

# HAICHANG OCEAN PARK HOLDINGS LTD.

海昌海洋公園控股有限公司

(Incorporated in the Cayman Islands with limited liability) (Stock Code: 2255)



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# **CORPORATE INFORMATION**

#### **BOARD OF DIRECTORS**

#### **Executive Directors**

Wang Xuguang (王旭光) (Chief Executive Officer) Zhao Wenjing (趙文敬) (Joint President) Qu Naigiang (曲乃強) (Joint President)

# Non-executive Directors

Qu Naijie (曲乃杰) (Chairman) Makoto Inoue (井上亮) Yuan Bing (袁兵)

# **Independent Non-executive Directors**

Fang Hongxing (方紅星) Sun Jianyi (孫建一) Xie Yanjun (謝彥君)

## **COMPANY SECRETARY**

Yu Leung Fai (HKICPA, AICPA)

(resigned with effect from 27 March 2015)

Xing Jun (HKICS, ICSA)

(appointed with effect from 27 March 2015)

## **AUTHORISED REPRESENTATIVES**

Wang Xuguang
Yu Leung Fai (HKICPA, AICPA)

(resigned with effect from 27 March 2015)

Xing Jun (HKICS, ICSA)

(appointed with effect from 27 March 2015)

#### **LEGAL ADVISERS**

As to Hong Kong Law Kwok Yih & Chan

As to PRC Law Liaoning Think Tank Law Firm

# **COMPLIANCE ADVISER**

Guotai Junan Capital Limited

#### **AUDITOR**

Ernst & Young
Certified Public Accountants

#### **AUDIT COMMITTEE**

Fang Hongxing (Chairman) Sun Jianyi Xie Yanjun

#### REMUNERATION COMMITTEE

Sun Jianyi (Chairman) Wang Xuguang Fang Hongxing

#### NOMINATION COMMITTEE

Qu Naijie (Chairman) Sun Jianyi Xie Yanjun

# RISK MANAGEMENT AND CORPORATE GOVERNANCE COMMITTEE

Yuan Bing (Chairman) Fang Hongxing Xie Yanjun

# INDEPENDENT BOARD COMMITTEE

Sun Jianyi (Chairman) Fang Hongxing Xie Yanjun

# PRINCIPAL PLACE OF BUSINESS AND HEAD OFFICE IN THE PRC

No.1, Lianjing Garden, Huale Street Zhongshan District Dalian, Liaoning Province PRC

#### **REGISTERED OFFICE**

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

# PLACE OF BUSINESS IN HONG KONG

Suites 2606-2607, 26/F, Two Exchange Square 8 Connaught Place, Central Hong Kong

#### **CORPORATE INFORMATION**

# 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 Level 22 Hopewell Centre 183 Queen's Road East Hong Kong

# PRINCIPAL BANKS

The Export-Import Bank of China, Liaoning Branch China Construction Bank Corporation, Dalian Zhongshan District Branch Industrial and Commercial Bank of China, Dalian Economic and Technological Development Zone Branch Industrial and Commercial Bank of China, Qingdao South 4th Branch Industrial and Commercial Bank of China, Wuhan East Lake District Branch Industrial and Commercial Bank of China, Chengdu Hi-tech Industrial Development Zone Branch Industrial and Commercial Bank of China, Tianjin Economic Development Zone Branch Bank of Dalian, First Central Branch China Merchants Bank, Dalian Branch China Construction Bank (Asia) Corporation Limited BNP Paribas, Hong Kong Branch

#### STOCK CODE

2255

# **COMPANY WEBSITE**

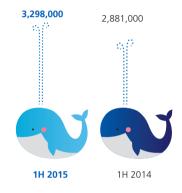
http://www.haichangoceanpark.com



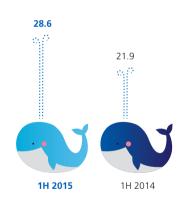
# FINANCIAL HIGHLIGHTS

- Revenue increased by approximately 0.8% to approximately RMB532.1 million
- Profit for the Period improved from approximately RMB54.2 million for the six-month period ended 30 June 2014 to approximately RMB65.4 million for the six-month period ended 30 June 2015
- Profit for the Period attributable to owners of the parent improved from approximately RMB58.4 million for the six-month period ended 30 June 2014 to approximately RMB62.7 million for the six-month period ended 30 June 2015

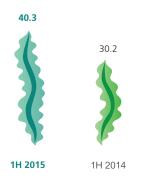
## Ticket Attendance



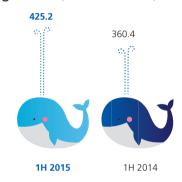
# Rental Income (RMB Million)



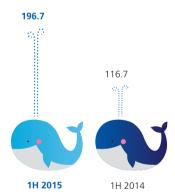
# Overall Gross Profit Margin (%)



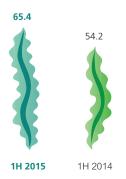
# Revenue from Park Operation and Other Segments (RMB Million)



# EBITDA from Park and Hotel Operation (RMB Million)



#### Profit (RMB Million)



# CHAIRMAN'S STATEMENT

# DEAR SHAREHOLDERS,

On behalf of the board (the "Board") of directors (the "Directors") of Haichang Ocean Park Holdings Ltd. ("Haichang Ocean Park" or the "Company") and its subsidiaries (collectively the "Group" or "we"), I am pleased to present the results of the Group for the six months ended 30 June 2015.

In 2015, while the economic growth of China shows a "new normal", tourism industry has maintained rapid growth and become a new incentive to the growth of economic and a new driver to stimulate domestic consumption.

By taking advantage of industry momentum and considering its own strengths, the Group formulated its business strategy as becoming the No.1 marine-cultural tourism and leisure brand and an international marine related tourism platform enterprise in China at the beginning of the year. In order to achieve this strategy, the Group will take measures as to upgrade the existing theme parks into regional tourism and leisure destinations and develop marine cultural innovation business.

Based on the above strategy and implementation measures, the Group had continued upgrading and innovating the products and services of existing theme parks, in order to enhance the experiences of the visitors of theme parks. Meanwhile, the Group was taking steps to improve the mix of sales channels as well as to conduct a series of brands promotion activities which effectively increased attendance and revenue. During the period, the ticket attendance of the Group's eight theme parks increased from approximately 2,881,000 for the six months ended 30 June 2014 to approximately 3,298,000 representing an increase of approximately 14.5%. Revenue generated from park operations and other segments increased by approximately 18.0% to approximately RMB425.2 million. Rental income from ancillary commercial properties increased by approximately 30.6% as compared with the same period of last year approximately RMB28.6 million.

As a result of the rapid growth of the park operations business and the effective implementation of cost control measures, the Group's profitability kept rising for the period, the Group's overall gross profit and gross profit margin were RMB214.4 million and 40.3% respectively. Profit for the period amounted to RMB65.4 million, representing an increase of 20.6% as compared with the same period of last year.

In the first half of the year, the Group's two new projects in Shanghai and Sanya progressed steadily as expected. The Group won the bid for the land use rights of Shanghai Haichang Polar Ocean Park in January 2015 and obtained the related environmental approval in July 2015. This project is expected to commence the construction of main park infrastructure within 2015. In addition, the Group adjusted the project planning of Sanya Haichang Dream World according to the comments from the Sanya local government. Focusing on the story line of "Maritime Silk Road", the Group aims to develop Sanya project into a large-scale opened and integrated tourism, entertainment and leisure complex.

#### **CHAIRMAN'S STATEMENT**

The Group also made milestone achievements in the area of asset-light innovative business. In the first half of the year, the Group had first set up two new platform companies for the innovative business. Secondly, the Group signed and entered into three consultancy and management services contracts successively. Meanwhile, the Group had completed research and development of certain small to medium sized products relating to the children's entertainment which has further enriched the product mix of the innovative business. In addition, in order to continuously improve the capacity of marine cultural entertainment creativity and content production, the Group had formed the relevant specialized teams and actively cooperated with international entertainment and multimedia technology companies to develop marine culture film products with self-developed cartoon images.

Looking forward, the Group will actively seize the opportunities arising from the growth of the tourism industry in China while maintaining steady organic growth of existing parks. The Group will build up two new flagship projects in Shanghai and Sanya, and will actively seek the industrial consolidation opportunities to accelerate external expansion. In addition, the Group will continue to innovate its business model and develop the asset-light marine culture innovative business, to create new profit growth drivers.

The Group is confident in developing the Haichang Ocean Park into the No.1 marine tourism and leisure brand in China and achieving sustainable growth of the Group.

#### **APPRECIATION**

On behalf of the Board, I would like to extend our sincere gratitude to the management and all staff for their hard work, and to express our gratitude to the shareholders of the Company and business partners for their support and trust. Looking forward, the Group will continue its persistent efforts to reward its shareholders with better results.

Qu Naijie

Chairman

24 August 2015





#### **INDUSTRY REVIEW**

In 2015, as the economic growth of China entered the "new normal" phase, the PRC tourism industry maintained fast growth, whereas tourism spending and investment both saw good momentum. Due to feeble growth in overall investment, lacking new attractions for spending and increasing difficulty to stabilize growth, it is increasingly apparent that the tourism industry has become a new driver for accelerating economic growth and also a new growth point for expanding domestic demand.

In the first half of 2015, tourism investment in China continued to grow rapidly. According to the China National Tourism Administration, tourism investments actually made nationwide increased by 28.0% year-on-year to approximately RMB301.8 billion, up by approximately 16 percentage points as compared with the growth of investments in the tertiary industry. Comparing to the traditional industries suffering from weak investment as a result of overcapacity, the tourism industry was picking up amid poor market sentiments, which fully demonstrated its role as a driver of economic growth.

In the meantime, tourism consumption in China continued to heat up. According to National Bureau of Statistics, the number of domestic tourist visits in the first half of 2015 was 2.024 billion, representing a year-on-year growth of 9.9%. The number of visitors received at tourist scenic spots and tourism revenue grew by 8.7% and 12.4% year-on-year respectively, of which, the increase in revenue from ticket sales at scenic spots was as high as 8.3%. Domestic tourism spending increased by 14.5% to RMB1.65 trillion, which was 4 percentage points higher than the growth in total retail sales of consumer goods.

## **VARIOUS FAVORABLE POLICIES**

In 2015, a series of favorable tourism policies were promulgated. In January 2015, the Office of the State Council published an explanatory schedule for the "Several Opinions of the State Council on Promoting the Reform and Development of the Tourism Industry" which further defined the division of policies and the implementation timeline to accelerate the overall development of the industry. In March 2015, Mr. Li Keqiang, Premier of the State Council of China, put forth in the government work report the objectives and initiatives for tourism industry development in relation to increasing tourism and leisure spending, implementing the paid leave system, promoting the brand building of national tourism and diversifying tourism development, etc.

In July 2015, new policies were proposed at the executive meeting of the State Council to promote tourism investment and spending through reform and innovation, including improving the tourist spending environment, fostering rural tourism to alleviate poverty, exploring new attractions for tourism spending as well as encouraging the adoption of public-private-partnership and other models of investment to construct and operate tourism projects. In August, the Office of the State Council issued the "Several Opinions of the Office of the State Council on Further Promoting Tourism Investment and Consumption", highlighting the development of tourism investment and spending as new support for stable growth, structural adjustment and improvement in people's livelihood for the first time, which covers six areas and 26 specific policies and measures including optimizing leave arrangements, formulating implementation measures for the paid leave system and stimulating the demand for tourism spending. These new policies play a significant role in promoting the development of the tourism industry and enhancing the people's livelihood.

### POSITIVE INDUSTRY TREND

Based on the tourism trend report released by the China Tourism Academy, the tourism economy is expected to be "optimistically positive" in the second half of 2015. The total number of tourists received in 2015 will mark a new record of 4.10 billion, translating into total tourism revenue of RMB3.84 trillion. According to the national tourism investment report published by the China National Tourism Administration, it is expected that the direct tourism investments throughout 2015 will reach RMB1 trillion and exceed RMB3 trillion in the next three years. Looking ahead, the industry will continue to see a positive growth trend and the driving forces are mainly attributable to the following:

Consumption upgrade among Chinese citizens: As the PRC economy takes off, consumption of the Chinese residents is shifting from goods to services. The tourism industry is one of the highly attractive targets of consumption. Continuous improvement in the purchasing power of residents and spending pattern is the main driver for the development of the tourism industry.

Well-established transportation network: In recent years, China has increased its investments in infrastructure facilities and construction, as evidenced particularly in the continuous improvement in the network of highways, high-speed railways and civil aviation routes. These help boost the travel rate significantly and drive the growth in tourism revenue, which significantly promote the development of the PRC tourism industry.

Accelerated pace of urbanization: Based on the characteristics of tourism market development, the purchasing power of urban residents in China is significantly higher than that of rural residents. Currently, travel spending per capita among urban residents is almost double than that among rural residents. As the level of urbanization steadily increases, the size of tourism markets in the cities and towns as the source of tourists will further expand, alongside with an increase in travel purchasing power.

A number of favorable policies: Industry policy is a reflection of the government's direction. In 2015, the roll out of a number of tourism policies has brought into play the integral role of the tourism industry in driving domestic demand and promoting consumption, which further strengthened the industry's strategic position in the PRC economy.

China, as the Asian Pacific core growth driver in the global tourism segment, is taking an increasingly important role. Currently, the PRC tourism industry is entering into a new phase characterized by popularity and industrial development with growing travel demand as well as diversified and personalized tourist consumption behavior. Benefiting from the favorable policies, tourism industry in China is now in the golden age and is expected to usher in more growth opportunities.

