

ANNUAL REPORT 2018 年報



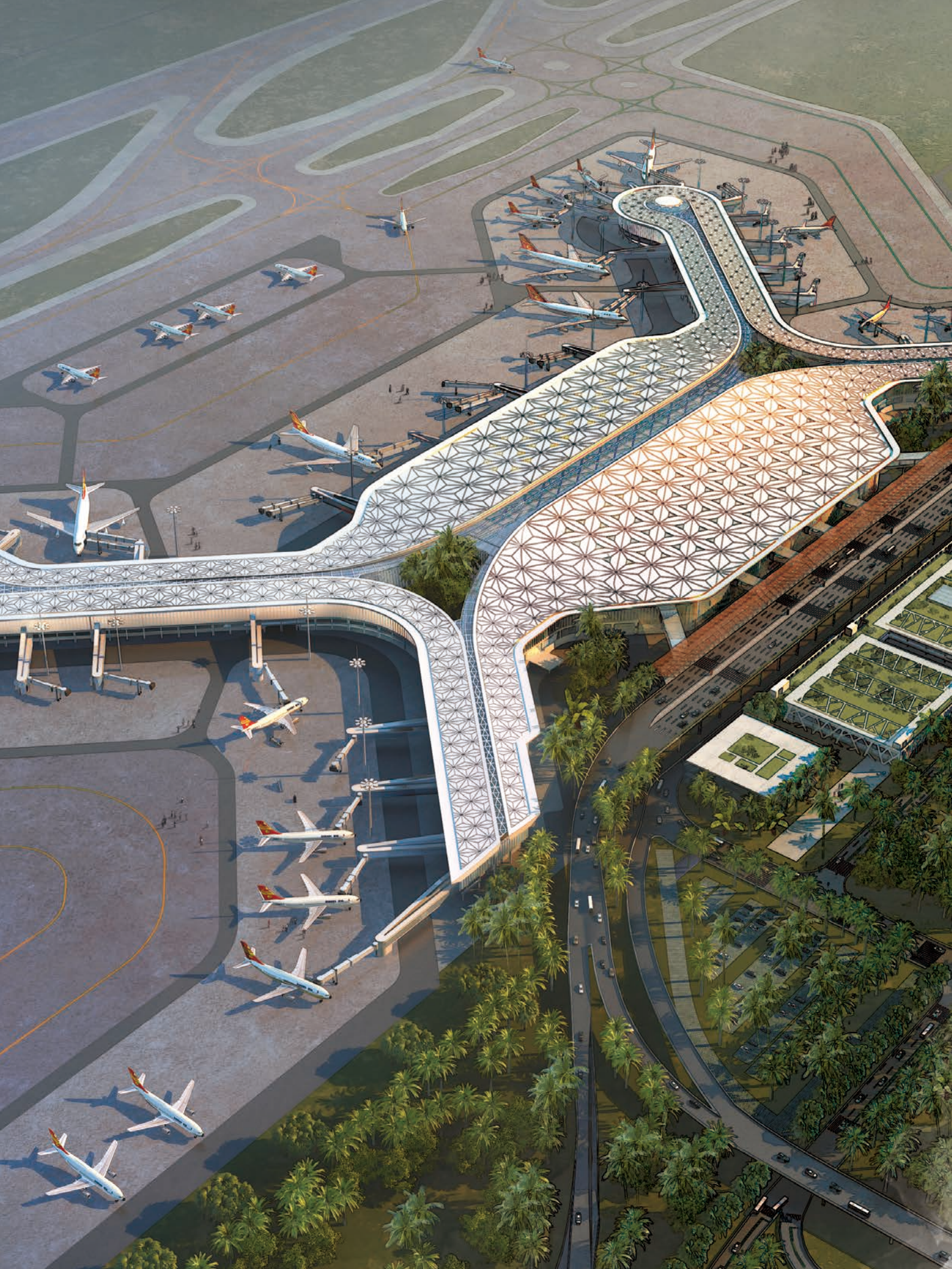
瑞港國際機場集團股份有限公司

Regal International Airport Group Company Limited

A joint stock company incorporated in the People's Republic of China with limited liability

於中華人民共和國註冊成立之股份有限公司

Stock Code 股份代號：00357





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CORPORATE MISSION

企業使命

Our company seizes the strategic opportunities arising from our country building the “Marine Power Construction”, Hainan into a pilot free trade zone and a free trade port with Chinese characteristics, and serves the “One Belt and One Road” (一帶一路) Initiative to develop in a higher quality, more efficient and more sustainable direction, and fully consolidates the achievements of SKYTRAX five-star Airport. We timely choose to carry out other necessary capital operation plans according to its development needs and strive to become an investment management group with strategic complement and industrial chain cluster taking asset management as the core, combining the investment and the development, supplemented by similar financial supports for the businesses and the airport.

COMPANY BACKGROUND

公司簡介

Regal International Airport Group Company Limited (the “**Meilan Airport**” or the “**Company**”) is a joint stock Company incorporated in the People’s Republic of China (“**PRC**” or “**China**”) with limited liability on 28 December 2000. The H shares of the Company were issued and listed on the Main Board (the “**Main Board**”) of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) on 18 November 2002. On 6 November 2003, the Company was approved by the Ministry of Commerce (“**MOC**”) of the PRC to convert into a foreign invested joint stock company. The Company has changed its name from “Hainan Meilan International Airport Company Limited” to “HNA Infrastructure Company Limited”, with effect from 2 March 2015. The Company has changed its name from “HNA Infrastructure Company Limited” to “Regal International Airport Group Company Limited”, with effect from 9 August 2018.

The Company and its subsidiaries (together, the “**Group**”) are currently engaged in both aeronautical and non-aeronautical businesses at Meilan Airport, Haikou, Hainan Province, the PRC. The aeronautical businesses of the Company mainly consist of the provision of terminal facilities, ground handling services and passenger services. The non-aeronautical businesses of the Company mainly include the leasing of commercial and retail spaces at Meilan Airport, franchising of airport related business, advertising, car parking, cargo handling and sales of consumable goods.

Major awards of the Company in 2018 were as follows:

- “SKYTRAX Best Regional Airport in China”
- “Best Airport in the Asia-Pacific Region in 2018 (15–25 Million Passengers)”
- “Best Airport in terms of Environment and Atmosphere in the World in 2018 (15–25 Million Passengers)”
- “ACA (Airport Carbon Accreditation – Carbon Emissions) Level 1 Accreditation”
- “Best Airport in terms of Infrastructure and Convenience in the World in 2018 (15–25 Million Passengers)”

緊抓國家建設「海洋強國」及海南建設自由貿易試驗區和中國特色自由貿易港戰略機遇，服務「一帶一路」倡議，向更高質量、更高效率、更可持續的方向發展，全面鞏固SKYTRAX五星機場創建成果，根據自身發展需要，適時擇機開展其它必要的資本運作計劃，致力於將本集團打造成以資產管理為核心，投資與開發相結合，輔以商業、機場的類金融支持，形成戰略互補、產業鏈集群的投資管理集團。

瑞港國際機場集團股份有限公司(「**美蘭機場**」或「**本公司**」或「**公司**»)於二零零零年十二月二十八日在中華人民共和國(「**中國**»)註冊成立為股份有限公司，於二零零二年十一月十八日發行H股並在香港聯合交易所有限公司(「**香港聯交所**»)主板(「**主板**»)上市。於二零零三年十一月六日，經中國商務部(「**商務部**»)批准，成為一家外商投資股份有限公司。於二零一五年三月二日起正式由「海南美蘭國際機場股份有限公司」更名為「海航基礎股份有限公司」。於二零一八年八月九日起正式由「海航基礎股份有限公司」更名為「瑞港國際機場集團股份有限公司」。

目前本公司及其子公司(合稱「**本集團**»)經營中國海南省海口市美蘭機場內的航空及非航空業務。航空業務主要包括提供航站樓設施、地勤服務以及旅客服務；非航空業務則主要包括出租美蘭機場的商業及零售舖位、機場相關業務特許經營、廣告位、停車場、貨物處理及出售消費品。

二零一八年本公司獲得之主要榮譽如下：

- 「SKYTRAX中國最佳區域機場獎」
- 「2018年度亞太區最佳機場(1,500–2,500萬規模組)」
- 「2018年度全球最佳環境及氛圍營造機場(1,500–2,500萬規模組)」
- 「ACA(Airport Carbon Accreditation·機場碳排放)一級認證」
- 「2018年度全球最佳基礎設施及最便利機場(1,500–2,500萬規模組)」



CORPORATE INFORMATION

公司資料

NAME IN CHINESE

瑞港國際機場集團股份有限公司

NAME IN ENGLISH

Regal International Airport Group Company Limited

CORPORATE WEBSITE

www.mlairport.com

EXECUTIVE DIRECTORS

Wang Zhen, Chairman
Tu Haidong
Yu Yan
Xing Zhoujin

NON-EXECUTIVE DIRECTORS

Liao Hongyu
Chan Nap Kee, Joseph
Yan Xiang

INDEPENDENT NON-EXECUTIVE DIRECTORS

Deng Tianlin
Fung Ching, Simon
George F Meng
He Linji

SUPERVISORS

Yang Xiao, Chairman
Zhang Shusheng
Liu Guiling

COMPANY SECRETARY

Xing Zhoujin

AUTHORISED REPRESENTATIVES

Wang Zhen
Xing Zhoujin

中文名稱

瑞港國際機場集團股份有限公司

英文名稱

Regal International Airport Group Company Limited

公司網址

www.mlairport.com

執行董事

王 貞 · 董事長
涂海東
遇 言
邢周金

非執行董事

廖虹宇
陳立基
燕 翔

獨立非執行董事

鄧天林
馮 征
孟繁臣
何霖吉

監事

楊 瀟 · 主席
張述聖
劉桂玲

公司秘書

邢周金

授權代表

王 貞
邢周金

CORPORATE INFORMATION

公司資料

MEMBERS OF AUDIT COMMITTEE

Deng Tianlin, Chairman
Fung Ching, Simon
George F Meng

審核委員會成員

鄧天林，主席
馮 征
孟繁臣

MEMBERS OF REMUNERATION COMMITTEE

Deng Tianlin, Chairman
Fung Ching, Simon
Yu Yan

薪酬委員會成員

鄧天林，主席
馮 征
遇 言

MEMBERS OF NOMINATION COMMITTEE

He Linji, Chairman
Wang Zhen
Deng Tianlin

提名委員會成員

何霖吉，主席
王 貞
鄧天林

MEMBERS OF STRATEGIC COMMITTEE

Fung Ching, Simon, Chairman
Deng Tianlin
He Linji
Wang Zhen
Yu Yan

戰略委員會成員

馮 征，主席
鄧天林
何霖吉
王 貞
遇 言

LEGAL ADDRESS AND HEAD OFFICE

Office Building of Meilan Airport
Haikou City
Hainan Province, the PRC

法定地址及總辦事處

中國海南省
海口市
美蘭機場辦公樓

PLACE OF BUSINESS IN HONG KONG

10th Floor, Everbright Centre,
108 Gloucester Road,
Wanchai, Hong Kong

香港營業地點

香港灣仔
告士打道108號
光大中心10樓



CORPORATE INFORMATION

公司資料

LEGAL ADVISER AS TO HONG KONG LAW

Luk & Partners

In Association with Morgan, Lewis & Bockius

Suite 1902-09, 19th Floor
Edinburgh Tower, The Landmark
15 Queen's Road Central
Central, Hong Kong

法律顧問(香港法律)

陸繼鏘律師事務所

與摩根路爾斯律師事務所聯營

香港中環
皇后大道中15號
置地廣場公爵大廈
19樓1902-09室

AUDITOR

PricewaterhouseCoopers Zhong Tian LLP

11/F PricewaterhouseCoopers Center
2 Link Square, 202 Hu Bin Road
Huangpu District
Shanghai, China

核數師

普華永道中天會計師事務所
(特殊普通合夥)

中國上海市
黃浦區湖濱路202號領展企業廣場2座
普華永道中心11樓

PRINCIPAL BANKER

Bank of China

Haikou Jinyu Sub-branch

1/F, Geology Building
66 Nansha Road
Haikou City
Hainan Province, the PRC

主要往來銀行

中國銀行

海口金宇支行
中國海南省
海口市
南沙路66號
地質大廈一樓

China Everbright Bank

Haikou Yingbin Sub-branch

1/F Longquan Garden
56 Longkun South Road
Haikou City
Hainan Province, the PRC

中國光大銀行

海口迎賓支行
中國海南省
海口市
龍昆南路56號
龍泉花園首層

H SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited

Rooms 1712-1716
17th Floor Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

H股過戶登記處

香港中央證券登記有限公司

香港灣仔
皇后大道東183號
合和中心17樓
1712-1716室

STOCK CODE

00357

股票代碼

00357

FINANCIAL HIGHLIGHTS

財務摘要

TWO-YEAR COMPARISON OF KEY FINANCIAL FIGURES

兩年主要財務資料比較

(RMB'000) (人民幣千元)		For the year ended 31 December 截至十二月三十一日止年度		
		2018 二零一八年	2017 二零一七年	Change 變動
Revenue	收入	1,703,824	1,469,855	15.92%
Gross profit	毛利	957,176	819,253	16.84%
Net profit attributable to shareholders of the Company	歸屬於本公司股東的淨利潤	622,041	484,440	28.40%
Earnings per share – basic (RMB)	每股盈利 – 基本(人民幣元)	1.31	1.02	28.43%
Net cash generated from operating activities	營運活動產生的淨現金	1,225,110	1,062,862	15.27%
Current ratio	流動比率	0.13	1.02	-87.25%
Gearing ratio	資產負債率	48.43%	54.92%	-6.49%
EBITDA	EBITDA	1,143,377	932,598	22.60%

REVENUE (RMB'000)
收入(人民幣千元)



GROSS PROFIT (RMB'000)
毛利(人民幣千元)



FINANCIAL HIGHLIGHTS

財務摘要

FIVE-YEAR SUMMARY OF FINANCIAL PERFORMANCE

五年財務表現概要

		For the year ended 31 December 截至十二月三十一日止年度				
(RMB'000) (人民幣千元)		2018 二零一八年	2017 二零一七年	2016 二零一六年	2015 二零一五年	2014 二零一四年
Revenue	收入	1,703,824	1,469,855	1,208,710	1,063,431	882,013
Net profit attributable to shareholders of the Company	歸屬於本公司股東的淨利潤	622,041	484,440	392,942	438,771	333,869
EBITDA	EBITDA	1,143,377	932,598	784,941	756,542	595,435

FIVE-YEAR SUMMARY OF FINANCIAL POSITION

五年財務狀況概要

		For the year ended 31 December 截至十二月三十一日止年度				
(RMB'000) (人民幣千元)		2018 二零一八年	2017 二零一七年	2016 二零一六年	2015 二零一五年	2014 二零一四年
Total assets	總資產	8,866,141	9,078,150	8,195,831	6,962,243	5,721,747
Total liabilities	總負債	4,294,201	4,986,157	4,468,163	3,710,852	2,830,393
Total equity	權益合計	4,571,940	4,091,993	3,727,668	3,251,391	2,891,354

OPERATION DATA HIGHLIGHTS

生產運營資料摘要

Two-year Comparison of Key Operation Data

兩年主要生產運營資料比較

		For the year ended 31 December 截至十二月三十一日止年度			Change 變動
		2018 二零一八年	2017 二零一七年		
The passenger throughput (headcount in ten thousand)	旅客吞吐量 (單位：萬人次)	2,412.36	2,258.48	6.81%	
In which: Domestic	其中：國內	2,297.51	2,169.37	5.91%	
International and regional	國際及地區	114.85	89.11	28.89%	
Aircraft takeoff and landing (flights)	飛機起降架次(單位：架次)	165,186	157,535	4.86%	
In which: Domestic	其中：國內	155,814	148,842	4.68%	
International and regional	國際及地區	9,372	8,693	7.81%	
Cargo and mail volume (tons)	貨郵行吞吐量(單位：噸)	324,697.50	299,178.50	8.53%	
In which: Domestic	其中：國內	306,301.60	285,134.60	7.42%	
International and regional	國際及地區	18,395.90	14,043.90	30.99%	

CHAIRMAN'S STATEMENT

主席報告



“

“Reaching Higher with Service Excellence” refers to the service concept of “All start from the needs of passengers” upheld by the staff of Meilan to offer “sincere, smooth, comfortable and delightful” super-value services to worldwide passengers continuously according to international, professional and personalized five-star standards.

「星美蘭、馨服務」是指美蘭人秉承「一切從旅客需求出發」的服務理念，依據國際化、專業化、人性化的五星標準，持續為全球旅客提供「真心、順暢、舒適、愉悅」的超值服務。

”

To shareholders:

In 2018, the world overall economy achieved steady growth in “big friction” and “great adjustment”, and the growth rate was basically the same as that of the previous year. However, unlike the synchronized strong rebound in the economies of the countries in 2017, the global economic growth has shown a distinct differentiation this year, in which, except for the continuous increase in the growth rate of a few countries such as the United States, the economic growth rate of most economies has declined somewhat. In addition, due to factors such as full employment and rising commodity prices, inflation rates in all countries have increased.

致各位股東：

二零一八年，世界經濟在「大摩擦」和「大調整」中總體實現穩定增長，增速與上年基本持平。但與二零一七年各國經濟同步強勁回升不同，本年度全球經濟增長出現了較為明顯的分化。其中，除美國等少數國家增速持續提升外，大多數經濟體的經濟增速均出現了一定回落。此外，受充分就業狀況及大宗商品價格上漲等因素影響，各國通貨膨脹率均有所提高。



CHAIRMAN'S STATEMENT

主席報告

In the past year, relatively high risks and threats in the global economic situation still exist. Due to the slowdown in international trade growth, the sluggish international direct investment climate, the volatility of the global stock market, and continuing relatively high level of government debt, the US dollar continues to appreciate while other currencies have different degrees of depreciation. Risks such as China – United States trade conflict, the outflow of capital, and declining external demand have had a certain negative impact on the Chinese economy.

With the profound changes in the external environment, the Chinese economy is facing certain downward pressure. However, as China's development is still and will remain in an important period of strategic opportunities, the trend of China's long-term economic improvement and steady progress has not changed fundamentally, and the new variables, new impetus, new space and new layout of the new era have provided new momentum, new opportunities and new prospects for the Chinese economy to move toward high-quality development in the new era.

In 2018, affected by the internal and external economic situation, domestic industries are facing greater development obstacles. Meanwhile, with the increasing demand of safety, efficiency and quality of the civil aviation industry of China, and in the face of increasingly severe situation, the Group works as a cohesive team and is committed to serving the customers with sincerity, continuously breaking through the protection limit, strictly guarding the security line, and fighting all difficulties with high morale, and the 20th safety operation year has been successfully achieved. As of 31 December 2018, the annual passenger throughput of the Group reached a record high of 24.1236 million.

RESULTS

In 2018, the Group's total revenue amounted to RMB1,703,824,329, representing an increase of 15.92% as compared to 2017. Income from aviation business amounted to RMB915,055,718, representing an increase of 10.68% as compared to 2017. Income from non-aviation business amounted to RMB788,768,611, representing an increase of 22.65% as compared to 2017.

過去一年中，世界經濟格局中仍然存在較大風險與威脅。國際貿易增速減緩、國際直接投資活動低迷、全球股市震蕩、政府債務仍處於較高水平，在美元持續升值的同時其它貨幣均出現不同程度貶值。中美貿易摩擦、資本向外遷移，以及外部需求下降等風險為中國經濟帶來一定的負面影響。

隨著外部環境發生深刻變化，中國經濟面臨一定的下行壓力。但是，由於中國發展仍處於並將長期處於重要戰略機遇期，因此中國經濟長期向好、穩中求進的態勢並未發生根本性變化，且新時代的新變量、新動能、新空間、新佈局，為新時代中國經濟邁向高質量發展提供了新動力、新機遇、新前景。

回顧二零一八年，受內外經濟形勢影響，國內各行業面臨更大的發展阻礙。同時，隨著中國民航業對安全、效率、質量的要求日益提升，面對日益嚴峻的形勢，本集團上下一心，堅持以真情服務客戶，不斷突破保障限制，嚴守安全防線，以昂揚的鬥志攻克各個難關，順利實現第二十個安全年。截至二零一八年十二月三十一日止，本集團全年完成旅客吞吐量2,412.36萬人次，再創歷史新高。

業績

於二零一八年，本集團之總收入為人民幣1,703,824,329元，較二零一七年上升15.92%。來自航空業務的收入為人民幣915,055,718元，較二零一七年上升10.68%；來自非航空業務的收入為人民幣788,768,611元，較二零一七年上升22.65%。



CHAIRMAN'S STATEMENT

主席報告

OVERVIEW OF AVIATION BUSINESS

In 2018, the civil aviation industry of China responded to the state's call for deepening reform and opening-up and promoting supply-side structural reforms, closely following the main conflicts and restricting bottlenecks in development, and overcame difficulties in a very prudent manner. In addition, benefited from the favorable policies of building Hainan into a pilot free trade zone and a free trade port with Chinese characteristics, aviation industry and tourism industry of Hainan have ushered in new development opportunities. In light of the situation, the Group expanded the coverage of the route network and enhanced accessibility, by means of focusing on certain key work such as building a regional hub airport, serving the national "One Belt One Road (一帶一路)" strategy and improving the internationalization of Hainan International Tourism Island, in order to make the international aviation market develop rapidly.

In 2018, Meilan Airport continued to intensify its efforts to explore the international aviation market and gave additional force to the goal of opening 100 international routes in Hainan in 2020. Relying on the government agencies such as Hainan Tourism Committee, Haikou Tourism Committee and Hainan Convention and Exhibition Bureau, Meilan Airport actively negotiated with the regulatory authorities on the traffic capacity, and strengthened the dialogues with airlines and charter agencies, driving the rapid growth of its international routes and passenger throughput.

In October 2017, the Haikou Municipal Government promulgated the "Implementation Measures for Haikou City to Encourage the Development of Financial Subsidies for the Civil Aviation Industry" (《海口市鼓勵民航業發展財政補貼實施辦法》) (the "Implementation Measures"), pursuant to which financial subsidies will be given to airlines and charter companies to open domestic routes, international routes and routes to and from Hong Kong, Macao and Taiwan, attracting overseas passengers, and passenger throughput growth rates at Meilan Airport. The dully commencement of the "Implementation Measures" reduced the operating costs of airlines and charter companies and helped expand the aviation business of Meilan Airport.

As compared to 2017, Meilan Airport has added 85 new routes, including 70 domestic routes as well as 15 international and regional routes, and in 2018, it already had international routes covering the 10 ASEAN countries. The total passenger throughput for the year reached 24.1236 million, flight takeoff and landing up to 165,186 times and cargo and mail volume up to 324,697.5 tons, with a year-on-year growth of 6.8%, 4.9% and 8.5%, respectively, representing a successful realization of its annual transportation and production target. Passenger throughput ranked 17th amongst civil airports in China.

航空業務概覽

二零一八年，中國民航業響應國家關於深化改革開放、推進供給側結構性改革號召，緊扣發展的主要矛盾和制約瓶頸，步步為營，攻堅克難。此外，得益於海南省建設自由貿易試驗區、中國特色自由貿易港等利好政策，海南省航空業及旅遊業迎來新的發展機遇。本集團審時度勢，圍繞區域樞紐機場建設，服務國家「一帶一路」戰略，提升海南國際旅遊島國際化水平等重點工作部署，擴大航線網絡覆蓋面、增強通達性，使得國際航空市場呈快速發展的良好態勢。

二零一八年，美蘭機場持續加大國際航空市場開發力度，助力二零二零年海南省開通一百條國際航線的目標，依托海南省及海口市旅遊委、海南省會展局等政府單位，向監管部門積極爭取航空時刻容量。加強與航空公司及旅行社的市場對話，有力推動國際航線和旅客吞吐量的迅猛增長。

二零一七年十月，海口市政府出台《海口市鼓勵民航業發展財政補貼實施辦法》(以下簡稱「**實施辦法**」)，對航空公司及包機公司在美蘭機場新開國內航線、國際航線和港澳台航線、招徠境外旅客、美蘭機場旅客吞吐量增長率等給予財政補貼。《實施辦法》的正式實施降低航空公司及包機公司的運營成本，助力美蘭機場航空業務擴展。

與二零一七年度相比，美蘭機場新增航線85條，其中國內航線70條，國際及地區航線15條，二零一八年國際航線已實現東盟十國全覆蓋。全年共計完成旅客吞吐量2,412.36萬人次，航班起降165,186架次，貨郵行吞吐量324,697.5噸，同比分別增長6.8%、4.9%和8.5%，圓滿完成全年運輸生產任務。旅客吞吐量排名位居中國民航機場第17位。

CHAIRMAN'S STATEMENT

主席報告

OVERVIEW OF NON-AVIATION BUSINESS

In 2018, the non-aviation business of the Group maintained growth momentum and achieved annual revenue of RMB788,768,611, representing a year-on-year increase of 22.65% and accounting for 46.29% of the Group's total revenue. In 2018, the Company pushed ahead with new types of commercial construction in a comprehensive manner by building a five-star Meilan business as core and exploring innovative businesses in-depth such as five-star Meilan Card and boosted overall sales by completing the adjustment of various business price mechanisms under the guidance of the "Circular on Printing and Distributing Plan for Adjusting Charge Standards of Civil Airports" (Civil Aviation Circular 18 in 2017) (《關於印發民用機場收費標準調整方案的通知》(民航2017年18號文)) issued by the Civil Aviation Administration of China (the "CAAC"), resulting in good performance in terms of the revenue from non-aviation business. In 2018, the Group's franchise income amounted to RMB417,190,686, representing a year-on-year increase of 9.47%, while freight and packaging income reached RMB97,174,931, representing a year-on-year increase of 25.62%. Rental income reached RMB89,213,598, a year-on-year increase of 59.27%; car parking income reached RMB26,801,790, representing a year-on-year increase of 36.78%. In the mean time, VIP room income reached RMB41,157,501, representing a year-on-year increase of 54.26%. In addition, the Group commenced the operation of the Meilan Airport hotel in February 2018. Revenue generated from the new hotel operation amounted to RMB30,957,567.

PHASE II EXPANSION PROJECT

As of the end of 2018, the runway, taxiway and platform in the flight area of the Phase II expansion project were basically completed and the navigation lights had been turned on for commissioning, the main structures of the premises such as the metal roof and glass curtain wall of the T2 terminal were sealed, and the indoor specialty construction were fully commenced. According to the project schedule, interconnection commissioning, completion acceptance, calibration flight, trial flight and industry acceptance of the project is expected to be completed in 2019, so as to ensure the Phase II expansion project to be capable for operation. The Phase II expansion project, as a key major infrastructure construction project in Hainan Province, will integrate various modes of transportation such as aviation, railway and road once completed. By then, an efficient and convenient traffic transfer system will be established. The Phase II expansion project will further improve the operational support capacity of Meilan Airport upon putting in use. That is of positive significance to Meilan Airport for building itself a regional aviation hub of south China and Southeast Asia, as well as putting into full play of its strategic supporting role of the "Maritime Silk Road".

非航空業務概覽

二零一八年，本集團非航空業務繼續保持良好的增長態勢。全年實現非航空業務收入人民幣788,768,611元，同比增長22.65%，在本集團總收入的佔比達46.29%。二零一八年，公司以打造五星美蘭商業為核心，深度挖掘五星美蘭卡等創新業務，全面推進新型商業建設，同時以中國民用航空局(「民航局」)下發的《關於印發民用機場收費標準調整方案的通知》(民航2017年18號文)為指導，完成各類業務價格體系調整，促進銷售整體提升，使得非航空業務收入取得了良好成績。二零一八年，本集團特許經營權收入達人民幣417,190,686元，同比增長9.47%；貨運及包裝收入達人民幣97,174,931元，同比增長25.62%；租金收入則達人民幣89,213,598元，同比增長59.27%；停車場收入亦達人民幣26,801,790元，同比增長36.78%。與此同時，貴賓室收入達到人民幣41,157,501元，同比增長54.26%。此外，本集團於二零一八年二月開始經營美蘭機場酒店。經營新酒店收益為人民幣30,957,567元。

二期擴建項目

截至二零一八年年末，二期擴建項目飛行區跑道、滑行道、站坪基本完成，助航燈光已亮燈調試；T2航站樓金屬屋面、玻璃幕牆等主體結構封頂，室內專業工程全面開工建設。按照工期計劃，項目整體力爭於二零一九年完成聯網調試、竣工驗收、校飛、試飛以及行業驗收，使二期擴建項目具備使用條件。二期擴建項目作為海南省重點大型基礎設施建設項目，建成後將整合航空、鐵路以及公路等多種交通方式，建立高效便捷的交通換乘體系。二期擴建項目投入使用後將進一步提高美蘭機場運營保障能力，這對美蘭機場打造南中國與東南亞區域航空樞紐，充分發揮「海上絲綢之路」戰略支點作用具有積極意義。

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主席報告

TERMINAL COMPLEX PROJECT

Situated on the north side of Meilan Airport, the terminal complex project has a total floor area of 315,300 m². The project encompasses the commercial building, the hotel building, GTC (Ground Traffic Center, a traffic hub) and the parking building. The commercial building brings together various business patterns, including off-shore duty-free shopping, aviation science and technology museum, Hainan featured products shopping, outlet and food court.

GTC on the ground floor of the terminal complex integrates inter-city express, bus, high-speed railway and taxi and other transportation tools, thereby providing multiple and convenient traffic services for travelers. In 2018, 7 new bus routes were opened, with 61,295 departures carrying 1,065,981 passengers; 5 new inter-city routes towards Tunchang, Wenchang and other cities were opened, with 6,795 departures carrying 181,274 passengers; 1,073,546 taxis accessed the center and carried 1,644,784 passengers.

On 8 February 2018, the Meilan Airport hotel officially opened. It has nearly 1,000 rooms, which makes it become the largest international airport hotel in the PRC in terms of the size of room. This hotel is equipped with full-time dining room, aircrew canteen, gym and multi-functional conference room.

The parking building of the terminal complex has over 3,000 parking lots, equipped with intelligent access gate system and self-service payment machine, which can improve traffic out efficiency, facilitating the construction of smart parking space continuously. In 2018, a total of 2,956,019 vehicles accessed the building.

Duty-paying commerce of the terminal complex is situated on the south side of the second to fifth floors of the aviation tourism city of the terminal complex, with a gross floor area of 78,000 m², of which approximately 13,566.4 m² is retail business area and approximately 3,428.4 m² is catering area. On 8 January 2019, the outlet stores in the terminal complex officially opened, gathering many well-known brands at home and abroad, such as ASH, LOUIS QUATORZE, CALVIN KLEIN, LIU.JO, CLARKS, JAKET and Donizetti.

INTEREST PAYMENT OF DEBENTURES PAYABLE

According to the announcement of the Company dated 19 March 2012, the Company announced to complete domestic issuance of debentures with the principal amount of RMB800 million. Pursuant to the Listing Announcement of 2011 Corporate Bonds of Hainan Meilan International Airport Co., Ltd. (《海南美蘭國際機場股份有限公司二零一一年公司債券上市公告書》) released by the Company on the Shanghai Stock Exchange (the “**Shanghai Stock Exchange**”) on 19 April 2012, the coupon rate of debentures was 7.8%, whose interests from March 2017 to March 2018 were paid on 13 March 2018, in total of RMB62,400,000.

站前綜合體項目

站前綜合體項目位於美蘭機場北側，總建築面積31.53萬m²，業態功能齊全，匯集商業、酒店、GTC(Ground Traffic Center，交通樞紐中心)及停車樓。商業樓集合多種業態，包括離島免稅購物、航空科技館、海南美購、奧特萊斯及美食廣場等。

位於站前綜合體一層的GTC集城際快線、公交巴士、高鐵及出租車等多種交通方式於一體，為旅客提供多樣和便捷的交通出行服務。二零一八年，開通公交班線共計7條，發車61,295次，保障旅客1,065,981人次；開通屯昌、文昌等方向的城際班線共計5條，共計發車6,795次，保障旅客181,274人次；進場出租車1,073,546輛，保障旅客1,644,784人次。

二零一八年二月八日，美蘭機場酒店正式營業。該酒店擁有近千間客房，是目前全國客房體量最大的國際機場酒店，配備全日餐廳、機組餐廳、健身房和多功能會議室等。

站前綜合體停車樓擁有三千餘個停車位，配備智能化進出場道閘系統並設置自助繳費機，提高通行效率，持續推進智能化停車場建設，二零一八年，保障進場車輛共計2,956,019輛。

站前綜合體有稅商業位於站前綜合體航空旅遊城二層至五層南側，總建築面積約7.8萬m²，其中零售商業面積約13,566.4m²、餐飲面積約3,428.4m²。二零一九年一月八日，站前綜合體內的奧特萊斯店舖正式開業，聚集了ASH、LOUIS QUATORZE、CALVIN KLEIN、LIU.JO、CLARKS、爵克、多尼采蒂等眾多國內外知名品牌。

應付債券付息

根據本公司日期為二零一二年三月十九日的公告，本公司宣佈完成本金總額為人民幣8億元的境內債券發行。根據本公司於二零一二年四月十九日在上海證券交易所(「上交所」)發佈的《海南美蘭國際機場股份有限公司二零一一年公司債券上市公告書》，債券票面利率為7.8%，已於二零一八年三月十三日支付二零一七年三月至二零一八年三月利息共人民幣62,400,000元。

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The Company issued the first tranche of its non-public corporate bonds of RMB500 million to qualified investors on the Shenzhen Stock Exchange (the “**Shenzhen Stock Exchange**”) on 27 April 2016. The maturity of the bonds was 3 years with fixed interest rate of 7.3% per annum and the interest is payable annually. Interest of RMB36,500,000 for the period between April 2017 to April 2018 had been paid on 23 April 2018.

The Company issued the second tranche of its non-public corporate bonds of RMB520 million to qualified investors on the Shenzhen Stock Exchange on 2 September 2016. The maturity of the bonds was 3 years with fixed interest rate of 6.7% per annum and the interest is payable annually. Interest of RMB34,840,000 for the period between September 2017 to September 2018 had been paid on 30 August 2018.

ACQUISITION PROGRESS

According to the announcement of the Company dated 13 November 2015, the circular of the Company dated 4 December 2015 and the announcement of the Company dated 30 September 2016, 30 March 2017, 29 September 2017, 29 March 2018 and 28 September 2018:

On 13 November 2015, the Company entered into an equity transfer agreement (the “**Equity Transfer Agreement**”) with the Haikou Meilan International Airport Company Limited (the “**Parent Company**”), pursuant to which, the Company agreed to acquire 100% of the equity interest in Hainan Meilan Airport Assets Management Co., Ltd.* (“**Meilan Airport Assets Management**”, 海南美蘭機場資產管理有限公司), a wholly-owned subsidiary of the Parent Company, at a consideration of RMB604,800,000.

The consideration of the acquisition was determined with reference to the valuation of the total assets of Meilan Airport Assets Management as at 30 September 2015, being the base date of evaluation, conducted by Vigers Appraisal & Consulting Limited. The payment of the entire consideration of the equity transfer by the Company is subject to the fulfillment of the capital contribution obligation by the Parent Company to Meilan Airport Assets Management.

The consideration shall be paid by two installments as follows:

- (i) RMB574,560,000 (being 95% of the total consideration) shall be payable within 60 business days from the date of approval of the Equity Transfer Agreement and the transaction contemplated thereunder by the extraordinary general meeting; and
- (ii) RMB30,240,000 (being 5% of the total consideration) shall be payable within 15 business days from the date of completion of the necessary industrial and commercial registrations and filings relating to the Equity Transfer Agreement and the transactions contemplated thereunder in the Industrial and Commercial Bureau of Hainan Province.

本公司於二零一六年四月二十七日在深圳證券交易所(「深交所」)向合資格投資者非公開發行第一期人民幣5億元公司債券，債券期限為3年。此債券採用單利按年計息，固定年利率為7.3%，已於二零一八年四月二十三日支付二零一七年四月至二零一八年四月利息共人民幣36,500,000元。

本公司於二零一六年九月二日在深交所向合資格投資者非公開發行第二期人民幣5.2億元公司債券，債券期限為3年。此債券採用單利按年計息，固定年利率為6.7%，已於二零一八年八月三十日支付二零一七年九月至二零一八年九月利息共人民幣34,840,000元。

收購項目進展情況

根據本公司日期分別為二零一五年十一月十三日之公告、二零一五年十二月四日之通函、二零一六年九月三十日、二零一七年三月三十日、二零一七年九月二十九日、二零一八年三月二十九日及二零一八年九月二十八日之公告作出之披露：

本公司與海口美蘭國際機場有限責任公司(「**母公司**」)於二零一五年十一月十三日訂立《股權轉讓協議》(「**股權轉讓協議**」)。據此，本公司以人民幣604,800,000元的價格收購母公司之全資子公司海南美蘭機場資產管理有限公司(「**美蘭機場資管公司**」)100%股權。

本公司收購價格乃參考威格斯資產評估顧問有限公司於二零一五年九月三十日(估值基準日)根據美蘭機場資管公司總資產之估值釐定。本公司支付全部股權代價是基於母公司向美蘭機場資管公司履行注資責任。

本公司將分兩期支付上述款項，詳情如下：

- (i) 人民幣574,560,000元(即總代價之95%)須於股東特別大會批准《股權轉讓協議》及其項下擬進行之交易後60個營業日內支付；及
- (ii) 人民幣30,240,000元(即總代價之5%)將待有關《股權轉讓協議》及其項下擬進行之交易於海南省工商局辦妥所需工商變更登記及備案手續之日起15個營業日內支付。

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As at the date of this annual report, the Company paid the first installment of the consideration to the Parent Company in accordance with the Equity Transfer Agreement.

Since the Parent Company could not complete the contribution of assets before 31 March 2019 due to the continuous suspension of transfer procedures regarding the relevant land and buildings by relevant local government authorities according to the requirements of policies and the Company didn't agree in writing to further extend the contribution expiration date, the Equity Transfer Agreement became void and both parties mutually agreed not to proceed with such transaction. Pursuant to the Equity Transfer Agreement, the Parent Company shall make a full refund of the transfer payment (i.e. RMB574,560,000) to the Company within 30 business days from the contribution expiration date (i.e. 31 March 2019), and the Parent Company shall pay the interest calculated at benchmark lending rate for the same period to the Company from the date of payment of the transfer consideration to the date of refunding the transfer payment in full to the Company by the Parent Company. For relevant details, please refer to the announcement of the Company dated 1 April 2019.

