The Group is principally engaged in development and operation of theme parks in the PRC.

## SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 December 2023 are set out in note 1 to the consolidated financial statements in this annual report.

## BUSINESS REVIEW

A business review of the Group for the year ended 31 December 2023 and a discussion on the Group's future business development are provided in the Chairman's Statement on pages 6 to 9 and the Management Discussion and Analysis on pages 10 to 32 of this annual report. The financial risk management objectives and policies of the Group are set out in note 40 to the consolidated financial statements in this annual report.

An analysis of the Group's financial performance during the reporting period using financial key performance indicators is provided in the Five Years' Financial Summary on page 5 of this annual report. A discussion on the Company's compliance with the relevant laws and regulations is set out in the Corporate Governance Report on pages 74 to 109 of this annual report.

The discussions referred to above form part of this Directors' Report.

## RESULTS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated statement of profit or loss on page 120 of this annual report.

## FINAL DIVIDEND

The Board does not recommend payment of any dividend in respect of the year ended 31 December 2023 (2022: nil).

董事欣然提呈其報告及本集團截至2023年12月31日止年度的經審核合併財務報表。

## 主要業務

本集團主要在中國從事主題公園的發展和運營。

## 附屬公司

本公司附屬公司於2023年12月31日的詳情載於本年報合併財務報表附註1。

## 業務回顧

有關本集團於截至2023年12月31日止年度業務的年度回顧及有關本集團業務日後發展的討論，載於本年報第6頁至第9頁的主席報告以及第10頁至第32頁的管理層討論及分析。本集團的財務風險管理目標及政策載於本年報的合併財務報表附註40。

有關使用財務關鍵表現指標對本集團於報告期間的財務表現的分析載於本年報第5頁的五年財務概要。有關本公司遵守相關法律法規的討論載於本年報第74頁至第109頁的企業管治報告。

上述討論構成本董事會報告的一部份。

## 業績

本集團截至2023年12月31日止年度之業績載於本年報第120頁的合併損益表。

## 末期股息

董事會不建議派付截至2023年12月31日止年度之任何股息(2022年：無)。

## FIVE YEARS' FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out in the section headed "Five Years' Financial Summary" in this annual report.

## MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2023, the percentage of purchases attributable to the five largest operational suppliers combined and the percentage of revenue from sales of goods or rendering of services attributable to the five largest customers combined are both less than 30%.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2023 are set out in note 12 to the consolidated financial statements in this annual report.

## SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2023 are set out in note 31 to the consolidated financial statements in this annual report.

## 五年財務摘要

本集團過去五個財政年度之業績及資產及負債摘要載於本年報「五年財務概要」一節。

## 主要客戶及供貨商

截至2023年12月31日止年度，五大經營類供應商合共所佔採購百分比及五大客戶合共所佔銷售貨品或提供服務收入百分比均低於30%。

## 物業、廠房及設備

截至2023年12月31日止年度，本集團物業、廠房及設備的變動詳情載於本年報合併財務報表附註12。

## 股本

截至2023年12月31日止年度本公司的股本變動詳情，載於本年報合併財務報表附註31。

## RESERVES

Details of movement in the reserves of the Company and the Group during the year ended 31 December 2023 are set out in the consolidated statement of changes in equity of this annual report and in note 32 to the consolidated financial statements in this annual report.

## DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 December 2023, calculated under the Companies law, amounted to RMB2,929,804,000 representing share premium and capital reserves of RMB3,064,506,000, setting off by accumulated losses of RMB134,702,000.

## BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at 31 December 2023 are set out in note 29 to the consolidated financial statements in this annual report.

## DONATION

Details of the charitable and other donations made by the Group are set out in the Environmental, Social and Governance Report.

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

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

## 儲備

截至2023年12月31日止年度本公司及本集團的儲備變動詳情，載於本年報之合併權益變動表及合併財務報表附註32。

## 可供分派儲備

本公司於2023年12月31日根據公司法計算的可供分派儲備為人民幣2,929,804,000元，即股份溢價及資本儲備人民幣3,064,506,000元減去累計虧損人民幣134,702,000元後的金額。

## 銀行貸款及其他借貸

於2023年12月31日，本集團的銀行貸款及其他借貸的詳情載於本年報合併財務報表附註29。

## 捐款

有關本集團所作慈善及其他捐款的詳情載於環境、社會及管治報告。

## 購買、出售或贖回本公司上市證券

截至2023年12月31日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。



## DIRECTORS

The Directors in office during the financial year and up to the date of this annual report were as follows:

### Executive Directors

Qu Naijie (*Chairman of the Board and Chief Executive Officer*)

Qu Cheng

Li Kehui<sup>1</sup> (*Senior Vice President (Person-In-Charge)*)

Zhang Jianbin<sup>2</sup> (*Executive President*)

### Non-executive Directors

Wang Xuguang

Yuan Bing

Wu Tongtong<sup>3</sup>

Li Hao<sup>4</sup>

### Independent non-executive Directors

Zhu Yuchen<sup>5</sup>

Wang Jun

Shen Han<sup>6</sup>

Chen Guohui<sup>7</sup>

Zhang Meng<sup>7</sup>

<sup>1</sup> appointed on 17 November 2023

<sup>2</sup> resigned on 17 November 2023

<sup>3</sup> appointed on 3 July 2023

<sup>4</sup> resigned on 3 July 2023

<sup>5</sup> appointed on 9 June 2023

<sup>6</sup> appointed on 31 October 2023

<sup>7</sup> retired on 9 June 2023

In accordance with article 16.18 of the Articles of Association, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) will retire from office by rotation at the forthcoming annual general meeting of the Company and shall be eligible to offer themselves for re-election. Mr. Qu Naijie, Mr. Li Kehui, Mr. Wu Tongtong, Mr. Wang Jun and Ms. Shen Han will retire at the forthcoming annual general meeting of the Company to be held on 28 June 2024.

## 董事

於財政年度內及直至本年報日期之在任董事如下：

### 執行董事

曲乃杰 (*董事會主席兼行政總裁*)

曲程

李珂暉<sup>1</sup> (*高級副總裁 (主持工作)*)

張建斌<sup>2</sup> (*執行總裁*)

### 非執行董事

王旭光

袁兵

吳桐桐<sup>3</sup>

李浩<sup>4</sup>

### 獨立非執行董事

朱玉辰<sup>5</sup>

王軍

沈涵<sup>6</sup>

陳國輝<sup>7</sup>

張夢<sup>7</sup>

<sup>1</sup> 於2023年11月17日獲委任

<sup>2</sup> 於2023年11月17日辭任

<sup>3</sup> 於2023年7月3日獲委任

<sup>4</sup> 於2023年7月3日辭任

<sup>5</sup> 於2023年6月9日獲委任

<sup>6</sup> 於2023年10月31日獲委任

<sup>7</sup> 於2023年6月9日退任

根據章程細則第16.18條，現時董事中三分之一（或倘其數目並非三的倍數，則為最接近整數字，但不得少於三分之一）須於本公司應屆股東週年大會上輪值退任，並有資格獲重選。曲乃杰先生、李珂暉先生、吳桐桐先生、王軍先生及沈涵女士將於2024年6月28日舉行之本公司應屆股東週年大會上輪值退任。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Group are set out on pages 33 to 51 of this annual report.

## CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received the annual confirmation of each of the independent non-executive Directors of his or her independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The Company considers all of the independent non-executive Directors to be independent in accordance with Rule 3.13 of the Listing Rules.

## SERVICE CONTRACTS OF DIRECTORS

None of the Directors has any unexpired service contracts which is not determinable by the Company or its subsidiaries within one year without payment of compensation, other than statutory compensation.

## REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

The remuneration of the Directors was determined with reference to his/her experience, qualifications, duties and responsibilities in the Company. Details of the emoluments of the Directors and the five highest paid individuals are set out in note 9 to the consolidated financial statements in this annual report.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as disclosed in this annual report, no transaction, arrangement or contract of significance in relation to the Group's business to which the Company, or its subsidiaries, fellow subsidiaries or its parent companies were a party and in which a Director or his/her connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2023.

## 董事會及高級管理層

董事及本集團高級管理層的履歷詳情載於本年報第33至51頁。

## 獨立非執行董事獨立性的確認

本公司已收到各獨立非執行董事根據聯交所證券上市規則(「上市規則」)第3.13條發出有關其獨立性之年度確認書。本公司認為所有獨立非執行董事根據上市規則第3.13條均為獨立人士。

## 董事服務合約

董事概無訂立本公司或其附屬公司未支付補償(法定補償除外)則不可於一年內終止之任何未屆滿服務合約。

## 董事及五位最高薪酬人士的薪酬

董事的薪酬乃根據其經驗、資格、於本公司的職務及職責而釐定。有關董事及五位最高薪酬人士的薪酬詳情載於本年報合併財務報表附註9。

## 董事於交易、安排及合約之權益

除本年報披露者外，概無以本公司、或其附屬公司、同系附屬公司或其母公司為訂約方且董事或其關連實體於當中直接或間接擁有任何重大權益並對本集團業務而言屬重大之交易、安排或合約於截至2023年12月31日止年度之年終或年內任何時間仍然存續。

## CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, Mr. Qu Cheng and Zeqiao Holdings Limited (formerly known as Haichang Group Limited) (collectively, the “**Controlling Shareholders**”) or any of its subsidiaries do not have any contract of significance (i) between the Company, or one of its subsidiary companies; or (ii) for the provision of services to the Company or any of its subsidiaries subsisted at the end of the year or at any time during the year ended 31 December 2023.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2023.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save as described in the Prospectus and this annual report, during the year ended 31 December 2023, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or is likely to compete with the businesses of the Group and which is required to be disclosed pursuant to the Listing Rules.

## PERMITTED INDEMNITY PROVISION

The Articles of Association provide that every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him or her as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour, or in which he or she is acquitted, and against any loss in respect of his or her personal liability for the payment of any sum primarily due from the Company.

The Company has arranged liability insurance for the Directors and senior management of the Company to protect them from any possible litigations.

## 控股股東於重大合約中之權益

除本年報披露者外，曲程先生及澤僑控股有限公司（前稱海昌集團有限公司）（合稱為「**控股股東**」）或其任何附屬公司於截至2023年12月31日止年度之年終及年內任何時間，概無(i)與本公司或其任何附屬公司；或(ii)就向本公司或其任何附屬公司提供服務而訂立任何重大合約。

## 管理合約

於截至2023年12月31日止年度，並無就有關本公司整體業務或其任何主要部份之管理及行政訂立或訂有任何合約。

## 董事於競爭業務中的權益

除招股章程及本年報所述者外，於截至2023年12月31日止年度，概無董事或彼等各自之聯繫人從事任何與本集團業務構成競爭或可能出現競爭及根據上市規則須予披露的業務或於其中擁有任何權益。

## 獲准許彌償保證條文

章程細則規定，每名董事就其作為本公司董事在獲判勝訴或獲判無罪之任何民事或刑事法律訴訟中進行抗辯而招致或蒙受一切損失或責任，或其須個人承擔主要由本公司結欠的任何款項而蒙受任何虧損，均有權從本公司資產中獲得彌償保證。

本公司已為其董事及高級管理層備妥責任保險，以保障彼等免受可能被提起的法律訴訟的影響。

## DIRECTORS RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the year ended 31 December 2023 was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors or chief executives or any of their spouse or children under the age of 18 to acquire benefits by means of the acquisition of Shares or debentures of, the Company or any other body corporate.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 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 or its associated corporations, within the meaning of Part XV of the SFO, which (a) 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 they are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of listed Issuers as set out in Appendix C3 to the Listing Rules (the "Model Code"), were as follows:

## 董事購買股份或債權證的權利

除本年報所披露者外，於截至2023年12月31日止年度內任何時間，本公司或其任何附屬公司並無作為任何安排的一方，使董事或最高行政人員或彼等任何配偶或未滿18歲子女可藉購買本公司或任何其他法人團體的股份或債權證而獲益。

## 董事及最高行政人員於股份、相關股份及債券的權益及淡倉

於2023年12月31日，本公司董事及最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有(a)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（包括根據證券及期貨條例的有關條文被當作或視為擁有的權益及淡倉）；(b)根據證券及期貨條例第352條須記入該條例所指的登記冊；或(c)根據上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

Name of Director 董事姓名	Capacity/Nature of Interest 身份／權益性質	Number of Shares 股份數目	Approximate Percentage of Total Issued Shares (Note 2) 佔已發行股份總數的概約百分比（附註2）
Mr. Qu Cheng (Note 1) 曲程先生（附註1）	Founder of a discretionary trust 全權信託創始人	3,837,231,048 (L)	47.29%
	Beneficial owner 實益擁有人	24,332,592 (L)	0.30%
Mr. Wang Xuguang 王旭光先生	Beneficial owner 實益擁有人	20,780,000 (L)	0.25%

(L) denotes a long position in the Shares (L) 代表股份好倉

Notes:

1. According to the latest disclosure of interest form of Mr. Qu Cheng filed on 16 December 2022:

Zeqiao Holdings Limited holds 3,837,231,048 Shares. Zeqiao Holdings Limited is wholly owned by Zeqiao International (BVI) Limited, which is in turn wholly owned by Cantrust (Far East) Limited, the trustee of Generation Qu Trust, which is a discretionary trust set up by Mr. Qu Cheng as settlor for the benefit of himself and his family. Therefore, as at 31 December 2023, Mr. Qu Cheng is deemed to be interested in 3,837,231,048 Shares held by Zeqiao Holdings Limited, representing approximately 47.29% of the total issued share capital of the Company.

2. This percentage has been computed based on 8,114,002,000 Shares in issue as at 31 December 2023.

Save as disclosed above, as at 31 December 2023, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations, within the meaning of Part XV of the SFO, which (a) 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 are taken or deemed to have under such provisions of the SFO), or (b) were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein, or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

1. 根據曲程先生於2022年12月16日提交的最新權益披露表格：

澤僑控股有限公司持有3,837,231,048股股份。澤僑控股有限公司由Zeqiao International (BVI) Limited全資擁有，而Zeqiao International (BVI) Limited由Generation Qu Trust的受託人Cantrust (Far East) Limited全資擁有，Generation Qu Trust為由曲程先生作為財產授予人為其自身及其家族成員利益而成立的全權信託。因此，截至2023年12月31日，曲程先生被視為於澤僑控股有限公司持有的3,837,231,048股股份中擁有權益，佔本公司全部已發行股本約47.29%。

2. 此百分比已按於2023年12月31日之已發行股份8,114,002,000股計算。

除上文所披露者外，於2023年12月31日，概無本公司董事及最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中擁有(a)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（包括根據證券及期貨條例的有關條文被當作或視為擁有的權益及淡倉）或(b)根據證券及期貨條例第352條須記入該條例所指的登記冊或(c)根據標準守則須知會本公司及聯交所的任何權益或淡倉。

## SHARE OPTION SCHEME

The Company conditionally adopted a share option scheme by the written resolutions of the shareholders of the Company on 23 February 2014 (the “**Share Option Scheme**”). Pursuant to the Share Option Scheme, the Directors may, at its absolute discretion, invite any eligible person, including any (a) employee; (b) non-executive directors (including independent non-executive directors); (c) supplier of goods or services; (d) customer; (e) person or entity that provides research, development or other technological support; (f) shareholder; (g) advisor or consultant; (h) other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth, to take up options to subscribe for Shares subject to the terms and conditions of the Share Option Scheme. The purpose of the Share Option Scheme is to grant options to selected participants as incentives or rewards for their contribution to the Company.

The total number of the Shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Company) to be granted under the Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 2% of the Shares in issue on the date of the Listing, being 80,000,000 Shares (the “**General Scheme Limit**”). On 8 November 2022, the Company conducted a share subdivision to subdivide every one (1) existing issued and unissued Shares of US\$0.0001 each in the share capital of the Company into two (2) Subdivided Shares of US\$0.00005 each in the share capital of the Company. Upon completion of the share subdivision, the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme shall not in aggregate exceed 160,000,000 Shares.

## 購股權計劃

本公司於2014年2月23日藉本公司股東的書面決議案有條件採納購股權計劃（「購股權計劃」）。根據購股權計劃，董事可酌情邀請任何合資格人士（包括任何(a)僱員；(b)非執行董事（包括獨立非執行董事）；(c)貨品或服務供應商；(d)客戶；(e)提供研究、開發或其他技術支持的任何個人或公司；(f)股東；(g)僱問或諮詢人；(h)曾經或可能藉合資經營、業務聯盟或其他業務安排而對發展及增長作出貢獻的其他組別或類別參與者）接納可認購股份的購股權，惟須受購股權計劃的條款及條件規限。購股權計劃旨在向選定的參與者授出購股權，作為彼等對本公司貢獻的激勵或回報。

因行使根據購股權計劃及本公司任何其他購股權計劃所授出所有購股權（就此而言，並不包括根據購股權計劃及本公司任何其他購股權計劃條款而失效者）而可予配發及發行的股份總數合計不得超過於上市日期的已發行股份的2%，即80,000,000股股份（「一般計劃上限」）。於2022年11月8日，本公司進行了股份拆細，將本公司股本中每一(1)股每股面值0.0001美元之現有已發行及未發行股份拆細為本公司股本中兩(2)股每股面值0.00005美元之拆細股份。於股份拆細完成後，根據購股權計劃所授出所有購股權獲行使而可予配發及發行的股份總數合計不得超過160,000,000股股份。

During the year ended 31 December 2023, details of the movements in the share options under the Share Option Scheme are as follows:

於截至2023年12月31日止年度，購股權計劃項下購股權的變動詳情如下：

Category and names of grantees 承授人類別及姓名	Outstanding as at 1 January 2023 於2023年1月1日尚未行使				Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	Outstanding as at 31 December 2023 於2023年12月31日尚未行使		Exercise price per Share 每股股份行使價	Date of grant 授出日期	Exercise period 行使期
	2023	2023	2023	2023					2023				
Directors 董事													
Zhang Jianbin 張建斌	-	3,980,000	-	-	-	-	-	-	-	HK\$1.67 1.67港元	11 April 2023 2023年4月11日	10 years 10年	
Wang Xuguang 王旭光	-	3,980,000	-	-	-	-	-	-	-	HK\$1.67 1.67港元	11 April 2023 2023年4月11日	10 years 10年	
Chief financial officer 首席財務官													
Li Xin 李昕	-	3,600,000	-	-	-	-	-	-	-	HK\$1.67 1.67港元	11 April 2023 2023年4月11日	10 years 10年	
Other employees 其他僱員													
Employees of the Group 本集團僱員	-	148,440,000	-	-	-	-	-	-	-	HK\$1.67 1.67港元	11 April 2023 2023年4月11日	10 years 10年	
Total 總計	-												

Note:

In relation to the share options granted on 11 April 2023:

- (i) the closing price of the Shares on the trading day immediately preceding the date of grant (i.e. 6 April 2023) is HK\$1.63;
- (ii) the number of options granted to the grantees is based on the positions, job tenures and performance appraisal results of the grantees. The Group has in place a standardised performance appraisal system for its employees to comprehensively evaluate their performance and contribution to the Group. Such performance appraisal takes into account a number of qualitative and quantitative indicators including productivity, quality, efficiency and/or trainings. Based on their appraisal results, the grantees receive different levels of ratings which affect the number of options granted to each individual grantee;
- (iii) the share options shall vest to the grantees in the following manner: (a) 30% of the options shall be vested on the first anniversary of the date of grant; (b) 30% of the options shall be vested on the second anniversary of the date of grant; and (c) 40% of the options shall be vested on the third anniversary of the date of grant; and
- (iv) the share options were not accepted by the grantees and were deemed to have been irrevocably declined pursuant to the rules of the Share Option Scheme. As such, there was no outstanding share option as at 31 December 2023, and the Group did not reflect the fair value of the options in its consolidated financial statements for the twelve months ended 31 December 2023.

附註：

就於2023年4月11日授出的購股權而言：

- (i) 緊接授出日期前的交易日（即2023年4月6日）的股份收市價為1.63港元；
- (ii) 授予承授人的購股權數目乃基於承授人的職位、工齡及績效評估結果而定。本集團已設立僱員的規範化績效評估體系以全面評估彼等的績效及對本集團的貢獻。有關績效評估會考慮若干定性及定量指標，包括生產力、質量、效率及／或培訓。根據彼等的評估結果，承授人獲得不同等級的評級，而評級將影響每名個人承授人獲授的購股權數目；
- (iii) 購股權須按以下方式歸屬予承授人：(a) 30%購股權須於授出日期第一週年之日歸屬；(b) 30%購股權須於授出日期第二週年之日歸屬；及(c) 40%購股權須於授出日期第三週年之日歸屬；及
- (iv) 購股權未獲承授人接納且根據購股權計劃的規則被視為已不可撤回地拒絕。因此，於2023年12月31日，概無尚未行使購股權，且本集團並無在截至2023年12月31日止十二個月的綜合財務報表中反映有關購股權的公允價值。



The total number of Shares issued and which may fall to be issued upon the exercise of the options granted under the Share Option Scheme and any other share option scheme of the Company (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being (the “**Individual Limit**”). Any further grant of options in excess of the Individual limit in any 12-month period up to and including the date of such further grant must be separately approved by the shareholders in general meeting of the Company with such grantee and his/her close associates (or his/her associates if he/she is a connected person) abstaining from voting.

The subscription price for the Shares Option Scheme shall be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet for trade in one or more board lots of the Shares on the date of the offer for the grant, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of the offer for the grant; and (iii) the nominal value of a Share.

The Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the Share Option Scheme is adopted. As at the date of this annual report, the Share Option Scheme has expired.

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence from the date of the offer for the grant of options is made, but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by the Directors and stated in the offer for the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised. A nominal consideration of HK\$1.00 is payable on acceptance of the grant of an option.

於任何12個月期間因行使根據購股權計劃及本公司任何其他購股權計劃所授出的購股權已向各承授人發行及須向各承授人發行的股份總數(同時包括已行使或尚未行使購股權兩者)不得超過本公司當時已發行股本1%(「個別上限」)。於任何12個月期間直至再授出購股權之日(包括該日)止進一步授予超逾個別上限的購股權須待於本公司的股東大會上取得股東的批准而承授人及其緊密聯繫人(或其聯屬人(如彼為關連人士))須放棄投票。

購股權計劃的認購價將由董事釐定，但不得低於(i)授出購股權建議日期(必須為營業日)在聯交所的每日報價表所示買賣一手或以上股份的收市價；(ii)緊接授出購股權建議日期前五個營業日在聯交所的每日報價表所示的股份平均收市價；及(iii)股份面值三者中之最高者。

購股權計劃將於獲採納當日起計為期10年內一直有效。於本年報日期，購股權計劃已屆滿。

參與者可於授出購股權建議日期起計21日內接納購股權。購股權可於董事釐定並通知各承授人的期間內隨時根據購股權計劃的條款行使(倘承授人於指定時間內接納授出購股權建議，該期間須由授出購股權建議日期後之日起計，至授出購股權日期後10年屆滿期止，惟可根據有關條文提早終止)。除非董事另行決定及在向承授人提呈授出購股權時有所列明，否則購股權計劃並無規定在行使前需持有購股權的最短期限。於接納所授購股權時須繳付1.00港元的名義代價。

The number of options available for grant under the scheme mandate at the beginning and the end of the year was 160,000,000.

The number of Shares that may be issued in respect of share options granted under the Share Option Scheme during the year was 160,000,000, representing 1.97% of the weighted average number of Shares class in issue for the same period of 8,104,201,502.

As at the date of this annual report, the Share Option Scheme has expired. Accordingly, no further option may be granted under the Share Option Scheme.

## SHARE AWARD SCHEME

The Company adopted the share award scheme on 5 January 2022 (the “**Share Award Scheme**”). The purposes of the Share Award Scheme are (i) to recognise the contributions by the Selected Participants; (ii) to offer suitable incentives to attract and retain the talented Selected Participants who may be beneficial to the growth and development of the Group; and (iii) to align the interests of the Selected Participants directly to the Shareholders through the ownership of the Shares, dividends and other distributions paid on the Shares and/or the increase in the value of the Shares. Please refer to the Company’s announcement dated 5 January 2022 for further details. Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the announcement.

Any individual who is an employee, officer, director or consultant of the Company or any of its Subsidiaries shall be entitled to participate in the Share Award Scheme, except for any individual who is resident in a place where the grant, acceptance or vesting of an award pursuant to the Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual. In determining the Selected Participants, the Board shall take into consideration matters including, but without limitation, the present and expected contribution of the relevant Selected Participants to the Group.

於年初及年末根據計劃授權可供授出的購股權數目為160,000,000份。

就於年內購股權計劃項下已授出購股權而可予發行的股份數目為160,000,000股，佔同期已發行類別股份加權平均數目8,104,201,502的1.97%。

於本年報日期，購股權計劃已屆滿。因此，不會根據購股權計劃進一步授出購股權。

## 股份獎勵計劃

本公司已於2022年1月5日採納股份獎勵計劃（「**股份獎勵計劃**」）。股份獎勵計劃旨在：(i)認可選定參與者作出之貢獻；(ii)提供合適的獎勵，以吸引及挽留可能對本集團增長及發展有利的優秀選定參與者；及(iii)透過讓選定參與者擁有股份、享有股息及就股份作出的其他分派及／或股份增值，而令選定參與者的利益與股東利益直接掛鈎。有關進一步詳情，請參閱本公司日期為2022年1月5日的公佈。除文義另有所指者外，本文所用詞彙與該公佈所界定者具相同涵義。

為本公司或其任何附屬公司僱員、高級職員、董事或顧問的任何個人均有權參與股份獎勵計劃，惟居於當地法律及法規禁止根據股份獎勵計劃授出、接納或歸屬獎勵或董事會認為根據當地適用法律及法規必須或適宜排除該人士之任何個人除外。於釐定選定參與者時，董事會應考慮的事宜包括（但不限於）相關選定參與者現時及預期為本集團帶來的貢獻。

Subject to terms and conditions of the Scheme and the requirements of the Listing Rules, the Board may, from time to time at its absolute discretion, select any Eligible Person to participate in the Scheme as a Selected Participant, make an offer to the Selected Participants and grant the Award Shares to such Selected Participants which are to be satisfied by (i) the new Shares to be subscribed by the Trustee under the Company's available general mandate on the relevant Grant Date or under a specific mandate approved or to be approved by the Shareholders; or (ii) the existing Shares received by the Trustee from any Shareholder or purchased by the Trustee in the open market (either on-market or off-market) as directed by the Board.

Any new Shares to be subscribed by the Trustee under the Scheme will be issued under the available general mandate in effect on the Grant Date. Only when the number of the new Shares to be subscribed exceeds the available general mandate will the Board seek a specific mandate to be approved by the Shareholders to cover those new Shares that fall outside of the available general mandate. As such, the new Shares to satisfy any Awards will be issued under the available general mandate approved by the Shareholders in effect at the time of the relevant Award, and/or a specific mandate approved or to be approved by the Shareholders for the relevant Award.

The Share Award Scheme does not specify a minimum vesting period, or a period within which an award may be exercised by the grantee. The Board may from time to time while the Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the Awards to be vested. All of such vesting criteria and conditions (if any) and periods (including the Vesting Date) shall be set out in the relevant Award Letter issued to each Selected Participant.

根據該計劃之條款及條件以及上市規則之要求，董事會可不時全權酌情挑選任何合資格人士作為選定參與者參與該計劃，向選定參與者提出要約並向選定參與者授出獎勵股份，該獎勵將以下列方式支付：(i)受託人根據本公司於相關授出日期可動用之一般授權或根據股東批准或將批准之特別授權認購之新股份；或(ii)受託人自任何股東獲得或受託人按照董事會的指示於公開市場（不論是在場內或場外）購買之現有股份。

受託人根據該計劃認購的任何新股份將根據於授出日期有效的可動用一般授權發行。僅當認購的新股份數目超過可動用的一般授權時，董事會方會尋求股東批准特別授權，以涵蓋可動用一般授權以外的該等新股份。因此，償付任何獎勵的新股份將根據股東批准且相關獎勵期間有效的可動用一般授權及／或股東就相關獎勵批准或將批准的特別授權發行。

股份獎勵計劃並無訂明最短歸屬期或承授人可予以行使獎勵的期限。於該計劃生效時及在所有適用法律的規限下，董事會可不時釐定將予歸屬之獎勵的歸屬標準及條件或期限。所有該等歸屬標準及條件（如有）及期限（包括歸屬日期）將載於向每名選定參與者發出的相關獎勵函件內。

The Company shall not make any further grant of award which will result in the number of Shares granted under the Share Award Scheme exceeding 10% of the total number of issued Shares as at the adoption date, i.e. 400,000,000 Shares (the "Scheme Limit"). Upon completion of the share subdivision conducted by the Company on 8 November 2022, the total number of Shares which may be granted under the Scheme Limit shall not in aggregate exceed 800,000,000 Shares, representing approximately 9.86% of the total issued Shares as at the date of this report. Such maximum number is not a limit set for yearly basis but the maximum number of the Shares that may be awarded throughout the award period. The maximum number of the Shares which may be awarded to a Selected Participant in the 12-month period up to each Grant Date shall not exceed one per cent of the total number of issued Shares on the relevant Grant Date.

The Share Award Scheme shall terminate on the earlier of: (i) the expiry of the Award Period; and (ii) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any Selected Participant under the Scheme.

During the year 2023 and up to the date of this report, no award share has been granted to any Selected Participants pursuant to the Share Award Scheme. As at the date of this annual report, the Trustee holds 9,910,000 Shares purchased on-market which are available for grant under the Share Award Scheme, representing approximately 0.12% of the total issued Shares.

## EQUITY-LINKED AGREEMENTS

Save as disclosed in this annual report, no equity-linked agreement was entered into by or subsisted in the Company, and there was no provision to enter into any agreement which will or may result in the Company issuing shares during or subsisted at the end of the year ended 31 December 2023.

倘進一步授出獎勵將導致根據股份獎勵計劃授出的股份數目超過採納日期已發行股份總數的10% (即400,000,000股股份, 「計劃限額」), 則本公司不得進一步授出任何獎勵。於本公司在2022年11月8日進行的股份拆細完成後, 根據計劃限額可予以授出的股份總數合共不得超過800,000,000股股份, 相當於本報告日期已發行股份總數約9.86%。該最高數目不是每年設定的上限, 而是於整個獎勵期間可能授出的股份的最高數目。於截至各授出日期的12個月期間內, 可獎勵一名選定參與者的最高股份數目不得超過於相關授出日期已發行股份總數的1%。

股份獎勵計劃應於以下較早者終止: (i) 獎勵期間屆滿; 及(ii) 董事會釐定的提早終止日期, 惟該終止不得影響該計劃項下的任何選定參與者的任何既有權利。

於2023年及直至本報告日期, 概無根據股份獎勵計劃向任何選定參與者授予獎勵股份。於本年報日期, 受託人持有從市場上購回且根據股份獎勵計劃可供授出的9,910,000股股份, 相當於已發行股份總數的約0.12%。

## 股票掛鈎協議

除本年報所披露者外, 本公司並無訂立亦不存在任何股票掛鈎協議, 且於截至2023年12月31日止年度內並無或於該年度結束時不存在任何條文規定訂立任何將會或可能導致本公司發行股份的協議。

## PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 2 June 2022, the Company and China International Capital Corporation Hong Kong Securities Limited (the "Placing Manager") entered into a placing agreement, pursuant to which, the Placing Manager agreed to procure a placee, Capital Research Global Investors (the "Placee") to subscribe for an aggregate of 57,001,000 Shares at a placing price of HK\$5.50 per Share. Based on the closing price of HK\$6.92 per Share as quoted on the Stock Exchange as at the date of the placing agreement, the market value of the placing Shares was HK\$394,446,920. The placing has completed on 10 June 2022, and an aggregate of 57,001,000 Shares were allotted and issued to the Placee.

The gross and net proceeds (after deduction of all related costs, commission and expenses) raised from the placing are approximately HK\$313.51 million and HK\$309.79 million, respectively. The net placing price was approximately HK\$5.43 per placing Share. As at 31 December 2023, details of intended application of net proceeds are set out as follows:

## 根據一般授權配售新股份

於2022年6月2日，本公司與中國國際金融香港證券有限公司（「配售經辦人」）訂立配售協議，據此，配售經辦人同意促使承配人Capital Research Global Investors（「承配人」）以每股5.50港元的配售價格認購合共57,001,000股股份。按配售協議日期在聯交所所報收市價每股6.92港元計算，配售股份的市值為394,446,920港元。配售已於2022年6月10日完成，並向承配人配發及發行合共57,001,000股股份。

配售所得款項總額及所得款項淨額（已扣除所有相關成本、佣金及開支）分別約為313.51百萬港元及309.79百萬港元。淨配售價約為每股配售股份5.43港元。於2023年12月31日，所得款項淨額的擬定用途詳情載列如下：

	Approximate % of total net proceeds 佔所得款項 淨額總額的 概約百分比	Planned use of actual net proceeds 實際所得 款項淨額的 計劃用途 <i>HKD'million</i> 百萬港元	Utilised net proceeds up to 31 December 2022 截至2022年 12月31日 已動用所得 款項淨額 <i>HKD'million</i> 百萬港元	Actual usage of the net proceeds for the year ended 31 December 2023 截至2023年 12月31日止 年度實際 使用的 所得款項淨額 <i>HKD'million</i> 百萬港元	Utilised net proceeds up to 31 December 2023 截至2023年 12月31日已 動用所得 款項淨額 <i>HKD'million</i> 百萬港元	Proceeds unused 未動用 所得款項 <i>HKD'million</i> 百萬港元
Development and construction of a planned large-scale marine cultural theme park of the Company in Zhengzhou 開發建設本公司於鄭州規劃的大型海洋文化主題公園	30	92.94	92.94	–	92.94	–
Further expansion in the asset-light management output business 進一步拓展輕資產管理輸出業務	30	92.94	23.19	69.75	92.94	–
Working capital of the Group 本集團的營運資金	40	123.92	123.92	–	123.92	–

During the year ended 31 December 2023, the Company had used the proceeds according to the intentions previously disclosed in the announcement dated 2 June 2022.

於截至2023年12月31日止年度，本公司已按照先前於日期為2022年6月2日的公告中披露的用途動用所得款項。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2023, so far as was known to the Directors or chief executive of the Company, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

## 主要股東於股份及相關股份的權益及淡倉

於2023年12月31日，就董事或本公司最高行政人員所知，按本公司根據證券及期貨條例第336條須予存置的登記冊所記錄，以下人士（並非董事或本公司最高行政人員）於股份或相關股份中擁有權益或淡倉：

Name 名稱	Nature of Interest 權益性質	Number of Shares 股份數目	Approximate Percentage of Total Issued Shares (Note 3) 佔已發行股份總數的概約百分比(附註3)
Cantrust (Far East) Limited (Note 1) Cantrust (Far East) Limited (附註1)	Trustee 受託人	3,837,231,048 (L)	47.29%
Zeqiao Holdings Limited (formerly known as Haichang Group Limited) (Note 1) 澤僑控股有限公司(前稱海昌集團有限公司)(附註1)	Beneficial owner 實益擁有人	3,837,231,048 (L)	47.29%
Zeqiao International (BVI) Limited (Note 1) Zeqiao International (BVI) Limited (附註1)	Interest in controlled corporations 受控法團權益	3,837,231,048 (L)	47.29%
ORIX Corporation (Note 1) (Note 2) 歐力士株式會社(附註1)(附註2)	Interest in a controlled corporation 受控法團權益	1,186,768,000 (L)	14.63%
ORIX (China) Investment Company Limited (Note 2) 歐力士(中國)投資有限公司(附註2)	Interest in a controlled corporation 受控法團權益	786,768,000 (L)	9.70%
Mountain Tai Apollo Investment Limited (Note 2) 泰山天尊投資有限公司(附註2)	Beneficial owner 實益擁有人	786,768,000 (L)	9.70%
ORIX Asia Capital Limited (Note 2) 歐力士亞洲資本有限公司(附註2)	Beneficial owner 實益擁有人	400,000,000 (L)	4.93%

(L) denotes a long position in the Shares

(L) 代表股份好倉

Notes:

1. Zeqiao Holdings Limited is wholly owned by Zeqiao International (BVI) Limited, which is in turn wholly owned by Cantrust (Far East) Limited, the trustee of Generation Qu Trust, which is a discretionary trust set up by Mr. Qu Cheng as settlor for the benefit of himself and his family.
2. The number of Shares disclosed was based on the latest disclosure of interest form filed on 10 November 2022 (the date of relevant event be 10 November 2022) received from ORIX Corporation. According to the filed notice:
  - (a) Mountain Tai Apollo Investment Limited holds 786,768,000 Shares. Mountain Tai Apollo Investment Limited is wholly – owned by ORIX (China) Investment Company Limited, which is in turn wholly-owned by ORIX Corporation.
  - (b) ORIX Asia Capital Limited holds 400,000,000 Shares and is wholly owned by ORIX Corporation.

Accordingly, ORIX Corporation is deemed to be interested in the 786,768,000 Shares held by Mountain Tai Apollo Investment Limited and the 400,000,000 Shares held by ORIX Asia Capital Limited.

3. This percentage has been computed based on 8,114,002,000 Shares in issue as at 31 December 2023.

Other than as disclosed above, as at 31 December 2023, the Directors had not been notified by any person (not being the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept pursuant to Section 336 of the SFO.

附註：

1. 澤僑控股有限公司由Zeqiao International (BVI) Limited全資擁有，而Zeqiao International (BVI) Limited由Generation Qu Trust的受託人Cantrust (Far East) Limited全資擁有，Generation Qu Trust為由曲程先生作為財產授予人為其自身及其家族成員利益而成立的全權信託。
2. 所披露的股份數目乃根據自歐力士株式會社收取於2022年11月10日(相關事件日期為2022年11月10日)提交之最新披露權益表格。根據所提交的表格：
  - (a) 泰山天尊投資有限公司持有786,768,000股股份。泰山天尊投資有限公司由歐力士(中國)投資有限公司全資擁有，而後者由歐力士株式會社全資擁有。
  - (b) 歐力士亞洲資本有限公司持有400,000,000股股份，並由歐力士株式會社全資擁有。

因此，歐力士株式會社被視為擁有泰山天尊投資有限公司所持有786,768,000股股份及歐力士亞洲資本有限公司所持有400,000,000股股份的權益。

3. 該百分比乃根據於2023年12月31日之已發行8,114,002,000股股份計算。

除上文所披露者外，於2023年12月31日，董事概無獲知會有任何人士(並非董事或本公司最高行政人員)在根據證券及期貨條例第336條須予存置的登記冊所記錄之股份或相關股份中擁有權益或淡倉。



## DEED OF NON-COMPETITION FROM THE CONTROLLING SHAREHOLDERS

On 27 February 2014, Mr. Qu Naijie and Zeqiao Holdings Limited (formerly known as Haichang Group Limited), entered into a deed of non-competition (the “**Original Deed of Non-competition**”) in favour of the Company in order to mitigate any potential conflict of interest with the Group. Details of the Original Deed of Non-competition were disclosed in the prospectus (the “**Prospectus**”) of the Company dated 28 February 2014 under the section headed “Relationship with our Controlling Shareholders”.

On 14 January 2020, upon becoming the controlling shareholders of the Group, Mr. Qu Cheng, Zeqiao Holdings Limited and Speedy Journey Investment Limited (the “**Controlling Shareholders**”) entered into a deed of non-competition (together with the Original Deed of Non-competition, the “**Deeds of Non-competition**”) in favour of the Company, pursuant to which the Controlling Shareholders shall not, and shall procure his/its close associates and/or the persons and companies controlled by him/it, not to, among other things, carry on, participate in, acquire or hold any right or interest or otherwise be interested, involved or engaged in or connected with, directly or indirectly, any business which is in any respect in competition with or similar to or is likely to be in competition with, or provide support in any form to persons or entities other than the Group to engage in business that constitutes or may constitute direct or indirect competition with, the business in which any member of the Group is engaged or is otherwise involved in its principal business from time to time.

An independent board committee of the Company (the “**Independent Board Committee**”) consisting exclusively of independent non-executive Directors was set up to monitor the execution and the performance of obligations of the Deeds of Non-competition by the Controlling Shareholders and Mr. Qu Naijie. The Independent Board Committee has reviewed the status of compliance, and none of the Controlling Shareholders and Mr. Qu Naijie, nor any of its subsidiaries or associates were found by the Group contravening the relevant non-competition undertakings during the year ended 31 December 2023.

## 來自控股股東的不競爭契據

於2014年2月27日，曲乃杰先生及澤僑控股有限公司（前稱海昌集團有限公司）已訂立有利於本公司的不競爭契據（「**原不競爭契據**」），以降低與本集團之間的任何潛在利益衝突。有關原不競爭契據的詳情於本公司日期為2014年2月28日的招股章程（「**招股章程**」）中「與本公司控股股東的關係」一節披露。

於2020年1月14日，於成為本集團控股股東後，曲程先生、澤僑控股有限公司及馳程投資有限公司（「**控股股東**」）訂立有利於本公司的不競爭契據（連同原不競爭契據統稱「**該等不競爭契據**」），據此，控股股東不會並將促使其緊密聯繫人及／或由其控制的人士及公司不會（其中包括）直接或間接進行、參與、收購或持有任何權利或權益或以其他方式持有權益、涉及或從事與本集團任何成員不時於其主要業務從事或以其他方式涉及的業務構成競爭或類似或可能存在競爭的業務，或以任何形式向本集團以外的人士或實體提供支持，以從事構成或可能構成直接或間接與本集團任何成員不時於其主要業務從事或以其他方式涉及的業務構成競爭的業務。

本公司完全由獨立非執行董事組成的獨立董事委員會（「**獨立董事委員會**」）經已成立，以監察控股股東及曲乃杰先生對於該等不競爭契據的執行及責任的履行。獨立董事委員會已檢討合規狀況，本集團在截至2023年12月31日止年度，未發現控股股東及曲乃杰先生及其附屬、聯營公司存在違反相關不競爭承諾的情況。

## RELATED PARTY TRANSACTIONS

A summary of the related party transactions entered into by the Group during the year ended 31 December 2023 is contained in note 37 to the consolidated financial statements in this annual report. The Directors consider that those related party transactions did not fall under the definition of “connected transactions” or “continuing connected transactions” (as the case may be) in Chapter 14A of the Listing Rules which are required to comply with any of the reporting, announcement or independent shareholders’ approval requirements under the Listing Rules.

## TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the shareholders by reason of their holding of the Company’s securities.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands that would oblige the Company to offer new Shares on a pro rata basis to existing shareholders.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available and within the knowledge of the Directors, during the year ended 31 December 2023 and up to the date of this annual report, the Company had maintained sufficient public float as required under the Listing Rules.

## POST BALANCE SHEET EVENTS

A summary of the major events in relation to the Company that have occurred since the balance sheet date are set out in note 42 to the consolidated financial statements in this annual report.

## 關連人士交易

本集團於以2023年12月31日為止年度內訂立的關連人士交易概要，載於本年報合併財務報表附註37。董事認為，該等關連人士交易並不屬於上市規則第十四A章所定義須遵守上市規則項下任何申報、公告或獨立股東批准規則的「關連交易」或「持續關連交易」(視乎情況而定)。

## 稅務減免及豁免

董事並不知悉股東因持有本公司證券而可享有的任何稅務減免及豁免。

## 優先購買權

章程細則或開曼群島法例概無優先購買權條文，規定本公司須向現有股東按比例發售新股。

## 足夠公眾持股量

根據於截至2023年12月31日止年度及直至本年報日期公開可得的資料及據董事所知，本公司一直維持上市規則所規定之足夠公眾持股量。

## 結算日後事項

有關於結算日後發生的關於本公司的重大事項概要，載於本年報合併財務報表附註42。

## AUDIT COMMITTEE

As at the date of this annual report, the Audit Committee comprises three independent non-executive Directors, namely Mr. Zhu Yuchen, Mr. Wang Jun and Ms. Shen Han. Mr. Zhu Yuchen was the chairman of the Audit Committee.

The Audit Committee has reviewed together with the Directors the audited consolidated financial statements of the Group for the year ended 31 December 2023.

## AUDITOR

The consolidated financial statements of the Company for the year ended 31 December 2023 have been audited by Ernst & Young, the auditor of the Company.

During the preceding three years, there has been no change in the Company's auditor.

On behalf of the Board

**Mr. Qu Naijie**

*Executive Director, Chairman of the Board and Chief Executive Officer*

26 March 2024

## 審核委員會

於本年報日期，審核委員會由三名獨立非執行董事朱玉辰先生、王軍先生及沈涵女士組成。朱玉辰先生為審核委員會主席。

審核委員會已與董事審閱本集團截至2023年12月31日止年度之經審核綜合財務報表。

## 核數師

本公司截至2023年12月31日止年度之合併財務報表已由本公司核數師安永會計師事務所審核。

於之前三個年度，本公司之核數師並無變動。

代表董事會

**曲乃杰先生**

*執行董事、董事會主席兼行政總裁*

2024年3月26日

## CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of Shareholders and to enhance corporate value and accountability. The Company has adopted the code provisions in Part 2 of Corporate Governance Code (the “CG Code”) contained in Appendix C1 to the Listing Rules as its own code of corporate governance.

As at the date of this annual report, the Company is in deviation from the following code provisions of the CG Code:

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

As required by code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals. Mr. Qu Naijie acts as the chairman of the Board and the chief executive officer of the Company. The Company considers that it is appropriate to deviate from the code provision as taking the roles of both chairman and chief executive by the same individual helps enhance the efficiency of the formulation and implementation of the Company’s strategies and allow the Group to grasp business opportunities in an efficient and timely manner. The Company is of the view that under the supervision of the Board and the independent non-executive Directors, a balancing mechanism exists so that the interests of the Shareholders are adequately and fairly represented.

The chairman of the Board and chief executive officer of the Company is responsible for overall strategic planning and overseeing the general corporate, financial and compliance affairs of the Group, and the strategic decision making and the management of the Group.

The key corporate governance principles and practices of the Company are outlined later in this annual report.

## THE BOARD OF DIRECTORS

### Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group’s strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group.

## 企業管治常規

本集團致力維持高水平的企業管治，以保障股東利益及提升企業價值和問責性。本公司已採納上市規則附錄C1所載的企業管治守則（「企業管治守則」）第二部分守則條文作為其本身的企業管治守則。

截至本年報日期，本公司違反企業管治守則的情況如下：

## 主席及行政總裁

根據企業管治守則的守則條文第C.2.1條，主席與行政總裁的角色應予區分，不應由同一人兼任。曲乃杰先生擔任本公司董事會主席兼行政總裁。本公司認為偏離該規定實屬恰當，原因為由同一人兼任主席和行政總裁角色有助提高制定及執行本公司策略之效率，讓本集團更高效及時地抓緊商機。本公司認為，在董事會及獨立非執行董事之監督下，制衡機制可充分及公平呈現股東利益。

董事會主席兼本公司行政總裁負責制定本集團整體策略，並監督一般企業、財務及合規事宜，以及戰略性決策及本集團管理。

本公司的主要企業管治原則及常規在本年報的隨後部份概述。

## 董事會

### 職責

董事會負責本集團的整體領導、監督本集團的策略決策及監控業務與表現。董事會已向本集團高級管理層授予有關本集團日常管理及經營方面的權力及職責。

To oversee particular aspects of the Company's affairs, the Board has established five Board committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee, the Risk Management and Corporate Governance Committee and the Independent Board Committee (together, the "Board Committees"). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

### Board composition

As at the date of this annual report, the Board comprised nine members, consisted of three executive Directors, three non-executive Directors and three independent non-executive Directors. Information of the Directors during the year and as at the date of this annual report is set out in the following table.