#### **BUSINESS REVIEW**

Under the backdrop of industry development, the Group took into account its own characteristics and formulated the strategic development objective of becoming "the first marine tourism and leisure brand and an international marine-featured tourism and leisure brand name in China" at the beginning of the year. To achieve such objective, the Group focused on the following aspects in the first half of 2015.

In respect of brand building, in order to strengthen the customers' awareness of brand value, the Group comprehensively accelerated the rebranding process to increase brand recognition and reputation by accumulating brand assets, improving the corporate identity system and standardizing the sub-project visual identification system. Since the original company name "Haichang Holdings" has a rather vague business attribute with low market recognition, the Group has been officially renamed to "Haichang Ocean Park". The new name is expected to improve the corporate image and position, and highlight the principal business and core competitiveness of the Company. At the same time, riding on the ground-breaking ceremony of the Shanghai Haichang Polar Ocean Park project, the Company kicked off a nationwide branding event which aroused great public interest and became a hot topic. In addition, the Group also optimized its brand value and expanded its market penetration through crossover brand cooperation. During the first half of 2015, the Group worked with peers including Ocean Park Hong Kong, Ly.com, Meituan.com and Dianping.com as well as upstream and downstream business partners respectively in strategic development, marketing, ticket sales and other aspects.

On the marketing front, in order to accurately identify target customers and analyze their needs, the Group carried out a tourist mapping analysis at the beginning of 2015 from four dimensions, namely place of origin, age group, transportation means and media for receiving information to identify the key target customer groups and effectively formulated the overall marketing strategies: penetrate the regional market, focus on online channels. On the basis of such strategy, the Group introduced the "Second Polar Snow Festival – Antarctic Fairy Tale Village", "Haichang Young Traveller – Going to Treasure Island to Discover the Blue", Haichang's festival month "1st June Children's Month" and other branding and marketing events.

Furthermore, in respect of sales channels, the Group actively developed the online and mobile terminal markets according to the major characteristics and behavioral habits of the target customer groups. First of all, the Group succeeded in building a complete network distribution platform, by finishing the construction of a self-owned platform, a Tmall flagship store, OTA websites and third-party distribution platforms. Secondly, to fully capitalize on the channel value, the Group and the Tmall flagship store joined hands with Alitrip.com to commence the "Ma Shang You" event, which topped the sales chart at Tmall platform during May Day Festival. Through strategic cooperation with Ly.com, the Group also mapped out complete network newsy marketing for special products, and held the "Customer Experience Contest" and created the parent-child travel brand "Happy Childhood" through famous TV show "Dad! Where Are We Going?". These successfully fostered the sale of products with online features and exposed the brand of the Group at the same time.

Leveraging on the above effective marketing campaigns and targeted channel distribution, for the six months ended 30 June 2015, the Group recorded growth in both the number of admission attendance (measured by the number of visitors based on actual admission) and ticket attendance (measured by the number of visitors based on ticket sales) of its eight theme parks it currently owns and operates. The number of admission attendance of the Group's eight theme parks increased by approximately 13.15% from approximately 3,965,000 for the six months ended 30 June 2014 to approximately 4,486,000 for the same period in 2015. The ticket attendance of the Group's eight theme parks grew by approximately 14.48% from approximately 2,881,000 for the six months ended 30 June 2014 to approximately 3,298,000 for the same period in 2015.

In respect of theme park operation, the Group took proactive measures to optimize, enrich and innovate new in-park products with the aim of improving service quality and effectively enhancing the experience of visitors. Firstly, the Group continued to upgrade and modify the hardware of its existing theme parks and had completed the upgrading and expansion of Qingdao Haichang Polar Ocean World during the period. To ensure operational safety and high quality of service, the Group also took the initiative to measure the "maximum carrying capacity" at all of its theme parks and improved the "safety management system". Secondly, the Group continued to innovate products and services of its existing theme parks. For example, the Group built intelligent parks and made use of the technology to enhance the interactive experience of visitors. The Group also opened up some feeding backfields and laboratory areas to visitors to allow breeders to share their interesting experiences with animals and to pass on marine scientific knowledge on a regular basis. Furthermore, the Group also strengthened the planning and packaging of performing productions, increased the cultural contents and enriched the mode of performance. During the period, the Group launched a new large-scale melodramatic water show "Magic Tahili" which was well-received by visitors. Thirdly, to achieve the synergy between the ancillary commercial properties and the theme parks, the Group increased the proportion of self-owned properties and optimized the structure of the ancillary commercial properties, resulting in a significant overall increase in the occupancy rate and an increase in the rental level of the properties. Fourthly, the Group continued to reinforce the development and sales of in-park spending products. The Group self-developed more than 200 "Haichang Ocean Park" cartoon products and endeavored to turn the theme stores and specialty kiosks into part of the theme park landscape by building a brand-new store image and optimizing the in-park tour routes, aiming at enhancing the overall quality of theme parks. Fifthly, the Group vigorously developed innovative paid entertainment products with interactive experience to create a growth point. Among which, the "Overnight in Polar Zone" product, which is well-received by visitors, has been developed as a regular product and is available for sale at Haichang's Tmall flagship store. During the period, revenue from in-park spending increased by 18.6% year-on-year, of which, revenue from innovative paid entertainment products with interactive experience significantly increased by 95.7%.

In the areas of animal welfare, conservation and scientific research, the Group advocates the philosophy of animal protection and endeavors to enhance the animal conservation related core competitiveness with a view to enhancing the Group's global leading position in relevant sectors. In the first half of 2015, the Group succeeded to breed 21 large polar animals and topped China in terms of breeding quantity. As a corporate citizen, the Group also plays an active role in fulfilling its corporate social responsibility. During the period, the Group repeatedly and voluntarily worked with local fisheries authorities to gratuitously rescue injured and miscaught marine animals including rescuing them onsite, bringing them back to the backfield for temporary isolated retention, assisting them to recover as well as releasing them into the wild according to the actual conditions of the rescued animals. Furthermore, the Group continuously focused on scientific research, and innovation and actively applied its scientific achievements to productivity. In April 2015, the Group was invited to attend the 2015 Annual Meeting of the Alliance of Marine Mammal Parks and Aquariums (AMMPA) as guest speaker. The Group presented a report themed "The Status and Challenges of Aquariums in China" at the meeting and gave a briefing to the attending international peers on the Group's importance and current leading advantages in the development of aquariums in China. The Group, together with Ocean Park Hong Kong, International Marine Animal Trainers' Association (IMATA) and the Special Committee of Chinese Association of Natural Science Museums, organized training classes for international animal trainers and invited several world-class animal trainers to give lectures and conduct training assessment.

#### **BUSINESS OUTLOOK**

# Shanghai Haichang Polar Ocean Park

The Group won the bid for the land use rights of the relevant land lots on 16 January 2015 and successfully held the project's ground-breaking ceremony on 29 March 2015. In 13 July 2015, the Group accomplished another important milestone upon obtaining the approval for environment impact assessment for the Shanghai project. Currently, transportation facilities in the neighbourhood of the project are increasingly established. In particular, the Shanghai Metro Line No. 16 has been in full operation. Visitors can get to Dishui Lake where the project is located directly by metro. The station is only one kilometre away from the project. Furthermore, the project is situated at a popular location where, other than the Shanghai Disneyland, another world class snow themed tourism project will be built in Lingang. The difference between those projects will create synergy and promote Shanghai Pudong as the largest tourist destination in East Asia.

The Group expects that the letter of approval for the project will be obtained in August 2015 and various detailed design proposals relating to project implementation will be gradually in place in the second half of the year. It is expected to commence full-scale construction in 2015.

# Sanya Haichang Dream World

In the first of 2015, the Group adjusted the project planning of Sanya Haichang Dream World according to the guiding opinions of the Sanya government. On 9 June, the planning design of the project obtained the approval in principle by the Sanya Municipal Government. The new project will have a marine culture theme focusing on the story line of "Maritime Silk Road", where the project's functional areas are divided by theme but are connected through "Maritime Silk Road" to create a large-scale open-spaced integrated tourism, entertainment and leisure project.

The Group will complete the planning of the theatrical show that blends marine animals performances with high-tech for the project within this year.

#### Marine Cultural Innovative Business

In order to promote the growth model of "Marine Cultural Innovation" proposed in early 2015, the Group completed registration of two new platform companies in the first half of the year, which will be used to develop technology and management exportation services as well as marine-featured indoor children's entertainment products. Such move will realize the diversified development of the Group.

## Aquarium operation consultancy and aquarium techniques management services:

As stated in the voluntary announcement of the Group published in May 2015, the Group has signed agreements with Guangzhou Zhengjia, Qinhuangdao Saintland and Zhejiang Hengdian respectively on the provision of aquarium operation consultancy and aquarium techniques management services. Accordingly, the Group began to provide aquariums or marine theme parks operated by Guangzhou Zhengjia, Qinhuangdao Saintland and Zhejiang Hengdian in China with technical consultancy and management services during the period.

The Group plans to further develop potential management and techniques outsourcing projects in Hunan, Guangxi, Hebei and other areas to increase the Company's market share and brand awareness in the project areas.

#### Innovative marine-featured indoor children's entertainment products:

The Group has completed the development of certain products, including Haichang Mini Ocean World, Family Entertainment Centre, Haichang Ocean Light Park and etc. relating to the children's entertainment area which has further enriched the product mix. In the future, the Group can therefore integrate those products according to its needs. Its first children's entertainment product project is expected to commence operation in the second half of 2015.

Going forward, the Group plans to implement the children's entertainment business through a combination of different product modules based on different business segments and customers' needs so as to attract more visitors. Meanwhile, the Group will continue to standardize its relevant products and services and explore investment and business models that can be quickly replicated. The Group is also positioned to integrate the above products with traditional products of the parks and develop upgrade proposals for kids' amusement area within its various theme parks.

#### Marine cultural entertainment products and creative intellectual property:

In order to continuously improve the capacity for production of entertainment focusing on the marine culture theme, the Group has set up specialized teams and has actively cooperated with international entertainment and multimedia technology companies to develop 4D and 5D marine culture films with self-developed cartoon images, which will be screened inside existing theme parks. The process of idolizing self-developed cartoon images could therefore be significantly shortened and the "Haichang Ocean Park" brand's cultural connotation could be therefore extended.

The Group plans to further develop themed merchandise by integrating self-developed cartoon images to enrich its own cultural and entertainment product lines. At the same time, the Group will make use of and extend intellectual property rights to increase productivity by developing thematic film and television, games, books, performing arts and other businesses through a combination of online and offline methods.

#### FINANCIAL REVIEW

### Revenue

For the six-month period ended 30 June 2015, the Group recorded a turnover of approximately RMB532.1 million (30 June 2014: approximately RMB527.8 million), representing an approximately 0.8% increment compared with the corresponding period of last year. The slight increase in turnover was attributed to a decrease in property sales, which offsets the increase in turnover from the park operations segment and the increase in rental income from its property holding segment.

Revenue generated from park operations and other segments increased by approximately 18.0% from approximately RMB360.4 million for the six months ended 30 June 2014 to approximately RMB425.2 million for the six months ended 30 June 2015, primarily due to an increase in ticket sales, food and beverage sales, in-park fee-charging entertainment projects and hotel operations, which was mainly driven by the increase in the number of ticket attendance. For the six months ended 30 June 2015, the ticket attendance of the eight theme parks increased to approximately 3.298 million visitors from approximately 2.88 million visitors for the six months ended 30 June 2014. Revenue generated from sales of tickets therefore increased by 17.9% from approximately RMB305.0 million for the six months ended 30 June 2014 to approximately RMB359.5 million for the six months ended 30 June 2015.

Revenue generated from non-ticket sales increased by approximately 18.6% from approximately RMB55.3 million for the six months ended 30 June 2014 to approximately RMB65.6 million for the six months ended 30 June 2015.

Revenue generated from property development and holding segment decreased by approximately 36.1% from approximately RMB167.4 million for the six months ended 30 June 2014 to approximately RMB106.9 million for the six months ended 30 June 2015, of which revenue generated from property sales decreased by approximately 46.2% from approximately RMB145.5 million to approximately RMB78.3 million, and revenue generated from rental income increased by approximately 30.6% from approximately RMB21.9 million to approximately RMB28.6 million.

#### Cost of Sales

The Group's cost of sales decreased by approximately 13.7% from approximately RMB368.2 million for the six-month period ended 30 June 2014 to approximately RMB317.6 million for the six-month period ended 30 June 2015, which was mainly due to the decrease in the cost of sales as a result of the significant decrease in property sales.

#### **Gross Profit**

For the six months ended 30 June 2015, the Group's overall gross profit increased by approximately 34.5% to approximately RMB214.5 million (same period in 2014: RMB159.5 million) and overall gross profit margin increased by approximately 40.3% (same period in 2014: 30.2%).

Segment gross profit of the Group's park operations and other segments increased by approximately 63.7% to approximately RMB172.1 million (same period in 2014: RMB105.1 million) and segment gross profit margin of the Group's park operations and other segments improved from approximately 29.2% for the six months ended 30 June 2014 to approximately 40.5% for the six months ended 30 June 2015, primarily due to the increase in revenue generated from its theme parks as a result of the higher admission attendance of its theme parks and the relatively stable operating expenses of most of its theme parks during the same period.

Segment gross profit of the Group's property development and holding segment decreased by approximately 22.2% to approximately RMB42.3 million (for the six months ended 30 June 2014: RMB54.4 million). Segment gross profit margin of the Group's property development and holding segment was approximately 39.6% (same period in 2014: 32.5%). The increase in gross profit margin of this segment was mainly due to the increase of property rental income and the difference in the types of properties sold compared to the prior period.