THE PROGRESS OF PROPOSED ISSUANCE OF DOMESTIC SHARES AND PROPOSED ISSUANCE OF NEW H SHARES

According to the announcement of the Company dated 30 December 2016, 27 April 2017, 1 February 2018 and 21 December 2018:

- (1) the Company and the Parent Company entered into the 2018 supplemental domestic shares subscription agreement after negotiation, pursuant to which the Parent Company agreed to subscribe 189,987,125 new domestic shares of the Company as consideration for the transfer of the Phase I Runway Assets by the Parent Company to the Company and 12,500,000 new domestic shares of the Company by cash at an aggregate subscription price of RMB100,000,000;
- (2) the Company and HNA Infrastructure Investment Group Co., Ltd.* (“**Hainan HNA**”, 海航基礎設施投資集團股份有限公司) entered into a termination agreement after negotiation, pursuant to which, the Company and Hainan HNA mutually agreed to terminate the Hainan HNA Domestic Shares Subscription Agreement and the Supplemental Hainan HNA Domestic Shares Subscription Agreement with immediate effect from the effective date of the Termination Agreement. Both parties have confirmed that there are no unsettled matters, disputes or potential disputes in relation to the Hainan HNA Domestic Shares Subscription Agreement and the Supplemental Hainan HNA Domestic Shares Subscription Agreement;

截至本年報日，本公司已經按照《股權轉讓協議》付款條款的規定向母公司支付了第一期股權收購款。

由於當地相關政府部門根據政策的要求繼續暫停辦理相關土地及樓宇的過戶手續，母公司未能在二零一九年三月三十一日之前完成注入資產，且本公司未書面同意進一步延長注資到期日，因此股權轉讓協議失效，雙方一致同意終止該交易。根據股權轉讓協議，母公司須於注資到期日（即二零一九年三月三十一日）起計30個營業日內悉數向本公司退還轉讓付款（即人民幣574,560,000元），且母公司應向本公司支付自轉讓代價支付之日起至母公司向本公司退還全額轉讓付款之日止按同期銀行貸款基準利率計算的利息。有關詳情請參閱本公司日期為二零一九年四月一日的公告。

建議內資股發行及建議新H股發行項目進展情況

根據本公司日期為二零一六年十二月三十日、二零一七年四月二十七日、二零一八年二月一日及二零一八年十二月二十一日之公告作出之披露：

- (1) 本公司與母公司進行磋商後訂立二零一八年內資股認購補充協議，據此，母公司同意以向本公司轉讓的一期跑道相關資產作價向本公司認購189,987,125股新內資股；及按人民幣100,000,000元的總認購價以現金認購12,500,000股新內資股；
- (2) 本公司與海航基礎設施投資集團股份有限公司（「**海南海航基礎**」）進行磋商後訂立終止協議，據此，本公司與海南海航基礎雙方同意終止海南海航基礎內資股認購協議及海南海航基礎內資股認購補充協議，自終止協議生效日期起實時生效。協議雙方已確認並無涉及海南海航基礎內資股認購協議及海南海航基礎內資股認購補充協議的未結事項、爭議或潛在爭議；



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- (3) the grant of the proposed Specific Mandate to the Board of the Company to issue not more than 200,000,000 new H Shares; and
- (4) proposed consequential amendments to the articles of association.

The Company convened an extraordinary general meetings, an H shares class meeting and a domestic shares class meeting on 26 June 2017 and 20 March 2018, respectively, to consider and approve the relevant proposals for the proposed issuance of domestic shares and proposed issuance of new H shares. As the approval of the China Securities Regulatory Commission (the “CSRC”) is still in progress, the Company convened the nineteenth meeting of the sixth session of the Board on 21 December 2018 to consider and approve the above proposal adjustment and extension of authorization. Currently, the Company is arranging further general meeting to consider such proposals. The Company will notify the shareholders of the Company and potential investors with the information on the progress of the proposed issuance of Domestic Shares and proposed issuance of new H Shares project in the future (if necessary).

INTELLIGENTIZED AIRPORT CONSTRUCTION

In 2018, according to the overall planning of Meilan Airport for the construction of intelligent airports, the Group continued to deepen the construction of intelligent airports. The “Airport 3.0” Intelligent Travel Information Service Platform Project has been put into operation at 129 locations, such as the departure hall, waiting area, east corridor, west corridor, luggage carousel and arrival hall of Meilan Airport domestic terminal. On 23 January 2019, the Intelligent Travel Information Service Platform of Meilan Airport was officially launched. Since then, Meilan Airport has become the first airport in the world to realize the whole process of public information service and intelligent pre-flight service based on big data and airport service scenarios. In addition, in terms of security process optimization project, most of the equipment testing and program development was completed and the approval of the Public Security Bureau of the CAAC on the pilot of the security process optimization at civil aviation airports nationwide was received. Meilan Airport has become one of the pilot airports of the security process optimization among civil aviation airports nationwide.

OUTLOOK

In 2019, with the normalization of monetary policy, it is anticipated that the global financial conditions may become tense and the world economy may be weakened, with the growth rate declining further compared to 2018. Geopolitical risks, trade friction and nationalism are expected to continue to affect the stability and development of the global economy.

In 2019, the deepening of reform and opening-up of China will be further facilitated. Taking the settlement of China-US conflict and the fortieth anniversary of reform and opening-up as an opportunity, and under the pressure of opening-up, deep-seated structural problems and systemic financial risks, a new round of reform and opening-up and the second round of supply-side structural reform will be carried out in an all-round way.

- (3) 向本公司董事會授出發行不超過200,000,000股新H股的建議特別授權；及
- (4) 建議對組織章程細則作出相應修訂。

就此建議內資股發行及建議新H股發行項目，本公司已分別於二零一七年六月二十六日、二零一八年三月二十日召開股東特別大會、H股類別股東大會及內資股類別股東大會，審議並通過相關方案。由於中國證券監督管理委員會（「中國證監會」）審批仍在進行中，本公司已於二零一八年十二月二十一日召開第六屆第十九次董事會會議，審議通過上述方案調整及授權延期事項。目前本公司正在安排召開進一步的股東大會，審議該等議案。本公司日後將通知本公司股東及潛在投資者有關建議內資股發行及建議新H股發行項目進展情況（如需要）。

智能化機場建設

二零一八年，依據美蘭機場智能化機場建設總體規劃，本集團繼續深化智能化機場建設。在美蘭機場國內候機樓出發廳、候機區、東指廊、西指廊、行李轉盤、到達廳等共計129個點位試運行「機場3.0」智能化航旅信息服務平台項目。二零一九年一月二十三日，美蘭機場智能化航旅信息服務平台正式上線運行，自此，美蘭機場成為全球首家基於大數據和機場服務情景完整實現公共信息服務全流程、智能化乘機前置服務的機場。除此之外，安保全流程優化項目已完成大部分設備測試及程序開發，獲得民航局公安局關於全國民航機場安保全流程優化試點的批覆，成為全國民航機場安保全流程優化試點機場之一。

展望

二零一九年，隨著貨幣政策正常化，全球金融狀況預計將收緊，世界經濟或呈疲軟態勢，預期增速較二零一八年進一步下降。地緣政治風險、貿易摩擦和民族主義等問題預期將繼續影響世界經濟的穩定與發展。

二零一九年，中國將繼續深化改革開放成果，以中美衝突和解、改革開放四十週年為契機，在開放、深層次結構性問題以及系統性金融風險的倒逼下，全面開展新一輪的改革開放浪潮和第二輪供給側結構性改革。



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In response to various measures taken by the Chinese government to deepen reform and opening-up in an all-round way and firmly grasp the historical development opportunities for the construction of pilot free trade zone and free trade port, Hainan Province will unswervingly build a modern economic system dominated by service industries, deepen supply-side structural reform, optimize industrial structure. Through focusing on building the modern economic system, achieving a high level of opening-up to the outside world, upgrading the level of tourism consumption, serving major national strategies, strengthening social governance, building a first-class ecological environment, introducing talents and funds, and improving the real economy, Hainan Province will be built into a pilot zone of the deepening of reform and opening-up in an all-round way, a pilot zone of national ecological civilization, an international tourism consumption hub, and a major national strategic logistics zone. In order to achieve the goal of establishing "one hundred international routes and no less than seventy international direct flights" in 2020, Hainan Provincial Government will enhance the effectiveness of international airline subsidy and establish and consolidate international direct flights. At the same time, application will be made for further expansion of scope of visa-free countries and regions, and more convenient immigration policies will be implemented. Meilan Airport, as the provincial airport of Hainan Province, will continue to play its own advantages, seize favourable policy opportunities, explore and innovate in an all-round way, and actively promote the development of Hainan Province.

In addition, influenced by the more loosened off-shore duty-free policy, during the 2019 Spring Festival Golden Week, Hainan recorded a strong off-shore duty-free sale with 643,000 items sold, aggregate sales of RMB601 million and 122,000 shopping tourists, representing a year-on-year increase of 30.43%, 33.56% and 23.23%, respectively. Meilan Airport's sales of goods for the Golden Week exceeded RMB81.32 million, representing a year-on-year increase of 2.55%. Along with the further increase of duty-free shopping quota and the further expansion of off-shore duty-free policy coverage, it is believed that it will incur better return to the Group.

The Company considers that in 2019, along with the implementation of various initiatives to deepen reform and opening-up and the acceleration of the construction of Hainan Pilot Free Trade Zone and Free Trade Port, Meilan Airport will maintain positive business development, with further expansion of route network coverage. The Company will continuously focus on implementing the "13th Five-Year" Development Plan of the CAAC and the "Action Plan of Promoting the "One Belt and One Road" Initiatives for Civil Aviation (2016-2030) (《民航推進「一帶一路」建設行動計劃(2016-2030)》)", insist on equal emphasis on safety and efficiency, adhere to the bottom line of safety, improve and optimize the operation procedures and improve the professional quality of employees to cope with the increasing safety pressure; take the change of policy dividend and expand the aviation market; tap opportunities for cooperation with domestic and foreign airports, promote the development of airport trusteeship, airport consultation and other business,

為響應中國政府關於全面深化改革開放的各項舉措，牢牢把握建設自由貿易試驗區及自由貿易港的歷史發展機遇，海南省將堅定不移地建設以服務業為主導的現代化經濟體系，深化供給側結構性改革，優化產業結構，着力建設現代化經濟體系、實現高水平對外開放、提升旅遊消費水平、服務國家重大戰略、加強社會治理、打造一流生態環境、引入人才及資金、做好實體經濟，將海南省建設成為全面深化改革開放試驗區、國家生態文明試驗區、國際旅遊消費中心、國家重大戰略服務保障區。為實現二零二零年開關「境外航線達到一百條，境外直飛航線不少於七十條」的目標，海南省政府將提升境外航班補貼效率，開關和鞏固境外直飛航線。同時，申請進一步擴大入境免簽證國家和地區範圍，實施更加便利的入境政策。美蘭機場作為海南省省會機場，將繼續發揮自身優勢，把握利好政策機遇，全面開拓創新，積極助力海南省發展。

此外，二零一九年春節「黃金周」期間，受離島免稅政策進一步放開等因素影響，海南離島免稅銷售持續火爆，共銷售免稅商品64.30萬件，商品銷售總額達人民幣6.01億元，購物旅客12.20萬人次，同比分別增長30.43%、33.56%和23.23%。美蘭機場離島免稅店在「黃金周」期間實現銷售額達人民幣8,132萬元，同比增長2.55%。隨著免稅購物額度進一步提高，離島免稅政策覆蓋範圍進一步擴大，相信將為本集團帶來更為可觀的收益。

本公司認為，二零一九年，隨著國家深化改革開放各項舉措落地及海南自由貿易試驗區及自由貿易港建設進程加快，美蘭機場業務將持續向好發展，航線網絡覆蓋面將進一步擴大。本公司將持續以落實民航局「十三五」發展規劃及《民航推進「一帶一路」建設行動計劃(2016-2030)》為工作重點，堅持安全與效益並重，嚴守安全底線，完善優化各項作業流程，提高員工專業素質，以應對日益加劇的安全壓力；把握政策紅利，開拓航空市場；挖掘境內外機場合作機遇，推進機場委託管理、機場諮詢等業務拓展，進一步深挖潛在資源；結合國家政策、行業政策及機場運營需要，組織多元化活動，加強與客戶、媒體間良性互動，



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further tap potential resources; organize diversified activities in line with national policies, industry policies and airport operation needs, strengthen interaction with customers and media, enhance brand value and assume social responsibility; and establish and improve the enterprise value management system through capital operation and investors relationship maintenance. Through roadshows, performance announcements and other events, the Company is expected to promote the enhancement of corporate value and strive to achieve the healthy and sustainable development of Meilan Airport so that all shareholders of the Company will receive feedback with more brilliant achievements.

PROMOTE TRANSFORMATION AND UPGRADE, STRIVE FOR WIN-WIN IN OUTPUT QUANTITY AND OPERATION QUALITY

In 2019, in order to facilitate Hainan Province to achieve the goal of establishing one hundred international routes in 2020, the Group will actively collaborate with Hainan provincial government department, step up its efforts in market promotion of tourism of Hainan Province, actively cooperate with airlines and travel agencies, accelerate the development of international market and continuously improve the quality of aviation market development. At the same time of ensuring the steady development of domestic aviation market, the Group will further develop the potential of international aviation market, make full use of the existing resources and maximize the use of flight schedule; take the idea of “providing genuine services and building a humanistic airport” as the guidance, focus on meeting the needs of passengers, build an atmosphere of “genuine services”, inspire the vitality of the enterprise, and provide all-round, high-valued and excellent services for passengers.

STICK TO CORE CAPABILITY CONSTRUCTION, CONSTANTLY CLUTCH ATTENTION ON SAFETY

In 2019, the Group will continue to respond to the requirements of the CAAC of “focusing on the local communities, laying foundation, strengthening basic capabilities” (the “three basics”) and implement various special safety tasks. The Group will push ahead the reform of supervision regime and self-examination on legal matters, and establish a sound safety production system with an aim to realize “comprehensive organizational structure, smooth operation and management, and normal resource guarantee”. Based on safety information data, the Group will intensify the application of safety supervision information platform, realize data-driven situation analysis and early warning indicators, and realize the process control through key indicators; learn from the excellent experience of the industry, and focus on pushing forward the “three basics” work including team building, safety culture, risk management, self-examination on legal matters, dangerous goods safety management system (SMS-DG), and enhance staff management efficiency.

提升品牌價值，承擔社會責任；通過資本運作和投資者關係維護，建立健全企業價值管理體系；通過開展路演、業績發佈會等活動，促進本公司企業價值有效提升，力爭實現美蘭機場的健康可持續發展，以更加輝煌的業績反饋全體股東。

推動轉型升級，爭取「生產數量」與「運營質量」的雙贏

二零一九年，為助力海南省二零二零年開通一百條國際航線的目標，本集團將積極配合海南省政府單位，加大海南省旅遊市場宣傳，積極與航空公司、旅行社等開展合作，加快國際市場發展，持續提升航空市場發展質量。在保證國內航空市場穩健發展的同時深入開發國際航空市場潛力，充分利用現有資源，最大化利用航空時刻；以「打造真情服務，構建人文機場」為導向，以滿足旅客需求為中心，構建「真情服務」氛圍，激發企業活力，為旅客提供全方位、高價值的卓越服務。

堅持核心能力建設，緊抓安全關注度不放鬆

二零一九年，本集團將繼續響應民航局「抓基層、打基礎、苦練基本功」（「三基」）工作要求，落實各項安全專項工作。推進監管模式改革和法定自查，以「組織架構完善，運行管理順暢，資源保障正常」為目標建立健全安全生產體系。依托安全信息數據，深化應用安全監管信息平台，實現數據驅動的態勢分析及指標預警，實現關鍵指標過程管控；學習行業優秀經驗，重點推進班組建設、安全文化、風險管理、法定自查、危險品安全管理體系（SMS-DG）等「三基」工作，促進全員管理效能提升。



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FIRMLY DEEPEN EFFICIENCY PROMOTION AND SOLIDLY DEVELOP BRAND IMPROVEMENT

In 2019, the Group will focus on improving the punctuality rate of flights via technological means. Through strengthening the cooperation between apron and control tower and air traffic control tower, the Group will optimize the operation rules of aircraft entering and leaving apron and the allocation rules of aircraft position, further optimize the apron taxiing route, and improve the efficiency of aircraft taxiing on the ground. The Group will strengthen ground coordination, allocate seats rationally, and improve the efficiency of flight operation. At the same time, in order to ensure information sharing among airlines, airports and air traffic control units, Meilan Airport has organized the development of A-CDM system (Airport-Collaborative Decision Making). At present, the development of relevant functions of the A-CDM system has completed, and the next step will be the system trial run and official launch. Upon being in use, the system will break down the barriers of information exchange among airports, air traffic control units and airlines and, through effective information sharing, improve ground operating efficiencies and quick response and disposal capability in case of large-scale flight delays.

In 2019, the Group will solidify the status of brand building with full efforts, take the idea of "providing genuine services and building a humanistic airport" as the guidance, focus on meeting the needs of passengers, continuously improve its brand work system and promote the efficient operation of branding system. Through scientific organization and standardized management, it is expected that the commercial value of brand will be finally realized.

In 2019, the Group will continue to put the sustainable development strategy into practice, learn from successful development experience of advanced domestic and overseas airports, promote the green development of civil aviation, enhance virtuous circle of resources, effectively enhance the airport's ability to reduce consumption and control pollution, consistently practice the concept of green development of "environmental protection, conservation, technology and humanization (環保、節約、科技、人性化)", adhere to the goal orientation of improving quality and efficiency, and enhance the level of energy saving and emission reduction in production and operation.

深化效率提升不動搖，紮實開展品牌提升工作

二零一九年，本集團將着力於利用科技手段提升航班正常率，通過加強機坪塔台與空管塔台之間的合作，優化航空器進出機坪運行與機位調配規則，進一步優化機坪滑行路線，提升航空器地面滑行效率。加強地面協作，合理分配機位，提升航班運行效率。同時，為確保航空公司、機場、空管等單位之間信息共享，美蘭機場組織開發A-CDM系統(Airport-Collaborative Decision Making，機場協同決策系統)，目前A-CDM系統已完成相關功能開發，下一步將進行系統試行以及正式上線運行。系統正式投用後將打破機場、空管及航空公司之間的信息交流壁壘，通過信息有效共享，提升機場地面運行效率及大面積航班延誤下的快速響應及處置能力。

二零一九年，本集團將全力鞏固品牌創建成果，以「打造真情服務，構建人文機場」為導向，以滿足旅客需求為中心，持續完善本集團品牌工作體系，促使品牌體系工作的高效運營。通過科學組織、規範管理，最終達到和實現品牌商業價值。

二零一九年，本集團還將繼續踐行可持續發展戰略，學習借鑒國內外先進機場發展成功經驗，推進民航綠色發展，強化資源良性循環，有效提升機場降耗治污能力，不斷踐行「環保、節約、科技、人性化」的綠色發展理念，堅持提質增效目標導向，大力提升生產運行節能減排水平。



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SPARE NO EFFORT TO BUILD A COMPREHENSIVE THREE-DIMENSIONAL TRANSPORTATION CENTER

In 2019, the Group will effectively capitalize favorable policies on route development, step up route development, expand route coverage network, enhance its presence in international aviation market, promote Hainan Province as a strategic fulcrum role of the "Maritime Silk Road", strengthen the construction of international ports, cross-border e-commerce, international distribution and international re-export functions, and build an aviation logistics network linking Australia, New Zealand and Southeast Asia. The Group will also continue to step up its efforts in promoting construction of Meilan Airport Phase II expansion project and strive to cultivate Meilan Airport as a comprehensive three-dimensional transportation centre with its base in Northern Hainan, which gears to the need of entire Hainan Province and radiates in Southeast Asia in 2020.

ACKNOWLEDGEMENT

On behalf of the Board and the management of the Group, I would like to express our heartfelt gratitude to our business partners, clients and shareholders for their continuous support, as well as to our fellow staff for their dedicated efforts. We look forward to becoming a successful regional airport management player with the cooperation of all of our working partners.

Wang Zhen
Chairman

Hainan Province, the PRC
18 April 2019

全力打造綜合立體交通樞紐

二零一九年，本集團將有效利用航線開發利好政策，加大航線開發力度，擴大航線覆蓋網絡，提升國際航空市場能見度，促進海南省充分發揮「海上絲綢之路」戰略支點的作用；強化國際口岸建設、跨境電商、國際配送及國際轉口功能，搭建鏈接澳新和東南亞的航空物流網絡。本集團還將繼續大力推進美蘭機場二期擴建項目建設，力爭在二零二零年內將美蘭機場打造成為立足瓊北、面向海南全省、輻射東南亞的綜合立體交通樞紐。

致意

本人謹代表董事會及管理層向本集團的業務夥伴、客戶及股東的支持表示感謝，向本集團員工團隊之全情投入致以衷心謝意，並祈望各方攜手為打造區域性機場管理公司而共同努力。

王 貞
董事長

中國海南省
二零一九年四月十八日

Terminal Complex

站前綜合體



Hotel 酒店

The Meilan Airport hotel is located on the western side of the terminal complex. Guests can access to the terminal complex commercial building through the 2nd floor corridor. The hotel is equipped with 996 stylish and modern rooms, which is the largest airport hotel in the PRC in terms of the numbers of rooms. The hotel is also equipped with 3 multi-functional conference rooms to meet different meeting needs. The hotel lobby has self-service check-in equipment to facilitate passengers to check flight information and apply for self-service check-in.

美蘭機場酒店位於站前綜合體西側，可通過2樓連廊前往站前綜合體商業樓。酒店配備996間時尚現代客房，是目前國內客房數最多的機場酒店，同時設有3間多功能會議室，可以滿足不同會議需求。酒店大堂設有自助值機系統，方便旅客查詢航班信息並辦理自助值機。

1F Ground Traffic Center (GTC) 交通樞紐中心(GTC)

The GTC has an integrated service desk, integrating inter-city express, railway transportation, public buses, long-distance passenger vehicles, taxis and other transportation tools, to achieve seamless connection of air transport network and ground transport network covering the entire island. There is also a group check-in area on the eastern side of the first floor, with 8 check-in counters and 7 security check channels, the group passengers can register 1 day in advance for check-in via phone so as to facilitate the check-in process once they get there, and improve travel efficiency and achieve travel convenience.

交通樞紐中心設有綜合服務總台，集城際快線、軌道交通、公交巴士、長途客運、出租車等多種交通換乘方式於一體，實現空中交通網絡與覆蓋全島的地面交通網絡無縫銜接。一層東側還設有團隊值機區域，配置有8個值機櫃檯及7條安檢通道，團隊旅客值機可提前1天進行電話預約，到達即可快速辦理登機手續，提升出行效率，實現便捷出行。



2F Hainan Featured Products Shopping 海南美購

The second floor of the terminal complex has the largest Hainan specialty display and sales area around the island, which offers all kinds of goods such as Hainan Rosewood, Hainan Agarwood, Nanhai Pearl, Xingyue Bodhi, national silver accessories, intangible cultural heritage - Lijin and Hainan precious handicrafts, and sells all kinds of the specialty foods. The commodity prices for the designated Hainan island famous supermarkets and urban brand stores are strictly set the same intracity price of products. It also provides packaged luggage services for passengers.

站前綜合體二樓擁有全島最大的海南特產展示展銷區，海南花梨、海南沉香、南海珍珠、星月菩提、民族銀飾、非物質文化遺產黎錦等海南珍貴工藝品應有盡有，經營各類特產食品，商品價格對標海南島內知名超市和市區品牌店，嚴格實行同城同價，同時為旅客提供打包托運服務。



3F Digital Plaza 數碼廣場

The third floor of the terminal complex mainly operates Haikou Aviation Science and Technology Museum, Dajiang UAV Authorized Experience Store, Artificial Intelligence and so on. The Haikou Aviation Science and Technology Museum is the only one aviation-themed science and technology museum located at the domestic airport, with an area of 1,319 sq.m.. The museum has 11 exhibition halls, with aviation technology, aviation culture and air amusement as the core, which combines the aviation science, real-life experience and edutainment.

站前綜合體三樓主要運營海口航空科技館、大疆無人機授權體驗店及人工智能等。其中海口航空科技館，是國內唯一一家位於機場的航空主題科技館，佔地1,319平方米，館內分別設有11個展廳，以航空科技、航空文化、航空遊樂為核心，集航空科普、實景體驗、寓教於樂為一體。

4F Outlets 奧特萊斯

The third and fourth floor areas of the terminal complex form a super-large space with more than 8,000 sq.m. in total, introducing the outlet segment which is common in international. The outlets are successively divided into international brand collection halls, luxury fashion designer brand halls, brand men's wear, brand women's wear, casual fast fashion, footwear area and other categories areas, which cover all ages and all kinds of top seven global luxury items including top men's wear, boutique women's wear, fashion and leisure, outdoor sports, clothing and accessories, bags and shoes, kid's paradise.

站前綜合體三樓和四樓區域疊加形成超過8,000平方米的超大空間，引進國際流行的奧特萊斯業態，依次劃分為國際品牌集合館、輕奢潮流設計師品牌館、品牌男裝、品牌女裝、休閒快時尚、鞋履專區等品類專區，囊括頂級男裝、精品女裝、時尚休閒、戶外運動、服飾配件、箱包鞋履、嬰童天地七大覆蓋全年齡段、全品類的全球輕奢名品。



5F Food Court 美食廣場

The fifth floor of the terminal complex aims to create affordable airport foods, bringing together with 24 different flavors of foods to meet the multi-level dining needs of airport passengers. The food court covers an area of 8,000 sq.m. with a business area of 4,000 sq.m.. It is the largest centralized dining area in the domestic airport and can accommodate 2,000 people dining at the same time.

站前綜合體五樓致力打造平價親民的機場美食，匯集24種不同風味的美食，滿足機場旅客多層次的餐飲需求。美食廣場佔地面積8,000平方米，經營面積4,000平方米，是國內機場最大的集中餐飲區，能容納2,000人同時就餐。





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BUSINESS ENVIRONMENT

Civil Aviation Industry of China

In 2018, civil aviation development in China has presented a new atmosphere, achieving breakthrough results in many aspects, including achieving a new safety record of 100 months and 68.36 million hours of continuous safe flight, making a record of air defense safety with zero accidents for sixteen years and eight months and a flight on-time rate of 80.13%, which accordingly increased by 8.46% on year-on-year basis, setting a record high since 2010. Chinese civil aviation industry recorded total volume of transport of 120.64 billion ton kilometers, passenger throughput of 610 million passengers, cargo and mail volume of 7.385 million tons, which accordingly increased by 11.4%, 10.9% and 4.6% on year-on-year basis. The total turnover of transportation ranked second in the world for fourteen consecutive years. In 2018, there were 60 transportation airlines, 423 general aviation enterprises, 3,638 transportation aircrafts, and 2,415 general-purpose aircrafts in China. And there were also 235 certificated transportation airports, of which 37 were with an annual passenger traffic volume of more than 10 million passengers, an increase of 5 over the same period of last year. There were 10 airports with an annual passenger traffic volume of more than 30 million passengers. The industry strength was further enhanced.

In 2018, there were many positive news from Chinese civil aviation industry.

The government further relaxed the criteria for investment in civil aviation by state-owned and non-state-owned entities, encouraging and supporting domestic investment entities to invest in civil aviation industry, and actively promoted the construction of civil aviation infrastructure. The Domestic Investment Civil Aviation Regulations promulgated by the Ministry of Transport (《國內投資民用航空業規定》) (Act 34 of 2017, the “**Regulations**”) was officially implemented on 19 January 2018. The Regulations are based on the original “Investment in Civil Aviation Industry Regulations (Trial) (CAAC Order No. 148). The main amendments include relaxing the state-owned or state-owned holding requirements on three major airline companies and allowing state-owned relative holdings, relaxing the state-owned share ratio requirements of major airports and further liberalizing investment restrictions between various entities within the industry. Meanwhile, the Regulations have further revised and implemented the relevant policies of the Opinions on Encouraging Social Capital to Build and Operate Civil Airports promulgated by the CAAC in 2016, which encourages social capital to invest in the operation of civil airports, including further relaxing the state-owned or state-owned holding requirements of major airports, allowing state-owned relative holdings, and removing restrictions on investment access for other civilian airports,


經營環境

中國民航業

二零一八年，中國民航發展呈現新的氣象，在許多方面均取得突破性成績，實現持續安全飛行100個月、6,836萬小時的安全新紀錄；實現十六年零八個月的空防安全零責任事故紀錄；航班正常率達80.13%，同比提高8.46%，創下二零一零年以來歷史新高。中國民航全年運輸總週轉量1,206.4億噸公里、旅客運輸量6.1億人次、貨郵運輸量738.5萬噸，同比分別增長11.4%、10.9%、4.6%。運輸總週轉量連續十四年位居世界第二。二零一八年，中國運輸航空公司達60家，通用航空企業423家；運輸飛機3,638架，通用飛機2,415架；全國頒證運輸機場235個，其中，旅客吞吐量千萬級機場共37個，同比增加5個，三千萬級機場10個，行業實力不斷增強。

二零一八年，中國民用航空業呈現多方利好消息。

政府進一步放寬國有和非國有主體投資民航業准入標準，鼓勵、支持國內投資主體投資民用航空業，積極推進民航基礎設施建設。交通運輸部頒佈的《國內投資民用航空業規定》(2017年第34號令，[《規定》])於二零一八年一月十九日起正式實施。該《規定》是在原有《國內投資民用航空業規定(試行)》(民航總局令第148號)基礎上進行的修訂，主要修訂內容包括放寬三大航空公司國有或國有控股要求，允許國有相對控股；放寬主要機場的國有股比要求；進一步放開行業內各主體之間的投資限制。同時該《規定》也進一步修訂落實了民航局二零一六年發佈的《關於鼓勵社會資本投資建設運營民用機場的意見》中鼓勵社會資本投資運營民用機場的有關政策，包括進一步放寬主要機場的國有或國有控股要求，允許國有相對



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and introducing more social capital investments to build civilian airports. And the general airport construction will be fully liberalized, and there will be no restrictions on investment entities; social capital will be allowed to participate in the construction and operation of civil airports through government and social capital cooperation. In 2018, civil aviation industry in China completed a fixed asset investment of RMB81 billion, of which the Civil Aviation Development Fund arranged an investment subsidy of RMB28.1 billion. 9 new construction and relocation airports were built, with 6 new runways, 305 parking spaces and 1.331 million square meters of terminal buildings therefore the total number of transport airports reached 235. The government has opened up the highly-growing, heavy-asset and capital-intensive industries of the civil aviation industry to various domestic investment entities, providing a clear investment channel for social capital and bringing new opportunities for the development of domestic civil airports.

Civil aviation international cooperation has been comprehensively strengthened, and the “One Belt and One Road” Initiative has been launched in the global civil aviation field. In July 2018, the BRICs jointly signed a memorandum of understanding on regional aviation partnerships in the BRICS countries, which determined the content and methods of cooperation between the BRICS countries in the aviation field and established a cooperation and exchange mechanism. And China signed a memorandum of understanding on cooperation and technical assistance in civil aviation with Ecuador, officially signed an intergovernmental air transport agreement with Congo (Brazzaville), Ivory Coast, Rwanda, Dominica, etc., and re-signed the agreement with Armenia. As of the end of 2018, there were 126 countries and regions that signed air transport agreements with China. In 2018, domestic companies opened 167 new international routes, including 105 the “One Belt and One Road” national routes, and established civil aviation links with Bosnia and Herzegovina, filling the gaps along the “One Belt and One Road” countries. The expansion of the right to fly over with Russia has created favorable conditions for China’s aviation companies to fly over the Russian airspace to open European and American routes. With the comprehensive promotion of the “One Belt and One Road” Initiative, China’s opening up pattern has been continuously deepened and expanded, and civil aviation industry of China has ushered in a rare development opportunity.

控股，對其他民用機場在投資准入方面沒有限制，以更多引入社會資本投資建設民用機場；全面放開通用機場建設，對投資主體不做限制；允許社會資本通過政府與社會資本合作等方式參與民用機場的建設和運營等。二零一八年中國民航業共完成固定資產投資人民幣810億元，其中民航發展基金安排投資補助人民幣281億元。全年新開工、遷建運輸機場9個，新增跑道6條、停機位305個、航站樓面積133.1萬平方米，運輸機場總數達到235個。政府將民航業這一極具增長性、重資產、資金密集型產業進一步向國內各類投資主體開放，為社會資本提供了明確的投資渠道，為國內民用機場發展帶來新的機遇。

民航國際合作全面加強，「一帶一路」倡議在全球民航領域落地。二零一八年七月，「金磚五國」共同簽署金磚國家區域航空夥伴關係諒解備忘錄，確定了「金磚五國」在航空領域的合作內容和方式，建立了合作交流機制；與厄瓜多爾簽署民航領域合作與技術援助諒解備忘錄；與剛果(布)、科特迪瓦、盧旺達、多米尼加等正式簽署、與亞美尼亞重簽了政府間航空運輸協定。截至二零一八年底，與我國簽署航空運輸協定的國家地區達126個。二零一八年境內公司新開國際航線167條，其中涉及「一帶一路」國家航線105條；與波黑建立民航聯繫，填補了「一帶一路」沿線國家空白；與俄羅斯大幅擴大飛越權，為我國航空企業飛越俄羅斯領空增開歐美航線創造了有利條件。隨著「一帶一路」倡議的全面推進，我國對外開放格局不斷深化拓展，中國民航業迎來難得的發展機遇。



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Eight measures, such as improving passenger travel information notification services and promoting paperless and convenient travel, have promoted the significant improvement of civil aviation service quality. In 2018, civil aviation industry of China strongly promoted the special action of “Civil Aviation Service Quality System Construction”, which included improving passenger travel information notification service, basically achieving multiple ways of instant notifications of flight information; promoting paperless and convenient travel, based on which, 229 airports across the country have been using “Aircom”, and the domestic flight passenger boarding process of 32 airports with an annual passenger traffic volume of more than 10 million passengers are fully computerized. Airport catering “the same price in the same city” has become an important part of airport service evaluation. The catering price of most airport lounges has been consistent with the same level of urban price. The actions also included carrying out special rectification of baggage transport loading and unloading, promoting baggage self-service consignment, RFID (Radio Frequency Identification) baggage tracking and other technologies, and some airports have the whole process of outbound baggage tracking and arrival baggage video surveillance. Ticket sales, refund and changing are more standardized, therefore the efficiency is further improved; the use of portable electronic devices are permitted to be used, and there are more than 300 aircrafts of 12 airlines with cabin network services. The platform to handle complaints have been established, which connected to 38 airlines and 170 airports. In 2018, the total number of passenger complaints decreased by 16.1% on a year-on-year basis, and the satisfaction of airlines and airport services increased by 2.2% and 1.9% respectively. With the effort of the informationization and standardization construction, the civil aviation industry will bring greater satisfaction to passengers and benefit the development of the civil aviation industry.

The Company will pay close attention to the development of domestic aviation industry in 2019, and prepare for the unknown factors beforehand. The Group will conduct in-depth study of national policies, while ensuring safe operation, make good use of policies and flexible use of strategies. Efforts will be made to optimize the Company’s development environment, and constantly consolidate and enhance the position of Meilan Airport among medium to large-sized domestic airports in China.

圍繞改進旅客出行信息告知服務、推行無紙化便捷出行等八項舉措，推進民航服務質量顯著提升。二零一八年，中國民航業紮實推進「民航服務質量體系建設」專項行動。改進旅客出行信息告知服務，航班動態信息基本實現多方式實時推送；推行無紙化便捷出行，全國229家機場全面開通「航信通」，32家吞吐量達千萬級的機場實現國內航班旅客乘機全流程電子化；機場餐飲「同城同質同價」成為機場服務評價的重要內容，大多數機場候機樓餐飲價格已與市區同級價格水平保持一致；開展行李運輸裝卸專項整治，推廣行李自助托運、RFID (Radio Frequency Identification，無線射頻識別技術)行李全程跟蹤等技術，部分機場實現出港行李全程跟蹤和到港行李視頻監控；客票銷售和退改簽更加規範，退改簽效率進一步提升；開放機上便攜式電子設備使用，已有12家航空公司在300多架航空器上開通了客艙網絡服務；建立完善旅客投訴集中受理平台，38家航空公司、170個機場實現與平台對接。二零一八年，旅客投訴總量同比下降16.1%，對航空公司和機場服務滿意度同比分別提升2.2%和1.9%。民航業通過信息化和規範化建設，給旅客帶來更大的滿意度，有利於民航業的發展。

本公司將密切關注國內民航業二零一九年的發展形勢，未雨綢繆，深入研究國家政策，在保證安全運營的前提下，善用政策、活用戰略，努力優化本公司發展的大環境，不斷鞏固、提升美蘭機場在國內中大型機場中的地位。



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管理層討論及分析

Profile of Tourism in Hainan

In 2018, Hainan tourism industry maintained a swift growth. The province received 76,273,900 tourists both from domestic and overseas, representing a year-on-year growth of 11.8%, among which, overnight tourists reached 63,296,600, representing a year-on-year growth of 11.7%; total revenue of the tourism industry reached RMB95.016 billion, representing a year-on-year growth of 14.5%. During the “Golden Week” of Spring Festival of 2019, tourism in Hainan kept on the trend of “being popular in the north and south at the same time”. Hainan received a total of 5,823,900 tourists, and the tourism income reached RMB14.375 billion, representing a year-on-year growth of 2.62% and 4.75%, respectively, among which, there were 3,617,500 visitors who travelled on one-day journeys, representing a year-on-year growth of 6.63%. The tourist area received 5,000,900 tourists, representing a year-on-year growth of 7.92%. These remarkable achievements were benefited not only from the plan to build Hainan into a pilot free trade zone and a free trade port with Chinese characteristics, but also from a series of world spotlight economic, cultural and sport events such as Boao Forum for Asia, Hainan Island International Film Festival, World Tourism Investment Conference, Hainan Island International Road Cycling Tournament, Hainan Island International Regatta and so on, which all happened in Hainan and greatly promoted the sustainable and rapid development of the tourism of Hainan.

Year 2018 marks the 30th anniversary of the establishment of the special economic zone of Hainan Province. This island, which was born and has prospered due to reform and opening up, has once again ushered in a major historical opportunity. The development of international tourism islands has been upgraded to a pilot free trade zone and a free trade port with Chinese characteristics. Under the impetus of this major favorable policy, Hainan Province actively implemented the internship of “Four-One-Three” speech of President Xi Jinping and the “Guidelines of the Central Committee of the Communist Party of China on Supporting Comprehensive Deepening of Reform and Opening-up of Hainan” (《中共中央國務院關於支持海南全面深化改革開放的指導意見》) and increased investment in tourism and cultural industry, injecting a steady stream of cultural impetus for making Hainan a pilot free trade zone and a free trade port. Meanwhile, Hainan will soon be built into an “international tourism consumption center”; through the geographical advantages of Hainan’s “Maritime Silk Road”, strengthen international exchanges and cooperation, and further deepen the opening up in the cultural field and reform and improve the intelligentization of infrastructure network, and provide more quality cultural and tourism services for the people and tourists.