為監督本公司事務的特定方面，董事會已成立五個董事委員會，即審核委員會、薪酬委員會、提名委員會、風險管理及企業管治委員會及獨立董事委員會（統稱「董事委員會」）。董事會已向董事委員會授權彼等各自職權範圍所載之職責。

### 董事會組成

於本年報日期，董事會由九名成員組成，包括三名執行董事、三名非執行董事及三名獨立非執行董事。下表載列年內及於本年報日期各董事的資料。

Name of Director 董事姓名	Other Position/Title 其他職位／職銜	Date of first appointment 首次獲委任日期	Date of last re-election as Director 最近獲重選為董事日期
<b>Executive Directors 執行董事</b>			
Qu Naijie 曲乃杰	Chairman and Chief Executive Officer 主席兼行政總裁	21 November 2011 2011年11月21日	10 June 2021 2021年6月10日
Qu Cheng 曲程	Authorised Representative 授權代表	25 May 2016 2016年5月25日	10 June 2022 2022年6月10日
Li Kehui 李珂暉	Senior Vice President (Person-In-Charge) 高級副總裁(主持工作)	17 November 2023 2023年11月17日	Not applicable 不適用
Zhang Jianbin (resigned on 17 November 2023) 張建斌(於2023年11月17日辭任)	Executive President 執行總裁	5 January 2022 2022年1月5日	10 June 2022 2022年6月10日

Name of Director 董事姓名	Other Position/Title 其他職位／職銜	Date of first appointment 首次獲委任日期	Date of last re-election as Director 最近獲重選為董事日期
<b>Non-executive Directors 非執行董事</b>			
Wang Xuguang 王旭光		19 July 2012 2012年7月19日	9 June 2023 2023年6月9日
Wu Tongtong 吳桐桐		3 July 2023 2023年7月3日	Not applicable 不適用
Yuan Bing 袁兵		24 August 2012 2012年8月24日	9 June 2023 2023年6月9日
Li Hao (resigned on 3 July 2023) 李浩 (於2023年7月3日辭任)		24 August 2012 2012年8月24日	30 June 2020 2020年6月30日
<b>Independent Non-executive Directors 獨立非執行董事</b>			
Zhu Yuchen 朱玉辰		9 June 2023 2023年6月9日	9 June 2023 2023年6月9日
Wang Jun 王軍		19 December 2019 2019年12月19日	10 June 2022 2022年6月10日
Shen Han 沈涵		31 October 2023 2023年10月31日	Not applicable 不適用
Chen Guohui (retired on 9 June 2023) 陳國輝 (於2023年6月9日退任)		25 January 2017 2017年1月25日	10 June 2021 2021年6月10日
Zhang Meng (retired on 9 June 2023) 張夢 (於2023年6月9日退任)		25 January 2017 2017年1月25日	10 June 2021 2021年6月10日

The biographical information of the Directors are set out in the section headed “Directors and Senior Management” on pages 33 to 51 of this annual report. The relationships between the members of the Board are also disclosed under that section.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee, the Nomination Committee, the Risk Management and Corporate Governance Committee and the Independent Board Committee.

## INDUCTION AND CONTINUING PROFESSIONAL DEVELOPMENT

Pursuant to code provision C.1.4 of the CG Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills.

The Directors have been provided with the relevant training to ensure that they have a proper understanding of the business and operations of the Group and that they are fully aware of their responsibilities and obligations as a director of a listed company as well as the compliance practice under the Listing Rules. The Company from time to time updates and provides written training materials to the Directors, and organises seminars on the latest development of the Listing Rules, applicable laws, rules and regulations relating to directors’ duties and responsibilities. The Directors may request the Company, pursuant to the policy for Directors to seek independent professional advice, to provide independent professional advice at the expense of the Company to discharge their respective duties to the Company.

董事的履歷資料載於本年報第33至51頁「董事及高級管理層」一節。董事會成員之間的關係亦在該節內披露。

全體董事（包括非執行董事及獨立非執行董事）已為董事會之高效及有效運作帶來廣泛有價值的業務經驗、知識及專業技能。獨立非執行董事應邀擔任審核委員會、薪酬委員會、提名委員會、風險管理及企業管治委員會及獨立董事委員會成員。

## 就職及持續專業發展

根據企業管治守則之守則條文第C.1.4條，全體董事應參與持續專業發展以發展及更新其知識及技能。

董事已獲提供相關培訓，以確保彼等適當了解本集團業務運營以及充份認識到彼等作為上市公司董事的職責及責任以及上市規則項下的合規慣例。本公司不時為董事更新及提供書面培訓材料，並就與董事的職務及職責有關的上市規則、適用法律、法規及規章的最新發展舉辦研討會。董事可根據董事尋求獨立專業意見的政策要求本公司提供獨立專業意見，以履行董事對本公司的職責，有關開支概由本公司承擔。

According to records provided by the Directors, a summary of training received by the Directors relating to the business, directors' duties and responsibilities and regulatory updates during the year ended 31 December 2023 is as follows:

根據董事提供的記錄，董事於以2023年12月31日為止的年度接受與業務、董事職責及責任及最新監管消息有關培訓的記錄如下：

Name of Director	董事姓名	Attending seminars/ conferences/forums 出席研究會/ 會議/論壇	Reading materials 閱讀資料
<b>Executive Directors</b>			
Qu Naijie	曲乃杰	✓	✓
Qu Cheng	曲程	✓	✓
Li Kehui	李珂暉	✓	✓
Zhang Jianbin (resigned on 17 November 2023)	張建斌 (於2023年11月17日辭任)	✓	✓
<b>Non-executive Directors</b>			
Wang Xuguang	王旭光	✓	✓
Wu Tongtong	吳桐桐	✓	✓
Yuan Bing	袁兵	✓	✓
Li Hao (resigned on 3 July 2023)	李浩 (於2023年7月3日辭任)	✓	✓
<b>Independent Non-executive Directors</b>			
Zhu Yuchen	朱玉辰	✓	✓
Wang Jun	王軍	✓	✓
Shen Han	沈涵	✓	✓
Chen Guohui (retired on 9 June 2023)	陳國輝 (於2023年6月9日退任)	✓	✓
Zhang Meng (retired on 9 June 2023)	張夢 (於2023年6月9日退任)	✓	✓



## NON-EXECUTIVE DIRECTORS – TERM OF APPOINTMENT

None of the non-executive Directors are appointed for a specific term of longer than three years. None of the Directors has any unexpired service contracts which is not determinable by the Company or its subsidiaries within one year without payment of compensation, other than statutory compensation.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rules 3.11 and 3.23 of the Listing Rules, the Company should appoint an independent non-executive Director and a member of the Audit Committee within three months after failing to meet the requirements under Rules 3.10(1), 3.10A and 3.21 of the Listing Rules. The Company was in short of one independent non-executive Director and Audit Committee member immediately after the annual general meeting held on 9 June 2023. As the Company was unable to appoint an additional independent non-executive Director before 8 September 2023, the Company had therefore applied to the Stock Exchange for a waiver from strict compliance with Rules 3.10(1), 3.10A, 3.21 and 3.27A of the Listing Rules.

On 22 September 2023, the Stock Exchange granted to the Company a waiver from strict compliance with Rules 3.10, 3.10A, 3.21 and 3.27A of the Listing Rules until 31 October 2023. On 31 October 2023, Ms. Shen Han was appointed as an independent non-executive Director of the Company as well as a member of both the Nomination Committee and the Audit Committee. Since then, the Company has complied with Rules 3.10(1), 3.10A, 3.21 and 3.27A of the Listing Rules.

Save as disclosed above, during the year ended 31 December 2023, the Company was in compliance with the requirements of Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

Save as disclosed in this annual report, the Company was also in compliance with the requirement of Rule 3.10A of the Listing Rules relating to the appointment of independent non-executive directors representing at least one-third of the Board.

## 非執行董事 – 委任年期

概無非執行董事獲委以超過三年之特定任期。董事概無訂立本公司或其附屬公司未支付補償（法定補償除外）則不可於一年內終止之任何未屆滿服務合約。

## 獨立非執行董事

根據上市規則第3.11及3.23條，本公司應於未遵守上市規則第3.10(1)、3.10A及3.21條的規定後三個月內委任一名獨立非執行董事及一名審核委員會成員。緊隨於2023年6月9日舉行的股東週年大會後，本公司缺少一名獨立非執行董事及審核委員會成員。由於本公司無法於2023年9月8日前委任一名新增獨立非執行董事，故本公司向聯交所申請豁免嚴格遵守上市規則第3.10(1)、3.10A、3.21及3.27A條的規定。

於2023年9月22日，聯交所授予本公司豁免於2023年10月31日前嚴格遵守上市規則第3.10條、3.10A條、3.21條及3.27A條的規定。於2023年10月31日，沈涵女士已獲委任為本公司獨立非執行董事以及提名委員會成員及審核委員會成員。自此，本公司已符合上市規則第3.10(1)、3.10A、3.21及3.27A條之規定。

除上文所披露者外，於以2023年12月31日為止的年度，本公司已遵守上市規則第3.10(1)條及第3.10(2)條有關委任至少三名獨立非執行董事，而其中至少有一名獨立非執行董事擁有適當的專業資格或會計或相關財務管理專長之規定。

除本年報所披露外，本公司亦已遵守上市規則第3.10A條有關委任的獨立非執行董事須佔董事會成員人數至少三分之一之規定。

The Company has received written annual confirmation from each of the independent non-executive Directors on his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

## DIRECTORS' SERVICE AGREEMENTS

None of the Directors who is proposed for re-election at the forthcoming annual general meeting has any service agreement which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

The rules and procedures governing the appointment, retirement, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board structure, size and composition and making recommendations to the Board on the appointment and re-appointment of Directors and succession planning for Directors.

## NOMINATION, APPOINTMENT, RETIREMENT AND RE-ELECTION

In accordance with the Articles of Association, at least one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation and shall be eligible for re-election and re-appointment at every annual general meeting provided that each Director shall be subject to retirement by rotation at least once every three years and any new Director appointed to fill a causal vacancy or as an addition to the Board shall submit himself/herself for re-election by Shareholders at the next general meeting after appointment.

## BOARD MEETINGS

The Board intends to hold Board meetings regularly at least four times a year at approximately quarterly intervals which are normally scheduled in the fourth quarter of the preceding year. Notices of not less than fourteen days will be given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for regular Board meetings. The Board will also hold meeting on other occasions when a board-level decision on a particular matter is required. Reasonable notice will generally be given.

本公司已收到各獨立非執行董事根據上市規則第3.13條所發出有關其獨立性之書面年度確認，而本公司認為彼等各自均為獨立人士。

## 董事服務合約

建議於應屆股東週年大會重選的董事概無與本集團訂立本集團未支付補償(法定補償除外)則不可於一年內終止之服務合約。

董事之委任、退任、重選及罷免之規則及程序乃載於章程細則。提名委員會負責檢討董事會架構、人數及組成，並就董事之委任及連任以及繼任計劃向董事會提供建議。

## 提名、委任、退任及重選

根據章程細則，當時為數三分之一的董事(如董事人數並非三或三的倍數，則須為最接近但不少於三分之一的董事人數)須輪值退任，並合資格於各股東週年大會上重選或連任，惟各董事須最少每三年輪值退任一次，而任何因填補臨時職位空缺或作為董事會新增成員而獲委任的新任董事須在接受委任後之下一次股東大會上由股東進行重選。

## 董事會會議

董事會擬定期舉行董事會會議，即每年至少舉行四次會議及大致按季度舉行會議，一般會於第四季預定會議時間。董事會常規會議通知將於會議舉行前至少十四日送呈全體董事，讓其安排出席會議，並於常規董事會會議議程內載入所要討論的事宜。董事會亦會於某事項需要作出董事會決議時舉行會議，並會發出合理通知。

Details of Directors' attendance at Board meetings, Board Committee meetings and two general meetings held during the year ended 31 December 2023 are set out in the table below:

董事於截至2023年12月31日止年度舉行的董事會會議、董事委員會會議及兩次股東大會的出席記錄如下：

Name of Directors	董事姓名	Number of meetings attended/eligible to attend 出席/合資格出席會議次數						
		Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	Corporate Governance and Risk Management Committee Meeting 風險管理及企業管治委員會會議	Independent Board Committee Meeting 獨立董事	General Meeting 股東大會
<b>Executive Directors</b>	<b>執行董事</b>							
Qu Naijie	曲乃杰	7/7	-	-	5/5	-	-	1/1
Qu Cheng	曲程	7/7	-	-	-	-	-	1/1
Li Kehui <sup>1</sup>	李珂輝 <sup>1</sup>	-	-	-	-	-	-	-
Zhang Jianbin <sup>2</sup>	張建斌 <sup>2</sup>	6/6	-	-	-	-	-	1/1
<b>Non-executive Directors</b>	<b>非執行董事</b>							
Wang Xuguang	王旭光	7/7	-	2/2	-	-	-	1/1
Wu Tongtong <sup>3</sup>	吳桐桐 <sup>3</sup>	3/3	-	-	-	-	-	-
Li Hao <sup>4</sup>	李浩 <sup>4</sup>	3/3	-	-	-	-	-	1/1
Yuan Bing	袁兵	7/7	-	-	-	2/2	-	1/1
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>							
Zhu Yuchen <sup>5</sup>	朱玉辰 <sup>5</sup>	4/4	2/2	4/4	-	1/1	1/1	-
Chen Guohui <sup>6</sup>	陳國輝 <sup>6</sup>	3/3	1/1	2/2	-	1/1	2/2	1/1
Wang Jun	王軍	7/7	3/3	5/5	5/5	-	3/3	1/1
Shen Han <sup>7</sup>	沈涵 <sup>7</sup>	1/1	1/1	-	1/1	-	-	-
Zhang Meng <sup>8</sup>	張夢 <sup>8</sup>	3/3	1/1	-	2/2	1/1	2/2	1/1

<sup>1</sup> appointed on 17 November 2023

<sup>2</sup> resigned on 17 November 2023

<sup>3</sup> appointed on 3 July 2023

<sup>4</sup> resigned on 3 July 2023

<sup>5</sup> appointed on 9 June 2023

<sup>6</sup> retired on 9 June 2023

<sup>7</sup> appointed on 31 October 2023

<sup>8</sup> retired on 9 June 2023

<sup>1</sup> 於2023年11月17日獲委任

<sup>2</sup> 於2023年11月17日辭任

<sup>3</sup> 於2023年7月3日獲委任

<sup>4</sup> 於2023年7月3日辭任

<sup>5</sup> 於2023年6月9日獲委任

<sup>6</sup> 於2023年6月9日退任

<sup>7</sup> 於2023年10月31日獲委任

<sup>8</sup> 於2023年6月9日退任

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry of all Directors, the Company confirmed that the Directors had complied with the required standard set out in the Model Code throughout the year ended 31 December 2023.

## DELEGATION BY THE BOARD

The Board reserves for its decision all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

## CORPORATE GOVERNANCE FUNCTION

The Board recognises that corporate governance should be the collective responsibility of the Directors. During the year ended 31 December 2023, the Board delegated the corporate governance duties to the Board Committees as disclosed under the following sections.

## NOMINATION COMMITTEE

The Nomination Committee was established on 23 February 2014. The Nomination Committee comprises the chairman of the Board and two independent non-executive Directors, namely Mr. Qu Naijie (Chairman), Mr. Wang Jun and Ms. Shen Han. The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment and removal of Directors.

## 董事進行證券交易

本公司已採納標準守則作為其自身有關董事之證券交易的行為守則。經向全體董事作出具體查詢後，本公司確認董事已於截至2023年12月31日止年度內一直遵守標準守則所規定的標準。

## 董事會之授權

董事會對本公司所有重大事宜保留決策權，包括：批准及監督一切政策事宜、整體策略及預算、內部監控及風險管理制度、重大交易（特別是可能牽涉利益衝突者）、財務資料、任命董事及其他主要財務及運營事宜。董事於履行彼等職責時可尋求獨立專業意見，費用由本公司承擔，並鼓勵董事向本公司高級管理層接觸以進行獨立諮詢。

本集團之日常管理、行政及運營交予高級管理層負責。授權職能及職責由董事會定期檢討。管理層達成任何重大交易前均須取得董事會批准。

## 企業管治職能

董事會承認企業管治乃全體董事之共同責任。於截至2023年12月31日止年度，如以下各節所披露，董事會把企業管治職責授予董事委員會。

## 提名委員會

提名委員會於2014年2月23日成立。提名委員會包括董事會主席及兩名獨立非執行董事，分別為曲乃杰先生（主席）、王軍先生及沈涵女士。提名委員會的主要職責為就董事的委任及罷免向董事會提供建議。

During the year ended 31 December 2023, 5 meetings of the Nomination Committee were held and the attendance record of each member is shown in the table presented above.

The principal duties of the Nomination Committee include the following:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board and to make recommendation on any proposed changes to the Board due to the implementation of the corporate strategies of the Company;
- to identify individual who has the suitable qualifications to become a Director and to nominate such person to act as a Director or to provide recommendation to the Board in relation to this;
- to assess the independence of independent non-executive Directors;
- to make recommendation to the Board on the appointment or re-appointment of Directors and the succession plan of Directors (particularly, the chairman of the Board and the President of the Group/chief executive officer of the Company); and
- to review the implementation and effectiveness of the board diversity policy and the director nomination policy and to disclose such policy or a summary of such in the corporate governance report.

The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

截至2023年12月31日止年度，提名委員會舉行5次會議，各成員的出席記錄載列已於上表呈示。

提名委員會的主要職責包括以下方面：

- 檢討董事會的架構、規模及組成（包括技能、知識及經驗），並就因執行本公司企業策略而建議作出的任何變動向董事會提出推薦意見；
- 物色具備合適資歷擔任董事的人選及提名該人士出任董事，或就此向董事會提出推薦意見；
- 評估獨立非執行董事的獨立性；
- 就董事的委任或連任及繼任計劃向董事會提出推薦意見（尤其董事會主席及集團總裁／本公司行政總裁）；及
- 檢討董事會成員多元化政策及董事提名政策的執行情況及有效性，並於企業管治報告內披露有關政策或概要。

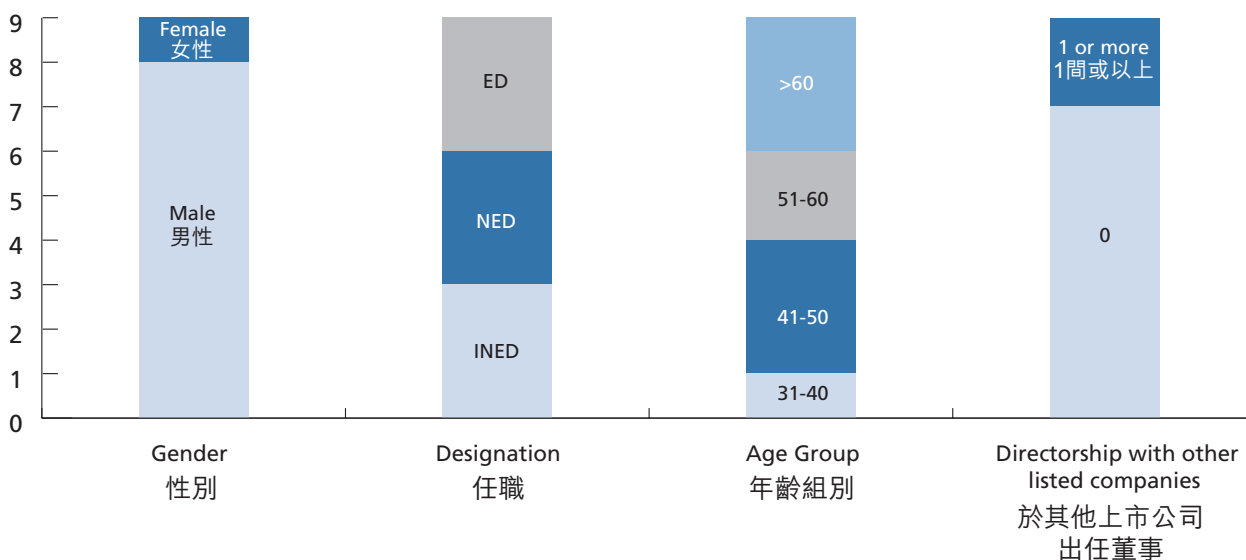
提名委員會的書面職權範圍可於聯交所及本公司網站查閱。

## BOARD DIVERSITY POLICY

The Company believes that the increasing diversity at the Board level is one of the essential elements in supporting the attainment of its strategic objectives and its sustainable development. Therefore, the Company has adopted a board diversity policy (the “**Board Diversity Policy**”) in accordance with the requirement set out in the CG Code. Diversity of Board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board.

The following chart shows the diversity profile of the Board as at the date of this report:

Number of Directors



Note:

ED – Executive Director  
 NED – Non-executive Director  
 INED – Independent non-executive Director

## 董事會成員多元化政策

本公司相信，董事會成員日益多樣化乃支持其實現戰略目標及可持續發展的基本要素之一。因此，本公司已根據企業管治守則所載規定採納董事會成員多元化政策（「**董事會成員多元化政策**」）。董事會成員多元化可透過考慮多項因素而達致，其中除教育背景、專業經驗、技能、知識及服務年期外，亦包括（但不限於）性別、年齡、文化背景及種族。董事會所有委任均以用人唯才為原則，並在考慮人選時以適當的條件充分顧及董事會成員多元化的裨益。

下圖顯示於本報告日期董事會多元化情況：

董事人數

附註：

ED：執行董事  
 NED：非執行董事  
 INED：獨立非執行董事

The Board targets to maintain at least the current level of female representation. The Board will continue to seek opportunities to increase the proportion of female members over time as and when suitable candidates are identified. The Board is mindful of the objectives for the factors set out above and will ensure that any successors to the Board shall follow the gender diversity policy. The Board will also take into consideration of the gender diversity when assessing the candidates of the senior management of the Company.

Nomination Committee is responsible for ensuring the diversity of the Board members, monitoring the implementation of the Board Diversity Policy and reviewing the Board Diversity Policy from time to time to ensure its continued effectiveness. The Company will disclose in corporate governance report about the implementation of the Board Diversity Policy on an annual basis.

## EMPLOYEE DIVERSITY

Among all employees of the Company (including senior management), male employees accounts for 56.43% while female employees accounts for 43.57%. The Company considers the gender ratio (male to female) among its employees is within a reasonable scope. The overall gender diversity of the Group is of balance, and the Group will continue to sustain the gender diversity among its employees.

For the details and relevant data of gender ratio and measures taken to improve gender diversity, please refer to the disclosure in the Environmental, Social and Governance Report.

## INDEPENDENCE OF THE BOARD

The Company acknowledges the independence of the Board is critical to a sound corporate governance. The Company has established effective mechanisms to support the independence of the Board and ensure independent views and input are available to the Board. The Board will review such mechanisms from time to time. The Board believes the following mechanisms are practicable and effective:

- The current compositions of the Board (one-third of the members are independent non-executive Directors) and the Audit Committee (all members are independent non-executive Directors) meet the independence requirements under the Listing Rules. The Remuneration Committee and the Audit Committee are chaired by independent non-executive Directors.

董事會旨在將女性代表比例至少維持在當前水平。董事會將繼續尋覓機會，在物色到合適的候選人時，增加女性董事的比例。董事會謹記上述因素的目標，並將確保董事會的任何繼任者遵循性別多元化政策。董事會將在評估本公司高級管理層候選人時考慮性別多元化。

提名委員會負責不時確保董事會成員的多元化、監控董事會多元化政策的實施並檢討董事會多元化政策，以確保該政策持續有效。本公司將每年於企業管治報告中披露董事會多元化政策的執行情況。

## 僱員多元化

於本公司全體員工（包括高級管理層）中，男性員工佔56.43%，女性員工佔43.57%。本公司認為，僱員的性別比例（男：女）在合理範圍內。本集團的整體性別多元化屬均衡，且本集團將繼續保持僱員性別多元化。

有關性別比例及為改善性別多元化而採取的舉措的詳情及相關數據，請參閱環境、社會及管治報告所披露者。

## 董事會獨立性

本公司深明董事會獨立性是良好企業管治的關鍵。本公司已建立有效機制，支持獨立的董事會，以確保董事會可獲得獨立的觀點及意見，董事會將不時檢討該等機制。董事會認為以下機制屬切實有效：

- 現時董事會（三分之一為獨立非執行董事）及審核委員會成員（均為獨立非執行董事）的組成超過上市規則項下的獨立規定。薪酬委員會及審核委員會均由獨立非執行董事擔任主席。

- The independence of each of independent non-executive Directors shall be evaluated on an annual basis after the appointment of such Director. Independent non-executive Directors are required to submit a written confirmation to the Company to confirm the independence of themselves and their respective immediate family members and their compliance with the requirements set out in Rule 3.13 of the Listing Rules.
- The remuneration of independent non-executive Directors is also subject to a regular review to maintain competitiveness and commensurate with their responsibilities and workload.
- When a motion or transaction is under the consideration of the Board at a Board meeting, each of Directors shall report his/her direct or indirect interests (if any) in the transaction, and shall abstain from voting as and when appropriate. If required, external independent professional advisers shall be available to all Directors (including independent non-executive Directors). Each of independent non-executive Directors shall consistently demonstrate firm commitment and capability of sufficient time commitment to perform the duties as a Board member.
- The Company has also established channels through formal and informal methods to allow independent non-executive Directors to express their opinions publicly or, as circumstance requires, confidentially.
- 各獨立非執行董事的獨立性於其委任後每年評估一次。所有獨立非執行董事均須每年向本公司提交書面確認，以確認各自及其直系家屬成員之獨立性，以及其是否符合上市規則第3.13條所載之規定。
- 獨立非執行董事的薪酬須定期檢討，以保持競爭力及與彼等職責及工作量相稱。
- 董事會在董事會會議考慮動議或交易時，董事須申報其直接或間接利益（如有），並在適當情況下投棄投票。如有需要，所有董事（包括獨立非執行董事）均可獲得外部獨立專業意見。獨立非執行董事一貫展示堅定的承擔及可投入足夠時間履行董事會職責的能力。
- 本公司亦已透過正式及非正式方法建立渠道，讓獨立非執行董事能夠公開地表達意見，以及在情況需要時以保密方式表達意見。



## NOMINATION POLICY

The Board has adopted a nomination policy (the “**Nomination Policy**”) which sets out the criteria and process in selecting candidate(s) for possible inclusion in the Board. The Nomination Policy could assist the Company to achieve board diversity in the Company and enhance the effectiveness of the Board and its corporate governance standard.

The Nomination Policy sets out the criteria in evaluation and selection of any candidate for directorship of the Company, including but not limited to, his/her qualifications, experience, skill, diversity aspects under the Board Diversity Policy, potential contributions to the Board, ability to devote adequate time to discharge duties as a member of the Board, and in case of the nomination of independent non-executive Directors, meeting the independence requirements with reference to the guidelines set out in the Listing Rules.

In addition, the nomination processes with regard to the appointment of new Director and the re-election of Director at the general meeting of the Company are set out in the Nomination Policy. Where the Board proposes a resolution to elect or re-elect a candidate as Director at the general meeting, relevant information of the candidate will be disclosed in the circular to the shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

The Nomination Committee may use any process it deems appropriate for the purpose of evaluating candidates including personal interviews, background checks, written submission by the candidates and third party references.

The Nomination Committee will conduct regular review of the Nomination Policy and, where appropriate, make recommendations on changes to the Nomination Policy to the Board to complement the Company’s corporate strategy and business needs.

## 提名政策

董事會已採納一項提名政策（「**提名政策**」），當中載列甄選可能加入董事會的人選的標準及程序。提名政策可協助本公司達致本公司董事會成員多元化，以及提升董事會有效性及其企業管治水平。

提名政策載列評核及甄選任何本公司董事人選的標準，包括但不限於其資格、經驗、技能、董事會成員多元化政策下的多元化方面、對董事會帶來的潛在貢獻、能否投入足夠時間履行作為董事會成員的責任，以及（就提名獨立非執行董事而言）是否符合上市規則所載指引中的獨立性要求。

此外，於本公司股東大會上委任新董事及重選董事的提名程序亦加載提名政策中。凡董事會於股東大會上提呈決議案推選或重選候選人成為董事，該候選人的相關資料將根據上市規則及／或適用法律及規例，於致股東的通函內及／或於隨附相關股東大會通告的說明函件內披露。

提名委員會可採用其認為適當的程序來評價候選人，包括私人會談、背景調查、候選人書面陳述及第三方推薦。

提名委員會將定期檢討提名政策，並於適當時就為配合本公司的公司策略及業務需要而擬對提名政策作出的變動向董事會提出建議。

## REMUNERATION COMMITTEE

The Remuneration Committee was established on 23 February 2014. The Remuneration Committee comprises two independent non-executive Directors and one non-executive Director, namely Mr. Wang Jun (Chairman), Mr. Zhu Yuchen and Mr. Wang Xuguang.

During the year ended 31 December 2023, 5 meetings of the Remuneration Committee were held, to review the remuneration policy and structure of the Company, and the attendance record of each member is shown in the table presented above. The Remuneration Committee reviewed and made recommendation to the Board on the grant of share options pursuant to the Share Option Scheme during the financial year ended 31 December 2023. When considering the grant of share options, the Remuneration Committee has evaluated the remuneration of the grantees of market comparables and the value granted to the grantees. After taking into account such factors, the Remuneration Committee made recommendation to the Board for approval on the proposed grant of share options to the grantees to compliment the grantees for their contribution and efforts to the Group, which is in line with the purpose of the Share Option Scheme.

The principal duties of the Remuneration Committee include the following:

- to consult the chairman and/or chief executive officer for the remuneration proposals for other executive Directors and senior management. The Remuneration Committee should have access to independent professional advice if necessary;
- to make recommendation to the Board on the Company's policy and structure for remuneration of all Directors and senior management (including grant of share options to employees pursuant to the Share Option Scheme and award of shares to the employees pursuant to the Share Award Scheme) and on the establishment of a formal and transparent procedure for developing the remuneration policy;
- to review and/or approve matters relating to share schemes as set out in Chapter 17 of the Listing Rules;

## 薪酬委員會

薪酬委員會於2014年2月23日成立。薪酬委員會包括兩名獨立非執行董事及一名非執行董事，分別為王軍先生（主席）、朱玉辰先生及王旭光先生。

截至2023年12月31日止年度，薪酬委員會舉行5次會議，以檢討本公司的薪酬政策及架構，各成員的出席記錄載列已於上表呈示。薪酬委員會已於截至2023年12月31日財政年度期間審閱關於根據購股權計劃授予購股權並向董事會作出建議。於考慮授予購股權時，薪酬委員會已評估承授人於可資比較市場同行中的薪酬及授予承授人的價值。於考慮該等因素後，薪酬委員會就建議向承授人授予購股權向董事會提出建議，以供批准表揚承授人對本集團之奉獻及投入，這與購股權計劃的目的之一致。

薪酬委員會的主要職責包括以下方面：

- 就其他執行董事及高級管理人員的薪酬建議諮詢主席及／或行政總裁。如有需要，薪酬委員會應可尋求獨立專業意見；
- 就本公司全體董事及高級管理人員的薪酬政策及架構（包括根據購股權計劃向僱員授出購股權及根據股份獎勵計劃向僱員獎勵股份）及就設立正規而具透明度的程序以制訂此等薪酬政策，向董事會提出建議；
- 審閱及／或批准上市規則第十七章所載有關股份計劃的事宜；

- to review and approve the remuneration proposals for senior management with reference to the corporate goals and objectives established by the Board;
- to determine, when the Board delegates its responsibilities, the remuneration packages for a particular executive Director and senior management, including non-pecuniary benefits, pension rights and amount of compensation (including compensation payable for loss or termination of office or appointment);
- to make recommendation to the Board on the remuneration of the non-executive Directors;
- to consider the salaries paid by and the time commitment and responsibilities requested by companies of similar nature and the employment criteria for other positions of the Group;
- to review and approve the compensation payable to the executive Directors and senior management for loss or termination of office or appointment such that it is consistent with the contractual terms or is otherwise fair, reasonable and not excessive;
- to review and approve the compensation arrangements in relation to dismissal or removal of Directors for misconduct such that they are consistent with the contractual terms or are otherwise reasonable and appropriate; and
- to ensure that no Director or any of his associates shall be involved in deciding his own remuneration.
- 因應董事會所訂企業方針及目標而檢討及批准有關高級管理人員的薪酬建議；
- 當獲得董事會轉授有關責任時，可釐定個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償）；
- 就非執行董事的薪酬向董事會提出建議；
- 考慮同類公司支付的薪酬、須付出的時間及職責、以及本集團內其他職位的僱用條件；
- 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；
- 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；及
- 確保任何董事或其任何聯繫人不得參與釐定其本身的薪酬。

The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

## DIRECTOR REMUNERATION POLICY

Director's remuneration package includes annual director's fee and the entitlement to the share options pursuant to the rules under the Share Option Scheme adopted by the Company from time to time. Such remuneration was determined based on the recommendation from the Remuneration Committee with reference to the qualifications, industry experience, position and performance of each of the Directors and the prevailing market conditions.

## AUDIT COMMITTEE

The Audit Committee was established on 23 February 2014. The Audit Committee comprises three independent non-executive Directors, namely Mr. Zhu Yuchen (Chairman), Mr. Wang Jun and Ms. Shen Han. The chairman of the Audit Committee possesses the appropriate professional qualifications.

During the year ended 31 December 2023, 3 meetings of the Audit Committee were held, to review interim and annual financial results and reports, consider significant issues on the financial reporting and compliance procedures, internal control and risk management systems, and appoint external auditor. The attendance record of each member is shown in the table presented above.

薪酬委員會的書面職權範圍可於聯交所及本公司網站查閱。

## 董事薪酬政策

董事薪酬包括年度董事袍金，及有權根據本公司不時採納的購股權計劃的規則獲得購股權。相關薪酬由薪酬委員會經參考各董事的資質、行業經驗、職位及表現以及現行市況釐定推薦。

## 審核委員會

審核委員會於2014年2月23日成立。審核委員會包括三名獨立非執行董事，分別為朱玉辰先生（主席）、王軍先生及沈涵女士。審核委員會主席具備合適專業資格。

截至2023年12月31日止年度，審核委員會舉行3次會議，以審閱中期及年度財務業績及報告，考慮有關財務報告及合規程序、內部監控和風險管理系統的重大事宜，並委任外部核數師。各成員的出席記錄載列已於上表呈示。

The primary duties of the Audit Committee include:

### Relationship with the external auditor

- to make recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and to deal with any issues of its resignation or dismissal;
- to review and monitor the independence and objectivity of the external auditor and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee shall discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit process commences;
- to monitor the compliance of the Company's policy on the engagement of the external auditor for the performance of non-audit services and the hiring of employees or former employees of the external auditor;
- to act as the key representative body for overseeing the relationship between the Company and the external auditor;

### Financial information for public disclosure

- to monitor the completeness of the Company's interim and annual reports and financial statements, and review significant financial reporting judgments contained in the reports and statements before recommending them to the Board for approval, with particular emphasis on:
  - any changes in the accounting policies and practice of the Group;
  - major judgmental areas (including those in the representation letter from the Company to the external auditor);
  - significant account adjustments resulting from the audit process;

審核委員會的主要職責包括：

### 與外聘核數師的關係

- 就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退的問題；
- 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效。審核委員會應於核數工作開始前與外聘核數師討論核數性質及範疇及有關申報責任；
- 監察是否遵守有關外聘核數師提供非審計服務及僱用外聘核數師職員或前職員的公司政策；
- 擔任主要代表，監管本公司與外聘核數師的關係；

### 公開披露的財務資料

- 監察本公司的中期及年度報告和財務報表的完整性，並於委員會在向董事會建議審批有關報告及報表前，審閱報告及報表所載有關財務報告的重要判斷，並特別針對下列事項加以審閱：
  - 本集團的會計政策及實務的任何更改；
  - 涉及重要判斷的地方（包括本公司給予外聘核數師的陳述書內所載列的地方）；
  - 因核數程序而出現的重大賬目調整；

- the going concern assumptions and any qualifications;
- compliance with accounting and auditing standards;
- compliance with the Listing Rules and legal requirements in relation to financial reporting;
- to consider any significant or unusual items that are, or should be, reflected in the reports and financial statements and give due consideration to any matters and reservations that have been raised by the staff of the Company who are responsible for the accounting and financial reporting functions, the chief compliance officer of the Group and internal and external auditors;
- 企業持續經營的假設及任何保留意見；
- 是否遵守會計及審計準則；
- 是否遵守有關財務報告的上市規則及法律規定；
- 委員會應考慮於該等報告及財務報表中所反映或需反映的任何重大或不尋常事項，並須適當考慮任何由本公司屬下會計及財務報告職員、集團的合規總監、內部及外聘核數師提出的事項；

### Monitoring of the financial reporting system and internal control procedures

- to review the Company's financial control, internal control and risk management systems;
- to discuss the internal control system with the management to ensure that the management has performed its duty to establish an effective internal control system. Such discussion should include the adequacy of resources, employees' qualifications and experience in accounting and financial reporting functions, and training programmes for employees and its budget;
- to consider major investigation findings on internal control matters and the management's response to these findings, either on its own initiative or at the request of the management;
- to ensure co-ordination between the internal and external auditors, that the internal audit function is adequately resourced and has appropriate standing within the Company and to review and monitor its effectiveness (including the internal audit plans and procedures);
- 監管財務報告制度及內部監控程序
- 檢討本公司的財務監控、內部監控及風險管理制度；
- 與管理層討論內部監控系統，確保管理層已履行職責建立有效的內部監控系統。討論內容應包括本公司在會計及財務報告職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足；
- 主動或應管理層的委派，就重要的內部監控事宜調查結果及管理層對調查結果的響應進行研究；
- 須確保內部審核和外聘核數師的工作得到協調；也須確保內部審核功能在本公司內部有足夠資源運作，並且有適當的地位；以及檢討及監察其成效（包括內部審核計劃及程序）；

- to review the Group's financial and accounting policies and practice;
- to review the external auditor's letter to the management, any material queries raised by the auditor to the management with respect to accounting records, financial accounts or control systems and the management's response to such queries;
- to ensure that the Board shall provide a timely response to the issues raised in the external auditor's letter to the management;
- to review arrangements that the employees can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters;
- 檢討本集團的財務及會計政策及實務；
- 檢查外聘核數師給予管理層的審核情況說明函件、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的響應；
- 確保董事會及時響應於外聘核數師給予管理層的審核情況說明函件中提出的事宜；
- 審閱僱員可暗中就財務匯報、內部監控或其他事項可能存在的不當行為提出關切的安排；

### Corporate governance functions

- to monitor the Company's corporate governance and to report to the Board on the Company's compliance with the CG Code;
- to develop and review the Company's policies and practice on corporate governance and make recommendations to the Board;
- to review and monitor the Company's policies and practice on compliance with the legal and regulatory requirements;
- to develop, review and monitor the code of conduct and business ethics for the directors and employees of the Company; and

### General

- to consider other matters, as defined by the Board.

The written terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

### 企業管治職能

- 監管本公司的企業管治，及就企業管治守則之遵守向董事會匯報；
- 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制定、檢討及監察本公司董事及僱員的操守準則及合規手冊；及

### 一般事宜

- 研究其他由董事會界定的事宜。

審核委員會的書面職權範圍可於聯交所及本公司網站查閱。

## RISK MANAGEMENT AND CORPORATE GOVERNANCE COMMITTEE

The Risk Management and Corporate Governance Committee was established on 23 February 2014. The Risk Management and Corporate Governance Committee comprises one non-executive Director and two independent non-executive Directors, namely Mr. Yuan Bing (Chairman), Mr. Zhu Yuchen and Ms. Shen Han.

During the year ended 31 December 2023, 2 meetings of the Risk Management and Corporate Governance Committee were held in 2023, to review the risk management policies and standards, compliance reports and risk assessment reports and to review the compliance of the CG Code by the Company. The attendance record of each member is shown in the table presented above.

The primary duties of the Risk Management and Corporate Governance Committee include, but are not limited to, the following:

- to review the Company's risk management policies and standards, as well as the fundamental concepts and scope of compliance management;
- to review and provide comments on the overall target and basic policy of the compliance and risk management;
- to supervise and monitor the development of risk and compliance management system of the Company;
- to formulate the Company's corporate governance policies and conventional rules, to monitor its implementation and to make recommendations to the Board;
- to review and provide comment on the organisational structure and responsibilities of the Company's compliance and risk management;
- to review the Company's compliance reports and risk assessment reports that need to be reviewed by the Board, and to make proposals on the improvement of the Company's compliance and risk management;

## 風險管理及企業管治委員會

風險管理及企業管治委員會於2014年2月23日成立。風險管理及企業管治委員會包括一名非執行董事及兩名獨立非執行董事，分別為袁兵先生(主席)、朱玉辰先生及沈涵女士。

截至2023年12月31日止年度，風險管理及企業管治委員會於2023年舉行2次會議，以檢討風險管理政策及標準、合規報告及風險評估報告，並審查本公司遵守企業管治守則的情況。各成員的出席記錄已於上表呈示。

風險管理及企業管治委員會的主要職責包括但不限於以下方面：

- 審議本公司風險管理方針及準則，以及合規管理的基本理念和範圍；
- 審議合規管理和風險管理的總體目標、基本政策並提出意見；
- 指導並監督本公司風險管理及合規管理制度的建設；
- 制定本公司的企業管治政策及常規，監察其實施情況，並向董事會提出建議；
- 審議本公司合規管理及風險管理的組織架構及其職責並提出意見；
- 對需要董事會審閱的合規報告和風險評估報告進行審議，並提出完善本公司合規和風險管理的建議；



- to review and monitor the training and continuous professional development of the Directors and senior management;
  - to review and monitor the Company's policies and conventional rules regarding compliance with laws and regulatory rules as well as with its implementation;
  - to formulate, review and monitor the Professional Practice Code and Compliance Manual (if applicable) of the employees and Directors;
  - to monitor the Company's compliance with the CG Code, together with the disclosure in the Corporate Governance Report;
  - to monitor the effective implementation of the risk and compliance management by the management of the Company and to evaluate the performance of the responsible senior management;
  - to evaluate and opine on the risk of major decision making and solutions to the major risks of the Company that need to be reviewed by the Board; and
  - other matters as authorised by the Board.
- 檢討及監察董事及高級管理人員的培訓及持續專業發展；
  - 檢討及監察本公司在遵守法律及監管規定方面的政策及常規，以及其實施情況；
  - 制定、檢討及監督員工及董事的操守準則及合規手冊（如適用）；
  - 監督本公司遵守企業管治守則的情況以及在企業管治報告內作出的信息披露；
  - 監督本公司管理層有效實施風險管理和合規管理，對負責風險管理和合規管理的高級管理人員的工作進行評價；
  - 對需要董事會審議的重大決策的風險和重大風險的解決方案進行評估並提出意見；及
  - 董事會授權的其他事宜。

The written terms of reference of the Risk Management and Corporate Governance Committee are available on the websites of the Stock Exchange and the Company.

風險管理及企業管治委員會的書面職權範圍可於聯交所及本公司網站查閱。

## INDEPENDENT BOARD COMMITTEE

The Independent Board Committee was established on 23 February 2014. The Independent Board Committee comprises all the independent non-executive Director, namely Mr. Wang Jun (Chairman), Mr. Zhu Yuchen and Ms. Shen Han.

During the year ended 31 December 2023, 3 meetings of the Independent Board Committee were held in 2023, to review the compliance and enforcement of the Deeds of non-competition by the Controlling Shareholders and Mr. Qu Naijie. The attendance record of each member is shown in the table presented above.

The primary duties of the Independent Board Committee include:

### General undertakings

- According to the Deeds of Non-competition, the Controlling Shareholders and Mr. Qu Naijie have, jointly and severally, undertaken to the Company that, among others, they would not, and that their close associates or associated companies controlled by them would not directly or indirectly carry on, participate, or be interested or engaged in or acquire or hold any business or theme-park related projects in the PRC which is or may be in competition with the existing business of the Group.
- The Independent Board Committee shall annually review and confirm the status of compliance of the above undertakings in the annual reports.

## 獨立董事委員會

獨立董事委員會於2014年2月23日成立。獨立董事委員會包括所有獨立非執行董事，分別為王軍先生(主席)、朱玉辰先生及沈涵女士。

截至2023年12月31日止年度，獨立董事委員會於2023年舉行3次會議，以檢討控股股東及曲乃杰先生遵守及執行該等不競爭契據的情況。各成員的出席記錄已於上表呈示。

獨立董事委員會的主要職責包括：

### 一般承諾

- 根據該等不競爭契據，控股股東及曲乃杰先生已共同地及各別地向本公司承諾，(其中包括)彼等本身及彼等的緊密聯繫人或受彼等控制的聯營公司不會在中國直接或間接進行或參與或從事或收購或持有有可能與本集團現有業務構成競爭的任何業務或主題公園相關項目或於當中擁有權益。
- 獨立董事委員會須每年檢討並於年報內確認已遵守上述承諾的情況。

### Undertakings in relation to the development of properties

- When Zeqiao Holdings Limited (formerly known as Haichang Group Limited) and Mr. Qu Naijie, in accordance with the Original Deed of Non-competition, refer to the Group any opportunity to develop, operate, participate and/ or otherwise hold any right or interest in any business relating to any properties (the “**New Opportunity**”), the Independent Board Committee shall consider the New Opportunity in accordance with the terms of the Original Deed of Non-competition.
- If the Independent Board Committee considers that the pursuit of the New Opportunity would be in the best interests of the Group, the Independent Board Committee shall consent to the pursuit of the New Opportunity by the Group.
- If the Independent Board Committee is of the view that the pursuit of the New Opportunity by Zeqiao Holdings Limited and Mr. Qu Naijie will not constitute potential competition with the business of the Group or pursuit of the New Opportunity is not in the interests of our Group, the Independent Board Committee shall consent to the pursuit of the New Opportunity by Zeqiao Holdings Limited and Mr. Qu Naijie and it shall have the power to impose conditions and restrictions on the development of the properties by Zeqiao Holdings Limited and Mr. Qu Naijie in order to prevent any form of potential competition.
- The Independent Board Committee shall disclose the consideration factors and its conclusion in relation to the New Opportunity in the annual report or interim report of the Company.

### 與地產開發有關的承諾

- 當澤僑控股有限公司（前稱海昌集團有限公司）及曲乃杰先生按原不競爭契據的承諾優先地向本集團介紹開發、運營或參與任何與地產有關的業務及／或以其他方式持有任何與地產有關的業務的任何權利或權益的機會（「**新機會**」）時，獨立董事委員會須按原不競爭契據的條款考慮新機會。
- 如獨立董事委員會認為競逐新機會符合本集團最佳利益，則獨立董事委員會會同意本集團競逐新機會。
- 如獨立董事委員會認為澤僑控股有限公司及曲乃杰先生競逐新機會不會與本集團業務構成潛在競爭或競逐該新機會將不符合本集團的利益，則獨立董事委員會可同意澤僑控股有限公司及曲乃杰先生競逐新機會，委員會將有權對澤僑控股有限公司及曲乃杰先生發展物業附加條件及限制以防止任何形式的潛在競爭。
- 獨立董事委員會就考慮新機會的考慮因素及結論須於本公司的年報或中期報告中披露。

## Undertakings in relation to the sale schedules of residential properties

- According to the Original Deed of Non-competition, in any city or region where the Group has developed any serviced apartment projects for sale, Zeqiao Holdings Limited, Mr. Qu Naijie, their subsidiaries or associates shall, in the event that they have plans to launch the sale of any residential projects in the same city or region (the “**Sale of Residential Properties**”), notify the Group the detailed sale terms and all relevant information in writing and the Independent Board Committee shall have the right to veto the Sale of Residential Properties if it considers that the Sale of Residential Properties would compete against the sale schedule of any projects of the Group.
- If the Group decides to launch its sale of serviced apartment projects in the relevant city or region, the Group shall notify Zeqiao Holdings Limited and Mr. Qu Naijie in writing and Zeqiao Holdings Limited, Mr. Qu Naijie or their subsidiaries or associates can only launch the Sale of Residential Properties after a time gap of six months (the “**Time Gap**”) from the date on which the Group launches its sale of serviced apartment projects in the same city or region.
- If the Independent Board Committee is of the view that a longer period of time is necessary for the Group to complete the sale of a significant portion of its serviced apartments before Zeqiao Holdings Limited, Mr. Qu Naijie or their subsidiaries or associates launch the Sale of Residential Properties, the Independent Board Committee shall have the power to extend the Time Gap.
- The Independent Board Committee shall disclose the consideration and its conclusion in relation to the above in the annual report or interim report of the Company.

## 與住宅物業銷售時間表有關的承諾

- 按原不競爭契據，當澤僑控股有限公司、曲乃杰先生、彼等的附屬公司或聯營公司計劃在本集團已開發任何供出售的服務公寓的同一城市或地區啟動任何住宅項目的銷售（「**住宅物業銷售**」），控股股東、其附屬公司或聯營公司須以書面方式告知本集團詳細銷售條款及所有相關信息，如獨立董事委員會認為住宅物業銷售會與本集團任何項目的銷售時間表出現競爭，獨立董事委員會則有權否決住宅物業銷售。
- 如本集團決定在相關城市或地區啟動服務公寓項目的銷售，其將向澤僑控股有限公司及曲乃杰先生發出書面通知。澤僑控股有限公司、曲乃杰先生或彼等的附屬公司或聯營公司僅可在本集團於同一城市或地區啟動服務公寓項目銷售的六個月時間（「**相隔時間**」）後啟動住宅物業銷售。
- 如獨立董事委員會認為，在澤僑控股有限公司、曲乃杰先生或彼等的附屬公司或聯營公司啟動住宅物業銷售之前，本集團需要較長的時間才能完成出售服務公寓的相當部份，獨立董事委員會有權延長相隔時間。
- 獨立董事委員會就以上的考慮及結論須於本公司的年報或中期報告中披露。

### Option to purchase and/or operate and manage excluded business

- According to the Original Deed of Non-competition, if the Independent Board Committee considers that the properties developed, operated or owned by Zeqiao Holdings Limited, Mr. Qu Naijie or their subsidiaries or associates (the “**Excluded Business**”) or any part of their new businesses will constitute competition against the Group, the Group shall be entitled to (1) an option to purchase any equity interests, assets or other interests which forms part of such business and/or (2) an exclusive right to operate and manage such business.
- The Independent Board Committee shall review, consider and decide whether the Group should exercise the option to purchase and/or operate and manage the Excluded Business or the new business.
- If the Independent Board Committee decides to exercise the option, it shall have the power to impose conditions and/or restrictions in order to ensure that the exercise of the option is in line with the Group’s business strategy and business model.
- The Independent Board Committee shall disclose the consideration and its conclusion to exercise or not to exercise the above rights in the annual report or interim report of the Company.