# Other Income and Gains

The Group's other income and gains decreased by approximately 33.7% from approximately RMB240.5 million for the six-month period ended 30 June 2014 to approximately RMB159.5 million for the six-month period ended 30 June 2015, mainly due to the decrease in realisation of deferred income government grants as a result of the decrease in property sales as well as the decrease in the fair value gain on investment properties.

#### Selling and Marketing Expenses

The Group's selling and marketing expenses decreased by approximately 29.9% from approximately RMB56.5 million for the six-month period ended 30 June 2014 to approximately RMB39.6 million for the six-month period ended 30 June 2015, mainly due to the absence of additional increase in promotion and advertising expenses on the Group's theme parks in the first half of 2015 as incurred for the purpose of the initial public offering (the "IPO") in the first half of 2014.

# Administrative Expenses

The Group's administrative expenses decreased by approximately 14.2% from approximately RMB126.0 million for the six-month period ended 30 June 2014 to approximately RMB108.1 million for the six-month period ended 30 June 2015, mainly due to the significant decrease in its consulting fees subsequent to the completion of the IPO of the Company.

#### **Finance Costs**

The Group's finance costs decreased by approximately 25.8% from approximately RMB109.2 million for the six-month period ended 30 June 2014 to approximately RMB81.0 million for the six-month period ended 30 June 2015, mainly due to a decrease in the total amount of bank loans and other borrowings of the Group and the optimisation of its debt structure.

## **Income Tax Expenses**

The Group's income tax expenses increased by approximately 43.9% from approximately RMB53.1 million for the six-month period ended 30 June 2014 to approximately RMB76.4 million for the six-month period ended 30 June 2015, mainly due to an increase in profit before tax.

#### Profit for the Period

As a result of the foregoing, the profit of the Group for the period increased from approximately RMB54.2 million for the six-month period ended 30 June 2014 to approximately RMB65.4 million for the six-month period ended 30 June 2015, while the net profit margin increased from approximately 10.3% for the six-month period ended 30 June 2014 to approximately 12.3% for the six-month period ended 30 June 2015. During the same period, the profit attributable to owners of the parent increased from approximately RMB58.4 million for the six-month period ended 30 June 2014 to approximately RMB62.7 million for the six-month period ended 30 June 2015.

#### Liquidity and Financial Resources

As at 30 June 2015, the Group had current assets of approximately RMB1,832.0 million (as at 31 December 2014: approximately RMB3,342.7 million). The Group had cash and bank deposits of approximately RMB725.0 million (as at 31 December 2014: approximately RMB1,551.4 million) and its pledged bank balances amounted to approximately RMB2.1 million (as at 31 December 2014: approximately RMB482.1 million). The decrease in cash and bank deposits for the six-month period ended 30 June 2015 was mainly attributable to the payment of land premium for the Shanghai project of approximately RMB728.1 million and the repayment of part of the loan principal in the first half of 2015. The current ratio of the Group was approximately 1.12 (as at 31 December 2014: 1.47).

Total equity of the Group as at 30 June 2015 was approximately RMB3,795.5 million (as at 31 December 2014: approximately RMB3,728.0 million). As at 30 June 2015, the total interest-bearing bank and other borrowings of the Group was approximately RMB2,240.4 million (as at 31 December 2014: RMB2,770.1 million).

As at 30 June 2015, the Group had a net gearing ratio of 39.3% (as at 31 December 2014: 19.9%). The net liabilities of the Group include interest-bearing bank and other borrowings, amounts due to related companies, less cash and cash equivalents, pledged bank balances and amounts due from related companies. The increase of the net gearing ratio for the six months ended 30 June 2015 was mainly attributable to the significant decrease in cash and cash equivalents as a result of the payment of land premium of the Shanghai project of approximately RMB728.1 million and the repayment of part of the loan principal in the first half of 2015.

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

## Capital Structure

The share capital of the Company comprises ordinary shares (the "Shares") for the six-month ended 30 June 2015.

# **Contingent Liabilities**

	30 June	31 December
	2015	2014
	RMB'000	RMB'000
	(Unaudited)	(Audited)
Guarantees in respect of mortgage facilities granted to		
the purchasers of the Group's properties*	66,314	51,788

\* The Group provided guarantees in respect of mortgage facilities granted by certain banks to the purchasers of the Group's completed properties held for sale. Pursuant to the terms of the guarantee arrangements, in case of default on mortgage payments by the purchasers, the Group is responsible for repaying the outstanding mortgage loans together with any accrued interest and penalty owed by the defaulted purchasers to banks. The Group is then entitled to take over the legal titles of the related properties. The Group's guarantee period commences from the date of grant of the relevant mortgage loan and ends after the execution of the purchaser's collateral agreement.

The Group did not incur any material losses during the periods in respect of the guarantees provided for mortgage facilities granted to the purchasers of the Group's completed properties held for sale. The Directors consider that in case of default on payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage loans together with any accrued interest and penalty, and therefore no provision has been made in connection with the guarantees.

#### **Capital Commitments**

As at 30 June 2015, the Group had capital commitments of approximately RMB165.2 million (as at 31 December 2014: approximately RMB402.7 million), which shall be funded through a variety of means, including cash generated from operations, bank financing and proceeds from the Listing.

### Foreign Exchange Rate Risk

The Group mainly operates in China. Other than bank deposits and bank borrowings denominated in foreign currency, the Group is not exposed to material foreign exchange rate risk. Appreciation in RMB would have a positive effect on the repayment of interest and bank borrowings denominated in foreign currency.

During the six months ended 30 June 2015, the exchange rate of RMB against the United States dollar and the Hong Kong dollar increased slightly, the Directors expect that any fluctuation in the exchange rate of RMB will not have material adverse effect on the operation of the Group.

# Pledge of Assets

The Group's bank loans were secured by the pledges of the Group's property, plant and equipment, investment properties, prepaid land lease payments, properties under development and pledged bank balances, with a total carrying value of RMB2,252.3 million as at 30 June 2015 (as at 31 December 2014: RMB2,748.4 million).

# MATERIAL ACQUISITION AND DISPOSAL

Shanghai Haichang Polar Ocean World Co., Ltd., an indirect wholly owned subsidiary of the Company, and Shanghai Municipal Bureau of Planning and Land Resources entered into two separate land grant contracts on 16 January 2015. Shanghai Municipal Bureau of Planning and Land Resources granted Shanghai Haichang Polar Ocean World Co., Ltd. the land use right of three plots of lands with an aggregated total site area of approximately 297,155 sq. m. for 50 years from the delivery of such land plots to Shanghai Haichang Polar Ocean World Co., Ltd.. The three land plots are for the development of the park portion of the Group's flagship marine theme park, Shanghai Haichang Polar Ocean Park, which comprises a theme park and ancillary hotels.

Details of the above acquisitions were set out in the announcement of the Company dated 18 January 2015.

Save as disclosed above, there was no material acquisition or disposal of subsidiaries or associated companies undertaken by the Group during the six-month period ended 30 June 2015.

#### STAFF POLICY

When taking into account the eight theme parks of the Group, the Group had approximately 2,486 full-time employees and approximately 1,444 temporary workers in the PRC and Hong Kong as at 30 June 2015 (31 December 2014: 2,405 full-time employees and 400 temporary workers). The Group offers a comprehensive and competitive remuneration, retirement schemes and benefit package to its employees. Discretionary bonus is offered to the Group's staff depending on their performance. The Group and its employees in the PRC are required to make contribution to a social insurance scheme in the PRC. The Group and its employees in the PRC are required to make contribution to fund the endowment insurance and unemployment insurance at the rates specified in the relevant PRC laws and regulations. During the six-month period ended 30 June 2015, all full-time employees in Hong Kong have participated in the Mandatory Provident Fund Scheme or recognised occupational retirement scheme.

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

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

As at 30 June 2015, 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 Securities and Futures Ordinance (the "SFO"), which (a) were required to be notified to the Company and the Stock Exchange of Hong Kong Limited (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 10 to the Listing Rules (the "Model Code"), were as follows:

			Approximate Percentage of Total
Name of Director	Capacity/Nature of Interest	Number of Shares	Issued Shares
Mr. Qu Naijie (Note 1)	Interest in a controlled corporation	2,011,848,524 (L)	50.30%
Mr. Qu Naiqiang	Beneficial owner	5,200,000 (L)	0.13%
Mr. Wang Xuguang	Beneficial owner	8,000,000 (L)	0.20%
Mr. Zhao Wenjing	Beneficial owner	5,200,000 (L)	0.13%

Note 1: Mr. Qu Naijie holds 100% of the equity interest in Haichang Group Limited and is the settlor and a beneficiary of the Management Trust, and Speedy Journey Investment Limited is 100% owned by Cantrust (Far East) Limited as trustee of the Management Trust. Therefore, Mr. Qu Naijie is deemed to be interested in 1,884,092,524 Shares held by Haichang Group Limited as disclosed above and the 127,756,000 Shares held by Speedy Journey Investment Limited in the Company, together representing approximately 50.30% of the total issued Shares.

(L) denotes a long position in the Shares.

Save as disclosed above, as at 30 June 2015, 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 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 were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this interim report, no rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company were granted to any Director or their respective spouse or children under 18 years of age, nor were any such rights exercised by them, nor was the Company or any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate since 13 March 2014 (the "Listing Date").

### SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 23 February 2014. The total number of 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 Listing Date, being 80,000,000 Shares (the "General Scheme Limit").

During the six months ended 30 June 2015, the Company had not granted any options under the Share Option Scheme (six months ended 30 June 2014: nil). The total number of Shares available for issue under the Share Option Scheme was 80,000,000 Shares as at 31 December 2014 and as at 30 June 2015, representing 2% of the total issued share capital of the Company as at the date of the Company's 2014 annual report and as at the date of this interim report.

#### SHARE AWARD SCHEME

Mr. Qu Naijie, a Director and a controlling shareholder of the Company, adopted a management share purchase scheme (the "Share Purchase Scheme") on 19 November 2014 to allow eligible participants to purchase a total of 172,000,000 Share, representing 4.3% of the then total issued share capital of the Company, at a price of HKD1.2 per Share (being the average of closing prices of the Company's shares as stated in the Stock Exchange daily quotation sheets for the 21 business days in October 2014) from an intermediary which was an associate of Mr. Qu Naijie for the purpose of providing incentives and rewards to eligible participants who contributed to the success of the Group's operations.

In order to further motivate the eligible participants by offering them with the opportunity to share the future value and growth of the Group and to align their personal interests with those of the Company and its shareholders, on 23 January 2015, Mr. Qu Naijie decided to extend the Share Purchase Scheme by allocating an additional amount of not more than 83,084,476 Shares, representing approximately 2.08% of the then total issued share capital of the Company, to the eligible participants at a price of HK\$1.36 per Share (being the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the 23 business days immediately preceding 1 January 2015).

During the six-month period ended 30 June 2015, Mr. Qu Naijie via an intermediary which was an associate of Mr. Qu Naijie sold 83,084,476 Shares at a price of HKD1.36 per Share to the eligible participants under the Share Purchase Scheme.

# **MANAGEMENT TRUST**

Mr. Qu Naijie set up a management trust (the "Management Trust") in January 2014. The Management Trust is a revocable discretionary trust settled by Mr. Qu Naijie as settlor with Cantrust (Far East) Limited as trustee for the purposes of recognizing and rewarding the contributions of certain eligible persons (the "Beneficiaries"). Speedy Journey Investment Limited is holding the Shares as nominee for Cantrust (Far East) Limited as trustee of the Management Trust and Speedy Journey Investment Limited is 100% owned by Cantrust (Far East) Limited as trustee of the Management Trust. During the six months period ended 30 June 2015, Speedy Journey Investment Limited had not increased its shareholding in the Company and it held 127,756,000 Shares, representing approximately 3.19% of the issued share capital of the Company.

It is the intention of Mr. Qu Naijie and the trustee that the Beneficiaries of the Management Trust include Mr. Qu Naijie himself and a group of eligible persons who had contributed or will contribute to the development and operations of the Group. The group of eligible persons comprises persons who are currently employees of the Group and any such persons who have contributed or will contribute to the operations and development of the Group, and these Beneficiaries may hold up to approximately 3.19% of the issued share capital of the Company. Cantrust (Far East) Limited as trustee has the discretionary powers to, among others, allocate all or a portion of the trust fund of the Management Trust (including the Shares held by Speedy Journey Investment Limited), but Mr. Qu Naijie, as settlor of the Management Trust, may request Cantrust (Far East) Limited as trustee to make distributions of such Shares to one or more Beneficiaries, including himself. For the six months ended 30 June 2015, no decision had been made by Mr. Qu Naijie or the trustee with respect to any such distribution.

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

As at 30 June 2015, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

			Approximate Percentage of
Name	Capacity/Nature of Interest	Number of Shares	Total Issued Shares
Haichang Group Limited	Beneficial owner	1,884,092,524 (L)	47.10%
Time Dynasty Limited	Beneficial owner	400,444,000 (L)	10.01%
Hony Capital Fund V GP Limited	Interest in a controlled corporation	400,444,000 (L)	10.01%
Hony Capital Fund V GP, L.P.	Interest in a controlled corporation	400,444,000 (L)	10.01%
Hony Capital Fund V L.P.	Interest in a controlled corporation	400,444,000 (L)	10.01%
Hony Capital Management Limited	Interest in a controlled corporation	400,444,000 (L)	10.01%
Hony Managing Partners Limited	Interest in a controlled corporation	400,444,000 (L)	10.01%
Zhao John Huan	Interest in a controlled corporation	400,444,000 (L)	10.01%
Oriental Camellia Investment Limited	Beneficial owner	393,384,000 (L)	9.83%
ORIX (China) Investment Company Limited	Interest in a controlled corporation	393,384,000 (L)	9.83%
ORIX Corporation	Interest in a controlled corporation	393,384,000 (L)	9.83%

<sup>(</sup>L) denotes a long position in the Shares.