海南旅遊業概覽

二零一八年，海南省旅遊業繼續保持高速增長態勢。全年接待國內外旅客7,627.39萬人次，同比增長11.8%。其中接待過夜遊客6,329.66萬人次，同比增長11.7%；旅遊總收入達人民幣950.16億元，同比增長14.5%。二零一九年春節「黃金周」期間，海南旅遊業繼續保持「南北同熱」態勢，全省共接待遊客582.39萬人次，旅遊收入人民幣143.75億元，同比分別增長2.62%、4.75%。接待一日遊遊客361.75萬人次，同比增長6.63%；旅遊景區接待遊客500.09萬人次，同比增長7.92%。卓越成績的取得不僅得益於國家對海南建設自由貿易試驗區、自由貿易港的大力扶持，博鰲亞洲論壇、海南島國際電影節、世界旅遊投資大會、環海南島國際公路自行車賽、環海南島國際大帆船賽等系列舉世矚目的經濟、文化及體育盛會在海南的舉辦也大力推動了海南旅遊業的持續快速發展。

二零一八年是海南建省辦經濟特區三十週年，這座因改革開放而生、因改革開放而興的海島再次迎來了重大歷史機遇－國際旅遊島建設發展升級為自由貿易試驗區和中國特色自由貿易港建設。在此重大利好政策的推動下，海南省積極貫徹落實習近平總書記「四•一三」講話和《中共中央國務院關於支持海南全面深化改革開放的指導意見》精神，加大旅遊、文體產業投入力度，為海南建設自貿區、自貿港注入源源不斷的文化動能；同時推動海南早日建成「國際旅遊消費中心」；通過發揮海南在「海上絲綢之路」的地理位置優勢，加強國際交流與合作，進一步深化文化領域的開放；通過深化供給側結構性改革和提高基礎設施網絡化智能化水平，為百姓和遊客提供更多優質的文化及旅遊服務。



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The State Council approved the establishment of the China (Hainan) Pilot Free Trade Zone and the publication of the “China (Hainan) Pilot Free Trade Zone General Plan” (《中國(海南)自由貿易試驗區總體方案》) (the “**Plan**”) on 16 October 2018. The Plan indicates that pointed out that the development of tourism, modern service industries, high-tech industries as the leading factor to arrange the industrial layout of Hainan Island, which includes enhancing high-end tourism services, developing cruise routes around Hainan Island, and integrating Hainan into the international tourism “multi-destination” route; supporting for the implementation of a 15-day entry visa exemption policy for foreign tour groups; allowing Hainan to conduct trial and approval of temporary open water approval for overseas yachts; implementing the individual visit scheme for the people travel on the yacht from Hainan, Hong Kong and Macau; building a first-class international travel health care center to provide high-quality international travel medical services for tourists from all over the world; and establishing the credit system of the tourism industry.

Furthermore, the National Development and Reform Commission officially issued the Implementation Plan for the “Construction of an International Tourism Consumption Center in Hainan Province” (《海南省建設國際旅遊消費中心的實施方案》) (the “**Implementation Plan**”) on 28 December 2018. In addition to positioning Hainan Province as an international tourism consumption center, the Implementation Plan further defines three strategic positioning of Hainan: tourism high-quality development demonstration zone, tourism system mechanism innovation pilot zone and world-renowned shoppers’ paradise. The Implementation Plan focuses on “creating a high-quality, brand-aggregated, environmentally-friendly, and distinctive international tourism consumption highland”, and strives to raise the level of the six major tourism consumption factors of “food, accommodation, transport, tourism, shopping and entertainment”, which includes not only the construction of tourism transportation infrastructure, large-scale consumer business circles, but also strengthening the software including immigration facilitation measures and the quality of tourism services. Meanwhile, the Implementation Plan plans to integrate tourism and related industries: to create a global duty-free shopping center, fashion consumption center and world food center; and to launch eight major tourism products including cruise tourism, yacht tourism, low-altitude tourism, island tourism, health tourism, cultural tourism, exhibition and festival tourism and sports tourism.

Year 2019 marks the 70th anniversary of the establishment of new China. Hainan Province will further focus on the spirit of building China (Hainan) Pilot Free Trade Zone and an international tourism consumption center, focusing on the construction of Hainan International Tourism Consumption Center, expanding the space for tourism consumption development, focusing on improving the quality of tourism consumption services, and vigorously promoting the internationalization of tourism consumption. Meanwhile, Hainan Province will be committed to the construction of cultural tourism and sports tourism, and to launch a group of international cultural and sports tourism products.

二零一八年十月十六日，國務院批覆同意設立中國(海南)自由貿易試驗區並印發《中國(海南)自由貿易試驗區總體方案》(《**方案**》)。《方案》指出，以發展旅遊業、現代服務業、高新技術產業為主導，科學安排海南島產業佈局。提升高端旅遊服務能力，發展環海南島郵輪航線，將海南納入國際旅遊「一程多站」航線；積極支持實施外國旅遊團乘坐郵輪15天入境免簽政策；允許海南對境外遊艇開展臨時開放水域審批試點；實施瓊港澳遊艇自由行；建設一流的國際旅行衛生保健中心，為出入境人員提供高質量的國際旅行醫療服務。加強旅遊行業信用體系建設。

此外，二零一八年十二月二十八日，國家發改委正式印發《海南省建設國際旅遊消費中心的實施方案》(《**實施方案**》)。除把海南省總體定位為國際旅遊消費中心，《實施方案》進一步明確海南省的三個戰略定位：旅遊高質量發展展示範區，旅遊體制機制創新試驗區和世界知名國際旅遊消費勝地。《實施方案》圍繞「打造業態豐富、品牌集聚、環境舒適、特色鮮明的國際旅遊消費高地」這一目標，着力「吃住行遊購娛」六大旅遊消費要素的水平提升，既包括旅遊交通基礎設施、大型消費商圈等硬件建設，也包括遊客出入境便利化措施、旅遊服務質量等軟件建設。同時，《實施方案》謀劃旅遊與相關產業融合發展：打造全球免稅購物中心、時尚消費中心、世界美食中心；打造郵輪旅遊、遊艇旅遊、低空旅遊、海島旅遊、健康旅遊、文化旅遊、會展節慶旅遊、體育旅遊等八大旅遊產品。

二零一九年將迎來新中國成立七十週年，海南省將進一步圍繞建設中國(海南)自由貿易試驗區和國際旅遊消費中心的文件精神，聚焦海南國際旅遊消費中心建設，拓展旅遊消費發展空間，着力提升旅遊消費服務質量，大力推進旅遊消費國際化；同時，致力於文化旅遊、體育旅遊建設，打造一批國際化的文體旅遊精品。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Key Tourism Projects of Hainan

In 2018, local governments of all levels in Hainan made continuous and great efforts to promote the construction of key tourism projects.

On 31 December 2018, the trial ceremony and music festival of Changying Hainan Global 100 Theme Park was grandly held, marking the first phase of the core project, the Changying Global 100 Theme Park, which was officially unveiled, attracting visitors from all directions and sharing the New Year's Eve. Hainan's tourism market has added new members to help the construction of international tourism consumption centers. The ecological restoration has always been placed in the first place in the Changying Hainan Global 100 Theme Park project construction, and spare no effort has been made to create a "green water green hill". 80,000 square meters of ecological wetland has been built in the park, attracting a variety of waterfowls such as the national second-class protected animals, such as egrets, which have greatly emphasized ecological advantage of Hainan.

The volcanic tourist town is located in Shishan Town, Xiuying District, Haikou City. In December 2018, recommended by the Haikou Tourism Development Committee, Hainan Provincial Tourism and Culture Broadcasting and Television Department approved the volcanic tourist town as a tourist town in Hainan Province. The town has unique natural and human resources, rare volcanic geology, beautiful original vegetation, well-preserved ancient villages, distant ancient culture, rich characteristic agriculture, and unique volcanic culture. It will become a famous tourist and cultural town in Hainan Province. Among them, Shicha Volcanic Shihu Garden, Haikou Crater Park and Meishe Village have become popular attractions in Haikou, which will bring vitality to North Hainan Tourism and promote the development of tourism in Hainan.

On 1 May 2018, the Wet'n'Wild International Water Parks operated by Village Roadshow was officially opened, which is the first water park opened by the group in China. Wet'n'Wild Haikou is located in the new fashion center of Haikou, Mission Hills Resort Hainan, with a total area of about 50,000 square meters. Wet'n'Wild is a famous water theme park brand under the Village Roadshow. Village Roadshow has a Wet'n'Wild operation in Queensland Gold Coast, Las Vegas and Sydney, and is widely welcomed by the public. The project consists of 14 large water recreation equipment combinations and more than 30 different slides. The Wet'n'Wild project will greatly enrich and promote the Haikou water entertainment industry and play a positive role in promoting the development of Hainan and Haikou tourism industry.

The successive constructions of these key tourism projects will invigorate tourism in Hainan and contribute to a new development situation of Hainan "comprehensive tourism".

The Group will closely focus on the tourism development trends in Hainan Province, and actively cooperate with the local governments to implement the promotion work of tourism products. The Group will seize the development opportunity and contribute to the new height of passenger throughput and cargo and mail volume in Meilan Airport.

海南重點旅遊項目

二零一八年，海南當地各級政府持續大力推進重點旅遊項目建設。

二零一八年十二月三十一日，長影海南「環球100」奇幻樂園試業儀式及音樂盛典盛大舉行，標誌著長影海南「環球100」首期核心項目－長影「環球100」奇幻樂園正式亮相，吸引來八方遊客，共享跨年狂歡，海南旅遊市場再添新員，助力國際旅遊消費中心建設。長影海南「環球100」項目始終把生態修復擺在項目建設首位，不遺餘力打造「綠水青山」，在園區內建設了8萬平方米的生態濕地，吸引了國家二級保護動物白鷺等多種水鳥棲息安家，極大地突出了海南的生態優勢。

火山風情旅遊小鎮位於海口市秀英區石山鎮，二零一八年十二月，經海口市旅遊發展委員會推薦，海南省旅遊和文化廣播電視廳批准認定火山風情旅遊小鎮為海南省旅遊小鎮。小鎮擁有得天獨厚的自然和人文資源，稀有的火山地質，優美的原生態植被，保存較完好的古村落，悠遠的古文化，豐富的特色農業，以及獨具火山文化特色的民宿資源，將打造成為海南省著名的旅遊文化名鎮。其中，施茶火山石斛園、海口火山公園、美社村已成為海口熱門景點，這將為瓊北旅遊帶來活力，促進海南旅遊業發展。

二零一八年五月一日，由澳大利亞威秀集團旗下威秀主題樂園運營的「狂野水世界」正式開業，這是在中國開設的首家水上樂園。海口狂野水世界位於海口新時尚中心－海口觀瀾湖新城，總佔地面積約5萬平方米。狂野水世界是威秀主題公園旗下的著名水主題公園品牌，威秀在澳大利亞昆士蘭州的黃金海岸、拉斯維加斯以及悉尼等地擁有狂野水世界運營並廣受大眾歡迎，項目包含14種大型水上娛樂設備組合以及30餘個不同的滑道。狂野水世界項目將極大豐富和推進海口水上娛樂業態，對海南及海口旅遊產業的發展起到了積極促進作用。

這些重點旅遊項目的陸續開業運營，將為海南旅遊業注入新的活力，助力海南「全局旅遊」發展新局面。

本集團將密切關注省內旅遊發展態勢，積極配合當地政府開展旅遊產品的宣傳推廣工作，緊抓發展機遇，助力美蘭機場旅客及貨郵行吞吐量再創佳績。

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Transportation Situation within the Island

In respect of railways, in order to improve the travel experience of the passengers and provide passengers with better ride services, achieve the goal of the informatization and intelligentization of passenger services gradually, the railway department has implemented the pilot reform of e-ticket service in Hainan Island High-speed Railway since 22 November 2018, which is also the first pilot of the national e-ticket service for railways. Passengers can use the second-generation ID card or other documents, e-ticket notice or 12306 ticket dynamic QR code to “scan and go”. The safe, fast and convenient Hainan Roundabout High-speed rail is attracting more and more passengers.

In respect of roads construction, great breakthroughs had been made in the construction of “Tian (田)” shaped expressway in Hainan Province in 2018. The “Feng (豐(in simplified Chinese,丰))” shaped expressway is under planning and design, and strives to achieve “County-to-County Expressway” by 2020. The “Feng” shaped expressway is mainly designed around the Sanya Tourism Line, Haikou-Chengmai-Wenchang (“**Hai-Cheng-Wen**”), which is a convenient and fast greater economic circle and greater tourism circle. The first horizontal of the “Feng” shaped expressway is the national highway G360 Wenchang to Lingao Expressway, which mainly serves the economic and social development of North Hainan and Hai-Cheng-Wen regions, and the pre-project work is currently underway; the second horizontal is the Wanning-Yangpu Expressway under construction and is expected to be completed and open to traffic in 2019; and the third horizontal mainly runs through the four cities and counties of Lingshui, Baoting, Sanya and Ledong in the tourism economic circle of Sanya, and the project is still being study.


As for the investment and constructions of airports, Danzhou Airport project is planned to position itself as Western Airport of Hainan Island, which covers an area of about 2.2 square kilometers, with a total investment of approximately RMB1.5 billion and the designed annual passenger throughput of 900,000 passengers. It is in the site selection stage and still being study. Meilan Airport phase II expansion project is progressing smoothly. As of the end of 2018, the runway, taxiway, aprons, main structure of T2 terminal building and steel roof truss structure of the Meilan Airport phase II expansion project were basically completed. In 2019, the internal installation of the terminal building of the Meilan Airport phase II expansion project will commence, and the joint defense test, test flight and traffic operation of the industry will also commence. The environmental impact report of Sanya new airport project has not been approved for the moment as it involves reclamation works. The construction period of the new airport in Sanya is unpredictable, and the old airport there cannot be expanded. This will bring more opportunities for Meilan Airport. The Company believes that its operating performance will be further enhanced after the phase II expansion project is completed and put into operation.

島內交通形勢

鐵路方面，為努力改善旅客出行體驗、更好地為旅客提供乘車服務，逐步實現旅客服務信息化及智能化，鐵路部門自二零一八年十一月二十二日起在海南環島高鐵實行電子客票服務試點改革，這也是全國鐵路首個電子客票服務試點，旅客使用二代身份證等證件、電子客票通知單或12306售票動態二維碼即可「一掃進站」。安全、快速、便捷的海南環島高鐵正吸引越來越多的旅客乘坐出行。

公路方面，二零一八年，海南「田」字型高速公路建設取得突破性進展。「豐」字型的高速公路正在規劃設計中，力爭至二零二零年實現「縣縣通高速公路」。「豐」字型主要圍繞著大三亞旅遊線，海口－澄邁－文昌（「**海澄文**」）一體化提速方便快捷的大經濟圈和大旅遊圈的發展來設計。「豐」字型第一橫為國道G360文昌至臨高高速公路，主要服務於瓊北及海澄文區域經濟社會發展，目前正在開展項目前期工作；第二橫為正在建設的萬寧至洋浦高速公路，預計二零一九年將建成通車；第三橫主要貫穿大三亞旅遊經濟圈的陵水、保亭、三亞、樂東等四個市縣，項目正在進一步研究論證中。

機場投資建設方面，儋州機場項目定位為海南島西部機場，規劃佔地面積約2.2平方公里，總投資額約為人民幣15億元，年旅客吞吐量設計為90萬人次，項目目前處於選址論證階段。美蘭機場二期擴建項目進展順利，截至二零一八年底，海口美蘭機場二期擴建項目飛行區工程跑道、滑行道、站坪、T2航站樓主體結構、鋼屋架結構等基本完工。二零一九年，海口美蘭機場二期擴建項目將開展航站樓內裝工程，同時將開展行業的聯防聯試、試飛及交通運營。三亞新機場因涉及填海工程，項目環境影響報告書尚未獲通過。三亞新機場建設工期難料，老機場無法擴容，這將為美蘭機場帶來更多的機遇，相信美蘭機場在二期擴建項目順利竣工投入使用後，本公司的經營業績將進一步提升。



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Off-shore Duty-free Policy

During the past 2018, benefited from the further liberalization of off-shore duty-free policy for Hainan, the sales performance of duty-free goods in Hainan has reached a record high. In 2018, the annual sales revenue of Haikou Meilan Airport Duty Free Shop reached RMB2,118,130,600, the total number of customers reached 1,159,191, and the number of products sold was 3,412,785, representing an increase of 3.25%, 5.62% and 5.94%, respectively. In 2018, two duty-free shops in Haikou and Sanya recorded a total sales volume of 13.253 million items with sales income of RMB10.1 billion and welcomed shopping tourists of about 2.88 million, representing a year-on-year growth of 26.2%, 26% and 20%, respectively. The off-shore duty-free policy has become a symbol of Hainan.

On 1 December 2018, the fifth amendments of the off-shore duty-free policy for Hainan was implemented. The main contents include: adding several home-use medical device products as duty-free goods; increasing annual tax-free shopping quota from RMB16,000 to RMB30,000, with no limit on purchases; and implementing the same duty-free shopping policy for local residents and visitors. Since 28 December 2018, ferry passengers will be included in the off-shore duty-free policy for Hainan, covering the sea, land and air transportation, therefore the consumption potential of the tourists would be further released.

On 19 January 2019, Haikou Duty Free Shop and Boao Duty Free Shop were opened. Haikou Duty Free Shop has a business area of 22,000 square meters and the first phase covers an area of 13,000 square meters. The Boao duty-free shop has a business area of 4,200 square meters. The two shops cover 38 categories of duty-free goods such as perfumes, cosmetics, bags, watches, jewelry, food, etc., and have introduced nearly two hundred world-renowned brands such as Chanel, Dior, Cartier and Gucci. Passengers can purchase goods in the shops and pick up the goods at the pick-up points. The air passengers can choose to pay a certain amount of tax guarantee, choose to buy and pick up the goods at the same time. Diversified pick-up methods bring more convenience to consumers. The opening of Haikou and Boao Duty Free Shops is focused on building the Hainan International Tourism Consumption Center, which is conducive to the upgrading of tourism factors and the development of tourism economy of the North Hainan.

The government of Hainan Province will strive for more preferential policies and continue to amplify the policy effects of duty-free shopping and tax-refund shopping. It will also expedite the construction of new regional consumer centers of world-renowned brands to meet high-end personalized consumer demand, and integrate domestic well-known brands and consumer industries and introduce internationally renowned brands to expedite the construction of international tourism consumption centers, thereby enhancing the attractiveness of Hainan as a tourist destination and give impetus to development of tourism on the island, which has led to an increase in passenger throughput and cargo and mail volume at Meilan Airport.

離島免稅

在剛剛過去的二零一八年，得益於國家對海南離島免稅政策的進一步放開，海南離島免稅商品銷售業績再創歷史新高。二零一八年，美蘭機場離島免稅店全年銷售收入達人民幣211,813.06萬元，購物總人數達1,159,191人次，銷售商品數量3,412,785件，同比分別增長3.25%、5.62%和5.94%。二零一八年，海口、三亞兩家免稅店全年共銷售免稅商品1,325.3萬件，銷售金額101億元人民幣，接待購物遊客約288萬人次，同比分別增長26.2%、26%和20%。離島免稅購物政策已然成為擦亮海南的一張「金名片」。

二零一八年十二月一日，海南離島免稅政策實施了第五次調整，主要內容包括：增加部分家用醫療器械商品；將年度免稅購物額度從人民幣1.6萬元提高至人民幣3萬元，不限購買次數；對島內外居民旅客實行相同免稅購物政策。自二零一八年十二月二十八日起，將乘輪船離島旅客納入海南離島免稅購物政策的使用對象範圍，實現飛機、火車、輪渡的「海陸空」渠道全覆蓋，旅客的消費潛力得到了進一步釋放。

二零一九年一月十九日，海口免稅店、博鰲免稅店雙店齊開。海口免稅店經營面積2.2萬平方米，首期開業面積1.3萬平方米。博鰲免稅店經營面積4,200平方米。兩店經營涵蓋香水、化妝品、箱包、手錶、首飾、食品等38大類免稅商品，已引進Chanel、Dior、Cartier、Gucci等近兩百個國際知名品牌。乘坐各類交通工具離島的旅客可在店內選購商品，至提貨點提貨。乘飛機離島旅客可根據商品繳納一定的稅款擔保金，選擇即購即提，多樣化的提取方式給消費者帶來更多的便利。海口、博鰲免稅店的開業，着力為海南國際旅遊消費中心的建成添磚加瓦，有利於瓊北旅遊要素升級，促進瓊北旅遊經濟發展。

海南省政府將爭取更加優惠的政策，不斷放大離島免稅和離境退稅購物等政策效應。加快全球知名品牌新的區域消費中心建設，滿足高端個性化消費需求；整合國內知名品牌和消費產業並引進國際一線消費品品牌，加快推動「國際旅遊消費中心」建設。提升海南作為旅遊目的地的吸引力，帶動島內旅遊業的快速發展，從而帶動美蘭機場旅客吞吐量及貨郵吞吐量的提升。

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BUSINESS AND REVENUE REVIEW

Overview

In 2018, the security situation of civil aviation industry of China is critical, the Group complied with national and industry security action plans, responded the “three basics” working requirement of the CAAC, implemented various safety special projects. Therefore we actively implemented the national policy and successfully complete safety work of the major activities such as the National People’s Congress and Chinese People’s Political Consultative Congress in 2018, the Boao Forum for Asia, and the Celebration of the 30th Anniversary of the Hainan Provincial Special Economic Zone, and achieved the 20th safety operation year since its opening and took a leap forward in the development.

In 2018, the Group’s brand creation achieved fruitful results, it was awarded with the Best Airport in the Asia-Pacific Region in 2018 (15–25 Million Passengers), the Best Airport in terms of Environment and Atmosphere in the World in 2018 (15–25 Million Passengers) and the Best Airport in terms of Infrastructure and Convenience in the World in 2018 (15–25 Million Passengers) by ACI (Airports Council International); the Most Improved Airport for Irregular Flight Services in 2017 by CAPSE (Civil Aviation Passenger Service Evaluation) for its outstanding quality of customer service. In the whole year, it won 45 provincial and ministerial-level awards, including 6 international awards and 12 national awards, achieving a double breakthrough in quantity and quality.

In 2018, the CAAC controlled the total number of flights throughout the year, which affected the efficiency of airport operation to a certain extent. Meilan Airport strengthened the cooperation between the air traffic control tower and the apron tower, and optimized aircraft access and apron operation and aircraft allocation rules to improve aircraft ground taxiing efficiency, and fully solved flight delay planning and structural problems. The implementation of the flight release judgment mechanism, and timely measures to ensure the normal take-off and landing of flights, through the “4-hour allocation of the position, all-weather dynamic adjustment” to improve the flight rate of the flight, effectively improve the annual flight normal rate.

In 2018, the Group continued to further develop the intelligentization of the airport. The intelligent travel information service platform project started trial operation at Meilan Airport. The whole process of public information services and intelligent pre-service is realized by combining big data with service scenarios at Meilan Airport. At the same time, after the official approval of the Public Security Bureau of the CAAC, Meilan Airport has become one of the pilot airports for the whole process of security maintenance of the national civil aviation airport. The security full-process optimization project has been carried out in an orderly manner, and the passenger boarding process will be effectively shortened and the operational efficiency of Meilan Airport will be increased after the project is completed.

業務及收入回顧

概況

二零一八年，中國民航業安全態勢嚴峻，本集團謹遵國家及行業安全工作部署，響應民航局「三基」工作要求，落實各項安全專項工作。積極踐行國家政策，圓滿完成國家二零一八年全國兩會、博鰲亞洲論壇、海南建省辦經濟特區三十週年慶典大會等重大活動保障任務，如期實現自通航以來持續的第二十個安全年，以鯤鵬之勢實現了跨越式發展。

二零一八年，本集團品牌創建取得豐碩成果：憑藉卓越的客戶服務品質榮膺ACI (Airports Council International, 國際機場協會)二零一八年度亞太區最佳機場(1,500–2,500萬規模組)、二零一八年度全球最佳環境及氛圍營造機場(1,500–2,500萬規模組)、二零一八年度全球最佳基礎設施及最便利機場(1,500–2,500萬規模組)；CAPSE (Civil Aviation Passenger Service Evaluation, 民航旅客服務測評)二零一七年度機場不正常航班機場地面服務卓越進步獎等。全年共獲得省部級(含)以上獎項45個，其中國際獎項6個、國家級獎項12個，實現量與質的雙重突破。

二零一八年，民航局對全年航班總量進行管控，一定程度上影響機場運行保障效率，美蘭機場通過加強機坪塔台與空管塔台合作，優化航空器進出機坪運行與機位調配規則，提升航空器地面滑行效率，全力解決航班延誤計劃性、結構性問題；實施航班放行研判機制，並適時採取措施保證航班正常起降，通過「4小時分配機位、全天候動態調整」提升航班上橋率，有效提升年度航班正常率。

二零一八年，本集團繼續深化智能化機場建設。智能化航旅信息服務平台項目在美蘭機場啓動試運行。通過將大數據與美蘭機場服務場景相結合實現公共信息服務全流程、智能化乘機前置服務；同時，經民航局公安局正式批覆，美蘭機場成為全國民航機場安保全流程優化試點機場之一，安保全流程優化項目各項工作有序進行，項目落地後將有效縮短旅客登機流程，提升美蘭機場運行保障效率。

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Overview of Aviation Business

In 2018, boosted by the overall rapid growth of the PRC civil aviation industry, and benefited from certain favorable policies as well as the construction of the Hainan International Tourism Island and off-shore duty-free policy, the passenger throughput of Meilan Airport continued to experience growth, and international passenger throughput passed the 1 million mark, ranking 17th among all civil airports in China.

Revolving around the deployment of key tasks such as constructing the regional aviation hub, serving the national the "One Belt and One Road" initiative and the goal of establishing a pilot free trade zone and a free trade port with Chinese characteristics in Hainan, Meilan Airport continuously expanded the coverage and accessibility of its route network and achieved rapid growth in international aviation market, realized full coverage of the ten ASEAN countries; actively promoted Hainan aviation tourism in cooperation with the government, airlines, travel agencies and charter operators, which effectively improved its flight passenger load factor and provided a strong source of customers for the rapid development of the international aviation market.

As of 31 December 2018, Meilan Airport operated a total of 303 originating routes, including 257 domestic routes, 42 international routes and 4 regional routes; Meilan Airport extended its reach to 156 cities, including 114 domestic cities, 38 international cities and 4 regional cities; and attracted 59 airlines to operate at Meilan Airport in total, including 35 domestic airlines, 20 international airlines and 4 regional airlines, and 5 domestic and international airlines to carry out alternate and temporary flights.

Details of the aviation traffic throughput of Meilan Airport in 2018 and comparative figures of last year are set out below:

航空業務綜述

二零一八年，在中國民航業整體快速發展的背景下，加之民航業系列利好政策出台及海南省國際旅遊島建設、離島免稅等利好因素的促進，美蘭機場旅客吞吐量持續增長，國際旅客吞吐量突破百萬大關，排名位居中國民航機場第17位。

美蘭機場圍繞區域樞紐機場建設，服務國家「一帶一路」戰略、海南自由貿易試驗區及中國特色自由貿易港建設目標，航線網絡覆蓋面、通達性不斷增強，國際航空市場呈快速發展的良好態勢，實現東盟十國全覆蓋；聯合政府、航空公司、旅行社、包機商等共同營銷，積極宣傳推廣海南航空旅遊市場，有效提升機場航班客座率，為國際航空市場的迅猛發展提供了有力的客源支撐。

截至二零一八年十二月三十一日止，美蘭機場共運營始發航線303條，其中國內航線257條，國際航線42條，地區航線4條；通航城市156個，其中國內城市114個，國際城市38個，地區城市4個；共有59家航空公司在美蘭機場運營，其中國內35家，國際20家，地區4家，包含執行備降及臨時航班的國內外航空公司5家。

二零一八年美蘭機場航空交通流量詳情及與上一年的對比載列如下：

		2018 二零一八年	2017 二零一七年	Change 變動
Passenger throughput (headcount in ten thousand)	旅客吞吐量 (單位：萬人次)	2,412.36	2,258.48	6.81%
In which: Domestic	其中：國內	2,297.51	2,169.37	5.91%
International and regional	國際及地區	114.85	89.11	28.89%
Aircraft takeoff and landing (times)	飛機起降架次(單位：架次)	165,186	157,535	4.86%
In which: Domestic	其中：國內	155,814	148,842	4.68%
International and regional	國際及地區	9,372	8,693	7.81%
Cargo throughput (tons)	貨郵行吞吐量(單位：噸)	324,697.50	299,178.50	8.53%
In which: Domestic	其中：國內	306,301.60	285,134.60	7.42%
International and regional	國際及地區	18,395.90	14,043.90	30.99%

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The Group's total revenue from aviation business for 2018 was RMB915,055,718, representing an increase of 10.68% as compared to that of 2017. A breakdown of the Group's revenue from aviation business is as follows:

本集團二零一八年航空業務總收入為人民幣915,055,718元，較二零一七年同期增長10.68%。有關本集團航空業務收入詳情載列如下：

		Amount (RMB) 金額 (人民幣元)	Changes over 2017 較二零一七年 變動
Passenger service charges	旅客服務費	345,919,512	12.92%
Refund of Civil Aviation Development Fund	民航發展基金返還補貼	250,367,077	-4.03%
Ground handling service income	地面服務費	190,501,947	29.09%
Fees and related charges on aircraft takeoff and landing	飛機起降及相關收費	128,267,182	14.55%
Total revenue from aviation business	航空業務總收入	915,055,718	10.68%

Overview of Non-aviation Business

In 2018, the non-aviation business of the Group maintained growth momentum and achieved annual revenue of RMB788,768,611, representing a year-on-year increase of 22.65%. Its proportion to the Group's total revenue recorded to 46.29%. In 2018, the Group focused on building a five-star Meilan business, explored five-star Meilan Card and other innovative businesses in-depth, pushed ahead with new types of commercial construction in a comprehensive manner and, under the guidance of the "Circular on Printing and Distributing Plan for Adjusting Charge Standards of Civil Airports" (Civil Aviation Circular 18 in 2017) (《關於印發民用機場收費標準調整方案的通知》(民航2017年18號文)) issued by the CAAC, completed the adjustment of various business price mechanisms and boosted overall sales, resulting in good performance in terms of the revenue from non-aviation business. In 2018, the Group recorded franchise income accumulated to RMB417,190,686, representing a year-on-year increase of 9.47%, while freight and packaging income reached RMB97,174,931, representing a year-on-year increase of 25.62%. Rental income reached RMB89,213,598, representing a year-on-year increase of 59.27%; car parking income also reached RMB26,801,790, representing a year-on-year increase of 36.78%. Meanwhile, VIP room income reached RMB41,157,501, representing a year-on-year increase of 54.26%. In addition, the Group commenced the operation of the Meilan Airport hotel in February 2018. Revenue generated from the new hotel operation amounted to RMB30,957,567.

非航空業務綜述

二零一八年，本集團非航空業務繼續保持良好的增長態勢。全年實現非航空業務收入人民幣788,768,611元，同比增長22.65%，在本集團總收入的佔比達46.29%。二零一八年，本公司以打造五星美蘭商業為核心，深度挖掘五星美蘭卡等創新業務，全面推進新型商業建設，同時以民航局《關於印發民用機場收費標準調整方案的通知》(民航2017年18號文)為指導，完成各類業務價格體系調整，促進銷售整體提升，使得非航空業務收入取得了良好成績。二零一八年，本集團特許經營權收入累計達人民幣417,190,686元，同比增長9.47%；貨運及包裝收入達人民幣97,174,931元，同比增長25.62%；租金收入則達人民幣89,213,598元，同比增長59.27%；停車場收入亦達人民幣26,801,790元，同比增長36.78%。與此同時，貴賓室收入達到人民幣41,157,501元，同比增長54.26%。此外，本集團於二零一八年二月開始經營美蘭機場酒店。經營新酒店收益為人民幣30,957,567元。

		Amount (RMB) 金額 (人民幣元)	Changes over 2017 較二零一七年 變動
Franchise income	特許經營權收入	417,190,686	9.47%
Freight and packaging income	貨運及包裝收入	97,174,931	25.62%
Rental income	租金收入	89,213,598	59.27%
VIP room income	貴賓室收入	41,157,501	54.26%
Car parking income	停車場收入	26,801,790	36.78%
Hotel income	酒店收入	30,957,567	-
Other income	其他收入	86,272,538	4.74%
Total revenue from non-aviation business	非航空業務總收入	788,768,611	22.65%

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Franchise Income

In 2018, the franchise income of the Group aggregated to RMB417,190,686, representing a year-on-year growth of 9.47%, which was mainly attributable to factors such as the putting into use of the terminal complex, expansion of advertising area and the significant increase in price of the renewed advertising franchise contracts, resulting in the continuous growth in sales. In 2018, revenue from advertising franchise of the Group amounted to RMB93,171,772, representing a year-on-year growth of 81.77%.

Freight and Packaging Income

In 2018, the freight and packaging income of the Group aggregated to RMB97,174,931, representing a year-on-year increase of 25.62%, which was mainly due to the fact that the Group actively explored its markets, focused on the integration of agency business resources, and strengthened the air cargo agent and SF Express agent business cooperation.

Rental Income

In 2018, the rental income of the Group amounted to RMB89,213,598, representing an increase of 59.27% compared with last year, which was mainly attributable to the Group's further optimization on the layout of the commercial site of the terminal and improvement over the efficiency of commercial tenancy of the terminal and the signing of an off-shore duty-free delivery point rental agreement, thus promoting the continuous growth of rental income.

VIP Room Income

In 2018, the VIP room income of the Group amounted to RMB41,157,501, representing a year-on-year increase of 54.26%, which was mainly attributable to the Company's great efforts to innovate the VIP service business amidst an increase in the passenger throughput and aggressive expansion of five-star Meilan Card service, leading to a significant increase in sales.

Car Parking Income

In 2018, the car parking income of the Group aggregated to RMB26,801,790, representing a year-on-year increase of 36.78%, which was mainly due to the fact that the Company completed the renovation and the terminal complex was put into operation to expand its parking areas and adjusted the charging rates of car parking, which resulted in a growth in car parking income.

Hotel Income

In 2018, the newly hotel income of the Group amounted to RMB30,957,567, which was mainly attributable to the commencement of operations of the hotel of the terminal complex during the year.

特許經營權收入

二零一八年，本集團特許經營權收入累計達人民幣417,190,686元，同比增長9.47%，主要得益於站前綜合體投入使用，可投放廣告區域擴大及廣告特許經營合同到期，新簽合同價格大幅提高等因素，促使其銷售收入持續增長。二零一八年本集團廣告特許經營權收入為人民幣93,171,772元，同比增長81.77%。

貨運及包裝收入

二零一八年，本集團貨運及包裝收入累計實現人民幣97,174,931元，同比增長25.62%，主要由於本集團積極開拓市場，重點整合代理業務資源，加強航空貨運代理及順豐快件代理業務合作所致。

租金收入

二零一八年，本集團租金收入為人民幣89,213,598元，較上一年增長59.27%，主要是由於本集團進一步優化候機樓商業場地的佈局，提高候機樓整體商業租用效率，同時離島免稅提貨點租金協議完成簽訂，促進了租金收入的持續增長。

貴賓室收入

二零一八年，本集團貴賓室收入為人民幣41,157,501元，同比增長54.26%，主要是由於本公司在旅客吞吐量上升的同時積極創新貴賓服務業務，大力拓展五星美蘭卡業務，使得銷售額大幅提升。

停車場收入

二零一八年，本集團停車場收入累計實現人民幣26,801,790元，同比增長36.78%。主要是本公司通過完成停車場改造，加之站前綜合體停車樓的投入使用，擴展停車場資源，同時調整停車收費標準，從而帶動停車場收入的增長。

酒店收入

二零一八年，本集團新增酒店收入人民幣30,957,567元，主要是本年度站前綜合體酒店投入使用。



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Cling to Safe Production without Loosening

The Group regards safety operation as a “lifeline” for its entire existence and development. In 2018, in response to the severe ongoing security situation, the Group actively upgraded its own safety management by strengthening the following aspects of its work:

Implemented the main accountability system on safety. By signing safety responsibility statements with all levels of production and operation units, the Group refined the annual safety responsibility index, carried out dual-track safety responsibility evaluations combining process with results, and fully mobilized the subjective initiative of safety management at all levels of the responsible entity. The Group also strengthened the supervision mechanism of outsourcing units and resident units and established a management model of “Corporate Safety Committee – Secondary Committee – Committee Member Unit”.

Made every effort to improve the safety management system. In 2018, the Group focused on risk management and combined with the practice of SMS (Safety Management System) in Meilan Airport, and gradually integrated the integration of safety information and safety supervision with risk management as the core, standardizing the risk dynamic management mechanism and determined the core risks through risk assessment and information analysis, analyzing the induced causes, developing 31 control measures and special management and control programs, sorting out the dangerous sources, and realizing risk-oriented management and control. The Group also innovated the core risk management and control mechanism, added post risk management modules in the post standard operation manual, and improved the awareness of safety risk management and control of frontline employees. By deepening the control of safety performance process, improving the operational support capability of the airport as the development direction, the Group gradually promote the realization of key indicators.

Stuck to the security situation of the industry. The Group conducts comprehensive self-examination and self-correction in the aspects of implementation of safety responsibility, manual implementation, team construction, emergency management, core risk management, safety education and training, and personnel qualifications. Strong measures will be taken to implement safety responsibilities, clarify work standards, and strive for practical results.