### 購買及／或經營及管理除外業務的選擇權

- 按原不競爭契據，倘若獨立董事委員會認為由澤僑控股有限公司、曲乃杰先生或彼等的附屬公司或聯營公司發展、經營或擁有的地產項目（「除外業務」）或新業務的任何部份與本集團將構成競爭，則本集團將享有(1)購買構成該業務一部份的任何股權、資產或其他權益的選擇權及／或(2)經營及管理該業務的獨家權利。
- 獨立董事委員會須負責審閱、考慮及決定本集團應否行使購買及／或經營及管理除外業務或新業務的選擇權。
- 倘獨立董事委員會決定行使選擇權，其將有權為確保該等選擇權的行使乃符合本集團的業務戰略及業務模式而施加條件及／或限制。
- 獨立董事委員會是否會行使以上權利的考慮因素及結論須於本公司的年報或中期報告中披露。

## Corporate Governance Functions

For corporate governance, the Independent Board Committee shall, on an annual basis:

- review the compliance with and enforcement of the Deeds of Non-competition by the Controlling Shareholders and Mr. Qu Naijie. The Independent Board Committee shall disclose the results of its review in the annual report of the Company or by way of announcement to the public; and
- review all of its decisions made pursuant the Deeds of Non-competition in such year. The Independent Board Committee shall disclose its decisions and the basis for them in the annual report of the Company or by way of announcement to the public.

The written terms of reference of the Independent Board Committee are available on the websites of the Stock Exchange and the Company.

## ANTI-CORRUPTION POLICY

The Group does not tolerate any form of bribery, whether direct or indirect, by, or of, its Directors, officers, employees, agents or consultants or any persons or companies acting for it or on its behalf. The Company adopts the anti-corruption policy to assist employees in recognising circumstance which may lead to or give the appearance of being involved in corruption or unethical business conduct, so as to avoid such conduct which is clearly prohibited, and to promptly seek guidance where necessary.

We will review the anti-corruption policy on a regular basis and report any sentenced cases to the legal and compliance department of the Company.

## 企業管治職能

就企業管治而言，獨立董事委員會須每年：

- 審核控股股東及曲乃杰先生遵守及實施該等不競爭契據的情況。獨立董事委員會的審核結果須於本公司的年報中披露或透過公告的形式向公眾披露；及
- 檢討過去一年就該等不競爭契據而作出的所有決策。獨立董事委員會的決策及作出決策的依據須於本公司的年報中披露或透過公告的形式向公眾披露。

獨立董事委員會的書面職權範圍可於聯交所及本公司網站查閱。

## 反貪污政策

本公司絕不容忍其董事、高級職員、僱員、代理或顧問或為其行事或為彼等代表之任何人士或公司，直接或間接地作出任何形式之賄賂。本公司採用反貪污政策以幫助僱員識別可能導致或可能被牽涉入賄賂及不道德商業行為之情況，從而避免作出該等屬明確禁止之行為，並於必要時迅速尋求指引。

我們將定期檢討反貪污政策，任何被定義的案件將向本公司的法律及合規部門匯報。

## WHISTLEBLOWING POLICY

The Company expects and encourages employees of the Group and those who deal with the Group (e.g. suppliers, customers, creditors and debtors) to report to the Company, in confidence, any suspected impropriety, misconduct or malpractice concerning the Group. The Company adopted the whistleblowing policy to provide reporting channels and guidance on reporting possible improprieties and reassurance to whistleblowers of the protection that the Group will extend to them in the formal system.

We will review the whistleblowing policy on a regular basis and report any suspected cases to the legal and compliance department of the Company.

## CORPORATE CULTURE

The Board firmly believes that corporate culture underpins the development of the Group and is beneficial to business development, economic success and sustainable growth of the Group in the long run. A robust culture empowers the Company's long-term and sustainable performance and demonstrates the Company's assumption of the role of a responsible enterprise citizen. The Company adheres to its goal, vision and mission, cultivating an active and progressive culture.

Our goal is to become the most valuable company in the cultural tourism industry in China and hope to create an amusement park filled with "dream, love, joy", which can continue to satisfy the increasing demand for high-quality tourism and leisure products for consumers.

## 舉報政策

本公司期望並鼓勵本集團僱員以及與本集團有業務往來之人士(例如供應商、客戶、債權人及債務人)以保密方式向本公司報告任何有關本集團之可疑不當行為、失當行為或瀆職行為。本公司採納舉報政策，為舉報可能的不當行為提供舉報渠道及指引，並向舉報人保證本集團將在正式系統中向彼等提供保護。

我們將定期審閱舉報政策，並將任何可疑案例向本公司法律及合規部門匯報。

## 公司文化

董事會堅信，企業文化乃本集團的發展基石，有利於本集團長遠的業務發展、經濟成就及持續增長。強大的文化為本公司長遠可持續業績賦能並履行作為負責任企業公民的角色。本公司致力以其宗旨、願景及使命為本，創建積極進取的文化。

我們的目標是成為中國文旅行業最有價值的公司，希望能打造一個「有夢•有愛•有快樂」的樂園，不斷滿足消費者日益增長的對高質量文旅消費產品的需求。

The Board established and promoted our corporate culture, expecting and requiring all employees to enhance corporate culture. Every new employee shall participate in orientation training and training programmes to better understand the our corporate culture, structure and policies, learn relevant laws and regulations and enhance their quality awareness. In addition, the Company will invite external experts to provide trainings for our management from time to time so as to improve their knowledge and management skills.

The Board believes the Group's corporate culture is in line with our goal, value and strategies.

## DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2023, in accordance with the basis of preparation set out in note 2.2 and the significant accounting policies set out in note 3 to the consolidated financial statements in this annual report.

Under code provision D.1.3 of the CG Code, where the Directors are aware of material uncertainties relating to events or conditions that may cast significant doubt on the issuer's ability to continue as a going concern, they should be clearly and prominently disclosed and discussed at length in the Corporate Governance Report.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

董事會制定及推廣企業文化，期望並要求全體僱員加強企業文化。全體新僱員須參加入職培訓及培訓計劃，以便更好地理解企業文化、結構及政策，學習相關法律法規，提高彼等之品質意識。此外，本公司將不時邀請外部專家為我們的管理層人員提供培訓，以此提高彼等之相關知識及管理技能。

董事會認為本集團的企業文化與宗旨、價值觀及戰略屬一致。

## 董事有關財務報表之財務申報責任

董事知悉，其須負責根據本年報合併財務報表附註2.2所載的編製基準及附註3所載的重大會計政策，編製截至2023年12月31日止年度的財務報表。

根據企業管治守則的守則條文第D.1.3條，倘董事知悉有重大不明朗事件或情況可能會嚴重影響發行人持續經營的能力，董事應在企業管治報告中清楚顯著披露及詳細討論此等不明朗因素。

管理層已向董事會提供必要的闡釋及數據，使董事會能對提呈予董事會批准之本公司財務報表進行知情之評估。



The Company provides all members of the Board with monthly updates on the Company's performance, positions and prospects.

### DIRECTORS' LIABILITY INSURANCE

The Company has arranged appropriate insurance cover in respect of legal action against its Directors. The insurance covers them against costs, charges, expenses and liabilities incurred arising out of the corporate activities.

The Board has conducted a review of the effectiveness of the internal control system of the Company and considers that the internal control system is effective and adequate.

### AUDITORS' REMUNERATION

The fee charged by the Group's external auditor in respect of all audit and non-audit services to the Group during the year is summarised as below:

本公司每月向董事會所有成員提供有關本公司的表現、狀況及前景的最新資料。

### 董事責任保險

本公司已為各董事安排適當的保險，使其面對法律訴訟時可獲得保障。該等保險為企業活動所產生的成本、費用、開支及責任提供保障。

董事會已檢討本公司內部監控制度的有效性，並認為內部監控制度屬有效及充足。

### 核數師酬金

本集團的外聘核數師就年內向本集團提供的所有審計及非審計服務而收取的費用概述如下：

		<b>Fees paid/payable (RMB)</b>	
		已付／應付費用 (人民幣)	
		<b>2023</b>	2022
<b>Services rendered</b>	已提供服務	<b>2023年</b>	2022年
<b>Audit services:</b>	審計服務：	<b>5,830,000</b>	5,730,000
<b>Non-audit services:</b>	非審計服務：	<b>244,000</b>	200,000
<b>Total</b>	總計	<b>6,074,000</b>	5,930,000

## COMPANY SECRETARY

Ms. So Lai Shan, the Company Secretary and authorised representative of the Company, is responsible for advising the Board on corporate governance matters and ensuring that Board policy and procedures and applicable laws, rules and regulations were followed.

In compliance with Rule 3.29 of the Listing Rules, Ms. So Lai Shan has participated in relevant professional training for not less than 15 hours during the year ended 31 December 2023. The Company engages an external professional company secretarial services provider to provide compliance and full range of company secretarial services to the Company. Mr. Li Jun, senior director of enterprise development centre, is the primary point of contact at the Company for the Company Secretary.

## REMUNERATION OF THE SENIOR MANAGEMENT

Details of the remuneration of Directors and the five highest paid employees required to be disclosed under Appendix D2 to the Listing Rules have been set out in note 9 to the consolidated financial statements in this annual report.

## DIVIDEND POLICY

The Company has adopted a dividend policy (the “**Dividend Policy**”). Any declaration and payment of dividends shall be determined at the sole discretion of the Board and subject to all applicable requirements (including without limitation restrictions on dividend declaration and payment) under the Companies Act of Cayman Islands and the Articles of Association.

## 公司秘書

公司秘書及本公司授權代表蘇麗珊女士負責就企業管治事宜向董事會提供意見，並確保董事會政策及程序以及適用法律、法規及規例得以遵守。

為符合上市規則第3.29條的規定，蘇麗珊女士於以2023年12月31日為止的年度內已參加不少於15個小時的相關專業培訓。本公司聘請外部專業公司秘書服務供貨商，為本公司提供合規及全面的公司秘書服務。企業發展中心高級總監李君先生為公司秘書於本公司的主要聯絡人。

## 高級管理層酬金

根據上市規則附錄D2須予披露之有關董事及五位最高薪僱員的酬金詳情載於本年報合併財務報表附註9。

## 股息政策

本公司已採納一項股息政策（「**股息政策**」）。任何股息的宣派及派付將由董事會全權決定，並須符合開曼群島公司法及組織章程細則項下的一切適用規定（包括但不限於宣派及派付股息的限制）。

In proposing any dividend payout, the Board shall take into account, inter alia:

- the Group's actual and expected financial performance;
- the Group's debts to equity ratio, return on equity and the relevant financial covenants;
- the Group's expected working capital requirements and future expansion plans;
- general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and
- any other factors that the Board deems appropriate.

The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company in respect of its future dividend and/or the obligation of the Company to declare a dividend at any time or from time to time.

在建議派發任何股息時，董事會將考慮（其中包括）：

- 本集團的實際及預期財務表現；
- 本公司的負債權益比率、股本回報率及相關的財務契諾；
- 本集團的預期營運資金需要及未來擴展計劃；
- 整體經濟狀況、本集團業務的業務周期，以及可能對本公司業務或財務表現及狀況構成影響的其他內在或外在因素；及
- 董事會認為相關的任何其他因素。

董事會將持續檢討股息政策，並保留權利單獨及全權決定隨時更新、修訂及／或更改股息政策，而股息政策絕不會構成本公司就其未來股息作出的具法律約束力承諾及／或本公司於任何時候或不時宣派股息的責任。

## COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with Shareholders and investors is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognises the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make informed investment decisions.

To promote effective communication with its Shareholders and encourage their participation in general meetings, and to promote effective communication with investors, the Company has established a Shareholders' communication policy and maintains a website at [www.haichangoceanpark.com](http://www.haichangoceanpark.com), where up-to-date information on the Company's business operations and developments are available. The Company has also set up an IR email address at [investor@haichangoceanpark.com](mailto:investor@haichangoceanpark.com) to collect and answer Shareholders' and investors' enquiries and questions.

The Company held the annual general meeting (the "2023 AGM") on 9 June 2023. All resolutions proposed at the 2023 AGM have been approved. Please refer to the poll results announcement of the Company dated 9 June 2023 for details.

Taking into account a number of communication channels at the general meetings held during the year and the attendance of the Shareholders, the Board believes that our Shareholders' communication policy has been duly implemented during 2023 and is effective.

## 與股東之溝通及投資者關係

本公司認為，與股東及投資者之有效溝通對加強投資者關係及使投資者了解本集團的業務、表現及策略非常重要。本公司亦明白到及時和非選擇性地披露本公司資料以供股東及投資者作出知情投資決策之重要性。

為促進與股東之間的有效溝通並鼓勵股東出席股東大會，以及促進與投資者的有效溝通，本公司已制定股東溝通政策，並設有網站([www.haichangoceanpark.com](http://www.haichangoceanpark.com))，用以刊登有關其業務運營及發展之最新資料，並設有IR郵箱([investor@haichangoceanpark.com](mailto:investor@haichangoceanpark.com))，用以收集股東及投資者的郵件問詢及答疑。

本公司已於2023年6月9日舉行股東週年大會(「2023年股東週年大會」)。所有於2023年股東週年大會上提呈的決議案均獲通過。詳情請參閱本公司日期為2023年6月9日投票結果的公告。

經考慮年內舉行的股東大會的多種溝通渠道及股東出席情況後，董事會信納，股東通訊政策於2023年內已適當實施，且為有效。

## SHAREHOLDER COMMUNICATION POLICY

The Company is committed to providing the Shareholders of the Company with balanced and understandable information about the Company and has adopted a Shareholders' communication policy, the summary of which is set out below:

- corporate communication is published on the Stock Exchange's website and the Company's own website in a timely manner as required by the Listing Rules;
- the Company shall publish announcements (on inside information, corporate actions and transactions etc.) and other documents (e.g. Memorandum and Articles of Association) on the Stock Exchange's website in a timely manner in accordance with the Listing Rules;
- any information or documents of the Company posted on the Stock Exchange's website will also be published on the Company's website;
- the annual general meeting and other general meetings of the Company are primary forum for communication between the Company and its Shareholders where the shareholders are provided with relevant information on the resolutions(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable the Shareholders to make an informed decision on the proposed resolution(s);
- the Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at the meetings for and on their behalf if they are unable to attend the meetings; and
- written enquiries from the shareholders about corporate governance or other matters to be put to the Board and the Company will be dealt with by the Board.

## 股東通訊政策

本公司致力向本公司股東提供有關本公司均衡及可理解的資料，並已採納股東通訊政策，摘要如下：

- 根據上市規則要求及時在聯交所網站及本公司網站登載公司通訊；
- 本公司將根據上市規則及時在聯交所網站刊發公告（有關內部消息、公司行動及交易等）及其他文件（如組織章程大綱及細則）；
- 於聯交所網站刊登的本公司任何資料或文件亦將登載於本公司網站；
- 本公司的股東週年大會及其他股東大會為本公司與其股東溝通的主要平台，根據上市規則，應及時向股東提供在股東大會上提呈的決議案的相關資料。所提供的資料應是合理所需的資料，以便股東能夠就提呈的決議案作出知情決定；
- 本公司鼓勵股東參與股東大會，如未克出席，可委任代表代其出席並於會上投票；及
- 股東有關企業管治或其他事宜而將向董事會及本公司提呈的書面查詢將由董事會處理。

## SHAREHOLDERS' RIGHT

The Company intends to avoid bundling of resolutions at general meetings such that a separate resolution shall be proposed for each substantially separate issue at general meetings.

All resolutions put forward at Shareholders' meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each Shareholders' meeting.

## CONVENING OF EXTRAORDINARY GENERAL MEETING AND PUTTING FORWARD PROPOSALS

In accordance with the Articles of Association, one or more Shareholders of the Company may convene an extraordinary general meeting provided that they deposit a written requisition at the principal office of the Company in Hong Kong and such requisitioning Shareholders hold as at the date of deposit of such requisition not less than 10% of the paid up capital of the Company which carries voting rights at general meetings of the Company.

Shareholders may put forward proposals for consideration at a general meeting in accordance with the Companies law of the Cayman Islands and the Articles of Association.

As regards proposing a person for election as a Director, the procedures are available on the websites of the Company and the Stock Exchange.

## PUTTING FORWARD ENQUIRIES TO THE BOARD

Shareholders may send written enquiries to the Company at the Company's principal place of business in Hong Kong. The Company will respond to all enquiries in a timely and proper basis.

## 股東權利

本公司避免於股東大會上以捆綁方式提呈決議案，本公司將於股東大會上就各項實質上獨立的問題提呈獨立決議案。

於股東大會上提呈之所有決議案將根據上市規則以投票表決，投票結果將於各股東大會舉行後及時於本公司及聯交所網站刊登。

## 召開股東特別大會及提呈建議

根據章程細則，本公司一名或以上於提請要求當日持有不少於本公司股東大會上有投票權繳足股本10%的股東，向本公司在香港的主要辦事處發出書面要求後亦可召開股東特別大會。

股東可根據開曼群島公司法及章程細則向股東大會提呈建議以供考慮。

有關推薦人選參選董事之程序可於本公司及聯交所網站查閱。

## 向董事會提出查詢

股東可在本公司在香港的主要辦事處向本公司送交書面查詢。本公司將會按適時和恰當方式響應所有查詢。

## CONTACT DETAILS

Email: investor@haichangoceanpark.com

Postal address: Room 804, 8/F., K11 Atelier, Victoria Dockside, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong

## CHANGE IN CONSTITUTIONAL DOCUMENTS

Amendments to the Memorandum and Articles of Association relating to the inclusion of certain provisions pursuant to Appendix 3 to the Listing Rules which took effect on 1 January 2022 and applicable laws of the Cayman Islands were approved by shareholders of the Company at the 2023 AGM. The latest version of the Articles of Association is available on the websites of the Company and the Stock Exchange.

## 聯絡詳情

電子郵件：investor@haichangoceanpark.com

郵件地址：香港九龍尖沙咀梳士巴利道18號維港文化匯K11辦公大樓8樓804室

## 組織章程文件變動

公司股東於2023年股東週年大會上決議通過修訂《組織章程大綱及細則》內有關根據於2022年1月1日生效的上市規則附錄3及開曼群島的適用法律納入若干條文。最新版本之《組織章程細則》已載列於公司及聯交所之網站內。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



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### To the shareholders of Haichang Ocean Park Holdings Ltd.

*(Incorporated in the Cayman Islands with limited liability)*

### OPINION

We have audited the consolidated financial statements of Haichang Ocean Park Holdings Ltd. (the "Company") and its subsidiaries (the "Group") set out on pages 120 to 307, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### 致海昌海洋公園控股有限公司各股東

*(於開曼群島註冊成立之有限公司)*

### 意見

吾等已審核載列於第120頁至第307頁之海昌海洋公園控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的合併財務報表，其中包括於2023年12月31日的合併財務狀況表，以及截至該日止年度的合併損益表、合併全面收益表、合併權益變動表及合併現金流量表，以及合併財務報表附註(包括重大會計政策資料)。

吾等認為，合併財務報表已根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而公平地反映貴集團於2023年12月31日的合併財務狀況及其截至該日止年度的合併財務表現及合併現金流量，並已遵照香港公司條例的披露規定妥為編製。





**To the shareholders of Haichang Ocean Park Holdings Ltd.**  
*(Incorporated in the Cayman Islands with limited liability)*

### **BASIS FOR OPINION**

We conducted our audit in accordance with International Standards on Auditing (“ISAs”) issued by the International Auditing and Assurance Standards Board (the “IAASB”). 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 are independent of the Group in accordance with the *Code of Ethics for Professional Accountants* (the “Code”) issued by the Hong Kong Institute of Certified Public Accountants, and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**致海昌海洋公園控股有限公司各股東**  
*(於開曼群島註冊成立之有限公司)*

### **意見的基礎**

吾等乃按照國際審計及核證準則委員會（「國際審計及核證準則委員會」）頒佈的國際審計準則（「國際審計準則」）進行審核工作。吾等根據該等準則承擔的責任會在本報告核數師就審核合併財務報表須承擔的責任一節中詳述。根據香港會計師公會頒佈之職業會計師道德守則（「守則」），吾等獨立於貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核證據能充分和適當地為吾等的意見提供基礎。



**To the shareholders of Haichang Ocean Park Holdings Ltd.**  
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## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

**致海昌海洋公園控股有限公司各股東**  
*(於開曼群島註冊成立之有限公司)*

## 關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等審核本期合併財務報表中最重要的事項。吾等在審核合併財務報表和就此形成意見時從整體上處理此等事項，而不會就此等事項單獨發表意見。下文載有吾等的審核如何處理以下各項事項的資料。

吾等已履行本報告核數師就審核合併財務報表須承擔的責任一節所述的責任，包括有關該等事項的責任。因此，吾等的審核包括執行為應對合併財務報表重大錯報風險的評估而設的程序。審核程序的結果包括處理以下事項的程序，為吾等就隨附的合併財務報表發表審核意見提供基礎。



To the shareholders of Haichang Ocean Park Holdings Ltd.  
(Incorporated in the Cayman Islands with limited liability)

致海昌海洋公園控股有限公司各股東  
(於開曼群島註冊成立之有限公司)

<b>Key audit matter</b> <b>關鍵審核事項</b>	<b>How our audit addressed the key audit matter</b> <b>關鍵審核事項在審核中的處理方法</b>
<p><i>Impairment of property, plant and equipment and right-of-use assets</i> 物業、廠房及設備以及使用權資產減值</p>	
<p>The Group is an operator of theme parks in the People's Republic of China and has a material operational asset base which may be vulnerable to impairment when the performance is below expectations. It is normal that the tourism industry suffers losses during the first couple of years since the commencement of operations. The carrying values of these assets are reviewed annually by management for indicators of impairment. For assets where such indicators exist, management performs detailed impairment tests based on assumptions including revenue forecasts, gross and operating margins and the discount rates, which involve significant judgement.</p> <p>貴集團是中華人民共和國境內的主題公園運營商，經營性資產基礎龐大，一旦表現不及預期，可能較易出現減值。開業後頭幾年蒙受虧損是旅遊業的正常情況。管理層每年就檢討此等資產的賬面值以確定是否有減值跡象。對於存在有關跡象的資產，管理層基於包括收入預測、毛利率、經營利潤率及折現率在內的假設展開詳細的減值測試，此中涉及重大判斷。</p>	<p>Our audit procedures included, among others, the evaluation of the Group's policies and procedures to identify impairment indicators for underperforming theme parks, and the review of management's impairment testing of those underperforming theme parks with impairment indicators. Besides, we assessed the assumptions used by management including the discount rates and long-term growth rates with reference to those of the Group's other operating parks and industry peers. We compared cash flow forecasts to internal budgets and long-term strategic plans that were approved by senior management as well as the historical trend analysis. We assessed the reasonableness of the projected sales growth by analysing the accuracy of historical forecasts and their consistency with other information such as the expected life of each theme park and the market in which it is located.</p> <p>吾等的審核程序涵蓋(其中包括)評估 貴集團政策及識別表現欠佳主題公園的減值跡象的流程及審閱管理層對有減值跡象的表現欠佳主題公園所做的減值測試。此外，吾等參照 貴集團其他營運中公園及業界同行，評估管理層所採用的假設，包括折現率及長期增長率。吾等將現金流量預測對比經高級管理層批准的內部預算及長期戰略規劃以及歷史趨勢分析。吾等通過分析過往預測的準確度及其與其他資料(如各主題公園的預期經營年期及其所在市場)的一致性，評估了預計銷售額增長的合理性。</p>



**To the shareholders of Haichang Ocean Park Holdings Ltd.**  
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**致海昌海洋公園控股有限公司各股東**  
*(於開曼群島註冊成立之有限公司)*

<b>Key audit matter</b> <b>關鍵審核事項</b>	<b>How our audit addressed the key audit matter</b> <b>關鍵審核事項在審核中的處理方法</b>
<p>The impairment testing was important to our audit due to the significance of the carrying amount of the assets for operation (69.49% of the total assets as at 31 December 2023) and the judgement involved in determining key assumptions such as future sales growth, profit margins and discount rates, in particular for theme parks with an aggregate carrying amount of RMB6,654,690,000 as at 31 December 2023 which incurred losses.</p> <p>鑒於營運資產賬面值的重大性（於2023年12月31日佔總資產的69.49%）及在釐定未來銷售額增長、利潤率及折現率等主要假設過程中所涉及的判斷，該減值測試對吾等的審核工作意義重大，尤其是，於2023年12月31日賬面總值為人民幣6,654,690,000元的主題公園錄得虧損。</p> <p>Relevant disclosures are included in notes 4 and 12 to the consolidated financial statements.</p> <p>相關披露載於合併財務報表附註4及12。</p>	



**To the shareholders of Haichang Ocean Park Holdings Ltd.**  
*(Incorporated in the Cayman Islands with limited liability)*

## OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the Management Discussion and Analysis on pages 10 to 32, which we obtained prior to the date of this audit report, and the other sections of the Annual Report not including the consolidated financial statements and our auditor's report thereon, which are expected to be made available after that date.

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 THE DIRECTORS 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 IFRSs issued by the IASB 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.

**致海昌海洋公園控股有限公司各股東**  
*(於開曼群島註冊成立之有限公司)*

## 年報所載的其他資料

貴公司董事須對其他資料承擔責任。其他資料包括載於第10至32頁的管理層討論及分析(吾等於本審核報告日期前已經取得),以及年報所載不包括合併財務報表及核數師報告的其他章節(吾等預期將於該日後獲提供)。

吾等對合併財務報表作出的意見並未考慮其他資料。吾等不對其他資料發表任何形式的核證結論。

就審核合併財務報表而言,吾等的責任是閱讀其他資料,從而判斷其他資料是否與合併財務報表或吾等在審核過程中獲悉的資料存在重大不符,或似乎存在重大錯誤陳述。倘若吾等基於已完成的工作認為其他資料出現重大錯誤陳述,吾等須報告此一事實。吾等就此並無須報告事項。

## 董事就合併財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例的披露規定編製合併財務報表,以令合併財務報表作出真實而公平的反映,及落實其認為編製合併財務報表所必要的內部控制,以使合併財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。



**To the shareholders of Haichang Ocean Park Holdings Ltd.**  
*(Incorporated in the Cayman Islands with limited liability)*

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

**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. Our report is made 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 ISAs 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 ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

**致海昌海洋公園控股有限公司各股東**  
*(於開曼群島註冊成立之有限公司)*

在編製合併財務報表時，貴公司董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非貴公司董事有意將貴集團清盤，或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用持續經營會計基準。

貴公司董事須在審核委員會的協助下負責監督貴集團的財務報告流程。

**核數師就審核合併財務報表須  
承擔的責任**

吾等的目標是合理確定整體而言合併財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出包含吾等審核意見的核數師報告。本報告僅向全體股東報告，除此之外別無其他目的。吾等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。

合理保證屬高水平的核證，但不能保證根據國際審計準則進行的審核工作總能發現所有存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者根據合併財務報表作出的經濟決定時，被視為重大錯誤陳述。

吾等根據國際審計準則進行審核的工作之一，是運用專業判斷，在整個審核過程中抱持職業懷疑態度。吾等亦：



**To the shareholders of Haichang Ocean Park Holdings Ltd.**  
*(Incorporated in the Cayman Islands with limited liability)*

- 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.

**致海昌海洋公園控股有限公司各股東**  
*(於開曼群島註冊成立之有限公司)*

- 識別及評估合併財務報表由於欺詐或錯誤而導致重大錯誤陳述的風險，因應這些風險設計及執行審核程序，獲得充足及適當的審核憑證為吾等的意見提供基礎。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較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審核有關的內部控制，以設計恰當的審核程序，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所作出會計估計和相關披露資料的合理性。
- 對董事採用持續經營會計基準的恰當性作出結論。根據所得的審核憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力構成重大疑慮。如果吾等認為存在重大不確定性，則須在核數師報告中提請使用者對合併財務報表中相關披露資料的關注。假若有關披露資料不足，則修訂吾等的意見。吾等的結論是基於截至核數師報告日期所取得的審核憑證。然而，未來事件或情況可能導致貴集團不能持續經營。



**To the shareholders of Haichang Ocean Park Holdings Ltd.**

*(Incorporated in the Cayman Islands with limited liability)*

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

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

**致海昌海洋公園控股有限公司各股東**

*(於開曼群島註冊成立之有限公司)*

- 評估合併財務報表(包括披露資料)的整體列報、架構和內容，以及合併財務報表是否已公平地反映及列報相關交易及事項。
- 就 貴集團內各實體或業務活動的財務資料獲得充足適當的審核憑證，以就合併財務報表發表意見。吾等須負責指導、監督和執行集團審核。吾等須為吾等的審核意見承擔全部責任。

吾等就(其中包括)計劃的審核範圍、時間安排、重大審核發現等事項(包括吾等在審核期間識別出內部控制的任何重大缺陷)與審核委員會進行溝通。

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性的相關職業道德要求，並就一切被合理認為會影響吾等獨立性的關係和其他事項以及(如適用)為消除威脅所採納的行動及已應用的防範措施，與彼等進行溝通。





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

The engagement partner on the audit resulting in this independent auditor's report is Ng Cheung.

**Ernst & Young**  
*Certified Public Accountants*  
Hong Kong

26 March 2024

**致海昌海洋公園控股有限公司各股東**  
*(於開曼群島註冊成立之有限公司)*

從與審核委員會溝通的事項中，吾等確定哪些是本期合併財務報表審核工作的最重要事項，即關鍵審核事項。除非法律或法規不容許公開披露此等事項或在極罕有的情況下，吾等認為披露此等事項可合理預期的不良後果將超過其產生的公眾利益而不應在吾等報告中予以披露，否則吾等會在核數師報告中描述此等事項。

本獨立核數師報告的審核項目合夥人為吳翔。

**安永會計師事務所**  
執業會計師  
香港

2024年3月26日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 合併損益表

Year ended 31 December 2023  
截至2023年12月31日止年度

			2023	2022
		Notes	2023年	2022年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>REVENUE</b>	收入	6	<b>1,816,842</b>	792,988
Cost of sales	銷售成本		<b>(1,359,387)</b>	(1,071,716)
<b>Gross profit/(loss)</b>	毛利/(損)		<b>457,455</b>	(278,728)
Other income and gains	其他收入及收益	6	<b>306,497</b>	181,525
Selling and distribution expenses	銷售及分銷開支		<b>(139,222)</b>	(85,029)
Administrative expenses	行政費用		<b>(469,794)</b>	(606,375)
Reversal of impairment losses/ (impairment losses) on financial and contract assets, net	金融及合約資產的減值虧損 撥回/(減值虧損)淨額	7	<b>8,091</b>	(76,362)
Other expenses	其他費用		<b>(26,551)</b>	(238,556)
Finance costs	財務成本	8	<b>(322,580)</b>	(314,864)
<b>LOSS BEFORE TAX</b>	除稅前虧損	7	<b>(186,104)</b>	(1,418,389)
Income tax credit	所得稅抵免	10	<b>4,197</b>	9,531
<b>LOSS FOR THE YEAR</b>	年內虧損		<b>(181,907)</b>	(1,408,858)
Attributable to:	歸屬於：			
Owners of the parent	母公司擁有人		<b>(197,259)</b>	(1,395,911)
Non-controlling interests	非控股權益		<b>15,352</b>	(12,947)
			<b>(181,907)</b>	(1,408,858)
<b>LOSS PER SHARE</b>	母公司普通股權持有人			
<b>ATTRIBUTABLE TO ORDINARY</b>	應佔每股虧損			
<b>EQUITY HOLDERS OF THE PARENT</b>		11		
Basic and diluted	基本及攤薄			
- Loss for the year (RMB cents)	- 年內虧損(人民幣分)		<b>(2.43)</b>	(17.31)

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 合併全面收益表

Year ended 31 December 2023

截至2023年12月31日止年度

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
<b>LOSS FOR THE YEAR</b>	年內虧損	<b>(181,907)</b>	(1,408,858)
<b>OTHER COMPREHENSIVE LOSS</b>	其他全面虧損		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:	於期後期間可重新分類至損益的其他全面虧損：		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	<b>(51,601)</b>	(278,431)
Gains on revaluation of property, plant and machinery	物業、廠房及機器重估收益	<b>29,665</b>	-
Income tax effect	所得稅影響	<b>(7,416)</b>	-
		<b>22,249</b>	-
<b>Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods</b>	於期後期間可重新分類至損益的其他全面虧損淨額	<b>(29,352)</b>	(278,431)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:	於期後期間將不會重新分類至損益的其他全面收益：		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	<b>56,013</b>	266,765
<b>Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods</b>	於期後期間將不會重新分類至損益的其他全面收益淨額	<b>56,013</b>	266,765
<b>OTHER COMPREHENSIVE INCOME/ (LOSS) FOR THE YEAR, NET OF TAX</b>	年內其他全面收益／(虧損) (扣除稅項)	<b>26,661</b>	(11,666)
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>	年內全面虧損總額	<b>(155,246)</b>	(1,420,524)
Attributable to:	歸屬於：		
Owners of the parent	母公司擁有人	<b>170,598</b>	(1,407,577)
Non-controlling interests	非控股權益	<b>15,352</b>	(12,947)
		<b>(155,246)</b>	(1,420,524)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 合併財務狀況表

31 December 2023  
2023年12月31日

			<b>31 December 2023 2023年 12月31日 RMB'000 人民幣千元</b>	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	<b>6,523,087</b>	5,166,069
Investment properties	投資物業	13	<b>257,349</b>	122,477
Right-of-use assets	使用權資產	14(a)	<b>1,484,515</b>	1,476,716
Intangible assets	無形資產	15	<b>22,140</b>	11,683
Financial assets at fair value through profit or loss	透過損益按公允價值列賬的金融資產	16	<b>36,915</b>	54,900
Deferred tax assets	遞延稅項資產	17	<b>34,136</b>	14,263
Long-term prepayments, receivables and deposits	長期預付款項、應收款項及按金	23, 37(b)	<b>146,630</b>	217,648
Properties under development	發展中物業	20	<b>299,849</b>	299,789
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>8,804,621</b>	7,363,545
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Completed properties held for sale	持作出售的已落成物業	19	<b>22,498</b>	22,498
Inventories	存貨	21	<b>54,137</b>	31,743
Biological assets	生物資產	24	<b>7,005</b>	6,980
Trade receivables	貿易應收款項	22	<b>46,209</b>	47,597
Prepayments and other receivables	預付款項及其他應收款項	23	<b>395,687</b>	990,898
Investment properties classified as held for sale	分類為持作出售的投資物業	13	<b>374,897</b>	387,836
Financial assets at fair value through profit or loss	透過損益按公允價值列賬的金融資產	16	<b>109,514</b>	110,120
Pledged deposits	已抵押存款	25	<b>5,912</b>	5,075
Cash and cash equivalents	現金及現金等值物	25	<b>1,702,264</b>	1,244,633
<b>Total current assets</b>	<b>流動資產總額</b>		<b>2,718,123</b>	2,847,380
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	26	<b>735,561</b>	649,989
Other payables and accruals	其他應付款項及應計費用	27	<b>681,465</b>	444,302
Advances from customers	來自客戶墊款	28	<b>11,349</b>	10,847
Interest-bearing bank and other borrowings	計息銀行及其他借款	29	<b>1,403,535</b>	1,461,220
Lease liabilities	租賃負債	29	<b>35,087</b>	25,833
Government grants	政府補貼	30	<b>13,678</b>	15,329
Tax payable	應付稅項	10	<b>34,827</b>	33,459
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>2,915,502</b>	2,640,979

continued/...  
續 / ...

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

合併財務狀況表

31 December 2023

2023年12月31日

			<b>31 December 2023</b>	31 December 2022
			<b>2023年 12月31日</b>	2022年 12月31日
		<i>Notes</i>	<b>RMB'000</b>	<i>RMB'000</i>
		<i>附註</i>	<b>人民幣千元</b>	<i>人民幣千元</i>
<b>NET CURRENT (LIABILITIES)/ASSETS</b>	<b>流動(負債)/資產淨額</b>		<b>(197,379)</b>	206,401
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>8,607,242</b>	7,569,946
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Interest-bearing bank and other borrowings	計息銀行及其他借款	29	<b>4,739,333</b>	3,687,947
Lease liabilities	租賃負債	29	<b>121,017</b>	92,730
Long-term payables	長期應付款項	26, 27	<b>771,141</b>	666,761
Government grants	政府補貼	30	<b>390,844</b>	403,152
Deferred tax liabilities	遞延稅項負債	17	<b>66,545</b>	43,029
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>6,088,880</b>	4,893,619
<b>Net assets</b>	<b>資產淨額</b>		<b>2,518,362</b>	2,676,327
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the parent</b>	<b>母公司擁有人應佔權益</b>			
Share capital	股本	31	<b>2,489</b>	2,489
Reserves	儲備	32	<b>2,413,541</b>	2,621,268
			<b>2,416,030</b>	2,623,757
Non-controlling interests	非控股權益		<b>102,332</b>	52,570
<b>Total equity</b>	<b>總權益</b>		<b>2,518,362</b>	2,676,327

**Qu Naijie**

曲乃杰

Director

董事

**Li Kehui**

李珂暉

Director

董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 合併權益變動表

Year ended 31 December 2023  
截至2023年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔									
		Share capital	Share premium	Capital reserve	Asset revaluation reserve	Statutory reserves	Exchange fluctuation reserve	Retained profits/ losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	資本儲備	重估儲備	法定儲備	波動儲備	保留溢利/ (累計虧損)	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 31)		(note 32(a))		(note 32(b))					
		(附註31)		(附註32(a))		(附註32(b))					
At 1 January 2022	於2022年1月1日	2,451	2,363,685	731,576	37,105	172,370	13,229	446,496	3,766,912	63,557	3,830,469
Loss for the year	年內虧損	-	-	-	-	-	-	(1,395,911)	(1,395,911)	(12,947)	(1,408,858)
Other comprehensive loss for the year:	年內其他全面虧損：										
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	(11,666)	-	(11,666)	-	(11,666)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	-	(11,666)	(1,395,911)	(1,407,577)	(12,947)	(1,420,524)
Issue of shares	發行股份	38	267,554	-	-	-	-	-	267,592	-	267,592
Share issue expenses	股份發行開支	-	(3,170)	-	-	-	-	-	(3,170)	-	(3,170)
Capital injection by a non-controlling equity holder	一名非控股權益持有人注資	-	-	-	-	-	-	-	-	1,960	1,960
Transfer to statutory reserves	轉撥至法定儲備	-	-	-	-	645	-	(645)	-	-	-
<b>At 31 December 2022</b>	<b>於2022年12月31日</b>	<b>2,489</b>	<b>2,628,069</b>	<b>731,576</b>	<b>37,105</b>	<b>173,015</b>	<b>1,563</b>	<b>(950,060)</b>	<b>2,623,757</b>	<b>52,570</b>	<b>2,676,327</b>

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# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 合併權益變動表

Year ended 31 December 2023

截至2023年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔										
		Share capital	Treasury shares	Share premium	Capital reserve	Asset revaluation reserve	Statutory reserves	Exchange fluctuation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	庫存股	股份溢價	資本儲備	重估儲備	法定儲備	波動儲備	累計虧損	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 31)			(note 32(a))		(note 32(b))					
		(附註31)			(附註32(a))		(附註32(b))					
At 1 January 2023	於2023年1月1日	2,489	-	2,628,069	731,576	37,105	173,015	1,563	(950,060)	2,623,757	52,570	2,676,327
(Loss)/profit for the year	年內(虧損)/溢利	-	-	-	-	-	-	-	(197,259)	(197,259)	15,352	(181,907)
Other comprehensive income for the year:	年內其他全面收益：											
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	-	4,412	-	4,412	-	4,412
Asset revaluation surplus, net of tax	資產重估盈餘(扣除稅項)	-	-	-	-	22,249	-	-	-	22,249	-	22,249
Total comprehensive income/(loss) for the year	年內其他全面收益/(虧損)總額	-	-	-	-	22,249	-	4,412	(197,259)	(170,598)	15,352	(155,246)
Shares repurchased	回購股份	-	(37,129)	-	-	-	-	-	-	(37,129)	-	(37,129)
Capital injection by a non-controlling equity holder	一名非控股權益持有人注資	-	-	-	-	-	-	-	-	-	34,410	34,410
Transfer to statutory reserves	轉撥至法定儲備	-	-	-	-	-	13,621	-	(13,621)	-	-	-
<b>At 31 December 2023</b>	<b>於2023年12月31日</b>	<b>2,489</b>	<b>(37,129)*</b>	<b>2,628,069*</b>	<b>731,576*</b>	<b>59,354*</b>	<b>186,636*</b>	<b>5,975*</b>	<b>(1,160,940)*</b>	<b>2,416,030</b>	<b>102,332</b>	<b>2,518,362</b>

\* These reserve accounts comprise the consolidated reserves of RMB2,413,541,000 (2022: RMB2,621,268,000) in the consolidated statement of financial position.

\* 此等儲備賬包括合併財務狀況表內的綜合儲備人民幣2,413,541,000元(2022年：人民幣2,621,268,000元)。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 合併現金流量表

Year ended 31 December 2023  
截至2023年12月31日止年度

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
	Notes 附註		
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動產生的現金流量</b>		
Loss before tax:	除稅前虧損：	<b>(186,104)</b>	(1,418,389)
Adjustments for:	就以下各項作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,12 <b>331,385</b>	299,362
Impairment of property, plant and equipment and intangible assets	物業、廠房及設備以及無形資產減值	7 <b>-</b>	148,114
Amortisation of intangible assets	無形資產攤銷	7,15 <b>8,288</b>	3,034
Depreciation of right-of-use assets	使用權資產折舊	7 <b>65,572</b>	47,625
(Reversal of impairment)/provision of impairment for inventories	存貨(減值撥回)/減值撥備	7 <b>(631)</b>	626
Loss on disposal of items of property, plant and equipment, and intangible assets	出售物業、廠房及設備項目及無形資產的虧損	7 <b>1,183</b>	3,864
Changes in fair value of investment properties	投資物業公允價值變動	7,13 <b>(48,648)</b>	179,830
Changes in fair value of biological assets	生物資產公允價值變動	7,24 <b>(25)</b>	(273)
Government grants recognised	已確認政府補貼	6,30 <b>(58,870)</b>	(54,088)
(Gain)/loss on derecognition of leases	終止確認租賃的(收益)/虧損	7 <b>(62)</b>	130
Gain on modifications of financial liabilities that do not result in derecognition	金融負債發生不導致終止確認的變更的收益	6 <b>(40,563)</b>	(56,090)
Impairment of trade receivables	貿易應收款項減值	22 <b>950</b>	32,198
(Reversal of impairment)/provision of impairment for financial assets included in prepayments and other receivables	計入預付款項及其他應收款項的金融資產(減值撥回)/減值撥備	7 <b>(9,041)</b>	44,112
Impairment of completed properties held for sales	持作出售的已落成物業減值	7 <b>-</b>	21,810
Impairment of contract assets, net	合約資產減值淨額	7 <b>-</b>	52
Finance costs	財務成本	8 <b>322,580</b>	314,864
Foreign exchange losses/(gains)	匯兌虧損/(收益)	7 <b>13,770</b>	(17,818)
Interest income	利息收入	6 <b>(34,194)</b>	(19,453)
Dividend income from financial assets at fair value through profit or loss	透過損益按公允價值列賬的金融資產之股息收入	<b>(35,548)</b>	-
Gain on disposal of an associate	出售聯營公司收益	<b>(48,000)</b>	-
Fair value losses of financial assets at fair value through profit or loss	透過損益按公允價值列賬的金融資產的公允價值虧損	<b>6,206</b>	-
		<b>288,248</b>	(470,490)

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## CONSOLIDATED STATEMENT OF CASH FLOWS

### 合併現金流量表

Year ended 31 December 2023

截至2023年12月31日止年度

		2023	2022
		2023年	2022年
	Notes	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
Increase in properties under development	發展中物業增加	(60)	-
Increase in inventories	存貨增加	(21,763)	(4,856)
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)	438	(12,744)
Decrease in prepayments and other receivables	預付款項及其他應收款項減少	251,833	261,263
Decrease/(increase) in frozen or restricted cash and bank balances	被凍結或受限制現金及 銀行結餘減少/(增加)	12,084	(14,885)
Increase/(decrease) in advances from customers	來自客戶墊款增加/(減少)	502	(6,057)
(Decrease)/increase in trade payables	貿易應付款項(減少)/增加	(166,801)	226,694
Increase/(decrease) in other payables and accruals	其他應付款項及應計費用 增加/(減少)	137,163	(3,892)
Receipt of government grants	收取政府補貼	36,144	36,326
	30		
<b>Cash generated from operations</b>	<b>經營活動產生的現金</b>	<b>537,788</b>	11,359
Interest received	已收利息	4,793	5,928
Interest paid	已付利息	(10,815)	(4,370)
Tax refunded/(paid)	已退/(已付)稅項	1,792	(11,680)
<b>Net cash flows from operating activities</b>	<b>經營活動產生的淨現金流量</b>	<b>533,558</b>	1,237
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動產生現金流量</b>		
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(1,319,874)	(717,566)
Decrease/(increase) in long-term prepayments, receivables and deposits	長期預付款項、應收款項及 按金減少/(增加)	21,181	(81,305)
Purchases of financial assets at fair value through profit or loss	購買透過損益按公允價值 列賬的金融資產	-	(5,657)
Proceed from disposal of financial assets at fair value through profit or loss	出售透過損益按公允價值列賬 的金融資產的所得款項	4,000	-
Additions to intangible assets	新增無形資產	(18,745)	(4,437)
Interest received	已收利息	13,291	6,943
Dividend received from financial assets at fair value through profit or loss	來自透過損益按公允價值列賬的 金融資產之已收股息	35,548	-
Proceeds from disposal of items of property, plant and equipment, and intangible assets	出售物業、廠房及設備項目 及無形資產的所得款項	4,117	20,657
Additions to investment properties	新增投資物業	-	(830)
Refund/(payment) for an additional capital injection as a non-controlling equity holder	作為非控股權益持有人額外 注資退款/(付款)	365,000	(394,960)
Payment of earnest deposit for acquisition of subsidiaries	支付收購附屬公司誠意金	-	(99,800)
Increase in prepayment and other receivables	預付款項及其他應收款項增加	-	(130,240)
Proceeds from disposal of an associate	出售一間聯營公司所得款項	14,400	-
	15		
	13		

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## CONSOLIDATED STATEMENT OF CASH FLOWS

### 合併現金流量表

Year ended 31 December 2023

截至2023年12月31日止年度

		2023	2022
		2023年	2022年
	Notes	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
Refund of capital from investment in financial assets at fair value through profit or loss	投資透過損益按公允價值列賬的金融資產之資本退還	8,385	-
Receipt of government grants	收取政府補貼	8,767	-
Tax paid on disposal of subsidiaries	出售附屬公司的已付稅項	-	(238,765)
<b>Net cash flows used in investing activities</b>	<b>投資活動所用淨現金流量</b>	<b>(863,930)</b>	<b>(1,645,960)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動產生現金流量</b>		
New bank and other loans	新增銀行及其他貸款	2,950,470	1,687,760
Repayment of bank and other loans	償還銀行及其他貸款	(1,907,543)	(1,791,338)
Principal portion of lease payments	租賃付款的本金部分	(31,059)	(17,941)
Increase in pledged deposits	已抵押存款增加	(837)	(75)
Proceeds from issue of shares	發行股份所得款項	-	267,592
Share issue expenses	股份發行開支	-	(3,170)
Capital injection by a non-controlling equity holder	一名非控股權益持有人注資	34,410	1,960
Increase/(decrease) in other payables	其他應付款項增加/(減少)	100,000	(136,000)
Interest paid	已付利息	(335,996)	(347,127)
<b>Net cash flows from/(used in) financing activities</b>	<b>融資活動產生/(所用)的淨現金流量</b>	<b>809,445</b>	<b>(338,339)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物淨增加/(減少)</b>	<b>479,073</b>	<b>(1,983,062)</b>
Cash and cash equivalents at beginning of year	年初的現金及現金等值物	1,225,695	3,202,605
Effect of foreign exchange rate changes, net	匯率變動影響淨額	(9,358)	6,152
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年末的現金及現金等值物</b>	<b>1,695,410</b>	<b>1,225,695</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物結餘分析</b>		
Cash and bank balances	現金及銀行結餘	1,702,264	1,244,633
Cash and cash equivalents as stated in the statement of financial position	財務狀況表中所列的現金及現金等值物	1,702,264	1,244,633
Frozen or restricted cash and bank balances	被凍結或受限制現金及銀行結餘	(6,854)	(18,938)
<b>Cash and cash equivalents as stated in the statement of cash flows</b>	<b>現金流量表中所列的現金及現金等值物</b>	<b>1,695,410</b>	<b>1,225,695</b>