Other than as disclosed above, as at 30 June 2015, the Directors have 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 of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

# INTERESTS OF THE SUBSTANTIAL SHAREHOLDERS OF ANY MEMBER OF THE GROUP (OTHER THAN THE COMPANY)

So far as the Directors are aware, as at 30 June 2015, the persons other than the Directors and the chief executive who were directly interested in 10% or more of the issued and outstanding share capital of the subsidiaries of the Company then in issue carrying rights to vote in all circumstances at general meetings of each relevant subsidiary, were as follows:

	Person With 10% or More Interest		Approximate Percentage of the Substantial
Member of Our Group	(other than us)	Capacity	Shareholder's Interest
Dalian Laohutan Ocean Park Co., Ltd (大連老虎灘海洋公園有限公司)	Dalian Laohutan Marine Park (大連老虎灘海洋公園)	Beneficial owner	41.70%

Save as disclosed above, as at 30 June 2015, the Directors are not aware of any person who have an interest or a short position in the Shares which will be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying voting rights to vote in all circumstances at general meetings of any other member of the Group.

# DEED OF NON-COMPETITION FROM THE CONTROLLING SHAREHOLDERS

On 27 February 2014, Mr. Qu Naijie and Haichang Group Limited (collectively the "Controlling Shareholders"), entered into a deed of non-competition (the "Deed of Non-competition") in favour of the Company in order to mitigate any potential conflict of interest between the Group and the Controlling Shareholders. Details of the Deed of Non-competition were disclosed in the prospectus of the Company dated 28 February 2014 under the section headed "Relationship with our Controlling Shareholders".

An independent board committee (the "Independent Board Committee") consisting exclusively of independent non-executive Directors is set up to monitor the execution and the performance of obligations of the Deed of Non-competition by the Controlling Shareholders. For the six months ended 30 June 2015, the Controlling Shareholders have complied with their obligations under the Deed of Non-competition and the Independent Board Committee has not considered any matter or reached any conclusion pursuant to the Deed of Non-competition.

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

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the six-month period ended 30 June 2015.

#### PRE-EMPTIVE RIGHTS

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

#### CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

There has been no change to any of the information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules since the publication of the 2014 annual report of the Company.

#### USE OF NET PROCEEDS FROM LISTING

The net proceeds from the Listing, after deducting underwriting fees and related expenses, amounted to approximately HK\$2,374.4 million and they were applied in the manner disclosed in the Prospectus.

The balance of the unutilised proceeds, deposited in normal interest bearing saving accounts, is expected to be applied by the Company as stated in the section headed "Future Plans and Use of Proceeds" of the Prospectus. Based on the current progress of Shanghai Haichang Polar Ocean Park and Sanya Haitang Bay Dream World projects, including the required approval procedures regarding site selection, land grant, and the planning and design, the Company has used part of the proceeds to pay the land transferring fees for Shanghai Haichang Polar Ocean Park, and intend to use some proceeds to pay a portion of the land transferring fee for Sanya Haitang Bay Dream World projects in second half of 2015. In addition, the Directors will consider utilising the unused portion of proceeds from the Listing to repay the Company's existing bank loans and other borrowings and interests accrued thereon if they are of the view that it is commercially desirable and in the interests of the shareholders as a whole for the Company to do so. The Company is also negotiating with related banks regarding the facility arrangements to ensure sufficient financial support to Shanghai Haichang Polar Ocean Park and/or Sanya Haitang Bay Dream World if necessary.

#### CORPORATE GOVERNANCE

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 Corporate Governance Code (the "Code") contained in Appendix 14 to the Rules (the "Listing Rules") Governing the Listing of Securities on the Stock Exchange as its own code of corporate governance.

The Company has been in compliance with the code provisions of the Code for the six-month period ended 30 June 2015 except as disclosed below.

Under code provision A.6.7 of the Code, all non-executive Directors are recommended to attend general meetings of the Company. However, all non-executive Directors of the Company (including independent non-executive Directors) were absent from the annual general meeting of the Company held on 25 June 2015 (the "AGM") due to pre-arranged business commitments.

Under code provision E.1.2 of the Code, the chairman of the Board is recommended to attend annual general meetings of the Company and to invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) of the Company to attend. Mr. Qu Naijie, being the chairman of the Board, was absent from the AGM due to a pre-arranged business commitment. Mr. Wang Xuguang was chosen as the chairman of the AGM. The chairmen of all the committees of the Company were absent from the AGM due to pre-arranged business commitments.

#### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code as its own code of conduct for securities transactions by Directors. The Company has made specific enquiries to all Directors and all Directors have confirmed that they have strictly complied with the Model Code during the period under review.

#### **AUDIT COMMITTEE**

As at the date of this announcement, the Audit Committee comprises three independent non-executive Directors, namely Prof. Fang Hongxing, Mr. Sun Jianyi and Prof. Xie Yanjun, all of whom are independent non-executive Directors. Prof. Fang Hongxing is the chairman of the Audit Committee.

The Audit Committee has reviewed together with the Directors and the Company's external auditor the unaudited interim condensed consolidated financial information of the Group for the six months ended 30 June 2015.

#### INTERIM DIVIDEND

The Board does not recommend payment of any interim dividend for the six-month period ended 30 June 2015.

#### **EVENTS AFTER BALANCE SHEET DATE**

Pursuant to a special resolution by the shareholders at the annual general meeting of the Company held on 25 June 2015, the name of the Company has been changed from "Haichang Holdings Ltd." to "Haichang Ocean Park Holdings Ltd." with effect from 30 June 2015. The registration of the new name of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) took effect from 24 July 2015.

On behalf of the Board

Mr. Wang Xuguang

Executive Director and Chief Executive Officer

24 August 2015

# INDEPENDENT REVIEW REPORT



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Report on review of unaudited interim condensed consolidated financial information to the board of directors of Haichang Ocean Park Holdings Ltd.

(Incorporated in the Cayman Islands with limited liability)

#### INTRODUCTION

We have reviewed the interim financial information set out on pages 25 to 68 which comprises the interim condensed consolidated statement of financial position of Haichang Ocean Park Holdings Ltd. (previously Haichang Holdings Ltd.) (the "Company") and its subsidiaries (collectively referred to as the "Group") as at 30 June 2015 and the related interim condensed consolidated statements of profit or loss, other comprehensive income, changes in equity and cash flows for the six-month period then ended, and explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 Interim Financial Reporting ("IAS 34") issued by the International Accounting Standards Board. Management is responsible for the preparation and presentation of this interim condensed consolidated financial information in accordance with IAS 34. Our responsibility is to express a conclusion on this interim condensed consolidated financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

#### **SCOPE OF REVIEW**

We conducted our review in accordance with International Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial information is not prepared, in all material respects, in accordance with IAS 34.

## **Ernst & Young**

Certified Public Accountants Hong Kong 24 August 2015

# UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2015

	For the six months ended 30 Ju			
		2015	2014	
	Notes	RMB'000	RMB'000	
		(Unaudited)	(Unaudited)	
			(Restated)	
REVENUE	5	532,081	527,750	
Cost of sales		(317,601)	(368,226)	
GROSS PROFIT		214,480	159,524	
Other income and gains	5	159,464	240,452	
Selling and marketing expenses		(39,559)	(56,546)	
Administrative expenses		(108,098)	(125,999)	
Other expenses		(3,488)	(943)	
Finance costs	6	(80,957)	(109,206)	
PROFIT BEFORE TAX	7	141,842	107 202	
Income tax expenses	8	(76,449)	107,282 (53,073)	
income tax expenses	0	(70,443)	(33,073)	
PROFIT FOR THE PERIOD		65,393	54,209	
Attributable to:				
Equity holders of the parent		62,659	58,404	
Non-controlling interests		2,734	(4,195)	
		65,393	54,209	
EARNINGS PER SHARE				
Basic and diluted (RMB cents)	9	1.57	1.62	

# UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2015

	For the six months 2015 <i>RMB'000</i> (Unaudited)	2014 RMB'000 (Unaudited) (Restated)
PROFIT FOR THE PERIOD	65,393	54,209
OTHER COMPREHENSIVE INCOME/(LOSS)  Other comprehensive income to be reclassified to profit or loss in subsequent periods (net of tax):	4040	0.522
Exchange differences on translation of foreign operations	4,343	9,532
Net other comprehensive income to be reclassified to profit or loss in subsequent periods, net of tax	4,343	9,532
Other comprehensive income/(loss) not to be reclassified to profit or loss in subsequent periods (net of tax):  Exchange differences on translation of foreign operations	(2,406)	12,180
Net other comprehensive income/(loss) not to be reclassified		
to profit or loss in subsequent periods, net of tax	(2,406)	12,180
Other comprehensive income/(loss), net of tax	1,937	21,712
TOTAL COMPREHENSIVE INCOME, NET OF TAX	67,330	75,921
Attributable to:  Equity holders of the parent  Non-controlling interests	64,596 2,734	80,116 (4,195)
	67,330	75,921

# UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

30 June 2015

	Notes	30 June 2015 <i>RMB'000</i> (Unaudited)	31 December 2014 <i>RMB'000</i> (Audited)
NON-CURRENT ASSETS			
Property, plant and equipment	10	2,601,260	2,639,312
Investment properties	11	2,258,000	1,935,000
Prepaid land lease payments	, ,	1,052,037	350,355
Intangible assets		6,957	7,655
Available-for-sale investment		19,170	19,170
Deferred tax assets		91,618	121,943
Long-term prepayments		40,732	17,845
zong com propagnione		,	1175.5
Total non-current assets		6,069,774	5,091,280
CURRENT ASSETS			
Completed properties held for sale	12	489,919	474,457
Properties under development	13	313,049	549,859
Gross amount due from a contract customer		82,408	89,112
Inventories		16,967	14,882
Trade receivables	14	97,130	58,148
Available-for-sale investment		200	45,200
Prepayments, deposits and other receivables		81,829	75,732
Due from related companies	18	5,521	1,802
Due from a non-controlling equity holder	18	17,831	_
Pledged bank balances	15	2,102	482,099
Cash and cash equivalents	15	725,014	1,551,446
Total current assets		1,831,970	3,342,737
			<u> </u>
CURRENT LIABILITIES			
Trade and bills payables	16	296,709	345,958
Other payables and accruals		277,034	281,323
Due to related companies	18	1,198	5,035
Advances from customers		53,089	78,227
Interest-bearing bank and other borrowings	17	745,224	1,310,613
Government grants		20,760	20,760
Deferred revenue		9,838	8,086
Tax payables		233,961	221,816

continued/...

# UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

30 June 2015

	Notes	30 June 2015 <i>RMB'000</i> (Unaudited)	31 December 2014 <i>RMB'000</i> (Audited)
Total current liabilities		1,637,813	2,271,818
NET CURRENT ASSETS		194,157	1,070,919
TOTAL ASSETS LESS CURRENT LIABILITIES		6,263,931	6,162,199
NON-CURRENT LIABILITIES			
Interest-bearing bank and other borrowings	17	1,495,188	1,459,523
Government grants		798,827	818,655
Deferred tax liabilities		174,372	156,019
Total non-current liabilities		2,468,387	2,434,197
NET ASSETS		3,795,544	3,728,002
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT			
Share capital: nominal value	22	2,451	2,451
Reserves	22	125,042	111,318
Neserves		123,042	111,510
Share capital and other statutory capital reserves		127,493	113,769
Other reserves		3,514,417	3,463,317
		3,641,910	3,577,086
Non-controlling interests		153,634	150,916
TOTAL EQUITY		3,795,544	3,728,002

Wang Xuguang Zhao Wenjing
Director Director

# UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2015

_	Attributable to equity holders of the parent									
	Issued capital RMB'000	Share premium RMB'000	Capital reserve RMB'000	Asset revaluation reserve RMB'000	Statutory reserves RMB'000	Exchange fluctuation reserve RMB'000	Retained earnings RMB'000	<b>Total</b> <i>RMB</i> ′000	Non-controlling interests RMB'000	Total equity RMB'000
As at 1 January 2015	2,451	2,363,685	731,364	37,105	111,318	(4,365)	335,528	3,577,086	150,916	3,728,002
Profit for the period Exchange differences on translation of foreign	-	-	-	-	-	-	62,659	62,659	2,734	65,393
operations	-		-		-	1,937		1,937	-	1,937
Total comprehensive income for the period  Capital contribution from a	-	-	-	-	-	1,937	62,659	64,596	2,734	67,330
shareholder Transfer to statutory reserve	-	-	212	-	- 13,724	-	- (13,708)	212 16	- (16)	212
As at 30 June 2015 (Unaudited)	2,451	2,363,685*	731,576*	37,105*	125,042	(2,428)*	384,479*	3,641,910	153,634	3,795,544
(Ollawareau)	=/1.51	2/303/003	75.75.6	377.03	125/012	(2) 120)	30.7.73	5,011,510	133/031	5,755,5
As at 1 January 2014										
As previously reported Effect of prior year	72	509,596	55,939	-	80,569	(17,227)	176,643	805,592	137,928	943,520
adjustments	-	-	591,477		-		(2,350)	589,127	129,321	718,448
As restated	72	509,596	647,416		80,569	(17,227)	174,293	1,394,719	267,249	1,661,968
Profit for the period Exchange differences on translation of foreign	-	-	-	-	-	-	58,404	58,404	(4,195)	54,209
operations	_	_	_	_	_	21,712	_	21,712	-	21,712
Total comprehensive income for the period	_	-	_	_	_	21,712	58,404	80,116	(4,195)	75,921
Issue of shares	613	1,934,397	-	-	-	_	-	1,935,010	-	1,935,010
Capitalisation issue	1,766	(1,766)	-	-	-	-	-	-	-	-
Share issue expenses Acquisition of non-controlling	-	(78,542)	-	-	-	-	-	(78,542)	-	(78,542
interests  Deemed distribution to the	-	-	-	-	-	-	-	-	(2,765)	(2,765
then shareholders	_	_	(48,751)		_	_	_	(48,751)	_	(48,751
Transfer to statutory reserve	-		(+0,731) -	-	15,747	-	(15,747)	(+0,731)	-	(40,731
As at 30 June 2014										
(Unaudited) (Restated)	2,451	2,363,685*	598,665*	_*	96,316	4,485*	216,950*	3,282,552	260,289	3,542,841

<sup>\*</sup> These reserve accounts comprise the consolidated other reserves of RMB3,514,417,000 and RMB3,183,785,000 (restated) as at 30 June 2015 and 30 June 2014, respectively.

# UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2015

	Notes	For the six months 2015 <i>RMB'000</i> (Unaudited)	ended 30 June 2014 <i>RMB'000</i> (Unaudited) (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		141,842	107,282
Adjustments for:		141,042	107,202
Depreciation of items of property, plant and equipment	7	86,802	88,784
Amortisation of intangible assets	7	766	679
Amortisation of prepaid land lease payments	7	11,474	6,022
Reversal of provision for inventories	7	(21)	(97)
Loss on disposal of items of property, plant and equipment	7	1,021	869
Government grants recognised	7	(24,420)	(45,748)
Gain on revaluation upon reclassification from completed	,	(= :/ :==)	(13,710)
properties held for sale and changes in fair value			
of investment properties, net	5	(101,252)	(152,694)
(Reversal)/impairment of trade receivables	7	(604)	2,536
Impairment of prepayments, deposits and other receivables	7	421	
Finance costs	6	80,957	109,206
Interest income	5	(12,094)	(14,884)
Increase in properties under development Decrease in completed properties held for sale Decrease in a gross amount due from a contract customer Increase in a gross amount due to a contract customer (Increase)/decrease in inventories Increase in trade receivables Decrease/(increase) in prepayments, deposits and other receivables Decrease/(increase) in restricted cash and bank balances Increase in amounts due from related companies Increase in an amount due from a non-controlling equity holder		(46,560) 52,869 6,704 - (2,064) (38,378) 8,426 12,534 (3,719)	(58,124) 92,798 - 45,721 1,769 (23,461) (5,213) (29,194) -
Decrease in amounts due to related companies		(3,837)	_
Decrease in advances from customers		(25,138)	(79,772)
Decrease in trade and bills payables		(49,249)	(84,165)
Decrease in other payables and accruals		(4,289)	(8,124)
Increase in government grants		4,592	7,624
Increase in deferred revenue		1,752	1,915
		.,	.,,_
Cash generated from/(used in) operations		80,704	(36,271)
Interest received		12,094	14,448
Tax paid		(15,626)	(15,313)
		(.5/023)	(13,313)
Net cash flows from/(used in) operating activities		77,172	(37,136)

# UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2015

		For the six months ended 30 June		
		2015	2014	
	Notes	RMB'000	RMB'000	
		(Unaudited)	(Unaudited)	
			(Restated)	
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchases of items of property, plant and equipment	10	(49,771)	(31,343)	
(Increase)/decrease in long-term prepayments	, 0	(22,887)	4,109	
Increase in prepaid land lease payments		(728,100)	-,105	
Decrease/(increase) in available-for-sale investments		45,000	(10,000)	
Decrease in an amount due from the ultimate holding company		43,000	610	
Decrease in amounts due from related companies			1,498,182	
Decrease in an amount due from a non-controlling				
equity holder		(40)	55,207	
Purchase of intangible assets	4.4	(68)	(48)	
Additions to investment properties	11	-	(21,878)	
Net cash flows (used in)/from investing activities		(755,826)	1,494,839	
wet cash nows (used my nom investing activities		(755,020)	1,454,055	
CASH FLOWS FROM FINANCING ACTIVITIES				
Issue of shares, net of share issue expenses		_	1,856,468	
Decrease in amounts due to related companies		_	(791,322)	
Decrease in finance lease payables		(39,815)	(103,674)	
Capital contribution from a shareholder		212	_	
Deemed distribution to the then shareholders		_	(48,751)	
New bank and other loans		200,000	847,913	
Repayment of bank and other loans		(689,909)	(882,511)	
Decrease/(increase) in pledged deposits		479,997	(892,591)	
Acquisition of non-controlling interests		_	(2,765)	
Interest paid		(87,666)	(123,482)	
Net cash flows used in financing activities		(137,181)	(140,715)	
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(815,835)	1,316,988	
Cash and cash equivalents at beginning of period		1,533,130	498,828	
Effect of foreign exchange rate changes, net		1,937	13,882	
enece of foreign exchange rate changes, net		1,331	13,002	
CASH AND CASH EQUIVALENTS AT END OF PERIOD		719,232	1,829,698	

continued/...

# UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2015

	Notes	For the six mont 2015 <i>RMB'000</i> (Unaudited)	hs ended 30 June 2014 <i>RMB'000</i> (Unaudited) (Restated)
ANALYSIS OF BALANCES OF CASH			
AND CASH EQUIVALENTS			
Cash and cash equivalents as stated in the statement		420.006	1 540 701
of financial position		439,006	1,540,701
Non-pledged deposits with original maturity of less		206 000	210 101
than three months when acquired		286,008	318,191
CASH AND CASH EQUIVALENTS AS STATED IN THE		725.044	4 050 000
STATEMENT OF FINANCIAL POSITION		725,014	1,858,892
Restricted cash and bank balances		(5,782)	(29,194)
CASH AND CASH EQUIVALENTS AS STATED IN THE			
STATEMENT OF CASH FLOWS		719,232	1,829,698

# NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2015

### 1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands on 21 November 2011 with limited liability. The registered office address of the Company is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company's subsidiaries are principally engaged in the development, construction and operation of theme parks, property development and investment and hotel operations in the People's Republic of China (the "PRC"). In the opinion of the directors of the Company, the Company's immediate and ultimate holding company was Haichang Group Limited, a company incorporated in the British Virgin Islands (the "BVI") at 30 June 2015.

#### 2.1 BASIS OF PREPARATION

The unaudited interim financial information for the six months ended 30 June 2015 (the "Interim Financial Information") has been prepared in accordance with IAS 34 *Interim Financial Reporting*.

The Interim Financial Information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2014.

#### Basis of consolidation

The financial information of the subsidiaries is 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.

Profit or loss and each component of other comprehensive income are attributed to the equity holders 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 three elements of control described in the accounting policy for subsidiaries in the Group's audited financial statements for the year ended 31 December 2014. 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 (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) 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.

#### NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30 June 2015

#### 2.2 BASIS OF PRESENTATION

Pursuant to the group reorganisation (the "Reorganisation") as more fully explained in the section "HISTORY, REORGANIZATION AND CORPORATE STRUCTURE" in the Company's prospectus dated 28 February 2014 for the listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Company became the holding company of the companies now comprising the Group in January 2014 other than 上海海昌極地海洋世界有限公司 ("Shanghai Haichang"), the property holding and investment business of 大連世博房地產開發有限公司 (a related company of the Company), 大連海昌發現王國主題公園有限公司 ("Discoveryland") and 重慶海昌加勒比海旅遊發展有限公司 ("Chongqing Caribbean").

In January 2014, the Group completed its acquisition of Shanghai Haichang and the property holding and investment business of 大連世博房地產開發有限公司. In December 2014, the Group completed its acquisitions of Discoveryland and Chongging Caribbean as further detailed in note 3.2.

The consolidated financial information has been prepared by applying the principle of pooling of interest method accounting as if the Reorganisation and acquisitions of Shanghai Haichang, the property holding and investment business of 大連世博房地產開發有限公司, Discoveryland and Chongqing Caribbean had been completed since 1 January 2014 because the Company's acquisition of the companies now comprising the Group should be regarded as a business combination under common control as the Company and the companies now comprising the Group were under common control both before and after the completion of the Reorganisation and the acquisitions of Shanghai Haichang, the property holding and investment business of 大連世博房地產開發有限公司, Discoveryland and Chongqing Caribbean.

The shares of the Company were listed on the Stock Exchange on 13 March 2014.

The unaudited interim condensed consolidated statement of profit or loss, other comprehensive income, changes in equity and cash flows of the Group for the six months ended 30 June 2014 include the results and cash flows of all companies now comprising the Group from the earliest date presented or since the date when the subsidiaries and/or businesses first came under the common control of the controlling shareholders, where this is a shorter period. No adjustments are made to reflect fair values, or recognise any new assets or liabilities as a result of the Reorganisation.

Equity interests in subsidiaries and/or businesses held by parties other than the controlling shareholders prior to the Reorganisation are presented as non-controlling interests in equity in applying the principles of merger accounting.

All intra-group transactions and balances have been eliminated on consolidation.

# 3.1 NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS ADOPTED BY THE GROUP

The accounting policies adopted in the preparation of the Interim Financial Information are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2014, except for the adoption of new standards and interpretations effective as of 1 January 2015. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The nature and the effect of these changes are disclosed below. Although these new standards and amendments are applied for the first time in 2015, they do not have a material impact on the annual consolidated financial statements of the Group or the interim condensed consolidated financial information of the Group.

The nature and the impact of each new standard or amendment are described below:

## Amendments to IAS 19 Defined Benefit Plans: Employee Contributions

IAS 19 requires an entity to consider contributions from employees or third parties when accounting for defined benefit plans. Where the contributions are linked to service, they should be attributed to periods of service as a negative benefit. These amendments clarify that, if the amount of the contributions is independent of the number of years of service, an entity is permitted to recognise such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the periods of service. These amendments are effective for annual periods beginning on or after 1 July 2014. These amendments are not relevant to the Group, since none of the entities within the Group has defined benefit plans with contributions from employees or third parties.

#### Annual Improvements 2010-2012 Cycle

These improvements are effective from 1 July 2014 and the Group has applied these amendments in the Interim Financial Information. They include:

#### IFRS 2 Share-based Payment

This improvement is applied prospectively and clarifies various issues relating to the definitions of performance and service conditions which are vesting conditions, including:

- A performance condition must contain a service condition
- A performance target must be met while the counterparty is rendering service
- A performance target may relate to the operations or activities of an entity, or to those of another entity in the same group
- A performance condition may be a market or non-market condition
- If the counterparty, regardless of the reason, ceases to provide service during the vesting period, the service condition is not satisfied

The above definitions are consistent with how the Group has identified any performance and service conditions which are vesting conditions in previous periods, and thus these amendments do not impact the Group's accounting policies.

30 June 2015

# 3.1 NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS ADOPTED BY THE GROUP (continued)

#### IFRS 3 Business Combinations

The amendment is applied prospectively and clarifies that all contingent consideration arrangements classified as liabilities (or assets) arising from a business combination should be subsequently measured at fair value through profit or loss whether or not they fall within the scope of IFRS 9 (or IAS 39, as applicable). This is consistent with the Group's current accounting policy, and thus this amendment does not impact the Group's accounting policy.

## IFRS 8 Operating Segments

The amendments are applied retrospectively and clarify that:

- An entity must disclose the judgements made by management in applying the aggregation criteria in paragraph 12 of IFRS 8, including a brief description of operating segments that have been aggregated and the economic characteristics (e.g., sales and gross margins) used to assess whether the segments are 'similar'.
- The reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker, similar to the required disclosure for segment liabilities.

The Group has not applied the aggregation criteria in IFRS 8.12. The Group has presented the reconciliation of segment assets to total assets in previous periods and continues to disclose the same in note 4 in the Interim Financial Information as the reconciliation is reported to the chief operating decision maker for the purpose of her decision making.

## IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets

The amendment is applied retrospectively and clarifies in IAS 16 and IAS 38 that the asset may be revalued by reference to observable data by either adjusting the gross carrying amount of the asset to market value or by determining the market value of the carrying value and adjusting the gross carrying amount proportionately so that the resulting carrying amount equals the market value. In addition, the accumulated depreciation or amortisation is the difference between the gross and carrying amounts of the asset. The Group did not record any revaluation adjustments during the current interim period.

#### IAS 24 Related Party Disclosures

The amendment is applied retrospectively and clarifies that a management entity (an entity that provides key management personnel services) is a related party subject to the related party disclosures. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services.

#### Annual Improvements 2011-2013 Cycle

These improvements are effective from 1 July 2014 and the Group has applied these amendments in the Interim Financial Information. They include:

# 3.1 NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS ADOPTED BY THE GROUP (continued)

#### IFRS 3 Business Combinations

The amendment is applied prospectively and clarifies for the scope exceptions within IFRS 3 that:

- Joint arrangements, not just joint ventures, are outside the scope of IFRS 3
- This scope exception applies only to the accounting in the financial statements of the joint arrangement itself

The Company is not a joint arrangement, and thus this amendment is not relevant to the Group and its subsidiaries.

#### IFRS 13 Fair Value Measurement

The amendment is applied prospectively and clarifies that the portfolio exception in IFRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of IFRS 9 (or IAS 39, as applicable). The Group does not apply the portfolio exception in IFRS 13.

#### IAS 40 Investment Property

The description of ancillary services in IAS 40 differentiates between investment property and owner-occupied property (i.e., property, plant and equipment). The amendment is applied prospectively and clarifies that IFRS 3, and not the description of ancillary services in IAS 40, is used to determine if the transaction is the purchase of an asset or a business combination. In previous periods, the Group has relied on IFRS 3, not IAS 40, in determining whether an acquisition is of an asset or is a business acquisition. Thus, this amendment does not impact the accounting policy of the Group.