In 2018, Meilan Airport closely followed the pace of industry credit management and civil aviation bureau regulatory reform, actively fulfilled the Company’s main body safety responsibility, gradually carried out the supervision of the inventory, the Meilan Airport self-check list, and staged the national mobilization and publicity. Specialized work such as the establishment of statutory self-examination system, specifying the self-examination agency, self-examination system, self-examination team, self-examination standards, and the implementation process of the Company

緊抓安全生產不放鬆

本集團始終將安全生產作為生存發展的「生命線」。二零一八年，針對持續嚴峻的安保形勢，本集團通過加強如下方面工作，積極提升自身安全管理水平：

落實安全主體責任工作。本集團通過與各生產運行單位層層簽訂安全責任書，細化解解年度安全責任指標，實施包含過程考核和結果考核的雙軌制安全責任考核，充分調動發揮責任主體各級人員的安全管理主觀能動性；強化外包單位及駐場單位監管機制；建立「公司安全委員會 – 二級委員會 – 委員會成員單位」管理模式。

全力完善安全管理體系。二零一八年，本集團以風險管理為核心，結合美蘭機場SMS (Safety Management System，安全管理體系)實踐，逐步突出以風險管理為核心的融合安全信息、安全監察的一體化建設，規範風險動態化管理機制，通過風險評定和信息分析，確定核心風險，並分析誘發原因，制定控制措施31項以及專項管控方案，梳理危險源，實現風險定向管控。創新核心風險管控機制，在崗位標準操作手冊中增加崗位風險管理模塊，提升一線員工安全風險管控意識。深化安全績效過程管控，以提升機場運行保障能力為發展方向，逐步促進關鍵性指標的實現。

緊扣行業安全形勢。本集團圍繞安全責任落實、手冊執行、班組建設、應急管理、核心風險治理、安全教育培訓及人員資質等方面開展全面的自查自糾，抓好安全責任落實，明確工作標準，務求工作實效。

二零一八年，美蘭機場緊跟行業信用管理和民航局監管模式改革的步伐，積極履行企業主體安全責任，逐步開展監管事項庫梳理、美蘭機場自查清單制定、分階段進行全民動員宣貫、法定自查制度建立等專項工作，對自查機構、自查體系、自查隊伍、自查標準以及本公司和各單位法定自查組織實施流程等內容進行明確，不斷提高



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and each unit's statutory self-examination organization, continuously improving the self-examination and self-correcting ability of enterprises. Meanwhile, we actively brought ourselves in line with international standards by introducing international advanced security management concepts, cooperating with ACI, organizing APEX security assessment work, and became the first airport in China to obtain APEX security certification. We improved the quality of security management and brand influence of Meilan Airport through the "project-driven" approach.

Raising the Quality of Service from the Inside Out

In 2018, the Group, in conjunction with the Notice on Launching the Special Action for the Construction of Civil Aviation Service Quality System in 2018 (《關於開展2018年「民航服務質量體系建設」專項行動的通知》) promulgated by the CAAC, focused on passenger needs and concerns and enhanced passenger satisfaction with the five-star service. In conjunction with the Civil Service Quality System Construction special action and CAPSE assessment, we will continue to carry out research on service topics, and select nine items such as efficient on-time baggage service, standardized and convenient wheelchair service, airport intelligent passenger information service and diversified emergency services. The subject adopts a combination of "theory plus practice" to overcome the difficulties of the service.

Establish an efficient and professional complaint handling mechanism. Through the selection of service complaint handling experts to carry out special training for employees, we gradually cultivate the echelon of complaint handling talents, strengthen the ability to handle complaints; establish a service case library, so that frontline employees can fully learn from excellent service experience to reduce service risks. We also establish a service risk assessment mechanism and a complaint return visit mechanism to strengthen the supervision of the quality of daily complaints handling and to provide for more speedy response.

In 2018, Meilan Airport was invited to attend the first ACI Customer Excellence Global Summit, awarded the First Place of ASQ (Airport Service Quality) Award for Best Airport in the World by Size 15–25 Million Passengers in 2017, the Second Place of ASQ Award for Best Airport in Asia Pacific by Size 15–25 Million Passengers in 2017 and the 2018 ACI Director General's Airport Service Quality Roll of Excellence, which marks the high recognition and full recognition of the service quality of Meilan Airport by passengers, and plays an important role in promoting the influence of the industry.

企業自查自糾能力。與此同時，積極對接國際標準，引進國際先進安保管理理念，與ACI合作，組織開展APEX安保評估工作，成為國內首家獲得APEX安保認證機場，通過「項目驅動」方式，促進美蘭機場安保管理品質和品牌影響力的提升。

內外兼修，促進服務品質再提升

二零一八年，本集團結合民航局《關於開展2018年「民航服務質量體系建設」專項行動的通知》文件要求，聚焦旅客需求和關切，增強旅客對五星服務的滿意度和獲得感。結合「民航服務質量體系建設」專項行動、和CAPSE測評持續開展服務課題研究工作，選取高效準點的行李服務、規範便捷的輪椅服務、機場智能化旅客信息服務及多元化的急救服務等九個課題，採取「理論+實踐」結合的方式攻克服務痛點和難點。

建立高效專業的投訴管理機制。通過選拔服務投訴處理專家為員工開展專項培訓，逐步培養投訴處理人才梯隊，強化投訴處置能力；建立服務案例庫，讓一線員工充分學習和藉鑒優秀服務經驗，最大程度降低服務風險；建立服務風險評估機制和投訴回訪機制，加強對日常投訴處理質量的監管力度，提升處置速度。

二零一八年，美蘭機場受邀出席首屆ACI客戶卓越全球峰會，斬獲「二零一七年度全球最佳機場1,500–2,500萬規模組ASQ旅客滿意度第一名」、「二零一七年度全球最佳機場亞太區域1,500–2,500萬規模組ASQ旅客滿意度第二名」以及「二零一八年全球機場服務質量卓越成就獎」三項大獎，標誌著廣大旅客對美蘭機場服務品質的高度認可和充分肯定，對提升行業影響力具有重要推動作用。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Asset Analysis

As at 31 December 2018, the total assets of the Group amounted to RMB8,866,140,984, representing a decrease of 2.34% over last year. Among which, current assets amounted to RMB487,012,821, representing 5.49% of the total assets, non-current assets amounted to RMB8,379,128,163, representing approximately 94.51% of the total assets.

Capital Structure

The major objective of the Group's capital management is to ensure the ability of ongoing operations and to maintain a healthy capital ratio in order to support its business and maximize shareholders' interests. The Group continued to emphasize the appropriate mix of equity and debt to ensure an efficient capital structure to reduce capital cost. As at 31 December 2018, the interest-bearing debts of the Group mainly include bank loans, debentures payable, finance lease payable and entrusted loans payable (hereinafter referred to as the "total borrowings"), amounting to approximately RMB2,368,670,230, and cash and cash equivalents were approximately RMB81,958,509. The gearing ratio (total borrowings/total equity) of the Group was 33.34% as at 31 December 2018 (31 December 2017: 32.40%).

The Group maintained a balanced portfolio of loans at fixed interest rates and variable rates to manage interest expenses. As at 31 December 2018, the Group has no long-term borrowings with floating rates.

The Group aimed to keep the balance between the continuity and flexibility of funds by capitalizing on its total borrowings. As at 31 December 2018, 96.21% of the Group's total borrowings will become due within one year, and the debentures payable will become due in 2019. As at 31 December 2018, the Group's total borrowings were denominated in Renminbi, while cash and cash equivalents were held in Renminbi.

財務回顧

資產分析

於二零一八年十二月三十一日，本集團的資產總額為人民幣8,866,140,984元，較上年同期下降2.34%。其中流動資產為人民幣487,012,821元，佔總資產5.49%；非流動資產人民幣8,379,128,163元，佔總資產約94.51%。

資本架構

本集團資本管理的主要目標為確保本集團持續經營能力及保持良好的資本率，以支持其業務經營及使股東利益最大化。本集團持續重視股本和負債組合，確保最佳的資本架構以減低資本成本。於二零一八年十二月三十一日，本集團的有息負債主要是銀行貸款、應付債券、應付融資租賃款和應付委託貸款（以下簡稱為「總借款」）共計人民幣2,368,670,230元，持有現金及現金等價物約人民幣81,958,509元。於二零一八年十二月三十一日，本集團資本負債率（總借款／總權益）為33.34%（二零一七年十二月三十一日：32.40%）。

本集團通過維持適當的固定利率債務與可變利率債務組合以管理利息成本。於二零一八年十二月三十一日，本集團無長期浮動利率帶息債務。

本集團的目標是運用總借款在資金的持續性與靈活性之間保持平衡。於二零一八年十二月三十一日，本集團總借款的96.21%將在一年內到期，應付債券將在二零一九年到期。於二零一八年十二月三十一日，本集團的總借款以人民幣計算，現金和現金等價物以人民幣持有。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Costs Analysis

The operation cost, promotion and selling expenses and administrative expenses of the Group totaled RMB786,665,694 in 2018, representing an increase of RMB64,443,941 or 8.92% as compared to that of 2017, mainly attributed to:

- (1) the depreciation charge of the Group for the year increased by RMB53,166,728, mainly due to the completion of the construction of terminal complex and the upgrade and renovation of the terminal building which have been put into use;
- (2) the expenses of outsourced employees of the Group for the year increased by RMB22,338,909 mainly due to the growth of business volume of Meilan Airport;
- (3) the airport and logistic services fee of the Group for the year increased by RMB6,093,676, mainly due to the expansion of area of greening and environmental maintenance after the putting into use of the terminal complex of the Group.

In 2018, the financial expenses of the Group amounted to RMB120,021,798, representing an increase of RMB2,554,148 as compared to the last year, which was mainly due to the decrease in capitalized interest during the year as a result of the putting in use of the terminal complex.

Cash Flow

In 2018, the Group's net cash inflow from operating activities was RMB1,225,110,029, representing an increase of 15.27% over last year. Such increase was mainly due to the increase in operating income.

In 2018, the Group's net cash outflow from investing activities was RMB1,314,675,056, which was mainly attributable to payments for the construction of Meilan Airport Phase II expansion project.

In 2018, the Group's net cash outflow from financing activities was RMB501,432,243, which was mainly attributable to the repayment of principal of long-term borrowings, and the payment of interests on borrowings and dividends.

成本分析

二零一八年本集團營業成本、銷售費用及管理費用合計為人民幣786,665,694元，較二零一七年增加人民幣64,443,941元，同比增長8.92%。主要原因如下：

- (1) 本年度本集團增加折舊費用人民幣53,166,728元，主要是站前綜合體建設和候機樓更新改造完成並投入使用所致；
- (2) 本年度本集團勞務外包費用增加人民幣22,338,909元，主要因美蘭機場業務量增加所致；
- (3) 本年度本集團機場及外勤綜合服務費增加人民幣6,093,676元，主要因本集團站前綜合體投入使用後，綠化環衛面積擴大所致。

二零一八年，本集團財務費用為人民幣120,021,798元，較去年同期增加人民幣2,554,148元。主要原因為本集團站前綜合體投入使用，本年利息資本化金額減少。

現金流量

二零一八年，本集團經營活動的現金淨流入為人民幣1,225,110,029元，較上年同期增加15.27%，該增長的主要原因是經營收入增加。

二零一八年，本集團的投資活動現金淨流出為人民幣1,314,675,056元，主要是美蘭機場二期擴建項目工程的支出。

二零一八年，本集團的融資活動現金淨流出人民幣501,432,243元，主要是因為償還長期借款本金、支付借款利息和股息。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Pledge of the Group's Assets

As mentioned in the announcement of the Company dated 1 February 2018, the lands and buildings owned by the Group and the Parent Company have been pledged to secure a long-term borrowing of RMB7.8 billion granted to Group and the Parent Company (as co-borrowers) from China Development Bank, ICBC Hainan Branch and ABC Hainan Branch (as co-lenders), for a term of 20 years, which shall be solely used for the construction of the Airport Project.

Accounts Receivable

As at 31 December 2018, the accounts receivable and other receivables of the Group amounted to RMB384,900,041, representing an increase of 12.12% as compared with the end of the previous year.

Details of the accounts receivable and other receivables of the Group are set out in Note 4(2) and Note 4(4) to the financial statements. Policy for the accounts receivable and their impairment is set out in Note 2(9)(a)(ii) to the financial statements.

Gearing Ratio

As at 31 December 2018, current assets of the Group were RMB487,012,821, total assets were RMB8,866,140,984, current liabilities were RMB3,663,326,227, and total liabilities were RMB4,294,201,363. As at 31 December 2018, the gearing ratio (total liabilities/total assets) of the Group was 48.43%, representing a decrease of 6.49% over 2017, which was mainly attributable to the repayment of borrowings and the construction project payment in connection with Meilan Airport Phase II expansion project advanced by the Parent Company.

Foreign Exchange Risks

The businesses of the Group are principally conducted in Renminbi, except certain aviation revenue, purchase of equipment and consulting service fee which are denominated in US dollars or Hong Kong dollars. In view of the limited impact derived from the changes in foreign exchange rates on the Group's operating results, the Group has not entered into any forward contracts to hedge its exposure to foreign exchange risks.

Financial Instruments

As at 31 December 2018, financial instruments of the Group mainly included bank loans, corporate bonds, cash and bank deposits. The purpose of these financial instruments is to finance the Group's operations. Besides, the Group had other financial instruments in relation to daily operations, such as receivables (excluding prepayments) and payables (excluding statutory liabilities).

集團的資產抵押

如本公司日期為二零一八年二月一日之公告所述，本公司與母公司作為共同借款人，以本公司及母公司擁有的土地及樓宇作為抵押擔保，從國家開發銀行、工商銀行海南分行、農業銀行海南分行(作為共同貸款人)借入長期借款人民幣78億元，為期20年，僅可用於建設機場項目。

應收款項

於二零一八年十二月三十一日，本集團應收賬款及其他應收款為人民幣384,900,041元，較上年末增加12.12%。

本集團應收賬款及其他應收款的詳情載於財務報表附註四(2)和附註四(4)，有關應收賬款及應收賬款減值政策載於財務報表附註二(9)(a)(ii)。

資產負債率

於二零一八年十二月三十一日，本集團的流動資產為人民幣487,012,821元，資產總額為人民幣8,866,140,984元，流動負債為人民幣3,663,326,227元，負債總額為人民幣4,294,201,363元。於二零一八年十二月三十一日，本集團資產負債率(負債總額/資產總額)為48.43%，較二零一七年底下降6.49%，主要原因是償還借款及母公司代墊美蘭機場二期擴建項目工程款所致。

外匯風險

除若干航空收入、購買設備及諮詢服務費用以美元或港元計值外，本集團的業務主要以人民幣列賬。鑒於外幣匯率的變動對本集團的經營業績的影響有限，本集團並未訂立任何遠期合約以對沖外幣匯兌風險。

金融工具

於二零一八年十二月三十一日，本集團的金融工具主要由銀行貸款、公司債券、現金和銀行存款組成。這些金融工具的主要目的是為本集團的運作籌集資金。另外，本集團還有來自日常經營的其它金融工具，諸如剔除預付款的應收款項及剔除法定負債的應付款項。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Contingent Liability

As at 31 December 2018, neither the Group nor the Company had any significant contingent liability.

SIGNIFICANT INVESTMENTS HELD AND THEIR PERFORMANCES

As of 31 December 2018, the Company held 24.5% equity interests in Hainan Airlines Airport Holding (Group) Company Limited. During the year ended 31 December 2018, the Company recorded an investment income of RMB52,635,936 from share of profit attributable to the shareholders of Hainan Airlines Airport Holding (Group) Company Limited.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINT VENTURES

During the year ended 31 December 2018, the Company did not carry out any major acquisitions and disposals of subsidiaries, associated companies and joint ventures.

FUTURE MATERIAL INVESTMENT AND EXPECTED SOURCE OF FUND

On 21 August 2015, the Company and the Parent Company entered into an investment and construction agreement (the “**Investment and Construction Agreement**”), pursuant to which, the Company agreed to provide funds, amounting to approximately RMB7.158 billion, to the construction project of the Phase II expansion project of Meilan Airport (the “**Construction Project**”). The sources of fund on the Construction Project are expected to be as follows:

- (1) The Company has completed the asset-backed securitization plan on 2 July 2015, of which approximately RMB0.95 billion will be utilized in the construction of the Construction Project;
- (2) On 1 February 2018, the Company and the Parent Company, as co-borrowers, entered into an agreement in relation to a long-term borrowing of RMB7.8 billion with CDB, ICBC Hainan Branch and ABC Hainan Branch, as co-lenders. According to the loan allocation agreement, the Company will secure a long-term loan facility of RMB3.9 billion, which shall be used for the construction project of the airport;
- (3) The Company plans to issue the private placement of Renminbi corporate bonds with maximum principal amount of RMB3 billion, a part of the Renminbi corporate bonds will be utilized in the Construction Project; and
- (4) The Company will use part of its working capital generated from its operation activities to support the construction of the Construction Project.

或然負債

於二零一八年十二月三十一日，本集團及本公司概無重大的或然負債。

所持的重大投資及其表現

截至二零一八年十二月三十一日，本公司持有海航機場控股(集團)有限公司24.5%的股份權益。於截至二零一八年十二月三十一日止年度，本公司根據海航機場控股(集團)有限公司歸屬母公司淨利潤確認投資收益人民幣52,635,936元。

有關附屬公司、聯營公司及合營企業的重大收購及出售

於截至二零一八年十二月三十一日止年度，本公司概無有關附屬公司、聯營公司及合營企業的重大收購及出售。

未來重大投資及預期資金來源

本公司於二零一五年八月二十一日與母公司訂立《投資建設協議》(「《投資建設協議》」)，同意提供約人民幣71.58億元參與建設美蘭機場二期擴建工程之機場工程(「**建設項目**」)。建設項目預期資金來源為：

- (1) 本公司於二零一五年七月二日完成的資產支持證券計劃中，約人民幣9.5億元將用於興建建設項目；
- (2) 本公司於二零一八年二月一日，與母公司作為共同借款人，與國家開發銀行、工商銀行海南分行、農業銀行海南分行(作為共同貸款人)簽訂長期借款人民幣78億元協議。根據貸款分配協議，本公司獲得人民幣39億元長期貸款額度，用於建設機場項目；
- (3) 本公司計劃通過非公開發行的方式發行最高額度為人民幣30億元的公司債券，其中部份款項將用於興建建設項目；及
- (4) 本公司將動用部份自身經營活動所得的營運資金以支持建設項目。

MANAGEMENT DISCUSSION AND ANALYSIS

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PURCHASE, SALE OR REDEMPTION OF THE SHARES

As at 31 December 2018, neither the Group nor the Company had purchased, sold or redeemed any of the shares of the Company.

CHANGES OF DIRECTORS

The Board comprises eleven directors of the Company (the “**Directors**”). During the period from 1 January 2018 to 31 December 2018, changes in the directorship of the Company are as follows:

Mr. Liao Hongyu has been appointed to replace Mr. Wang Zhen as an Executive Director for three years from 30 January 2018, which was approved by the extraordinary general meeting on 30 January 2018.

Mr. Xing Zhoujin has been appointed to replace Mr. Wu Jian as an Executive Director for three years since 16 March 2018, which was approved by the extraordinary general meeting on 16 March 2018.

Mr. He Linji has been re-elected as an Independent Non-executive Director for three years since 25 May 2018, which was approved by the annual general meeting on 25 May 2018.

Mr. Hu Wentai has been re-elected as a Non-executive Director for three years since 9 July 2018, which was approved by the extraordinary general meeting on 9 July 2018.

Mr. Liao Hongyu has been appointed to replace Mr. Hu Wentai as the vice Chairman of the Company for three years since 10 October 2018 and was re-designated from the Executive Director to a Non-executive Director, which was approved and by the Board of Directors on 10 October 2018.

Mr. Wang Zhen has been appointed to replace Mr. Zhou Feng as an Executive Director for three years since 10 October 2018, which was approved by the extraordinary general meeting on 10 October 2018.

Mr. Yu Yan has been appointed as an Executive Director for three years since 3 December 2018, which was approved by the extraordinary general meeting on 3 December 2018. Mr. Hu Wentai resigned as a Non-executive Director on the same day.

購買、出售或贖回股份

於二零一八年十二月三十一日，本集團及本公司概無購買、出售或購回任何本公司股份。

董事變動

本公司董事會由十一位董事（「**董事**」）組成。於二零一八年一月一日至二零一八年十二月三十一日期間，本公司董事職位變動如下：

廖虹宇先生自二零一八年一月三十日起接替王貞先生擔任執行董事職務，任期三年。乃經由二零一八年一月三十日股東特別大會批准後作實。

邢周金先生自二零一八年三月十六日起接替吳健先生擔任執行董事職務，任期三年。乃經由二零一八年三月十六日股東特別大會批准後作實。


何霖吉先生自二零一八年五月二十五日起經重選繼續擔任獨立非執行董事職務，任期三年。乃經由二零一八年五月二十五日股東週年大會批准後作實。

胡文泰先生自二零一八年七月九日起經重選繼續擔任非執行董事職務，任期三年。乃經由二零一八年七月九日股東特別大會批准後作實。

廖虹宇先生自二零一八年十月十日起接替胡文泰先生擔任公司副董事長職務，任期三年，同時由執行董事調任為非執行董事。乃經由二零一八年十月十日董事會批准後作實。

王貞先生自二零一八年十月十日起接替周鋒先生擔任執行董事職務，任期三年。乃經由二零一八年十月十日股東特別大會批准後作實。

遇言先生自二零一八年十二月三日起擔任執行董事職務，任期三年。乃經由二零一八年十二月三日股東特別大會批准後作實。胡文泰先生自同日起離任非執行董事。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EMPLOYMENT, REMUNERATION POLICY AND TRAINING

As at 31 December 2018, the Group had a total of 892 employees, representing a decrease of 41 employees over last year, which was mainly due to normal turnover of employees. Employees are remunerated based on their performance, experience and prevailing industry practices. The Group will review the remuneration policy and related packages on a regular basis. Performance-based bonuses and commissions may be awarded to employees. The Group provided adequate trainings based on the requirement of employees, with an aim to upgrade the talent of employees. A total of 84 courses under the training scheme were completed, and 9,461 staffs participated in such courses.

RETIREMENT PENSION

The Company and its subsidiaries shall participate in the retirement scheme operated by the relevant local governmental institutions. The PRC government shall be responsible for the pension of the retired employees. The Group has to make a contribution at a rate of 19% of the salary of the employees with permanent residence in the PRC. Once the Group contributes to the retirement scheme, the employer's contribution is fully owned by the employees. During the year ended 31 December 2018, the pension contribution of the Group was approximately RMB16,428,220 (2017: RMB16,719,669).

僱員、薪酬政策及培訓

於二零一八年十二月三十一日，本集團僱用人數為892人，同比減少41人，為正常的人員流失。本集團根據僱員的表現、資歷及當時的行業慣例給予僱員報酬，而薪酬政策及組合會定期檢討。根據對僱員工作表現的評估，確定僱員是否會獲得花紅及獎金。本集團根據僱員所在的職位需求，為提高員工素質提供充足的技能培訓，培訓計劃共完成84項，參訓人數達9,461人次。

養老保險金

本公司及其子公司須參與由當地政府機構管理的養老保險計劃。中國政府須承擔該等退休僱員的退休金責任。本集團須為擁有中國永久居民資格的僱員提供其薪金19%的供款。本集團一經向養老保險金計劃供款，有關僱主供款即全數歸僱員所有。本集團於截至二零一八年十二月三十一日止年度的退休金供款約為人民幣16,428,220元（二零一七年：人民幣16,719,669元）。

Duty-free 免税

1.25 12,500 square meters
萬平方米

Duty-free street is located in the isolation area of domestic terminal of Meilan Airport. It has East Street, Middle Street and West Street, with an approved business area of 12,500 sq.m., and the current actual business area is about 9,587 sq.m..

免税街位於美蘭機場國內候機樓隔離區內，共設東街、中街和西街，批覆營業面積達1.25萬平方米，現實際營業面積約9,587平米。

38 kinds of duty-free commodities
類免税商品

It operates 38 kinds of duty-free commodities approved by the country, covering 300 internationally famous high-end brands, mainly sells with cosmetics, perfumes, watches, bags, clothing, candy (chocolate), glasses (including sunglasses) and other commodities, with nearly 30,000 sales items.

經營國家批准的38類免税商品，涵蓋300個國際知名高端品牌，以經營化妝品、香水、手錶、箱包、服裝服飾、糖果（巧克力）、眼鏡（含太陽鏡）等商品為主，銷售單品約3萬個。





1.8 18,000 square meters
萬平方米

Duty-free city is located in the F1 and B1 of the terminal complex. It started business on 1 November 2017, with a business area of 18,000 sq.m..

免稅城位於站前綜合體的一層及負一層，於2017年11月1日開業，營業面積1.8萬平方米。

57 stores
個店鋪

There are 57 stores and 180 brands in total. For the category layout, the fragrance is the main category, with watches, bags and clothing to meet the various customer's needs; For the brand mix, the international first-line FASHION boutiques, well-known fragrance and luxury and fashion brands are the main categories.

店鋪共57個，品牌共180個。在品類佈局上，以香化為主打品類，搭配手錶、箱包及服飾等，滿足顧客多方面需求；在品牌組合上，以國際一線FASHION精品、知名香化及輕奢、潮流品牌為主。



CORPORATE GOVERNANCE REPORT

企業管治報告

The Company has been in compliance with all the rules prescribed by the CSRC and the Hong Kong Stock Exchange, as well as requirements of other regulatory bodies. The Company has adopted a code on corporate governance practices on terms no less exacting than the standard of the Code on Corporate Governance Practices (the “**Corporate Governance Code**”) contained in Appendix 14 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”), which came into effect in January 2005 and has been amended from time to time. For the year ended 31 December 2018, the Company had complied with the Corporate Governance Code and all governance and disclosure requirements.

The Company is well aware that good corporate governance is an important prerequisite for sustainable development, continuous improvement of the Company’s value and safeguarding shareholders’ rights and interests. In the future, the Company will adhere to good and prudent governance style and continuously enhance the corporate governance standards to achieve efficient management and standardized operation.

GOVERNANCE STRUCTURE

The committees under the Board are established in accordance with the relevant rules prescribed in the Listing Rules. Each of the chairmen of the committees is served by independent non-executive Directors.

本公司一向致力於遵守中國證監會和香港聯交所的所有規定，以及其他管理機構規定。本公司已採取一套不低於二零零五年一月生效及其後不時修訂的香港聯交所證券上市規則（《上市規則》）附錄十四所載的《企業管治常規守則》的企業管治標準守則（《企業管治守則》）。截至二零一八年十二月三十一日止的年度期間，本公司已遵守企業管治守則，並符合管治及披露規定。

本公司深知，良好的公司治理是公司可持續發展、不斷提升公司價值和維護股東權益的重要前提。未來，本公司將繼續堅持優良穩健的治理作風，不斷提升公司治理的水平，以實現高效管理、規範運作。

管治架構

本公司董事會下屬委員會均按照《上市規則》的規定設置，各委員會主席均由獨立非執行董事擔任。





CORPORATE GOVERNANCE REPORT

企業管治報告

The Company's corporate governance function is carried out by the Board pursuant to a set of written terms of reference adopted in compliance with Code Provision D.3.1 of the Corporate Governance Code which includes (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the Corporate Governance Code and disclosure in the corporate governance report.

DIRECTOR'S SECURITIES TRANSACTIONS

The Company has adopted a code for securities transactions by the Directors on terms no less exacting than the required standards of the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of the Directors, all of the Directors have complied with the required standards set out in the Model Code and its code of conduct regarding directors' securities transactions during any time of the accounting period covered by this annual report.

COMPOSITION OF THE BOARD

The Board comprises eleven Directors, including four executive Directors ("Executive Directors"), three non-executive Directors ("Non-executive Directors") and four independent non-executive Directors ("Independent Non-executive Directors"). The Company has complied with the requirement of the Listing Rules for comprising at least three Independent Non-executive Directors and the number of Independent Non-executive Directors accounts for at least one third of the members of the Board, and at least one of the Independent Non-executive Directors shall have the appropriate professional qualifications and has proper expertise in accounting or financial management.

The members of the Board well acknowledge their responsibilities and obligations and treat equally to all of the shareholders of the Company. In order to safeguard all of the investors' interest, the Company ensures to provide the documents and information in relation to the Company's operations to members of the Board in a timely manner. Independent Non-executive Directors act on their duties in accordance with relevant laws and regulations to safeguard the interest of the Company and shareholders as a whole.

本公司的企業管治職能由董事會遵照企業管治守則的守則條文第D.3.1條採納的一套書面職權範圍執行，其中包括(a)制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；(b)檢討及監察董事及高級管理人員的培訓及持續專業發展；(c)檢討及監察本公司在遵守法律及監管規定方面的政策及常規；(d)制定、檢討及監察本集團僱員及董事適用的操守準則及合規手冊(如有)；及(e)檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露。

董事進行證券交易之守則

本公司已採納一套不低於《上市規則》附錄十所載之上市公司董事進行證券交易之標準守則(「標準守則」)的董事進行證券交易之守則。向所有董事做出特定查詢後，全體董事在本年報所包括之會計期間之任何時間，已遵守標準守則及其行為守則所規定的有關董事的證券交易的標準。

董事會組成

董事會由十一位董事組成，其中四名執行董事(「執行董事」)、三名非執行董事(「非執行董事」)及四名獨立非執行董事(「獨立非執行董事」)。本公司已按照《上市規則》的要求設立至少三位獨立非執行董事及獨立非執行董事佔董事會成員人數至少三分之一，並且至少一名獨立非執行董事具備適當的專業資格或具備適當的會計或相關的財務管理專長。

本公司董事會成員深知自己的責任和義務，對本公司股東一視同仁。為確保所有投資者的利益得到保障，本公司確保及時向董事會成員提供有關本公司業務文件及資料。獨立非執行董事按照有關法律法規的要求履行職責，維護本公司及股東的權利。

CORPORATE GOVERNANCE REPORT

企業管治報告

As at 31 December 2018 and as of the date of this annual report, the Board of the Company comprised eleven Directors:

Chairman

Mr. Wang Zhen

(duly appointed on 10 October 2018)

Executive Directors

Mr. Wang Zhen

(duly appointed on 10 October 2018)

Mr. Tu Haidong

(duly appointed on 16 October 2017)

Mr. Xing Zhoujin

(duly appointed on 16 March 2018)

Mr. Yu Yan

(duly appointed on 3 December 2018)

Non-executive Directors

Mr. Liao Hongyu

(duly appointed as an Executive Director on 30 January 2018 and re-designated as a Non-executive Director on 10 October 2018)

Mr. Chan Nap Kee, Joseph

(re-appointed on 30 December 2016)

Mr. Yan Xiang

(re-appointed on 30 December 2016)

Independent Non-executive Directors

Mr. Deng Tianlin

(re-appointed on 16 October 2017)

Mr. Fung Ching, Simon

(re-appointed on 30 December 2016)

Mr. George F Meng

(re-appointed on 30 December 2016)

Mr. He Linji

(re-appointed on 25 May 2018)

The Company has received annual confirmation letters regarding the independence from each of the Independent Non-executive Directors. The Company considers that each of the Independent Non-executive Directors is still independent of the Company.

於二零一八年十二月三十一日及截至本年報日期止，本公司董事會由十一名董事組成：

董事長

王 貞先生

(於二零一八年十月十日獲正式委任)

執行董事

王 貞先生

(於二零一八年十月十日獲正式委任)

涂海東先生

(於二零一七年十月十六日獲正式委任)

邢周金先生

(於二零一八年三月十六日獲正式委任)

遇 言先生

(於二零一八年十二月三日獲正式委任)

非執行董事

廖虹宇先生

(於二零一八年一月三十日獲正式委任為執行董事，於二零一八年十月十日調任為非執行董事)

陳立基先生

(於二零一六年十二月三十日連續獲委任)

燕 翔先生

(於二零一六年十二月三十日連續獲委任)

獨立非執行董事

鄧天林先生

(於二零一七年十月十六日連續獲委任)

馮 征先生

(於二零一六年十二月三十日連續獲委任)

孟繁臣先生

(於二零一六年十二月三十日連續獲委任)

何霖吉先生

(於二零一八年五月二十五日連續獲委任)

本公司已接獲有關各獨立非執行董事獨立性的年度確認函件，本公司認為各獨立非執行董事仍是本公司的獨立人士。



CORPORATE GOVERNANCE REPORT

企業管治報告

Mr. Fung Ching, Simon currently has served more than thirteen years as an Independent Non-executive Director in the Company and Mr. George F Meng has served more than ten years as an Independent Non-executive Director in the Company. The Company confirms that Mr. Fung Ching, Simon and Mr. George F Meng still meet the independence requirements set out in Rule 3.13 of the Listing Rules and have a deep understanding of the Group's operation. Based on such, the Company believes that Mr. Fung Ching, Simon and Mr. George F Meng are still independent of the Group and will continue to make contribution to the Company.

There is no relationship among the Directors that is disclosable.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING

The directors acknowledge their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2018.

The Board is responsible for presenting a clear and understandable assessment of the Company's performance in annual reports, interim reports and other financial disclosures required by the Listing Rules. The senior management of the Company has provided sufficient explanation and information to the Board as necessary to enable the Board to carry out an informed assessment of the financial information and position of the Company in order to put forward such information to the Board for approval.

The Directors, having made appropriate enquiries, are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

PERFORMANCE ASSESSMENT

The Board believes that regular assessment of the Board's performance is important and beneficial for improving the operations. In 2018, the Board has conducted assessment on its performance.

目前，馮征先生在本公司擔任獨立非執行董事已逾十三年、孟繁臣先生在本公司擔任獨立非執行董事已逾十年。本公司確認，馮征先生、孟繁臣先生仍符合《上市規則》第3.13條所載的獨立性規定，並對本集團營運有深入的了解。基於以上所述，本公司認為馮征先生、孟繁臣先生仍獨立於本集團，並且將繼續對本公司作出貢獻。

董事會成員之間不存在任何應予以披露的關係。

董事財務申報的責任

董事確認彼等編製本公司截至二零一八年十二月三十一日止年度財務報表的責任。

董事會負責在年報、中期報告及按《上市規則》規定須予披露的其他財務資料內，對本公司表現做出清晰而可理解的評估。本公司高級管理層已在需要時向董事會提供充分的解釋及數據，以讓董事會對本公司財務資料及狀況作出知情評估，並提呈董事會批准。

董事於作出適當查詢後，並不知悉任何重大不明朗事件或情況可能會嚴重影響本公司持續經營的能力。

表現評審

董事會了解定期評審本身表現以求運作上有所改善的重要性及好處。二零一八年，董事會已就其表現進行評審。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD MEETINGS

- The Board had held 11 meetings as of 31 December 2018, being the ninth to the nineteenth session of the sixth congress.
- The attendance records of the Directors in the Board meetings and the general meetings:

董事會會議

- 截至二零一八年十二月三十一日止本公司共召開十一次董事會會議(即第六屆第九次-第六屆第十九次董事會會議)。
- 董事出席董事會會議和股東會會議的情況:

Name of Directors	Independent or not	Number of Board meetings they should attend for the year	Attendance in person	Attendance by audio or video conferencing	Attendance by proxy	Absence	Not attending any meeting in person for two consecutive times	Attendance of general meeting
Wang Zhen (Note 1)	No	2	0	2	0	0	No	100%
Zhou Feng (former) (Note 1)	No	9	1	8	0	0	No	100%
Liao Hongyu	No	11	0	11	0	0	No	100%
Tu Haidong	No	11	0	11	0	0	No	100%
Xing Zhoujin (Note 2)	No	8	2	6	0	0	No	100%
Wu Jian (former) (Note 2)	No	3	0	3	0	0	No	100%
Yu Yan (Note 3)	No	1	0	1	0	0	No	100%
Hu Wentai (former) (Note 3)	No	10	1	9	0	0	No	100%
Chan Nap Kee, Joseph	No	11	1	10	0	0	No	100%
Yan Xiang	No	11	1	10	0	0	No	100%
Deng Tianlin	Yes	11	2	9	0	0	No	100%
Fung Ching, Simon	Yes	11	0	11	0	0	No	100%
George F Meng	Yes	11	1	10	0	0	No	100%
He Linji	Yes	11	2	9	0	0	No	100%

Notes:

- Mr. Zhou Feng ceased to be an Executive Director on 10 October 2018. Mr. Wang Zhen took over the role of Mr. Zhou Feng as an Executive Director on 10 October 2018 and attended for the eighteenth session of the sixth congress of the Board held on 10 October 2018 for the first time of attendance of the Board meeting.
- Mr. Wu Jian ceased to be an Executive Director on 16 March 2018. Mr. Xing Zhoujin took over the role of Mr. Wu Jian as an Executive Director on 16 March 2018 and attended for the twelfth session of the sixth congress of the Board held on 26 March 2018 for the first time of the attendance of the Board meeting.
- Mr. Hu Wentai ceased to be a Non-Executive Director on 3 December 2018. Mr. Yu Yan took the role of an Executive Director on 3 December 2018 and attended for the nineteenth session of the sixth congress of the Board held on 21 December 2018 for the first time of attendance of the Board meeting.

附註:

- 周鋒先生於二零一八年十月十日停止擔任本公司執行董事職務。王貞先生於二零一八年十月十日接任周鋒先生擔任本公司執行董事，並於二零一八年十月十日日本公司召開的第六屆第十八次董事會會議上，首次參加本公司董事會會議。
- 吳健先生於二零一八年三月十六日停止擔任本公司執行董事職務。邢周金於二零一八年三月十六日接任吳健先生擔任本公司執行董事，並於二零一八年三月二十六日本公司召開的第六屆第十二次董事會會議上，首次參加本公司董事會會議。
- 胡文泰先生於二零一八年十二月三日停止擔任本公司非執行董事職務。馮言先生於二零一八年十二月三十一日本公司召開的第六屆第十九次董事會會議上，首次參加本公司董事會會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' TRAINING

For the year ended 31 December 2018, the Company provided monthly update information to all the members of the Board in respect of the operation situation, financial positions, major monthly events as well as the monthly disclosure of the Company.

The Company encourages the Directors to participate in the continuous professional development in order to develop and update their knowledge and skills. The Company also actively organized relevant training in order to make sure that the Directors make contribution to the Company with extensive information and satisfaction. The Company made out registration forms, training records and training certificates to assist them recording the courses they have participated in. For the year ended 31 December 2018, the summarized training records of the Directors are as follows:

董事培訓

截至二零一八年十二月三十一日止年度，本公司向董事會全體成員提供有關本公司生產運營情況、財務狀況、月度大事記及月度信息披露情況的每月更新。

本公司積極鼓勵董事參與持續專業培訓，藉以發展並更新其知識和技能。本公司亦主動籌備組織相關培訓以確保董事在具備全面信息及切合所需的情況下對董事會做出貢獻。本公司設定培訓簽到表、培訓記錄及培訓證書用以協助董事記錄他們所參與的培訓課程。截至二零一八年十二月三十一日止年度，本公司董事接受的培訓記錄概述如下：

		Listed companies and directors' continuing obligations	Cases of violations on notifiable transactions of listed companies	Connected Transactions	Corporate Governance	Internal Control Case Analysis and Enterprise Response
		上市公司及董事之持續責任	上市公司違反須予公佈交易的案例	關連交易	企業管治	內控案例分析與企業應對
Executive Directors	執行董事					
Liao Hongyu (former)	廖虹宇(前)	√	√	√	√	√
Tu Haidong	涂海東	√	√	√	√	√
Zhou Feng (former)	周鋒(前)	√	√	√	√	√
Xing Zhoujin	邢周金	√	√	√	√	√
Non-executive Directors	非執行董事					
Hu Wentai (former)	胡文泰(前)	√	√	√	√	√
Chan Nap Kee, Joseph	陳立基	√	√	√	√	√
Yan Xiang	燕翔	√	√	√	√	√
Independent Non-executive Directors	獨立非執行董事					
Deng Tianlin	鄧天林	√	√	√	√	√
Fung Ching, Simon	馮征	√	√	√	√	√
George F Meng	孟繁臣	√	√	√	√	√
He Linji	何霖吉	√	√	√	√	√

CORPORATE GOVERNANCE REPORT

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(Note: The above trainings were organized by the Office of the Board, together with the Hong Kong legal advisor of the Company and PricewaterhouseCoopers Zhong Tian LLP. The trainings were held at Multi-function Hall A, Haikou Meilan Airport Hotel, Haikou, Hainan Province on 24 August 2018, with a total of ten courses. The training courses aim at strengthening the understanding of the Directors, supervisors (the “Supervisors”) and senior management of the Company to the concept and practice of laws and regulations and corporate governance of Hong Kong, in order to improve the standardization of operations, enhance the level of corporate governance and internal control.)