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2023

2023年12月31日

### 1. CORPORATE AND GROUP INFORMATION

Haichang Ocean Park Holdings Ltd. (the “Company”) is a limited liability company incorporated in the Cayman Islands on 21 November 2011. The registered address of the Company is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

During the year ended 31 December 2023, the Group was involved in the following principal activities in the People’s Republic of China (the “PRC”):

- development, construction and operation of theme parks
- property development
- investment
- hotel operation
- provision of consultancy and management services

### 1. 公司及集團資料

海昌海洋公園控股有限公司（「本公司」）為一間於2011年11月21日在開曼群島註冊成立的有限責任公司。本公司的註冊地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。

於截至2023年12月31日止年度，本集團在中華人民共和國（「中國」）從事以下主要業務：

- 開發、建設及營運主題公園
- 物業發展
- 投資
- 酒店營運
- 提供諮詢及管理服務

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 1. CORPORATE AND GROUP INFORMATION (continued)

### Information about subsidiaries

Particulars of the Company's principal subsidiaries as at the date of this report are as follows:

Name 名稱	Place and date of registration and business 註冊及 營業地點及日期	Issued ordinary share/ registered capital 已發行普通股/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
海昌(中國)有限公司 ("Haichang China")***	PRC/Chinese Mainland 11 December 1996	RMB4,000,000,000	-	100%	Investment holding
海昌(中國)有限公司 ([海昌中國])***	中國/中國內地 1996年12月11日	人民幣4,000,000,000元	-	100%	投資控股
海昌(中國)投資有限公司 ("Haichang China Investment")#	PRC/Chinese Mainland 23 November 2015	RMB190,000,000	-	100%	Investment holding
海昌(中國)投資有限公司 ([海昌中國投資])#	中國/中國內地 2015年11月23日	人民幣190,000,000元	-	100%	投資控股
大連海昌旅遊集團有限公司 ("Dalian Tourism")#	PRC/Chinese Mainland 28 January 2010	RMB2,000,000,000	-	100%	Investment holding
大連海昌旅遊集團有限公司 ([大連旅遊])#	中國/中國內地 2010年1月28日	人民幣2,000,000,000元	-	100%	投資控股
大連老虎灘海洋公園有限公司 ("LHT")**	PRC/Chinese Mainland 13 February 2001	RMB240,584,000	-	58.3%	Park operation
大連老虎灘海洋公園有限公司 ([大連虎灘])**	中國/中國內地 2001年2月13日	人民幣240,584,000元	-	58.3%	公園營運
煙台漁人碼頭投資有限公司 ("Yantai Park")#	PRC/Chinese Mainland 15 March 2005	RMB30,000,000	-	100%	Park and hotel operation
煙台漁人碼頭投資有限公司 ([煙台公園])#	中國/中國內地 2005年3月15日	人民幣30,000,000元	-	100%	公園及酒店營運
上海海昌極地海洋世界有限公司 ("Shanghai Haichang")#	PRC/Chinese Mainland 19 July 2011	RMB900,000,000	-	100%	Park development and hotel operation
上海海昌極地海洋世界有限公司 ([上海海昌])#	中國/中國內地 2011年7月19日	人民幣900,000,000元	-	100%	公園發展及酒店營運

## 1. 公司及集團資料(續)

### 有關附屬公司的資料

於本報告日期的本公司主要附屬公司詳情如下：

1. CORPORATE AND GROUP INFORMATION  
(continued)

## Information about subsidiaries (continued)

## 1. 公司及集團資料(續)

## 有關附屬公司的資料(續)

Name 名稱	Place and date of registration and business 註冊及 營業地點及日期	Issued ordinary share/ registered capital 已發行普通股/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
大連海昌發現王國主題公園有限公司 ("Discoveryland") <sup>#</sup>	PRC/Chinese Mainland 28 May 2012	USD73,235,294	-	100%	Park and hotel operation, property development and investment
大連海昌發現王國主題公園有限公司 ([發現王國]) <sup>#</sup>	中國/中國內地 2012年5月28日	73,235,294美元	-	100%	公園及酒店營運、 物業發展及投資
重慶海昌加勒比海旅遊發展有限公司 ("Chongqing Caribbean") <sup>#</sup>	PRC/Mainland China 18 January 2012	RMB351,291,310	-	100%	Park operation, property development and investment
重慶海昌加勒比海旅遊發展有限公司 ([重慶加勒比海]) <sup>#</sup>	中國/中國內地 2012年1月18日	人民幣351,291,310元	-	100%	公園營運、物業發展及投資
三亞海昌夢幻不夜城發展有限公司 ("Sanya Haichang Dream World") <sup>#</sup>	PRC/Chinese Mainland 24 December 2013	RMB589,600,000	-	100%	Park development and operation
三亞海昌夢幻不夜城發展有限公司 ([三亞海昌夢幻不夜城]) <sup>#</sup>	中國/中國內地 2013年12月24日	人民幣589,600,000元	-	100%	公園發展及營運
上海海昌旅遊諮詢有限公司 ("Tourism Consulting") <sup>#</sup>	PRC/Chinese Mainland 29 June 2015	RMB10,000,000	-	100%	Tourism consulting, construction project design and consulting
上海海昌旅遊諮詢有限公司 ([旅遊諮詢公司]) <sup>#</sup>	中國/中國內地 2015年6月29日	人民幣10,000,000元	-	100%	旅遊諮詢、建築項目 設計及諮詢

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 1. CORPORATE AND GROUP INFORMATION (continued)

### Information about subsidiaries (continued)

Name 名稱	Place and date of registration and business 註冊及 營業地點及日期	Issued ordinary share/ registered capital 已發行普通股/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
上海海昌極地海洋生物科技有限公司 ("Shanghai Biotechnology")#	PRC/Chinese Mainland 30 May 2016	RMB100,000,000	-	100%	Import and export of goods and technology, and marine biotechnology development
上海海昌極地海洋生物科技有限公司 ([上海生物科技])#	中國/中國內地 2016年5月30日	人民幣100,000,000元	-	100%	商品及技術進出口 以及海洋生物科技開發
上海昌海融資租賃有限公司 ("Changhai Lease")#	PRC/Chinese Mainland 7 June 2016	RMB170,000,000	-	100%	Finance lease business
上海昌海融資租賃有限公司 ([昌海租賃])#	中國/中國內地 2016年6月7日	人民幣170,000,000元	-	100%	融資租賃業務
鄭州海昌極地海洋公園有限公司 ("Zhengzhou Park")#	PRC/Chinese Mainland 6 July 2016	RMB700,000,000	-	100%	Park development and operation
鄭州海昌極地海洋公園有限公司 ([鄭州公園])#	中國/中國內地 2016年7月6日	人民幣700,000,000元	-	100%	公園發展及營運
鄭州海昌海洋公園旅遊發展有限公司 ("Zhengzhou Tourism")#	PRC/Chinese Mainland 20 June 2017	RMB804,050,000	-	100%	Park development and operation
鄭州海昌海洋公園旅遊發展有限公司 ([鄭州旅遊])#	中國/中國內地 2017年6月20日	人民幣804,050,000元	-	100%	公園發展及營運
上海海昌旅遊集團有限公司 ("Shanghai Tourism")#	PRC/Chinese Mainland 21 February 2019	RMB5,068,492,000	-	100%	Investment holding
上海海昌旅遊集團有限公司 ([上海旅遊])#	中國/中國內地 2019年2月21日	人民幣5,068,492,000元	-	100%	投資控股
上海海芄嘉悅文化創意有限公司 ("Haipeng Jiayue")****	PRC/Chinese Mainland 1 December 2022	RMB75,000,000	-	60%	Investment holding
上海海芄嘉悅文化創意有限公司 ([海芄嘉悅])****	中國/中國內地 2022年12月1日	人民幣75,000,000元	-	60%	投資控股

## 1. 公司及集團資料(續)

### 有關附屬公司的資料(續)

## 1. CORPORATE AND GROUP INFORMATION (continued)

### Information about subsidiaries (continued)

- \* According to the articles of association of LHT, the profit sharing ratios of LHT are not in proportion to its equity ratios but are as defined in the articles of association. Pursuant to the articles of association, the Group and the other equity holder share the profits of LHT at a 6:4 ratio.
- \*\* Haichang China is registered as a wholly-foreign-owned investment enterprise by Haichang Holdings (Hong Kong) Limited under PRC law. As at 31 December 2023, the registered capital of Haichang China amounted to RMB4,000 million, of which RMB323.25 million remained unpaid.
- \*\*\* As at 31 December 2023, the registered capital of Haipeng Jiayue amounted to RMB75 million, of which RMB40 million remained unpaid.
- # The subsidiaries are 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.

## 2 ACCOUNTING POLICIES

### 2.1 BASIS OF PRESENTATION

As at 31 December 2023, the Group had net current liabilities of RMB197,379,000. The directors consider that the Group has taken various measures and will have adequate funds available to enable it to operate as a going concern, after taking into account the past operating performance of the Group and the following:

## 1. 公司及集團資料 (續)

### 有關附屬公司的資料 (續)

- \* 根據大連虎灘的組織章程細則，大連虎灘的利潤分成比例並非按其股權比例釐定，但已於組織章程細則內界定。根據組織章程細則，本集團及其他權益持有人按6:4的比例攤分大連虎灘的利潤。
- \*\* 海昌中國由海昌控股(香港)有限公司根據中國法律註冊為一間外商獨資企業。於2023年12月31日，海昌中國的註冊資本為人民幣4,000,000,000元，其中人民幣323,250,000元尚未繳足。
- \*\*\* 於2023年12月31日，海芴嘉悅的註冊資本為人民幣75,000,000元，其中人民幣40,000,000元尚未繳足。
- # 該等附屬公司為有限責任公司。

上表列出的是董事認為對本集團年內業績有重大影響或組成本集團大部分淨資產的本公司附屬公司。董事認為，提供其他附屬公司的詳情會令篇幅過於冗長。

## 2 會計政策

### 2.1 呈列基準

於2023年12月31日，本集團流動負債淨額為人民幣197,379,000元。董事認為本集團已採取多項措施，並將具備足夠的可用資金使其可持續經營，當中考慮到本集團過往的營運表現及下列各項：

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 2.1 BASIS OF PRESENTATION (continued)

- (a) all the Group's parks have gradually returned to normal operation and the revenue has been gradually recovered;
- (b) subsequent to 31 December 2023, the Group has been granted new bank and other loans of RMB64,300,000, which are due after 31 December 2024 from certain banks;
- (c) the Group expects to be granted subsidies before 31 December 2024 for an aggregate amount of RMB94,500,000 as agreed by local government to support the Group's park operation;
- (d) up to the date of this report, the Group has unused bank and credit facilities of a total amount of RMB2,163,000,000 valid until after 31 December 2024, of which RMB500,000,000 was granted by a financial institute subsequent to 31 December 2023 and RMB1,000,000,000 was granted by a related company;
- (e) the major shareholder and a director of the Company, 曲程("Mr. Qu Cheng"), has agreed to provide continuing financial support to the Group to meet its debts and liabilities as and when they fall due for a period of no less than 12 months from 31 December 2023; and
- (f) the Group continues to monitor capital expenditure to balance and relieve cash resource to support park operations and take action to tighten cost controls over various operating expenses and is actively seeking new investment and business opportunities with an aim to attain profitable and positive cash flow operations.

## 2.1 呈列基準(續)

- (a) 本集團旗下所有公園已逐步恢復正常運作，收入已逐漸恢復；
- (b) 於2023年12月31日後，本集團已獲若干銀行批授人民幣64,300,000元於2024年12月31日後到期的新銀行及其他貸款；
- (c) 本集團預期將於2024年12月31日前獲授地方政府同意給予總額為人民幣94,500,000元的補貼，以支持本集團的公園營運；
- (d) 直至本報告日期，本集團有效期直至2024年12月31日後的未動用銀行及信貸融資總金額為人民幣2,163,000,000元，其中人民幣500,000,000元由一間金融機構於2023年12月31日後授出及人民幣1,000,000,000元由一間關聯公司授出；
- (e) 本公司主要股東兼董事曲程(「曲程先生」)已同意向本集團提供持續的財務支持以於自2023年12月31日起不少於12個月期間履行其到期債務及負債；及
- (f) 本集團繼續監察資本開支，務求現金資源取得平衡及紓解，以支持公園營運，以及採取行動收緊針對多項營運開支的成本控制，並正積極尋求新的投資及業務機會，目標是錄得營運盈利及正數現金流。



## 2.1 BASIS OF PRESENTATION (continued)

The directors of the Company have reviewed the Group's cash flow forecast covering a period of twelve months from the end of the reporting period ended 31 December 2023. The directors are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due in the foreseeable future. Accordingly, the directors believe it is appropriate to prepare the consolidated financial statements of the Group for the year ended 31 December 2023 on a going concern basis.

## 2.2 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations) issued by the International Accounting Standards Board (the “IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, investment properties classified as held for sale, biological assets and financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

## 2.1 呈列基準 (續)

本公司董事已審閱本集團涵蓋截至2023年12月31日止報告期末起十二個月期間的現金流量預測。董事認為，考慮到上述計劃及措施後，本集團將具備足夠的營運資金，於可見將來撥付其營運及應付其到期的財務責任。因此，董事相信，按持續經營基準編製本集團截至2023年12月31日止年度的合併財務報表為恰當。

## 2.2 編製基準

本財務報表乃根據由國際會計準則理事會（「國際會計準則理事會」）發佈的國際財務報告準則（「國際財務報告準則」）（包括所有國際財務報告準則、國際會計準則（「國際會計準則」）及解釋公告）及香港公司條例的披露規定而編製。本財務報表乃根據歷史成本慣例編製，而投資物業、分類為持作出售的投資物業、生物資產及透過損益按公允價值列賬的金融資產則按公允價值計量。除另有指明外，本財務報表以人民幣（「人民幣」）列值，而所有數值均約整至最接近的千位數。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 2.2 BASIS OF PREPARATION (continued)

### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 December 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

## 2.2 編製基準 (續)

### 綜合基準

合併財務報表包括本公司及其附屬公司(統稱「**本集團**」)截至2023年12月31日止年度的財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(即本集團獲賦予現有能以主導投資對象相關活動的既存權利)影響該等回報時,即取得控制權。

一般情況下,有一個推定,即多數投票權形成控制權。倘本公司擁有少於投資對象大多數投票或類似權利的權利,則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況,包括:

- (a) 與投資對象其他投票持有人的合約安排;
- (b) 其他合約安排所產生的權利;及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表乃於與本公司相同的報告期內採納一致的會計政策編製。附屬公司的業績乃於本集團取得控制權的日期起綜合入賬,並繼續綜合入賬直至該控制權終止當日為止。

## 2.2 BASIS OF PREPARATION (continued)

### Basis of consolidation (continued)

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

## 2.2 編製基準(續)

### 綜合基準(續)

溢利或虧損及其他全面收益的各個部分乃歸屬於本集團母公司的擁有人及非控股權益，即使此舉引致非控股權益出現虧絀結餘。因本集團成員公司之間進行交易而產生的所有集團內公司間的資產及負債、權益、收入、開支及現金流量均會於綜合時悉數對銷。

倘事實和情況顯示上文所述之三項控制權要素的其中一項或以上出現變動，本集團會重新評估是否仍控制投資對象。附屬公司擁有權權益的變動(並未失去控制權)作為一項股權交易入賬。

倘本集團失去一間附屬公司的控制權，則會取消確認相關資產(包括商譽)、負債、任何非控股權益及匯兌波動儲備；並確認任何保留投資的公允價值及任何在損益中由此產生的盈餘或虧絀。本集團先前在其他全面收益中確認的應佔部分，按假設本集團已直接出售相關資產或負債所規定的相同基準適當地重新分類至損益或保留溢利。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

IFRS 17	<i>Insurance Contracts</i>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to IAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

## 2.3 會計政策及披露的變動

本集團已於本年度財務報表中首次採用以下新訂及經修訂國際財務報告準則。

國際財務報告準則 第17號	保險合約
國際會計準則 第1號及國際財 務報告準則實務 公告第2號之修訂	會計政策的披露
國際會計準則 第8號之修訂	會計估計的定義
國際會計準則 第12號之修訂	與單項交易產生的 資產和負債相關 的遞延稅項
國際會計準則 第12號之修訂	國際稅務改革 – 支柱二立法模板

## 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The nature and the impact of the new and revised IFRSs that are applicable to the Group are described below:

- (a) Amendments to IAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 3 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.

## 2.3 會計政策及披露的變動 (續)

以下所述為適用於本集團的新訂及經修訂國際財務報告準則的性質及影響：

- (a) 國際會計準則第1號之修訂要求實體披露重大會計政策資料，而非主要會計政策。倘會計政策資料與實體財務報表所載其他資料一併考慮時，可能合理預期影響一般用途財務報表的主要使用者基於該等財務報表作出的決定，則該等資料屬重大。國際財務報告準則實務公告第2號作出重大性判斷之修訂為如何將重要性概念應用於會計政策披露提供非強制性指引。本集團已於財務報表附註3披露重大會計政策資料。該等修訂對本集團財務報表任何項目的計量、確認或呈列並無任何影響。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (b) Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.

### 2.3 會計政策及披露的變動 (續)

- (b) 國際會計準則第8號之修訂澄清會計估計變更與會計政策變更的區別。會計估計被定義為財務報表中存在計量不確定性的貨幣金額。該等修訂亦闡明了實體使用計量技術及輸入數據編製會計估計的方法。由於本集團的方法及政策與該等修訂一致，因此該等修訂對本集團的財務報表並無任何影響。

## 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (c) Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions.

Prior to the initial application of these amendments, the Group applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. The Group has applied the amendments on temporary differences related to leases as at 1 January 2022.

Upon the application of the amendments, the Group has determined the temporary differences arising from right-of-use assets and lease liabilities separately, which have been reflected in the reconciliation disclosed in note 17 to the financial statements. However, they did not have any material impact on the overall deferred tax balances presented in the consolidated statement of financial position as the related deferred tax balances qualified for offsetting under IAS 12.

## 2.3 會計政策及披露的變動 (續)

- (c) 國際會計準則第12號之修訂與單項交易產生的資產和負債相關的遞延稅項縮小了國際會計準則第12號中初始確認例外的範圍，使其不再適用於產生相等的應課稅和可扣減暫時差額的交易，例如租賃及棄置責任。因此，實體需就該等交易產生的暫時差額確認遞延稅項資產（須有充足應課稅溢利）及遞延稅項負債。

在首次應用該等修訂前，本集團應用初步確認例外且並無就與租賃有關的交易的暫時差額確認遞延稅項資產及遞延稅項負債。本集團已對2022年1月1日與租賃有關的暫時差額應用該等修訂。

應用該等修訂後，本集團已分別釐定使用權資產及租賃負債產生的暫時差額，有關差額已反映於財務報表附註17披露的對賬內。然而，由於相關遞延稅項結餘符合國際會計準則第12號項下的抵銷資格，故有關差額對合併財務狀況表中呈列的整體遞延稅項結餘並無任何重大影響。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (d) Amendments to IAS 12 *International Tax Reform – Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

## 2.3 會計政策及披露的變動 (續)

- (d) 國際會計準則第12號之修訂*國際稅務改革 – 支柱二立法模板*引入一項強制性暫時例外，豁免確認及披露因實施經濟合作與發展組織發佈的支柱二立法模板產生的遞延稅項。該等修訂亦引入與使受影響實體幫助財務報表使用者更好地了解實體面臨的支柱二所得稅風險有關的披露要求，包括於支柱二立法生效期間單獨披露支柱二所得稅相關即期稅項及於該立法已實施或實際上實施但尚未生效期間披露與其所面臨的支柱二所得稅風險有關的已知或合理估計資料。本集團已追溯應用該等修訂。由於本集團並不屬於支柱二立法模板範圍，該等修訂對本集團並無任何影響。



## 2.4 ISSUED BUT NOT EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following revised IFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these revised IFRSs, if applicable, when they become effective.

Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i> <sup>1</sup>
Amendments to IAS 1 (the “2020 Amendments”) <sup>1</sup>	<i>Classification of Liabilities as Current or Non-current</i>
Amendments to IAS 1	<i>Non-current Liabilities with Covenants</i> (the “2022 Amendments”) <sup>1</sup>
Amendments to IAS 7 and IFRS 7	<i>Supplier Finance Arrangements</i> <sup>1</sup>
Amendments to IAS 21	<i>Lack of Exchangeability</i> <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2024

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2025

<sup>3</sup> No mandatory effective date yet determined but available for adoption

Further information about those IFRSs that are expected to be applicable to the Group is described below.

## 2.4 已頒佈但尚未生效的國際財務報告準則

本集團並未於本財務報表中採用以下已頒佈但尚未生效的經修訂國際財務報告準則。本集團擬於該等經修訂國際財務報告準則（倘適用）生效時採納該等經修訂國際財務報告準則。

國際財務報告準則第10號及國際會計準則第28號之修訂	投資者與其聯營公司或合營企業之間資產的出售或投入 <sup>3</sup>
國際財務報告準則第16號之修訂	售後回租中的租賃負債 <sup>1</sup>
國際會計準則第1號之修訂（「2020年修訂」） <sup>1</sup>	負債的流動或非流動劃分
國際會計準則第1號之修訂	附帶契諾的非流動負債（「2022年修訂」） <sup>1</sup>
國際會計準則第7號及國際財務報告準則第7號之修訂	供應商融資安排 <sup>1</sup>
國際會計準則第21號之修訂	缺乏可兌換性 <sup>2</sup>

<sup>1</sup> 於2024年1月1日或之後開始的年度期間生效

<sup>2</sup> 於2025年1月1日或之後開始的年度期間生效

<sup>3</sup> 尚未釐定強制生效日期，但可供採納

有關預期適用於本集團之該等國際財務報告準則之進一步資料於下文描述。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 2.4 ISSUED BUT NOT EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB. However, the amendments are available for adoption now.

Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2.4 已頒佈但尚未生效的國際財務報告準則(續)

國際財務報告準則第10號及國際會計準則第28號之修訂解決國際財務報告準則第10號及國際會計準則第28號在處理投資者與其聯營公司或合營企業之間資產的出售或投入方面的規定之間的不一致情況。該等修訂要求當資產的出售或投入構成一項業務時全額確認下游交易產生的收益或虧損。對於涉及不構成一項業務的資產的交易，該項交易產生的收益或虧損在投資者的損益中確認，惟僅以非關聯投資者於該聯營公司或合營企業的權益為限。該等修訂將按未來適用法應用。國際財務報告準則第10號及國際會計準則第28號之修訂先前的強制生效日期已被國際會計準則理事會剔除。然而，該等修訂現時可予採納。

國際財務報告準則第16號之修訂訂明計量售後回租交易產生的租賃負債所用的賣方－承租人之規定，以確保賣方－承租人不會確認與所保留使用權有關的任何損益金額。該等修訂於2024年1月1日或之後開始的年度期間生效，並須追溯應用至國際財務報告準則第16號首次應用日期(即2019年1月1日)之後訂立的售後回租交易。可以提前採用。預期該等修訂不會對本集團的財務報表構成任何重大影響。

## 2.4 ISSUED BUT NOT EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

## 2.4 已頒佈但尚未生效的國際財務報告準則(續)

2020年修訂澄清負債的流動或非流動劃分要求，包括有關推遲清償的權利的意思及推遲的權利必須在報告期末已經存在。負債的分類並不因該實體行使其推遲清償的權利的可能性而受到影響。該等修訂亦澄清，負債可以其本身的權益工具結算，且僅當可轉換負債的轉換選擇權本身作為權益工具入賬時，負債的條款才不會影響其分類。2022年修訂進一步澄清，在貸款安排產生的負債的契諾中，僅有實體必須在報告日期或之前遵守者方會影響負債的流動或非流動劃分。受限於實體在報告期後12個月內遵守未來契諾的非流動負債需要進行額外披露。該等修訂須予追溯採用，並可以提前採用。提早採用2020年修訂的實體必須同時採用2022年修訂，反之亦然。本集團目前正在評估該等修訂的影響以及現有貸款安排是否需要修訂。基於初步評估，預期該等修訂不會對本集團的財務報表構成任何重大影響。

## 2.4 ISSUED BUT NOT EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual reporting period and interim disclosures. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2.4 已頒佈但尚未生效的國際財務報告準則(續)

國際會計準則第7號及國際財務報告準則第7號之修訂澄清供應商融資安排的特徵，並要求對該等安排作出額外披露。該等修訂的披露規定旨在協助財務報表使用者了解供應商融資安排對實體負債、現金流量及流動資金風險敞口的影響。允許提早應用該等修訂。該等修訂就於年度報告期初及中期披露的比較資料、定量資料提供若干過渡寬免。預期該等修訂將不會對本集團的財務報表構成任何重大影響。

國際會計準則第21號之修訂訂明，當缺乏可兌換性時，實體應如何評估一種貨幣是否可兌換為另一種貨幣，以及如何估計其於計量日的即期匯率。該等修訂要求披露資料，以使財務報表使用者了解不可兌換貨幣的影響。允許提早應用。應用該等修訂時，實體不得重述比較資料。首次應用該等修訂的任何累計影響應於首次應用日期確認為對保留溢利的期初結餘或於權益的獨立部分累計的匯兌差額的累計金額的調整。預期該等修訂不會對本集團的財務報表構成任何重大影響。

### 3. MATERIAL ACCOUNTING POLICIES

#### Investment in an associate

An associate is an entity in which the Group has a long-term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investment in an associate is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. The Group's share of the post-acquisition results and other comprehensive income of the associate is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's investment in the associate, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of the associate is included as part of the Group's investment in the associate.

### 3. 重大會計政策

#### 於聯營公司的投資

聯營公司為本集團擁有股本表決權整體不少於20%的長期權益且具有重大影響力的實體。重大影響力為參與投資對象財務及經營政策決定的權力，但並非該等政策的控制權或共同控制權。

本集團於聯營公司的投資根據權益會計法，按本集團分佔的淨資產減任何減值虧損，於合併財務狀況表中列賬。本集團分佔聯營公司的收購後業績及其他全面收益，分別計入合併損益及合併其他全面收益表內。此外，如有直接確認於聯營公司權益的變動，本集團於適當情況下在合併權益變動表中確認其分佔的任何變動。本集團與其聯營公司之間的交易所產生的未變現收益及虧損予以對銷，以本集團於該聯營公司的投資為限，惟倘未變現虧損證明所轉讓資產出現減值則除外。由收購聯營公司產生的商譽計入為本集團於聯營公司的投資一部分。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Investment in an associate (continued)

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

#### Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

### 3. 重大會計政策 (續)

#### 於聯營公司的投資 (續)

於失去對聯營公司的重大影響力的情況下，本集團按其公允價值計量及確認任何保留投資。聯營公司於失去重大影響力時的賬面值與保留投資及出售所得款項的公允價值之間的任何差額乃於損益內確認。

倘於聯營公司的投資分類為持作出售，則根據國際財務報告準則第5號持作出售的非流動資產及已終止經營業務入賬。

#### 業務合併

業務合併按收購法列賬。轉讓代價乃按收購日期之公允價值計量，該公允價值為本集團轉讓的資產、本集團自被收購方的前度擁有人承擔的負債及本集團發行以換取被收購方控股權的股本權益於收購日期公允價值的總和。就各項業務合併而言，本集團選擇以公允價值或被收購方可識別資產淨值的應佔比例，計算於被收購方之非控股權益。非控股權益之一切其他部分乃按公允價值計量。收購相關成本於產生時列為開支。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Business combinations (continued)

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

### 3. 重大會計政策 (續)

#### 業務合併 (續)

本集團決定當所取得的一組活動及資產包括一項投入及一項實質性過程，而二者共同顯著促進創造產出的能力時，其已收購一項業務。

本集團收購一項業務時會根據合約條款、收購日之經濟狀況及有關條件評估取得的金融資產及承擔的金融負債，以進行適當分類及指定。這包括分離被收購方主合約中的嵌入式衍生工具。

倘業務合併為分階段實現，先前持有的股本權益應按收購日的公允價值重新計算，產生的任何收益或虧損在損益中確認。

收購方轉讓的任何或有代價將以收購日的公允價值確認。被分類為資產或負債的或有代價按公允價值確認，其公允價值的變化於損益確認。或有代價如被分類為權益項目，則不再對其重新計量，後續的結算會計入權益中。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Fair value measurement

The Group measures its investment properties, investment properties classified as held for sale, equity investments and biological assets at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

### 3. 重大會計政策 (續)

#### 公允價值計量

本集團於各報告期末按公允價值計量其投資物業、分類為持作出售的投資物業、股本投資及生物資產。公允價值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公允價值計量乃根據假設出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場情況下)最具優勢市場進行而作出。主要或最具優勢市場須為本集團可進入之市場。資產或負債的公允價值乃按假設市場參與者於資產或負債定價時會以其最佳經濟利益行事計量。

非金融資產的公允價值計量須計及市場參與者能自最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者，所產生的經濟效益。

本集團採納適用於不同情況且具備充分數據以供計量公允價值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。



### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Fair value measurement (continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### 3. 重大會計政策 (續)

#### 公允價值計量 (續)

所有於財務報表計量或披露的資產及負債乃基於對公允價值計量整體而言屬重大的最低層輸入數據按以下公允價值等級分類：

第一級 – 基於相同資產或負債於活躍市場的報價 (未經調整)

第二級 – 基於對公允價值計量而言屬重大的可觀察 (直接或間接) 最低層輸入數據的估值方法

第三級 – 基於對公允價值計量而言屬重大的不可觀察最低層輸入數據的估值方法

就按經常性基準於本財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類 (基於對公允價值計量整體而言屬重大的最低層輸入數據) 確定是否發生不同等級轉移。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, investment properties and investment properties classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

### 3. 重大會計政策 (續)

#### 非金融資產減值

當資產(存貨、遞延稅項資產、投資物業及分類為持作出售的投資物業除外)有減值跡象或須對資產進行年度減值測試時，會估計資產的可收回金額。資產可收回金額指資產或現金產生單位的使用價值與其已扣除銷售成本的公允價值兩者之中的較高者，基於個別資產釐定，除非該資產所產生的現金流基本上獨立於其他資產或資產組別的現金流入，在該情況下可收回金額按資產所屬現金產生單位釐定。對現金產生單位進行減值測試時，如可合理及貫徹進行分配，則公司資產(例如總部大廈)的一部分賬面值分配至個別現金產生單位，否則分配至最小的現金產生單位組別。

僅當資產的賬面值超逾其可收回金額時方會確認減值虧損。評估使用價值時，估計未來現金流量以反映當前市場評定的貨幣時間價值以及該項資產特有風險的稅前折現率折現至現值。減值虧損於產生期間在損益表中列入開支，惟倘資產按重估金額列賬，則減值虧損根據該重估資產的有關會計政策入賬。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Impairment of non-financial assets (continued)

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

#### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

### 3. 重大會計政策 (續)

#### 非金融資產減值 (續)

於各報告期末評估是否有跡象顯示原已確認的減值虧損可能不復存在或減少。倘存在該跡象，則評估可收回金額。僅當評估商譽以外資產可收回金額的估計改變時，方可轉回先前就資產確認的減值虧損，惟轉回後的數額不得高於假設以往年度並無確認資產減值虧損而應有的賬面值 (扣除任何折舊／攤銷)。該減值虧損的轉回在產生期間計入損益表內。

#### 關連人士

倘任何人士符合以下條件，則視為與本集團有關連：

- (a) 倘該方屬以下人士或該人士的近親，並且該人士：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 擔任本集團或本集團母公司的主要管理層成員；

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Related parties (continued)

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third-party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

### 3. 重大會計政策 (續)

#### 關連人士 (續)

或

- (b) 倘該方為符合下列任何條件的實體：
  - (i) 該實體與本集團屬同一集團的成員；
  - (ii) 一個實體為另一個實體的聯營公司或合資公司（或為另一個實體的母公司、附屬公司或同系附屬公司）；
  - (iii) 該實體與本集團均為同一第三方的合資公司；
  - (iv) 一個實體為第三方實體的合資公司，而另一個實體為該第三方實體的聯營公司；
  - (v) 該實體是以本集團或本集團關連實體的僱員為受益人的離職後福利計劃；
  - (vi) 該實體受(a)項所識別人士控制或共同控制；
  - (vii) (a)(i)項所識別人士對該實體有重大影響力或屬該實體（或該實體母公司）的主要管理層成員；及
  - (viii) 該實體或該實體所屬的集團任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with IFRS 5, as further explained in the accounting policy for “Non-current assets and disposal groups held for sale”. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

### 3. 重大會計政策 (續)

#### 物業、廠房及設備以及折舊

除在建工程外，物業、廠房及設備按成本減累積折舊及任何減值虧損列賬。當一項物業、廠房及設備被分類為持作出售，或當其屬分類為持作出售的出售集團一部分時，便不會予以折舊，並根據國際財務報告準則第5號入賬，進一步解釋見「持作出售的非流動資產及出售集團」的會計政策。物業、廠房及設備項目的成本包括其購買價及任何使資產達到擬定用途運作狀況及地點而直接應計的成本。

物業、廠房及設備項目投產後產生的開支（如維修及保養開支）一般於產生期間自損益表中扣除。當符合確認條件，大型檢查的開支以資產賬面值金額資本化為一更換項目。倘物業、廠房及設備的重大部分需要每隔一段時間更換，本集團確認該等部分為有特定使用年期的個別資產入賬並作相應折舊處理。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Theme parks and other buildings	2.5% to 5.0%
Building improvements	5.0%
Machinery	10.0% to 20.0%
Motor vehicles	10.0% to 25.0%
Office equipment and furniture	20.0% to 33.0%
Live animals	2.5% to 33.3%

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. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

### 3. 重大會計政策 (續)

#### 物業、廠房及設備以及折舊 (續)

折舊乃按下列各物業、廠房及設備項目的估計可使用年期以直線法撇銷其成本至其剩餘價值。就此使用之主要年率如下：

主題公園及其他樓宇	2.5%至5.0%
樓宇裝修	5.0%
機器	10.0%至20.0%
汽車	10.0%至25.0%
辦公室設備及傢俬	20.0%至33.0%
活生動物	2.5%至33.3%

倘物業、廠房及設備項目內各部分的可使用年期不同，則該項目的成本按合理基準分配至各部分，而各部分將獨立計算折舊。將至少於每個財報期末檢討剩餘價值、可使用年期及折舊方法，如有需要則調整。

包括首次確認的重大部分的物業、廠房及設備項目於處置或預期日後使用或處置不會產生任何經濟利益時終止確認。於終止確認資產當年在損益表確認的處置或報廢收入或虧損，乃出售所得款項淨額與有關資產賬面值的差額。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation (continued)

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

#### Investment properties

Investment properties are interests in land and buildings (including right-of-use assets) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

### 3. 重大會計政策 (續)

#### 物業、廠房及設備以及折舊 (續)

在建工程按成本減任何減值虧損列賬而不計提折舊。在建工程於落成並可用時重新分類至物業、廠房及設備的適當類別。

#### 投資物業

投資物業指為賺取租金收益及／或資本增值目的而持有的土地及樓宇權益(包括使用權資產)。該等物業首先按成本(包括交易成本)計量。首次確認後，投資物業按反映報告期末市況的公允價值列賬。

投資物業公允價值變動產生的收入或虧損，會於產生年度在損益表中入賬。

報廢或處置一項投資物業產生的任何收入或虧損，會於報廢或處置年度在損益表中確認。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Investment properties (continued)

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under “Property, plant and equipment and depreciation” for owned property and/or accounts for such property in accordance with the policy stated under “Right-of-use assets” for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under “Property, plant and equipment and depreciation” above. For a transfer from completed properties held for sale to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the statement of profit or loss.

#### Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets and its sale must be highly probable.

### 3. 重大會計政策 (續)

#### 投資物業 (續)

將投資物業轉撥至業主佔用物業或存貨，物業的後續會計處理的視作成本為其改變用途日期的公允價值。如一項由本集團作為業主佔用的物業成為一項投資物業，本集團按「物業、廠房及設備以及折舊」所列的政策就自有物業列賬及／或按「使用權資產」所列的政策就持有作為使用權資產的物業入賬，直至用途改變的日期為止，而於該日該物業賬面值與公允價值之間的差額將按上文「物業、廠房及設備以及折舊」所列的政策列作重估。至於由持作出售的已落成物業轉撥至投資物業，於該日該項物業的公允價值與其之前的賬面值之間的差額在損益表內確認。

#### 持作出售的非流動資產

倘非流動資產的賬面值將主要透過銷售交易而非透過持續使用收回，則分類為持作出售。在此情況下，該資產可按當前狀況即時出售，惟僅須受出售該等資產的一般及慣用條款所規限，且實現其出售的概率必須極高。



### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Non-current assets held for sale (continued)

Non-current assets (other than investment properties and financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell.

#### Intangible assets

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 economic 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.

### 3. 重大會計政策 (續)

#### 持作出售的非流動資產 (續)

分類為持作出售的非流動資產 (投資物業及金融資產除外) 按其賬面值與公允價值減出售成本兩者間較低者計量。

#### 無形資產

單獨取得的無形資產於首次確認時按成本計量。通過業務合併取得的無形資產的成本為收購日期的公允價值。無形資產的可使用年期評估分為有限期或無限期。有限期的無形資產隨後按可使用經濟年期攤銷，並於有跡象顯示無形資產可能出現減值時評估減值。可使用年期有限的無形資產的攤銷期及攤銷方法至少於每個財政年度末檢討一次。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Intangible assets (continued)

##### **Software and copyright**

Software and copyright are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 5 to 10 years.

##### **Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### **Group as a lessee**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

At inception or on reassessment of a contract that contains a lease component and non-lease component(s), the Group adopts the practical expedient not to separate non-lease component(s) and to account for the lease component and the associated non-lease component(s) (e.g., property management services for leases of properties) as a single lease component.

### 3. 重大會計政策 (續)

#### 無形資產 (續)

##### **軟件及版權**

軟件及版權按成本減任何減值虧損列賬，並按直線法於5年至10年的估計可使用年期內攤銷。

##### **租賃**

本集團於合約開始時評估合約是否一項或是否包含租賃。倘合約讓渡於一段時間控制使用特定資產以換取代價的權利，該合約是一項租賃或包含一項租賃。

##### **本集團作為承租人**

除短期租賃及低價值資產租賃外，本集團就所有租賃應用單一的確認及計量方法。本集團就支付租賃款項確認租賃負債，以及就相關資產的使用權確認使用權資產。

於包含租賃部分及非租賃部分的合約開始或被重新評估時，本集團採用實務簡便方法，不把非租賃部分分開，並把租賃部分及相關的非租賃部分（例如物業租賃的物業管理服務）入賬列為單一的租賃部分。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Leases (continued)

##### **Group as a lessee (continued)**

##### (a) *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	40 to 50 years
租賃土地	40至50年
Buildings	2 to 10 years
樓宇	2至10年

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

### 3. 重大會計政策 (續)

#### 租賃 (續)

##### **本集團作為承租人 (續)**

##### (a) *使用權資產*

使用權資產於租賃開始日期 (即相關資產可供使用當日) 確認。使用權資產按成本減累計折舊及任何減值虧損計量，並就重新計量租賃負債作出調整。使用權資產的成本包括於開始日期或之前的已確認租賃負債、已產生的初始直接成本及已支付的租賃款項的金額，減去任何已收租賃優惠。在適用情況下，使用權資產的成本亦包括拆卸及移除相關資產或修復相關資產或其所在場地的估計成本。使用權資產以直線法於租賃期或資產的估計可使用年期 (以較短者為準) 折舊如下：

倘租賃資產的擁有權於租賃期結束時轉移至本集團，或成本反映購買選擇權獲行使，則使用資產的估計可使用年期計算折舊。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Leases (continued)

##### **Group as a lessee (continued)**

##### *(a) Right-of-use assets (continued)*

When the right-of-use assets relate to interests in leasehold land held as properties under development and completed properties held for sale, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policy for "properties under development" and "completed properties held for sale". When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for "investment properties".

##### *(b) Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

### 3. 重大會計政策 (續)

#### 租賃 (續)

##### **本集團作為承租人 (續)**

##### *(a) 使用權資產 (續)*

當使用權資產與於持作為發展中物業或持作出售的已落成物業的租賃土地的權益有關，則其後根據本集團有關「發展中物業」或「持作出售的已落成物業」的政策，按成本或可變現淨值（以較低者為準）計量。使用權資產如符合投資物業的定義，便計入投資物業內。根據本集團有關「投資物業」的政策，相應的使用權資產初始按成本計量，其後按公允價值計量。

##### *(b) 租賃負債*

租賃負債於租賃開始日期按將於租賃期內支付的租賃付款的現值確認。租賃付款包括固定付款（包括實質的固定付款）減任何應收租賃優惠、視乎指數或利率而定的可變租賃付款，以及預期將根據餘值擔保支付的款項。租賃付款亦包括可合理肯定本集團會行使的購買選擇權的行使價，以及就終止租賃（倘租賃期反映本集團行使終止租賃的選擇權）支付的罰款。並非視乎指數或利率而定的可變租賃付款於觸發付款的事件或情況發生期間內確認為開支。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Leases (continued)

##### **Group as a lessee (continued)**

##### *(b) Lease liabilities (continued)*

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in interest-bearing bank and other borrowings.

##### *(c) Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

### 3. 重大會計政策 (續)

#### 租賃 (續)

##### **本集團作為承租人 (續)**

##### *(b) 租賃負債 (續)*

在計算租賃付款的現值時，由於無法輕易釐定租賃內隱含的利率，本集團使用其於租賃開始日期的增量借款利率。於開始日期後，租賃負債的金額會被調高以反映利息增加，並就已支付的租賃款項作出調減。此外，如有變更、租賃期轉變、租賃付款轉變（例如因指數或利率變動以致未來租賃付款轉變）或相關資產購買選擇權的評估轉變，則租賃負債的賬面值被重新計量。

本集團的租賃負債計入計息銀行及其他借貸內。

##### *(c) 短期租賃及低價值資產租賃*

本集團對其機器及設備的短期租賃（即租賃期由開始日期起計為12個月或以下且不包含購買選擇權的租賃）應用短期租賃確認豁免。本集團亦對被視為低價值的辦公室設備及手提電腦的租賃應用低價值資產租賃確認豁免。

短期租賃及低價值資產租賃的租賃付款以直線法於租賃期內確認為開支。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Leases (continued)

##### *Group as a lessor*

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

At the commencement date, the cost of the leased asset is capitalised at the present value of the lease payments and related payments (including the initial direct costs), and presented as a receivable at an amount equal to the net investment in the lease. The finance income on the net investment in the lease is recognised in the statement of profit or loss so as to provide a constant periodic rate of return over the lease terms.

### 3. 重大會計政策 (續)

#### 租賃 (續)

##### *本集團作為出租人*

當本集團作為出租人時，其於租賃開始 (或當作租賃修訂時) 將其各租賃分類為經營租賃或融資租賃。

本集團沒有將資產擁有權伴隨的絕大部分風險及回報轉移的租賃分類為經營租賃。當合約包含租賃及非租賃部分時，本集團按相對單獨的銷售價格基準將合約的代價分配至各部分。租賃收入按直線法於租賃期內入賬，並基於其經營性質而計入損益表內的收入中。於進行經營租賃協商及安排期間產生的初始直接成本加入於租賃資產的賬面值，並按相同基準於租賃期內確認為租金收入。或然租金於賺取的期間內確認為收入。

相關資產的擁有權伴隨的絕大部分風險及回報轉移至承租人的租賃入賬列為融資租賃。

於開始日期，租賃資產的成本乃按租賃付款的現值及相關付款 (包括初始直接成本) 撥充資本，並按相等於租賃投資淨額相同的金額呈列為一項應收款項。有關租賃投資淨額的財務收入乃於損益表中確認，以按租賃期提供一個固定的定期回報率。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Properties under development

Properties under development are intended to be held for sale after completion.

Properties under development are stated at the lower of cost and net realisable value and comprise land costs, construction costs, borrowing costs, professional fees and other costs directly attributable to such properties incurred during the development period.

Properties under development are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond the normal operating cycle. On completion, the properties are transferred to completed properties held for sale.

#### Completed properties held for sale

Completed properties held for sale are recognised in the consolidated statement of financial position at the lower of cost and net realisable value. Net realisable value is estimated by the directors based on the prevailing market conditions. Cost is determined by an apportionment of the total costs of land and buildings attributable to the unsold properties. Any excess of cost over the net realisable value of an individual item of completed properties for sale is accounted for as a provision.

### 3. 重大會計政策 (續)

#### 發展中物業

發展中物業擬於落成後持有等待出售。

發展中物業按成本與可變現淨值中的較低者列賬，而成本則包括土地成本、建築成本、借貸成本、專業費用及於發展期內與有關物業直接相關的其他成本。

除非發展中物業的發展項目的建築期預期將需超逾一個正常運營週期方告落成，否則相關發展中物業列為流動資產。物業於落成時轉至持作出售落成物業。

#### 持作出售的已落成物業

持作出售的已落成物業按成本與可變現淨值中的較低者，在合併財務狀況表中確認。可變現淨值由董事根據當時市場條件估計。成本按未售出物業應佔的土地及樓宇總成本的比例釐定。單一項持作出售的已落成物業的成本超出可變現淨額的任何部分入賬列為撥備。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Investments and other financial assets

##### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

### 3. 重大會計政策 (續)

#### 投資及其他金融資產

##### *首次確認及計量*

金融資產於初步確認時分類為其後按攤餘成本、透過其他全面收益按公允價值列賬及透過損益按公允價值列賬。

金融資產於初步確認時的分類乃取決於金融資產的合約現金流量特徵，以及本集團管理金融資產的業務模式。除不含重大融資部分或本集團已應用實務簡便方法不調整重大融資部分的影響的貿易應收款項外，本集團初步按公允價值計量金融資產；如屬並非透過損益按公允價值列賬的金融資產，則另加交易成本。不含重大融資部分或本集團已應用實務簡便方法的貿易應收款項乃根據下文「收入確認」所載的政策，按根據國際財務報告準則第15號所釐定的交易價格計量。

為使金融資產分類並按攤餘成本或透過其他全面收益公允價值列賬計量，其需要產生有關未償還本金額純粹本金及利息付款（「SPPI」）的現金流量。現金流並非SPPI之金融資產分類為透過損益按公允價值列賬並按此計量，而不論業務模式。



### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (continued)

##### **Initial recognition and measurement (continued)**

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

##### **Subsequent measurement**

The subsequent measurement of financial assets depends on their classification as follows:

##### *Financial assets at amortised cost (debt instruments)*

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

### 3. 重大會計政策 (續)

#### 投資及其他金融資產 (續)

##### **首次確認及計量 (續)**

本集團管理金融資產的業務模式，乃指其管理金融資產以產生現金流量的方法。業務模式決定現金流量會否源於收取合約現金流量、出售金融資產或同時兩者。按攤餘成本分類及計量的金融資產於一個目的為持有金融資產以收取合約現金流量的業務模式中持有，而透過其他全面收益按公允價值分類及計量的金融資產於一個目的同時為持有以收取合約現金流量及出售的業務模式中持有。並非於上述業務模式中持有的金融資產透過損益按公允價值分類及計量。

購入或售出須於一般由市場規例或慣例指定的期間內交付資產的金融資產於交易日期(即本集團承諾購入或售出資產的日期)確認。

##### **後續計量**

不同類別金融資產的後續計量方法如下：

##### *按攤餘成本計算的金融資產 (債務工具)*

按攤餘成本計算的金融資產其後採用實際利率法計量，並可能被減值。當有關資產被終止確認、更改或減值時，收益及虧損在損益表中確認。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Investments and other financial assets (continued)

##### **Subsequent measurement (continued)**

##### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

### 3. 重大會計政策 (續)

#### 投資及其他金融資產 (續)

##### **後續計量 (續)**

##### *透過損益按公允價值列賬的金融資產*

透過損益按公允價值列賬的金融資產按公允價值於財務狀況表中列賬，而公允價值的變動淨額於損益表中確認。

此分類包括本集團並未不可撤回地選擇分類為透過其他全面收益按公允價值列賬的衍生工具及股本投資。股本投資的股息於收款的權利已經確立時，亦於損益表中確認為其他收入。

嵌入於具有金融負債或非金融主體的混合式合約的衍生工具，如經濟特徵及風險並非與主體息息相關，則從主體分開並入賬列為獨立的衍生工具；具有與嵌入式衍生工具相同條款的獨立工具會符合衍生工具的定義；而該混合式合約並非透過損益按公允價值計量。嵌入式衍生工具按公允價值計量，而公允價值的變動於損益表中確認。只有在合約條款變動以致大幅更改在其他情況下所需的現金流量，或金融資產從透過損益按公允價值類別重新分類時，才會進行重新評估。

嵌入於含有金融資產主體的混合式合約內的衍生工具並不分開入賬。金融資產主體連同嵌入式衍生工具須整體分類為透過損益按公允價值列賬的金融資產。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third-party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

### 3. 重大會計政策 (續)

#### 終止確認金融資產

在以下情況下，金融資產（或（倘適用）部分金融資產或一組同類金融資產的一部分）將終止確認（即從本集團的合併財務狀況表中剔除）：

- 從資產收取現金流量的權利已到期；或
- 本集團已根據「轉手」安排轉讓從資產收取現金流量的權利，或已承擔向第三方無重大延誤全額支付所收現金流量的責任；及(a)本集團已轉讓資產的絕大部分風險及回報，或(b)本集團雖未轉讓或保留資產的絕大部分風險及回報，但已轉讓資產的控制權。

倘本集團已轉讓從資產收取現金流量的權利或訂立轉手安排，其評估是否已保留資產所有權的風險及回報以及保留程度。倘並無轉讓或保留資產的絕大部分風險及回報，亦無轉讓資產的控制權，則本集團將以本集團持續參與的程度繼續確認該項已轉讓資產。在該情況下，本集團亦確認相關負債。已轉讓資產及相關負債基於本集團所保留權利及責任的基準計量。

以對所轉讓資產作擔保的形式持續參與，乃按資產原先賬面值與本集團或須償還的代價最高金額兩者的較低者計量。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### *General approach*

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 90 days past due.