#### 3.2 PRIOR PERIOD RESTATEMENT

Restatement of prior period's financial information as a result of business combinations for entities under common control of Discoveryland and Chongqing Caribbean

Pursuant to an agreement entered into on 24 September 2013 between Haichang Asia Investment Limited (a related company of the Company), Orix (China) Investment Company Limited ("Orix", a company established in the PRC, a related company of the Company), 大連海昌集團有限公司 ("Haichang Group", a related company of the Company) and Haichang Holdings (Hong Kong) Limited ("Haichang Hong Kong", a subsidiary of the Company), Haichang Hong Kong would acquire the entire equity interest in Discoveryland.

Pursuant to an agreement entered into on 23 September 2013 between 大連海昌旅遊集團有限公司 ("Dalian Tourism", a subsidiary of the Company) and 大連海昌房地產集團有限公司 ("Haichang Property Group", a related company of the Company), Dalian Tourism would acquire the entire equity interest in Chongqing Caribbean.

30 June 2015

## 3.2 PRIOR PERIOD RESTATEMENT (continued)

Further details of the foregoing agreements (the "Share Subscription Agreements") are set out in the section headed "HISTORY, REORGANIZATION AND CORPORATE STRUCTURE" of the Company's prospectus for the public offering dated 28 February 2014.

In December 2014, the Group completed the acquisitions of Discoveryland and Chongqing Caribbean at purchase considerations of approximately RMB416,621,000 and RMB10,211,000, respectively. Since the Company, Discoveryland and Chongqing Caribbean were under the common control of Mr. Qu Naijie ("Mr. Qu", a director and shareholder of the Company) before and after the completion of the aforesaid acquisitions, the business combination of Discoveryland and Chongqing Caribbean has been accounted for under the pooling of interest method.

Business combinations arising from transfers of interests in entities that are under the control of the holder that controls the Group are accounted for as if the acquisitions had occurred at the beginning of the reporting period or, if later, at the date that common control was established. The assets and liabilities acquired are recognised at the carrying amounts recognised previously in the acquired entities' financial statements.

Upon transfer of interest in an entity to another entity that is under the control of the equity holder that controls the Group, any difference between the Group's interest in the carrying value of the assets and liabilities and the cost of transfer of interest in the entity is recognised directly in equity.

The condensed consolidated statement of comprehensive income includes the results of each of the combining entities from the earliest date presented or since the date when the combining entities first came under the common control, where this is a shorter period.

All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

The opening balances as at 1 January 2014 and comparative information for the six months ended 30 June 2014 have been restated in the condensed consolidated financial information. The quantitative impact on the financial information is summarised below:

30 June 2015

# 3.2 PRIOR PERIOD RESTATEMENT (continued)

Restated condensed consolidated statement of profit or loss for the period ended 30 June 2014

		Effect of	
	As previously	prior period	
	reported	adjustments	As restated
	RMB'000	RMB'000	RMB'000
	(Unaudited)		(Unaudited)
REVENUE	451,202	76,548	527,750
Cost of sales	(292,097)	(76,129)	(368,226)
GROSS PROFIT	159,105	419	159,524
Other income and gains	233,588	6,864	240,452
Selling and marketing expenses	(48,502)	(8,044)	(56,546)
Administrative expenses	(109,911)	(16,088)	(125,999)
Other expenses	(50)	(893)	(943)
Finance costs	(108,769)	(437)	(109,206)
PROFIT BEFORE TAX	125,461	(18,179)	107,282
Income tax expenses	(52,228)	(845)	(53,073)
PROFIT FOR THE PERIOD	73,233	(19,024)	54,209
	7.572.55	(15/52 1/	3.,203
Attributable to:			
Equity holders of the parent	73,623	(15,219)	58,404
Non-controlling interests	(390)	(3,805)	(4,195)
	(330)	(3,003)	(4,133)
	73,233	(19,024)	54,209
FARMINGS RED CHARE			
<ul><li>EARNINGS PER SHARE</li><li>Basic and diluted (RMB cents)</li></ul>	2.04	(0.42)	1.62
	2.04	(0.72)	

30 June 2015

# 3.2 PRIOR PERIOD RESTATEMENT (continued)

Restated condensed consolidated statement of other comprehensive income for the period ended 30 June 2014

	As previously	Effect of prior period	
	reported	adjustments	As restated
	RMB'000	RMB'000	RMB'000
	(Unaudited)	MIND 000	(Unaudited)
	(Gildaditea)		(Olladaltea)
PROFIT FOR THE PERIOD	73,233	(19,024)	54,209
	·		
OTHER COMPREHENSIVE INCOME			
Net other comprehensive income to be			
reclassified to profit or loss in			
subsequent periods, net of tax	9,532	_	9,532
Net other comprehensive income not			
to be reclassified to profit or loss in			
subsequent periods, net of tax	12,180	_	12,180
Other comprehensive income, net of tax	21,712	_	21,712
TOTAL COMPREHENSIVE INCOME,			
NET OF TAX	94,945	(19,024)	75,921
Attributable to:			
Equity holders of the parent	95,335	(15,219)	80,116
Non-controlling interests	(390)	(3,805)	(4,195)
	94,945	(19,024)	75,921

Restated condensed consolidated statement of cash flows for the period ended 30 June 2014

	As previously reported <i>RMB'000</i> (Unaudited)	Effect of prior period adjustments <i>RMB'000</i>	As restated <i>RMB'000</i> (Unaudited)
Cash and cash equivalents at beginning of period Net cash flows used in operating activities Net cash flows from investing activities Net cash flows used in financing activities Effect of foreign exchange rate changes, net	495,936 (32,763) 1,458,978 (126,020) 13,882	2,892 (4,373) 35,861 (14,695) –	498,828 (37,136) 1,494,839 (140,715) 13,882
Cash and cash equivalents as stated in the statement of financial position	1,810,013	19,685	1,829,698

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30 June 2015

#### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the parks operations segment engages in the development, construction and operation of theme parks;
- (b) the property development and holding segment engages in property sales, the provision of construction services and the management of the Group's developed and operating properties for rental income potential and for capital appreciation; and
- (c) the others segment engages in hotel operations and the provision of services to guests.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax from continuing operations.

Segment assets exclude intangible assets, available-for-sale investments, deferred tax assets, trade receivables, prepayments, deposits and other receivables, pledged deposits and cash and cash equivalents as these assets are managed on a group basis.

The Group's liabilities are managed on a group basis.

No further geographical segment information is presented as over 90% of the Group's revenue from external customers is derived from its operation in Mainland China and over 90% of the Group's non-current assets are located in Mainland China.

30 June 2015

# 4. OPERATING SEGMENT INFORMATION (continued)

# Operating segments

The following tables present revenue, profit and certain asset, liability and expenditure information for the Group's business segments for the six-month period from 1 January to 30 June:

Six months from 1 January to 30 June 2015 (Unaudited)	Parks operations <i>RMB'000</i>	Property development and holding RMB'000	Others RMB'000	Total <i>RMB'000</i>
Segment revenue				
Sales to external customers and				
total revenue	419,924	106,928	5,229	532,081
Revenue				532,081
Segment results	169,047	42,335	3,098	214,480
Reconciliation: Unallocated income				159,464
Unallocated expenses				(151,145)
Finance costs				(80,957)
Profit before tax				141,842

# 4. OPERATING SEGMENT INFORMATION (continued)

Operating segments (continued)

20.1 20.5 (1)	Park	Property development	0.1	
30 June 2015 (Unaudited)	operations	and holding RMB'000	Others RMB'000	Total
	RMB'000	KIVIB UUU	KIVIB UUU	RMB'000
Segment assets	3,756,034	3,148,897	-	6,904,931
Reconciliation:				
Corporate and other unallocated assets				996,813
Total assets				7,901,744
Segment liabilities	_	_	_	_
Reconciliation:				
Corporate and other unallocated				
liabilities				4,106,200
Total liabilities				4,106,200
Other segment information				
Reversal of impairment losses in the				
statement of profit or loss	(204)	-	-	(204)
Depreciation and amortisation				
Unallocated				766
Segment	98,276	-	-	98,276
Capital expenditure*				
Unallocated Segment	49,771			68 49,771
segment	43,771	-	-	45,//1

<sup>\*</sup> Capital expenditure consists of additions to property, plant and equipment, investment properties and intangible assets.

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# 4. OPERATING SEGMENT INFORMATION (continued)

# Operating segments (continued)

-				
		Property		
Six months from 1 January to	Parks	development		
30 June 2014 (Unaudited) (Restated)	operations	and holding	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Segment revenue				
Sales to external customers and total				
revenue	355,452	167,379	4,919	527,750
Revenue				527,750
			=	
Segment results	102,194	54,412	2,918	159,524
	,	,	,	,
Reconciliation:				
Unallocated income				240,452
Unallocated expenses				(183,488)
Finance costs				(109,206)
			_	,
Profit before tax				107,282
			_	

# 4. OPERATING SEGMENT INFORMATION (continued)

Operating segments (continued)

		Property		
	Park	development		
31 December 2014	operations	and holding	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Segment assets	3,034,657	3,048,428	-	6,083,085
Reconciliation:				
Corporate and other unallocated assets				2,350,932
Total assets				8,434,017
Segment liabilities	_	_	-	-
Reconciliation:				
Corporate and other unallocated liabilities				4,706,015
Total liabilities				4,706,015
Six months from 1 January to				
30 June 2014 (Unaudited) (Restated)				
Other segment information				
Impairment losses recognised/(reversed)				
in the statement of profit or loss	(97)	3,703	-	3,606
Depreciation and amortisation Unallocated				679
Segment	94,806	_	_	94,806
Capital expenditure*	54,000			54,000
Unallocated				48
Segment	31,343	21,878	-	53,221

<sup>\*</sup> Capital expenditure consists of additions to property, plant and equipment, investment properties and intangible assets.

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## 5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents income from the sale of tickets by theme park operation, and the sale of goods by restaurant and store operations, in-park recreation income, income from hotel operations, income from the sale of properties, and gross rental income received and receivable from investment properties, an appropriate proportion of contract revenue of construction contracts for the six months ended 30 June 2015 and 2014, net of business tax and other surcharges.

	For the six months ended 3		
		2015	2014
	Notes	RMB'000	RMB'000
		(Unaudited)	(Unaudited)
			(Restated)
Revenue			
Tickets sales		359,525	305,023
Property sales		78,326	128,229
Food and beverage sales		31,106	27,923
Sale of merchandise		14,450	14,921
Rental income	7	28,602	21,904
In-park recreation income		14,843	7,585
Construction contracts		-	17,246
Income from hotel operations		5,229	4,919
		532,081	527,750
Other income			
Government grants		24,420	45,748
Bank interest income	7	12,094	4,451
Interest income from related companies	7	-	10,433
Income from insurance claims		16,003	6,895
Foreign exchange gains	7	-	16,095
Others		5,695	4,136
		58,212	87,758
Gain			
Gain on revaluation upon reclassification from			
completed properties held for sale and			
changes in fair value of investment properties, ne	et	101,252	152,694
		101,252	152,694
		159,464	240,452

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# 6. FINANCE COSTS

	For the six months ended 30 Jun 2015 20 RMB'000 RMB'0 (Unaudited) (Unaudited)	
		(Restated)
Interest on bank loans and other borrowings Interest on finance leases	86,939 727	118,654 5,265
Total interest expenses on financial liabilities not at fair value		
through profit or loss Less: Interest capitalised	87,666 (6,709)	123,919 (14,713)
	80,957	109,206

## 7. PROFIT BEFORE TAX

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

	For the six months ended 30 J 2015		
	Notes	RMB'000	2014 <i>RMB'000</i>
	7.000	(Unaudited)	(Unaudited)
		` ,	(Restated)
Cost of properties sold		52,869	92,798
Cost of merchandise goods sold		5,380	5,556
Cost of services provided		259,352	269,872
Depreciation		86,802	88,784
Amortisation of prepaid land lease payments		11,474	6,022
(Reversal)/impairment of trade receivables		(604)	2,536
Impairment of prepayments, deposits and other			
receivables		421	_
Direct operating expenses arising on rental-earning			
properties		447	2,263
Amortisation of intangible assets		766	679
Minimum lease payments under operating leases in		2.400	1 227
respect of properties		2,488	1,227
Employee benefit expense (excluding directors and chief executive's remuneration):			
Wages and salaries		69,824	67,296
Bonuses		2,043	10,510
Retirement benefit scheme contributions		12,801	10,067
Retirement benefit scheme contributions		12,001	10,007
		84,668	87,873
Direct operating expenses			
Foreign exchange differences, net	5	_	(16,095)
Reversal of provision for inventories		(21)	(97)
Changes in fair value of investment properties	11	(3,292)	15,878
Gain on revaluation upon reclassification from			
completed properties held for sale	12	(97,960)	(168,572)
Rental income	5	(28,602)	(21,904)
Bank interest income	5	(12,094)	(4,451)
Interest income from related companies	5	(24.420)	(10,433)
Government grants recognised		(24,420)	(45,748)
Loss on disposal of items of property, plant and		1,021	869
equipment		1,021	809

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#### 8. INCOME TAX

Provision for PRC corporate income tax (the "CIT") has been provided at the applicable income tax rate of 25% for the six months ended 30 June 2015 (six months ended 30 June 2014: 25%) on the assessable profits of the Group's subsidiaries in Mainland China.

According to the requirements of the Provisional Regulations of the PRC on Land Appreciation Tax ("LAT") effective from 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT effective from 27 January 1995, all income from the sale or transfer of state-owned leasehold interests on land, buildings and their attached facilities in Mainland China is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value, with an exemption provided for property sales of ordinary residential properties if their appreciation values do not exceed 20% of the sum of the total deductible items.