(附註：以上培訓由本公司董事會辦公室協同本公司香港法律顧問及普華永道中天會計師事務所(特殊普通合夥)組織，於二零一八年八月二十四日在海南省海口市海口美蘭機場酒店多功能廳A進行，共計十課時。培訓課程的設置旨在加強本公司董事、監事(「監事」)及高級管理人員對香港法律法規、公司管治理念及實踐的了解，促進本公司規範運作，提升企業治理和內部控制水平。)

DUTIES OF THE BOARD AND THE MANAGEMENT

Details of terms of reference of the Board and the management and the respective areas to exercise their authority are set out in the articles of association of the Company (the “Articles of Association”):

The Board is accountable to the shareholders’ general meeting and shall exercise the following duties and powers:

1. to be responsible for convening general meetings and report on its work to the meeting;
2. to implement the resolutions of the general meetings;
3. to decide on the business and investment plans;
4. to formulate the Company’s proposed annual financial budget and final accounts;
5. to formulate the Company’s proposals for distribution of profits and recovery of losses;
6. to formulate proposals for the increase or reduction of the Company’s registered capital, the issue of corporate bonds and other securities, and listing;
7. to prepare plans for the merger, division, dissolution or change in corporate form of the Company;

董事會及管理層的職責

關於董事會與管理層的職權範圍及各自有權決定的事項，詳細列載於本公司公司章程(「《公司章程》」):

董事會對股東大會負責，行使下列職權：

1. 負責召集股東大會，並向股東大會報告工作；
2. 執行股東大會的決議；
3. 決定公司的經營計劃和投資方案；
4. 制定公司的年度財務預算方案、決算方案；
5. 制定公司的利潤分配方案和彌補虧損方案；
6. 制訂公司增加或者減少註冊資本的方案以及發行公司債券、其他證券及上市方案；
7. 擬訂公司合併、分立、解散或者變更公司形式的方案；



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| 8. to decide on the Company's internal management structure; | 8. 決定公司內部管理機構的設置； |
| 9. to appoint or dismiss the Company's general manager and the secretary to the Board, and based on the general manager's recommendation, to appoint or dismiss deputy general manager and other senior management personnel, and to decide on their remuneration; | 9. 根據董事長的提名，聘任或者解聘公司總經理和董事會秘書；根據總經理的提名，聘任或者解聘公司副總經理和其他高級管理人員，決定其報酬事項； |
| 10. to formulate the Company's basic management system; | 10. 制定公司的基本管理制度； |
| 11. to formulate the plan to amend the Articles of Association; | 11. 制定公司章程修改方案； |
| 12. to prepare the Company's plans for major acquisition or sale; | 12. 擬定公司的重大收購或出售方案； |
| 13. to evaluate and determine the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives; | 13. 評估及確定風險的性質以及接受程度，以確保公司戰略目標的實現； |
| 14. to ensure the establishment and maintenance of appropriate and effective risk management and internal control systems; | 14. 確保建立及維持合適及有效的風險管理及內部監控系統； |
| 15. to oversee management in the design, implementation and monitoring of the risk management and internal control systems; | 15. 監督管理層對於風險管理和內部監控系統的設計、實施以及監控； |
| 16. to make proposals to shareholders' general meeting on the appointment, re-appointment or dismissal of accounting firms undertaking the audit of the Company; and | 16. 向股東大會提請聘任或續聘或解聘承辦公司審計業務的會計師事務所；及 |
| 17. other powers conferred by the Articles of Association and the shareholders' general meeting. | 17. 公司章程規定或股東大會授予的其他職權。 |

The Board has established the audit committee, nomination committee, remuneration committee and strategic committee. Each of these committees has established its own written terms of reference and operates effectively on the set basis.

董事會下設審核委員會、提名委員會、薪酬委員會和戰略委員會，其各自的職權範圍書已經分別訂立，並按照既定的程序進行有效運作。



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The general management can decide the following matters:

1. preside over the Company's management work in production and operation and to organize and implement board resolutions;
2. organize and implement the Company's annual operational plan and investment strategy;
3. formulate the Company's plan for installing internal management structure;
4. formulate the Company's basic management system;
5. formulate the Company's basic regulations;
6. offer suggestion to hire or dismiss assistant general managers and other senior management personnel (including the chief financial officer);
7. design, implement and monitor the risk management and internal control systems;
8. provide a confirmation to the board on the effectiveness of the risk management and internal control systems;
9. hire and dismiss management staff who fall outside the scope of the Board's hiring and dismissal powers; and
10. exercise other powers conferred by the Articles of Association and the Board.

Both the Board and the management act in strict compliance with relevant requirements of the Company Law of the People's Republic of China (the "**Company Law**"), the Articles of Association and the Listing Rules.

管理層決定如下事項：

1. 主持公司的生產經營管理工作，組織實施董事會決議；
2. 組織實施公司年度經營計劃和投資方案；
3. 擬訂公司內部管理機構設置方案；
4. 擬訂公司的基本管理制度；
5. 制訂公司的基本規章；
6. 提請聘任或者解聘公司副總經理和其他高級管理人員(包括財務負責人)；
7. 設計、實施以及監督風險管理和內部監控系統；
8. 向董事會提供風險管理及內部監控系統有效性的確認；
9. 聘任或者解聘除應由董事會聘任或者解聘以外的負責管理人員；及
10. 公司章程及董事會授予的其他職權。

董事會及管理層均嚴格按照《中華人民共和國公司法》(「《公司法》」)、《公司章程》及《上市規則》的相關規定運作。

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CHAIRMAN OF THE BOARD AND PRESIDENT

The chairman is responsible for development direction and effective running of the Board, and ensuring the Board to act in the best interests of the Company.

The president is accountable to the Board, and is delegated with the responsibility for running the Company's business and implementing the resolutions of the Board.

For the year ended 31 December 2018, the position of chairman of the Company was held by Mr. Liao Hongyu (from 30 January 2018 to 9 October 2018) and Mr. Wang Zhen (from 1 January 2018 to 29 January 2018 and from 10 October 2018 to the date of this annual report) successively, both being the Executive Directors, and the position of president was held by Mr. Tu Haidong, an Executive Director. The division of their duties was set out clearly in the Articles of Association. Their terms of reference are clean and there is no relationship in relation to finance, business and kinship between them. The governance structure of the Company established well and clear.

NON-EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS

As of 31 December 2018, the Company had three Non-executive Directors, namely Mr. Liao Hongyu, Mr. Chan Nap Kee, Joseph and Mr. Yan Xiang, and four Independent Non-executive Directors, namely Mr. Deng Tianlin, Mr. Fung Ching, Simon, Mr. George F Meng and Mr. He Linji.

Mr. Liao Hongyu's current term of appointment is from 10 October 2018 to 29 January 2021;

Mr. Chan Nap Kee, Joseph's current term of appointment is from 30 December 2016 to 29 December 2019;

Mr. Yan Xiang's current term of appointment is from 30 December 2016 to 29 December 2019;

Mr. Deng Tianlin's current term of appointment is from 16 October 2017 to 15 October 2020;

Mr. Fung Ching, Simon's current term of appointment is from 30 December 2016 to 29 December 2019;

Mr. George F Meng's current term of appointment is from 30 December 2016 to 29 December 2019; and

Mr. He Linji's current term of appointment is from 25 May 2018 to 24 May 2021.

董事長及總裁

董事長負責指引董事會正確的發展方向以及保持有效運作，確保董事會運作符合本公司的最佳利益。

總裁對董事會負責，負責本公司的日常經營管理以及組織實施董事會決議。

截至二零一八年十二月三十一日止年度，本公司董事長先後由執行董事廖虹宇先生(自二零一八年一月三十日至二零一八年十月九日)和王貞先生(自二零一八年一月一日至二零一八年一月二十九日及自二零一八年十月十日至本年報日期)出任，總裁由執行董事涂海東先生出任。他們各自的職責分工在《公司章程》中清楚地列載。兩者職責分明，且彼此之間概無任何財物、業務及親屬關係。本公司管治架構職責分明、分工完善、各盡其責。

非執行董事及獨立非執行董事

截至二零一八年十二月三十一日止，本公司有三名非執行董事，即廖虹宇先生、陳立基先生和燕翔先生，以及四名獨立非執行董事，即鄧天林先生、馮征先生、孟繁臣先生和何霖吉先生。

廖虹宇先生的任期是自二零一八年十月十日至二零二一年一月二十九日；

陳立基先生的任期是自二零一六年十二月三十日至二零一九年十二月二十九日；

燕翔先生的任期是自二零一六年十二月三十日至二零一九年十二月二十九日；

鄧天林先生的任期是自二零一七年十月十六日至二零二零年十月十五日；

馮征先生的任期是自二零一六年十二月三十日至二零一九年十二月二十九日；

孟繁臣先生的任期是自二零一六年十二月三十日至二零一九年十二月二十九日；及

何霖吉先生的任期是自二零一八年五月二十五日至二零二一年五月二十四日。



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COMPANY SECRETARY

All Directors have the access to the advice and services of the company secretary (Mr. Xing Zhoujin). The company secretary shall report to the chairman on the corporate governance of the Board and shall be responsible for ensuring the compliance with relevant Board procedures and facilitating the communication among Directors, shareholders and the management. For the year ended 31 December 2018, the company secretary has received over 15 hours of professional training for skill and knowledge updates.

INSURANCE ARRANGEMENT

According to the Recommended Best Practices A.1.9 of the Corporate Governance Code that an issuer should arrange appropriate insurance cover in respect of legal action against its directors. The Company has arranged the liability insurance for the Directors, the Supervisors and other senior management.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Company's risk management and internal control systems are featured with a defined management structure with limits of authority and well-rounded policies and procedures, and are designed to facilitate effective and efficient operations, ensure reliability of financial reporting and comply with applicable laws and regulations, to identify and manage potential risks, and to safeguard assets of the Company.

Such systems are designed to manage, rather than eliminate, the risk of failure to achieve business objectives, and can only make reasonable, but not absolute, assurance against material misstatement or loss.

The Board is responsible for assessing and determining the nature and extent of the acceptable risks to take when pursuing strategic goals, and shall assure the establishment and maintenance of a suitable and effective risk management and internal control system. Moreover, the Board shall oversee the process of design, implementation and inspection of such system carried out by the management, while the management shall give feedback to the Board as to whether the system works. The Audit Committee will conduct annual examination on the system on behalf of the Board.

To ensure the review of the risk management and internal control procedures for year 2018 is carried out effectively, the Company has built a risk management and internal control work team, which is organized by the legal department of the Company to conduct the review of the risk management and internal control processes for the year of 2018.

公司秘書

所有董事均可向公司秘書(邢周金先生)諮詢有關意見和服務。公司秘書就董事會管治事宜向主席匯報，並負責確保董事會程序獲得遵從，以及促進董事之間及董事與股東及管理層之間的溝通。截至二零一八年十二月三十一日止年度，公司秘書共接受超過15小時更新其技能及知識的專業培訓。

投保安排

根據企業管治守則A.1.9建議最佳常規，發行人應就其董事可能會面對的法律行動作適當的投保安排。本公司已為董事、監事和其他高級管理人員購買了責任險。

風險管理及內部監控

本公司的風險管理及內部監控制度的管理架構明確、權限分明、政策及程序全面，並旨在促進有效經營、確保財務匯報的可靠性及遵守適用法律法規，發現及管理潛在風險，以及保障本公司的資產。

該等制度旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

董事會負責評估及釐定本公司達成策略目標時所願意接納的風險性質及程度，並確保本公司設立及維持合適及有效的風險管理及內部監控系統。董事會亦負責監督管理層對風險管理及內部監控系統的設計、實施及監察，而管理層則向董事會提供有關係統是否有效的確認。審核委員會代表董事會每年檢討風險管理及內部監控系統。

為了有效地開展工作，本公司組建了風險管理與內部監控工作組，由本公司合規法務部組織工作組開展二零一八年度風險管理以及內部控制流程的審閱工作。

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Risk Management

To maintain the efficiency of the risk management and internal control system, under the supervision and guidance of the Board, the Company has established the framework of risk management as below:

風險管理

為了保障風險管理和內部監控系統的有效性，在董事會的監督和指導下，本公司已建立以下風險管理組織架構：





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The Company has formulated the Risk Management Operation Manual of Regal International Airport Group Company Limited (《瑞港國際機場集團股份有限公司風險管理操作手冊》), making clear that the following four steps shall be carried out for risk assessment:

Step 1: Project initiation – the management of the Company initiates the risk assessment project and prepares to carry out risk assessment activities.

Step 2: Risk recognition – recognize the risks confronting the Company and its subsidiaries.

Step 3: Risk analysis – carry out risk analysis from the aspect of the influence degree and possibility of occurrence, assess current risk management measures and decide whether to take further measures to make risk management acceptable.

Step 4: Risk report – summarize the result of risk assessment and analysis, and make plans.

In 2018, the Company continuously implemented the “Special Project on Risk Management and Internal Control System” (“**Special Project**”) and will be launched every year regularly in the future, in a bid to build a regulatory environment of risk control and standardized operation.

For the purpose of continuous improvements on the existing risk management and internal control system of the Company, including but not limited to business operations, financial affairs and legal compliance. In 2018, the Company embarked on another campaign, where based on the existing risk management database, the Company decided on the range of risk-screening for 2018 through comprehensive consideration of the overall performance of each department. In the light of the scientific analysis of the recognized risks, questionnaires and workshops in relation to risk management and internal control were targeted at the senior management and business executives to help with the understanding in the probability and degree of those risks so that the critical risks at company level may be identified.

The work group of risk management and internal control assists the management in making the risk-oriented self-report study, guide senior managers to carry out self-assessment and collect the result of the assessment. The Management reviews the self-assessment of senior management; makes a general assessment of the effectiveness of the Company’s internal control system; and submits the written confirmation to the Audit Committee and the Board on behalf of the senior management team of the Company.

本公司已制定《瑞港國際機場集團股份有限公司風險管理操作手冊》，明確了風險評估的程序包括以下四個步驟：

步驟1：項目啟動 – 本公司管理層啟動風險評估項目並預備展開風險評估活動。

步驟2：風險識別 – 識別本公司及子公司目前面臨的風險。

步驟3：風險分析 – 從影響程度及發生的可能性兩個維度進行風險分析，評價現有的風險管理措施並決定是否需要制定進一步的風險管理措施使風險控制在可接受的水平之內。

步驟4：風險報告 – 總結風險評估分析的結果，制定行動。

二零一八年度，本公司繼續開展了「風險管理及內部監控體系專項工作」(「專項工作」)，並將於未來以常規形式每年開展專項工作，以期為公司打造一個風險可控、運營規範的管治環境。

為持續進行本公司現有風險管理及內部監控體系建設，包括但不限於業務經營、財務及法律合規性等方面，二零一八年，本公司繼續開展專項工作。本公司於原有風險庫的基礎上，綜合考慮各業務部門整體業務表現確定二零一八年風險篩查範圍，針對已識別的風險點進行了科學分析，通過對本公司高級管理人員及各業務負責人進行風險問卷調查並成立風險管理及內部控制工作坊，根據風險發生可能性和影響程度兩個維度對風險進行分析，確認公司層面的關鍵風險。

風險管理與內部監控工作組協助管理層以風險為導向制定風險內控自評問卷，指導各高級管理人員進行自評，並收集內控自評結果。本公司管理層審閱各高管內控自評情況，總體評估本公司內部監控體系的有效性，亦代表本公司高級管理團隊，將該書面確認呈交審核委員會及董事會。

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Process for Inside Information Handling and Disclosing and Internal Control Measures

In handling inside information, the Company adheres to the Guidelines on Disclosure of Inside Information published by the Securities and Futures Commission of Hong Kong and strictly prohibits the unauthorized use of confidential or inside information.

The Company has adopted the “Management Procedures for Information Insider Registration” (《內幕信息知情人登記管理制度》) to identify the definition and scope of the inside information, information insider. In the meantime, stringent requirements on confidentiality management are put forward to protect the inside information. The management procedure for insider registration is adopted wherein its accountabilities are defined. In order to publicize and carry out the aforesaid management procedure and enable the company to timely identify, evaluate and raise the attention of the Board to the major event influencing the company stock, as well as to make a right decision on the information disclosures, trainings on inside information handling will be organized for Directors, Supervisors, senior management and other employers may access to inside information.

Internal Control System

In addition, to further strengthen the standardized corporate governance under the Listing Rules, the Company is fully aware that review on internal control process (“**Internal Control Review**”) is necessary to satisfy the compliance requirements for optimizing and improve its own risk management and internal control system, enhancing the Company’s operational level, providing a reasonable basis for the future business growth and reach for consolidated the foundation of the Company’s long term strategic goals.

The Company developed the internal control mode in accordance with COSO (The Committee of Sponsoring Organizations of the Treadway Commission), which includes five elements, i.e. control environment, risk assessment, control process, information and communication as well as supervision process. Under this mode, the company management designs, implements and facilities the effectiveness of internal control policies while the Board and Audit Committee are responsible for determining the suitability of the internal control and risk management policies designed by the management as well as supervise the effective implementation of such policy.

Procedures for corporate risk management, qualifications and experiences of financial and accounting personnel, resources and processes for management of training and expenditures were reviewed by the workgroup of risk management and internal control in 2018, who then submitted special working reports to the Audit Committee.

處理及發佈內幕消息的程序和內部監控措施

本公司於處理有關內幕消息的事務時恪守香港證券及期貨事務監察委員會頒佈的《內幕消息披露指引》，嚴格禁止未經授權使用機密或內幕消息。

本公司已制定了《內幕信息知情人登記管理制度》，明確了本公司內幕信息、內幕信息知情人的定義及範圍，同時，對本公司內幕信息的保密管理做了嚴格的要求，採用內幕信息知情人登記備案管理制度並明確了責任追究相關事項。為進一步宣貫本公司內幕信息處理程序，使公司能夠及時發現、評估並提請董事會垂注所有可能對本公司股價有重大影響的情況，準確地作出是否需要披露的決定，本公司為董事、監事、高級管理人員及其他有可能接觸內幕信息的人員提供內幕信息培訓。

內部監控系統

隨著《上市規則》關於企業管治要求的進一步加強，本公司意識到需要通過對內部控制流程的審閱（「**內控審閱**」）來優化及改善自身的風險管理及內部監控系統以滿足合規要求，為公司運營水平的提升以及未來業務的增長提供合理保障，為實現公司的長遠戰略目標打下堅實基礎。

本公司根據COSO (The Committee of Sponsoring Organizations of the Treadway Commission，美國反虛假財務報告委員會下屬的發起人委員會)原則制定內部監控模式，共有五個元素，監控環境、風險評估、監控工作、信息與溝通，以及監察工作。在此監控模式下，公司管理層負責設計、實施和維持內部監控措施有效性，而董事會及審核委員會負責監督管理設計的內部監控措施及風險管理措施是否適當，以及是否得到有效的執行。

風險管理與內部監控工作組開展了二零一八年度內部控制流程的審閱工作，對本公司風險管理流程、財務會計人員資歷、經驗、資源、培訓管理流程及費用管理流程進行了審閱，並形成專門的工作報告呈交審核委員會。



CORPORATE GOVERNANCE REPORT

企業管治報告

Internal Audit

In order to meet such requirements for risk management and internal control as stipulated in the Corporate Governance Code, the Company has established the special internal audit function independently to ensure that the Company's governance is in conformity with requirements in the Corporate Governance Code, and thus realize a continuous improvement in risk management and internal control.

Reviewing Effectiveness of Risk Management and Internal Control Systems

In 2018, the Board and the Audit Committee reviewed the effectiveness of the year's risk management and internal control systems at least twice. The Board was satisfied with the resources, staff qualifications and experience as required in accounting, internal audit and financial reporting, as well as with the training courses for staff and related budgets. Based on the provisions on risk management and internal control in the Corporate Governance Code, the Board is of the view that risk management and internal control systems were effective and adequate in terms of the year ended 31 December 2018.

Please refer to the Report of the Board herein for details of operating deficiencies or potential risks found by the Company for the year ended 31 December 2018 and countermeasures therefor.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

A remuneration committee has been set up by the Company, which is a subcommittee under the Board (the “**Remuneration Committee**”).

As of the date of this annual report, composition of the Remuneration Committee was: Mr. Deng Tianlin, an Independent Non-executive Director, is the chairman, and other members consisted of Mr. Fung Ching, Simon, an Independent Non-executive Director, and Mr. Yu Yan, an Executive Director. Mr. Yu Yan was appointed as a member of the Remuneration Committee on 12 March 2019.

The principal duties of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration, to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives and to make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management, etc.

As of 31 December 2018, the Remuneration Committee had held one meeting on 26 March 2018 and determined the remuneration of Directors for 2017 and the remuneration package policy of Directors for 2018. The remuneration of Directors is determined with reference to the Directors' duties, responsibilities and performance.

內部審核職能

為符合有關企業管治守則對公司風險管理及內部監控的要求，本公司現已設立專門獨立的內部審核功能，旨在使本公司治理與企業管治守則更新同步，不斷提升本公司風險管理及內部監控的有效性。

檢討風險管理及內部監控系統有效性

二零一八年期間，本公司董事會聯同審核委員會負責對本年度風險管理及內部監控系統的有效性至少進行兩次檢討。董事會信納，本公司的會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算足夠的。根據企業管治守則所規定的有關風險管理和內部監控的條文，就截至二零一八年十二月三十一日止年度而言，董事會認為風險管理和內部監控系統有效及足夠。

有關本公司截至二零一八年十二月三十一日止年度識別出的本公司經營不足或潛在風險及其應對措施的詳情，請參閱本年報中的「董事會報告」。

董事及高級管理人員薪酬

本公司設立了薪酬委員會，薪酬委員會為董事會下設機構（「**薪酬委員會**」）。

截至本年報日期，薪酬委員會的組成為：主席由獨立非執行董事鄧天林先生擔任；獨立非執行董事馮征先生、執行董事遇言先生擔任委員。遇言先生於二零一九年三月十二日獲委任為薪酬委員會成員。

本公司薪酬委員會的主要職責是就本公司董事及高級管理人員的全體薪酬政策及架構向董事會提出建議，因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議，向董事會建議執行董事及高級管理人員的薪酬待遇等。

截至二零一八年十二月三十一日止，本公司於二零一八年三月二十六日召開一次薪酬委員會會議，確定了公司二零一七年度董事酬金及二零一八年度董事酬金政策。董事酬金乃參照董事職務、責任及表現釐定。

CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' remuneration policy for 2018 (after-tax): allowance for Executive Directors, Non-executive Directors and Independent Non-executive Directors are RMB70,000, RMB50,000 and RMB100,000 per person, respectively.

二零一八年董事薪酬政策(稅後): 執行董事津貼人民幣70,000元/人; 非執行董事津貼人民幣50,000元/人; 獨立非執行董事津貼人民幣100,000元/人。

For the year ended 31 December 2018, the remuneration of the senior management of the Company by remuneration band is set out below:

截至二零一八年十二月三十一日止年度, 按金額劃分的本公司高級管理人員薪酬載列如下:

Remuneration band (RMB) 薪酬範圍(人民幣)	Number of Individuals 人數
0-400,000	7
400,001-450,000	1
450,001-500,000	1
500,001-550,000	2
550,001-600,000	1
600,001-650,000	0
650,001-700,000	0
700,001-750,000	1

The Company held the annual general meeting on 25 May 2018, where the "Resolution in Relation to the Remuneration Packages for the Directors and Supervisors of the Company in 2018" (《關於確定公司董事及監事二零一八年報酬方案的議案》) was considered and approved. Proposed by Directors and Supervisors recommended by the Parent Company, Directors and Supervisors nominated by the controlling shareholder would not enjoy allowance for holding the position. However, they were entitled to receive respective salaries according to their respective positions taken in the Company.

本公司於二零一八年五月二十五日股東週年大會審議通過了《關於確定公司董事及監事二零一八年報酬方案的議案》, 經由母公司推薦的董事、監事提議, 由控股股東提名的董事、監事不再繼續享受相應的董事、監事酬金津貼。但將根據其在本公司擔任的具體職務獲得相應的工資報酬。

Meeting Attendance of the Remuneration Committee:

The Remuneration Committee held one meeting during the year. The attendance of the meeting held by the Remuneration Committee during the year ended 31 December 2018 is as follows:

薪酬委員會會議記錄:

薪酬委員會於年內舉行一次會議, 以下為薪酬委員會於截至二零一八年十二月三十一日止年度舉行的薪酬委員會會議記錄:

Member of the Remuneration Committee	薪酬委員會成員	Attendance of meeting held by the Remuneration Committee for the year ended 31 December 2018 截至二零一八年十二月三十一日止年度舉行的薪酬委員會會議出席率
Deng Tianlin	鄧天林	100%
Fung Ching, Simon	馮 征	100%
Zhou Feng (former) (Note)	周 鋒(前)(附註)	100%

Note: Mr. Zhou Feng resigned as the member of the Remuneration Committee with effect from 10 October 2018.

附註: 周鋒先生自二零一八年十月十日起辭任薪酬委員會成員。



CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION OF DIRECTORS

A nomination committee has been established by the Company, which is a sub-committee under the Board (the “**Nomination Committee**”).

As of the date of this annual report, composition of Nomination Committee was: Mr. He Linji, an Independent Non-executive Director, is the chairman, and other members consisted of Mr. Deng Tianlin, an Independent Non-executive Director, and Mr. Wang Zhen, an Executive Director.

The principal duties of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy, to access the independence of Independent Non-executive Directors of the Company, etc.

During the year ended 31 December 2018, the Company held the fifth meeting of the sixth congress of the Nomination Committee on 30 January 2018 to propose appointment of Mr. Liao Hongyu as the Chairman and appointment of Mr. Xing Zhoujin as an Executive Director, held the sixth meeting of the sixth congress of the Nomination Committee on 26 March 2018 to propose re-appointment of Mr. He Linji as an Independent Non-executive Director, held the seventh meeting of the sixth congress of the Nomination Committee on 24 May 2018 to propose appointment of Mr. Wang Hexin as venture capital president and re-appointment of Mr. Hu Wentai as a Non-executive Director, held the eighth meeting of the sixth congress of the Nomination Committee on 16 July 2018 to propose appointment of Mr. Hu Mingzhe as the Chief Operating Officer and re-appointment of Mr. Hu Wentai as the Vice Chairman, held the ninth meeting of the sixth congress of the Nomination Committee on 24 August 2018 to propose appointment of Mr. Wang Zhen as an Executive Director and the Chairman and appointment of Mr. Yu Yan as the Chief Financial Officer, and held the tenth meeting of the sixth congress of the Nomination Committee on 10 October 2018 to propose Mr. Liao Hongyu as the Vice Chairman and appointment of Mr. Yu Yan as an Executive Director.

The Nomination Committee will identify candidates through different channels under the requirements made by the Company to the Directors. Subject to the approval of the Nomination Committee, the candidates will be recommended to the Board for its verification and submit to the general meeting for approval after passed the examination of the Board.

The nomination was made in accordance with the nomination policy of the Company and against the objective criteria, with due regard for the benefits of diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service). It had also taken into account their respective contributions to the Board and their firm commitment to their roles.

董事提名

本公司設立了提名委員會，提名委員會為董事會下設機構（「**提名委員會**」）。

截至本年報日期，提名委員會的組成為：獨立非執行董事何霖吉先生擔任主席；獨立非執行董事鄧天林先生及執行董事王貞先生擔任委員。

本公司提名委員會的主要職責是至少每年檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議，評核本公司獨立非執行董事的獨立性等。

於截至二零一八年十二月三十一日止年度，本公司於二零一八年一月三十日召開第六屆第五次提名委員會會議，建議委任廖虹宇先生擔任本公司董事長並建議委任邢周金先生擔任本公司執行董事；於二零一八年三月二十六日召開第六屆第六次提名委員會會議，建議繼續委任何霖吉先生擔任本公司獨立非執行董事；於二零一八年五月二十四日召開第六屆第七次提名委員會會議，建議委任王賀新先生擔任本公司創投總裁並建議繼續委任胡文泰先生擔任本公司非執行董事；於二零一八年七月十六日召開第六屆第八次提名委員會會議，建議委任胡明哲先生擔任本公司運營總裁並建議繼續委任胡文泰先生擔任本公司副董事長；於二零一八年八月二十四日召開第六屆第九次提名委員會會議，建議委任王貞先生擔任本公司執行董事、董事長並建議委任遇言先生擔任本公司財務總監；於二零一八年十月十日召開第六屆第十次提名委員會會議，建議委任廖虹宇先生擔任本公司副董事長並建議委任遇言先生擔任本公司執行董事。

提名委員會根據本公司對董事職責的要求，會通過不同渠道物色人選。待提名委員會審核通過後，會向董事會推薦該等人選並在董事會審核通過後提交股東大會批准。

董事的提名乃根據本公司提名政策進行，以客觀條件充分顧及董事會成員多元化的裨益（包括但不限於性別、年齡、文化與教育背景、種族、專業經驗、技能、知識及服務年期），亦考慮到彼等對董事會的貢獻及對履行職責的熱忱。

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Meeting Attendance of the Nomination Committee:

The Nomination Committee held six meetings during the year. The attendance of the meetings held by the Nomination Committee during the year ended 31 December 2018 is as follows:

提名委員會會議記錄：

提名委員會於年內舉行六次會議，以下為提名委員會於截至二零一八年十二月三十一日止年度舉行的提名委員會會議記錄：

Attendance of meetings held by the Nomination Committee for the year ended 31 December 2018		截至二零一八年十二月三十一日止年度舉行的提名委員會會議出席率
Member of the Nomination Committee	提名委員會成員	會議出席率
He Linji	何霖吉	100%
Deng Tianlin	鄧天林	100%
Wang Zhen (Note 1)	王 貞(附註1)	100%
Liao Hongyu (former) (Note 2)	廖虹宇(前)(附註2)	100%

Notes:

1. Mr. Wang Zhen was appointed as a member of the Nomination Committee on 10 October 2018.
2. Mr. Liao Hongyu resigned as the member of the Nomination Committee with effect from 10 October 2018.

附註：

1. 王貞先生於二零一八年十月十日獲委任為提名委員會成員。
2. 廖虹宇先生自二零一八年十月十日起辭任提名委員會成員。

REMUNERATION OF AUDITORS

The remuneration of auditors for the year ended 31 December 2018 was RMB2,799,759. The breakdown is set out as follows:

核數師酬金

截至二零一八年十二月三十一日止年度，核數師的酬金為人民幣2,799,759元，明細載列如下：

	Amount (RMB)	金額(人民幣)
Services fee related to annual audit of financial statements	財務報表年度審計的服務費	1,440,000
Services fee related to interim review of financial statements	財務報表中期審閱的服務費	796,000
Reporting accountant service fee for certain capital market transaction	為資本市場交易，作為申報會計師的服務費	563,759
Total	合計	2,799,759

AUDIT COMMITTEE

An audit committee has been set up by the Company, which is a subcommittee under the Board (the "Audit Committee").

As of the date of this annual report, composition of Audit Committee: Mr. Deng Tianlin, an Independent Non-executive Director, is the chairman, and other members consisted of Mr. Fung Ching, Simon, an Independent Non-executive Director, and Mr. George F Meng, an Independent Non-executive Director.

審核委員會

本公司設立了審核委員會，審核委員會為董事會下設機構（「審核委員會」）。

截至本年報日期，審核委員會的組成為：獨立非執行董事鄧天林先生擔任主席；獨立非執行董事馮征先生及孟繁臣先生擔任委員。

CORPORATE GOVERNANCE REPORT

企業管治報告

The principal duties of the Audit Committee are to assist the Board in fulfilling its responsibilities by providing an independent review and supervision of financial reporting, by satisfying themselves as to the effectiveness of the internal controls of the Group, and as to the adequacy of the external and internal audits, to assure that appropriate accounting principles and reporting practices are followed by the Company, etc.

As of 31 December 2018, the Company held two meetings of the Audit Committee.

During the first meeting of the Audit Committee in 2018, the Audit Committee reviewed the 2017 annual report, the auditors' report of 2017, the risk management and internal control report of 2017, the internal control review report of 2017 and considered the re-appointment of auditor for the year of 2018 and reviewed the working report of the Audit Committee for the year of 2017.

During the second meeting of the Audit Committee in 2018, the Audit Committee reviewed the 2018 interim report, and interim report of auditors of 2018 and interim working report of the Audit Committee for 2018.

The Audit Committee suggested the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the auditor of the Company in 2019.

Meeting Attendance of the Audit Committee:

The Audit Committee held two meetings during the year. The attendance of the meetings held by the Audit Committee during the year ended 31 December 2018 is as follows:

本公司審核委員會的主要職責是監督財務報告，及按本集團之內部監控的效能、外聘核數和內部核數是否足夠向董事會提出獨立意見，以協助董事會完成其責任，確保本公司遵守適當的會計原則及匯報實務等。

截至二零一八年十二月三十一日止共召開兩次審核委員會會議。

二零一八年審核委員會第一次會議，審閱了本公司的二零一七年年報、二零一七年審計師報告、二零一七年度風險管理及內部監控工作報告、二零一七年度內部控制審閱報告、續聘二零一八年度會計師事務所的議案及二零一七年度審核委員會工作報告。

二零一八年審核委員會第二次會議，審閱了本公司二零一八年中報報告、二零一八年中報審計師報告及二零一八年中報審核委員會工作報告。

審核委員會建議二零一九年繼續委任普華永道中天會計師事務所(特殊普通合伙)擔任本公司核數師。

審核委員會會議記錄：

審核委員會於年內舉行兩次會議，以下為審核委員會截至二零一八年十二月三十一日止年度舉行的審核委員會會議記錄：

Attendance of meetings held by the Audit Committee for the year ended 31 December 2018 截至二零一八年十二月三十一日止年度舉行的審核委員會會議出席率		
Member of the Audit Committee	審核委員會成員	會議出席率
Deng Tianlin	鄧天林	100%
Fung Ching, Simon	馮 征	100%
George F Meng	孟繁臣	100%

SHAREHOLDING INTERESTS OF SENIOR MANAGEMENT

During 2018, none of the senior management held any shareholding interests in the Company.

高級管理人員的持股權益

本年度內，高級管理人員概無持有本公司任何股份之權益。



CORPORATE GOVERNANCE REPORT

企業管治報告

AMENDMENTS OF THE ARTICLES OF ASSOCIATION

During 2018, the Articles of Association of the Company was amended twice.

The first amendment was mainly to enhance the service quality of Meilan Airport and expand the scope of the business of the Company, to leverage its business advantages, to improve its revenue capabilities, and to increase the medical and commercial aspects of its operations. The amendment was approved by the Company at the annual general meeting on 25 May 2018. For the details of the amended Articles of Association please refer to the announcement of the Company on 22 June 2018.

The specific modifications are as follows:

The original Article 1:

The scope of business of the Company is determined by the Company's Articles of Association and is registered in accordance with laws. The Company can amend the Articles of Association and the scope of business, provided however that the change of registration shall be completed.

Business scope of the Company: To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts, magazines, vehicles maintenance as well as food circulation and food and beverage service to (among others) airlines or passengers within the premises of the airport. (Licenses are obtained for any business activities requiring administrative permit).

The amended Article:

The scope of business of the Company is determined by the Company's Articles of Association and is registered in accordance with laws. The Company can amend the Articles of Association and the scope of business, provided however that the change of registration shall be completed.

公司章程變動

本年度內，本公司《公司章程》進行過兩次修改。

第一次修訂主要是為提升美蘭機場服務質量並拓展本公司業務範圍，發揮自身業務優勢，提高收入能力，在本公司現有經營範圍中增加有關醫療及商業方面的經營內容。該次變更已經本公司於二零一八年五月二十五日股東週年大會批准，更新後的《公司章程》請見本公司二零一八年六月二十二日之公告。

具體修改如下：

第一條原文：

公司的經營範圍由公司章程規定，並依法登記。公司可以修改公司章程，改變經營範圍，但是應當辦理變更登記。

公司的經營範圍包括：為國內外航空運輸企業，過港和轉港旅客提供過港及地面運輸服務；出租候機樓內的航空營業場所、商業和辦公場所並提供綜合服務；建設、經營機場航空及其輔助房地產設施業務；貨物倉儲(危險品除外)、包裝、裝卸、搬運業務；在機場範圍內為航空公司或旅客等提供航空油料、五金工具、交電產品、電子產品及通訊設備、日用百貨、針紡織品、工藝美術品、雜誌銷售、車輛維修、食品流通及餐飲服務。(凡需行政許可的項目憑許可證經營)。

修改後：

公司的經營範圍由公司章程規定，並依法登記。公司可以修改公司章程，改變經營範圍，但是應當辦理變更登記。

CORPORATE GOVERNANCE REPORT

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Business scope of the Company: To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts, magazines, vehicles maintenance, food circulation and food and beverage service, business information consulting and management services, venue leasing, conference and exhibition services, import and export trading, office supplies, decorations, tobacco, alcohol, food, aquatic products, health products, cultural and sports goods, computer software, digital and electronic products, sales of audio and video products, property management services, design, production, distribution and agency services of various types of domestic advertising, operation of aviation science and technology museums, technology training services, ticket agency services, design, production and sales of souvenirs, playground operation and medical services to (among others) airlines or passengers within the premises of the airport. (Licenses are obtained for any business activities requiring administrative permit).

The second amendment is mainly to grasp the development opportunities brought about by the Company's high-speed business needs, realize the Company's transformation, better explain and match the Company's future development plan, and change the Chinese and English names of the Company under the recommendation of the management team of the Company. The amendment was approved by the Company at the extraordinary general meeting on 9 July 2018. For the details of the amended Articles of Association please refer to the announcement of the Company on 18 July 2018.