### 3. 重大會計政策（續）

#### 金融資產減值

本集團就所有並非透過損益按公允價值列賬持有的債務工具確認預期信貸虧損（「預期信貸虧損」）撥備。預期信貸虧損基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量（按原實際利率的約數折現）之間的差額計算。預期現金流量將包括來自出售所持有屬於合約條款整體部分的抵押品或其他信貸加強措施的現金流量。

#### *一般方法*

預期信貸虧損分兩個階段確認。對於自首次確認以來信貸風險並無大幅增加的信貸敞口而言，就因未來12個月內可能發生的違約事件而引致的信貸虧損（一項12個月預期信貸虧損）計提預期信貸虧損撥備。對於自首次確認以來信貸風險已大幅增加的信貸敞口而言，則須就預期於敞口餘下年期內的信貸虧損計提虧損撥備，而不論違約時間（一項存續期預期信貸虧損）。

於各報告日期，本集團評估金融工具的信貸風險自首次確認以來有否大幅增加。在作出該項評估時，本集團將金融工具於報告日期發生違約的風險與金融工具於首次確認日期發生違約的風險作出比較，並考慮在毋須付出不必要成本或努力下可得的合理及有根據資料，包括過往及前瞻性資料。當合約付款逾期超過90日時，本集團認為信貸風險已大幅增加。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (continued)

##### **General approach (continued)**

The Group considers a financial asset in default when contractual payments are 360 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

### 3. 重大會計政策 (續)

#### 金融資產減值 (續)

##### 一般方法 (續)

當合約付款逾期360日時，本集團會視金融資產為違約。然而，在若干情況下，當外部或外部資料顯示本集團不大可能於計及本集團所持有的任何信貸加強措施前全數收取未支付合約金額時，本集團亦可將金融資產視為違約。

當並無收回合約現金流量的合理預期時，金融資產便會被撇銷。

除貿易應收款項及合約資產乃應用簡化方法 (詳情見下文) 外，透過其他全面收益按公允價值列賬的債務投資及按攤餘成本計算的金融資產須根據一般方法作出減值，並分類為計量預期信貸虧損的以下階段內。

第1階段 – 自首次確認以來信貸風險並無大幅增加且虧損撥備按相等於12個月預期信貸虧損的金額計量的金融工具

第2階段 – 自首次確認以來信貸風險已大幅增加但並非信貸減值金融資產且虧損撥備按相等於存續期預期信貸虧損的金額計量的金融工具

第3階段 – 於報告日期為信貸減值 (但並非已購入或已產生的信貸減值) 且虧損撥備按相等於存續期預期信貸虧損的金額計量的金融資產

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (continued)

##### **Simplified approach**

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables and contract assets that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

#### Financial liabilities

##### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, trade payables, or other payables and accruals as appropriate.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, amounts due to related companies and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, other payables and accruals, amounts due to related companies and interest-bearing bank and other borrowings.

### 3. 重大會計政策 (續)

#### 金融資產減值 (續)

##### **簡化方法**

就不含重大融資部分或本集團應用實務簡便方法不調整重大融資部分的影響的貿易應收款項及合約資產而言，本集團在計算預期信貸虧損時應用簡化方法。在簡化方法下，本集團不追蹤信貸風險變動，而是根據於各報告日期的存續期預期信貸虧損確認虧損撥備。本集團已建立一個撥備矩陣，其建基於本集團過往的信貸虧損經驗，並就債務人及經濟環境的特定前瞻性因素作出調整。

就含有重大融資部分的貿易應收款項及合約資產而言，本集團選擇採納在以上述政策計算預期信貸虧損時的簡化方法作為其會計政策。

#### 金融負債

##### **首次確認及計量**

金融負債於首次確認時適當地分類為透過損益按公允價值列賬的金融負債、貸款及借貸、貿易應付款項，或其他應付款項及應計費用。

所有金融負債首次按公允價值確認，貸款及借貸、應付關聯公司款項及應付款項則須扣除直接應佔交易成本。

本集團的金融負債包括貿易應付款項、其他應付款項及應計費用、應付關聯公司款項以及計息銀行及其他借款。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Financial liabilities (continued)

##### **Subsequent measurement**

The subsequent measurement of financial liabilities depends on their classification as follows:

##### *Financial liabilities at amortised cost (trade and other payables, and borrowings)*

After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

##### **Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

### 3. 重大會計政策 (續)

#### 金融負債 (續)

##### **後續計量**

視乎金融負債的分類，金融負債的後續計量方法如下：

##### *按攤餘成本計算的金融負債 (貿易及其他應付款項以及借貸)*

首次確認後，貿易及其他應付款項以及計息借貸其後以實際利率法按攤餘成本計量，倘折讓影響不大，則按成本列賬。倘負債終止確認及已透過實際利率攤銷，則收入及虧損於損益表確認。

計算攤餘成本時已計及任何收購折讓或溢價，以及實際利率所包含的費用或成本。實際利率攤銷計入損益表的財務成本。

##### **終止確認金融負債**

金融負債於負債責任解除、取消或屆滿時終止確認。

倘現有金融負債被另一項由同一借貸人提供而絕大部分條款不同的負債所取代，或現有負債的條款大幅修訂，則有關取代或修訂視作以終止確認原有負債及確認新負債方式處理，而相關賬面值的差額會於損益表內確認。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

#### Biological assets

Biological assets represent marine animals. They are measured on initial recognition and at the end of each reporting period at their fair value less costs to sell. A gain or loss arising on initial recognition of biological asset at fair value less costs to sell and from a change in fair value less costs to sell of a biological asset is included in profit or loss for the period in which it arises.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### 3. 重大會計政策 (續)

#### 金融工具的抵銷

如有現行可強制執行的法律權利抵銷已確認的金額，且擬以淨額基準結算或同時變現資產與清償負債，則把金融資產與金融負債互相抵銷，而淨額於財務狀況表內呈報。

#### 庫存股

本公司或本集團購回並持有的自有權益工具(庫存股)按成本直接在權益中確認。購買、出售、發行或註銷本集團的自有權益工具不會在損益表中確認收益或虧損。

#### 生物資產

生物資產指海洋生物，乃於初始確認及於各報告期末按其公允價值減出售成本計量。初始按公允價值減出售成本確認生物資產及由於生產資產的公允價值減出售成本變動而產生的收益或虧損，於產生的期間計入損益中。

#### 存貨

存貨按成本與可變現淨值中的較低者列賬。成本按先入先出基準釐定，而在製品及製成品則包括直接材料、直接勞工及適當部分的間接成本。可變現淨值按估計售價減截至竣工及出售所涉任何估計成本計算。



### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

#### 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.

When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

### 3. 重大會計政策(續)

#### 現金及現金等值物

財務狀況表中的現金及現金等值物包括所持現金與銀行現金以及到期日通常為三個月以內的短期高流通存款，該等存款可隨時轉換成已知金額現金，面臨價值變動的風險並不重大並為滿足短期現金承擔而持有。

就合併現金流量表而言，現金及現金等值物包括所持現金與銀行現金，以及如上文所定義的短期存款，再扣除於要求時償還且為本集團現金管理所包含的銀行透支。

#### 撥備

倘因過往事件須承擔現時責任(法定或推定)，而履行該責任可能導致未來資源外流，且該責任所涉金額能夠可靠估計，則確認撥備。

倘本集團預計一項撥備的部分或全部將獲得補償，則補償金額作為單獨的資產予以確認，但僅適用於補償金額幾乎確定時。與撥備有關的開支於損益表中呈列，扣除任何補償金額。

倘折現影響重大，則確認撥備的金額為預期履行責任所需未來開支於報告期末的現值。折現現值隨時間增加的金額計入損益表中的財務成本內。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities 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.

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 does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries and an associate, 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.

### 3. 重大會計政策 (續)

#### 所得稅

所得稅包括即期及遞延稅項。與在損益表以外確認的項目有關的所得稅於損益表以外，在其他全面收益中或直接在權益內確認。

即期稅項資產及負債根據截至報告期末已頒佈或實際已頒佈的稅率(及稅法)，並考慮到本集團經營所在國家現行的詮釋及慣例，按預計可自稅務部門收回或應付稅務部門的金額計算。

就財務報告目的而言，遞延稅項以負債法就報告期末資產及負債的稅基與其賬面值之間的所有暫時差額作撥備。

除下列情況外，就所有應課稅暫時差額確認遞延稅項負債：

- 倘遞延稅項負債來自非業務合併的交易中首次確認的商譽或資產或負債，且於交易時不影響會計利潤及應課稅利潤或虧損且不產生相等的應課稅及可扣稅暫時差額；及
- 對於與投資附屬公司及一間聯營公司有關的應課稅暫時差額，倘能夠控制撥回暫時差額的時間，且於可見將來可能不會撥回暫時差額。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, and 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, and 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 does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries and an associate, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

### 3. 重大會計政策 (續)

#### 所得稅 (續)

遞延稅項資產就所有可扣稅暫時差額，以及結轉的未動用稅項抵免及任何未動用稅項虧損而確認。遞延稅項資產的確認，以有可能出現應課稅溢利以供可扣稅暫時差額以及未動用稅項抵免及未動用稅項虧損的結轉來抵銷者為限，惟以下情況除外：

- 倘遞延稅項資產與非業務合併的交易中首次確認資產或負債時產生的可扣稅暫時差額有關，且於交易時並不影響會計利潤及應課稅利潤或虧損且不產生相等的應課稅及可扣稅暫時差額；及
- 對於與投資附屬公司及一間聯營公司有關的可扣稅暫時差額，遞延稅項資產僅於暫時差額會在可見將來撥回且有可用以抵銷暫時差額的應課稅利潤時確認。

遞延稅項資產的賬面值於各報告期末檢討，倘不再可能有足夠應課稅利潤可以運用全部或部分遞延稅項資產，則相應調減。未確認的遞延稅項資產於各報告期末重新評估，如可能有足夠應課稅利潤以收回全部或部分遞延稅項資產，則確認相關的金額。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Income tax (continued)

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 deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

### 3. 重大會計政策 (續)

#### 所得稅 (續)

遞延稅項資產及負債根據於報告期末已頒佈或實際已頒佈的稅率(及稅法)，按預期適用於變現資產或償還負債期間的稅率計算。

倘及僅當本集團具有在法律上可強制執行的權利，將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產及遞延稅項負債與同一稅務機關就同一課稅實體或就有意按淨額基準結算即期稅項負債及資產或同時變現資產及清償負債的不同實體所徵收的所得稅有關，則於預期結算或收回大額遞延稅項負債或資產的各個未來期間，可將遞延稅項資產與遞延稅項負債抵銷。

#### 政府補貼

倘能合理確定將可收取政府補貼並符合所有附帶條件，則按公允價值確認政府補貼。倘補貼與開支項目有關，則會在擬補貼成本支銷的相應期間內有系統地確認補貼為收益。

倘補貼與資產有關，則公允價值計入遞延收入賬，並於有關資產估計可使用年期按等額分期撥至損益表，或自資產賬面值扣除並透過減少折舊開支的方式撥至損益表。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Revenue recognition

##### **Revenue from contracts with customers**

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

### 3. 重大會計政策 (續)

#### 收入確認

##### 來自客戶合約的收入

來自客戶合約的收入於貨品或服務的控制權轉移至客戶時，按反映本集團預期於該等貨品或服務交易中有權收取的代價的金額確認。

當合約中的代價有可變金額時，會估計本集團就向客戶轉移貨品或服務交易中將有權收取的代價金額。可變代價於訂立合約時估計並以此為限，直至與可變代價相關的不確定性其後獲解決時，已確認的累計收入金額相當可能不會發生重大收入撥回為止。

當合約含有融資部分，就轉移貨品或服務予客戶而向客戶提供超過一年的重大融資利益時，收入按應收款項的現值（採用會反映於本集團與該客戶之間的獨立融資交易中於訂立合約的折現率折現）計量。當合約含有融資部分，向本集團提供超過一年的重大融資利益時，根據合約確認的收入包括根據實際利率法就合約負債累計的利息開支。就客戶付款至轉移已承諾貨品或服務期間為一年或以下的合約而言，交易價格並不就重大融資部分的影響採用國際財務報告準則第15號的實務簡便方法予以調整。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Revenue recognition (continued)

##### **Revenue from contracts with customers (continued)**

##### (a) Sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

##### (b) Ticket sales

Ticket sales are sales of tickets and rendering of services in park for tourists. The revenue is recognised when the relevant services are rendered and the customer simultaneously receives and consumes the benefits provided by the Group.

### 3. 重大會計政策 (續)

#### 收入確認 (續)

##### 來自客戶合約的收入 (續)

##### (a) 貨品銷售

來自銷售貨品的收入於資產的控制權轉移至客戶(一般於交付貨品時)的時間點確認。

##### (b) 門票銷售

門票銷售為銷售門票及向遊客提供園內服務。收入於提供有關服務及客戶同時獲得並耗用本集團所提供的利益時確認。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Revenue recognition (continued)

##### **Revenue from contracts with customers (continued)**

(c) *Provision of consultancy, management and recreation services*

Revenue from the provision of design services is recognised at the point in time when the service is completed. Revenue from the provision of other consultancy, management and recreation services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

(d) *Provision of in-park recreation*

Revenue from the provision of in-park recreation is recognised when the relevant services are rendered and the customer simultaneously receives and consumes the benefits provided by the Group.

(e) *Hotel operation*

Revenue from hotel operation is recognised when the relevant services are rendered and the customer simultaneously receives and consumes the benefits provided by the Group.

### 3. 重大會計政策 (續)

#### 收入確認 (續)

##### 來自客戶合約的收入 (續)

(c) *提供諮詢、管理及遊樂收入*

來自提供設計服務的收入於服務完成的時點確認。來自提供其他諮詢、管理及遊樂服務的收入以直接法於預定期間內確認，原因是客戶同時獲得並耗用本集團所提供的利益。

(d) *提供園內遊樂*

來自酒店營運的收入於提供有關服務及客戶同時獲得並耗用本集團所提供的利益時確認。

(e) *酒店營運*

來自酒店營運的收入於提供有關服務及客戶同時獲得並耗用本集團所提供的利益時確認。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Revenue recognition (continued)

##### **Revenue from other sources**

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

##### **Other income**

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

#### Contract assets

If the Group performs by transferring goods or services to a customer before being unconditionally entitled to the consideration under the contract terms, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets. They are reclassified to trade receivables when the right to the consideration becomes unconditional.

#### Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

### 3. 重大會計政策 (續)

#### 收入確認 (續)

##### **來自其他來源的收入**

租金收入於租賃期內按時間比例基準確認。並非視乎指數或利率而定的可變租賃付款於產生的會計期間內確認為收入。

##### **其他收入**

利息收入按應計基準使用實際利率法採用於金融工具預計年期或較短期間(如適當)內將其估計未來現金收入準確折現至金融資產賬面淨值的折現率確認。

當收取付款的股東權利確立時，與股息有關的經濟利益很可能將流入本集團且股息的金額能夠可靠計量，則確認股息收入。

#### 合約資產

倘本集團於根據合約條款擁有無條件收取代價的權利前透過向客戶轉移貨品或服務而履約，則合約資產就已賺取為無條件的代價而確認。合約資產須接受減值評估，有關詳情載於有關金融資產減值之會計政策內。合約資產在取得代價的權利成為無條件時重新分類至貿易應收款項。

#### 合約負債

當本集團轉移相關貨品或服務前收取客戶付款或客戶付款到期(以較早發生者為準)時，本集團便確認合約負債。當本集團根據合約履約(即向客戶轉移相關貨品或服務的控制權)時，合約負債確認為收入。



### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

#### Other employee benefits

##### *Pension schemes*

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 the statement of 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 Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

### 3. 重大會計政策 (續)

#### 合約成本

除資本化為存貨、物業、廠房及設備及無形資產的成本外，倘符合以下所有條件，則為履行客戶合約而產生的成本資本化為資產：

- (a) 成本與合約或實體可明確識別的預計合約直接有關。
- (b) 成本產生或提升實體將於日後用以滿足（或持續滿足）履約責任的資源。
- (c) 預期成本可以收回。

資本化合約成本按與向客戶轉移資產相關商品或服務一致的基準有系統地攤銷及自損益表扣除。其他合約成本於產生時支銷。

#### 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於香港的所有僱員運作一項界定供款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的某個百分比作出，並根據強積金計劃的規則於應付時從損益表扣除。強積金計劃的資產與本集團資產分開，在獨立管理的基金中持有。當向強積金計劃供款時，本集團的僱主供款全數歸屬予僱員。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Other employee benefits (continued)

##### *Pension schemes (continued)*

The employees of the Group's subsidiaries which operate in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentages of the salaries of their employees to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### 3. 重大會計政策 (續)

#### 其他僱員福利 (續)

##### *退休金計劃 (續)*

於中國內地經營的本集團附屬公司的僱員須參與由地方市政府運營的中央退休金計劃。該等附屬公司須向中央退休金計劃作出其僱員薪資若干百分比的供款。供款於按照中央退休金計劃的規則到期支付時，自損益表中扣除。

#### 借貸成本

收購、建設或生產合格資產(即需要一段較長時間方可達致擬定用途或出售的資產)直接應佔的借貸成本會撥充資本，作為該等資產的部分成本。當資產已大致可作擬定用途或出售時，則不會再將該等借貸成本撥充資本。所有其他借貸成本於產生期間列作支銷。借貸成本由利息及實體就借款所產生的其他成本所組成。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Foreign currencies

These financial statements are presented in Renminbi (“RMB”). The Company’s functional currency is United States dollars (“USD”). The Group’s presentation currency is RMB because the Group’s principal operations are carried out in Chinese Mainland. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

### 3. 重大會計政策 (續)

#### 外幣

此等財務報表乃以人民幣(「人民幣」)呈列。本公司的功能貨幣為美元(「美元」)。由於本集團主要在中國內地經營業務，故本集團的呈列貨幣為人民幣。本集團旗下各實體自行決定功能貨幣，而各實體的財務報表項目均以各自的功能貨幣計量。本集團旗下實體的外幣交易首先以相關功能貨幣按交易日通行的匯率列賬。以外幣計值的貨幣資產及負債按功能貨幣於報告期末的匯率進行換算。因結算或換算貨幣項目所產生的差額在損益表內確認。

以外幣按歷史成本計算的非貨幣項目以首次交易日的匯率換算，以外幣按公允價值計量的非貨幣項目以計量公允價值當日的匯率換算。換算非貨幣項目所產生之收益或虧損與確認該項目公允價值變動的盈虧的處理方法一致(換言之，於其他全面收益或損益確認公允價值盈虧的項目的匯兌差額，亦分別於其他全面收益或損益確認)。

### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Foreign currencies (continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain subsidiaries are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of certain subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of certain subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

### 3. 重大會計政策 (續)

#### 外幣 (續)

於因終止確認與預付代價有關的非貨幣資產或非貨幣負債而釐定相關資產、開支或收入於首次確認的匯率時，首次交易日期為本集團首次確認由於預付代價而產生的非貨幣資產或非貨幣負債的日期。倘多次預付或預收款項，本集團會就每次支付或收取預付代價釐定交易日期。

若干附屬公司的功能貨幣並非人民幣。於報告期末，該等實體的資產及負債按報告期末通行的匯率換算為人民幣，而彼等的損益表按交易當日通行者相若的匯率換算為人民幣。

所產生的匯兌差額於其他全面收益確認，並在匯兌波動儲備中累計，惟非控股權益應佔差額則除外。於出售海外業務時，於與該特定海外業務有關的儲備中的累計金額於損益表內確認。

就合併現金流量表而言，若干附屬公司的現金流量按產生現金流量當日的匯率換算為人民幣。若干附屬公司於整個年度的持續現金流量則按年內加權平均匯率換算為人民幣。

#### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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.

##### 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) Property lease classification – Group as lessor**

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

#### 4. 重大會計判斷及估計

編製本集團的財務報表時，管理層須作出判斷、估計及假設，而該等判斷、估計及假設影響已呈報收入、開支、資產及負債金額及其相關披露以及或有負債的披露。該等假設及估計的不確定因素可能導致日後須大幅調整受影響資產及負債之賬面值。

##### 判斷

管理層應用本集團的會計政策時，除作出涉及估計的判斷外，亦作出以下對於財務報表所確認金額有最重大影響的判斷：

**(i) 物業租賃分類 – 本集團作為出租人**

本集團已就其投資物業組合訂立商業物業租賃。基於對該等安排之條款及條件（例如不構成商業物業經濟年期主要部分的租賃期，以及不佔商業物業絕大部分公允價值之最低租賃付款之現值等），本集團已釐定其保留此等已出租物業擁有權伴隨的絕大部分風險及回報，並將該等合約入賬列為經營租賃。

#### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

##### Judgements (continued)

##### (ii) *Classification between investment properties and owner-occupied properties*

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

#### 4. 重大會計判斷及估計(續)

##### 判斷(續)

##### (ii) *投資物業與業主佔用物業之間的分類*

本集團會確定一項物業是否屬投資物業，並已制定判斷分類的標準。投資物業為持作賺取租金或作資本增值或同時作以上用途的物業。因此，本集團會衡量物業所產生現金流量是否基本上獨立於本集團持有的其他資產。若干物業包括持作賺取租金或作資本增值的部分，亦包括持作生產或提供貨品或服務或作行政用途不同部分。倘該等部分能獨立出售（或根據融資租賃獨立出租），則本集團會將各部分分別入賬。倘該等部分不能獨立出售，則僅於持作生產或提供貨品或服務或作行政用途的部分並不重大時，該物業方會視為投資物業。本集團會根據個別物業作出判斷，釐定配套服務是否重要以致其不合資格歸類為投資物業。

#### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

##### Judgements (continued)

##### **(iii) Classification between investment properties and properties held for sale**

The Group develops properties held for sale and properties held to earn rentals and/or for capital appreciation. Judgement is made by management in determining whether a property is designated as an investment property or a property held for sale. The Group considers its intention of holding the properties at the early development stage of the related properties. During the course of construction, the related properties under construction are accounted for as properties under development included in current assets if the properties are intended for sale after its completion, whereas, the properties are accounted for as investment properties under construction included in non-current assets and are subject to revaluation at the reporting date if the properties are intended to be held to earn rentals and/or for capital appreciation. Upon completion of the properties, the properties held for sale are transferred to completed properties held for sale and are stated at the lower of cost and net realisable value, while the properties held to earn rentals and/or for capital appreciation are transferred to investment properties and are subject to revaluation at each reporting date.

#### 4. 重大會計判斷及估計 (續)

##### 判斷 (續)

##### **(iii) 投資物業與持作出售物業之間的分類**

本集團發展持作出售及持作賺取租金及／或資本增值的物業。因此，管理層需判斷物業是否指定為投資物業或持作出售物業。本集團於發展物業的早期階段時，已考慮持有相關物業的目的。擬於竣工後持作出售的在建物業會在建築期中計入發展中物業並列入流動資產。反之，如該等物業擬為賺取租金及／或資金增值而持有，該等物業將列為在建投資物業，並列入非流動資產以及須於報告日期重估。在物業竣工後，持作出售物業轉入持作出售的已落成物業並以成本與可變現淨值中的較低者入賬，而持作賺取租金及／或資金增值的物業則轉入投資物業及在每個報告日期重估。

#### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

##### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

**(i) Valuation of properties under development and properties held for sale**

Properties under development and properties held for sale are stated at the lower of cost and net realisable value. The cost of each unit in each phase of development is determined by appropriate apportionment of the total costs of land and buildings attributable to the properties. The estimated net realisable value is the estimated selling price less selling expenses and the estimated cost of completion (if any), which are estimated based on the best available information.

**(ii) PRC corporate income tax ("CIT")**

The Group is subject to income taxes in Chinese Mainland. As a result of the fact that certain matters relating to income taxes have not been confirmed by the local tax bureau, objective estimate and judgement based on currently enacted tax laws, regulations and other related policies are required in determining the provision for income taxes. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact the income tax and tax provisions in the period in which the differences realise.

#### 4. 重大會計判斷及估計(續)

##### 估計不確定因素

涉及日後的主要假設及於報告期末估計不確定因素的其他主要來源(彼等均擁有導致下個財政年度的資產及負債的賬面值出現大幅調整的重大風險)闡述如下。

**(i) 發展中物業及持作出售物業的估值**

發展中物業及持作出售物業按成本與可變現淨值之間的較低者列賬。每期發展各單位的成本以物業應佔土地及樓宇總成本的適當分配釐定。估計可變現淨值為估計銷售價格減銷售費用及估計的完工成本(乃基於可得的最佳資料估計)(如有)。

**(ii) 中國企業所得稅(「企業所得稅」)**

本集團須繳納中國內地的所得稅。由於地方稅務局尚未確認有關所得稅的若干事宜，故釐定所得稅撥備時須根據目前已頒佈的稅法、法規及其他相關政策作出客觀估計及判斷。倘該等事項的最終稅款數額有別於原已記錄的數額，則差額會影響差額變現期間的所得稅及稅項撥備。



#### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

##### Estimation uncertainty (continued)

###### (iii) *Deferred tax assets*

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in note 17 to the financial statements.

###### (iv) *Estimation of fair value of investment properties*

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;

#### 4. 重大會計判斷及估計 (續)

##### 估計不確定因素 (續)

###### (iii) *遞延稅項資產*

倘可能有應課稅利潤可用以抵銷可動用虧損，則就未動用的稅項虧損確認遞延稅項資產。管理層須根據未來應課稅利潤的大致時間及數額以及未來稅務計劃策略作出重大判斷，以釐定可確認的遞延稅項資產金額。進一步詳情載於財務報表附註17。

###### (iv) *投資物業公允價值估計*

在缺乏活躍市場上同類物業現行價格的情況下，本集團會考慮來自各種來源的信息，其中包括：

- (a) 活躍市場上不同性質、狀況或位置物業的現行價格，及為反映該等差異而進行的調整；

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

##### Estimation uncertainty (continued)

##### **(iv) Estimation of fair value of investment properties (continued)**

- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

Further details, including the key assumptions used for fair value measurements, are set out in note 13 to the financial statements.

#### 4. 重大會計判斷及估計(續)

##### 估計不確定因素(續)

##### **(iv) 投資物業公允價值估計(續)**

- (b) 較不活躍市場上同類物業的近期價格，及為反映以該等價格進行交易之日以來經濟狀況的任何變化而進行的調整；及基於未來現金流量的可靠估計，及根據任何現有租約及其他合約的條款及(倘可能)處於相同位置及狀況的同類物業的現行市場租金等外部證據，以及採用反映當前市場對現金流量金額及時間的不確定性的評估的折現率而進行的折現現金流量預測。

進一步詳情(包括用於公允價值計量的重要假設)載於財務報表附註13。

#### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

##### Estimation uncertainty (continued)

##### (v) *Impairment of property, plant and equipment*

The Group assesses whether there are any indicators of impairment for property, plant and equipment and they 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 of disposal and its value-in-use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit based on assumptions including revenue forecasts, gross and operating margins and choose a suitable discount rate in order to calculate the present value of those cash flows.

#### 4. 重大會計判斷及估計 (續)

##### 估計不確定因素 (續)

##### (v) *物業、廠房及設備減值*

本集團評估物業、廠房及設備是否有減值跡象，並於有跡象顯示賬面值可能無法收回時進行減值測試。

資產或現金產生單位的賬面值超出其可收回金額時，即出現減值，可收回金額為其公允價值減出售成本與其使用價值的較高者。公允價值減出售成本乃按類似資產公平交易中具約束力的銷售交易所得數據或可觀察市場價格減出售資產的增加成本計算。計算使用價值時，管理層須基於多項假設（包括收入預測、毛利率及經營利潤率）估計資產或現金產生單位的預計未來現金流量，並選擇合適的折現率，以計算該等現金流量的現值。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

##### Estimation uncertainty (continued)

##### **(vi) Provision for expected credit losses on trade receivables and contract assets**

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by customer type).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 22 to the financial statements, respectively.

#### 4. 重大會計判斷及估計(續)

##### 估計不確定因素(續)

##### **(vi) 貿易應收款項及合約資產的預期信貸虧損撥備**

本集團使用一個撥備矩陣來計算貿易應收款項及合約資產的預期信貸虧損。撥備率根據具有類似虧損模式的多個客戶群組別(即按客戶類型劃分)的逾期日數而釐定。

撥備矩陣初步以本集團過往的已觀察違約率為基礎。本集團將校準該矩陣，以前瞻性資料調整過往的信貸虧損經驗。於各報告日期，過往的已觀察違約率予以更新，並分析前瞻性估計的變動。

對過往已觀察違約率、預測經濟條件及預期信貸虧損之間的相互關係作出評估是一項重大的估計。預期信貸虧損的金額易受情況及預測經濟條件的變動所影響。本集團過往的信貸虧損經驗及經濟條件預測亦未必能代表客戶將來的實際違約情況。有關本集團貿易應收款項的預期信貸虧損的資料，分別於財務報表附註22內披露。

#### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

##### Estimation uncertainty (continued)

##### **(vii) Leases – Estimating the incremental borrowing rate**

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

#### 4. 重大會計判斷及估計 (續)

##### 估計不確定因素 (續)

##### **(vii) 租賃 – 估計增量借款利率**

本集團無法輕易地釐定租賃內含的利率，因此，其使用增量借款利率（「增量借款利率」）來計量租賃負債。增量借款利率是本集團於類似經濟環境中為獲取與使用權資產價值相若的資產，而以類似抵押品與類似期限借入所需資金而需支付的利息比率。因此，增量借款利率反映本集團「需支付」的利率，當無可觀察的利率時（例如就並無訂立融資交易的附屬公司而言）或當需對利率作出調整以反映租賃的條款及條件（例如租賃並非按附屬公司的功能貨幣計值）時，則須作出利率估計。當可觀察輸入數據（例如市場利率）可用時，本集團使用有關輸入數據來估計增量借款利率，並須作出若干實體特定的估計（例如附屬公司單獨的信貸評級）。

#### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

##### Estimation uncertainty (continued)

###### **(viii) Fair value of financial assets**

The unlisted investments included in the financial assets at fair value through profit or loss have been valued based on a market-based valuation technique as detailed in note 40 to the financial statements. The valuation requires the Group to determine the comparable public companies (peers) and select the price multiple. In addition, the Group makes estimates about the discount for illiquidity and size differences. The Group classifies the fair value of these investments as Level 3. Further details are included in note 16 to the financial statements.

#### 4. 重大會計判斷及估計(續)

##### 估計不確定因素(續)

###### **(viii) 金融資產的公允價值**

計入透過損益按公允價值列賬的金融資產內的非上市投資，乃根據市場估值方法(詳情見財務報表附註40)評值。估值要求本集團釐定可比較的公眾公司(同業)及選擇價格倍數。此外，本集團對流動性不足的折讓及規模差異作出估計。本集團將此等投資的公允價值分類為第三級。進一步詳情載於財務報表附註16。

## 5. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised to business units based on their products and services and has three reportable operating segments as follows:

- (a) the park operation segment engages in the development, construction and operation of theme parks, development of commercial and rental properties surrounding the theme parks, management of the Group's developed and operating properties for rental income, hotel operation and the provision of services to visitors;
- (b) the property development segment engages in property development, construction and sales; and
- (c) the operation as a service segment engages in the provision of consultancy, management and recreation services such as the provision of technical support service relating to an aquarium and the operation of a small size playground.

## 5. 經營分部資料

就管理目的而言，本集團按產品及服務分為不同的業務單位，本集團的三個可報告經營分部載列如下：

- (a) 公園營運分部，從事開發、建設及營運主題公園、開發主題公園週邊的商用及租賃物業、管理本集團用於賺取租金收入的已發展及營運中物業、酒店營運及向賓客提供服務；
- (b) 物業發展分部，從事物業發展、建築及銷售；及
- (c) 運營即服務分部，從事提供諮詢、管理及遊樂服務，例如提供與水族館及經營小型遊樂場有關的技術支持服務。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 5. OPERATING SEGMENT INFORMATION (continued)

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit/loss before tax.

Segment assets exclude intangible assets, financial assets at fair value through profit or loss, trade receivables, contract assets, prepayments and other receivables, deferred tax assets, amounts due from related companies, pledged deposits and cash and cash equivalents as these assets are managed on a group basis.

Segment liabilities included mainly contract liabilities and lease liabilities.

No geographical information is presented as over 99% of the Group's revenue from external customers is derived from its operation in Chinese Mainland and over 99% of the Group's non-current assets are located in Chinese Mainland.

## 5. 經營分部資料(續)

管理層單獨監察本集團各經營分部的業績，以作出資源分配決定和評估業績的決策。分部業績基於可報告分部的溢利評估，以計量經調整除稅前溢利／虧損。

分部資產不包括無形資產、透過損益按公允價值列賬的金融資產、貿易應收款項、合約資產、預付款項及其他應收款項、遞延稅項資產、應收關聯公司款項、已抵押存款及現金及現金等值物，因為此等資產按集體基準管理。

分部負債主要包括合約負債及租賃負債。

由於本集團超過99%來自外部客戶的收入來自其在中國內地的業務，而本集團超過99%的非流動資產位於中國內地，故並無呈列地區資料。



5. OPERATING SEGMENT INFORMATION  
(continued)

Operating segments

Year ended 31 December 2023

## 5. 經營分部資料(續)

經營分部

截至2023年12月31日止年度

		Park operation 公園營運 RMB'000 人民幣千元	Operation as a service 運營即服務 RMB'000 人民幣千元	Property operations 物業營運 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue (note 6)	分部收入(附註6)				
Sales to external customers and total revenue	銷售予外部客戶及總收入	1,687,376	129,466	-	1,816,842
Total segment revenue	分部收入總額				1,816,842
Segment results	分部業績	444,096	13,359	-	457,455
<i>Reconciliation:</i>	<i>對賬:</i>				
Unallocated income and gains	未分配收入及收益				306,497
Unallocated expenses	未分配開支				(627,476)
Finance costs	財務成本				(322,580)
Loss before tax	除稅前虧損				(186,104)

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 5. OPERATING SEGMENT INFORMATION (continued)

Operating segments (continued)

Year ended 31 December 2023 (continued)

## 5. 經營分部資料(續)

經營分部(續)

截至2023年12月31日止年度(續)

		Park operation 公園營運 RMB'000 人民幣千元	Operation as a service 運營即服務 RMB'000 人民幣千元	Property operations 物業營運 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment assets	分部資產	8,710,123	222,061	322,347	9,254,531
<i>Reconciliation:</i>	<i>對賬:</i>				
Corporate and other unallocated assets	公司及其他未分配資產				2,268,213
Total assets	總資產				11,522,744
Segment liabilities	分部負債	226,687	171,481		398,168
<i>Reconciliation:</i>	<i>對賬:</i>				
Corporate and other unallocated liabilities	公司及其他未分配負債				8,606,214
Total liabilities	總負債				9,004,382
Other segment information	其他分部資料				
Reversal of impairment losses recognised in the statement of profit or loss, net	於損益表確認的 減值虧損撥回淨額	(8,722)	-	-	(8,722)
Depreciation and amortisation	折舊及攤銷				
Unallocated	未分配				8,288
Segment	分部	361,159	35,798	-	396,957
Capital expenditure*	資本開支*				
Unallocated	未分配				18,745
Segment	分部	1,245,984	52,709	-	1,298,693

## 5. OPERATING SEGMENT INFORMATION (continued)

### Operating segments (continued)

Year ended 31 December 2022

## 5. 經營分部資料(續)

### 經營分部(續)

截至2022年12月31日止年度

		Park operation 公園營運 RMB'000 人民幣千元	Operation as a service 運營即服務 RMB'000 人民幣千元	Property operations 物業營運 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue (note 6)	分部收入(附註6)				
Sales to external customers and total revenue	銷售予外部客戶及總收入	748,941	44,047	-	792,988
Total segment revenue	分部收入總額				792,988
Segment results	分部業績	(285,602)	6,874	-	(278,728)
<i>Reconciliation:</i>	<i>對賬:</i>				
Unallocated income and gains	未分配收入及收益				181,525
Unallocated expenses	未分配開支				(1,006,322)
Finance costs	財務成本				(314,864)
Loss before tax	除稅前虧損				(1,418,389)

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 5. OPERATING SEGMENT INFORMATION (continued)

### Operating segments (continued)

Year ended 31 December 2022 (continued)

		Park operation 公園營運 RMB'000 人民幣千元	Operation as a service 運營即服務 RMB'000 人民幣千元	Property operations 物業營運 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment assets	分部資產	7,316,913	135,320	322,287	7,774,520
<i>Reconciliation:</i>	<i>對賬:</i>				
Corporate and other unallocated assets	公司及其他未分配資產				2,436,405
<b>Total assets</b>	<b>總資產</b>				<b>10,210,925</b>
Segment liabilities	分部負債	51,928	81,383	-	133,311
<i>Reconciliation:</i>	<i>對賬:</i>				
Corporate and other unallocated liabilities	公司及其他未分配負債				7,401,287
<b>Total liabilities</b>	<b>總負債</b>				<b>7,534,598</b>
Other segment information	其他分部資料				
Impairment losses recognised in the statement of profit or loss, net	於損益表確認的 減值虧損淨額	225,102	-	21,810	246,912
Depreciation and amortisation	折舊及攤銷				
Unallocated	未分配				3,034
Segment	分部	337,999	8,988	-	346,987
Capital expenditure*	資本開支*				
Unallocated	未分配				4,437
Segment	分部	787,884	11,817	-	799,701

\* Capital expenditure consists of additions to property, plant and equipment, investment properties, intangible assets, right-of-use assets and long-term prepayments.

## 5. 經營分部資料(續)

### 經營分部(續)

截至2022年12月31日止年度(續)

		Park operation 公園營運 RMB'000 人民幣千元	Operation as a service 運營即服務 RMB'000 人民幣千元	Property operations 物業營運 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment assets	分部資產	7,316,913	135,320	322,287	7,774,520
<i>Reconciliation:</i>	<i>對賬:</i>				
Corporate and other unallocated assets	公司及其他未分配資產				2,436,405
<b>Total assets</b>	<b>總資產</b>				<b>10,210,925</b>
Segment liabilities	分部負債	51,928	81,383	-	133,311
<i>Reconciliation:</i>	<i>對賬:</i>				
Corporate and other unallocated liabilities	公司及其他未分配負債				7,401,287
<b>Total liabilities</b>	<b>總負債</b>				<b>7,534,598</b>
Other segment information	其他分部資料				
Impairment losses recognised in the statement of profit or loss, net	於損益表確認的 減值虧損淨額	225,102	-	21,810	246,912
Depreciation and amortisation	折舊及攤銷				
Unallocated	未分配				3,034
Segment	分部	337,999	8,988	-	346,987
Capital expenditure*	資本開支*				
Unallocated	未分配				4,437
Segment	分部	787,884	11,817	-	799,701

\* 資本開支包括添置物業、廠房及設備、投資物業、無形資產、使用權資產及長期預付款項。

## 5. OPERATING SEGMENT INFORMATION (continued)

### Information about major customers

No information about major customers is presented as no single customer from whom over 10% of the Group's revenue was derived for the year ended 31 December 2023.

## 6. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

## 5. 經營分部資料(續)

### 關於主要客戶的資料

並無呈列有關主要客戶的資料，原因為並無單一客戶於截至2023年12月31日止年度佔本集團收入超過10%。

## 6. 收入、其他收入及收益

收入分析如下：

		2023	2022
		2023年	2022年
Note		RMB'000	RMB'000
附註		人民幣千元	人民幣千元
<i>Revenue from contracts with customers</i>	來自客戶合約的收入	<b>1,791,557</b>	769,217
<i>Revenue from other sources</i>	來自其他來源的收入		
Gross rental income from investment property operating leases:	來自投資物業經營租賃的租金收入總額：		
Variable lease payments that do not depend on an index or a rate	並非視乎指數或利率而定的可變租賃付款	<b>594</b>	372
Other lease payments, including fixed payments	其他租賃付款，包括固定付款	<b>24,691</b>	23,399
Subtotal	小計	<b>25,285</b>	23,771
Total	總計	<b>1,816,842</b>	792,988

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023

2023年12月31日

6. REVENUE, OTHER INCOME AND GAINS  
(continued)

Revenue from contracts with customers

(i) *Disaggregated revenue information*

For the year ended 31 December 2023

6. 收入、其他收入及收益  
(續)

來自客戶合約的收入

(i) 經分解的收入資料

截至2023年12月31日止年度

Segments		Park operation	Operation as a service	Total
分部		公園營運	運營即服務	總計
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元	人民幣千元
<b>Types of goods or services</b>	<b>貨品或服務種類</b>			
Tickets sales	門票銷售	902,753	–	902,753
Food and beverage sales	食品及飲品銷售	247,577	–	247,577
Sale of merchandise	貨品銷售	140,842	–	140,842
In-park recreation income	園內遊樂收費收入	177,245	–	177,245
Income from hotel operations	來自酒店營運的收入	193,674	–	193,674
Consultancy, management and recreation income	諮詢、管理及遊樂收入	–	129,466	129,466
Total	總計	1,662,091	129,466	1,791,557
<b>Geographical market</b>	<b>地區市場</b>			
Chinese Mainland	中國內地	1,662,091	129,466	1,791,557
<b>Timing of revenue recognition</b>	<b>確認收入的時間</b>			
Goods transferred at a point in time	於一個時點移交貨品	389,811	–	389,811
Services transferred over time	於一段時間移交服務	1,272,280	129,466	1,401,746
Total	總計	1,662,091	129,466	1,791,557

6. REVENUE, OTHER INCOME AND GAINS  
(continued)Revenue from contracts with customers  
(continued)

## (i) Disaggregated revenue information (continued)

For the year ended 31 December 2022

6. 收入、其他收入及收益  
(續)

來自客戶合約的收入(續)

## (i) 經分解的收入資料(續)

截至2022年12月31日止年度

Segments		Park operation	Operation as a service	Total
分部		公園營運	運營即服務	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
<b>Types of goods or services</b>	<b>貨品或服務種類</b>			
Tickets sales	門票銷售	348,340	–	348,340
Food and beverage sales	食品及飲品銷售	135,851	–	135,851
Sale of merchandise	貨品銷售	55,916	–	55,916
In-park recreation income	園內遊樂收費收入	84,529	–	84,529
Income from hotel operations	來自酒店營運的收入	100,534	–	100,534
Consultancy, management and recreation income	諮詢、管理及 遊樂收入	–	44,047	44,047
Total	總計	725,170	44,047	769,217
<b>Geographical market</b>	<b>地區市場</b>			
Chinese Mainland	中國內地	725,170	44,047	769,217
<b>Timing of revenue recognition</b>	<b>確認收入的時間</b>			
Goods transferred at a point in time	於一個時點移交貨品	193,216	–	193,216
Services transferred over time	於一段時間移交服務	531,954	44,047	576,001
Total	總計	725,170	44,047	769,217

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 6. REVENUE, OTHER INCOME AND GAINS (continued)

### Revenue from contracts with customers (continued)

#### (i) Disaggregated revenue information (continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	於報告期開始時計入合約負債內的已確認收入：		
Tickets sales	門票銷售	51,993	129,424
Income from hotel operations	來自酒店營運的收入	35	396
Consultancy, management and recreation income	諮詢、管理及遊樂收入	1,475	3,503
Total	總計	53,503	133,323

#### (ii) Performance obligations

Information about the Group's performance obligations is summarised below:

## 6. 收入、其他收入及收益 (續)

### 來自客戶合約的收入 (續)

#### (i) 經分解的收入資料 (續)

下表顯示於本報告期內確認而計入報告期開始時的合約負債內並因過往期間滿足履約責任而確認的收入金額：

#### (ii) 履約責任

有關本集團的履約責任資料概述如下：



## 6. REVENUE, OTHER INCOME AND GAINS (continued)

### Revenue from contracts with customers (continued)

#### (ii) Performance obligations (continued)

##### *Sales of merchandise*

The performance obligation is satisfied upon delivery of the goods and payment by the customer simultaneously is normally required. There is no right of return or volume rebate which gives rise to variable consideration.

##### *Ticket sales*

The performance obligation is satisfied over time as services are rendered and payment in advance is normally required, except for tickets sold through travel agencies, where payment is generally due within 30 to 90 days from the delivery of tickets.

##### *Provision of in-park recreation services*

The performance obligation is satisfied over time as services are rendered and payment by the customer in advance before provision of services is normally required.

##### *Hotel operation*

The performance obligation is satisfied over time as services are rendered and payment by the customer in advance before provision of services is normally required.

##### *Provision of consultancy, management and recreation services*

The performance obligation is satisfied over time as services are rendered and short-term advances are normally required before rendering the services. Management service contracts are for periods of one year or less, and are billed based on the milestone according to contract terms.