The Group has estimated, made and included in tax provision for LAT according to the requirements set forth in the relevant PRC tax laws and regulations. The actual LAT liabilities are subject to the determination by the tax authorities upon completion of the property development projects and the tax authorities might disagree with the basis on which the provision for LAT is calculated.

Income tax in the consolidated statement of profit or loss represents:

	For the six months ended 30 June		
	2015	2014	
	RMB'000	RMB'000	
	(Unaudited)	(Unaudited)	
		(Restated)	
Current – Mainland China:			
Charge for the period – CIT	24,435	16,208	
LAT	3,336	339	
	27,771	16,547	
Deferred tax	48,678	36,526	
Total tax charge for the period	76,449	53,073	

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## 9. EARNINGS PER SHARE

The calculation of the basic earnings per share amount is based on the profit attributable to ordinary equity holders of the parent for the six months ended 30 June 2015, and the weighted average number of ordinary shares issued during the period on the assumption that the capitalisation issue of 2,885,608,004 shares has been effective on 1 January 2014.

The calculation of the basic earnings per share amounts is based on:

	30 June	30 June
	2015	2014
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
		(Restated)
Earnings		
Profit attributable to ordinary equity holders of the parent,		
used in the basic earnings per share calculation	62,659	58,404
Shares		
Weighted average number of ordinary shares in issue during the		
period used in the basic earnings per share calculation	4,000,000,000	3,605,555,556

There were no potentially dilutive ordinary shares in issue during the periods.

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## 10. PROPERTY, PLANT AND EQUIPMENT

 Total RMB'000 (Unaudited)

 At 1 January 2015
 2,639,312

 Additions
 49,771

 Depreciation
 (86,802)

 Disposal
 (1,021)

 At 30 June 2015
 2,601,260

Included in the property, plant and equipment as at 30 June 2015 was certain machinery with a net carrying amount of RMB1,979,000 (31 December 2014: RMB157,602,000) which was held under finance leases.

The Group's property, plant and equipment with a carrying value of RMB1,449,082,000 (31 December 2014: RMB1,464,770,000) were pledged to secure banking facilities granted to the Group at 30 June 2015 (note 17).

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#### 11. INVESTMENT PROPERTIES

		Under	
	Completed	construction	Total
	RMB'000	RMB'000	RMB'000
	(Unaudited)	(Unaudited)	(Unaudited)
At 1 January 2015	1,935,000	-	1,935,000
Reclassification from completed			
properties held for sale (note 12)	24,708	295,000	319,708
Net gain from fair value adjustments (note 7)	3,292	_	3,292
At 30 June 2015	1,963,000	295,000	2,258,000

The Group's investment properties are situated on parcels of land in Mainland China that are held under medium term leases. Certain investment properties are leased to third parties under operating leases, summary details of which are included in note 19.

The Group's investment properties as at 30 June 2015 were revalued by DTZ Debenham Tie Leung Limited – Beijing Branch ("DTZ"), independent firms of professionally qualified valuers, using the income approach.

Included in the investment properties were certain buildings with a carrying value of RMB295,000,000 (31 December 2014: RMB549,000,000) for which the property certificates have not been obtained as at 30 June 2015.

The Group's investment properties with a carrying value of RMB295,000,000 (31 December 2014: nil) were previous held for sales on open vacant basis without renovation. These properties were transferred to investment properties during the period and were undergoing renovation for new tenants.

The Group's investment properties with a carrying value of RMB525,703,000 (31 December 2014: RMB525,703,000) were pledged to secure general banking facilities granted to the Group at 30 June 2015 (note 17).

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# 11. 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 30 June 2015 using			
	Quoted			
	prices in	Significant	Significant	
	active	observable	unobservable	
	markets	inputs	inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Recurring fair value measurement for:				
Commercial properties	-	-	2,258,000	2,258,000

During the six months ended 30 June 2015 (31 December 2014: nil), 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:

	RMB'000
	(Unaudited)
Carrying amount at 1 January 2015	1 025 000
Carrying amount at 1 January 2015	1,935,000
Reclassification from completed properties held for sale	319,708
Net gain from fair value adjustments recognised in other income in profit or loss	3,292
Carrying amount at 30 June 2015	2,258,000

Below is a summary of the valuation technique used and the key inputs to the valuation of investment properties:

Commercial properties	Valuation technique	Significant unobservable inputs	Range (weighted average)
			<u> </u>
Six months ended 30 June 2015	Income method	Market monthly rental rate (RMB/square metre)	45-140
		Capitalisation rate	3.5%-6%

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## 11. INVESTMENT PROPERTIES (continued)

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. The exit yield is normally separately determined and differs from the discount rate.

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 gross income less vacancy, 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 estimated rental value and the market rent growth rate per annum in isolation would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in the long term vacancy rate and the discount rate in isolation would result in a significant decrease/(increase) in the fair value of the investment properties. Generally, a change in the assumption made for the estimated rental value is accompanied by a directionally similar change in the rent growth per annum and the discount rate and an opposite change in the long term vacancy rate.

#### 12. COMPLETED PROPERTIES HELD FOR SALE

	RMB'000
	(Unaudited)
Carrying amount at 1 January 2015	474,457
Transfer from properties under development (note 13)	290,079
Fair value change on completed properties held for sale (note 7)	97,960
Reclassification to investment properties (note 11)	(319,708)
Recognised in the current period	(52,869)
Carrying amount at 30 June 2015	489,919

Included in the completed properties held for sale were certain buildings with a carrying value of RMB86,492,000 (31 December 2014: nil) for which the property certificates have not been obtained as at 30 June 2015.

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## 13. PROPERTIES UNDER DEVELOPMENT

	RMB'000
	(Unaudited)
Carrying amount at 1 January 2015	549,859
Additions	53,269
Transfer to completed properties held for sale (note 12)	(290,079)
Carrying amount at 30 June 2015	313,049

The properties under development are located in Mainland China with lease terms ranging from 40 to 70 years.

Certain of the Group's properties under development with a carrying value at 30 June 2015 of RMB80,932,000 (31 December 2014: RMB80,932,000) were pledged to secure bank loans granted to the Group at 30 June 2015 (note 17).

#### 14. TRADE RECEIVABLES

	30 June 2015	31 December 2014
	RMB'000	RMB'000
	(Unaudited)	
Trade receivables	102,765	64,387
Less: provision for doubtful debts	(5,635)	(6,239)
	97,130	58,148

The Group's trading terms with its institutional customers and lessees 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. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

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## 14. TRADE RECEIVABLES (continued)

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date, net of provision for doubtful debts, is as follows:

	30 June 2015 RMB'000	31 December 2014 <i>RMB'000</i>
	(Unaudited)	
Within 90 days	64,906	36,972
Over 90 days and within one year	21,012	9,592
Over one year	11,212	11,584
	97,130	58,148

The movements in provision for impairment of trade receivables are as follows:

	RMB'000 (Unaudited)
At 1 January 2015	6,239
Impairment losses recognised (note 7)	387
Impairment losses reversed (note 7)	(991)
At 30 June 2015	5,635

The aged analysis of the trade receivables that are not considered to be impaired is as follows:

	30 June 2015 <i>RMB'000</i> (Unaudited)	31 December 2014 <i>RMB'000</i>
Neither past due nor impaired	71,982	55,969
Past due within one year	21,046	2,136
Past due over one year	4,102	43
	97,130	58,148

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

The carrying amount of the trade receivables approximates to their fair value due to their relatively short maturity term.

The Group's trade receivables with a carrying value of RMB15,743,000 (31 December 2014: RMB13,375,000) were pledged to secure general banking facilities granted to the Group at 30 June 2015 (note 17).

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## 15. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	RMB'000	31 December 2014 <i>RMB'000</i>
	(Unaudited)	
Cash and bank balances	441,108	1,211,730
Time deposits with original maturity of less than three months	286,008	821,815
	727,116	2,033,545
Less: Pledged for interest-bearing bank loans	(541)	(480,541)
Pledged for mortgage loans of purchasers	(1,553)	(1,550)
Pledged for bills payable	(8)	(8)
	(2,102)	(482,099)
Unpledged cash and cash equivalents	725,014	1,551,446
Less: restricted cash and bank balances*	(5,782)	(18,316)
Unpledged and unrestricted cash and cash equivalents	719,232	1,533,130

<sup>\*</sup> The cash balances received from customers for the presale of properties are restricted to use for the construction of the related properties.

At the end of the reporting period, the cash and bank balances and the time deposits of the Group denominated in RMB amounted to RMB705,408,000 (31 December 2014: RMB1,507,749,000). The RMB is not freely convertible into other currencies, however, under Mainland China'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.

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# 16. TRADE AND BILLS PAYABLES

	30 June 2015	31 December 2014
	RMB'000	RMB'000
	(Unaudited)	
Less than one year	103,903	154,488
Over one year	192,806	191,470
	296,709	345,958

The bills payable were secured by the pledge of the Group's time deposits of RMB8,000 at 30 June 2015 (31 December 2014: RMB8,000) (note 15).

The trade payables are interest-free and normally settled on terms of 30 to 180 days.

The fair values of trade and bills payables approximate to their carrying amounts due to their relatively short maturity term.

## 17. INTEREST-BEARING BANK AND OTHER BORROWINGS

	30 June 2015 <i>RMB'000</i> (Unaudited)	31 December 2014 <i>RMB'000</i>
Finance lease payables	2,903	42,718
Other loans – secured	148,048	167,626
Bank loans – secured	2,089,461	2,559,792
	2,240,412	2,770,136
Current:		
Finance lease payables	880	40,213
Other loans – secured	49,023	38,997
Bank loans – secured	200,000	441,179
Current portion of non-current loans – secured	495,321	790,224
	745,224	1,310,613
Non-current:		
Finance lease payables	2,023	2,505
Other loans – secured	99,025	128,629
Bank loans – secured	1,394,140	1,328,389
	1,495,188	1,459,523

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## 17. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

	30 June 2015 <i>RMB'000</i>	31 December 2014 <i>RMB'000</i>
	(Unaudited)	
Repayable:		
Within one year or on demand	745,224	1,310,613
In the second year	554,892	375,064
In the third to fifth years, inclusive	694,846	819,259
Over five years	245,450	265,200
	2,240,412	2,770,136

(i) The Group's bank loans were secured by the pledges of the Group's assets with carrying values at 30 June 2015 and 31 December 2014 as follows:

		30 June 2015	31 December 2014
	Notes	RMB'000	RMB'000
		(Unaudited)	
Property, plant and equipment	10	1,449,082	1,464,770
Investment properties	11	525,703	525,703
Prepaid land lease payments		180,263	183,112
Properties under development	13	80,932	80,932
Trade receivables	14	15,743	13,375
Pledged bank balances	15	541	480,541

天津極地旅遊有限公司 ("Tianjin Park"), a subsidiary of the Company, pledged its rights of income received and of park operation for certain borrowings amounting to RMB253,504,000 granted to the Group at 30 June 2015 (31 December 2014: RMB278,770,000).

煙台漁人碼頭投資有限公司 ("Yantai Park"), a subsidiary of the Company, pledged its rights of income received and of park operation and the Group pledged its 100% equity interest in a subsidiary, 青島極地海洋世界有限公司 ("Qingdao Park"), for certain borrowings amounting to RMB148,138,000 granted to the Group at 30 June 2015 (31 December 2014: RMB246,686,000).

Qingdao Park pledged its trade receivables arising from sales from January 2010 to January 2025 for certain borrowings amounting to RMB400,140,000 granted to the Group at 30 June 2015 (31 December 2014: RMB400,140,000). As at 30 June 2015, the related trade receivables amounted to RMB15,743,000 (31 December 2014: RMB13,375,000) (note 14).

All the Group's borrowings are denominated in RMB.

The bank and other borrowings of the Group bear interest at floating rates, except for bank and other borrowings of RMB400,000,000 at 30 June 2015 (31 December 2014: RMB1,557,509,000) that bear interest at fixed rates.