The specific modifications are as follows:

The original Article 2:

Company's registered name in Chinese:
海航基礎股份有限公司

Company's name in English:
HNA Infrastructure Company Limited

The amended Article:

Company's registered name in Chinese:
瑞港國際機場集團股份有限公司

Company's name in English:
Regal International Airport Group Company Limited

公司的經營範圍包括：為國內外航空運輸企業、過港和轉港旅客提供過港及地面運輸服務；出租候機樓內的航空營業場所、商業和辦公場所並提供綜合服務；建設、經營機場航空及其輔助房地產設施業務；貨物倉儲(危險品除外)、包裝、裝卸、搬運業務；在機場範圍內為航空公司或旅客等提供航空油料、五金工具、交電產品、電子產品及通訊設備、日用百貨、針紡織品、工藝美術品、雜誌銷售、車輛維修、食品流通及餐飲服務、商業信息諮詢及管理服務、場地租賃、會議會展服務、進出口貿易、辦公用品、裝飾品、煙、酒、食品、水產品、保健品、文體用品、計算機軟件、數碼電子產品、音像製品的銷售、物業管理服務、設計、製作、發佈、代理國內各類廣告、航空科技館的經營、科技培訓服務、票務代理服務、紀念品設計、製作及銷售、遊樂場所經營、醫療服務。(凡需行政許可的項目憑許可證經營)。

第二次修訂主要是為把握本公司高速增長的業務需求帶來的發展機遇，實現公司轉型，更好地闡釋並匹配本公司未來的發展規劃，在本公司經營管理團隊建議下變更本公司中英文名稱。該次變更已經本公司於二零一八年七月九日股東特別大會批准，更新後的《公司章程》請見本公司二零一八年七月十八日之公告。

具體修改如下：

第二條原文：

公司中文註冊名稱：
海航基礎股份有限公司

公司英文名稱：
HNA Infrastructure Company Limited

修改後：

公司中文註冊名稱：
瑞港國際機場集團股份有限公司

公司英文名稱：
Regal International Airport Group Company Limited

CORPORATE GOVERNANCE REPORT

企業管治報告

COMMUNICATIONS WITH SHAREHOLDERS

The Company has placed emphasis on the communication with shareholders. Shareholders can be updated with the operations of the Company and market trends through means of website, email and phone enquiries. The information of the Company is delivered to the shareholders by the following methods:

1. to publish annual reports, interim reports, annual and interim results announcements and other information disclosure on the websites of the Hong Kong Stock Exchange and the Company;
2. organizing shareholders' general meeting, which is also one of the effective channels to communicate with the shareholders;
3. the Company continues to strengthen communication with shareholders by means including:
 - (1) arranging designated staff to meet with shareholders and answer their enquiries;
 - (2) arranging on-site visit to the Company for shareholders to understand the operation and the latest development of the Company in a timely manner; and
 - (3) providing relevant financial and operation information on the Company's website timely.

Shareholders or investors may make enquiries and offer suggestions through the following channels:

Telephone No. : 0898-6996 6021

Postal Code : 571126

Postal Address: Office of the Board, Office Building of Meilan International Airport, Meilan District, Haikou City, Hainan Province

與股東的溝通

本公司一直注重與股東的溝通，並利用網站、電郵、電話等各種平台，向股東反饋本公司的經營情況和市場動態。本公司數據通過以下方式向股東傳達：

1. 在香港聯交所網站及本公司網站刊登年報、中報、年度及中期業績和其他信息披露；
2. 本公司的股東大會，也是與股東溝通的有效渠道之一；
3. 本公司不斷加強與股東的持續溝通，其中包括：
 - (1) 安排專門人員接待股東，解答他們提出的相關問題；
 - (2) 安排他們到本公司實地考察，便於他們及時了解本公司的經營狀況及最新動向；及
 - (3) 通過本公司網站及時提供有關財務及運營數據。

股東或投資者可通過以下方式向本公司查詢及提出意見：

電話：0898-6996 6021

郵編：571126

郵件地址：海南省海口市美蘭區美蘭國際機場辦公樓董事會辦公室

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS

To ensure better protection of shareholders' interests, the Articles of Association sets out the requirements for shareholders to request an extraordinary general meeting to be convened: when two or more shareholders holding in aggregate more than ten percent (10%) (including the ten percent (10%)) of the Company's shares entitling their holders to vote in the proposed general meeting request, by signing one or more copies of a written request in the same form and submit to the Board to convene an extraordinary general meeting with an agenda of the meeting. An extraordinary general meeting is required to be held as soon as practicable upon receipt by the Board of such written request.

For the year ended 31 December 2018, the Board did not receive any request from shareholders to convene an extraordinary general meeting.

INVESTORS' RELATIONS

1. Details of the classes of the Company's shareholders and particulars on shareholding in aggregate are set out in the "Report of the Board" in the 2018 annual report;
2. As at 31 December 2018, 226,913,000 H shares of the Company were held by the public; and
3. The Company has maintained active communications with a professional financial public relations firm and established daily communication channel between the Company and the investors and fund managers and securities analyst and media. The Company will publish the key operation information on a weekly and monthly basis and report the Company's latest development in relevant media and at the Company's website by means of press releases and announcements in a timely manner.

By order of the Board

Wang Zhen
Chairman

Hainan Province, the PRC
18 April 2019

股東權利

在保護本公司權利方面，《公司章程》規定了股東要求召集股東特別大會的方式：合計持有在該擬舉行的會議上有表決權的股份百分之十(10%)以上(含百分之十(10%))的兩個或者兩個以上的股東，可以簽署一份或者數份同樣格式內容的書面要求，提請董事會召集股東特別大會，並闡明會議的議題。董事會在收到前述書面要求後將盡快召集股東特別大會。

截至二零一八年十二月三十一日止年度期間，董事會未接到任何股東要求召集股東特別大會的申請。

投資者關係

1. 本公司股東類別的詳情及總持股量詳細刊載於本公司二零一八年年報的「董事會報告」中；
2. 於二零一八年十二月三十一日，本公司的公眾持股量為226,913,000股的H股；及
3. 本公司同專業的財經公關公司保持了密切聯繫和合作，並與投資者及基金經理、證券分析師和媒體建立了直接溝通與聯繫的渠道。本公司每週及每月及時公佈主要運營數據，並通過新聞稿及公告，在有關媒體及本公司網站適時發佈本公司最新的業務發展。

承董事會命
王 貞
董事長

中國海南省
二零一九年四月十八日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

ABOUT THIS REPORT

Reporting Period

The time scope of the report ranges from 1 January 2018 to 31 December 2018, and some contents may extend beyond that time scope if necessary.

Reference

Regal International Airport Group Company Limited in this report may be referred as “Meilan Airport”, “the Company” or “we”.

Reporting Scope

The contents of this Report cover Regal International Airport Group Company Limited and its subsidiaries.

Data Source

All the data in this report comes from the official documents and statistics reports of the Company.

Compilation Conformance

This report is compiled in accordance with the Environmental, Social and Governance Reporting Guide (HK-ESG) issued by the Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”), and refers to the Sustainability Reporting Guidelines (G4) issued by the Global Reporting Initiative (GRI), Guidance on Social Responsibility Reporting (B/T36001) and ISO 26000: Guidance on Social Responsibility issued by International Organization for Standardization.

Reliability Assurance

The Company assures that no fictitious record, misleading statement, or material omission are included in this report, and will be responsible for the report’s authenticity, accuracy, and completeness.

Report Access

This report is available in Chinese and English versions with printed and electronic formats. The electronic version can be download from the Hong Kong Stock Exchange website (<http://www.hkex.com.hk>) and the official website of Meilan Airport (<http://www.mlairport.com>).

SOCIAL RESPONSIBILITY MANAGEMENT

Social responsibility management creates huge development opportunities for the enterprise itself. Meilan Airport gives full play to pivotal advantages of the enterprise itself and integrates social responsibility into operation management, covering aspects such as safety, operation, service, environmental protection, employees, and community. We unite stakeholders to be engaged in our development, and offer solutions to economic, social and environmental problems, aiming to realize the sustainable development of the enterprise, society and environment.

關於本報告

時間範圍

二零一八年一月一日至二零一八年十二月三十一日，部分內容超出上述範圍。

稱謂說明

報告中「瑞港國際機場集團股份有限公司」以「美蘭機場」、「公司」或「我們」表示。

報告範圍

瑞港國際機場集團股份有限公司及其子公司。

數據來源

報告中所有使用數據均來自公司正式文件和統計報告。

編製依據

本報告編製遵循香港聯合交易所有限公司（「香港聯交所」）《環境、社會及管治報告指引》（HK-ESG）相關要求，參照全球報告倡議組織（GRI）《可持續發展報告指南》（G4）、B/T36001《社會責任報告編寫指南》及國際化標準組織《ISO26000：社會責任指南》等標準要求編寫。

可靠性保證

公司保證本報告內容不存在任何虛假記載、誤導性陳述或重大遺漏，並對其內容的真實性、準確性和完整性承擔個別及連帶責任。

報告獲取方式

本報告為中英雙語版，以紙質版和電子版兩種形式提供。電子版文檔可在香港聯交所網站（<http://www.hkex.com.hk>）及美蘭機場官方網站（<http://www.mlairport.com>）下載閱讀。

社會責任管理

社會責任管理可給企業帶來巨大的發展機遇。美蘭機場充分發揮企業核心優勢，將社會責任融入運營管理，涵蓋安全、運營、服務、環保、員工、社區等方面內容，聯合社會各界力量共同參與發展，為經濟、社會、環境等問題提供新的解決途徑，努力實現企業和社會、環境的可持續發展。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

Social Responsibility Management System

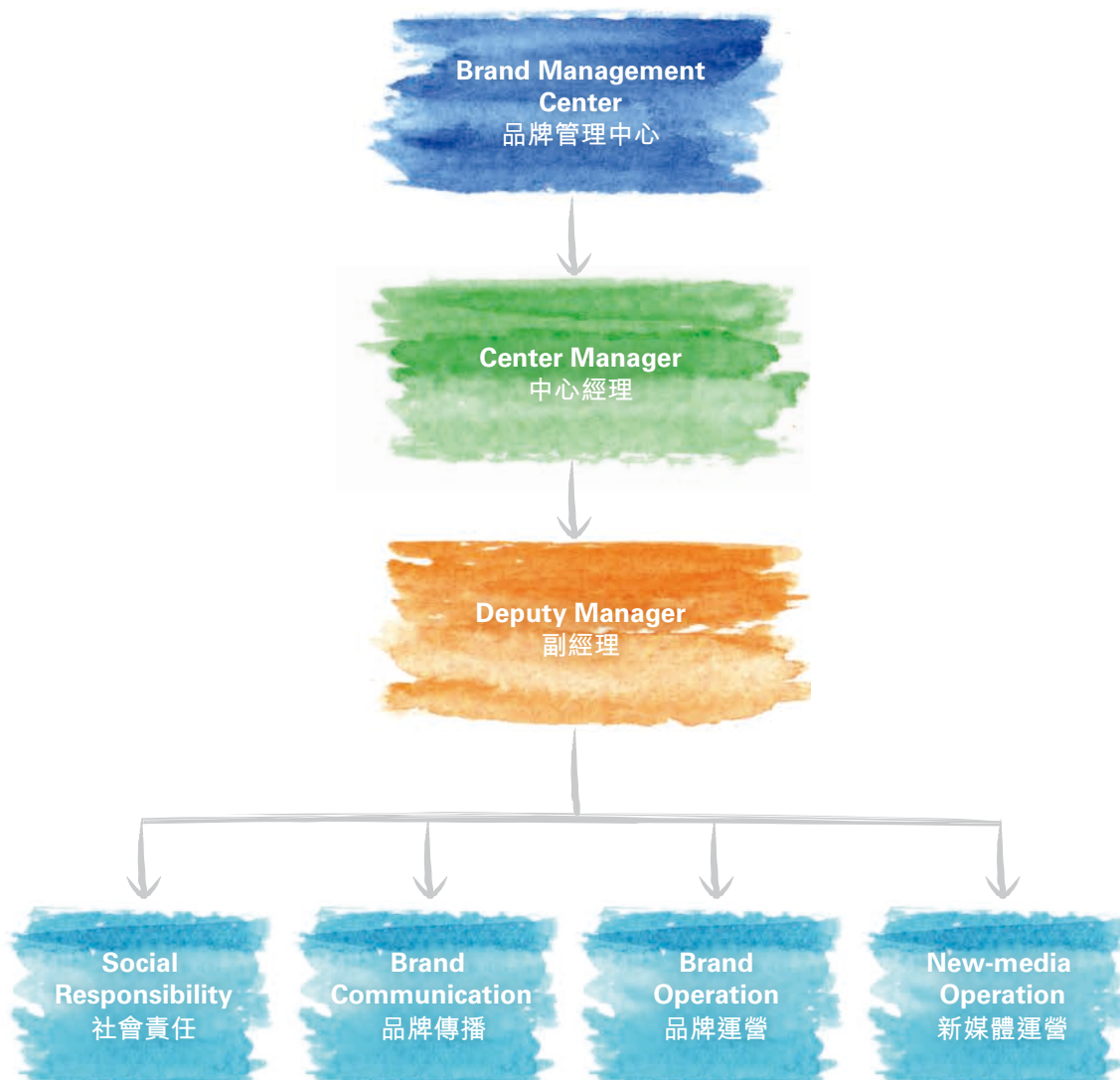
In order to further enhance social responsibility management, Meilan Airport follows the development trend of the global aviation industry and develops social responsibility system to promote the social responsibility management integrate into daily operation and strengthen the social responsibility communication. At the same time, we integrate our economic, social and environmental responsibilities into organizational and operational activities to respond to the demands of stakeholders and strive to create the maximum of comprehensive value. The Company continues to improve the management framework of social responsibility, and has established a social responsibility management system, which is coordinated by the center manager and assisted by deputy manager, so as to promote social responsibility integrate into the organization and daily practice.

社會責任管理體系

為進一步提升社會責任管理水平，美蘭機場順應全球航空業發展趨勢，開展社會責任體系建設，推動社會責任管理融合，加強社會責任傳播，將經濟、社會和環境責任融入組織和經營活動中，回應利益相關方的訴求，努力創造綜合價值最大化。公司持續完善社會責任的管理架構，建立由中心經理統籌、副經理協助各項事務的社會責任管理體系，推動社會責任全面融入組織及日常實踐。

Social responsibility management system

社會責任管理體系



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

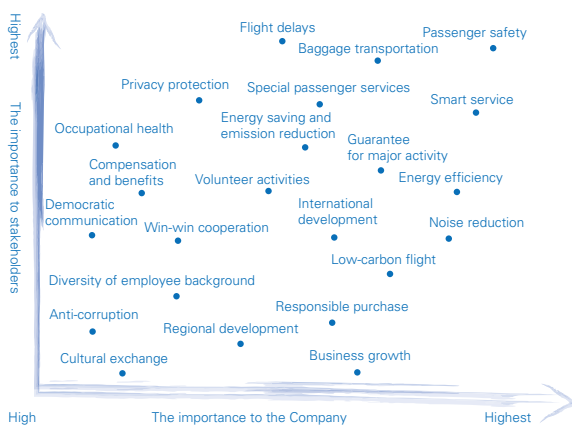
Stakeholders Engagement

In 2018, Meilan Airport attached importance to stakeholder relationship management, comprehended stakeholders' expectations, enhanced stakeholder engagement, and integrated the stakeholders' expectations into business operation and day-to-day management, expanded communication channels thus received the maximum understanding, support and recognition for business operation and sustainable development.

1. Topic Identification

After analyzing and evaluating the external environment, strategies and sustainable development capability of the Company, we identify the expectations and demands of stakeholders, and sort out relevant material topics. By prioritizing the topics from dimensions of the "importance to stakeholders" and the "importance to the Company", we strive to deepen our social responsibility work.

Material topics matrix of the company



Identification process of material topic



利益相關方參與

二零一八年，美蘭機場重視利益相關方關係管理，了解利益相關方期望，加強利益相關方參與，並將利益相關方期望融入業務運營和日常管理中，拓展溝通渠道，為業務運營及可持續發展贏得最大限度的理解、支持和認可。

1. 議題識別

對公司外部環境、自身戰略及可持續發展能力進行分析評估，識別利益相關方期望和訴求，整理相關的實質性議題。從「對利益相關方的重要性」和「對公司的重要性」兩個維度對議題進行排序，推進公司社會責任工作向縱深發展。

公司實質性議題矩陣圖



實質性議題識別流程



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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2. Responsibility Communication

The Company attaches importance to the communication with stakeholders. We combine the actual operation and industry characteristics to identify stakeholders, and understand and respond to stakeholders' demands and expectations by innovating in stakeholder communication and interaction models. In this way, we continuously improve our capability of fulfilling social responsibility and share value with stakeholders.

2. 責任溝通

公司重視與利益相關方的溝通，結合自身運營實際和行業特徵，主動識別利益相關方，了解和回應利益相關方的訴求和期望，創新利益相關方溝通和互動模式，積極了解並回應利益相關方的期望和訴求，持續提高社會責任履責水平和能力，與利益相關方共享價值。

Category of stakeholders 利益相關方類別	Expectations and demands 期望與訴求	Communications and responds 溝通與回應
Government 政府	<ul style="list-style-type: none"> No safe operation accident Compliant operation and paying taxes according to the law Driving local economy Guarantee for major activities 無安全運營事故 合規經營，依法納稅 帶動地方經濟 重大活動保障工作 	<ul style="list-style-type: none"> Legal operation and paying taxes actively Providing employment opportunities Special reporting Accepting supervision and assessment Ensuring special flight 遵紀守法，主動納稅 提供就業機會 專題匯報 接受監督和考核 保障特殊飛行
Shareholders and Investors 股東與投資者	<ul style="list-style-type: none"> Business returns Corporate governance Risk management 業績回報 公司治理 風險管控 	<ul style="list-style-type: none"> Increasingly improving profitability Improving the internal control system Timely announcements and information disclosure 持續提高盈利能力 完善內控體系 及時發佈公告披露信息
Environment 環境	<ul style="list-style-type: none"> Energy conservation and emission reduction Combating climate change Reducing noise 節能減排 應對氣候變化 降低噪音 	<ul style="list-style-type: none"> Technology research and development Carbon footprint management 科技研發 碳足跡管理
Passengers 旅客	<ul style="list-style-type: none"> Safety guarantee On-time flights Quality service Special passenger service 安全保障 航班準點 優質服務 特殊旅客服務 	<ul style="list-style-type: none"> Improving 5-Star services continuously Passenger complaints management Improving management mechanism for abnormal flight New-media platform 持續提升五星服務 旅客投訴管理 完善不正常航班管理機制 新媒體平台

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

Category of stakeholders 利益相關方類別	Expectations and demands 期望與訴求	Communications and responds 溝通與回應
Employees 員工	<ul style="list-style-type: none"> • Compensation and benefits • Fair promotion and development • Democratic management • Caring for employees • 薪酬福利 • 公平晉升與發展 • 民主管理 • 人文關懷 	<ul style="list-style-type: none"> • Timely paying social security and wages • Workers representative congress and labor union • Improving talents development channels • Employees training • 及時繳納社保、發放工資 • 職工代表大會、工會 • 完善人才培養通道 • 員工培訓
Partners 合作夥伴	<ul style="list-style-type: none"> • Integrity management • Sunshine purchase • Mutual benefit • 誠信經營 • 陽光採購 • 互利互惠 	<ul style="list-style-type: none"> • Business talks • Public procurement information • Multi-channel cooperation and research • 商務洽談 • 公開採購信息 • 多渠道合作與研究
Peers 同行	<ul style="list-style-type: none"> • Maintaining the fair order of market • Healthy and harmonious industrial development • 維護市場公平秩序 • 健康和諧的行業發展 	<ul style="list-style-type: none"> • Forums and meetings • Exchange learning • 論壇會議 • 交流學習
Society 社會	<ul style="list-style-type: none"> • Promoting the sustainable development • Carrying out targeted poverty alleviation • Supporting charity • 促進可持續發展 • 開展精準扶貧 • 支持公益慈善 	<ul style="list-style-type: none"> • Regional economic development • Help in pairs • Volunteer activities • 區域經濟發展 • 結對幫扶 • 志願者活動

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

Responsibility Honors

履責榮譽

Honorary title 榮譽稱號	Issuing authority 頒獎機構
Best Airport in the Asia-Pacific Region in 2018 (15–25 Million Passengers) 2018年度亞太區最佳機場(1,500–2,500萬規模組)	Airports Council International 國際機場協會
Best Airport in terms of Environment and Atmosphere in the World in 2018 (15–25 Million Passengers) 2018年度全球最佳環境及氛圍營造機場(1,500–2,500萬規模組)	Airports Council International 國際機場協會
Best Airport in China 中國最佳區域機場獎	SKYTRAX SKYTRAX
Best Airport in terms of Infrastructure and Convenience in the World in 2018 (15–25 Million Passengers) 2018年度全球最佳基礎設施及最便利機場(1,500–2,500萬規模組)	Airports Council International 國際機場協會
Passed A Grade Certificate of Airport Carbon Accreditation of Airports Council International ACA (“國際機場協會ACA機場碳排放一級認證”) 順利通過國際機場協會ACA機場碳排放一級認證	Airports Council International 國際機場協會
The title of “National Civilized Unit” [全國文明單位]稱號	Central Spiritual Civilization Construction Steering Committee 中央精神文明建設指導委員會
Airport Irregular Flight Airport Ground Service Excellence Improved Award in 2017 2017年度機場不正常航班機場地面服務卓越進步獎	CAPSE CAPSE
Golden Bee • Ecological Civilization Award 金蜜蜂•生態文明獎	“WTO Economic Guide” magazine company 《WTO經濟導刊》雜誌社
Best Smart Operations of Airport Gold Award for the Year 年度機場最佳智慧運營金獎	The 6th Airport Chief Information & Digital Official Shanghai International Forum 第六屆機場首席信息& 數字官上海國際論壇
2017–2018 New Generation of Information Technology Innovation Application Excellent Practice Unit 2017–2018年度新一代信息技術創新應用優秀實踐單位	China Information Industry Association 中國信息協會
China Good Employer Excellent Employer Award in 2018 2018中國好僱主優秀僱主獎	TaiHe Consulting 太和顧問
National Market Quality Credit A (Customer Satisfaction) Enterprise Title in 2018 2018年全國市場質量信用A等(用戶滿意)企業稱號	China Association for Quality 中國質量協會
Best Smart Airport of China Civil Aviation Achievement Award in 2017 2017年度中國民航最佳智慧機場成就獎	Civil Aviation Safety and Development Summit Organizing Committee 民航安全與發展峰會組委會
Best Technology Innovation Development Airport Award of the Year 年度最佳科技創新發展機場獎	The 8th Airport Construction and Development (Shanghai) International Summit 第八屆機場建設與發展(上海)國際峰會
Excellent Team • New Award in 2018 2018年度優秀團隊•新銳獎	CARNOC.com 民航資源網

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

PROTECTION AND CARE FOR EMPLOYEES

Guaranteeing the Basic Interests of Employees

In 2018, Meilan Airport strictly implemented the “Labor Law of the People’s Republic of China” (《中華人民共和國勞動法》), “Labor Contract Law of the People’s Republic of China” (《中華人民共和國勞動合同法》). In the staff recruitment system, Meilan Airport clearly stipulated the working age and the working time, and there was no use of child labor or forced labor.

The Company adhered to adopt the equal employment policy, and not to differentiate employees by gender, age, disease and other factors; fully implemented the labor contract system, fulfilled the labor contract legally with the labor contract signing rate of 100%; offered employers liability insurance and business medical insurance as a supplement for employees to protect employees from accidental injuries and major illnesses. In addition, the Company formulated a standardized system for all aspects including overtime work, attendance, leave, social insurance and provident fund. The Company conducted labor security on schedule each year, paid employment insurance for disabled persons according to the provisions of the law, handled employee relations legally. There was no occurrence of collective dispute of labor dispute or labor dispute arbitration. As of 31 December 2018, the total number of staff reached 892, the rate of staff turnover is 16.54%.

The physical fitness of employees is the Company’s greatest wealth and also the guarantee for the stable development of the Company. We obeyed the Work Safety Law of the People’s Republic of China (《中華人民共和國安全生產法》) and Law of the People’s Republic of China on Prevention and Control of Occupational Diseases (《中華人民共和國職業病防治法》) and others laws and regulations, to prevent the occupational health and safety risks. We focused on emotional management and psychological health of employees by organizing regular medical checks, establishing healthy classroom, and carrying out activities to prevent the occupational disease. We have also carried out the “health guard” project and introduced advanced medical equipment to provide all-round medical service for employees so as to protect their body and mental health and build a healthy and safe community. In 2018, there was no new occupational diseases. Totally, the number of workdays due to work-related injuries was 0 days, and there was no employee dying on the job.

員工保障與關愛

保障員工基本權益

二零一八年，美蘭機場嚴格貫徹執行《中華人民共和國勞動法》、《中華人民共和國勞動合同法》，在員工招聘制度中明確規定了用工年齡及勞動時間，未存在使用童工或強制勞工的情況。

公司堅持平等的僱傭政策，不因性別、年齡、疾病等因素區別對待員工；全面推行勞動合同制度，依法規範履行勞動合同，勞動合同簽訂率為100%；為員工辦理僱主責任險和商業補充醫療保險，保障員工無意外傷害及重大疾病的後顧之憂。此外，公司從加班、考勤、請休假、社保、公積金等各方面制定規範化制度。公司每年按時進行勞動保障年審、按規定依法繳納殘疾人就業保障金，依法依規處理員工關係，未發生過一起勞資糾紛群體性突發事件和勞動爭議仲裁案件。截至二零一八年十二月三十一日，員工總數為892人，員工流失率16.54%。

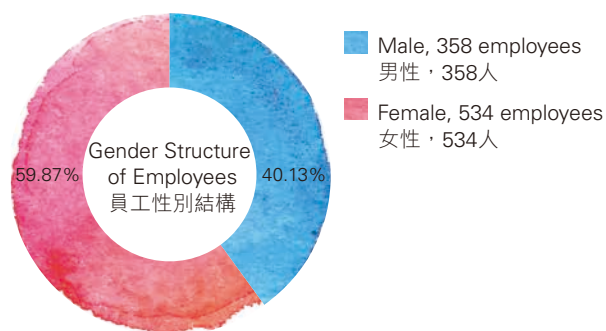
員工身體健康是公司最大的財富，也是公司得以穩定發展的保障。公司遵守《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》等法律法規，防範職業健康和安​​全風險。公司組織定期體檢、建立健康課堂、開展預防職業病活動，注重員工情緒管理和心理健康建設；實施「健康衛士」項目，引入先進的醫療設備，為員工提供全方位醫療服務，保障員工身心健康，打造健康安全的大美蘭社區。二零一八年，公司新增職業病0個，因工傷損失工作日數0天，因工死亡人數0人。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

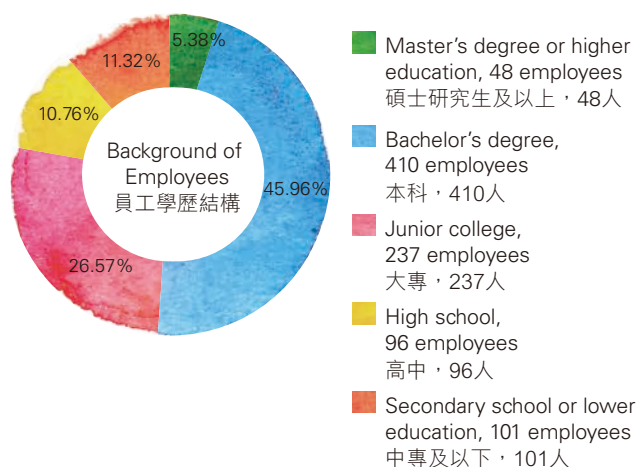
Gender Structure of Employees

員工性別結構



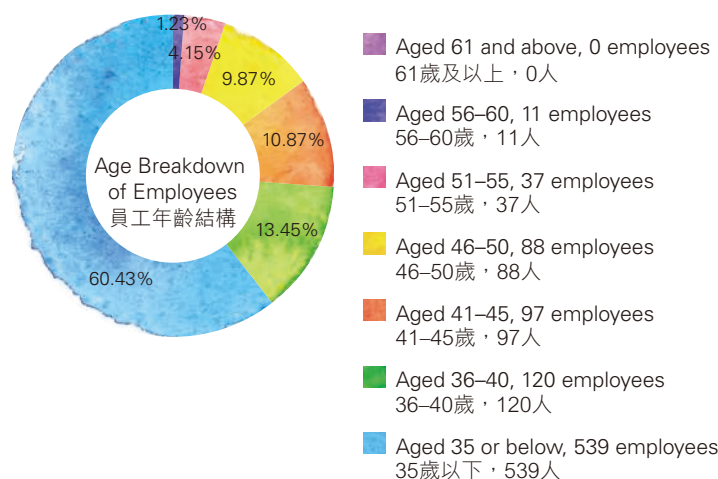
Background of Employees

員工學歷結構



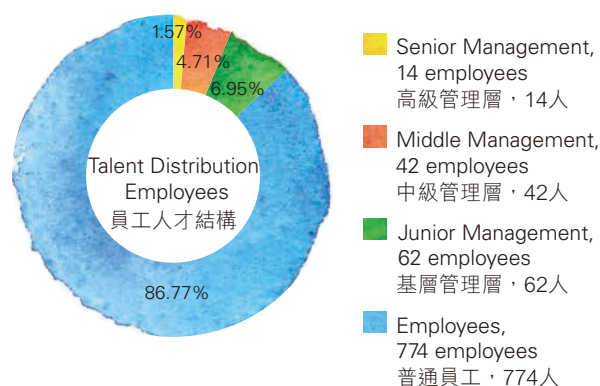
Age Breakdown of Employees

員工年齡結構



Talent Distribution Employees

員工人才結構



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

Employee Training and Development

Meilan Airport adhered to the concept of “respecting talent, cultivating talent, making good use of talent”, established the dual path system towards “management + technical” posts, by implementing certain projects such as Training Program for Potential Management Talents, 211 Talent Program, International Communication, “Shift Management”, Training Program for Semi-senior and Senior Technical Talents, Training Program for Safety Amoeba Talents, to rapidly train and reserve talents through the way of “Replacing Training with Real Position”, which broke the traditional talent management model that established on the management channel, to provide employees a global development platform and a chance to connect to the world. The Company established a talent training system with industry characteristics, covering with the general training, management training, business skills training, and certified professionals training, and formed an independent training model for talents which was dominated by internal training and supplemented by external training, offering comprehensive, multi-level training opportunities to employees.

員工培訓及發展

美蘭機場秉承「尊重人才、培養人才、用好人才」的理念，建立了「管理+技術」職位雙通道體系，通過實施後備管理人才培養計劃、211人才計劃、國際化交流、「輪值」管理、中高級技術人才培養計劃、安全阿米巴人才培養計劃等項目，「以戰代訓」快速培養、儲備人才，打破傳統建立在管理通道上的人才管理模式，為員工提供了全球化發展平台、與世界對話的機會。建立了具有行業特色的人才培訓體系，涵蓋通用類、管理類、業務技能類、持證資質類，形成了以企業內訓為主，行業外部培訓為輔的人才自主培養模式，給員工提供全方位、多層次的培訓機會。

Meilan Airport Employees Training in 2018

2018年美蘭機場員工培訓情況

Indicator 指標	Trained employees or proportion 培訓人數或比例
Number of employees trained 員工培訓人次	9,461 employees 9,461人次
Average training duration of employees 員工平均受訓時長	0.25 hours 0.25小時
Number of training 培訓計劃	84 trainings 84項
Coverage rate of employees trained 員工培訓覆蓋率	100% 100%
Average completion rate of business training 業務培訓平均完成率	77.06% 77.06%
Number of senior governance officers trained 高級治理層受訓人數	9 employees 9人
Number of senior management trained 高級管理層受訓人數	9 employees 9人
Number of middle management trained 中級管理層受訓人數	62 employees 62人
Number of junior management trained 基層管理層受訓人數	298 employees 298人

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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ENVIRONMENTAL PROTECTION AND GOVERNANCE

Meilan Airport set constructing “a green airport” as a goal, strictly complies with relevant laws and regulations of “Environmental Protection Law” (《環境保護法》), to consciously fulfill environmental protection obligations, continuously upgrade low-carbon management system, and continuously strengthen measures including energy conservation, reduction in consumption and pollution prevention, and to promote green transformation, fulfill environmental responsibilities together with stakeholders.

Energy Conservation and Emission Reduction

Meilan Airport complies the laws and policies of Air Pollution Control Law (《大氣污染防治法》) and Environmental Air Quality Standard (《環境空氣質量標準》), implementing the concept of “energy conservation and emission reduction” which is introduced by the country and the government. In 2018, the Company actively promoted the energy project for remoted position ground, the energy-saving management system for central air conditioning and the construction of decentralized photovoltaic power station, for the sake of creating a low-carbon economic development mode of operation, low-carbon industrial scale development, ecological environment, beautiful and harmonious green sustainable development in the airport.

Energy Consumption and Waste Emission of Meilan Airport in 2018

美蘭機場2018年能耗及廢棄物排放情況

環境保護與治理

美蘭機場以建設「綠色機場」為目標，嚴格遵守《環境保護法》等相關法律法規，自覺履行環境保護義務，不斷完善低碳管理體系，持續加強節能降耗、污染防治等措施，推進綠色轉型，攜手相關方共同履行環境責任。

節能減排

美蘭機場遵守《大氣污染防治法》、《環境空氣質量標準》等法律和政策，繼續貫徹落實國家、局方「節能減排」工作思路，在二零一八年積極推進遠機位地面能源項目、中央空調節能管控系統、分佈式光伏發電站的建設工作，致力打造成經濟發展方式低碳化運行、低碳產業規模化發展、生態環境優美和諧的綠色可持續發展機場。

Name of Indexes 指標名稱	Specific Quantities/Qualities 具體數量/質量
Total greenhouse gas emissions 溫室氣體排放總量	31,210.25 tons 31,210.25噸
Total non-hazardous waste (sewage and solid waste) emissions 無害廢棄物(污水及固體廢棄物)排放總量	563,560 tons and 70 tons 563,560噸和70噸
Total Greenhouse gas reduction 溫室氣體減排總量	19,836.79 tons 19,836.79噸
Total reduction in energy consumption 能源減耗總量	1,238.72 tons 1,238.72噸
Quantity of new projects 新增工程項目數量	1 project 1項
Power consumption (standard coal conversion) 消耗電量(折算標準煤)	6,173 tons 6,173噸
Total fuel and coal consumption (standard coal conversion) 消耗燃油燃煤總量(折算標準煤)	276 tons 276噸
Other energy consumption (standard coal conversion) 其他能源消耗量(折算標準煤)	0 tons 0噸
Comprehensive energy consumption 綜合能耗量	6,449 tons 6,449噸
Comprehensive water consumption 綜合耗水量	1,677,300 tons 1,677,300噸

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

Water Resource Management

The Company strictly abides by the laws and policies like the Law of the People's Republic of China on Prevention (《中華人民共和國水污染防治法》) and Control of Water Pollution and Environmental Quality Standard for Surface Water (《地表水環境質量標準》), and firmly adheres to the principle of "prevention first, prevention and governance integration, and comprehensive governance". The Company protects the source of drinking water first, controls the pollution of production and daily activity to water resources strictly, and strengthens production and daily sewage reclamation and innocuous treatment. The Company monitors COD, ammonia nitrogen, total nitrogen, total phosphorus, BOD5, PH value and suspended solids in sewage intensively to ensure that its sewage discharge reaches the first grade of sewage comprehensive discharge standard (GB8978-1996).

Solid Waste Management

Meilan Airport strengthens solid waste management by strictly following the Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Waste (《中華人民共和國固體廢物污染環境防治法》). The Company has implemented strict controls on discharge to reduce impact of operation on environment to the greatest extent and to create a good ecological environment.

Solid Waste Management Initiatives of Meilan Airport

美蘭機場固體廢物管理舉措

Initiatives 舉措	Specific implementation 具體實行
Waste recycling 廢棄物回收利用	The Company takes an initiative to do the recycling work well from the balance of the two dimensions, that is, the feasibility of technology and the economic benefits. 從公司技術可行程度和能夠獲得經濟效益兩個維度衡量，積極做好回收利用工作。
Harmless disposal of waste 廢棄物無害化處置	The Company keeps developing advanced technology to turn ingredients harmful to the environment into harmless substance. 公司不斷探索先進技術，將對危害環境的有害成分轉化為對環境無害的物質。
Reclamation of waste 廢棄物資源化	The Company includes waste with clear purpose into the resource allocation plan and stores waste that couldn't be used temporarily as reserve resource. 公司將有明確用途的廢物納入資源分配計劃，暫時不能利用的廢物作為後備資源儲藏。

水資源管理

公司嚴格遵守《中華人民共和國水污染防治法》、《地表水環境質量標準》等法律和政策，堅持預防為主、防治結合、綜合治理的原則，優先保護飲用水水源，嚴格控制生產、生活活動對水資源污染，加強生產、生活污水回收利用與無害化處理，重點對COD、氨氮、總氮、總磷、BOD5、PH值、懸浮物等污水排放物進行監測，確保污水排放符合污水綜合排放標準(GB8978-1996)中的一級標準規定。

固體廢棄物管理

美蘭機場嚴格遵守《中華人民共和國固體廢物污染環境防治法》等法律法規，加強固體廢棄物管理，針對排放物進行嚴格管控，最大程度地減少運營環節對環境造成的影響，營造良好的生態環境。

SUPPLY CHAIN MANAGEMENT

The long-term development of the Company depends on the stable and sustainable supply chain. In 2018, Meilan Airport strictly complied with the supplier management systems, such as the Management Policy for Materials and Service Providers (《物資及服務供應商管理政策》), the Management Procedures for Materials and Service Providers (《物資及服務供應商管理流程》), the Management Measures for Small-and-medium-sized Infrastructure Projects (《中小型基建項目管理辦法》), the Management Measures for Suppliers of Small-and-medium-sized Infrastructure Projects (《中小型基建項目供應商管理辦法》), and strengthened the management of supply chain environment and social risk. The Company innovated in purchasing process, selected excellent construction framework agreement units, and built information pool of planning and submitting suppliers and charging standards to guarantee the legitimate rights of suppliers, promoted compliance and transparent procurement, and strengthened safety management of supply chains, for the sake of setting up a responsible supply chain.