## 6. 收入、其他收入及收益 (續)

### 來自客戶合約的收入(續)

#### (ii) 履約責任(續)

##### *貨品銷售*

當交付貨品且客戶一般須同時付款時，即滿足履約責任。並無任何會引致代價可變的退貨或大額回扣權利。

##### *門票銷售*

履約責任隨著提供服務的時間滿足，一般須預先付款，惟通過旅行社出售的門票除外，其付款一般於交付門票起30至90日期。

##### *提供園內遊樂服務*

履約責任隨著提供服務的時間滿足，一般客戶須於提供服務前預先付款。

##### *酒店營運*

履約責任隨著提供服務的時間滿足，一般客戶須於提供服務前預先付款。

##### *提供諮詢、管理及遊樂服務*

履約責任隨著提供服務的時間滿足，提供服務前一般須預付短期款項。管理服務合約為期一年或以下，並根據合約條款按進度指標開具賬單。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 6. REVENUE, OTHER INCOME AND GAINS (continued)

### Revenue from contracts with customers (continued)

#### (ii) Performance obligations (continued)

*Provision of consultancy, management and recreation services (continued)*

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

Amounts expected to be recognised as revenue:	預期將確認為收入的金額：
Within one year	一年內

All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

## 6. 收入、其他收入及收益 (續)

### 來自客戶合約的收入(續)

#### (ii) 履約責任(續)

*提供諮詢、管理及招待服務(續)*

於12月31日分配至餘下履約責任(未滿足或部分未滿足)的交易價格金額如下：

2023	2022
2023年	2022年
RMB'000	RMB'000
人民幣千元	人民幣千元

264,959	53,503
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所有已分配至餘下履約責任的交易價格其他金額預期將於一年內確認為收入。以上所披露的金額不包括受限制的可變代價。

6. REVENUE, OTHER INCOME AND GAINS  
(continued)

## Other income and gains

6. 收入、其他收入及收益  
(續)

## 其他收入及收益

			<b>2023</b>	2022
			<b>2023年</b>	2022年
		<i>Note</i>	<b>RMB'000</b>	<i>RMB'000</i>
		<i>附註</i>	<b>人民幣千元</b>	<i>人民幣千元</i>
Other income	其他收入			
Government grants	政府補貼	30	<b>58,870</b>	54,088
Interest income	利息收入		<b>34,194</b>	19,453
Income from insurance claims	來自保險索償的收入		<b>10,654</b>	22,746
Dividend income from financial assets at fair value through profit or loss	透過損益按公允價值 列賬的金融資產 之股息收入		<b>35,548</b>	-
Others	其他		<b>30,021</b>	29,148
<b>Total other income</b>	<b>其他收入總額</b>		<b>169,287</b>	125,435
Gains	收益			
Gain on modifications of financial liabilities that do not result in derecognition	金融負債發生不導致 終止確認的 變更的收益		<b>40,563</b>	56,090
Fair value gains on investment properties	投資物業公允價值收益		<b>48,647</b>	-
Gain on disposal of an associate	出售一間聯營公司收益		<b>48,000</b>	-
<b>Total gains</b>	<b>收益總額</b>		<b>137,210</b>	56,090
<b>Total other income and gains</b>	<b>其他收入及收益總額</b>		<b>306,497</b>	181,525

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 7. LOSS BEFORE TAX

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

## 7. 除稅前虧損

本集團的除稅前虧損於扣除／(計入)以下各項後達致：

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cost of merchandise sold	已售商品成本		79,845	33,913
Cost of services provided*	提供服務成本*		1,278,891	1,035,708
Depreciation of property, plant and equipment*	物業、廠房及設備折舊*	12	331,385	299,362
Amortisation of intangible assets	無形資產攤銷	15	8,288	3,034
Direct operating expenses (including repairs and maintenance) arising on rental-earning investment properties	賺取租金收入的投資物業的直接運營開支(包括維修及保養)		651	2,095
Impairment of financial and contract assets, net:	金融及合約資產減值淨額：			
Impairment of trade receivables, net	貿易應收款項減值淨額	22	950	32,198
Impairment of contract assets, net	合約資產減值淨額		-	52
(Reversal of impairment)/provision of impairment for financial assets included in prepayments and other receivables	計入預付款項及其他應收款項的金融資產(減值撥回)/減值撥備		(9,041)	44,112
<b>Total</b>	<b>總計</b>		<b>(8,091)</b>	<b>76,362</b>
Depreciation of right-of-use assets*	使用權資產折舊*		65,572	47,625
Lease payments not included in the measurement of lease liabilities	不納入租賃負債計量中的租賃付款	14(c)	651	2,095
Auditor's remuneration	核數師酬金		5,830	5,730
Employee benefit expense*:	僱員福利開支*：			
Wages and salaries	工資及薪金		377,756	258,112
Bonuses	花紅		16,149	48,658
Pension scheme contributions (defined contribution scheme)	退休計劃供款(界定供款計劃)		48,367	39,283
<b>Total</b>	<b>總計</b>		<b>442,272</b>	<b>346,053</b>

## 7. LOSS BEFORE TAX (continued)

## 7. 除稅前虧損(續)

		2023	2022
		2023年	2022年
	Notes	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
Gain on disposal of an associate	出售一間聯營公司收益	(48,000)	-
Foreign exchange differences, net	匯兌差額淨額	13,770	(17,818)
(Reversal of impairment)/provision of impairment for inventories	存貨(減值撥回)/減值撥備	(631)	626
Impairment of property, plant and equipment and intangible assets	物業、廠房及設備以及無形資產減值	-	148,114
Impairment of completed properties held for sale	持作出售的已落成物業減值	-	21,810
(Gain)/loss on derecognition of leases	終止確認租賃的(收益)/虧損	(62)	130
Changes in fair value of investment properties and investment properties classified as held for sale	投資物業及分類為持作出售的投資物業之公允價值變動	(48,648)	179,830
Changes in fair value of biological assets	生物資產公允價值變動	25	273
Fair value losses of financial assets at fair value through profit or loss	透過損益按公允價值列賬的金融資產之公允價值虧損	6,206	-
Rental income	租金收入	(25,285)	(23,771)
Interest income	利息收入	(34,194)	(19,453)
Dividend income from financial assets at fair value through profit or loss	透過損益按公允價值列賬的金融資產之股息收入	(35,548)	-
Government grants recognised**	已確認政府補貼**	(58,870)	(54,088)
Income from insurance claims	來自保險索償的收入	(10,654)	(22,746)
Loss on disposal of items of property, plant and equipment, and intangible assets	出售物業、廠房及設備以及無形資產項目的虧損	1,183	3,864

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 7. LOSS BEFORE TAX (continued)

\* Certain amounts of the depreciation of property, plant and equipment, the depreciation of right-of-use assets and the employee benefit expense are included in cost of services provided.

\*\* Various government grants have been received for park construction and operation in Chinese Mainland. Government grants received for which related expenditure has not yet been undertaken are included in deferred income in the statement of financial position. There are no unfulfilled conditions or contingencies relating to these grants.

## 8. FINANCE COSTS

An analysis of finance costs from continuing operations is as follows:

## 7. 除稅前虧損（續）

\* 物業、廠房及設備、使用權資產折舊以及僱員福利開支的若干金額乃計入提供服務成本之中。

\*\* 已就在中國內地的公園建設及營運獲取多項政府補助。尚未承擔相關開支的已收取政府補助計入財務狀況表中的遞延收入內。並無與此等補助有關的未履行條件或或然事項。

## 8. 財務成本

持續經營業務的財務成本分析如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest on bank loans and other loans	銀行貸款及其他貸款的利息	288,559	290,798
Interest on lease liabilities	租賃負債的利息	9,026	4,370
Total interest expense on financial liabilities not at fair value through profit or loss	並非透過損益按公允價值列賬的金融負債的利息開支總額	297,585	295,168
Less: Interest capitalised	減：資本化利息	27,453	4,556
Subtotal	小計	270,132	290,612
Other finance costs:	其他財務成本：		
Increase in discounted amounts of financial liabilities arising from the passage of time	因時間過去而產生金融負債已折現金額的增加	52,448	24,252
Total	總計	322,580	314,864

## 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION

Directors' and chief executive's remuneration for 2023 and 2022, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

## 9. 董事及行政總裁酬金及五名最高薪酬僱員的酬金

董事及行政總裁於2023年及2022年的酬金根據聯交所證券上市規則(「上市規則」)、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露如下：

		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Fees	袍金	<b>2,001</b>	2,040
Other emoluments: Salaries, allowances and benefits in kind	其他酬金： 薪金、津貼及實物福利	<b>4,542</b>	5,911
Retirement benefit scheme contributions	退休福利計劃供款	<b>104</b>	73
Subtotal	小計	<b>4,646</b>	5,984
Total	總計	<b>6,647</b>	8,024

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION (continued)

### (a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mr. Chen Guohui	陳國輝先生	44	100
Mr. Zhang Meng	張夢先生	44	100
Mr. Wang Jun	王軍先生	100	100
Mr. Zhu Yuchen	朱玉辰先生	56	-
Ms. Shen Han	沈涵女士	17	-
Total	總計	261	300

Mr. Chen Guohui retired as an independent non-executive director of the Company with effect from 9 June 2023.

陳國輝先生退任本公司獨立非執行董事，自2023年6月9日起生效。

Mr. Zhang Meng retired as an independent non-executive director of the Company with effect from 9 June 2023.

張夢先生退任本公司獨立非執行董事，自2023年6月9日起生效。

Mr. Zhu Yuchen was elected as an independent non-executive director of the Company with effect from 9 June 2023.

朱玉辰先生獲選舉為本公司獨立非執行董事，自2023年6月9日起生效。

Ms. Shen Han was appointed as an independent non-executive director of the Company with effect from 31 October 2023.

沈涵女士獲委任為本公司獨立非執行董事，自2023年10月31日起生效。

There were no other emoluments payable to the independent non-executive directors during the year (2022: Nil).

年內並無應付獨立非執行董事的其他酬金(2022年：無)。

## 9. 董事及行政總裁酬金及五名最高薪酬僱員的酬金(續)

### (a) 獨立非執行董事

年內支付予獨立非執行董事的袍金如下：



9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION (continued)

(b) The chief executive, executive directors and non-executive directors

9. 董事及行政總裁酬金及五名最高薪酬僱員的酬金(續)

(b) 行政總裁、執行董事及非執行董事

		Fees	Salaries, allowances and benefits in kind	Retirement benefit scheme contributions	Total remuneration
		袍金 RMB'000 人民幣千元	薪金、津貼及實物福利 RMB'000 人民幣千元	退休福利計劃供款 RMB'000 人民幣千元	總酬金 RMB'000 人民幣千元
Year ended 31 December 2023	截至2023年12月31日止年度				
Chief executive: Mr. Qu Naijie	行政總裁： 曲乃杰先生	400	1,680	18	2,098
Executive directors: Mr. Qu Cheng Mr. Zhang Jianbin Mr. Li Kehui	執行董事： 曲程先生 張建斌先生 李珂暉先生	400 333 67	1,747 955 160	16 58 12	2,163 1,346 239
Subtotal	小計	800	2,862	86	3,748
Non-executive directors: Mr. Wang Xuguang Mr. Yuan Bing Mr. Li Hao Mr. Wu Tongtong	非執行董事： 王旭光先生 袁兵先生 李浩先生 吳桐桐先生	180 180 90 90	- - - -	- - - -	180 180 90 90
Subtotal	小計	540	-	-	540
Total	總計	1,740	4,542	104	6,386
Year ended 31 December 2022	截至2022年12月31日止年度				
Chief executive: Mr. Qu Naijie	行政總裁： 曲乃杰先生	400	3,142	-	3,542
Executive directors: Mr. Qu Cheng Mr. Zhang Jianbin	執行董事： 曲程先生 張建斌先生	400 400	1,722 1,047	16 57	2,138 1,504
Subtotal	小計	800	2,769	73	3,642
Non-executive directors: Mr. Wang Xuguang Mr. Yuan Bing Mr. Li Hao	非執行董事： 王旭光先生 袁兵先生 李浩先生	180 180 180	- - -	- - -	180 180 180
Subtotal	小計	540	-	-	540
Total	總計	1,740	5,911	73	7,724

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION (continued)

##### (b) The chief executive, executive directors and non-executive directors (continued)

Mr. Li Hao resigned as a non-executive director of the Company with effect from 3 July 2023.

Mr. Wu Tongtong was appointed as a non-executive director of the Company with effect from 3 July 2023.

Mr. Zhang Jianbin resigned as an executive director of the Company with effect from 17 November 2023.

Mr. Li Kehui was appointed as an executive director of the Company with effect from 17 November 2023.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

#### 9. 董事及行政總裁酬金及五名最高薪酬僱員的酬金 (續)

##### (b) 行政總裁、執行董事及非執行董事 (續)

自2023年7月3日起，李浩先生已辭任本公司非執行董事。

自2023年7月3日起，吳桐桐先生獲委任為本公司非執行董事。

自2023年11月17日起，張建斌先生已辭任本公司執行董事。

自2023年11月17日起，李珂暉先生獲委任為本公司執行董事。

年內並無任何有關董事放棄或同意放棄任何酬金的安排。

## 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION (continued)

### (c) Five highest paid employees

The five highest paid employees during the year included three directors (2022: three), details of whose remuneration are set out in note 9(b) above. Details of the remuneration for the year of the remaining two (2022: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Salaries, allowances and benefits in kinds	薪金、津貼及實物福利	<b>2,432</b>	1,705
Retirement benefit scheme contributions	退休福利計劃供款	<b>86</b>	124
<b>Total</b>	<b>總計</b>	<b>2,518</b>	1,829

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

		<b>Number of employees</b>	
		<b>僱員人數</b>	
		<b>2023</b>	2022
		<b>2023年</b>	2022年
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	<b>2</b>	1

## 9. 董事及行政總裁酬金及五名最高薪酬僱員的酬金(續)

### (c) 五名最高薪酬僱員

年內五名最高薪酬僱員包括三名董事(2022年:三名),彼等的酬金詳情載於上文附註9(b)。餘下兩名(2022年:兩名)並非本公司董事亦非行政總裁的最高薪酬僱員的年內酬金詳情如下:

		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Salaries, allowances and benefits in kinds	薪金、津貼及實物福利	<b>2,432</b>	1,705
Retirement benefit scheme contributions	退休福利計劃供款	<b>86</b>	124
<b>Total</b>	<b>總計</b>	<b>2,518</b>	1,829

並非董事亦非行政總裁的最高薪酬僱員的酬金介乎以下範圍的人數如下:

		<b>Number of employees</b>	
		<b>僱員人數</b>	
		<b>2023</b>	2022
		<b>2023年</b>	2022年
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	<b>2</b>	1

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 10. INCOME TAX

Provision for PRC corporate income tax has been provided at the applicable income tax rate of 25% for the year ended 31 December 2023 (31 December 2022: 25%) on the assessable profits of the Group's subsidiaries in Chinese Mainland.

No provision for Hong Kong profits tax has been made in the financial statements as no assessable profit was derived from Hong Kong during the years.

Income tax in the consolidated statement of profit or loss represents:

## 10. 所得稅

截至2023年12月31日止年度，中國企業所得稅撥備按本集團於中國內地的附屬公司的應評稅溢利以25%（2022年12月31日：25%）的適用所得稅率作出。

由於兩個年度均無源自香港的應評稅溢利，故並無就香港利得稅在財務報表中作出撥備。

於合併損益表內的所得稅為：

		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Current – Chinese Mainland:	即期 – 中國內地：		
Charge for the year	年內支出	<b>2,326</b>	2,513
(Overprovision)/underprovision in prior years	過往年度（超額撥備）／撥備不足	<b>(2,750)</b>	10,489
Deferred tax (note 17)	遞延稅項（附註17）	<b>(424)</b>	13,002
		<b>(3,773)</b>	(22,533)
Total	總計	<b>(4,197)</b>	(9,531)

## 10. INCOME TAX (continued)

A reconciliation of the tax credit applicable to loss before tax using the statutory tax rate to the tax expense at the effective rate is as follows:

## 10. 所得稅 (續)

使用法定稅率計算適用於除稅前虧損的稅項抵免與按實際稅率計算的稅項開支的對賬如下：

		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Loss before tax	除稅前虧損	<b>(186,104)</b>	(1,418,389)
Tax at the statutory tax rate of 25% (2022: 25%)	按法定稅率25% (2022年：25%) 計算的稅項	<b>(46,526)</b>	(354,597)
Effect of withholding tax at 5% on the distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司可分派溢利的5%預扣稅的影響	-	(3,806)
Adjustments in respect of current tax of previous periods	就過往期間的即期稅項作出的調整	<b>(2,750)</b>	10,489
Effect of different tax rates	不同稅率的影響	<b>8,007</b>	18,699
Income not subject to tax	毋須課稅收入	<b>(553)</b>	(105)
Expenses not deductible for tax	不可扣稅開支	<b>6,120</b>	5,280
Tax losses utilised from previous periods	使用往期稅項虧損	<b>(21,322)</b>	-
Tax losses not recognised	未確認的稅項虧損	<b>39,695</b>	257,908
Temporary difference not recognised	未確認的暫時差額	<b>13,132</b>	56,601
Tax credit at the Group's effective rate	按本集團實際稅率計算的稅項抵免	<b>(4,197)</b>	(9,531)

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 10. INCOME TAX (continued)

Tax payables in the consolidated statement of financial position represent:

	<b>31 December 2023</b>	31 December 2022
	<b>2023年</b>	2022年
	<b>12月31日</b>	12月31日
	<b>RMB'000</b>	RMB'000
	<b>人民幣千元</b>	人民幣千元
PRC corporate income tax	<b>34,827</b>	33,459
中國企業所得稅		

#### 11. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic loss per share amount for the year is based on the loss attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 8,104,147,056 (2022: 8,063,334,444) in issue during the year.

#### 10. 所得稅(續)

於合併財務狀況表內的應付稅項為：

#### 11. 母公司普通股權持有人應佔每股虧損

年內每股基本虧損乃按母公司普通股權持有人應佔虧損，以及年內已發行普通股的加權平均數8,104,147,056股股份(2022年：8,063,334,444股股份)計算。

## 11. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (continued)

The calculation of the basic loss per share amount is based on:

## 11. 母公司普通股權持有人應佔每股虧損(續)

每股基本虧損金額乃根據以下數據計算：

		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
<u>Loss</u>	<u>虧損</u>		
Loss attributable to ordinary equity holders of the parent, used in the basic loss per share calculation	用作計算每股基本虧損之母公司普通股權持有人應佔虧損	<b>(197,259)</b>	(1,395,911)
		<b>Number of shares</b>	
		股份數目	
		<b>2023</b>	2022
		<b>2023年</b>	2022年
<u>Shares</u>	<u>股份</u>		
Weighted average number of ordinary shares in issue during the year used in the basic loss per share calculation	用作計算每股基本虧損之年內已發行普通股的加權平均數	<b>8,104,147,056</b>	8,063,334,444

There were no potentially dilutive ordinary shares in issue during the year ended 31 December 2023 and therefore the amount of diluted loss per share was the same as the basic loss per share amount.

截至2023年12月31日止年度並無已發行的具攤薄潛力的普通股，因此每股攤薄虧損金額與每股基本虧損金額相同。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 12. PROPERTY, PLANT AND EQUIPMENT

## 12. 物業、廠房及設備

		Theme parks and other buildings			Office equipment			Live animals	Construction in process	Total
		and other buildings	Building improvements	Machinery	Motor vehicles	and furniture				
		主題公園及其他樓宇	樓宇裝修	機器	汽車	辦公室設備及傢俬	活生動物	在建工程	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
<b>Cost</b>	<b>成本</b>									
At 1 January 2022	於2022年1月1日	4,705,406	269,981	1,600,893	27,720	399,437	438,587	436,378	7,878,402	
Additions	增添	6,245	-	10,923	358	15,978	1,253	613,195	647,952	
Transfer from investment properties (note 13)	轉發自投資物業(附註13)	101,338	-	-	-	-	-	-	101,338	
Transfers	轉發	112,188	-	4,086	(764)	39,277	-	(154,787)	-	
Disposals	出售	(2,335)	-	(12,571)	(472)	(19,818)	(8,563)	-	(43,759)	
At 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	4,922,842	269,981	1,603,331	26,842	434,874	431,277	894,786	8,583,933	
Additions	增添	3,965	9,707	24,691	4,841	46,245	21,153	1,626,721	1,737,323	
Revaluation surplus	重估盈餘	29,665	-	-	-	-	-	-	29,665	
Transfer to investment properties (note 13)	轉發至投資物業(附註13)	(147,463)	-	-	-	-	-	-	(147,463)	
Transfers	轉發	1,437,361	-	493,951	-	69,093	-	(2,000,405)	-	
Disposals	出售	(15,909)	-	(3,148)	(1,792)	(4,976)	(4,112)	-	(29,937)	
At 31 December 2023	於2023年12月31日	<b>6,230,461</b>	<b>279,688</b>	<b>2,118,825</b>	<b>29,891</b>	<b>545,236</b>	<b>448,318</b>	<b>521,102</b>	<b>10,173,521</b>	
<b>Accumulated depreciation</b>	<b>累積折舊</b>									
At 1 January 2022	於2022年1月1日	(883,973)	(31,183)	(899,498)	(22,970)	(246,138)	(105,530)	-	(2,189,292)	
Depreciation for the year	年內折舊	(109,952)	(3,023)	(99,860)	(773)	(66,874)	(18,880)	-	(299,362)	
Disposals	出售	2,335	-	11,085	446	1,558	4,178	-	19,602	



12. PROPERTY, PLANT AND EQUIPMENT  
(continued)

## 12. 物業、廠房及設備(續)

		Theme parks and other buildings 主題公園及 其他樓宇 RMB'000 人民幣千元	Building improvements 樓宇裝修 RMB'000 人民幣千元	Machinery 機器 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Office equipment and furniture 辦公室 設備及傢俬 RMB'000 人民幣千元	Live animals 活生動物 RMB'000 人民幣千元	Construction in process 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日	(991,590)	(34,206)	(988,273)	(23,297)	(311,454)	(120,232)	-	(2,469,052)
Depreciation for the year	年內折舊	(116,804)	(15,771)	(117,735)	(712)	(64,420)	(15,943)	-	(331,385)
Disposals	出售	1,701	-	1,123	1,689	4,699	3,125	-	12,337
Transfer to investment properties (note 13)	轉撥至投資物業(附註13)	7,302	-	-	-	-	-	-	7,302
At 31 December 2023	於2023年12月31日	<b>(1,099,391)</b>	<b>(49,977)</b>	<b>(1,104,885)</b>	<b>(22,320)</b>	<b>(371,175)</b>	<b>(133,050)</b>	<b>-</b>	<b>(2,780,798)</b>
<b>Impairment</b>	<b>減值</b>								
At 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日	(783,525)	(2,517)	(94,065)	(2,176)	(12,498)	(3,287)	(50,744)	(948,812)
Transfer to investment properties (note 13)	轉撥至投資物業(附註13)	66,876	-	-	-	-	-	-	66,876
Disposals	出售	12,299	-	-	-	1	-	-	12,300
Transfers	轉讓	(2,387)	-	-	-	-	-	2,387	-
At 31 December 2023	於2023年12月31日	<b>(706,737)</b>	<b>(2,517)</b>	<b>(94,065)</b>	<b>(2,176)</b>	<b>(12,497)</b>	<b>(3,287)</b>	<b>(48,357)</b>	<b>(869,636)</b>
<b>Net carrying amount</b>	<b>賬面淨值</b>								
At 31 December 2023	於2023年12月31日	<b>4,424,333</b>	<b>227,194</b>	<b>919,875</b>	<b>5,395</b>	<b>161,564</b>	<b>311,981</b>	<b>472,745</b>	<b>6,523,087</b>
At 31 December 2022	於2022年12月31日	3,147,727	233,258	520,993	1,369	110,922	307,758	844,042	5,166,069

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 12. PROPERTY, PLANT AND EQUIPMENT (continued)

The Group's parcels of land in Chinese Mainland where the hotel buildings, parks and other buildings are situated are held under medium-term leases.

Included in the property, plant and equipment were certain buildings with a carrying value of RMB2,146,727,000, of which the property certificates have not been obtained as at 31 December 2023.

At 31 December 2023, certain of the Group's theme parks, other buildings and machinery with net carrying amounts of approximately RMB2,336,823,000 (2022: RMB1,053,871,000) were pledged to secure general bank and other facilities granted to the Group (note 29).

## 12. 物業、廠房及設備(續)

本集團於中國內地的酒店物業、公園及其他樓宇所處的多幅土地按中期租賃持有。

物業、廠房及設備包括若干賬面值為人民幣2,146,727,000元的樓宇，於2023年12月31日，該等樓宇尚未取得房產證。

於2023年12月31日，本集團賬面淨值約為人民幣2,336,823,000元（2022年：人民幣1,053,871,000元）的若干主題公園、其他樓宇及機器已予抵押，以取得本集團獲授的一般銀行及其他融資（附註29）。

## 13. INVESTMENT PROPERTIES

## 13. 投資物業

		Investment properties classified as held for sale	Investment properties	Investment properties
		分類為持作 出售的投資物業	投資物業	投資物業
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元	人民幣千元
At 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日	<b>122,477</b>	<b>387,836</b>	<b>510,313</b>
Transfer from property, plant and equipment (note 12)	轉撥自物業、廠房及設備 (附註12)	<b>73,285</b>	-	<b>73,285</b>
Net gain/(loss) from fair value adjustments (note 7)	公允價值調整的淨收益/ (虧損)(附註7)	<b>61,587</b>	<b>(12,939)</b>	<b>48,648</b>
At 31 December 2023	於2023年12月31日	<b>257,349</b>	<b>374,897</b>	<b>632,246</b>
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	802,800	-	802,800
Additions	增添	830	-	830
Transfer to property, plant and equipment (note 12)	轉撥至物業、廠房及 設備(附註12)	(101,338)	-	(101,338)
Transfer to right-of-use assets (note 14)	轉撥至使用權資產(附註14)	(12,149)	-	(12,149)
Net loss from fair value adjustments (note 7)	公允價值調整的 淨虧損(附註7)	(179,830)	-	(179,830)
Reclassification to investment properties classified as held for sale	重新分類至分類為持作 出售的投資物業	(387,836)	387,836	-
At 31 December 2022	於2022年12月31日	122,477	387,836	510,313

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 13. INVESTMENT PROPERTIES (continued)

The Group's investment properties are all commercial properties in Chinese Mainland. The directors of the Company have determined that all the investment properties are commercial properties, based on the nature, characteristics and risks of each property.

The Group's investment properties were revalued on 31 December 2023 based on valuations performed by Cushman & Wakefield Limited – Beijing Branch ("CWK"), an independent firm of professionally qualified valuers, using the income approach. Bi-annually, the Group's property manager and the chief financial officer decide to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The fair value represents the amount of market value at which the assets could be exchanged between a knowledgeable, willing buyer and a knowledgeable, willing seller in an arm's length transaction at the date of valuation. The Group's property manager and the chief financial officer have discussions with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

The investment properties are leased to third parties under operating leases, the summary details of which are included in note 14 to the financial statements.

The Group's investment properties classified as held for sale of RMB203,850,000 as at 31 December 2023 (2022: RMB244,800,000) were pledged to secure bank loans granted to the Group (note 29).

### 13. 投資物業(續)

本集團的投資物業全部為位於中國內地的商用物業。本公司董事已確定，基於每項物業的性質、特徵及風險，所有投資物業均為商用物業。

本集團的投資物業於2023年12月31日根據戴德梁行有限公司－北京分行(「戴德梁行」)(為一家專業合資格獨立估值師行)採用收入法所作的估值而重估。本集團的物業經理及財務總監決定委聘外部估值師負責對本集團的物業進行外部估值，每年兩次。甄選準則包括市場知識、聲譽、獨立性及是否符合專業標準。公允價值指於估值當日由知情和有意交易的買賣雙方之間在公平磋商的交易中將資產轉手的市值金額。本集團的物業經理及財務總監會於就中期及年度財務報告進行估值時，與估值師討論估值假設及估值結果，每年兩次。

投資物業根據經營租賃出租予第三方，其概要詳情載於財務報表附註14。

於2023年12月31日，本集團分類為持作出售的投資物業人民幣203,850,000元(2022年：人民幣244,800,000元)已予抵押，以獲取授予本集團的銀行貸款(附註29)。

### 13. INVESTMENT PROPERTIES (continued)

Investment properties of approximately RMB257,349,000 (2022: RMB122,477,000) as at 31 December 2023 are located in Chinese Mainland under medium-term leases.

Included in the investment properties and investment properties classified as held for sale were certain buildings with carrying values of RMB138,321,000 and RMB140,056,000 respectively, of which the property certificates have not been obtained as at 31 December 2023.

### 13. 投資物業(續)

於2023年12月31日約人民幣257,349,000元(2022年：人民幣122,477,000元)的投資物業乃位於中國內地並根據中期租約持有。

投資物業及分類為持作出售的投資物業包括若干賬面值分別為人民幣138,321,000元及人民幣140,056,000元的樓宇，於2023年12月31日，該等樓宇尚未取得房產證。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 13. INVESTMENT PROPERTIES (continued)

#### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

Fair value measurement as at 31 December 2023 using 使用以下各項於2023年12月31日 進行的公允價值計量					
Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元		
Recurring fair value measurement for: Commercial properties	經常性公允價值計量： 商用物業	-	-	632,246	632,246

Fair value measurement as at 31 December 2022 using 使用以下各項於2022年12月31日 進行的公允價值計量					
Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元		
Recurring fair value measurement for: Commercial properties	經常性公允價值計量： 商用物業	-	-	510,313	510,313

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2022: Nil).

### 13. 投資物業(續)

#### 公允價值等級

下表列明本集團投資物業的公允價值計量等級：

Fair value measurement as at 31 December 2023 using 使用以下各項於2023年12月31日 進行的公允價值計量					
Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元		
Recurring fair value measurement for: Commercial properties	經常性公允價值計量： 商用物業	-	-	632,246	632,246

Fair value measurement as at 31 December 2022 using 使用以下各項於2022年12月31日 進行的公允價值計量					
Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元		
Recurring fair value measurement for: Commercial properties	經常性公允價值計量： 商用物業	-	-	510,313	510,313

於年內，第一級及第二級公允價值計量等級之間並無轉移，亦無轉至或轉自第三級(2022年：無)。

**13. INVESTMENT PROPERTIES (continued)****Fair value hierarchy (continued)**

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

**13. 投資物業(續)****公允價值等級(續)**

分類至公允價值等級第三級內的公允價值計量的對賬：

		<b>31 December 2023 2023年 12月31日 RMB'000 人民幣千元</b>	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	<b>122,477</b>	802,800
Additions	增添	-	830
Transfer from property, plant and equipment (note 12)	轉撥自物業、廠房及 設備(附註12)	<b>73,285</b>	-
Transfer to property, plant and equipment (note 12)	轉撥至物業、廠房及 設備(附註12)	-	(101,338)
Transfer to right-of-use assets (note 14)	轉撥至使用權資產 (附註14)	-	(12,149)
Reclassification to investment properties classified as held for sale	重新分類至分類為持作出售 的投資物業	-	(387,836)
Net gain/(loss) from fair value adjustments recognised in gains/ (other expenses) in profit or loss	於損益中的收益/(其他開支) 確認的公允價值調整 收益/(虧損)淨額	<b>61,587</b>	(179,830)
Carrying amount at 31 December	於12月31日的賬面值	<b>257,349</b>	122,477

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 13. INVESTMENT PROPERTIES (continued)

#### Fair value hierarchy (continued)

Below is a summary of the valuation technique used and the key inputs to the valuation of investment properties:

	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range or weighted average 範圍或加權平均數	
			2023 2023年	2022 2022年
Commercial properties 商用物業	Income method 收入法	Market monthly rental (RMB/sq.m. or RMB/space) 市場每月租金(人民幣元/ 平方米或人民幣元/面積)	<b>36-88</b>	34-154
		Term yield 期限收益率	<b>4.5%-6.0%</b>	4.5%-6.0%
		Market yield 市場收益率	<b>5.0%-6.5%</b>	5.0%-6.5%

Under the income method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a property interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the asset.

### 13. 投資物業(續)

#### 公允價值等級(續)

以下為投資物業估值所用的估值方法及主要輸入數據之概要：

根據收入法，公允價值乃採用有關資產壽命內所有權收益及負債的假設進行估計(包括退出價值或終端價值)。該方法涉及對物業權益的一連串現金流量的預測。市場衍生的折現率適用於預測現金流量以便確立與資產有關的收入流的現值。



### 13. INVESTMENT PROPERTIES (continued)

#### Fair value hierarchy (continued)

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related reletting, redevelopment or refurbishment. The appropriate duration is driven by market behaviour that is a characteristic of the class of property. The periodic cash flow is estimated as income less non-recoverable expenses, collection losses, lease incentives, maintenance costs, agent and commission costs and other operating and management expenses. The series of periodic net operating income, along with an estimate of the terminal value anticipated at the end of the projection period, is then discounted.

A significant increase (decrease) in the market monthly rental in isolation would result in a significant increase (decrease) in the fair value of the investment properties. A significant increase (decrease) in the discount rate in isolation would result in a significant decrease (increase) in the fair value of the investment properties.

### 14. LEASES

#### The Group as a lessee

The Group has lease contracts for various items of land, buildings and other equipment used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 40 to 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of buildings generally have lease terms between 2 and 10 years. Other equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

### 13. 投資物業(續)

#### 公允價值等級(續)

現金流量的持續時間及流入額和流出額的具體時間乃由諸如租金檢討、租約續簽及相關續租、重建或翻新等事件決定。適當的持續時間受市場行為(為物業類別的一個特性)影響。定期現金流量按收入扣除不可回收費用、收賬損失、租賃獎勵、維修費用、代理和佣金費用及其他經營和管理費用估算。該一連串定期經營收入淨額，連同預計於預測期終結時之終端價值估計金額，折現至現值。

市場每月租金每年單獨大幅增加(減少)將導致投資物業的公允價值大幅增加(減少)。折現率單獨大幅增加(減少)將導致投資物業的公允價值大幅減少(增加)。

### 14. 租賃

#### 本集團作為承租人

本集團就多項於其營運使用的土地、樓宇及其他設備訂有租賃合約。本集團已預付一筆過款項向擁有人收購租賃土地，租賃期為40至50年，根據此等土地租賃的條款，將不會持續支付款項。樓宇租賃的租賃期一般為2至10年。其他設備的租賃期一般為12個月或以下及／或個別屬低價值。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 14. LEASES (continued)

##### The Group as a lessee (continued)

###### (a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Buildings 樓宇	Leasehold land 租賃土地	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 1 January 2022	於2022年1月1日	51,710	1,396,518	1,448,228
Additions	增添	88,414	-	88,414
Transfer from investment properties (note 13)	轉撥自投資物業 (附註13)	-	12,149	12,149
Depreciation charge	折舊開支	(21,311)	(38,359)	(59,670)
Revision of a lease term arising from a change in the non-cancellable period of a lease	由於一項租賃的不可撤回 期限出現變動 以致修訂租賃期	(12,405)	-	(12,405)
As at 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日	106,408	1,370,308	1,476,716
Additions	增添	75,430	13,647	89,077
Depreciation charge	折舊開支	(38,751)	(38,383)	(77,134)
Revision of a lease term arising from a change in the non-cancellable period of a lease	由於一項租賃的不可撤回 期限出現變動 以致修訂租賃期	(4,144)	-	(4,144)
As at 31 December 2023	於2023年12月31日	<b>138,943</b>	<b>1,345,572</b>	<b>1,484,515</b>

#### 14. 租賃(續)

##### 本集團作為承租人(續)

###### (a) 使用權資產

本集團使用權資產的賬面值及年內變動如下：

**14. LEASES (continued)****The Group as a lessee (continued)****(a) Right-of-use assets (continued)**

Certain of the Group's right-of-use assets with a carrying value of RMB1,228,254,000 were pledged to secure bank loans granted to the Group at 31 December 2023 (2022: RMB825,641,000) (note 29).

**(b) Lease liabilities**

The carrying amount of lease liabilities (included under interest-bearing bank and other borrowings) and the movements during the year are as follows:

		<b>31 December 2023</b>	31 December 2022
		<b>2023年 12月31日</b>	2022年 12月31日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	<b>118,563</b>	60,365
New leases	新增租賃	<b>72,806</b>	88,414
Accretion of interest recognised during the year	年內確認的 利息增加	<b>9,026</b>	4,370
Payments	付款	<b>(40,085)</b>	(22,311)
Revision of a lease term arising from a change in the non-cancellable period of a lease	由於一項租賃的不可 撤回期限出現變動 以致修訂租賃期	<b>(4,206)</b>	(12,275)
Carrying amount at 31 December	於12月31日的賬面值	<b>156,104</b>	118,563
Analysed into:	分析為：		
Current portion	流動部分	<b>35,087</b>	25,833
Non-current portion	非流動部分	<b>121,017</b>	92,730

The maturity analysis of lease liabilities is disclosed in note 40 to the financial statements.

**14. 租賃 (續)****本集團作為承租人 (續)****(a) 使用權資產 (續)**

於2023年12月31日，本集團若干賬面值為人民幣1,228,254,000元（2022年：人民幣825,641,000元）的使用權資產已就本集團獲授的銀行貸款予以抵押（附註29）。

**(b) 租賃負債**

租賃負債（納入計息銀行及其他借款項下）的賬面值及年內變動如下：

	<b>31 December 2023</b>	31 December 2022
	<b>2023年 12月31日</b>	2022年 12月31日
	<b>RMB'000</b>	RMB'000
	<b>人民幣千元</b>	人民幣千元
Carrying amount at 1 January	<b>118,563</b>	60,365
New leases	<b>72,806</b>	88,414
Accretion of interest recognised during the year	<b>9,026</b>	4,370
Payments	<b>(40,085)</b>	(22,311)
Revision of a lease term arising from a change in the non-cancellable period of a lease	<b>(4,206)</b>	(12,275)
Carrying amount at 31 December	<b>156,104</b>	118,563
Analysed into:		
Current portion	<b>35,087</b>	25,833
Non-current portion	<b>121,017</b>	92,730

租賃負債的到期分析於財務報表附註40內披露。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 14. LEASES (continued)

##### The Group as a lessee (continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on lease liabilities	租賃負債利息	9,026	4,370
Depreciation charge of right-of-use assets	使用權資產的折舊開支	65,572	59,670
Expense relating to short-term leases (included in cost of sales and administrative expenses)	與短期租賃有關的開支 (計入銷售成本及行政費用內)	651	2,095
Total amount recognised in profit or loss 於損益中確認的總額		<b>75,249</b>	66,135

(d) The total cash outflow for leases is disclosed in note 34(c) to the financial statements.

##### The Group as a lessor

The Group leases its investment properties (note 13) consisting of commercial properties in Chinese Mainland under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB25,285,000 (2022: RMB23,711,000), details of which are included in note 6 to the financial statements.

#### 14. 租賃(續)

##### 本集團作為承租人(續)

(c) 於損益中確認與租賃有關的金額如下：

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on lease liabilities	租賃負債利息	9,026	4,370
Depreciation charge of right-of-use assets	使用權資產的折舊開支	65,572	59,670
Expense relating to short-term leases (included in cost of sales and administrative expenses)	與短期租賃有關的開支 (計入銷售成本及行政費用內)	651	2,095
Total amount recognised in profit or loss 於損益中確認的總額		<b>75,249</b>	66,135

(d) 租賃的現金流出總額於財務報表附註34(c)內披露。

##### 本集團作為出租人

本集團根據經營租賃安排租賃其由中國內地之商用物業組成的投資物業(附註13)。該等租賃的條款一般規定租戶支付保證金及訂明可根據當時的市況定期對租金作出調整。本集團於年內確認的租金收入為人民幣25,285,000元(2022年：人民幣23,711,000元)，有關詳情載於財務報表附註6。

**14. LEASES (continued)****The Group as a lessor (continued)**

At 31 December 2023, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Within one year	一年內	<b>7,582</b>	13,723
After one year but within two years	一年後但兩年內	<b>6,813</b>	11,176
After two years but within three years	兩年後但三年內	<b>4,738</b>	9,312
After three years but within four years	三年後但四年內	<b>3,574</b>	6,173
After four years but within five years	四年後但五年內	<b>2,112</b>	5,597
After five years	五年後	<b>437</b>	2,681
Total	總計	<b>25,256</b>	48,662

**14. 租賃(續)****本集團作為出租人(續)**

於2023年12月31日，本集團根據與其租戶之間的不可註銷經營租賃於未來期間應收的未折現租賃付款如下：

		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Within one year	一年內	<b>7,582</b>	13,723
After one year but within two years	一年後但兩年內	<b>6,813</b>	11,176
After two years but within three years	兩年後但三年內	<b>4,738</b>	9,312
After three years but within four years	三年後但四年內	<b>3,574</b>	6,173
After four years but within five years	四年後但五年內	<b>2,112</b>	5,597
After five years	五年後	<b>437</b>	2,681
Total	總計	<b>25,256</b>	48,662

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 15. INTANGIBLE ASSETS

Intangible assets comprise computer software and copyright with useful lives of 5 to 10 years. The movements in intangible assets are analysed as follows:

## 15. 無形資產

無形資產包括可使用年期為5年至10年的電腦軟件及版權。無形資產的變動分析如下：

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Software and copyright	軟件及版權		
At 1 January:	於1月1日：		
Cost	成本	43,784	39,347
Accumulated amortisation	累積攤銷	(30,360)	(26,962)
Impairment	減值	(1,741)	-
Net carrying amount	賬面淨值	11,683	12,385
Cost at 1 January, net of accumulated amortisation and impairment	於1月1日的成本，扣除累積攤銷及減值	11,683	12,385
Additions	增添	18,745	4,437
Amortisation provided during the year	年內攤銷撥備	(8,288)	(3,034)
Impairment during the year	年內減值	-	(1,741)
Disposal	出售	-	(364)
At 31 December, net of accumulated amortisation and impairment	於12月31日，扣除累積攤銷及減值	22,140	11,683
At 31 December:	於12月31日：		
Cost	成本	62,529	43,784
Accumulated amortisation	累積攤銷	(38,648)	(30,360)
Impairment	減值	(1,741)	(1,741)
Net carrying amount	賬面淨值	22,140	11,683

## 16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

## 16. 透過損益按公允價值列賬的金融資產

		<b>31 December 2023 2023年 12月31日 RMB'000 人民幣千元</b>	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
<b>Financial assets at fair value through profit or loss</b>	<b>透過損益按公允價值列賬的金融資產</b>		
Current	流動		
Bank structured product, at fair value	銀行結構性產品，按公允價值	-	4,000
Unlisted investments, at fair value	非上市投資，按公允價值	<b>109,514</b>	106,120
Total	總計	<b>109,514</b>	110,120
		<b>31 December 2023 2023年 12月31日 RMB'000 人民幣千元</b>	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Non-current	非流動		
Unlisted investments, at fair value	非上市投資，按公允價值	<b>36,915</b>	54,900

The above investments at 31 December 2023 were classified as financial assets at fair value through profit or loss as the Group has not elected to recognise the fair value gain or loss through other comprehensive income.

以上於2023年12月31日的投資分類為透過損益按公允價值列賬的金融資產，原因是本集團並無選擇透過其他全面收益確認公允價值收益或虧損。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

The Group held a 9% equity interest in an unlisted company, 成都忠捷置業有限公司 (“Zhongjie Property”) in Chinese Mainland. The principal business of Zhongjie Property is the development and sale of properties.

The Group invested in an unlisted unit trust fund. The management of the Company considers to dispose of the investment and classifies it as a current asset.

The Group held a 2.45% equity interest in an unlisted company, 大連海昌嘉悅置業發展有限公司 (“Jiayue Property Development”) in Chinese Mainland. The principal business of Jiayue Property Development is the development and management of properties.

The Group held a 10% equity interest in 大連博濤文化科技股份有限公司 (“Betop Culture Technology”), a company listed on the New Over-the-Counter Market in Chinese Mainland. The principal business of Betop Culture Technology is the provision of comprehensive solutions for high-tech cultural tourism projects. The directors of the Company considers to dispose of the investment and classified it as current asset.

The Group held a 5% equity interest in an unlisted company, 上海港昶置業有限公司 (“Gangchang Property”) in Chinese Mainland. The principal business of Gangchang Property is the development and management of properties.

The Group held a 19.5% equity interest in an unlisted company, 上海譽昌企業發展有限公司 (“Yuchang Corporation Development”) in Chinese Mainland. The principal business of Yuchang is the development and management of properties.

## 16. 透過損益按公允價值列賬的金融資產(續)

本集團持有中國內地的非上市公司成都忠捷置業有限公司(「忠捷置業」)的9%股權。忠捷置業的主要業務為發展及銷售物業。

本集團投資非上市單位信託基金。本公司管理層考慮出售有關投資及將其分類為流動資產。

本集團持有中國內地的非上市公司大連海昌嘉悅置業發展有限公司(「嘉悅置業發展」)的2.45%股權。嘉悅置業發展的主要業務為發展及管理物業。

本集團持有大連博濤文化科技股份有限公司(「博濤文化科技」)的10%股權，該公司於中國內地的新三板掛牌。博濤文化科技的主要業務為向高科技文旅項目提供整體解決方案。本公司董事考慮出售有關投資及將其分類為流動資產。

本集團持有中國內地的非上市公司上海港昶置業有限公司(「港昶置業」)的5%股權。港昶置業的主要業務為發展及管理物業。

本集團持有中國內地的非上市公司上海譽昌企業發展有限公司(「譽昌企業發展」)的19.5%股權。譽昌的主要業務為發展及管理物業。



## 16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

The Group previously held a 20% equity interest in an associate, 長沙歡樂海洋公園有限公司 (“**Changsha Park**”) which is an unlisted company in Chinese Mainland. The principal business of Changsha Park is the operation of an aquarium. During the year, the Group partially disposed of the equity interest in this associate. At 31 December 2023, the Group held 8% equity interest and classified this investment as a financial instrument through profit or loss. The directors of the Company considers to further dispose of the remaining equity interest in this investment and classified it as current assets.

## 16. 透過損益按公允價值列賬的金融資產(續)

本集團曾持有一間聯營公司的20%股權，即中國內地的非上市公司長沙歡樂海洋公園有限公司(「**長沙公園**」)。長沙公園的主要業務為經營水族館。本集團於年內出售該聯營公司的部分股權。於2023年12月31日，本集團持有8%股權並將該項投資分類為透過損益列賬的金融工具。本公司董事考慮進一步出售該項投資的餘下股權，並將其分類為流動資產。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 17. DEFERRED TAX ASSETS/LIABILITIES

The movements in deferred tax liabilities and assets are as follows:

### Deferred tax liabilities

		Fair value adjustments of financial assets at fair value through profit or loss	Withholding tax	Interest capitalised	Rental income recognised	Right-of-use assets	Temporary differences resulting from fair value changes	Total
		透過損益按公允價值列賬的金融資產的公允價值調整	預扣稅	資本化利息	已確認租金收入	使用權資產	公允價值變動產生的暫時性差額	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 31 December 2021	於2021年12月31日	2,707	4,429	1,819	350	-	71,726	81,031
Effect of adoption of amendments to IAS 12 (note 2.3(c))	採納國際會計準則第12號之修訂的影響(附註2.3(c))	-	-	-	-	12,928	-	12,928
At 1 January 2022 (restated)	於2022年1月1日(經重列)	2,707	4,429	1,819	350	12,928	71,726	93,959
(Credited)/charged to the statement of profit or loss (restated) (note 10)	於損益表中(計入)/扣除(經重列)(附註10)	-	(4,429)	-	1,629	13,674	(23,396)	(12,522)
As at 31 December 2022 and 1 January 2023 (restated)	於2022年12月31日及2023年1月1日(經重列)	2,707	-	1,819	1,979	26,602	48,330	81,437
Charged to the statement of profit or loss (note 10)	於損益表中扣除(附註10)	2,945	-	-	661	8,134	12,141	23,881
Recognised in other comprehensive income	於其他全面收益確認	-	-	-	-	-	7,416	7,416
Gross deferred tax liabilities as at 31 December 2023	於2023年12月31日的遞延稅項負債總額	5,652	-	1,819	2,640	34,736	67,887	112,734

## 17. 遞延稅項資產／負債

遞延稅項負債及資產的變動如下：

### 遞延稅項負債

17. DEFERRED TAX ASSETS/LIABILITIES  
(continued)

## Deferred tax assets

		Losses available for offsetting against future taxable profits 可供用以抵銷 未來應課稅 溢利的虧損 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Government grants 政府補貼 RMB'000 人民幣千元	Impairment of financial and contract assets 金融及合約 資產減值 RMB'000 人民幣千元	Accruals and other payables 應計費用及 其他應付款項 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 31 December 2021	於2021年12月31日	-	-	2,719	4,523	22,490	29,732
Effect of adoption of amendments to IAS 12 (note 2.3(c))	採納國際會計準則第12號 之修訂的影響 (附註2.3(c))	-	12,928	-	-	-	12,928
At 1 January 2022 (restated)	於2022年1月1日(經重列)	-	12,928	2,719	4,523	22,490	42,660
Credited/(charged) to the statement of profit or loss (restated) (note 10)	於損益表中計入/(扣除) (經重列)(附註10)	3,331	13,674	(2,190)	(789)	(4,015)	10,011
As at 31 December 2022 and 1 January 2023 (restated)	於2022年12月31日及 2023年1月1日(經重列)	3,331	26,602	529	3,734	18,475	52,671
Credited/(charged) to the statement of profit or loss (note 10)	於損益表中計入/(扣除) (附註10)	20,236	8,134	(529)	955	(1,142)	27,654
Gross deferred tax assets as at 31 December 2023	於2023年12月31日的 遞延稅項資產總額	<b>23,567</b>	<b>34,736</b>	<b>-</b>	<b>4,689</b>	<b>17,333</b>	<b>80,325</b>

## 17. 遞延稅項資產／負債(續)

## 遞延稅項資產

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 17. DEFERRED TAX ASSETS/LIABILITIES (continued)

### Deferred tax assets (continued)

For the purpose of the financial statement presentation, certain deferred tax assets and liabilities have been offset. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

## 17. 遞延稅項資產／負債（續）

### 遞延稅項資產（續）

就財務報表的呈列方式而言，若干遞延稅項資產及負債已予抵銷。以下為就財務報告目的而對本集團遞延稅項結餘作出的分析：

		<b>31 December 2023 2023年 12月31日 RMB'000 人民幣千元</b>	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於合併財務狀況表內已確認的淨遞延稅項資產	<b>34,136</b>	14,263
Net deferred tax liabilities recognised in the consolidated statement of financial position	於合併財務狀況表內已確認的淨遞延稅項負債	<b>(66,545)</b>	(43,029)
		<b>(32,409)</b>	(28,766)

## 17. DEFERRED TAX ASSETS/LIABILITIES (continued)

### Deferred tax assets (continued)

Deferred tax assets have not been recognised in respect of the following items:

		<b>31 December 2023</b>	31 December 2022
		<b>2023年 12月31日</b>	2022年 12月31日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Tax losses	稅項虧損	<b>1,610,491</b>	2,786,556
Deductible temporary differences	可扣稅暫時差額	<b>1,240,526</b>	1,187,998
		<b>2,851,017</b>	3,974,554

In accordance with the Hong Kong laws and regulations, tax losses arising in Hong Kong are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. In accordance with the PRC laws and regulations, tax losses arising in Chinese Mainland could be carried forward for a period of five years to offset against future taxable profits. Deferred tax assets have not been recognised in respect of the above items as it is not considered probable that taxable profits will be available against which the above item can be utilised.