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# 18. RELATED PARTY TRANSACTIONS AND BALANCES

The related companies with which the Group had transactions were as follows:

## Name of related parties

## Relationship with the Group

Mr. Qu Shareholder of the Company Wife of Mr. Qu and shareholder of the Company Haichang Corporation Development Mr. Qu and Ms. Cheng are beneficial equity holders 天津海昌房地產開發有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders ("Tianjin Haichang Property") 大連海昌集團有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders ("Haichang Group") Mr. Qu and Ms. Cheng are beneficial equity holders ("Haichang Property Development") 武漢物業管理有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders ("Wuhan Property Management") T非海昌極地物業管理有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders ("Tianjin Property Management") Mr. Qu and Ms. Cheng are beneficial equity holders ("Tianjin Property Management") Mr. Qu and Ms. Cheng are beneficial equity holders
Haichang Corporation Development  天津海昌房地產開發有限公司 ("Tianjin Haichang Property")  大連海昌集團有限公司 ("Haichang Group")  大連海昌房屋開發有限公司 ("Haichang Property Development")  武漢物業管理有限公司 ("Wuhan Property Management")  天津海昌極地物業管理有限公司 ("Tianjin Property Management")
大津海昌房地産開發有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders ("Tianjin Haichang Property") 大連海昌集團有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders ("Haichang Group") 大連海昌房屋開發有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders ("Haichang Property Development") 武漢物業管理有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders ("Wuhan Property Management") 天津海昌極地物業管理有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders ("Tianjin Property Management")
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大連海昌房屋開發有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders ("Haichang Property Development") 武漢物業管理有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders ("Wuhan Property Management") 天津海昌極地物業管理有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders ("Tianjin Property Management")
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天津海昌極地物業管理有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders ("Tianjin Property Management")
("Tianjin Property Management")
大連世博房地產開發有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders
("Dalian Shibo")
煙台海昌物業管理有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders
("Yantai Property Management")
武漢創富房地產發展有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders
("Wuhan Chuangfu")
煙台海昌旅遊發展有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders
("Yantai Haichang Tourism Development")
大連海昌物業管理有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders
("Dalian Property Management")
成都海昌置業有限公司 Mr. Qu and Ms. Cheng are beneficial equity holders
("Chengdu Haichang Property")
龐大歐力士汽車租賃有限公司 A joint venture of a beneficial shareholder of
("Orix Lease") the Company

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# 18. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

# (a) Related party transactions

In addition to the transactions detailed elsewhere in the Interim Financial Information, the Group had the following transactions with related parties:

	Notes	For the six month 2015 <i>RMB'000</i> (Unaudited)	2014 RMB'000 (Unaudited) (Restated)
Rental income:			
Haichang Corporation Development	(a)(i)	2,400	2,400
Wuhan Chuangfu	(a)(i)	1,756	_
Dalian Shibo	(a)(i)	1,243	_
Tianjin Haichang Property	(a)(i)	1,053	-
Yantai Haichang Tourism Development	(a)(i)	659	
		7,111	2,400
Interest income:			
Haichang Group	(a)(ii)	-	10,433
Management fee income:			
Wuhan Chuangfu	(a)(iii)	1,305	_
Chengdu Haichang Property	(a)(iii)	1,083	_
Tianjin Haichang Property	(a)(iii)	593	_
		2,981	_
Management fee expense:			
Tianjin Property Management	(a)(iv)	547	_
Wuhan Property Management	(a)(iv)	501	_
Dalian Property Management	(a)(iv)	320	_
Yantai Property Management	(a)(iv)	27	_
		1,395	_

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## 18. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

## (a) Related party transactions (continued)

(i) The Group has leased office space to Haichang Corporation Development under a lease agreement dated 24 January 2014, pursuant to which the Group leases the premises to Haichang Corporation Development for a term of two years from 1 January 2014 to 31 December 2015 for RMB400,000 per month. Rental income for the period ended 30 June 2015 from Haichang Corporation Development was RMB2,400,000 (six months ended 30 June 2014: RMB2,400,000).

On 14 October 2014, the Group leased out office space to Wuhan Chuangfu, Dalian Shibo, Tianjin Haichang Property, and Yantai Haichang Tourism Development for RMB295,000, RMB209,000, RMB167,000 and RMB104,000 per month for a three-year period commencing from 19 September 2014 and subject to a 5% increment for every twelve-month period. Rental income for the period ended 30 June 2015 from Wuhan Chuangfu, Dalian Shibo, Tianjin Haichang Property and Yantai Haichang Tourism Development was RMB1,756,000, RMB1,243,000, RMB1,053,000 and RMB659,000, respectively.

In the opinion of the directors of the Company, the transactions between the Group and Haichang Corporation Development, Wuhan Chuangfu, Dalian Shibo, Tianjin Haichang Property, Yantai Haichang Tourism Development were conducted in the ordinary and usual course of business and on terms and conditions similar to those entered into with unrelated parties.

- (ii) The Group derived interest income amounting to nil (six months ended 30 June 2014: RMB10,433,000) from Haichang Group from the loan granted which bore interest at 13.56% per annum and the loan was repaid in February 2014.
- (iii) On 24 January 2014, Haichang Enterprise Development and the Group entered into a project management framework agreement, pursuant to which Group would provide project management and quality control services for the real estate projects of Haichang Enterprise Development in Mainland China from the date of the Company's shares listing on the Stock Exchange to 31 December 2015.

On 1 July 2014, Wuhan Chuangfu, Chengdu Haichang Property and Tianjin Haichang Property entered into management service agreements with the Group to engage the Group to provide management service for an eighteen-month period commencing from 1 July 2014. During the six months ended 30 June 2015, management fee income from Wuhan Chuangfu, Chengdu Haichang Property and Tianjin Haichang Property was RMB1,305,000, RMB1,083,000 and RMB593,000, respectively.

In the opinion of the directors of the Company, the transactions between the Group and Wuhan Chuangfu, Chengdu Haichang Property, Tianjin Haichang Property were conducted in the ordinary and usual course of business and on terms and conditions agreed mutually.

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## 18. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

### (a) Related party transactions (continued)

(iv) On 19 September 2014, Wuhan Property Management, Tianjin Property Management, Dalian Property Management and Yantai Property Management entered into a property management agreement with the Group to provide management service at RMB1,011,000, RMB766,000, RMB644,000 and RMB79,000 per annum respectively for a three-year period commencing from 19 September 2014. During the six months ended 30 June 2015, management fee expense to Wuhan Property Management, Tianjin Property Management, Dalian Property Management and Yantai Property Management was RMB501,000, RMB277,000, RMB320,000 and RMB27,000, respectively.

The Group agreed with the customers of Tianjin Park that the management fee of the customers would be partly paid by the Group to Tianjin Property Management. During the six months ended 30 June 2015, the management fee expense was RMB270,000.

In the opinion of the directors of the Company, the transactions between the Group and Wuhan Property Management, Tianjin Property Management, Dalian Property Management, Yantai Property Management were conducted in the ordinary and usual course of business and on terms and conditions similar to those entered into with unrelated parties.

- (v) The Group entered into purchase and sales agreements in relation to the purchase of 17 properties from Dalian Shibo, at a total consideration of RMB278,756,000 in December 2013. The transaction was completed in January 2014. In January 2014, settlement made by the Group to Dalian Shibo of RMB38,751,000 in relation to the acquisition consideration of the property holding and investment business of 大連世博房地產開發有限公司 was accounted for as a deemed distribution to the equity holders.
- (vi) The Group acquired a 100% equity interest in Shanghai Haichang from Haichang Group at a total consideration of RMB10 million in January 2014.
- (vii) Pursuant to a share subscription agreement dated 24 May 2012 entered into between the Company, Haichang Group, Mr. Qu and Hony Capital Fund V, L.P ("Hony"), the Company issued 14,391,996 shares of USD0.0001 each for a consideration of USD80,500,000 (the "Hony Agreement").

Pursuant to a share subscription agreement dated 13 July 2012 entered into between the Company, Orix and Orix Hong Kong (a wholly-owned subsidiary of Orix), the Company issued 15,000,000 shares of USD0.0001 each (the "Orix Agreement") to Orix Hong Kong at par value.

As covenants in relation to the restructuring plan as contemplated in the Orix Agreement and the Hony Agreement, after the completion of acquisition of Discoveryland by the Group, as deferred payment of the initial subscription premium of Mr. Qu's beneficial shares, the equity holders of Discoveryland and/or their affiliates should repay to the Company such amount that equals to the cash payment received by him in connection with the sale of Discoveryland as consideration for their equity interest therein.

As covenants in relation to the restructuring plan as contemplated in the Orix Agreement and the Hony Agreement, after the completion of the acquisition of Chongqing Caribbean by the Group, the equity holder of Chongqing Caribbean and/or his affiliates shall repay to the Company such amount that equals to the cash payment received by them in connection with the sale of Chongqing Caribbean as consideration for their equity interest therein, as deferred payment of the initial subscription premium of Mr. Qu's beneficial shares.

## 18. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

## (a) Related party transactions (continued)

#### (vii) (continued)

In the case where the acquisitions of Discoveryland and Chongqing Caribbean could not be completed before the end of 2014, Mr. Qu and the Company should indemnify Hony and Orix Hong Kong and their affiliates for losses, if any, incurred to foregoing investors. This indemnification is subject to various limitations specified in the Orix Agreement and the Hony Agreement and the maximum liability of Mr. Qu and the Company shall not exceed 20% of the total share purchase price as specified in the Orix Agreement.

The acquisitions mentioned above were completed in December 2014 as further detailed in note 3.2.

## (b) Balances with related companies

	30 June 2015	31 December 2014
	RMB'000	RMB'000
	(Unaudited)	
Due from related companies		
Chengdu Haichang Property	2,295	1,212
Wuhan Chuangfu	1,631	-
Tianjin Haichang Property	1,352	-
Orix Lease	231	231
Yantai Property Management	12	39
Dalian Property Management	-	320
	5,521	1,802
		<u> </u>
5 ( III		
Due from a non-controlling equity holder	4= 004	
大連老虎灘公園有限公司 ("Hutan Park")	17,831	
Due to related companies		
Dalian Shibo	760	2,003
Yantai Haichang Tourism Development	311	996
Wuhan Property Management	127	46
Wuhan Chuangfu	-	1,696
Tianjin Haichang Property	-	294
	1,198	5,035
Finance lease payables		
Orix Lease	2,903	3,291

The Company's amounts due from/to related companies are unsecured, interest-free and repayable on demand as at 30 June 2015 and 31 December 2014.

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## 18. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

## (c) Compensation to key management personnel

	For the six months ended 30 June	
	2015	2014
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Emoluments:		
Salaries, allowances, bonuses, benefits and other expenses	2,914	2,102
Post-employment benefits	160	124
	3,074	2,226

### 19. OPERATING LEASE ARRANGEMENTS

#### As lessor

The Group leases its properties under operating lease arrangements, with leases negotiated for terms ranging from three months to ten years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

As at the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	30 June 2015	31 December 2014
	RMB'000	RMB'000
	(Unaudited)	
Within one year	60,971	48,409
In the second to fifth years, inclusive	183,744	164,271
After five years	304,666	280,132
	549,381	492,812

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## 19. OPERATING LEASE ARRANGEMENTS (Continued)

#### As lessee

The Group leases certain of its land and office buildings under operating lease arrangements.

As at the end of each reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	30 June 2015	31 December 2014
	RMB'000	RMB'000
	(Unaudited)	
Within one year	5,512	5,562
In the second to fifth years, inclusive	5,461	5,887
After five years	102	_
	11,075	11,449

## **20. CAPITAL COMMITMENTS**

In addition to the operating lease commitments detailed in note 19 above, the Group had the following capital commitments as at the end of the reporting period:

	30 June	31 December
	2015	2014
	RMB'000	RMB'000
	(Unaudited)	
Contracted, but not provided for:		
Properties under development, buildings and machinery	164,146	373,938
Authorised, but not contracted	1,040	28,736
	165,186	402,674

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#### 21. 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:

#### 30 June 2015

Financial liabilities

	Carrying amount <i>RMB'000</i> (Unaudited)	Fair value <i>RMB'000</i> (Unaudited)
Finance lease payables Interest-bearing bank and other borrowings	2,903 400,000	3,300 403,259
	402,903	406,559

#### 31 December 2014

Financial liabilities

	Carrying amount <i>RMB'000</i>	Fair value <i>RMB'000</i>
Finance lease payables Interest-bearing bank and other borrowings	42,718 1,577,509	43,076 1,581,605
	1,620,227	1,624,681

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade receivables, gross amount due from a contract customer, trade and bills payables, financial assets included in deposits and other receivables, financial liabilities included in other payables and accruals, amounts due from related companies, an amount due from a non-controlling equity holder, and amounts due to related companies approximate to their carrying amounts largely due to the short term maturities of these instruments.

Management has assessed that except for the interest-bearing bank loans with fixed interest rate and the finance lease payables, the fair values of interest-bearing bank loans and other borrowings approximate to their carrying amounts largely due to the fact that these borrowings are made between the Group and independent third-party financial institutions or related companies based on prevailing market interest rates.

The fair values of the interest-bearing bank loans with fixed interest rate and the finance lease payables 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 Group's own non-performance risk for finance lease payables as at 30 June 2015 was assessed to be insignificant.

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.

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## 22. SHARE CAPITAL

**Shares** 

23.

	Number of o	Number of ordinary shares	
	Nominal value of		
	USD0.0001 each	USD	
Authorised:			
1 January 2015 and 30 June 2015	500,000,000	50,000	
	Number of ordinary shares		
	Nominal value of		
	USD0.0001 each	USD'000	
Issued and fully paid			
At 1 January 2015 and 30 June 2015	4,000,000,000	400	
	30 June 2015	31 December 2014	
	RMB'000	RMB'000	
Issued and fully paid:			
Ordinary shares	2,451	2,451	
CONTINGENT LIABILITIES			
	30 June 2015	31 December 2014	
	RMB'000	RMB'000	
	(Unaudited)		
Guarantees in respect of mortgage facilities granted to the			
purchasers of the Group's properties*	66,314	51,788	

\* The Group provided guarantees in respect of mortgage facilities granted by certain banks to the purchasers of the Group's completed properties held for sale. Pursuant to the terms of the guarantee arrangements, in case of default on mortgage payments by the purchasers, the Group is responsible for repaying the outstanding mortgage loans together with any accrued interest and penalty owed by the defaulted purchasers to banks. The Group is then entitled to take over the legal title of the related properties. The Group's guarantee period commences from the date of grant of the relevant mortgage loan and ends after the execution of individual purchasers' collateral agreement.

The Group did not incur any material losses during the periods in respect of the guarantees provided for mortgage facilities granted to the purchasers of the Group's completed properties held for sale. The directors consider that in case of default on payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage loans together with any accrued interest and penalty, and therefore no provision has been made in connection with the guarantees.

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## 24. SUBSEQUENT EVENTS

Pursuant to a special resolution by the shareholders at the annual general meeting of the Company held on 25 June 2015, the name of the Company has been changed from "Haichang Holdings Ltd." to "Haichang Ocean Park Holdings Ltd." with effect from 30 June 2015. The registration of the new name of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) took effect from 24 July 2015.

# 25. APPROVAL OF THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The unaudited interim condensed consolidated financial information was approved and authorised for issue by the board of directors of the Company on 24 August 2015.