供應鏈管理

公司的長遠發展有賴於穩定、可持續的供應鏈。二零一八年度，美蘭機場嚴格遵守《物資及服務供應商管理政策》、《物資及服務供應商管理流程》、《中小型基建項目管理辦法》、《中小型基建項目供應商管理辦法》等供應商管理制度，加強供應鏈的環境和社會風險管理，創新採購流程，選取優秀施工框架協議單位，建立規劃報建供應商及收費標準信息庫，保證供應商的合法權益推動合規透明採購，加強供應鏈安全管理，打造負責任供應鏈。

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For the year ended 31 December 2018, Meilan Airport had 37 suppliers (30 materials and service suppliers, 5 small-sized infrastructure units and 2 cost consulting units) in total. We terminated contracts with 6 materials and service suppliers after the assessment. Meilan Airport was not aware that any key suppliers had any significant actual and potential negative impact on business ethics, environmental protection, human rights and labour practices, nor any of them had any non-compliance incident.

截至二零一八年十二月三十一日，美蘭機場共有供應商數量37家(物資及服務供應商為30家、中小型基建框架單位為5家、造價諮詢框架單位2家)，其中評估後終止合同的物資及服務供應商數量6家，未發生任何主要供應商對商業道德、環境保護、人權及勞工措施造成任何重大實際及潛在的負面影響或不合規事件。

Supplier Management Process of Meilan Airport

美蘭機場供應商管理流程

Step 1: Supplier Introduction Management

第一步：供應商引入管理

Supplier introduction consists of two stages, namely registration and certification. New introductory suppliers shall be willing and able to grow and develop together with the Company.

供應商引入包括註冊和認證兩個階段，新引入的供應商應有意願和能力與公司共同成長和發展。

Step 2: Supplier Selection

第二步：供應商遴選

Supplier selection is not only about the logic of selecting suppliers automatically in accordance with the procurement management platform, but also needs to follow the relevant standards including the compliance assessment, shareholding relationship review and restricted tender situation when the Company selects suppliers to participate in the projects.

供應商遴選除了遵循採購管理平台的自動選擇供應商的邏輯外，公司在遴選供應商參加項目時，還必須遵循符合性審查、持股關係審核、限制投標情況等相關準則。

Step 3: Supplier Assessment

第三步：供應商評估

General supplier assessment: Managed by the procurement management center, which regularly conducts assessment to suppliers.

Key supplier assessment: To organize research from time to time, conduct assessment to key suppliers of cooperation, and establish a quality supplier database.

一般供應商評估：由採購管理中心牽頭，定期對供應商進行評估。

重點供應商評估：不定期組織開展調研，對合作的重點供應商進行評估，建立優質供應商檔案庫。

Step 4: Supplier Grading Management

第四步：供應商分級管理

Supplier grade management represents when suppliers participate in procurement activities in the procurement system, which is based on the classification of the materials or services included of suppliers, and the reference of comprehensive evaluation including the supplier's product price, product quality, service quality and credit. It is an objective evaluation mechanism on assessing the performance of suppliers.

供應商分級是指供應商在採購系統中參與採購活動時，基於供應商所涉及物資或服務分類，參考供應商產品價格、產品質量、服務質量和信用等綜合評價，對供應商績效表現的客觀評價機制。

Step 5: Supplier Classification

第五步：供應商分類

Supplier is classified into four types: strategic suppliers, cooperative suppliers, bottleneck suppliers and scattered suppliers.

供應商分為四大類：戰略供應商、夥伴供應商、瓶頸供應商和零星供應商。

Step 6: Supplier Withdrawal

第六步：供應商退出

Supplier withdrawal aims at withdrawing the suppliers which are not complied with the procurement requirements and have major credit issues.

供應商退出是為了清理不符合採購要求，且在交易中存在重大誠信問題的供應商。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

Management Procedures for Suppliers for Construction Procurement of Meilan Airport

美蘭機場工程採購供應商管理流程

Step 1: Management of Supplier Pool

Supplier management is based on the principle of “strict access, quantitative assessment, survival of the fittest, and dynamic management”. First, through the social and network sourcing, supplier self-recommendation, internal real name recommendation, cooperation with those with good record, expand supplier resources. Second, review the qualification materials submitted by the suppliers. After the review, the Company shall set up a supplier inspection team to conduct on-site inspections or interviews.

第一步：供應商入庫管理

供應商管理以「嚴格准入、量化考核、優勝劣汰、動態管理」為原則。首先通過社會及網絡尋源、供應商自薦、內部實名舉薦、歷史具有良好合作經歷等方式拓展供應商資源。其次對供應商提交的資質資料進行審查，審查通過後，公司須成立供應商考察小組進行現場考察或約談考察。

Step 2: Supplier Selection

For small-and-medium-sized infrastructure projects, strategic procurement units are preferred. In the event that the strategic suppliers do not meet the requirements for project construction, qualified supplier is selected according to the grade of suppliers in the database platform to carry out supplier selection.

第二步：供應商遴選

對於有中小型基建項目，優先使用戰略採購單位。戰略供應商不滿足項目建設要求時，按照平台庫內供應商等級選擇合格供應商開展供應商遴選。

Step 3: Supplier Grading Management

第三步：供應商分級管理

Suppliers are graded on the based on their qualifications and cooperation with us.

Step 4: Supplier classification

Suppliers are classified into construction, consultation service and others; Based on their qualifications and cooperation with us, they are classified into strategic suppliers, qualified suppliers, white list and black list.

第四步：供應商分類

按專業分為施工類、諮詢服務類、其他類；按資質及合作情況分為戰略供應商、合格供應商、白名單、黑名單。

Step 5: Assessment on Suppliers

Assessments are conducted on a project-by-project basis and an annual basis. For projects that have completed acceptance, post-performance assessment on the supplier will be carried out.

第五步：供應商考核

分為單項目考核和年度考核。對於已完成竣工驗收的項目考核，對供應商履約情況開展履約後評價。

Step 6: Application of the Assessment

Based on the annual assessment of suppliers, lists are developed and grades are updated.

第六步：考核應用

依據供應商年度考核得分進行出庫、評級更新。

PRODUCT RESPONSIBILITY: SAFETY AND SERVICE

Protecting the Safety of Airport Together

Safety is the primary responsibility of airport operation. Meilan Airport have always “put safety first” in all operations, complied with related national laws and regulations, maintained the bottom line for safe corporate operation, comprehensively deepened the safety management system, improved our safety management and control ability, and controlled potential safety hazards at their sources. In addition, we have strictly implemented safety responsibility system to punish any kinds of violations, enhanced routine safety management, and constantly improved safe operation environment of the airport in order to grasp new opportunities and address new challenges through proactive innovation.

產品責任：安全與服務

共保平安機場

安全是機場運營最基本的責任。美蘭機場始終將「安全第一」作為一切工作的基礎，嚴格遵守國家安全法規，遵守企業安全運行紅線，全面深化安全管理體系，提高安全管控能力，從源頭控制安全隱患；加大安全責任落實力度，嚴考核，必追責；加強安全常態化管理，繼續改善機場安全運行環境，以創新進取的姿態迎接新機遇和挑戰。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

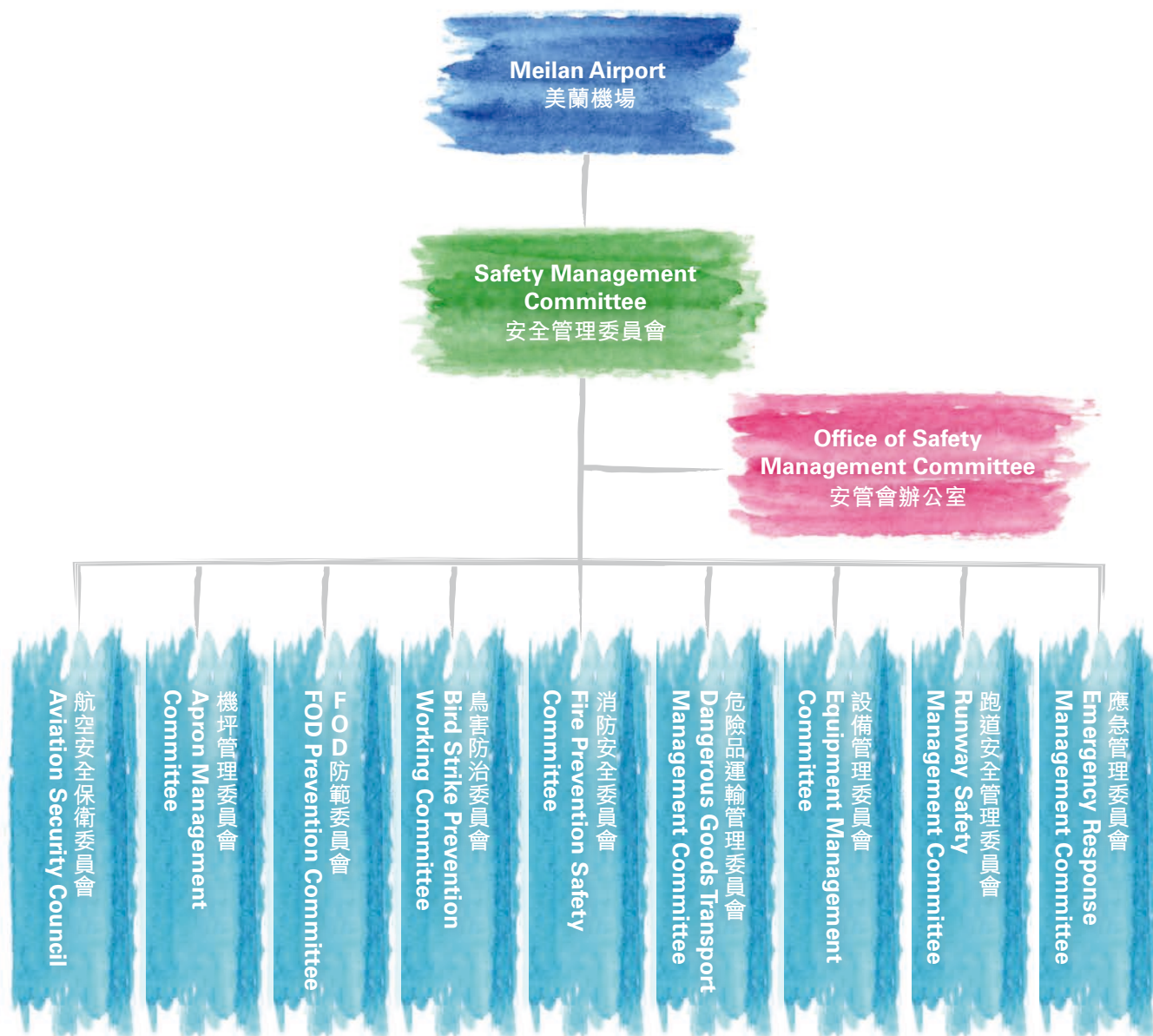
環境、社會和管治報告

1. Safety System Establishment

Meilan Airport has improved the platform building of Safety Management Committee and set up 9 secondary committees, including Runway Safety Management Committee, FOD (Foreign Object Debris) Prevention Committee and Fire Prevention Safety Committee. We use the restriction of safety agreements as guarantee, keep improving safety management system and promote standard and systematic development of safety management actively.

1. 安全體系建設

美蘭機場完善安全管理委員會平台建設，下設跑道安全管理委員會、FOD (Foreign Object Debris，可能損傷航空器的某種外來的物質、碎屑或物體)防範委員會、消防安全委員會等9個二級委員會，以安全協議約束為保障，持續完善安全管理體系，積極推動安全管理規範化、體系化建設。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

2. Clear Safety Responsibility

In the beginning of 2018, we entered into safety responsibility statements of all levels of each production operation units, by refining and decomposing annual safety responsibility indicators, we implemented dual safety responsibility assessments including process assessments and result assessments, implemented safety management and control to all departments and heads. At the same time, we identified the main accountability on safety to all regional management departments and business support departments, and gave full play to the subjective initiative of personnel at all levels in safety management to cover all the areas.

2. 安全責任明確

二零一八年初，我們與各生產運行單位層層簽訂安全責任書，通過細化分解年度安全責任指標，實施包含過程考核和結果考核的雙軌制安全責任考核，實現對各級部門以及責任人的安全管控，同時明確各區域化管理部門、業務支撐部門的安全主體責任，充分調動發揮責任主體各級人員的安全管理主觀能動性。

Meilan Airport' Relevant Mechanism of the Implementation of main accountability system on safety

美蘭機場落實安全主體責任相關機制

Strictly implement the front-line mechanism under leadership

嚴格落實領導下一線機制

Strengthen the supervision mechanism of outsourcing companies and airport-stationed companies

The management cadres at all levels regularly lead teams to the front-line and inspect their works, focusing on the dynamics of core personnel and core position, so as to know about problems and solve them in the front-line. As of 31 December 2018, the number of leading cadres at all levels was 294, and 387 problems were discovered. All of the rectification have been completed, and the completion rate of rectification is 100%.

各級管理幹部定期帶隊深入一線開展工作巡查，重點關注核心人員和核心崗位動態，做到情況在一線掌握，問題在一線解決。截至二零一八年十二月三十一日各級領導幹部下一線共294人次，發現問題387項，已全部完成整改，整改完成率100%。

- Formulate the "Outsourcing Business Working Procedures of Haikou Meilan International Airport" (《海口美蘭國際機場外包業務管理工作程序》), clarifying the whole process closed-loop management working procedure of outsourcing demand proposal, agreement signing, contractor entry, performance supervision and contractor renewal/replacement;
- Conduct audits of outsourcing companies (Hainan E-card Management Co., Ltd (海南一卡通物業管理股份有限公司), Zhonganbao Industrial Group Co., Ltd. (中安保實業集團有限公司), Haihan Airlines Ground Service Co., Ltd. (海航航空地面服務有限公司), etc.), focusing on reviewing the completion of the previous rectification problems and conducting inspection and assessment of contractor risk management. A total of 14 problems were discovered, 5 suggestions were made, and 9 highlights were discovered. These problems were included in the quality supervision unit to continuously track and rectify;
- Establish assessment mechanism, upgrading and improving the "Management Approach of Safety Points and Red-card and Yellow-card Warning of Haikou Meilan International Airport" (《海口美蘭國際機場安全積分與紅黃牌警示管理辦法》), and carry out assessment and notification on a monthly basis to promote the improvement of the operation quality and management level of outsourcing companies;
- Continue to promote the signing matter of the operational safety management agreements. We have entered into the operational safety agreements with total 25 domestic airline companies, 6 international airline companies, 8 airport-stationed companies and 2 outsourcing companies to date, and gradually strengthen the main accountability status and the coordinated supervision reinforcement of Meilan Airport.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

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| <p>強化外包單位及駐場單位監管機制</p> | <ul style="list-style-type: none">• 制定《海口美蘭國際機場外包業務管理工作程序》，明確了外包需求提出、協議簽訂、承包商進場、履約監管、承包商續約/更換的全流程閉環管理工作程序；• 開展外包單位(海南一卡通物業管理股份有限公司、中安保實業集團有限公司、海航航空地面服務有限公司等)審計，重點對前期整改問題完成情況進行覆核，並對承包商風險管理等進行檢查評估，共發現問題14項，提出建議5項，發現亮點9項，問題均已納入品質督辦單位持續跟蹤整改；• 建立考核評估機制，完善健全《海口美蘭國際機場安全積分與紅黃牌警示管理辦法》，並進行月度考核通報，促進外包單位運行品質與管理水平的提升；• 持續推進運行安全管理協議簽訂事宜，截至目前共計與國內航空公司25家、國際航空公司6家、駐場單位8家以及外包單位2家簽訂運行安全協議，逐步強化美蘭機場主體責任地位和協調監管力度。 |
| <p>Give full play and consolidate the role of professional secondary committee platform</p> | <ul style="list-style-type: none">• Formulate committee assessment regulations, and form three-level management model, which is “company’s safety committees→secondary committees→committee members”;• The committees at all levels have issued 7 safety warnings, 17 notices/announcements, 4 business announcements, held 52 meetings, and published 10 safety production information. The professional committee governance model is gradually recognized by all members. The roles of coordination, analysis, discussion, problem analyzing and solving are gradually exerted. These have produced initial results. |
| <p>充分發揮並鞏固專業二級委員會平台作用</p> | <ul style="list-style-type: none">• 制定委員會考核細則，形成「公司安委會→二級委員會→委員會成員單位」三級管理模式；• 截止目前各級委員會共制發安全預警7期、通知/通報17份、業務通告4份、召開會議52次、制發安全生產信息10期，專業委員會治理模式逐漸得到各成員單位認可，協調、議事、分析解決問題的作用逐步發揮，初顯成效。 |
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3. Operational Safety

Apart from routine safety-related work, we also update existing equipment and technologies to strengthen our emergency handling ability. We improve our safety protection ability from multiple aspects, including runway safety, airport lighting management, apron and ground transport management, clearance safety and so on, so that we can guarantee safe operation.

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| <p>Enhance the operational safety level of airport pavement</p> | <ul style="list-style-type: none">• Strengthen the survey and repairment of airport pavement damage. In 2018, the walk-through inspections for runway and slideway were 4 times, the inspections for passenger aircraft pavement were 12 times, and 42 airport pavement damage points were found. The total repair area of the airport pavement was approximately 3.69 m². We conducted glue removal of zone runway 4 times, the glue removal area was 13,230 m² for each time. |
| <p>提升機場道面運行安全程度</p> | <ul style="list-style-type: none">• 加強道面破損普查與修補，二零一八年共完成跑道、滑行道面徒步檢查4次、客機坪道面12次，查處42處道面破損點，共完成道面修復面積約3.69 m²，對飛行區跑道除膠作業4次，每次除膠面積13,230 m²。 |
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3. 運行安全

在日常安全工作的基礎上，我們不斷對現有設備技術更新推進，加強應急情況處理能力，從場道安全、助航燈光管理、機坪及交通管理、淨空安全等方面不斷提高安全程度，確保安全運行。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

Improve visual navigation aid ground signs

完善目視助航地面標誌

- In 2018, we completed and renewed the signs of the temporary stands, runway center line, the stand codes of the aircraft and other sign. The total renewed area was 7,459 m². For the safety risk of the stand ground anchor, red warning signs were sprayed around the 402 ground anchors, so as to minimize the risk to a manageable range.

- 二零一八年，完成臨時機位、跑道中線、機位編碼等標誌更新，更新劃設面積共計7,459 m²，針對機位地錨存在安全風險問題，在402個地錨周圍噴塗紅色的警示標誌，將風險降低到可控範圍內。

Strengthen the maintenance and management of the flight area

加強飛行區場地維護管理

- In 2018, we completed totally 7 batches of comprehensive mechanical mowing in the flight area, and 3 batches of pesticides were sprayed in the flight area, and we also dredged and weeded sewage pipes of flight area 3 times, and put drugs to control the breeding of mosquitoes and flies, put 2 tons of industrial salt, 4 boxes metaldehyde, 120 kg of rat poison, 2 batches of ant poison, and we renewed 3 batches of bird nets, and placed over 300 bird nets, to fully control the number of insects and birds.

- 二零一八年共計完成飛行區全面機械割草7批次，飛行區噴灑農藥3批次，飛行區排水溝清淤除草3次，並投放藥品防治蚊蠅滋生，投放工業鹽2噸、四聚乙醛4箱，投放鼠藥120公斤，投放蟻藥2批次，開展捕鳥網換新3批次，完成300餘張鳥網安裝，全面控制昆蟲、鳥類數量。

Maintenance and transformation work of navigation lights

助航燈光設備維保、改造工作

- As of 31 December 2018, light control systems, diesel generator sets, low-voltage distribution panels, constant-current dimmer and other facilities worked well, we smoothly completed the maintenance work of navigation lights.

- 截至二零一八年十二月三十一日，燈光監控系統、柴油發電機組、低壓配電櫃、恒流調光器等設施設備運行正常，順利完成助航燈光各項保障工作。

Air Clearance maintenance and management work

淨空維護管理工作

- To do a good air clearance management by the internal and external communication and cooperation, strength the promotion of protecting air clearance. We conducted the promotion of protecting air clearance in campus 2 times. We also completed the animation of promoting the air clearance protection of the Meilan Airport, which would be released in near future. In 2018, a total of 14 articles and replies were published and made.

- Strengthen the investigation of obstacles in the air clearance area. Strictly implement the air clearance inspection based on the "daily observation, weekly inspection" working system.

- 做好淨空管理內外部溝通合作。加強淨空保護宣傳，開展走進校園淨空保護宣傳2次，完成美蘭機場淨空保護宣傳動畫樣片，後期即將進行投放。2018年完成對外發文及回文共計14份。

- 加強淨空保護區內障礙物排查工作。嚴格落實淨空巡視「日觀測、週巡視」工作制度。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

Work of bird strike control

- Enhance the staff' ability who responsible for bird strike control. We conducted 3 batches of integrated bird strike control training, 1 batch of emergency response training, 1 batch of competition with real bullet for repelling birds, 2 batches of assessment for real bullet shooting training, and 1 batch of re-training for bird repellent, to improve the bird strike control knowledge and skills of staff.
- Increase the promotion of the work of bird strike control. On 26 June 2018, Hainan Daily published the "Establishment of Bird Information Management System of Haikou Meilan Airport" (《海口美蘭機場啓用鳥情信息管理系統》) to promote the work of bird strike control of Meilan Airport.
- With various measures, we fully analyzed the status of bird strike control and consolidated the chain of bird strike control. We completed the "Report of 2018 Status of Birds in the Spring" (《關於2018年春季鳥類活動情況的報告》) and "Report of 2018 Migration of Migratory Birds in the Winter and the Status of Birds in Autumn" (《關於2018年冬候鳥遷徙及秋季鳥類活動情況的報告》).

鳥害防治工作

- 加強鳥害防範工作人員能力提升，開展鳥害綜合防治培訓3批次，應急處置培訓1批次，驅鳥獵槍實彈技能比武1批次、實彈射擊培訓考核2批次，驅鳥人員複訓1批次，提高人員鳥害防治知識技能。
- 加大鳥防工作宣傳力度，二零一八年六月二十六日海南日報刊登《海口美蘭機場啓用鳥情信息管理系統》，宣傳美蘭機場鳥情防治管控工作。
- 多項並舉，全面分析鳥害防治情況，鞏固鳥害防治鏈。完成《關於2018年春季鳥類活動情況的報告》、《關於2018年冬候鳥遷徙及秋季鳥類活動情況的報告》。

Work of FOD prevention

- Implement programs of prevention and deeply upgrade management. We inspected 12 times of specific items of FOD prevention on-site, discovered and completed 28 rectifications; issued 7 safety warnings and risk reminders; the FOD source management work was notably improved.
- Consolidate foundation of the work to ensure the airworthiness of airport pavement; the accumulated collection of foreign objects in 2018: 81,794 pieces. The office of the prevention committee has been focused on the source control of FOD, strictly required, and grasped the key points to ensure the operational safety of Meilan Airport.
- Innovatively to promote and educate staff so as to raise their awareness of prevention at all levels. To do a good promotion work by adopting micro lecture promotion, holding WeChat talks and live talks, promoting through mobile applications and other methods.
- Combination of rewards and punishments is to monitor and report jointly. The office of committee strictly implements the FOD prevention reward and punishment mechanism, independently develops FOD prevention points software, and regularly conducts the evaluation of "FOD prevention advanced units and individuals".

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

FOD防範工作

- 落實防範程序，深化精細管理。FOD防範現場專項檢查12次，發現並完成整改28項；下發安全警示、風險提示單7份；FOD源頭治理工作得到顯著提升。
- 夯實工作基礎，確保道面適航；二零一八年累計收集外來物：81,794件，防範委員辦公室始終着力於FOD來源控制環節，嚴要求，抓要點，確保美蘭機場安全運行。
- 宣傳教育推陳出新，提升全員防範意識。採用微課宣傳、微信及現場宣講、移動載體宣傳等方式，做好FOD宣貫工作。
- 獎懲結合，齊抓共管。委員會辦公室嚴格落實FOD防範獎懲約束機制，自主開發FOD防範積分運用軟件，並定期開展「FOD防範先進單位及個人」評優工作。
- In 2018, the outsourcing companies accumulated carried out 11 safety education studies and 11 risk management and control meetings. At the same time, they carried out 11 planning business trainings and 3 emergency drills. The training coverage rate was 100%, the rate of service quality in handling complaints was 100%, the rate of rectification of weak issues was 100%, and the unsafe event that caused by the outsourcing companies was zero.
- 二零一八年，外包單位累計開展安全教育學習11次、風險管控會議11次，同時開展計劃內業務培訓11次、應急演練3次，培訓覆蓋率100%，服務質量投訴處理及時率100%，弱項問題整改率100%，因外包單位原因導致的不安全事件為零。

The supervision of outsourcing company's security business

外包安保業務監管

Providing Quality Services

The passenger satisfaction is our ultimate service goal. Meilan Airport treats every passenger with sincerity, integrates the "Sincere Service" into every detail of daily work. We optimize service processes, continuously improve the quality of employees, improve service quality with technology innovation, and improve airport normality with our partners, so as to provide the meticulous travel experience to our passengers.

提供優質服務

讓旅客滿意是我們服務的終極目標。美蘭機場真誠對待每一位旅客，將「真情服務」融入日常工作的每個細節，優化服務流程，不斷提升人員素質，用科技創新手段提升服務品質，與合作夥伴一道提升航班正常性，讓旅客能夠享受到無微不至的出行體驗。

1. Refining Management

1. 精細管理

Sound service management system

Meilan Airport strengthened its top-level design, under the guidance of the service management system (CSMS), issued 14 systems including "2018 Service and Brand Work Plan for Haikou Meilan International Airport" (《海口美蘭國際機場2018年服務與品牌工作方案》) and the Special Action Plan for the Service Quality System Establishment of Haikou Meilan International Airport for 2018 (《海口美蘭國際機場2018年服務質量體系建設專項行動工作方案》)。

健全服務管理制度

美蘭機場加強頂層設計，以服務管理體系(CSMS)要素為指導，制定下發了《海口美蘭國際機場2018年服務與品牌工作方案》、《海口美蘭國際機場2018年服務質量體系建設專項行動工作方案》等14項制度。

Signing service responsibility letters

Signed the "2018 Service Operation Responsibility Letter" with 12 departments of the Company. The content included service result indicators, key management process indicators, assessment and rewards and punishments.

簽訂服務責任書

與公司12個部門簽訂了《2018年度服務運行責任書》。內容包括服務結果指標、重點管控過程指標、考核及獎懲辦法等方面。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會和管治報告

Conducting third-party service evaluation

開展第三方服務測評

In 2018, adopted the strategic model of “building a high-quality airport with data” and applied big data analysis methods to analyze the advantages and disadvantages of services.

二零一八年，採取「以數據精細化分析來打造精品機場」的戰略模式，利用大數據分析手段，分析服務優劣環節。

Carrying out special rectification work for services

開展服務專項整頓工作

Focused on service system establishment, service closed-loop management, service standard implementation, service awareness improvement, and service capability enhancement, adhered to the principle of “zero tolerance”, strengthened on-site supervision and appraisal, and carried out rectification and improvement.

重點圍繞服務制度建設、服務閉環管理、服務標準執行、服務意識提升、服務能力加強等方面，秉承問題「零容忍」的原則，加強現場監管力度和考核應用，落實整改和提升。

2. Protecting the Rights and Interests of Passengers

In order to protect passengers' rights and interests from infringement, Meilan Airport established a comprehensive, efficient and professional complaint control mechanism, conducted passenger demand survey, and boosted the improvement of service quality.

Meilan Airport's overall service in 2018 was stable and sound. The number of complaints showed a downward trend. The timely handling rate of complaints was 100%. There was no overdue handling, major service complaints which were valid, and major public opinion. Remarkable results were achieved in terms of complaint control work.

2. 保障旅客權益

為保障旅客權益不受侵害，美蘭機場建立健全高效專業的投訴管控機制，開展旅客需求調查，全面推動服務品質提升。

美蘭機場二零一八年服務整體情況平穩良好，投訴數量呈下降趨勢，投訴處理及時率100%，未發生逾期處理，未發生有效、重大服務投訴事件及重大社會輿情等群體性事件，投訴管控工作成效顯著。

Efficient and Professional Complaint Control Mechanism

高效專業的投訴管控機制

Conducting complaint handling training

開展投訴處理培訓

Selected 21 service complaint handling experts within the Company and within the resident units, organized high-quality courses in respect of complaint handling skills, communication and other aspects, conducted special training in small classrooms, and gradually developed an echelon of complaints handling talents.

在公司內部及駐場單位範圍內選拔21名服務投訴處理專家，圍繞投訴處理技巧、溝通話術等方面開發投訴精品課程，開展小課堂專項培訓，逐步培養投訴處理人才梯隊。

Establishing a service case library

建立服務案例庫

Through screening, analyzing and summarizing, produced typical cases of complaints over the past years, propagated through emails, WeChat We-classrooms, etc., allowing front-line employees to study and learn from excellent service experience.

對歷年投訴進行篩選、分析、總結並製作成典型案例，通過郵件、微信微課堂等方式傳播，讓一線員工充分學習和借鑒優秀服務經驗。

Establishing a service risk assessment mechanism

建立服務風險評估機制

Conducted risk assessment on uncivilized flight conditions, implemented filing process, moved the gateways forward and improved handling speed.

對不文明乘機情況進行風險評估，實行報備處理，關口有效前移，提升處置速度。

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Complaint pre-processing

實行投訴預處理

Regarding quick access channel rerouting, flight delays and other common subjects of complaint, the 12345 representatives of the Haikou Municipal Government timely explained to passengers and effectively reduced the complaint rate.

根據快速接站通道改道、航班延誤等多個投訴抱怨熱點，聯合海口市政府12345接線員及時為旅客解釋，有效降低投訴率。

Establishing a 30% complaint return mechanism

建立30%投訴回訪機制

Strengthened the supervision of quality of secondary units on dealing with daily complaints.

加強對二級單位日常投訴處理質量的監管力度。

Case: Conducting passenger demand survey to improve the satisfaction level in CAPSE Evaluation

案例：開展旅客需求調查提升CAPSE測評滿意度

A service-specific questionnaire was developed for passengers with different needs. The questionnaire covered key issues such as continuity of sign boards in GTC, traffic diversity, convenience of connection and toilet hygiene. 2,097 valid questionnaires were received. An improvement list of traffic service evaluation of Meilan Airport was formulated based on CAPSE evaluation. 52 items of upgrading work were completed.

為不同需求的旅客制定服務專屬問卷，調查內容覆蓋GTC內標識牌連續性、交通多樣性、接駁便利性、衛生間衛生程度測評等關鍵問題，獲取有效問卷2,097份，並結合CAPSE測評制定美蘭機場交通服務測評提升推進單，完成提升工作52項。

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3. Ensuring Flight On-time Performance

Flight on-time performance is not only the direct reflection of airport operation quality, but also the core element of civil aviation service. We further improved the operation management mechanism, tapped the operation potential and strengthened operation coordination. Through improving flight release rate and flight operation efficiency and other measures, the flight on-time performance of Meiland Airport was improved. The flight on-time performance of Meilan Airport flights in 2018 was 83.04%, which was 10.47% higher than that in 2018.

Measures of Meilan Airport on Improving Flight On-time Performance

美蘭機場提升航班正常率舉措

3. 保障航班正常性

航班正常性是機場運行品質的直觀體現，也是民航服務的核心要素，我們進一步完善運行管理機制，深挖運行潛力，強化運行協同，通過提高航班放行速率和航班運行效率等舉措，精細管理、精準發力、精確改進，不斷提升美蘭機場的航班正常率。二零一八年美蘭機場航班正常率為83.04%，相比二零一八年提升10.47%。

Improving aircraft ground taxiing efficiency

提高航空器地面滑行效率

By strengthening the cooperation between apron tower and air traffic control tower, aircraft access control aerodrome operation rules and aircraft position allocation were optimized, the taxiing route were further optimized and the aircraft ground taxiing efficiency was improved. The average time for ground taxiing was 13.81 minutes in 2018, which was 11.19 minutes shorter than the CAAC standard (25 minutes).

通過加強機坪塔台與空管塔台之間的合作，優化航空器進出機坪運行規則與機位調配方案，進一步優化機坪滑行路線，提升航空器地面滑行效率。二零一八年本場航空器平均滑出時間為13.81分鐘，較民航局標準(25分鐘)縮短了11.19分鐘。

Developing flight punctuality control

開展臨界航班管控工作

Meilan Airport carried out the mechanism of flight release judgment and, by pre-judging five minutes delay and taking a series of measures, took into account flight punctuality in the management of flight support, striving to turn abnormal flights into normal flights and provide guarantee for passengers to travel on time;

Since the launch of "Flight Punctuality Control Strategy" in August 2017, flights with delays of 5 minutes have been reduced from 16 to 7 per day, a decrease of 56.25%.

美蘭機場實施航班放行研判機制，通過對延誤5分鐘預判並採取一系列措施將臨界航班貫穿於航班保障管理工作，力爭將不正常航班轉變成正常航班，為旅客正點出行提供保障；

自二零一七年八月份啟動「臨界航班管控策略」以來，延誤5分鐘內的航班由日均16起降低至日均7起，下降幅度達56.25%。

Increasing bridge docking rate significantly

大幅提升航班上橋率

Implemented round-the-clock dynamic allocation of machine units, capitalized on the aircraft fragmentation time, shortened the time interval of aircraft arrangement, and took advantages of the apron tower to release seats as soon as possible;

In 2018, the bridge docking rate increased by nearly 5%.

實行全天候動態分配機位、機位碎片化時間利用、縮短機位排佈時間間隔、利用機坪塔台優勢協調盡早釋放機位等舉措；

二零一八年過站航班上橋率提升了將近5%。

Intensifying efforts to tackle the planning and structural problems of flight delays

大力解決航班延誤計劃性、結構性問題

Reduced planning problems by 52.34% year-on-year and structural problems by 44.49% year-on-year in 2018.

二零一八年計劃性問題同比減少了52.34%，結構性問題同比減少了44.49%。

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Implementing aircraft “push-and-synchronization” mechanism

實施航空器「推開同步」機制

Based on the idea of “from a single narrow body model to a variety of models, from partial regional test operation to full-area operation”, the aircraft “push-and-synchronization” strategy was implemented to reduce aircraft ground waiting time and optimize the order aircraft launch, taxi and takeoff. It was estimated that this shortened the aircraft’s ground taxiing time by an average of 3 minutes and improved the ground taxiing efficiency by 50%-60%.

按照「從單一窄體機型到多機型，從部分區域試運行到全區域運行」思路，實施航空器「推開同步」策略，從而減少航空器地面等待啟動時間，優化航空器推出、滑行和起飛的次序。經測算，此舉縮短航空器地面滑行時間平均3分鐘左右，提高地面滑行效率達50%-60%。

ANTI-COMMERCIAL BRIBERY

The Company strictly adheres to corporate civic virtues and laws and regulations, including the Law Against Unfair Competition of the People’s Republic of China (《中華人民共和國反不正當競爭法》) and the Anti-Money Laundering Law of the People’s Republic of China (《中華人民共和國反洗錢法》) and puts anti-commercial bribery into operational decision-making and daily management. By conducting anticorruption and compliance training, we cultivate employees’ awareness of compliance, improve the professionalism of the management, fight against extortion and money laundering, and consciously accept the supervision of the government and the public. In 2018, there was no corruption, extortion, fraud, money laundering or public lawsuit.

COMMUNITY SERVICE

Our development comes from society, and our returns derive from responsibility. Meilan Airport adheres to the corporate tenet of “Love the Party and the nation, develop business for the People, be grateful for the society, and pursue harmonious development”, integrates its own resources and advantages, and conducts in-depth targeted poverty alleviation. We also engage in public welfare cause, working together to build a harmonious community.

Conduct Poverty Alleviation Work

According to the guiding principle of Hainan Provincial Government of “Precise Poverty Alleviation”, Meilan Airport communicated with Wuzhishan City on cooperation in relation to poverty alleviation and drew up cooperation framework agreements and development ideas covering education, health preservation, tourism, specialty products and precise poverty alleviation. 41 students from Guiyang Vocational and Technical College and Kunming Huaxi Aeronautical and Tourism College in poverty completed security inspection and vocational skills forensic training, and were recommended for employment.

反商業賄賂

公司嚴格遵守企業公民道德和《中華人民共和國反不正當競爭法》、《中華人民共和國反洗錢法》等法律法規，將反商業賄賂納入經營決策和日常管理，開展反腐倡廉合規培訓，培養員工的遵紀守法意識，提高管理幹部的職業素養，堅決反敲詐勒索及洗黑錢行為，自覺接受政府、社會公眾的監督。二零一八年，公司未出現任何貪污、勒索、欺詐及洗黑錢事件或公開法律訴訟。

社區服務

發展源於社會，回報出於責任。美蘭機場堅持「愛黨愛民，舉業為民，感恩社會，和諧發展」的企業宗旨，結合自身資源和優勢，深入開展精準扶貧工作，熱心公益，攜手構築和諧社區。

開展扶貧工作

根據海南省政府「精準扶貧」指導思想，美蘭機場與五指山市溝通扶貧合作事宜，並擬定涵蓋教育、養生、旅遊、特色產品、精準扶貧等方面合作框架協議及開發思路工作報告。完成貴陽職業技術學院、昆明華西航空旅遊專修學院41名貧困生安檢職業技能鑒定培訓並推薦就業。



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Participation in Charitable Activities Actively

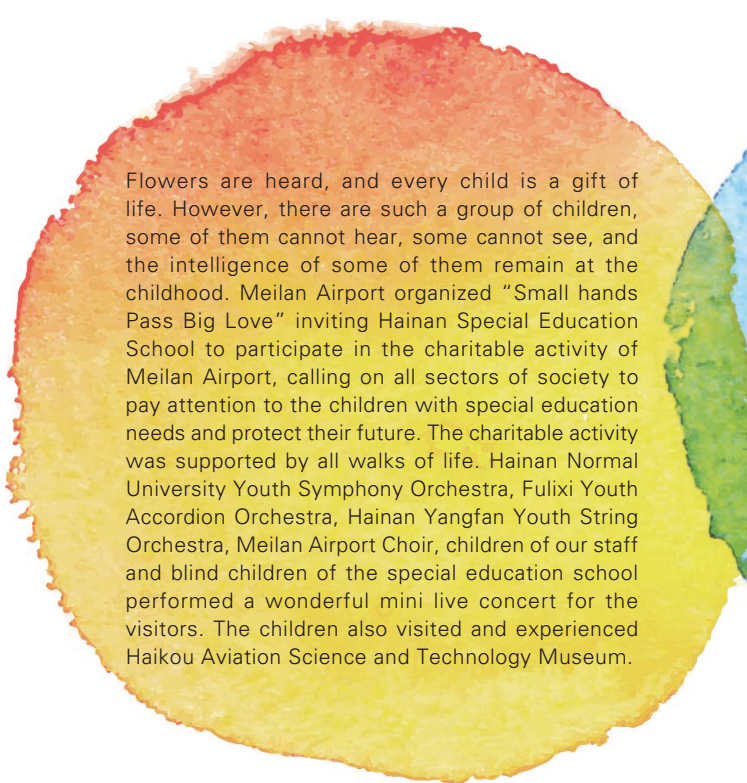
The Company relies on its own resources and advantages to actively participate in social welfare undertakings, and to convey love to the community.