## 17. 遞延稅項資產／負債(續)

### 遞延稅項資產(續)

並無就以下各項確認遞延稅項資產：

根據香港的法律及法規，於香港產生的稅項虧損可無限期結轉以用於抵銷產生虧損的公司的未來應課稅溢利。根據中國的法律及法規，於中國內地產生的稅項虧損可結轉五年以用於抵銷未來應課稅溢利。由於不認為可能有應課稅溢利可供動用以上項目，故並無就上述項目確認遞延稅項資產。

## 17. DEFERRED TAX ASSETS/LIABILITIES (continued)

### Deferred tax assets (continued)

The Group is liable for withholding taxes on dividends distributed by those subsidiaries established in Chinese Mainland in respect of earnings generated from 1 January 2008. The applicable rate is 5% for the Group.

Pursuant to a resolution of the board of directors of the Company, the Group's subsidiaries will not distribute earnings derived up to 31 December 2013. The aggregate amount of temporary differences associated with investments in subsidiaries in Chinese Mainland for which deferred tax liabilities have not been recognised totalled approximately RMB44,572,000 as at 31 December 2023 (2022: RMB44,572,000).

## 18. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's bank and other borrowings are included in note 29 to the financial statements.

## 17. 遞延稅項資產／負債(續)

### 遞延稅項資產(續)

本集團須就自2008年1月1日起產生之盈利，按於中國內地成立的該等附屬公司分派之股息徵收預扣稅。本集團的適用稅率為5%。

根據本公司董事會之決議案，本集團的附屬公司將不會分派直至2013年12月31日的有關盈利。於2023年12月31日，與中國內地附屬公司投資有關而並未確認遞延稅項負債的暫時差異總額合共約為人民幣44,572,000元(2022年：人民幣44,572,000元)。

## 18. 資產抵押

有關本集團為其銀行及其他借款抵押的資產詳情載於財務報表附註29。

**19. COMPLETED PROPERTIES HELD FOR SALE**

The Group's properties held for sale are situated in the PRC. All the properties held for sale are stated at the lower of cost or net realisable value.

**20. PROPERTIES UNDER DEVELOPMENT**

The properties under development are located in Chinese Mainland with lease terms of 40 years.

**19. 持作出售的已落成物業**

本集團持作出售的物業位於中國。所有持作出售的物業按成本或可變現淨值的較低者列賬。

**20. 發展中物業**

發展中物業位於中國內地，租賃期為40年。

		<b>31 December 2023 2023年 12月31日 RMB'000 人民幣千元</b>	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	<b>299,789</b>	299,789
Additions	增添	<b>60</b>	-
Carrying amount at 31 December	於12月31日的賬面值	<b>299,849</b>	299,789
Less: Non-current portion	減：非流動部分	<b>299,849</b>	299,789
Current portion	流動部分	<b>-</b>	-

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 21. INVENTORIES

		<b>31 December 2023</b>	31 December 2022
		<b>2023年</b>	2022年
		<b>12月31日</b>	12月31日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Merchandise	商品	<b>54,975</b>	33,212
Provision for impairment	減值撥備	<b>(838)</b>	(1,469)
Net carrying amount	賬面淨值	<b>54,137</b>	31,743

## 22. TRADE RECEIVABLES

		<b>31 December 2023</b>	31 December 2022
		<b>2023年</b>	2022年
		<b>12月31日</b>	12月31日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Trade receivables	貿易應收款項	<b>99,831</b>	103,878
Less: Provision for doubtful debts	減：呆賬撥備	<b>53,622</b>	56,281
Net carrying amount	賬面淨值	<b>46,209</b>	47,597

The Group's trading terms with its institutional customers and tenants are mainly on credit. The credit period is generally one month, extending up to three months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. At 31 December 2023, the Group had certain concentrations of credit risk as 34.14% (2022: 34.76%) of the Group's trade receivables were due from one of the Group's debtors. Trade receivables are non-interest-bearing.

## 21. 存貨

		<b>31 December 2023</b>	31 December 2022
		<b>2023年</b>	2022年
		<b>12月31日</b>	12月31日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元

## 22. 貿易應收款項

		<b>31 December 2023</b>	31 December 2022
		<b>2023年</b>	2022年
		<b>12月31日</b>	12月31日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元

本集團與其機構性客戶及租戶的交易條款主要以信貸為主。信貸期通常為一個月，而主要客戶則獲延長至最長達三個月。每名客戶已設定最高的信貸限額。本集團致力嚴格監控未收回的應收款項，並設有信貸監控部門以盡量減低信貸風險。高級管理層定期檢討逾期結餘。於2023年12月31日，由於本集團34.14% (2022年：34.76%) 的貿易應收款項乃應收本集團其中一名債務人的款項，故本集團面對若干集中的信貸風險。貿易應收款項為不計息。



**22. TRADE RECEIVABLES (continued)**

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date, net of loss allowance, is as follows:

		<b>31 December 2023 2023年 12月31日 RMB'000 人民幣千元</b>	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Within 90 days	90日內	<b>27,299</b>	9,436
Over 90 days and within one year	超過90日及1年內	<b>1,339</b>	6,534
Over one year	超過1年	<b>17,571</b>	31,627
Total	總計	<b>46,209</b>	47,597

The movements in the loss allowance for impairment of trade receivables are as follows:

		<b>31 December 2023 2023年 12月31日 RMB'000 人民幣千元</b>	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
At beginning of year	於年初	<b>56,281</b>	44,499
Impairment losses, net	減值虧損淨額	<b>950</b>	32,198
Amount written off as uncollectible	已撤銷為不可收回的金額	<b>(3,609)</b>	(20,416)
At end of year	於年末	<b>53,622</b>	56,281

**22. 貿易應收款項 (續)**

貿易應收款項於報告期末基於發票日期扣除虧損撥備的賬齡分析如下：

貿易應收款項減值虧損撥備的變動如下：

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 22. TRADE RECEIVABLES (continued)

The increase in the loss allowance was due to the following significant changes in the gross carrying amount:

- (i) Increase in the loss allowance of RMB950,000 (2022: RMB32,198,000) as a result of the allowance provided for certain trade receivables; and
- (ii) Decrease in the loss allowance of RMB3,609,000 (2022: RMB20,416,000) as a result of the write-off of certain trade receivables.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on ageing for groupings of various customer segments with similar loss patterns (i.e., by customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

## 22. 貿易應收款項 (續)

虧損撥備增加乃由於賬面總值出現以下重大變動所致：

- (i) 由於就若干貿易應收款項計提撥備，令虧損撥備增加人民幣950,000元（2022年：人民幣32,198,000元）；及
- (ii) 由於若干貿易應收款項撇銷，令虧損撥備減少人民幣3,609,000元（2022年：人民幣20,416,000元）。

本集團於各報告日期採用一個撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率根據具有類似虧損模式的多個客戶群組別（即按客戶類型劃分）的賬齡而釐定。該計算反映概率加權結果、貨幣時間價值及於報告日期可得有關過去事項、當前狀況及未來經濟狀況預測的合理及有根據資料。

**22. TRADE RECEIVABLES (continued)**

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2023

		Ageing 賬齡			Total 總計	
		Within 90 days 90日內	Over 90 days and within one year 超過90日及 1年內	Over one year 超過1年		
Expected credit loss rate	預期信貸虧損率	9.28%	76.61%	72.55%		53.71%
Gross carrying amount (RMB'000)	賬面總值 (人民幣千元)	30,090	5,724	64,017		99,831
Expected credit losses (RMB'000)	預期信貸虧損 (人民幣千元)	2,791	4,385	46,446	53,622	

As at 31 December 2022

於2022年12月31日

		Ageing 賬齡			Total 總計	
		Within 90 days 90日內	Over 90 days and within one year 超過90日及 1年內	Over one year 超過1年		
Expected credit loss rate	預期信貸虧損率	8.22%	34.49%	80.22%		54.18%
Gross carrying amount (RMB'000)	賬面總值 (人民幣千元)	26,665	17,173	60,040		103,878
Expected credit losses (RMB'000)	預期信貸虧損 (人民幣千元)	2,191	5,923	48,167	56,281	

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 23. PREPAYMENTS AND OTHER RECEIVABLES 23. 預付款項及其他應收款項

		<b>31 December</b>	31 December
		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>12月31日</b>	12月31日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Prepayments for constructions	建設預付款項	<b>76,544</b>	126,381
Land prepayment	土地預付款項	<b>63,700</b>	63,700
Prepaid expenses	預付開支	<b>77,104</b>	66,525
Earnest deposit for acquisition of subsidiaries	收購附屬公司誠意金	<b>101,875</b>	100,000
Deductible or refundable value added tax	可扣減或可退回增值稅	<b>88,946</b>	24,486
Receivable for proceeds from disposal of an equity interest in an associate	應收出售於一間聯營公司股權所得款項	<b>33,600</b>	-
Deposit for an additional capital injection as a non-controlling equity holder	作為非控股權益持有人額外注資的按金	<b>44,813</b>	395,000
Custodian deposits for Company's shares to be repurchased	本公司擬回購股份託管保證金	<b>-</b>	35,787
Other deposits and receivables*	其他按金及應收款項*	<b>93,917</b>	436,360
Due from related companies	應收關聯公司款項	<b>3,347</b>	10,877
		<b>583,846</b>	1,259,116
Less: Non-current portion	減：非流動部分	<b>146,630</b>	217,648
Total	總計	<b>437,216</b>	1,041,468
Provision for impairment	減值撥備	<b>(41,529)</b>	(50,570)
Net carrying amount	賬面淨值	<b>395,687</b>	990,898

\* The amount includes construction guarantee funds, bidding deposits and cash deposits relating to project construction works which are refundable after constructions, and other miscellaneous receivables.

\* 該款項包括與項目建設工程有關的建設保證金、投標按金及現金存款（有關款項可於建設後退回）以及其他雜項應收款項。

## 23. PREPAYMENTS AND OTHER RECEIVABLES (Continued)

Expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The loss rate applied as at 31 December 2023 ranged from 9% to 100% (2022: 8% to 88%).

The balance of prepayments as at 31 December 2023 includes long-term prepayment of RMB63,700,000 to a related company (2022: RMB63,700,000).

The amounts due from related companies are interest-free, unsecured and repayable on demand. The carrying amounts of these balances approximate to their fair values due to their relatively short maturity terms.

## 23. 預付款項及其他應收款項 (續)

預期信貸虧損透過應用虧損率方法參考本集團過往的虧損紀錄作出估計。虧損率於適當時予以調整，以反映當時情況及未來經濟狀況預測。於2023年12月31日，所採用的虧損率介乎9%至100%（2022年：8%至88%）。

於2023年12月31日的預付款項結餘包括向一間關聯公司預付的長期款項人民幣63,700,000元（2022年：人民幣63,700,000元）。

該等應收關聯公司款項為不計息、無抵押及須於要求時償還。由於到期日相對較短，該等結餘的賬面值與其公允價值相若。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 24. BIOLOGICAL ASSETS

## 24. 生物資產

		Sea lions 海獅 RMB'000 人民幣千元	Seals 海豹 RMB'000 人民幣千元	Dolphins 海豚 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日	5,756	524	700	6,980
Net gain from fair value adjustments (note 7)	公允價值調整的 淨收益(附註7)	4	21	-	25
At 31 December 2023	於2023年12月31日	5,760	545	700	7,005
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	5,773	234	700	6,707
Net gain from fair value adjustments (note 7)	公允價值調整的 淨收益(附註7)	(17)	290	-	273
At 31 December 2022	於2022年12月31日	5,756	524	700	6,980

The biological assets of the Group are all marine animals at various stages of development in Chinese Mainland, including sea lions, seals and dolphins which are classified as current assets. The quantities of sea lions, seals and dolphins owned by the Group at the end of 2023 are as follows:

本集團的生物資產指在中國內地處於不同成長階段的所有海洋生物，包括海獅、海豹及海豚，乃分類為流動資產。於2023年末，本集團所擁有的海獅、海豹及海豚數量如下：

		31 December 2023 2023年 12月31日 Head 頭	31 December 2022 2022年 12月31日 Head 頭
Sea lions	海獅	11	11
Seals	海豹	6	6
Dolphins	海豚	1	1
Total	總計	18	18

## 24. BIOLOGICAL ASSETS (continued)

The Group is exposed to a number of risks related to its biological assets. The Group is exposed to the following operating risks:

### (i) Regulatory and environmental risks

The Group is subject to laws and regulations in the location in which it operates breeding of sea lions, seals and dolphins. The Group has established environmental policies and procedures aiming at complying with local environmental and other laws. Management performs regular reviews to identify environmental risks and to ensure that the systems in place are adequate to manage these risks.

### (ii) Climate, disease and other natural risks

The Group's biological assets are exposed to the risk of damage from climatic changes, diseases and other natural forces. The Group has extensive processes in place aiming at monitoring and mitigating those risks, including regular inspections, disease controls and insurance.

The Group's biological assets were revalued on 31 December 2023 based on valuations performed, using the market approach or income approach, at RMB7,005,000. The fair value represents the amount of market value at which the assets could be exchanged between a knowledgeable, willing buyer and a knowledgeable, willing seller in an arm's length transaction at the date of valuation. The Group's conservation manager and the chief financial officer have discussions on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

## 24. 生物資產(續)

本集團面對多種與其生物資產有關的風險。本集團面臨以下經營風險：

### (i) 監管及環境風險

本集團須遵守其經營海獅、海豹及海豚繁殖所在地的法律及規例。本集團已制定以符合當地環境及其他法例為目標的環境政策及程序。管理層定期進行檢討，以確定環境風險及確保已設立的系統足以管理此等風險。

### (ii) 氣候、疾病及其他自然風險

本集團的生物資產面對氣候變化、疾病及其他自然力量所造成的損害風險。本集團設有廣泛的流程以監察及緩減有關風險，包括定期檢查、疾病控制及保險。

本集團的生物資產於2023年12月31日根據採用市場法或收入法所作的估值而重估為人民幣7,005,000元。公允價值指於估值當日由知情和有意交易的買賣雙方之間在公平磋商的交易中將資產轉手的市值金額。本集團的動物保育經理及財務總監會於就中期及年度財務報告進行估值時討論估值假設及估值結果，每年兩次。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 24. BIOLOGICAL ASSETS (continued)

### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's biological assets:

## 24. 生物資產(續)

### 公允價值等級

下表列明本集團的生物資產的公允價值計量等級：

#### Fair value measurement as at 31 December 2023 using

使用以下各項於2023年12月31日進行的公允價值計量

		Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total       RMB'000 人民幣千元
Recurring fair value measurement for: Biological assets	經常性公允價值 計量： 生物資產	-	1,926	5,079	7,005

#### Fair value measurement as at 31 December 2022 using

使用以下各項於2022年12月31日進行的公允價值計量

		Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total       RMB'000 人民幣千元
Recurring fair value measurement for: Biological assets	經常性公允價值 計量： 生物資產	-	1,901	5,079	6,980



**24. BIOLOGICAL ASSETS (continued)****Fair value hierarchy (continued)**

During the year ended 31 December 2023, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

**24. 生物資產(續)****公允價值等級(續)**

於截至2023年12月31日止年度，第一級及第二級公允價值計量之間並無轉移，亦無轉至或轉自第三級。

分類至公允價值等級第三級內的公允價值計量的對賬：

		<b>31 December 2023 2023年 12月31日 RMB'000 人民幣千元</b>	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	<b>6,980</b>	6,707
Net gain from fair value adjustments recognised in other income in profit or loss	於損益中的其他收益確認的 公允價值調整收益淨額	<b>25</b>	273
Carrying amount at 31 December	於12月31日的賬面值	<b>7,005</b>	6,980

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 24. BIOLOGICAL ASSETS (continued)

### Fair value hierarchy (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of biological assets:

	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range or weighted average 範圍或加權平均數 2023 2023年
Sea lions other than South American sea lions, seals and dolphins 海獅(不包括南美海獅)、海豹及海豚	Market method 市場法	Market price (RMB'000/head) 市場價格 (人民幣千元/頭)	90-700
		Transaction cost (RMB'000/head) 交易成本 (人民幣千元/頭)	0-18
South American sea lions 南美海獅	Income method 收入法	Market yearly rental (RMB'000/head) 市場每年租金 (人民幣千元/頭)	189-197
		Discount rate 折現率	11.0%
		Economic life (year) 經濟壽命(年)	10

Under the market method, fair value is estimated based on the market-determined prices adjusted with reference to the species, age, growing condition and cost incurred to reflect differences in characteristics and/or stages of growth of biological assets less transaction costs to sell. Under the income method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a biological asset interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the asset.

## 24. 生物資產(續)

### 公允價值等級(續)

以下為生物資產估值所用的估值方法及主要輸入數據之概要：

根據市場法，公允價值乃根據市場釐定價格釐定，其按照物種、年齡、成長情況及已產生成本作出調整，以反映生物資產在成長特徵及／或階段方面的差異，並減去出售的交易成本。根據收入法，公允價值乃採用有關資產壽命內所有權收益及負債的假設進行估計(包括退出價值或終端價值)。該方法涉及對生物資產權益的一連串現金流量的預測。市場衍生的折現率適用於預測現金流量以便確立與資產有關的收入流的現值。

**24. BIOLOGICAL ASSETS (continued)****Fair value hierarchy (continued)**

A significant increase (decrease) in the market price, market yearly rental and economic life in isolation would result in a significant increase (decrease) in the fair value of the biological assets. A significant increase (decrease) in transaction cost, discount rate in isolation would result in a significant decrease (increase) in the fair value of the biological assets.

**25. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS****24. 生物資產(續)****公允價值等級(續)**

市場價格、市場每年租金及經濟壽命單獨大幅增加(減少)將導致生物資產的公允價值大幅增加(減少)。交易成本、折現率單獨大幅增加(減少)將導致生物資產的公允價值大幅減少(增加)。

**25. 現金及現金等值物以及已抵押存款**

		<b>31 December 2023</b>	31 December 2022
		<b>2023年</b>	2022年
		<b>12月31日</b>	12月31日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Cash and bank balances	現金及銀行結餘	<b>1,708,176</b>	1,249,708
Less: Pledged for interest-bearing bank loans (note 29)	減：已就計息銀行貸款抵押(附註29)	<b>5,912</b>	5,075
Unpledged cash and cash equivalents	無抵押現金及現金等值物	<b>1,702,264</b>	1,244,633
Less: Frozen or restricted cash and bank balances*	減：被凍結或受限制現金及銀行結餘*	<b>6,854</b>	18,938
Unpledged, unfrozen and unrestricted cash and cash equivalents	無抵押、無凍結及不受限制現金及現金等值物	<b>1,695,410</b>	1,225,695

\* At 31 December 2023, certain bank accounts of the Group of RMB6,854,000 (2022: RMB18,938,000) (note 35) were frozen by certain court for preservation.

\* 於2023年12月31日，本集團若干銀行賬戶涉款人民幣6,854,000元(2022年：人民幣18,938,000元)(附註35)被某法院凍結保全。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 25. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS (continued)

At the end of the reporting period, the cash and bank balances and the time deposits of the Group denominated in RMB amounted to RMB1,706,591,000 (2022: RMB1,241,317,000). The RMB is not freely convertible into other currencies, however, under Chinese Mainland'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 earns interest at floating rates based on daily bank deposit rates. The cash and bank balances and pledged bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents and the pledged bank balances approximate to their fair values.

## 26. TRADE PAYABLES

Within one year	一年內
Over one year	超過一年
Total	總計
Less: Non-current portion	減：非流動部分
Current portion	流動部分

The trade payables are non-interest-bearing and are normally settled on terms of 30 to 180 days other than the trade payables to those suppliers agreeing to extend the credit period to more than one year from 31 December 2023.

## 25. 現金及現金等值物以及已抵押存款(續)

於報告期末，本集團以人民幣計值的現金及銀行結餘以及定期存款為人民幣1,706,591,000元(2022年：人民幣1,241,317,000元)。人民幣不可自由兌換為其他貨幣，然而，依據中國內地的外匯管制條例及結匯、售匯及付匯管理規定，本集團獲准通過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

銀行現金根據每日銀行存款利率按浮動利率賺取利息。現金及銀行結餘以及已抵押銀行結餘存入信譽良好且近期並無拖欠記錄的銀行。現金及現金等值物以及已抵押銀行結餘的賬面值與其公允價值相若。

## 26. 貿易應付款項

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Within one year	一年內	840,751	374,345
Over one year	超過一年	560,980	802,493
Total	總計	1,401,731	1,176,838
Less: Non-current portion	減：非流動部分	666,170	526,849
Current portion	流動部分	735,561	649,989

貿易應付款項為不計息，而除同意自2023年12月31日起將信貸期延長至一年以上的供應商的貿易應付款項外，一般按30日至180日的賬期支付。

**26. TRADE PAYABLES (continued)**

The Group has been granted extended credit terms by certain of the Group's suppliers and service providers for RMB723,159,000, after discounting, for repayment of trade payables to be due after 31 December 2024.

The fair values of trade payables approximate to their carrying amounts.

**26. 貿易應付款項 (續)**

本集團已獲其若干供應商及服務提供商延長信貸期，可於2024年12月31日後償還將到期的貿易應付款項人民幣723,159,000元(折讓後)。

貿易應付款項的公允價值與其賬面值相若。

**27. OTHER PAYABLES AND ACCRUALS****27. 其他應付款項及應計費用**

			<b>31 December 2023</b>	31 December 2022
			<b>2023年 12月31日</b>	2022年 12月31日
		<i>Notes</i>	<b><i>RMB'000</i></b>	<i>RMB'000</i>
		<i>附註</i>	<b><i>人民幣千元</i></b>	<i>人民幣千元</i>
Contract liabilities	合約負債	<i>(a)</i>	<b>264,959</b>	53,503
Other payables	其他應付款項	<i>(b)</i>	<b>495,874</b>	519,365
Accruals	應計費用		<b>21,821</b>	8,485
Due to related companies	應付關聯公司款項		<b>3,782</b>	2,861
Total	總計		<b>786,436</b>	584,214
Less: Non-current portion	減：非流動部分		<b>104,971</b>	139,912
Current portion	流動部分		<b>681,465</b>	444,302

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 27. OTHER PAYABLES AND ACCRUALS (continued)

Notes:

- (a) Details of contract liabilities are as follows:

		<b>31 December</b>	31 December
		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>12月31日</b>	12月31日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
<i>Short-term advances received from customers</i>	<i>客戶提供的短期墊款</i>		
Park operation	公園營運	<b>226,687</b>	51,852
Consultancy and management service	諮詢及管理服務	<b>38,272</b>	1,651
Total	總計	<b>264,959</b>	53,503

Contract liabilities include park operation services, consultancy and management services. The increase in contract liabilities in 2023 was mainly due to the increase in short-term advances received from customers in relation to the provision of park operation services, consultancy and management services at the end of the year.

- (b) Except for the non-current portion of other payables which are repayable after one year from 31 December 2023, the remaining other payables are unsecured, non-interest-bearing and repayable on demand.

## 28. ADVANCES FROM CUSTOMERS

Advances from customers mainly represent rentals received in advance for the Group as a lessor.

## 27. 其他應付款項及應計費用 (續)

附註：

- (a) 合約負債詳情如下：

	<b>31 December</b>	31 December
	<b>2023</b>	2022
	<b>2023年</b>	2022年
	<b>12月31日</b>	12月31日
	<b>RMB'000</b>	RMB'000
	<b>人民幣千元</b>	人民幣千元

合約負債包括公園營運服務、諮詢及管理服務。合約負債於2023年增加，主要由於年底就提供公園營運服務、諮詢及管理服務而收取客戶的短期墊款增加所致。

- (b) 除須於2023年12月31日起計一年後償還的其他應付款項的非流動部分外，餘下其他應付款項為無抵押、不計息及須於要求時償還。

## 28. 客戶預付款

客戶預付款主要指本集團作為出租人預先收取的租金。

## 29. INTEREST-BEARING BANK AND OTHER BORROWINGS AND LEASE LIABILITIES

## 29. 計息銀行及其他借款及租賃負債

		31 December 2023 2023年12月31日			31 December 2022 2022年12月31日		
		Effective Interest rate (%) 實際利率 (%)	Maturity 到期日	RMB'000 人民幣千元	Effective Interest rate (%) 實際利率 (%)	Maturity 到期日	RMB'000 人民幣千元
Current	流動						
Other loans – secured*	其他貸款 – 有抵押*	7-12	2024	96,065	7-12	2023	61,189
Bank loans – secured*	銀行貸款 – 有抵押*	3-5	2024	317,904	3-7	2023	442,042
Current portion of long term bank loans – secured	長期銀行貸款的 流動部分 – 有抵押	4-7	2024	989,566	4-7	2023	957,989
Subtotal of interest-bearing bank and other borrowings	計息銀行及 其他借款小計			1,403,535			1,461,220
Lease liabilities (note 14(b))	租賃負債(附註14(b))	5	2024	35,087	5	2023	25,833
Total – current	總計 – 流動			1,438,622			1,487,053
Non-current	非流動						
Other loans – secured*	其他貸款 – 有抵押*	7-12	2025-2028	164,993	7	2024-2025	64,591
Bank loans – secured	銀行貸款 – 有抵押	4-7	2025-2033	4,574,340	4-7	2024-2030	3,623,356
Subtotal of interest-bearing bank and other borrowings	計息銀行及 其他借款小計			4,739,333			3,687,947
Lease liabilities (note 14(b))	租賃負債(附註14(b))	5	2025-2033	121,017	5	2024-2032	92,730
Total – non-current	總計 – 非流動			4,860,350			3,780,677
Total	總計			6,298,972			5,267,730

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 29. INTEREST-BEARING BANK AND OTHER BORROWINGS AND LEASE LIABILITIES (continued)

- \* The Group entered into certain sale and leaseback agreements on certain of its property, plant and equipment and investment properties. These agreements were in substance accounted for as financing arrangements to obtain secured loans with an aggregate amount of RMB231,058,000 at 31 December 2023 (2022: RMB95,780,000). The carrying value of the Group's underlying assets at 31 December 2023 under the aforesaid arrangements was RMB150,168,000 (2022: RMB68,830,000).

Haichang China, a subsidiary of the Company, entered into agreements with a financial institution which was guaranteed by Mr. Qu Cheng, a director of the Company, for certain borrowings of RMB30,000,000 to the Group at 31 December 2023 (2022: RMB30,000,000).

An analysis of the carrying amounts of borrowings by type of interest rate is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Fixed interest rate	固定利率	2,251,247	3,560,894
Variable interest rate	浮動利率	4,047,725	1,706,836
Total	總計	6,298,972	5,267,730

## 29. 計息銀行及其他借款及租賃負債(續)

- \* 本集團就其若干物業、廠房及設備及投資物業訂立了若干銷售及回租協議。此等協議實質上入賬列為融資安排，以獲取有抵押貸款，於2023年12月31日的總額為人民幣231,058,000元(2022年：人民幣95,780,000元)。本集團於上述安排下的相關資產於2023年12月31日的賬面值為人民幣150,168,000元(2022年：人民幣68,830,000元)。

本公司的附屬公司海昌中國就於2023年12月31日本集團已獲授的若干借款人民幣30,000,000元(2022年：人民幣30,000,000元)與一間金融機構訂立協議，由本公司董事曲程先生擔保。

對按利率類型劃分的借款賬面值之分析如下：



29. INTEREST-BEARING BANK AND OTHER  
BORROWINGS AND LEASE LIABILITIES  
(continued)29. 計息銀行及其他借款及租  
賃負債(續)

		<b>31 December</b>	31 December
		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>12月31日</b>	12月31日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Analysed into:	分析為：		
Bank loans repayable:	須於以下期間償還的銀行貸款：		
Within one year or on demand	一年內或按要求	<b>1,307,470</b>	1,400,031
In the second year	第二年內	<b>798,958</b>	1,122,026
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)	<b>2,300,271</b>	1,726,528
Beyond five years	超過五年	<b>1,475,111</b>	774,802
Subtotal	小計	<b>5,881,810</b>	5,023,387
Other borrowings repayable:	須於以下期間償還的其他借款：		
Within one year or on demand	一年內或按要求	<b>96,065</b>	61,189
In the second year	第二年內	<b>61,967</b>	33,542
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)	<b>103,026</b>	31,049
Subtotal	小計	<b>261,058</b>	125,780
Lease liabilities:	租賃負債：		
Within one year or on demand	一年內或按要求	<b>35,087</b>	25,833
In the second year	第二年內	<b>25,987</b>	25,940
In the third to fifth years, inclusive	第三至第五年內(包括首尾兩年)	<b>57,977</b>	43,551
Beyond five years	超過五年	<b>37,053</b>	23,239
Subtotal	小計	<b>156,104</b>	118,563
Total	總計	<b>6,298,972</b>	5,267,730

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 29. INTEREST-BEARING BANK AND OTHER BORROWINGS AND LEASE LIABILITIES (continued)

The Group's bank and other loans were secured by the pledges of the Group's assets with carrying values at 31 December 2023 and 2022 as follows:

			<b>31 December 2023</b>	31 December 2022
			<b>2023年 12月31日</b>	2022年 12月31日
		<i>Notes</i>	<b>RMB'000</b>	<i>RMB'000</i>
		<i>附註</i>	<b>人民幣千元</b>	<i>人民幣千元</i>
Theme park's buildings and machinery	主題公園的 建築物及機器	12	<b>2,336,823</b>	1,053,871
Right-of-use assets	使用權資產	14(a)	<b>1,228,254</b>	825,641
Pledged bank balances	已抵押銀行結餘	25	<b>5,912</b>	5,075
Investment properties classified as held for sale	分類為持作出售的 投資物業	13	<b>203,850</b>	244,800

The Group pledged its 100% equity in Chongqing Caribbean for certain borrowings of RMB560,000,000 granted to the Group at 31 December 2023 (2022: RMB150,000,000).

The Group pledged its 100% equity in Zhengzhou Tourism for certain borrowings of RMB150,000,000 granted to the Group at 31 December 2023 (2022: Nil).

Dalian Tourism pledged its 58.3% equity in LHT for certain bank borrowings of RMB290,574,000 granted to the Group at 31 December 2023 (2022: RMB350,678,000).

## 29. 計息銀行及其他借款及租賃負債(續)

本集團的銀行及其他貸款以本集團於2023年及2022年12月31日下列賬面值的資產作為抵押：

本集團已就於2023年12月31日其已獲授的若干借款人民幣560,000,000元(2022年：人民幣150,000,000元)，將其於重慶加勒比海的100%權益抵押。

本集團已就於2023年12月31日其已獲授的若干借款人民幣150,000,000元(2022年：無)，將其於鄭州旅遊的100%權益抵押。

大連旅遊就於2023年12月31日本集團已獲授的若干銀行借款人民幣290,574,000元(2022年：人民幣350,678,000元)將其於大連虎灘的58.3%權益抵押。

## 29. INTEREST-BEARING BANK AND OTHER BORROWINGS AND LEASE LIABILITIES (continued)

In addition to the pledges of the Group's assets, 大連海昌集團有限公司 (“**Dalian Haichang Group**”), a related company, provided guarantees for certain borrowings of RMB2,557,900,000 granted to the Group at 31 December 2023 (2022: RMB962,889,000).

In addition to the pledges of the Group's assets, 曲乃杰 (“**Mr. Qu**”, an executive director of the Company), 程春萍 (“**Ms. Cheng**”, spouse of Mr. Qu), Mr. Qu Cheng (an executive director of the Company) and 楊迪 (“**Ms. Yang**”, spouse of Mr. Qu Cheng) provided personal guarantees for certain borrowings of RMB4,790,795,000 granted to the Group at 31 December 2023 (2022: RMB4,043,327,000).

All the Group's borrowings are denominated in RMB.

## 29. 計息銀行及其他借款及租賃負債(續)

除本集團資產質押外，關聯公司大連海昌集團有限公司(「**大連海昌集團**」)亦已就於2023年12月31日本集團已獲授的若干借款人民幣2,557,900,000元(2022年：人民幣962,889,000元)提供擔保。

除本集團資產質押外，曲乃杰(「**曲先生**」，本公司的執行董事)、程春萍(「**程女士**」，曲先生的配偶)、曲程先生(本公司的執行董事)及楊迪(「**楊女士**」，曲程先生的配偶)亦已就於2023年12月31日本集團已獲授的若干借款人民幣4,790,795,000元(2022年：人民幣4,043,327,000元)提供個人擔保。

本集團所有的借款均以人民幣計值。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 30. GOVERNMENT GRANTS

### 30. 政府補貼

		<b>31 December 2023</b>	31 December 2022
		<b>2023年</b>	2022年
		<b>12月31日</b>	12月31日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	<b>418,481</b>	436,243
Received during the year	年內收取	<b>44,911</b>	36,326
Recognised in profit or loss (note 6)	於損益中確認(附註6)	<b>(58,870)</b>	(54,088)
Carrying amount at 31 December	於12月31日的賬面值	<b>404,522</b>	418,481
Current	流動	<b>13,678</b>	15,329
Non-current	非流動	<b>390,844</b>	403,152
Total	總計	<b>404,522</b>	418,481

Government grants have been received either for the construction of certain items of property, plant and equipment, properties under development, investment properties or for business development of the subsidiaries of the Group. There are no unfulfilled conditions and contingencies relating to these grants.

政府補貼乃就建設若干物業、廠房及設備項目、發展中物業、投資物業或就本集團之附屬公司的業務發展而獲授。並無任何有關該等補助的未達成條件及或然事項。

## 31. SHARE CAPITAL

## Shares

## 31. 股本

## 股份

		<b>31 December</b>	31 December
		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>12月31日</b>	12月31日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Issued and fully paid:	已發行及繳足：		
8,114,002,000 (2023: 8,114,002,000)	8,114,002,000股		
ordinary shares	(2023年：8,114,002,000股) 普通股	<b>2,489</b>	2,489

A summary of movements in the Company's share capital is as follows:

本公司股本變動情況概述如下：

		<b>Number of</b>	<b>Share capital</b>
		<b>shares in issue</b>	<b>股本</b>
		<b>已發行股份數目</b>	<b>RMB'000</b>
			<b>人民幣千元</b>
At 1 January 2022	於2022年1月1日	4,000,000,000	2,451
Issue of shares	發行股份	57,001,000	38
Immediately before the share subdivision	緊接股份拆細前	4,057,001,000	2,489
Effect of the share subdivision	股份拆細的影響	4,057,001,000	-
At 31 December 2022, 1 January 2023 and 31 December 2023	於2022年12月31日、2023年1月1日及2023年12月31日	8,114,002,000	2,489

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 32. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

### (a) Capital reserve

The amounts represent deemed contributions from equity holders less deemed distributions to equity holders, considerations paid by the Group to non-controlling equity holders over their then share of net assets of subsidiaries acquired, and dilution upon capital contributions by the non-controlling equity holders.

### (b) Statutory reserves

In accordance with the PRC Company Law and the PRC subsidiaries' articles of association, each subsidiary registered in the PRC as a domestic company is required to appropriate 10% of its annual statutory net profit as determined under generally accepted accounting principles of The People's Republic of China ("PRC GAAP") (after offsetting any prior years' losses) to the statutory surplus reserves. When the balance of this reserve fund reaches 50% of the entity's capital, any further appropriation is optional. The statutory reserves can be utilised to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserves must be maintained at a minimum of 25% of the capital after these usages.

## 32. 儲備

本集團於本年度及以往年度的儲備金額及其變動已載於合併權益變動表。

### (a) 資本儲備

該款項指視為權益持有人注資減視為分派予權益持有人、本集團向非控股權益持有人就其當時分佔所收購附屬公司資產淨值支付代價及非控股權益持有人注資時的攤薄。

### (b) 法定儲備

根據中國公司法及中國附屬公司的章程細則，在中國註冊為內資公司的附屬公司各自須撥出10%的年度法定純利（經抵銷任何往年虧損後）至法定盈餘儲備。年度法定純利按中華人民共和國公認會計準則（「中國會計準則」）釐定。倘該儲備金結餘達該實體資本的50%，則可選擇作出任何額外撥款。法定儲備可用作抵銷往年虧損或增資。然而，作上述用途後，該法定盈餘儲備結餘須維持為不少於資本的25%。

### 33. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

#### LHT

		<b>2023</b>	2022
		<b>2023年</b>	2022年
Percentage of equity interest held by non-controlling interests:	非控股權益持有之股本權益百分比：		
LHT	大連虎灘	<b>41.7%</b>	41.7%
Haipeng Jiayue	海芄嘉悅	<b>40.0%</b>	-

		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元

Profit/(loss) for the year allocated to non-controlling interests:	分配至非控股權益的年內利潤／(虧損)：		
LHT	大連虎灘	<b>32,398</b>	12,342
Haipeng Jiayue	海芄嘉悅	<b>(17,349)</b>	-

Accumulated balances of non-controlling interests at the reporting date	於報告日期的非控股權益累積結餘		
LHT	大連虎灘	<b>64,689</b>	32,291
Haipeng Jiayue	海芄嘉悅	<b>17,062</b>	-

### 33. 具有重大非控股權益的部分擁有附屬公司

具有重大非控股權益的本集團附屬公司詳情如下：

#### 大連虎灘

<b>2023</b>	2022
<b>2023年</b>	2022年

<b>2023</b>	2022
<b>2023年</b>	2022年
<b>RMB'000</b>	RMB'000
<b>人民幣千元</b>	人民幣千元

<b>32,398</b>	12,342
<b>(17,349)</b>	-

<b>64,689</b>	32,291
<b>17,062</b>	-

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 33. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (continued)

#### LHT (continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

2023	2023年	LHT 大連虎灘 RMB'000 人民幣千元	Haipeng Jiayue 海其嘉悅 RMB'000 人民幣千元
Revenue	收入	172,295	93,030
Total expenses	總開支	(91,300)	(136,308)
Net profit/(loss) and total comprehensive income/(loss) for the year	年內純利／(虧損)及全面收益／(虧損)總額	80,995	(43,278)
Current assets	流動資產	217,307	74,226
Non-current assets	非流動資產	44,808	219,600
Current liabilities	流動負債	(96,365)	(163,136)
Non-current liabilities	非流動負債	(1,423)	(104,779)
Net cash flows from operating activities	經營活動產生的淨現金流量	21,045	1,375
Net cash flows used in investing activities	投資活動所用淨現金流量	(18,824)	(133,277)
Net cash flows from financing activities	融資活動產生的淨現金流量	-	134,012
Net increase in cash and cash equivalents	現金及現金等值物增加淨額	2,221	2,110

### 33. 具有重大非控股權益的部分擁有附屬公司(續)

#### 大連虎灘(續)

下表列載上述附屬公司的財務資料概要。所披露金額並未計及任何集團內公司間的抵銷：



## 33. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (continued)

## LHT (continued)

## 33. 具有重大非控股權益的部分擁有附屬公司(續)

## 大連虎灘(續)

2022	2022年	Haipeng Jiayue	
		LHT 大連虎灘 RMB'000 人民幣千元	海芄嘉悅 RMB'000 人民幣千元
Revenue	收入	51,170	-
Total expenses	總開支	(82,025)	-
Net loss and total comprehensive loss for the year	年內純損及全面虧損總額	(30,855)	-
Current assets	流動資產	170,242	-
Non-current assets	非流動資產	47,358	-
Current liabilities	流動負債	(114,202)	-
Non-current liabilities	非流動負債	(1,423)	-
Net cash flows from operating activities	經營活動產生的淨現金流量	876	-
Net cash flows used in investing activities	投資活動所用淨現金流量	(2,583)	-
Net decrease in cash and cash equivalents	現金及現金等值物減少淨額	(1,707)	-

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### (a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB89,077,000 (2022: RMB88,414,000) and RMB72,806,000 (2022: RMB88,414,000), respectively, in respect of lease arrangements for plant and equipment.

### (b) Changes in liabilities arising from financing activities

2023

## 34. 合併現金流量表附註

### (a) 主要非現金交易

年內，本集團就廠房及設備的租賃安排非現金增添使用權資產及租賃負債分別人民幣89,077,000元（2022年：人民幣88,414,000元）及人民幣72,806,000元（2022年：人民幣88,414,000元）。

### (b) 融資活動產生之負債變化

2023年

		<b>Lease liabilities</b>	<b>Interest-bearing bank and other borrowings</b>
		租賃負債	計息銀行及其他借款
		<b>RMB'000</b>	<b>RMB'000</b>
		人民幣千元	人民幣千元
At 1 January 2023	於2023年1月1日	<b>118,563</b>	<b>5,149,167</b>
Changes from financing cash flows	融資現金流量變動	<b>(31,059)</b>	<b>706,931</b>
New leases	新增租賃	<b>72,806</b>	-
Interest expense	利息開支	<b>9,026</b>	<b>288,599</b>
Interest paid classified as operating cash flows	分類為經營現金流量的已付利息	<b>(9,026)</b>	<b>(1,789)</b>
Revision of lease terms	租期修訂	<b>(4,206)</b>	-
At 31 December 2023	於2023年12月31日	<b>156,104</b>	<b>6,142,868</b>

## 34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

## (b) Changes in liabilities arising from financing activities (continued)

2022

		Lease liabilities 租賃負債 RMB'000 人民幣千元	Interest-bearing bank and other borrowings 計息銀行及其他借款 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	60,365	5,193,968
Changes from financing cash flows	融資現金流量變動	(17,941)	(103,578)
New leases	新增租賃	88,414	-
Interest expense	利息開支	4,370	-
Interest paid	已付利息	(4,370)	58,777
Revision of lease terms	租期修訂	(12,275)	-
At 31 December 2022	於2022年12月31日	118,563	5,149,167

## (c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within operating activities	經營活動內	(9,026)	(4,370)
Within financing activities	融資活動內	31,059	17,941
Total	總計	22,033	13,571

## 34. 合併現金流量表附註(續)

## (b) 融資活動產生之負債變化(續)

2022年

	租賃負債 RMB'000 人民幣千元	計息銀行及其他借款 RMB'000 人民幣千元
At 1 January 2022	60,365	5,193,968
Changes from financing cash flows	(17,941)	(103,578)
New leases	88,414	-
Interest expense	4,370	-
Interest paid	(4,370)	58,777
Revision of lease terms	(12,275)	-
At 31 December 2022	118,563	5,149,167

## (c) 租賃的現金流出總額

計入現金流量表內的租賃的現金流出總額如下：

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within operating activities	(9,026)	(4,370)
Within financing activities	31,059	17,941
Total	22,033	13,571

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 35. CONTINGENT LIABILITIES

During 2023, certain suppliers of the Group filed claims to the People's Court of Pudong New Area in Chinese Mainland against the Group for overdue payments of construction costs of approximately RMB12,585,000 and the interests arising from the overdue payments of construction costs of approximately RMB305,000. As at 31 December 2023, a bank account of the Group of RMB2,592,000 was frozen by People's Court of Pudong New Area for property preservation. As of the date of approval of the financial statements, the trials of the cases are yet to be scheduled. The Group has made full provision for payments of construction costs due to the possibility of the Group taking settlement responsibility on the basis of the available evidence and legal advice taken. The directors of the Company are of the opinion that, the interests claimed are without merits and the possibility for the Group to be subject to additional interest claims was remote and no provision has been made for the interests claimed.

## 36. COMMITMENTS

The Group had the following contractual commitments at the end of the reporting period:

## 35. 或然負債

於2023年，本集團若干供應商入稟中國內地浦東新區人民法院，向本集團索償逾期的建築成本款項約人民幣12,585,000元及由於有關逾期建築成本款項產生的利息約人民幣305,000元。於2023年12月31日，本集團銀行賬戶涉款人民幣2,592,000元已被浦東新區人民法院凍結作財產保全。於財務報表批准日期，案件尚未排期審訊。基於現有證據及已聽取法律意見，考慮到本集團須承擔付款責任的可能性，本集團已就建築成本款項作全數撥備。本公司董事認為，索償利息並無法律依據，且本集團須支付額外利息索償款的可能性極低，故並無就所索償利息作出撥備。

## 36. 承擔

於報告期末本集團有以下合約承擔：

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	505,580	470,351
Right-of-use assets	使用權資產	138,000	138,000
Total	總計	643,580	608,351

### 37. RELATED PARTY TRANSACTIONS AND BALANCES

The related companies with which the Group had transactions were as follows:

### 37. 關連人士交易及結餘

本集團與之訂立交易的關聯公司如下：

Name of related party	Relationship with the Group during the year
關連人士姓名／名稱	年內與本集團的關係
Mr. Qu Cheng 曲程先生	Son of Mr. Qu and executive director of the Company 曲先生的兒子及本公司執行董事
Ms. Yang 楊女士	Spouse of Mr. Qu Cheng 曲程先生的配偶
Mr. Qu 曲先生	Executive director and chief executive officer of the Company 本公司執行董事兼行政總裁
Ms. Cheng 程女士	Spouse of Mr. Qu 曲先生的配偶
大連海昌企業發展有限公司 ("Haichang Corporation Development")	Mr. Qu and Ms. Cheng are beneficial equity holders
大連海昌企業發展有限公司(「海昌企業發展」)	曲先生及程女士為實益權益持有人
煙台海昌旅遊發展有限公司 ("Yantai Haichang Tourism Development")	Mr. Qu and Ms. Cheng are beneficial equity holders
煙台海昌旅遊發展有限公司(「煙台海昌旅遊發展」)	曲先生及程女士為實益權益持有人
大連東方水城發展有限公司 ("Dalian Oriental Watertown Development")	Mr. Qu and Ms. Cheng are beneficial equity holders
大連東方水城發展有限公司(「大連東方水城發展」)	曲先生及程女士為實益權益持有人
大連瑞昌融資租賃有限公司 ("Dalian Ruichang Lease")	A joint venture of a beneficial shareholder of the Company
大連瑞昌融資租賃有限公司(「大連瑞昌租賃」)	本公司實益股東的合營公司
Changsha Park*	An associate of the Group
長沙公園*	本集團的聯營公司

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 37. RELATED PARTY TRANSACTIONS AND BALANCES (continued) 37. 關連人士交易及結餘(續)

Name of related party	Relationship with the Group during the year
關連人士姓名／名稱	年內與本集團的關係
三亞海昌旅業發展有限公司 ("Sanya Development")	Mr. Qu and Ms. Cheng are beneficial equity holders
三亞海昌旅業發展有限公司(「三亞發展」)	曲先生及程女士為實益權益持有人
Dalian Haichang Group	Mr. Qu and Ms. Cheng are beneficial equity holders
大連海昌集團	曲先生及程女士為實益權益持有人
大連海昌置地休閒旅遊度假有限公司廣鹿島度假酒店 ("Dalian Haichang Property Guanglu Island Hotel")	Mr. Qu and Ms. Cheng are beneficial equity holders
大連海昌置地休閒旅遊度假有限公司 廣鹿島度假酒店	曲先生及程女士為實益權益持有人
大連海昌商業運營管理有限公司	Mr. Qu and Ms. Cheng are beneficial equity holders
大連海昌商業運營管理有限公司 ("Haichang Business Operation")	曲先生及程女士為實益權益持有人
大連海昌商業運營管理有限公司(「海昌商業運營」)	曲先生及程女士為實益權益持有人
大連海昌海珍品養殖有限公司 ("Haichang Seafood Cultivation")	Mr. Qu and Ms. Cheng are beneficial equity holders
大連海昌海珍品養殖有限公司(「海昌海珍品養殖」)	曲先生及程女士為實益權益持有人
大連海昌船運有限公司 ("Dalian Haichang Shipping")	Mr. Qu and Ms. Cheng are beneficial equity holders
大連海昌船運有限公司(「大連海昌船運」)	曲先生及程女士為實益權益持有人
大連海昌房地產集團有限公司 ("Dalian Haichang Property")	Mr. Qu and Ms. Cheng are beneficial equity holders
大連海昌房地產集團有限公司(「大連海昌房地產」)	曲先生及程女士為實益權益持有人

\* Changsha Park had no longer been an associate of the Group since 8 October 2023.

\* 長沙公園自2023年10月8日起不再為本集團的聯營公司。

## 37. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

## (a) Related party transactions

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

## 37. 關連人士交易及結餘 (續)

## (a) 關連人士交易

除此等財務報表內其他地方詳述的該等交易外，本集團年內與關連人士訂有以下重大交易：

			2023	2022
			2023年	2022年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
<i>Rental income:</i>	<i>租金收入：</i>			
Yantai Haichang Tourism Development	煙台海昌旅遊發展	(a)(i)	-	716
<i>Consultancy and management service income:</i>	<i>諮詢及管理服務收入：</i>			
Changsha Park	長沙公園	(a)(ii)	2,753	10,617
<i>Rental fee:</i>	<i>租賃費用：</i>			
Dalian Haichang Property Guanglu Island Hotel	大連海昌置地廣鹿島酒店	(a)(iii)	1,160	1,160
<i>Revenue from ticket sales:</i>	<i>門票銷售收入：</i>			
Yantai Haichang Tourism Development	煙台海昌旅遊發展	(a)(iv)	460	-
<i>Revenue from hotel operations:</i>	<i>酒店營運收入：</i>			
Dalian Haichang Property	大連海昌房地產	(a)(v)	4	-
<i>Payment of expenses on behalf of:</i>	<i>代表以下公司 支付費用：</i>			
Dalian Haichang Group	大連海昌集團		-	210
<i>Purchase of goods:</i>	<i>採購貨品：</i>			
Haichang Seafood Cultivation	海昌海珍品養殖	(a)(vi)	690	10
<i>Interest income:</i>	<i>利息收入：</i>			
Dalian Haichang Shipping	大連海昌船運	(a)(vii)	-	2,880

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 37. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

### (a) Related party transactions (continued)

Notes:

- (i) The Group terminated the lease agreement with Yantai Haichang Tourism Development. No rental income was derived in 2023 from Yantai Haichang Tourism Development (2022: RMB716,000).
- (ii) The Group entered into operation management service agreements with Changsha Park, pursuant to which the Group would provide consultancy services with a total amount of the contracts of RMB16,000,000 for planning and design, construction and making preparations for the scheduled opening of the park. During the period from 1 January 2023 to 8 October 2023, the Group offered park design and consultancy services to Changsha Park, and recognised consultancy service income of RMB2,753,000 (2022: RMB10,617,000).
- (iii) The Group renewed the lease agreement with Dalian Haichang Property Guanglu Island Hotel with a term of one year from 1 January 2023 to 31 December 2023 for RMB1,160,000. The rental fee for the year ended 31 December 2023 charged by Dalian Haichang Property Guanglu Island Hotel was RMB1,160,000 (2022: RMB1,160,000).

## 37. 關連人士交易及結餘 (續)

### (a) 關連人士交易 (續)

附註：

- (i) 本集團已終止與煙台海昌旅遊發展的租賃協議。2023年並未自煙台海昌旅遊發展獲得租金收入(2022年：人民幣716,000元)。
- (ii) 本集團與長沙公園訂立運營管理服務協議，據此，本集團將就公園的規劃及設計、建設及如期開業籌備工作提供總合約金額為人民幣16,000,000元的諮詢服務。於2023年1月1日起至2023年10月8日期間內，本集團向長沙公園提供公園設計及諮詢服務，並確認諮詢服務收入人民幣2,753,000元(2022年：人民幣10,617,000元)。
- (iii) 本集團與大連海昌置地廣鹿島酒店續訂租賃協議，租期為自2023年1月1日起至2023年12月31日止為期一年，租金人民幣1,160,000元。大連海昌置地廣鹿島酒店就截至2023年12月31日止年度收取的租金收入為人民幣1,160,000元(2022年：人民幣1,160,000元)。



### 37. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

#### (a) Related party transactions (continued)

Notes: (continued)

- (iv) During the year 2023, the Group recognised revenue from ticket sales of RMB460,000 from Yantai Haichang Tourism Development (2022: Nil). The transaction was made according to the terms of contract mutually agreed.
- (v) During the year 2023, the Group recognised revenue from hotel operations of RMB4,000 from Dalian Haichang Property (2022: Nil). The transaction was made according to the terms of contract mutually agreed.
- (vi) In the opinion of the directors of the Company, the purchase between the Group and Haichang Seafood Cultivation was conducted according to the contracts mutually agreed.
- (vii) The Group charged interest for an amount relating to a sale and leaseback arrangement with an effective interest rate of 9% per annum.
- (viii) During the year 2023, Mr. Qu, Ms. Cheng, Mr. Qu Cheng and/or Ms. Yang provided guarantees for certain borrowings of RMB4,790,795,000 granted to the Group (2022: RMB4,043,327,000) at nil consideration.
- (ix) During the year 2023, Dalian Haichang Group pledged certain of its property, plant and equipment for a borrowing of RMB10,000,000 granted to the Group (2022: RMB10,000,000) at nil consideration.
- (x) The Group pledged its upcoming rental income from a tenant and revenue from a self-operated restaurant during 2023 to 2027 for certain borrowing of RMB10,000,000 granted to the Group at 31 December 2023 (2022: Nil). Dalian Haichang Group provided financial guarantees for the loan.

### 37. 關連人士交易及結餘 (續)

#### (a) 關連人士交易 (續)

附註：(續)

- (iv) 於2023年內，本集團自煙台海昌旅遊發展確認門票銷售收入人民幣460,000元(2022年：無)。該交易乃根據雙方協定的合約條款進行。
- (v) 於2023年內，本集團自大連海昌房地產確認酒店營運收入人民幣4,000元(2022年：無)。該交易乃根據雙方協定的合約條款進行。
- (vi) 本公司董事認為，本集團與海昌海珍品養殖之間的採購乃根據雙方協定的合約進行。
- (vii) 本集團就一筆與售後租回安排有關的款項收取利息，實際年利率為9%。
- (viii) 於2023年內，曲先生、程女士、曲程先生及／或楊女士就本集團獲授的若干借款人民幣4,790,795,000元(2022年：人民幣4,043,327,000元)無償簽立擔保。
- (ix) 於2023年內，大連海昌集團就本集團獲授的一筆借款人民幣10,000,000元(2022年：人民幣10,000,000元)無償抵押其若干物業、廠房及設備。
- (x) 本集團已就於2023年12月31日其已獲授的若干借款人民幣10,000,000元(2022年：無)，將其即將從一名租戶收取的租金收入及2023年至2027年一間自營餐廳的收入抵押。大連海昌集團就貸款提供金融擔保。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 37. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

### (b) Balances with related companies

The Group had the following balances with its related parties at the end of each of the reporting periods:

		<b>31 December 2023 2023年 12月31日 RMB'000 人民幣千元</b>	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Long-term prepayment to a related company	支付予一間關聯公司的長期預付款項		
Dalian Haichang Group	大連海昌集團	<b>63,700</b>	63,700
Due from related companies	應收關聯公司款項		
Haichang Business Operation	海昌商業運營	<b>1,925</b>	2,608
Dalian Haichang Group	大連海昌集團	<b>779</b>	4,517
Yantai Haichang Tourism Development	煙台海昌旅遊發展	<b>452</b>	264
Sanya Development	三亞發展	<b>189</b>	254
Dalian Haichang Property	大連海昌房地產	<b>2</b>	-
Changsha Park	長沙公園	<b>-</b>	593
Haichang Corporation Development	海昌企業發展	<b>-</b>	5
Total	總計	<b>3,347</b>	8,241

## 37. 關連人士交易及結餘 (續)

### (b) 與關聯公司的結餘

於各報告期末，本集團與其關連方的結餘如下：

## 37. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

## (b) Balances with related companies (continued)

## 37. 關連人士交易及結餘 (續)

## (b) 與關聯公司的結餘 (續)

		<b>31 December</b>	31 December
		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>12月31日</b>	12月31日
<i>Notes</i>		<b>RMB'000</b>	RMB'000
<i>附註</i>		<b>人民幣千元</b>	人民幣千元
Due to related companies	應付關聯公司款項		
Dalian Haichang Property Guanglu Island Hotel	大連海昌置地廣鹿島酒店	<b>2,260</b>	1,633
Dalian Haichang Group	大連海昌集團	<b>900</b>	900
Haichang Seafood Cultivation	海昌海珍品養殖	<b>306</b>	10
Dalian Oriental Watertown Development	大連東方水城發展	<b>210</b>	215
Haichang Corporation Development	海昌企業發展	<b>51</b>	51
Dalian Ruichang Lease	大連瑞昌租賃	<b>32</b>	32
Dalian Haichang Shipping	大連海昌船運	<b>16</b>	16
Haichang Business Operation	海昌商業運營	<b>7</b>	4
Total	總計	<b>3,782</b>	2,861

The balances are unsecured, interest-free and have no fixed terms of repayment.

結餘為無抵押、不計息及無固定還款期。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023

2023年12月31日

37. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(c) Compensation of key management personnel of the Group

37. 關連人士交易及結餘(續)

(c) 向本集團主要管理人員提供的報酬

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Emoluments:	酬金：		
Salaries, allowances, bonuses, benefits and other expenses	薪金、津貼、花紅、福利及其他費用	13,142	14,791
Post-employment benefits	退休福利	580	592
Total compensation paid to key management personnel	支付予主要管理人員的報酬總額	13,722	15,383

Further details of directors' and the chief executive's emoluments are included in note 9 to the financial statements.

有關董事及行政總裁酬金的進一步詳情載於財務報表附註9。

**38. FINANCIAL INSTRUMENTS BY CATEGORY**

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

**2023**

Financial assets

**38. 金融工具分類**

於報告期末的各類別金融工具的賬面值如下：

**2023年**

金融資產

		Financial assets		Total
		Financial assets at amortised cost	at fair value through profit or loss	
		按攤餘成本計量的金融資產	按公允價值列賬的金融資產	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Financial assets included in prepayments and other receivables	計入預付款項及其他應收款項內的金融資產	327,569	-	327,569
Financial assets at fair value through profit or loss	透過損益按公允價值列賬的金融資產	-	146,429	146,429
Trade receivables	貿易應收款項	46,209	-	46,209
Pledged deposits	已抵押存款	5,912	-	5,912
Cash and cash equivalents	現金及現金等值物	1,702,264	-	1,702,264
Total	總計	2,081,954	146,429	2,228,383

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023

2023年12月31日

38. FINANCIAL INSTRUMENTS BY CATEGORY  
(continued)

2023 (continued)

Financial liabilities

38. 金融工具分類 (續)

2023年 (續)

金融負債

Financial liabilities at amortised cost  
按攤餘成本列賬的金融負債  
RMB'000  
人民幣千元

Financial liabilities included in other payables and accruals (note 27)	計入其他應付款項及應計費用內的金融負債 (附註27)	517,695
Interest-bearing bank and other borrowings (note 29)	計息銀行及其他借款 (附註29)	6,142,868
Trade payables (note 26)	貿易應付款項 (附註26)	1,401,731
Due to related companies	應付關聯公司款項	3,782
Total	總計	8,066,076

38. FINANCIAL INSTRUMENTS BY CATEGORY  
(continued)

2022

Financial assets

## 38. 金融工具分類(續)

2022年

金融資產

		Financial assets		Total
		Financial assets at amortised cost	at fair value through profit or loss	
		按攤餘成本計量的金融資產	按公允價值列賬的金融資產	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Financial assets included in prepayments and other receivables	計入預付款項及其他應收款項內的金融資產	1,016,141	-	1,016,141
Financial assets at fair value through profit or loss	透過損益按公允價值列賬的金融資產	-	165,020	165,020
Trade receivables	貿易應收款項	47,597	-	47,597
Pledged deposits	已抵押存款	5,075	-	5,075
Cash and cash equivalents	現金及現金等值物	1,244,633	-	1,244,633
Total	總計	2,313,446	165,020	2,478,466

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 38. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

**2022 (continued)**

Financial liabilities

### 38. 金融工具分類 (續)

**2022年 (續)**

金融負債

		Financial liabilities at amortised cost 按攤餘成本 列賬的 金融負債 RMB'000 人民幣千元
Financial liabilities included in other payables and accruals (note 27)	計入其他應付款項及應計費用內的 金融負債 (附註27)	530,711
Interest-bearing bank and other borrowings (note 29)	計息銀行及其他借款 (附註29)	5,149,167
Trade payables (note 26)	貿易應付款項 (附註26)	1,176,838
Total	總計	6,856,716



### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

		Carrying amounts		Fair values	
		賬面值		公允價值	
		2023	2022	2023	2022
		2023年	2022年	2023年	2022年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at fair value through profit or loss	透過損益按公允價值列賬的金融資產	<b>146,429</b>	165,020	<b>146,429</b>	165,020
<b>Financial liabilities</b>	<b>金融負債</b>				
Interest-bearing bank and other borrowings (other than lease liabilities)	計息銀行及其他借款(租賃負債除外)	<b>1,855,371</b>	2,718,953	<b>1,869,609</b>	2,754,562
Long-term payables	長期應付款項	<b>771,141</b>	666,761	<b>771,141</b>	666,761
Total	總計	<b>2,626,512</b>	3,385,714	<b>2,640,750</b>	3,421,323

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade receivables, trade payables, financial assets included in prepayments and other receivables, trade payables, financial liabilities included in other payables and accruals, amounts due from related companies and amounts due to related companies approximate to their carrying amounts largely due to the short-term maturities of these instruments.

### 39. 金融工具公允價值及公允價值等級

本集團金融工具的賬面值及公允價值(其賬面值與公允價值合理相若者除外)如下:

管理層已評估現金及現金等值物、已抵押存款、貿易應收款項、貿易應付款項、計入預付款項及其他應收款項內的金融資產、貿易應付款項、計入其他應付款項及應計費用內的金融負債、應收關聯公司款項及應付關聯公司款項的公允價值與其各自的賬面值相若，主要由於該等工具於短期內到期。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the board of directors. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the board of directors once a year for annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the interest-bearing bank and other borrowings with fixed interest rates have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for the interest-bearing bank and other borrowings as at 31 December 2023 were assessed to be insignificant.

### 39. 金融工具公允價值及公允價值等級(續)

以本集團財務經理為首的財務部門負責釐定金融工具公允價值計量的政策及程序。財務經理直接向財務總監及董事會報告。於各報告日期，財務部門分析金融工具的價值變動並釐定估值中適用的主要參數。估值由財務總監審核及批准。估值過程及結果與董事會每年討論一次以進行年度財務申報。

計入金融資產及金融負債的公允價值，乃自願訂約方於目前交易(受脅迫或清盤出售交易除外)中可交換工具的金額。估計公允價值時使用的方法及假設如下：

按固定利率計息的計息銀行及其他借款的公允價值按適用於具有類似條款、信貸風險及剩餘年期的工具的現行利率折現預期未來現金流量計算。本集團本身於2023年12月31日的計息銀行及其他借款的不履約風險以致的公允價值變動被評定為不重大。

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The fair values of unlisted equity investments designated at fair value through profit or loss have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, such as enterprise value to earnings before interest, taxes, depreciation and amortisation (“EV/EBITDA”) multiple and price to earnings (“P/E”) multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by an earnings measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to the corresponding earnings measure of the unlisted equity investments to measure the fair value. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

The Group invests in an unlisted unit trust fund investment at fair value through profit or loss. The Group has estimated the fair value of this unlisted investment by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

The Group invests in the equity of a company listed on the over-the-counter exchange for companies in Chinese Mainland. The Group has estimated the fair value of the debt instrument by using the Binomial Tree Model.

For the fair value of the financial assets at fair value through profit or loss, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model.

### 39. 金融工具公允價值及公允價值等級(續)

指定為透過損益按公允價值列賬的非上市股本投資的公允價值，乃採用市場估值方法基於並無可觀察市場價格或比率支持的假設估計得出。進行估值時，董事須根據行業、規模、槓桿及策略決定可比較公眾公司（同業），以及就每間已識別的可比較公司計算相關價格倍數，例如企業價值相對未計利息、稅項、折舊及攤銷前盈利（「EV/EBITDA」）倍數及市盈率（「P/E」）率。該倍數乃按可比較公司的企業價值除以盈利的計量方法計算得出。交易倍數因而就可比較公司基於公司特定事實及情況的流動性不足及規模差異等考慮因素作出折讓。折讓後的倍數應用於非上市股本投資的相關盈利計量，以計算公允價值。董事相信，因估值方法產生的估計公允價值（於合併財務狀況表記賬）及相關的公允價值變動（於其他全面收益記賬）為合理，且於報告期末為最適當的價值。

本集團投資於透過損益按公允價值列賬的非上市單位信託投資。本集團已透過使用貼現現金流量估值模式，根據具有類似條款及風險的工具的市場利率估計此項非上市投資的公允價值。

本集團投資於一間在中國內地企業場外交易所掛牌的公司的股權。本集團已透過使用二項樹模式估計該債務工具的公允價值。

就透過損益按公允價值列賬的金融資產之公允價值而言，管理層已估計使用合理可能的替代方案作為估值模式輸入數據的潛在影響。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2023 and 2022:

### 39. 金融工具公允價值及公允價值等級 (續)

以下為金融工具估計的重大不可觀察輸入數據概要連同於2023年及2022年12月31日的定量敏感度分析：

	Valuation technique 估值方法	Significant unobservable input 重大不可觀察輸入數據	Weighted average 加權平均	Sensitivity of fair value to the input 公允價值對輸入數據的敏感度
Unlisted equity investment 非上市股本投資	Valuation multiples 估值倍數	Average price-to-book ratio (P/B) multiple of peers 同業平均市賬率(P/B)倍數	2023: 0.65 (2022: 0.51)	10% (2022: 10%) increase/decrease in multiple would result in increase/decrease in fair value by RMB1,201,000 (2022: RMB2,950,000) 倍數增加/減少10% (2022年: 10%)會導致公允價值增加/減少人民幣1,201,000元 (2022年: 人民幣2,950,000元)
		Discount for lack of marketability 欠缺市場流通性的折讓	2023: 20% (2022: 20%)	10% (2022: 10%) increase/decrease in discount would result in decrease/increase in fair value by RMB300,000 (2022: RMB740,000) 折讓增加/減少10% (2022年: 10%)會導致公允價值減少/增加人民幣300,000元 (2022年: 人民幣740,000元)
Unlisted unit trust 非上市單位信託		Risk-free rate as at the valuation date 於估值日期的無風險利率	2023: 2.53% (2022: 2.93%)	1% (2022: 1%) increase/decrease in rate would result in decrease/increase in fair value by RMB18,000 (2022: RMB56,000) 利率增加/減少1% (2022年: 1%)會導致公允價值減少/增加人民幣18,000元 (2022年: 人民幣56,000元)
New Over-The-Counter (OTC) Market listed equity investment 新三板 (「新三板」) 掛牌股本投資	Discounted future cash flow 已折現未來現金流量	Average enterprise value to sales (EV/Sales) multiple of peers 同業平均企業價值對銷售 (EV/銷售) 倍數	2023: 2.55 (2022: 3.04)	10% (2022: 10%) increase/decrease in multiple would result in increase/decrease in fair value by RMB3,662,000 (2022: RMB4,568,000) 倍數增加/減少10% (2022年: 10%)會導致公允價值增加/減少人民幣3,662,000元 (2022年: 人民幣4,568,000元)
	Valuation multiples 估值倍數	Discount for lack of marketability 欠缺市場流通性的折讓	2023: 20% (2022: 20%)	10% (2022: 10%) increase/decrease in discount would result in decrease/increase in fair value by RMB909,000 (2022: RMB1,189,000) 折讓增加/減少10% (2022年: 10%)會導致公允價值減少/增加人民幣909,000元 (2022年: 人民幣1,189,000元)

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into account when pricing the investments.

#### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

**As at 31 December 2023**

### 39. 金融工具公允價值及公允價值等級(續)

欠缺市場流通性的折讓指市場參與者將在定價投資時考慮的本集團所釐定之溢價及折讓金額。

#### 公允價值等級

下表列明本集團的金融工具的公允價值計量等級：

按公允價值計量的資產：

於**2023年12月31日**

#### Fair value measurement using 使用以下各項進行的公允價值計量

	Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial assets at fair value through profit or loss				
透過損益按公允價值 列賬的金融資產	-	-	146,429	146,429

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

#### Fair value hierarchy (continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments: (continued)

Assets measured at fair value: (continued)

As at 31 December 2022

### 39. 金融工具公允價值及公允價值等級 (續)

#### 公允價值等級 (續)

下表列明本集團的金融工具的公允價值計量等級：(續)

按公允價值計量的資產：(續)

於2022年12月31日

Fair value measurement using  
使用以下各項進行的公允價值計量

	Quoted prices in active markets (Level 1) 於活躍市場的報價 (第一級)	Significant observable inputs (Level 2) 重大可觀察輸入數據 (第二級)	Significant unobservable inputs (Level 3) 重大不可觀察輸入數據 (第三級)	Total 總計
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets at fair value through profit or loss				
透過損益按公允價值列賬的金融資產	-	-	165,020	165,020

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

#### Fair value hierarchy (continued)

The movements in fair value measurements within Level 3 during the year are as follows:

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Financial assets at fair value through profit or loss	透過損益按公允價值列賬的金融資產		
At 1 January	於1月1日	165,020	159,363
Purchases	購買	-	5,657
Capital refund	資本返還	(8,385)	-
Fair value losses	公允價值虧損	(6,206)	-
Disposals	出售	(4,000)	-
At 31 December	於12月31日	146,429	165,020

The Group did not have any financial liabilities measured at fair value as at 31 December 2023 and 2022.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2022: Nil).

### 39. 金融工具公允價值及公允價值等級(續)

#### 公允價值等級(續)

第三級公允價值計量於年內的變動如下：

		2023	2022
		2023年	2022年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Financial assets at fair value through profit or loss	透過損益按公允價值列賬的金融資產		
At 1 January	於1月1日	165,020	159,363
Purchases	購買	-	5,657
Capital refund	資本返還	(8,385)	-
Fair value losses	公允價值虧損	(6,206)	-
Disposals	出售	(4,000)	-
At 31 December	於12月31日	146,429	165,020

於2023年及2022年12月31日，本集團並無任何按公允價值計量的金融負債。

年內，金融資產及金融負債第一級及第二級公允價值計量之間並無轉移，且並無轉至或轉自第三級(2022年：無)。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

### 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

#### Fair value hierarchy (continued)

Liabilities for which fair values are disclosed:

As at 31 December 2023

### 39. 金融工具公允價值及公允價值等級 (續)

#### 公允價值等級 (續)

按公允價值披露的負債：

於2023年12月31日

Fair value measurement using  
使用以下各項進行的公允價值計量

		Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第一級) <i>RMB'000</i> 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) <i>RMB'000</i> 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) <i>RMB'000</i> 人民幣千元	Total <i>RMB'000</i> 人民幣千元
Interest-bearing bank and other borrowings (other than lease liabilities)	計息銀行及其他借款 (租賃負債除外)	-	1,869,609	-	1,869,609
Long-term payables	長期應付款項	-	771,141	-	771,141
Total	總計	-	2,640,750	-	2,640,750



## 39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

## Fair value hierarchy (continued)

As at 31 December 2022

## 39. 金融工具公允價值及公允價值等級(續)

## 公允價值等級(續)

於2022年12月31日

Fair value measurement using  
使用以下各項進行的公允價值計量

		Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total       總計 RMB'000 人民幣千元
Interest-bearing bank and other borrowings (other than lease liabilities)	計息銀行及其他借款(租賃負債除外)	-	2,754,562	-	2,754,562
Long-term payables	長期應付款項	-	666,761	-	666,761
Total	總計	-	3,421,323	-	3,421,323

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

#### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank and other borrowings, financial assets at fair value through profit or loss, pledged deposits and cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, trade payables, other receivables and other payables, which arise directly from its operations.

It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

#### 40. 財務風險管理目標及政策

本集團的主要金融工具包括計息銀行及其他借款、透過損益按公允價值列賬的金融資產、已抵押存款以及現金及銀行結餘。此等金融工具主要用於為本集團籌集經營資金。本集團有直接來自其運營的多種其他金融資產及負債，例如貿易應收款項、貿易應付款項、其他應收款項及其他應付款項。

本集團的政策為及於回顧年度一直為不進行金融工具交易。

本集團的金融工具產生的主要風險為利率風險、外匯風險、信貸風險及流動資金風險。董事會檢討及協議控制各類風險的政策，有關政策概述於下文。

#### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

##### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank and other borrowings with a floating interest rate set out in note 29. The Group has not used any interest rate swaps to hedge its interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible change in interest rate, with all other variables held constant, of the Group's loss before tax (through the impact on floating rate borrowings).

		Increase/ (decrease) in basis points 基點上升/ (下跌)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少)
		<i>RMB'000</i> 人民幣千元	
For the year ended 31 December 2023	截至2023年12月31日止年度	100 (100)	(38,786) 38,786
		Increase/ (decrease) in basis points 基點上升/ (下跌)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少)
		<i>RMB'000</i> 人民幣千元	
For the year ended 31 December 2022	截至2022年12月31日止年度	100 (100)	(12,754) 12,754

#### 40. 財務風險管理目標及政策 (續)

##### 利率風險

本集團所面臨的市場利率變動風險主要與附註29所載的本集團按浮動利率計息的銀行及其他借款有關。本集團並未使用任何利率掉期以對沖其利率風險。

下表顯示在一切其他變量維持不變時，本集團除稅前虧損（透過對浮動利率借貸之影響）對利率在合理可能變動下之敏感度。

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### Foreign currency risk

The Group's businesses are located in Chinese Mainland and nearly all transactions are conducted in RMB. All of the Group's assets and liabilities are denominated in RMB, except for those owned by the Company and certain subsidiaries which are denominated in USD and HKD.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the USD and HKD exchange rates, with all other variables held constant, of the Group's loss before tax (arising from USD and HKD denominated financial instruments).

### 2023

		Increase/ (decrease) in USD/HKD rate 美元／港幣 匯率上升／ (下跌) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加／(減少) RMB'000 人民幣千元
If the RMB weakens against the USD	倘人民幣兌美元轉弱	10	(2,075)
If the RMB strengthens against the USD	倘人民幣兌美元轉強	(10)	2,075
If the RMB weakens against the HKD	倘人民幣兌港幣轉弱	10	(1,928)
If the RMB strengthens against the HKD	倘人民幣兌港幣轉強	(10)	1,928

## 40. 財務風險管理目標及政策 (續)

### 外匯風險

本集團的業務位於中國內地，且幾乎所有交易以人民幣開展。本集團的所有資產及負債均以人民幣計值，惟本公司及若干附屬公司持有以美元及港元計值的資產及負債除外。

下表列示於報告期末在所有其他變量維持不變的情況下，因美元和港幣匯率的合理可能變動而對本集團除稅前虧損的影響（產生自以美元及港元計值的金融工具）。

### 2023年

40. FINANCIAL RISK MANAGEMENT  
OBJECTIVES AND POLICIES (continued)

## Foreign currency risk (continued)

2022

		Increase/ (decrease) in HK\$/RMB rate 港幣/人民幣 匯率上升/ (下跌) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) RMB'000 人民幣千元
If the RMB weakens against the USD	倘人民幣兌美元轉弱	10	(113)
If the RMB strengthens against the USD	倘人民幣兌美元轉強	(10)	113
If the RMB weakens against the HKD	倘人民幣兌港幣轉弱	10	3,374
If the RMB strengthens against the HKD	倘人民幣兌港幣轉強	(10)	(3,374)

**Credit risk**

The Group trades with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

**Maximum exposure and year-end staging**

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

**信貸風險**

本集團與信譽良好的認可第三方交易。本集團的政策是，凡有意以信貸期方式交易客戶均須接受信用驗證程序。此外，本集團持續監察應收款項結餘，因此本集團承擔的壞賬風險不大。對於並非以有關經營單位的功能貨幣計值的交易，本集團在未經信貸監控主管作出特定批准下，不會提供信貸期。

**最高風險及年末階段**

下表顯示根據本集團信貸政策（主要基於逾期資料，除非在毋須付出不必要的成本或努力下可得其他資料）的信貸質素及最高信貸風險承擔，以及於12月31日的年末階段分類。所呈列的金額為金融資產的賬面總值。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023

2023年12月31日

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

*Maximum exposure and year-end staging (continued)*

As at 31 December 2023

40. 財務風險管理目標及政策 (續)

信貸風險 (續)

*最高風險及年末階段 (續)*

於2023年12月31日

		12-month ECLs		Lifetime ECLs		
		12個月預期信貸虧損		存續期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	Total
		第1階段	第2階段	第3階段	簡化方法	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade receivables* (note 22)	貿易應收款項* (附註22)	-	-	-	99,831	99,831
Financial assets included in prepayments and other receivables	計入預付款項及其他應收款項內的金融資產					
- Normal**	- 正常**	324,222	-	-	11,993	336,215
- Doubtful**	- 呆滯**	30,283	-	-	-	30,283
Pledged deposits	已抵押存款					
- Not yet past due	- 尚未逾期	5,912	-	-	-	5,912
Cash and cash equivalents	現金及現金等值物					
- Not yet past due	- 尚未逾期	1,702,264	-	-	-	1,702,264
Total	總計	2,062,681	-	-	111,824	2,174,505

## 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

## Credit risk (continued)

**Maximum exposure and year-end staging (continued)**

As at 31 December 2022

## 40. 財務風險管理目標及政策 (續)

## 信貸風險 (續)

**最高風險及年末階段 (續)**

於2022年12月31日

		12-month ECLs		Lifetime ECLs		
		12個月預期信貸虧損	存續期預期信貸虧損			
		Stage 1	Stage 2	Stage 3	Simplified approach	Total
		第1階段	第2階段	第3階段	簡化方法	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade receivables* (note 22)	貿易應收款項* (附註22)	-	-	-	103,878	103,878
Financial assets included in prepayments and other receivables	計入預付款項及其他應收款項內的金融資產					
- Normal**	- 正常**	1,007,900	-	-	10,877	1,018,777
- Doubtful**	- 呆滯**	47,434	-	-	-	47,434
Pledged deposits	已抵押存款					
- Not yet past due	- 尚未逾期	5,075	-	-	-	5,075
Cash and cash equivalents	現金及現金等值物					
- Not yet past due	- 尚未逾期	1,244,633	-	-	-	1,244,633
<b>Total</b>	<b>總計</b>	<b>2,305,042</b>	<b>-</b>	<b>-</b>	<b>114,755</b>	<b>2,419,797</b>

\* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 22 to the financial statements.

\*\* The credit quality of the financial assets included in prepayments and other receivables is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

\* 就本集團應用簡化減值方法的貿易應收款項而言，以撥備矩陣為基礎的資料於財務報表附註22內披露。

\*\* 計入預付款項及其他應收款項內的金融資產的信貸質素，在未逾期且並無資料顯示該等金融資產的信貸風險自首次確認以來已大幅增加的情況下被視為「正常」。否則，該等金融資產的信貸質素被視為「呆滯」。

#### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

##### Credit risk (continued)

###### **Maximum exposure and year-end staging (continued)**

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 22 to the financial statements.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. At the end of the reporting period, the Group had certain concentrations of credit risk as 34.14% (2022: 34.76%) of the Group's trade receivables was due from one of the Group's debtors within the park operation segment.

##### Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank loans and other borrowings, and lease liabilities. Cash flows are closely monitored on an ongoing basis.

#### 40. 財務風險管理目標及政策 (續)

##### 信貸風險 (續)

###### **最高風險及年末階段 (續)**

有關本集團因貿易應收款項而引起的信貸風險承擔的進一步定量數據於財務報表附註22內披露。

由於本集團只與信譽良好的認可第三方交易，故並無要求提供抵押品。信貸風險的集中程度由客戶／交易對手按地區及按行業管理。於報告期末，由於本集團34.14% (2022年：34.76%)的貿易應收款項乃應收本集團公園營運分部中其中一名債務人的款項，故本集團面對若干集中的信貸風險。

##### 流動資金風險

本集團的目標是透過使用計息銀行貸款及其他借貸以及租賃負債維持資金持續性與靈活性間的平衡。故持續密切監察現金流量。



#### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

##### Liquidity risk (continued)

The maturity profile of the Group's financial liabilities as at the end of reporting period, based on the contractual undiscounted payments, is as follows:

		On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	Total
		按要求	少於3個月	3至少於12個月	1至5年	5年以上	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>31 December 2023</b>	<b>2023年12月31日</b>						
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行及其他借款(不包括租賃負債)	-	431,774	1,287,269	4,114,565	1,776,948	7,610,556
Lease liabilities	租賃負債	-	10,607	31,821	98,594	39,628	180,650
Trade payables	貿易應付款項	735,561	-	-	723,159	-	1,458,720
Other payables and accruals	其他應付款項及應計費用	681,465	-	-	112,893	-	794,358
<b>Total</b>	<b>總計</b>	<b>1,417,026</b>	<b>442,381</b>	<b>1,319,090</b>	<b>5,049,211</b>	<b>1,816,576</b>	<b>10,044,284</b>

<b>31 December 2022</b>	<b>2022年12月31日</b>						
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行及其他借款(不包括租賃負債)	-	452,060	1,026,410	3,264,130	774,802	5,517,402
Lease liabilities	租賃負債	-	7,103	21,309	72,306	23,282	124,000
Trade payables	貿易應付款項	649,989	-	-	578,753	-	1,228,742
Other payables and accruals	其他應付款項及應計費用	444,302	-	-	147,465	-	591,767
<b>Total</b>	<b>總計</b>	<b>1,094,291</b>	<b>459,163</b>	<b>1,047,719</b>	<b>4,062,654</b>	<b>798,084</b>	<b>7,461,911</b>

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### 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 equity holders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. 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 during the years ended 31 December 2023 and 31 December 2022.

The Group monitors capital using a net debt to total equity ratio. Net debt includes interest-bearing bank and other borrowings, and lease liabilities, less cash and cash equivalents. The gearing ratios as at the end of the reporting periods were as follows:

## 40. 財務風險管理目標及政策 (續)

### 資本管理

本集團資本管理的首要目標是維護本集團的持續經營能力及維持穩健的資本化比率，以支持其業務及為權益持有人帶來最大價值。

本集團根據經濟狀況變動及相關資產的風險特點管理及調整資本結構。為維持或調整資本結構，本集團或會調整派付予股東的股息、向股東歸還資本或發行新股。本集團不受任何外部施加的資本要求規限。於截至2023年12月31日及2022年12月31日止年度，目標、政策或程序並無任何變動。

本集團利用淨負債總權益比率來監察資本。債務淨額包括計息銀行及其他借貸以及租賃負債，減現金及現金等值物。於報告期末的負債比率如下：

		<b>2023</b>	2022
		<b>2023年</b>	2022年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Interest-bearing bank and other borrowings (note 29)	計息銀行及其他借款 (附註29)	<b>6,142,868</b>	5,149,167
Lease liabilities (note 29)	租賃負債 (附註29)	<b>156,104</b>	118,563
Less: Cash and cash equivalents	減：現金及現金等值物	<b>1,702,264</b>	1,244,633
Net debt	債務淨額	<b>4,596,708</b>	4,023,097
Total equity	權益總額	<b>2,518,362</b>	2,676,327
Net debt to total equity ratio	淨負債總權益比率	<b>183%</b>	150%

## 41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

## 41. 本公司財務狀況表

有關於報告期末本公司財務狀況表的資料列載如下：

		<b>31 December 2023 2023年 12月31日 RMB'000 人民幣千元</b>	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Prepayments and other receivables	預付款項及其他應收款項	<b>5,629</b>	41,341
Due from subsidiaries	應收附屬公司款項	<b>3,254,399</b>	3,226,133
Cash and cash equivalents	現金及現金等值物	<b>236</b>	3,801
Total current assets	流動資產總額	<b>3,260,264</b>	3,271,275
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	<b>4,456</b>	4,753
Total current liabilities	流動負債總額	<b>4,456</b>	4,753
<b>NET CURRENT ASSETS</b>	<b>流動資產淨額</b>	<b>3,255,808</b>	3,266,522
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>	<b>3,255,808</b>	3,266,522
<b>Net assets</b>	<b>資產淨額</b>	<b>3,255,808</b>	3,266,522
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	<b>2,489</b>	2,489
Reserves (note)	儲備(附註)	<b>3,253,319</b>	3,264,033
<b>Total equity</b>	<b>總權益</b>	<b>3,255,808</b>	3,266,522

## NOTES TO FINANCIAL STATEMENTS

### 財務報表附註

31 December 2023

2023年12月31日

## 41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

## 41. 本公司財務狀況表(續)

附註：

本公司儲備概要列載如下：

		Share premium 股份溢價 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Exchange fluctuation reserve 匯兌波動儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Treasury shares 庫存股 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	2,373,396	426,726	37,866	(46,020)	-	2,791,968
Loss for the year	年內虧損	-	-	-	(59,084)	-	(59,084)
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	266,765	-	-	266,765
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	-	-	266,765	(59,084)	-	207,681
Issue of shares	發行股份	267,554	-	-	-	-	267,554
Share issue expense	股份發行開支	(3,170)	-	-	-	-	(3,170)
At 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	2,637,780	426,726	304,631	(105,104)	-	3,264,033
Loss for the year	年內虧損	-	-	-	(29,598)	-	(29,598)
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	56,013	-	-	56,013
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	-	-	56,013	(29,598)	-	26,415
Shares repurchased	回購股份	-	-	-	-	(37,129)	(37,129)
At 31 December 2023	於2023年12月31日	2,637,780	426,726	360,644	(134,702)	(37,129)	3,253,319

## 42. EVENTS AFTER THE REPORTING PERIOD

Saved as disclosed elsewhere in the financial statements, the Group had no other subsequent events after the reporting period.

## 42. 報告期後事項

除財務報表其他部分所披露者外，於報告期後，本集團概無其他期後事項。

#### 43. COMPARATIVE AMOUNTS

As further explained in note 2.3 to the financial statements, due to the adoption of the new and revised IFRSs during the current year, the accounting treatment and presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain prior year adjustments have been made, and certain comparative amounts have been restated to conform with the current year's presentation and accounting treatment.

#### 44. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 March 2024.

#### 43. 比較金額

誠如財務報表附註2.3進一步解釋，由於本年度採納新訂及經修訂國際財務報告準則，財務報表中若干項目及結餘的會計處理及呈列已進行修訂，以符合新要求。因此，已對以往年度作出若干調整，且已重列若干比較金額，以與本年度的呈列及會計處理一致。

#### 44. 財務報表的批准

財務報表已於2024年3月26日獲董事會批准及授權刊發。

## MAJOR PROPERTIES HELD BY THE GROUP

### 本集團持有之主要物業

City-Phase 城市 - 階段	Usage 用途	Address 地址
Dalian – Discoveryland 大連 – 發現王國	Park 公園	No. 35 Jinshi Road, Jinshitan, Economic and Technological Development Area, Dalian, Liaoning Province, PRC 中國遼寧省大連經濟技術開發區金石灘金石路35號
Dalian – Discoveryland 大連 – 發現王國	Hotel 酒店	No. 37 Jinshi Road, Jinshitan, Economic and Technological Development Area, Dalian, Liaoning Province, PRC 中國遼寧省大連經濟技術開發區金石灘金石路37號
Dalian – Discoveryland 大連 – 發現王國	Office 辦公	No. 38 Jinshi Road, Jinshitan, Economic and Technological Development Area, Dalian, Liaoning Province, PRC 中國遼寧省大連經濟技術開發區金石灘金石路38號
Dalian 大連	Commercial street <sup>2</sup> 商業街 <sup>2</sup>	Dalian Laohutan Fisherman's Wharf, Dalia, Liaoning Province, PRC 中國遼寧省大連市大連老虎灘漁人碼頭
Dalian 大連	Commercial Space 底商	Haichang Xincheng Commercial Space, No. 137 Huale Street, Zhongshan District, Dalian, Liaoning Province, PRC 中國遼寧省大連市中山區華樂街137號海昌欣城底商
Sanya – Phase I 三亞 – 一期	Park + Commercial street 公園+商業街	Sanya Haichang Fantasy Town, Haitang South Road, Sanya, Hainan Province, PRC 中國海南省三亞市海棠南路三亞夢幻不夜城
Sanya – Stage 2, Phase I 三亞 – 一期第2階段	To be determined 待定	Sanya Haichang Fantasy Town, Haitang South Road, Sanya, Hainan Province, PRC 中國海南省三亞市海棠南路三亞夢幻不夜城
A parcel of land of Sanya Property 三亞置業地塊	To be determined 待定	Sanya Haichang Fantasy Town, Haitang South Road, Sanya, Hainan Province, PRC 中國海南省三亞市海棠南路三亞夢幻不夜城
Shanghai – Park Phase I 上海 – 公園一期	Park 公園	No. 166 Yin Fei Road, Nanhui New City, Pudong New District, Shanghai, PRC 中國上海市浦東新區南匯新鎮銀飛路166號
Shanghai – Hotel Phase I 上海 – 一期酒店	Commercial 商業	No. 777 Qi Qing Road, Nanhui New City, Pudong New District, Shanghai, PRC 中國上海市浦東新區南匯新鎮杞青路777號
Yantai – Phase I 煙台 – 一期	Park 公園	No. 45 Binhai Road, Laishan District, Yanhai, Shandong Province, PRC 中國山東省煙台市萊山區濱海路45號
Yantai – Phase I 煙台 – 一期	Hotel 酒店	No. 45 Binhai Road, Laishan District, Yanhai, Shandong Province, PRC 中國山東省煙台市萊山區濱海路45號
Yantai – Phase I 煙台 – 一期	Commercial street 商業街	No. 45 Binhai Road, Laishan District, Yanhai, Shandong Province, PRC 中國山東省煙台市萊山區濱海路45號

## MAJOR PROPERTIES HELD BY THE GROUP

## 本集團持有之主要物業

Status 狀態	Actual or planned construction period 實際或計劃工期	Total actual or planned GFA <sup>1</sup> (sq.m.) 總實際或 規劃樓面面積 <sup>1</sup> (平方米)	Cumulative total GFA sold (sq.m.) 累計已銷售 總樓面面積 (平方米)	Total actual or planned GFA held for sale (sq.m.) 持作銷售的 總實際或規劃 樓面面積 (平方米)	Total actual or planned GFA held for investment (sq.m.) 持作投資的 總實際或規劃 樓面面積 (平方米)	Term of land 土地年期	Interest attributable to the Group 本集團 應佔權益
Completed 已完成	2002–2006 2002年–2006年	118,164	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	50 years 50年	100%
Completed 已完成	2002–2006 2002年–2006年	13,704	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	50 years 50年	100%
Completed 已完成	2002–2006 2002年–2006年	9,644	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	50 years 50年	100%
Completed 已完成	– –	12,671	–	12,671	Not applicable 不適用	40 years 40年	100%
Completed 已完成	– –	6,365	–	–	Not applicable 不適用	70 years 70年	100%
Completed 已完成	– –	47,402 (11,093)	Not applicable 不適用	9,630	Not applicable 不適用	50 years 50年	100%
For future development 用於未來發展	– –	40,897 (13,128)	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	50 years 50年	100%
For future development 用於未來發展	– –	35,822	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	50 years 50年	100%
Completed 已完成	September 2016 – November 2018 2016年9月 – 2018年11月	171,900 (33,658)	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	40 years 40年	100%
Completed 已完成	September 2016 – November 2018 2016年9月 – 2018年11月	35,490 (11,000)	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	40 years 40年	100%
Completed 已完成	2006.11 – 2010.7 2006年11月 – 2010年7月	17,170 (7,284)	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	40 years 40年	100%
Completed 已完成	2006.11 – 2010.7 2006年11月 – 2010年7月	14,717 (3,628)	Not applicable 不適用	Not applicable 不適用	Not applicable 不適用	40 years 40年	100%
Completed 已完成	2006.11 – 2010.7 2006年11月 – 2010年7月	46,422	35,357	Not applicable 不適用	9,698	40 years 40年	100%

## MAJOR PROPERTIES HELD BY THE GROUP

### 本集團持有之主要物業

City-Phase 城市 - 階段	Usage 用途	Address 地址
Chongqing - Phase I 重慶 - 一期	Park 公園	No. 35 Chongwen Road, Nan'an District, Chongqing PRC 中國重慶市南岸區崇文路35號
Chongqing - Phase I 重慶 - 一期	Commercial street 商業街	No. 35 Chongwen Road, Nan'an District, Chongqing PRC 中國重慶市南岸區崇文路35號
Chongqing - Phase II 重慶 - 二期	To be determined 待定	No. 35 Chongwen Road, Nan'an District, Chongqing PRC 中國重慶市南岸區崇文路35號
Zhengzhou - Phase I 鄭州 - 一期	Hotel 酒店	2,000 metres from the east side of the crossing of Zheng Kai Avenue and Guanghui Street and northbound of Zhengzhou Haichang Ocean Park, Dameng Town, Zhongmu County, Zhengzhou, Henan Province PRC 中國河南省鄭州市中牟縣大孟鎮鄭開大道與廣惠街交叉口，向東2千米，路北鄭州海昌海洋公園
Zhengzhou - Phase I 鄭州 - 一期	Commercial street 商業街	2,000 metres from the east side of the crossing of Zheng Kai Avenue and Guanghui Street and northbound of Zhengzhou Haichang Ocean Park, Dameng Town, Zhongmu County, Zhengzhou, Henan Province PRC 中國河南省鄭州市中牟縣大孟鎮鄭開大道與廣惠街交叉口，向東2千米，路北鄭州海昌海洋公園
Zhengzhou - Phase I 鄭州 - 一期	Park 公園	2,000 metres from the east side of the crossing of Zheng Kai Avenue and Guanghui Street and northbound of Zhengzhou Haichang Ocean Park, Dameng Town, Zhongmu County, Zhengzhou, Henan Province PRC 中國河南省鄭州市中牟縣大孟鎮鄭開大道與廣惠街交叉口，向東2千米，路北鄭州海昌海洋公園
Zhengzhou - Phase II 鄭州 - 二期	Hotel 酒店	2,000 metres from the east side of the crossing of Zheng Kai Avenue and Guanghui Street and northbound of Zhengzhou Haichang Ocean Park, Dameng Town, Zhongmu County, Zhengzhou, Henan Province PRC 中國河南省鄭州市中牟縣大孟鎮鄭開大道與廣惠街交叉口，向東2千米，路北鄭州海昌海洋公園
Zhengzhou - Phase II 鄭州 - 二期	Commercial 商業	2,000 metres from the east side of the crossing of Zheng Kai Avenue and Guanghui Street and northbound of Zhengzhou Haichang Ocean Park, Dameng Town, Zhongmu County, Zhengzhou, Henan Province PRC 中國河南省鄭州市中牟縣大孟鎮鄭開大道與廣惠街交叉口，向東2千米，路北鄭州海昌海洋公園
Zhengzhou - Phase II 鄭州 - 二期	Park 公園	2,000 metres from the east side of the crossing of Zheng Kai Avenue and Guanghui Street and northbound of Zhengzhou Haichang Ocean Park, Dameng Town, Zhongmu County, Zhengzhou, Henan Province PRC 中國河南省鄭州市中牟縣大孟鎮鄭開大道與廣惠街交叉口，向東2千米，路北鄭州海昌海洋公園



## MAJOR PROPERTIES HELD BY THE GROUP

## 本集團持有之主要物業

Status 狀態	Actual or planned construction period 實際或計劃工期	Total actual or planned GFA <sup>1</sup> (sq.m.) 總實際或 規劃樓面面積 <sup>1</sup> (平方米)	Cumulative total GFA sold (sq.m.) 累計已銷售 總樓面面積 (平方米)	Total actual or planned GFA held for sale (sq.m.) 持作銷售的 總實際或規劃 樓面面積 (平方米)	Total actual or planned GFA held for investment (sq.m.) 持作投資的 總實際或規劃 樓面面積 (平方米)	Term of land 土地年期	Interest attributable to the Group 本集團 應佔權益
Completed 已完成	2007.3 – 2009.5 2007年3月 – 2009年5月	–	Not applicable 不適用	Not applicable 不適用	–	40 years 40年	100%
Completed 已完成	2007.3 – 2009.5 2007年3月 – 2009年5月	45,943 (580)	–	20,056	–	40 years 40年	100%
For later stage of development 用於後期發展	–	54,095 (9,758)	–	–	–	40 years 40年	100%
Completed 已完成	2018.3 – 2023.9 2018年3月 – 2023年9月	28,033 (6,525)	–	–	–	40 years 40年	100%
Completed 已完成	2018.3 – 2023.9 2018年3月 – 2023年9月	10,442	–	–	–	40 years 40年	100%
Completed 已完成	2018.3 – 2023.9 2018年3月 – 2023年9月	78,244 (8,259)	–	–	–	40 years 40年	100%
For later stage of development 用於後期發展	–	32,999 (8,440)	–	–	–	40 years 40年	100%
For later stage of development 用於後期發展	–	78,105 (21,516)	–	–	–	40 years 40年	100%
For later stage of development 用於後期發展	Scheduled to be completed in 2024 計劃2024年完工	57,837 (14,619)	–	–	–	40 years 40年	100%

## MAJOR PROPERTIES HELD BY THE GROUP

### 本集團持有之主要物業

#### Notes:

1. It is a practice of the PRC land administrative authorities that property ownership certificate is usually not issued for underground GFA.
2. Dalian Fishermen's Wharf, an ancillary commercial properties in Dalian, was not developed but acquired by the Group. Therefore, information about its development is not relevant.

#### 附註：

1. 根據中國土地管理機關的慣例，地下建築面積的物業所有權證通常不會發放。
2. 大連配套商用物業大連漁人碼頭並未經由本集團開發，而是由本集團收購。因此，與其開發相關的資料概無關連。



**海昌海洋公园控股有限公司**  
HAICHANG OCEAN PARK HOLDINGS LTD.