熱心公益活動


公司依託自身資源和優勢，積極投身社會公益事業，以實際行動向社會傳遞愛心，傳播溫暖。

Case: Small hands Pass Big Love – paying attention to children with special education needs

案例：小手傳遞大愛－關注特殊教育兒童



Flowers are heard, and every child is a gift of life. However, there are such a group of children, some of them cannot hear, some cannot see, and the intelligence of some of them remain at the childhood. Meilan Airport organized “Small hands Pass Big Love” inviting Hainan Special Education School to participate in the charitable activity of Meilan Airport, calling on all sectors of society to pay attention to the children with special education needs and protect their future. The charitable activity was supported by all walks of life. Hainan Normal University Youth Symphony Orchestra, Fulixi Youth Accordion Orchestra, Hainan Yangfan Youth String Orchestra, Meilan Airport Choir, children of our staff and blind children of the special education school performed a wonderful mini live concert for the visitors. The children also visited and experienced Haikou Aviation Science and Technology Museum.



花開有聲，每個孩子都是生命的饋贈。但是卻有這麼一群孩子，他們有的聽不見、有的看不見，還有的智力只停留在孩童階段。美蘭機場策劃「小手傳遞大愛」海南特殊教育學校走進美蘭機場公益活動，號召社會各界關注愛護特殊教育兒童群體，為他們的未來保駕護航。公益活動受到社會各界的鼎力支持，海南師範大學青年交響樂團、弗利希青少年手風琴樂團、海南揚帆青少年弦樂團、美蘭機場合唱團、員工子女以及特殊教育學校的盲童聯袂為現場旅客表演了一場精彩的迷你音樂會，與孩子們共同參觀並體驗了海口航空科技館。

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Blind children and children of airport employees singing “Love of the Humans (愛的人間)”
盲童與機場員工子女合唱《愛的人間》



Children with special education needs experiencing Aviation Science and Technology Museum
特教兒童體驗航空科技館

The public welfare event were reported through CCTV news user terminal, Xinhua News Agency Picture and text reports, Sina Hainan micro-blog full-range video with views of more than **100w+** people. It is worth mentioning that the event was broadcast on **CCTV's “News Broadcasting (新聞聯播)”**, **“Zhao Wen Tian Xia (朝聞天下)”** and **“News Live Broadcasting Room (新聞直播間)”**, creating a phenomenal communication effect, successfully achieving the original intention of attracting public attention to disadvantaged children and promoting the maximization of the value of public welfare projects.

此次公益活動現場通過央視新聞客戶端、新華社圖文報道、新浪海南微博全程視頻，瀏覽量突破 **100w+** 人次。值得一提的是，該活動在央視《新聞聯播》、《朝聞天下》、《新聞直播間》三檔節目播出，形成現象級傳播效應，成功達到吸引社會公眾共同關注弱勢兒童的初衷，推動公益項目的價值最大化。

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ESG CONTENT INDEX

ESG 指引索引

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A. 環境		
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	A1.2 Greenhouse gas emissions in total (in tons) and where appropriate, intensity (e.g. per unit of production volume, per facility).	P76
	A1.3 Total hazardous waste produced (in tons) and where appropriate, intensity (e.g. per unit of production volume, per facility).	N/A
	A1.4 Total non-hazardous waste produced (in tons) and where appropriate, intensity (e.g. per unit of production volume, per facility).	P76
	A1.5 Description of measures to mitigate emissions and results achieved.	P76
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	A1.2 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	P76
	A1.3 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	不適用
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	A1.6 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	P76

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	A2.1 按類型劃分能源(如電、氣或油)總耗量(以每千秒千瓦時計算)及密度(如以每產量單位、每項設施計算)。	P76
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層面 A3： 環境及自然資源	一般披露	P77
	減低營運對環境及天然資源的重大影響的政策： A3.1 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	P77

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Indexes 指標分類	Contents 指標內容	Disclosure Status 披露情況
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B. 社會		
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層面 B2 : 健康與安全	一般披露 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	P73
	B2.1 工作相關的死亡人數及比率。	P73
	B2.2 因工傷損失工作日數。	P73
	B2.3 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	P73

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Indexes 指標分類	Contents 指標內容	Disclosure Status 披露情況
Aspect B3: Development and Training	General Disclosure	P75
	Policies on improving employees' knowledge and skills for discharging duties at work and description of training activities provided. Note: Training refers to vocational training. It may include internal and external courses paid by the employer.	
	B3.1 The percentage of employees trained by employee category (e.g. senior management, middle management).	P75
	B3.2 The average training hours completed per employee by employee category.	P75
層面 B3： 發展及培訓	一般披露 有關提升僱員履行工作職責的知識及技能的政策。描述所提供的培訓活動。 註：培訓指職業培訓，可包括由僱主付費的內外部課程。	P75
	B3.1 按僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。	P75
	B3.2 按僱員類別劃分，每名僱員完成受訓的平均時數。	P75
	Aspect B4: Labor Standards	General Disclosure Relating to preventing child and forced labor: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer.
層面 B4： 勞工準則	B4.1 Description of measures to review employment practices to avoid child and forced labor.	P73
	B4.2 Description of steps taken to eliminate such practices when discovered.	N/A
	一般披露 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守及嚴重違反相關準則、規則及規例的資料。	P73
	B4.1 描述檢討招聘慣例的措施以避免童工及強制勞工。	P73
B4.2 描述在發現違規情況時消除有關情況所採取的步驟。	不適用	

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Indexes 指標分類	Contents 指標內容	Disclosure Status 披露情況
Aspect B5: Supply Chain Management	General Disclosure	P77-P78
	Policies on managing environmental and social risks of the supply chain.	
	B5.1 Number of suppliers by geographical region.	N/A
	B5.2 Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and inspected.	P78
層面 B5： 供應鏈管理	一般披露	P77-P78
	管理供應鏈的環境及社會風險政策。	
	B5.1 按地區劃分的供貨商數目。	不適用
	B5.2 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及檢查方法。	P78
Aspect B6: Product Responsibility	General Disclosure	P79-P88
	Relating to health and safety, advertising, labelling and privacy and methods of redress:	
	(a) the policies; and	
	(b) compliance and material non-compliance with relevant standards, rules and regulations.	
	B6.1 Percentage of total products shipped subject to recalls for safety and health reasons.	N/A
	B6.2 Number of products and services related complaints and how they are dealt with.	P86-P87
	B6.3 Description of cases relating to observing and protecting intellectual property rights.	N/A
層面 B6： 產品責任	一般披露	P79-P88
	有關健康與安全、廣告、標籤、隱私及補救方法的：	
	(a) 政策；及	
	(b) 遵守及嚴重違反相關準則、規則及規例的資料。	
	B6.1 已運送產品總數中因安全與健康理由而回收的百分比。	不適用
	B6.2 產品和服務投訴數目及應對方法。	P86-P87
	B6.3 描述與維護及保障知識產權有關的案例。	不適用
B6.4 描述質量鑒定過程及產品回收程序。	不適用	
B6.5 描述消費者資料保障及隱私政策，以及相關執行及監察方法。	P86-P87	

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Indexes 指標分類	Contents 指標內容	Disclosure Status 披露情況
Aspect B7: Anti-corruption	General Disclosure	P89
	Relating to bribery, extortion, fraud and money laundering: (a) the policies; and (b) compliance and material non-compliance with relevant standards, rules and regulations.	
	B7.1 Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	P89
	B7.2 Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	P89
層面 B7： 反貪污	一般披露 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守及嚴重違反相關準則、規則及規例。	P89
	B7.1 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	P89
	B7.2 描述防範措施及舉報程序，以及相關執行及監察方法。	P89
	Aspect B8: Community Investment	General Disclosure
	Policies on understanding the needs of the communities where the issuer operates and ensuring its activities take into consideration the communities' interests.	
	B8.1 Focus areas of contribution (e. g. education, environmental concerns, labor needs, health, culture, sport).	P89-P91
	B8.2 Resources contributed (e.g. money or time) to the focus area.	P89-P91
層面 B8： 社區投資	一般披露 有關了解營運所在地的需要和確保其業務活動會考慮運營地利益的政策	P89
	B8.1 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	P89-P91
	B8.2 在專注範疇所動用資源(如金錢或時間)。	P89-P91

Navigable cities

通航城市

303 routes
條航線

Meilan Airport operates a total of 303 originating routes (including 17 temporary, alternate routes), of which include 257 domestic routes, 42 international routes and 4 regional routes in 2018.

2018年美蘭機場始發航線303條(包含臨時、備降航線17條)，其中國內257條、國際42條、地區4條。

114 domestic navigable cities
個國內通航城市

Anqing, Anshun, Baise, Baotou, Beihai, Beijing, Bijie, Boao, Changchun, Changsha, Changzhi, Changde, Changzhou, Chengdu, Chengde, Dazhou, Dalian, Datong, Dongying, Erdos, Enshi, Fuzhou, Fuyang, Ganzhou, Guangyuan, Guangzhou, Guiyang, Guilin, Harbin, Hailar, Handan, Hanzhong, Hangzhou, Hefei, Hengyang, Huhe Haote, Huaihua, Huai'an, Huangshan, Huizhou, Jinan, Jining, Jieyang Chaoshan, Jingtang Mountain, Jingdezhen, Kunming, Lanzhou, Lijiang, Libo, Lianyungang, Linfen, Linyi, Liuzhou, Liupanshui, Longnan, Luzhou, Luliang, Luoyang, Maotai, Meixian, Mianyang, Nanchang, Nanjing, Nanning, Nantong, Nanyang, Ningbo, Qianjiang, Qingdao, Quzhou, Quanzhou, Rizhao, Sansha, Sanya, Shanghai, Shaoyang, Shenzhen, Shenyang, Shiyan, Shijia Zhuang, Taiyuan, Tangshan, Tianjin, Tongren, Wanzhou, Weifang, Wenzhou, Wuhai, Urumqi, Wuhan, Xi'an, Xichang, Xining, Xiamen, Xiangfan, Xinzhou, Xinyang, Xuzhou, Yantai, Yan'an, Yancheng, Yichang, Yichun, Yinchuan, Yingkou, Yongzhou, Yuncheng, Zhanjiang, Zhangjiajie, Zhangjiakou, Zhengzhou, Chongqing, Zhuhai, Zunyi

安慶、安順、百色、包頭、北海、北京、畢節、博鰲、長春、長沙、長治、常德、常州、成都、承德、達州、大連、大同、東營、鄂爾多斯、恩施、福州、阜陽、贛州、廣元、廣州、貴陽、桂林、哈爾濱、海拉爾、邯鄲、漢中、杭州、合肥、衡陽、呼和浩特、懷化、淮安、黃山、惠州、濟南、濟寧、揭陽潮汕、井岡山、景德鎮、昆明、蘭州、麗江、荔波、連雲港、臨汾、臨沂、柳州、六盤水、隴南、瀘州、呂梁、洛陽、茅台、梅縣、綿陽、南昌、南京、南寧、南通、南陽、寧波、黔江、青島、衢州、泉州、日照、三沙、三亞、上海、邵陽、深圳、瀋陽、十堰、石家莊、太原、唐山、天津、銅仁、萬州、濰坊、溫州、烏海、烏魯木齊、武漢、西安、西昌、西寧、廈門、襄樊、忻州、信陽、徐州、煙臺、延安、鹽城、宜昌、宜春、銀川、營口、永州、運城、湛江、張家界、張家口、鄭州、重慶、珠海、遵義





156 navigable cities 個通航城市

A total of 156 navigable cities (including 9 temporary destinations), of which include 114 domestic navigable cities, 38 international navigable cities and 4 regional navigable cities.

通航城市共156個(包含臨時航點9個)，其中國內114個，國際38個，地區4個。

38 international navigable cities 個國際通航城市

Almaty, Ahmedabad, Bali, Penang, Chelyabinsk, Kazan, Russia, Ufa, Russia, Osaka, Khabarovsk, Vladivostok, Hanoi, Kuala Lumpur, Phnom Penh, Luang Prabang, Rome, Manila, Bangkok, Melbourne, Phuket, Chiang Rai, Chiang Mai, Incheon, Moscow, Samara, St. Petersburg, Johor Bahru, Bandar Seri Begawan, Surabaya, Vientiane, Ukraine, Kiev, Pattaya, Sydney, Siem Reap, Singapore, Nha Trang, Jakarta, Yangon, Perth

阿拉木圖、艾哈邁達巴德、巴里島、檳城、車里雅賓斯克、俄羅斯喀山、俄羅斯烏法、大阪、哈巴羅夫斯克、海參崴、河內、吉隆坡、金邊、琅勃拉邦、羅馬、馬尼拉、曼谷、墨爾本、普吉、清萊、清邁、仁川、莫斯科州、薩馬拉、聖彼得堡、新山、斯里巴加灣、泗水、萬象、烏克蘭基輔、芭提雅、悉尼、暹粒、新加坡、芽莊、雅加達、仰光、珀斯

4 regional navigation cities 個地區通航城市

Hong Kong, Taipei, Macau, Kaohsiung

香港、台北、澳門、高雄



DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

董事、監事及高級管理層簡介

EXECUTIVE DIRECTORS

Mr. Wang Zhen, aged 56, obtained a master 's degree majoring in software engineering from Dalian University of Technology (大連理工大學) in December 2009. He is currently the Chairman and the Executive Director of the Company. From July 1983 to October 1992, he worked for Xinjiang Airlines Aircraft Repair Plant* (新疆航空公司飛機維修廠) consecutively as the mechanic staff, the machinist, the maintenance leader, and the deputy workshop director. From March 1993 to December 2002, he worked for Hainan Airlines Co., Ltd.* (海南航空股份有限公司) consecutively as the mechanic staff and the vice captain of the engineering department, the manager, the assistant to the department general manager and the branch department manager of the maintenance department. From October 1999 to January 2000, he served as the vice general manager of the human resources department in Hainan Airlines Co., Ltd.* (海南航空股份有限公司). From January 2000 to May 2000, he served as the chief of the production operation center in Hainan Airlines Co., Ltd.* (海南航空股份有限公司). From May 2000 to December 2002, he consecutively served as the vice executive president and the assistant of the executive president of Hainan Airlines Co., Ltd.* (海南航空股份有限公司). From December 2002 to May 2003, he served as the president of Sanya Phoenix International Airport Co., Ltd.* (三亞鳳凰國際機場有限責任公司). From March 2003 to November 2006, he consecutively served as the chief executive officer and the general manager of the Company. From November 2006 to January 2007, he served as the vice executive president of HNA Airport Group Limited* (海航機場集團有限公司). From January 2007 to September 2008, he served as the vice executive president of HNA Airport Group Holdings Limited* (海航機場控股集團有限公司). From September 2008 to July 2012, he worked for Sanya Phoenix International Airport Co., Ltd.* (三亞鳳凰國際機場有限責任公司) consecutively as the president, the deputy commander of the construction management department, the executive chairman of the board and the chairman of the board. From July 2012 to May 2013, he served as the deputy leader of the Meilan Airport aviation industrial park project promotion group of the airport management division of HNA Infrastructure Holdings Group Co., Ltd.* (海航實業控股(集團)有限公司). He served as the vice chairman of the Company from May 2013 to May 2014 and as the chairman of the Company from May 2014 to January 2018. And he also served as the leader of Xinjiang modern logistics preparation group of HNA Modern Logistics Group Co., Ltd.* (海航現代物流集團有限公司) from January 2018 to March 2018. He served as the vice chairman of the board of Hong Kong Air Cargo Carrier Limited (香港貨運航空有限公司) from March 2018 to August 2018. He has served as the Executive Director and Chairman and a member of the Nomination Committee and the Strategic Committee of the Company since October 2018.

執行董事

王貞先生，56歲，於二零零九年十二月畢業於大連理工大學軟件工程領域工程專業。現任本公司董事長及執行董事，彼曾自一九八三年七月至一九九二年十月先後擔任新疆航空公司飛機維修廠機械員、機械師、維護組長及車間副主任。彼曾自一九九三年三月至二零零二年十二月先後擔任海南航空股份有限公司工程部機械員、副中隊長、維修分部經理、部門總經理助理、分部經理、人事部副總經理、生產運行中心主任、執行副總裁及執行總裁助理。彼曾自二零零二年十二月至二零零三年五月擔任三亞鳳凰國際機場有限責任公司總裁。自二零零三年三月至二零零六年十一月先後擔任本公司首席執行官及總經理。自二零零六年十一月至二零零七年一月擔任海航機場集團有限公司執行副總裁。自二零零七年一月至二零零八年九月，擔任海航機場控股集團有限公司擔任執行副總裁。自二零零八年九月至二零一二年七月先後擔任三亞鳳凰國際機場有限責任公司總裁、基建管理部副總指揮、執行董事長及董事長。自二零一二年七月至二零一三年五月，擔任海航實業控股(集團)有限公司機場管理事業部海口美蘭機場臨空產業園項目推進工作組副組長。自二零一三年五月至二零一四年五月擔任本公司副董事長，並於二零一四年五月至二零一八年一月擔任本公司董事長。彼自二零一八年一月至二零一八年三月擔任海航現代物流集團有限公司新疆現代物流籌備工作組組長。自二零一八年三月至二零一八年八月擔任香港貨運航空有限公司副董事長。彼自二零一八年十月起擔任本公司執行董事、董事長及提名委員會和戰略委員會成員。

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

董事、監事及高級管理層簡介

Mr. Tu Haidong, aged 41, graduated from Nanjing Audit University* (南京審計大學) (formerly known as Nanjing Audit College) majoring in audit. He is currently the Executive Director of the Company. He successively served in HNA Group Company Limited* (海航集團有限公司) as an auditor of audit and legal affairs office, an auditor of hotel industry, the head of audit, the reform assistant, the manager of audit office, the deputy general manager of audit and legal affairs office, the director of the audit division, the general manager of engineering management department and the general manager of the infrastructure construction department from September 2000 to April 2011. He successively served in HNA Holding Group Co., Ltd.* (海航實業控股(集團)有限公司) as the general manager of construction management department, the president assistant and the general manager of the real estate department, in Yangpu Guoxing Construction Co., Ltd.* (洋浦國興工程建設有限公司) as the chairman and general manager, in HNA Real Estate Holdings Co., Ltd.* (海航地產控股(集團)有限公司) as the chairman and president, and in HNA Infrastructure Holdings Group Co., Ltd.* (海航實業控股(集團)有限公司) as the president of the real estate department from December 2012 to December 2013. He successively served in Hainan International Tourism Island Development and Construction Group Co., Ltd.* (海航國際旅遊島開發建設(集團)有限公司) as the president and the general manager of the chief engineering office from December 2013 to March 2014. He also served in Hainan Meilan International Airport Company Limited* (海南美蘭國際機場股份有限公司) as the deputy general director of the infrastructure expansion command office from October 2014 to March 2016 and was appointed as the vice president of the Company from March 2016 to August 2017 and served as the president of the Company from August 2017 to March 2019. He has been served as the Executive Director of the Company since October 2017. Mr. Tu has extensive experience in corporate governance and infrastructure construction management.

Mr. Yu Yan, aged 37, graduated from Huaqiao University (國立華僑大學) in Quanzhou City, the PRC, with a bachelor's degree majoring in business administration in July 2005. He is currently the Executive Director and chief financial officer of the Company. Mr. Yu served as the director and the manager of cash flow management center of the financial planning department in Hainan Airlines Co., Ltd.* (海南航空股份有限公司) from July 2007 to April 2008 and from April 2008 to July 2013, respectively. From August 2013 to May 2016, he served as the vice president and chief financial officer of Baoji Market Co., Ltd.* (寶雞商場有限公司). From May 2016 to June 2017, he served as the president of Shanghai Jiadeli Supermarket Co., Ltd.* (上海家得利超市有限公司). From June 2017 to August 2017, he served as the general manager of Shanghai Branch of Kupu Trading Co., Ltd.* (酷鋪商貿有限公司上海分公司). Mr. Yu also served as the chief financial officer of Sanya Phoenix International Airport Co., Ltd.* (三亞鳳凰國際機場有限責任公司) from August 2017 to August 2018. He has served as the chief financial officer of the Company since August 2018, the Executive Director of the Company since December 2018 and a member of the Remuneration Committee and Strategic Committee of the Company since March 2019.

涂海東先生，41歲，畢業於南京審計大學(原南京審計學院)，主修審計，現任本公司執行董事，他曾自二零零零年九月至二零一一年四月先後擔任海航集團有限公司審計與法律事務辦公室審計事務室審計員、酒店業審計員、審計事務主管、變革助理、審計事務室經理、審計與法律事務室副總經理、審計室主任、工程管理部總經理及基建管理部總經理。他曾自二零一二年十二月至二零一三年十二月先後擔任海航實業控股(集團)有限公司工程管理部總經理、總裁助理及地產事業部總經理，洋浦國興工程建設有限公司董事長兼總經理，海航地產控股(集團)有限公司董事長兼總裁及海航實業控股(集團)有限公司地產事業部總裁。他曾自二零一三年十二月至二零一四年三月先後擔任海航國際旅遊島開發建設(集團)有限公司總裁及總工辦總經理。彼亦自二零一四年十月至二零一六年三月擔任海南美蘭國際機場股份有限公司基建擴建指揮部副總指揮，自二零一六年三月至二零一七年八月擔任本公司副總裁，自二零一七年八月至二零一九年三月獲委任為本公司總裁，並自二零一七年十月起擔任本公司執行董事。涂先生在公司治理及基礎設施工程建設方面具有豐富的經驗。

遇言先生，37歲，於二零零五年七月畢業於中國泉州市國立華僑大學，持有工商管理專業學位。現任本公司執行董事及財務總監。遇先生於二零零七年七月至二零零八年四月以及二零零八年四月至二零一三年七月任職海南航空股份有限公司，分別擔任計劃財務部現金流管理中心主管及經理。彼於二零一三年八月至二零一六年五月擔任寶雞商場有限公司副總裁及財務總監。彼於二零一六年五月至二零一七年六月擔任上海家得利超市有限公司總裁。彼於二零一七年六月至二零一七年八月擔任酷鋪商貿有限公司上海分公司總經理。遇先生於二零一七年八月至二零一八年八月擔任三亞鳳凰國際機場有限責任公司財務總監。彼自二零一八年八月起擔任本公司財務總監，自二零一八年十二月起擔任本公司執行董事，並自二零一九年三月起擔任本公司薪酬委員會及戰略委員會成員。

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

董事、監事及高級管理層簡介

Mr. Xing Zhoujin, aged 53, has served as the company secretary of the Company since 25 August 2009, and has served as an Executive Director of the Company since 16 March 2018. Mr. Xing graduated from the Anhui Normal University (安徽師範大學), in Wuhu, Anhui Province, the PRC, majoring in financial management. He also has a bachelor degree in laws and a title of economist. Mr. Xing served as the personnel and office director of Sanya Phoenix International Airport (三亞鳳凰國際機場) and Haikou Meilan International Airport (海口美蘭國際機場). He has been engaged in the management and operation of the Company since 2002 and fully participated in the listing of H shares of the Company and worked as a board secretary of the Parent Company. He has also been responsible for handling the results disclosure and daily operation of the Board after the listing of the Company.

NON-EXECUTIVE DIRECTORS

Mr. Liao Hongyu, aged 40, obtained a bachelor 's degree majoring in economic law from Southwest University of Political Science & Law* (西南政法大學) in Chongqing City, the PRC. Mr. Liao successively served as various roles in HNA Group Co., Ltd.* (海航集團有限公司). He served as a legal assistant from October 2001 to May 2004, as a senior legal counsel from May 2004 to October 2007 and as the legal manager from October 2007 to October 2009. He also served as the deputy general manager of comprehensive management department and the deputy general manager of risk control department of HNA Tourism Management Holding Co., Ltd.* (海航旅遊管理控股有限公司) from October 2009 to January 2010 and from January 2010 to August 2010, respectively. From July 2010 to April 2012, Mr. Liao served as the deputy general manager of compliance department of Hainan Airlines Holding Co., Ltd.* (海南航空控股股份有限公司), which is listed on the Shanghai Stock Exchange (stock code: 600221.SH). Mr. Liao successively held various positions in HNA Tourism Group Co., Ltd.* (海航旅遊集團有限公司), including as the assistant to president from April 2012 to April 2015, as the chief risk control officer from April 2015 to December 2015 and as the risk control director from December 2015 to January 2016. Mr. Liao also worked as the president of HNA Innovation Co., Ltd.* (海航創新股份有限公司), which is listed on the Shanghai Stock Exchange (stock code: 600555.SH) from January 2016 to February 2017 and as the chairman of the board and the president of Sanya Phoenix International Airport Co., Ltd.* (三亞鳳凰國際機場有限責任公司) from February 2017 to April 2017. He also served as the chairman of the board and the president of HNA Airports Group Co., Ltd.* (海航機場集團有限公司) from April 2017 to January 2018. He served as the chairman of the Board, an Executive Director and a member of the Nomination Committee from January 2018 to October 2018. He also served as a member of the Strategic Committee of the Company from January 2018 to March 2019 and the vice chairman of the Company from October 2018 to March 2019. He has served as the Non-executive Director of the Company since October 2018.

邢周金先生，53歲，自二零零九年八月二十五日起擔任本公司之公司秘書，及自二零一八年三月十六日起擔任本公司執行董事。邢先生畢業於位於中國安徽省蕪湖的安徽師範大學經濟管理專業，法學士學位，經濟師職稱。邢先生曾擔任三亞鳳凰國際機場和海口美蘭國際機場人事處處長、辦公室主任等職務，自二零零二年起即開始從事本公司的治理和運作工作，並全程參與了本公司的H股上市發行工作，同時還擔任了母公司的董事會秘書。並於本公司上市後負責業績披露及董事會日常事務的處理工作。

非執行董事

廖虹宇先生，40歲，於中國重慶市西南政法大學取得學士學位，主修經濟法。廖先生曾先後擔任海航集團有限公司內不同職位。彼自二零零一年十月至二零零四年五月擔任法務助理，自二零零四年五月至二零零七年十月為高級法務員，以及自二零零七年十月至二零零九年十月為法務經理。彼亦自二零零九年十月至二零一零年一月及自二零一零年一月至二零一零年八月分別擔任海航旅遊管理控股有限公司綜合管理部及風險控制部副總經理。自二零一零年七月至二零一二年四月，廖先生曾任海南航空控股股份有限公司（於上交所上市(股份代碼：600221.SH)）合規部副總經理。廖先生先後於海航旅遊集團有限公司任職多項職務，包括自二零一二年四月至二零一五年四月擔任總裁助理，自二零一五年四月至二零一五年十二月為首席風控官，以及自二零一五年十二月至二零一六年一月擔任風控總監。廖先生亦自二零一六年一月至二零一七年二月擔任海航創新股份有限公司（於上交所上市(股份代碼：600555.SH)）之總裁，自二零一七年二月至二零一七年四月擔任三亞鳳凰國際機場有限責任公司董事長及總裁，自二零一七年四月至二零一八年一月擔任海航機場集團有限公司董事長及總裁，自二零一八年一月至二零一八年十月擔任本公司董事長、執行董事及提名委員會成員。彼亦於二零一八年一月至二零一九年三月擔任本公司戰略委員會成員，於二零一八年十月至二零一九年三月擔任本公司副董事長，並自二零一八年十月起擔任本公司非執行董事。

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

董事、監事及高級管理層簡介

Mr. Chan Nap Kee, Joseph, aged 58, was re-appointed as a Non-executive Director of the Company in December 2016. Mr. Chan has over 30 years of experience in commercial and investment banking, and asset management. From 1994 to now, Mr. Chan has been a founding partner of Oriental Patron Financial Group (東英金融集團) where he is also an executive director of Oriental Patron Asia Limited (東英亞洲有限公司) and a non-executive director of Oriental Patron Asia Securities Limited (東英亞洲證券有限公司). Mr. Chan was appointed as an executive director of Kaisun Energy Group Limited (凱順能源集團有限公司) (Stock Code: 8203) in September 2008, which is listed on GEM of the Hong Kong Stock Exchange. He is currently the chairman and chief executive officer, member of remuneration committee and nomination and corporate governance committee of Kaisun Energy Group Limited (凱順能源集團有限公司). He is also as a non-executive director of North Asia Strategic Holdings Limited (北亞策略控股有限公司) (Stock Code: 8080), a company listed on GEM of the Hong Kong Stock Exchange from February 2013 until 4 March 2016, and re-designated as an independent non-executive director and further appointed an additional member of each of audit committee, remuneration committee, and nomination committee of North Asia Strategic Holdings Limited (北亞策略控股有限公司). On social services, Mr. Chan is a member of the 12th Committee of the People's Political Consultative Conference of Hubei Province, the Chairman of Silk Road Economic Development Research Centre, the Chairman of Hong Kong Energy and Minerals United Associations, vice chairman of China Hong Kong Economic Trading International Association and vice president of Hong Kong Hubei Fraternity, chairman of Banking, Finance & Securities Committee of Hong Kong Macau and Myanmar Chamber of Commerce & Industry, honorary advisor of Xinjiang Association of Hong Kong and the Executive Vice President the Hong Kong Poverty Alleviation Association Limited.

He received his MSc in International Marketing from the University of Strathclyde, BSc in Aviation Management from Coventry University and a diploma in China Investment and Trade from Peking University.

He holds licenses respectively of Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), and Type 9 (asset management) under the Securities and Futures Ordinance (cap. 571 of the Laws of Hong Kong).

陳立基先生，58歲，二零一六年十二月獲重新委任為非執行董事。陳先生在商業銀行、投資銀行和資產管理方面具有超過三十年的經驗。陳先生於一九九四年至今擔任東英金融集團之創辦合夥人。彼亦為東英亞洲有限公司之執行董事及東英亞洲證券有限公司之非執行董事。二零零八年九月，陳先生獲委任為於香港聯交所創業板上市之凱順控股有限公司(股份代號：8203)執行董事，現亦為凱順控股有限公司之主席及行政總裁，並為薪酬委員會和提名及企業管治委員會之成員。陳先生自二零一三年二月起出任北亞策略控股有限公司(股份代號：8080)(於香港聯交所創業板上市的公司)之非執行董事至二零一六年三月四日，亦於同日調任為獨立非執行董事，及獲委任為審核委員會、薪酬委員會及提名委員會之新增成員。在社會公職服務方面，陳先生是中國人民政治協商會議湖北省第十二屆委員會委員，絲綢之路經濟發展研究中心的主席，香港能源礦產聯合會會長，中國香港國際經貿合作協會副會長，香港湖北聯誼會副會長，香港澳門緬甸工商會的銀行、金融與證券委員會主席，香港新疆聯誼會榮譽顧問及香港各界扶貧促進會常務副會長。

陳先生獲英國Strathclyde大學國際市場專業碩士學位，英國Coventry大學航空管理科學士學位，並持有北京大學中國投資及貿易專業文憑。

陳先生持有香港法例第571章《證券及期貨規則條例》規管的第一類(證券交易)、第四類(就證券提供意見)、第六類(就機構融資提供意見)及第九類(提供資產管理)牌照。



DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

董事、監事及高級管理層簡介

Mr. Yan Xiang, aged 55, was re-appointed as a Non-executive Director in December 2016. Mr. Yan graduated from Peking University, where he received a bachelor's degree in economics and a master's degree in economics. From January 1988 to August 1991, he served as a teaching assistant and lecturer in Economics at Peking University. Since August 1991, he has been a research fellow with the Research Center of the People's Government of Hainan Province (海南省政府研究中心), the general manager of Hainan Securities Exchange Center (海南證券交易中心) and the president of Hainan Securities Company Limited (海南省證券公司). He had concurrently been a director of Zhongfu Industrial Co., Ltd. (中孚實業股份有限公司) and an independent director of China United Travel Company Limited (國旅聯合股份有限公司). Mr. Yan currently serves as the chairman of the China Region of the Oriental Patron Financial Group (東英金融集團) and the president of the Oriental Patron Resources Investment Limited (東英資源投資有限公司). Mr. Yan had concurrently been the executive director of Hainan Development Promotion Association (海南開發促進會), the committee member of Experts Committee in Research of National Debts and Futures (國債、期貨研究專家委員會) and the committee member of Credit Assessment Experts Committee of China Credit Securities Assessment Limited (中國誠信證券評估有限公司信用評級專家委員會).

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Deng Tianlin, aged 70, was re-appointed as an Independent Non-executive Director of the Company in October 2017. He also acts as chairman of the Remuneration Committee, the chairman of the Audit Committee and members of the Nomination Committee and strategic committee of the Company. Mr. Deng is a certified public accountant, a senior member of the Chinese Institute of Certified Public Accountants, a senior accountant and was a guest professor of Hainan University (海南大學). Mr. Deng has extensive experience in the field of finance and accounting. He previously served, among others, as the section chief in the personnel division of Hubei Provincial Department of Finance (湖北省財政廳), a deputy director of Fang County Tax Bureau in Hubei Province (湖北省房縣稅務局), the chief of the loan section of the World Bank Group and a deputy director of the Department of Agricultural Tax (農業稅處). Mr. Deng was appointed by the Organization Department of the CPC Central Committee (中央組織部) to Hainan Provincial Department of Finance (海南省財政廳) as a director of the accounting department and the secretary general of Hainan Provincial Institute of Certified Public Accountants (海南省註冊會計師協會) in 1990. Mr. Deng retired in 2009 and has been an independent director of Hainan Airlines Holding Co., Ltd. (海南航空控股股份有限公司) (Stock Code: 600221.SH; HNA B Shares: 900945) since April 2012.

燕翔先生，55歲，二零一六年十二月獲重新委任為非執行董事。燕先生畢業於北京大學，獲經濟學學士學位及經濟學碩士學位。一九八八年一月至一九九一年八月，先後擔任北京大學經濟學院助教及講師。自一九九一年八月起，他曾先後擔任海南省政府研究中心研究人員、海南證券交易中心總經理、海南省證券公司總裁，並曾兼任中孚實業股份有限公司董事及國旅聯合股份有限公司獨立董事。燕先生現亦為東英金融集團中國區主席，並兼任東英資源投資有限公司總裁。燕先生曾兼任過海南開發促進會理事，國債、期貨研究專家委員會委員及中國誠信證券評估有限公司信用評級專家委員會委員。

獨立非執行董事

鄧天林先生，70歲，於二零一七年十月獲重新委任為本公司獨立非執行董事，並擔任本公司薪酬委員會主席、審核委員會主席、提名委員會委員以及戰略委員會委員。鄧先生為註冊會計師、中國註冊會計師協會資深會員、高級會計師、曾任海南大學客座教授。鄧先生於財務及會計領域有著豐富經驗。他曾任(其中包括)湖北省財政廳人事處科長、湖北省房縣稅務局副局長、世界銀行集團貸款科科長及農業稅處副處長。鄧先生於一九九零年經中共中央組織部調派至海南省財政廳，任會計處處長、海南省註冊會計師協會秘書長。鄧先生於二零零九年退休，並自二零一二年四月出任海南航空控股股份有限公司(股票代碼：600221.SH，海航控股B股900945)獨立董事。

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

董事、監事及高級管理層簡介

Mr. Fung Ching, Simon, aged 50, was re-appointed as an Independent Non-executive Director in December 2016. He has also served as the chairman of the strategic committee and members of the Audit Committee and Remuneration Committee. Mr. Fung graduated from the Queensland University of Technology in Australia with a bachelor's degree, majoring in accountancy. Mr. Fung is a Hong Kong resident. He is a fellow member of the CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Fung worked in PricewaterhouseCoopers from 1994 to 2004, and he served as the chief financial officer and secretary to the board of directors of Baoye Group Company Limited (寶業集團股份有限公司) (Stock Code: 2355.HK) from 2004 to 2010. Mr. Fung has served in Greentown China Holdings Limited (綠城中國控股有限公司) (Stock Code: 3900.HK) as the chief financial officer and company secretary since August 2010. Mr. Fung has over 14 years of experience in managing finance and accounting functions, mergers and acquisitions, fund raising and investor relations for PRC companies listed in Hong Kong, and has over 10 years of experience in auditing, accounting and business advisory with "Big-4" international accounting firms. Mr. Fung is also a non-executive director of Baoye Group Company Limited currently, and he has served as an independent non-executive director of China Logistics Property Holdings Co., Ltd (中國物流資產控股有限公司) (Stock Code: 1589.HK) since July 2016.

Mr. George F Meng, aged 75, was re-appointed as an Independent Non-executive Director in December 2016. He has also served as a member of the Audit Committee of the Company. Mr. Meng graduated from Civil Aviation University of China (中國民航學院) in 1966, majoring in radio communication and English language. In 1972, he entered into Tianjin Foreign Studies University (天津外國語大學) for further study in English language. From 1984 to 1991, he studied the FAA Aircraft Dispatcher Training Courses in Aviation Training School, Long Island, New York, the United States, the Advanced Training in Aviation Course with Ansett Airlines, and MBA course at Oklahoma City University. From 1966 to 1988, Mr. Meng served various positions including the radio station master of communication department of CAAC Chengdu Administration (中國民航成都管理局), the dean of the technical English department of Civil Aviation University of China (中國民航學院), and the deputy director of CAAC Training Center (中國民航訓練中心). Since 1991, he has been a director and the general manager of China Resource Ltd., USA. Since 2000, Mr. Meng has been the president of Soaring Eagle Industrial LLC., USA. Since September 2010, he has been the principal of Northern New Jersey Huaxia Chinese School (non-profit organization). He has served as the general manager (United States) and certified senior translator of Hua Ling Consultant Inc. in Toronto, Canada, since January 2012.

馮征先生，50歲，於二零一六年十二月獲重新委任為獨立非執行董事，並擔任本公司戰略委員會主席、審核委員會委員以及薪酬委員會委員。馮先生畢業於澳洲昆士蘭科技大學，主修會計並獲得學士學位，現居於香港，是澳洲會計師公會資深會員及香港會計師公會資深會員。馮先生從一九九四年至二零零四年於普華永道會計師事務所工作，二零零四年至二零一零年於寶業集團股份有限公司(股票代碼：2355.HK)擔任財務總監及董事會秘書，二零一零年八月起擔任綠城中國控股有限公司(股票代碼：3900.HK)首席財務官及公司秘書。馮先生擁有逾十四年於香港上市的中國公司從事財務及會計管理、併購、融資及投資者關係的經驗，以及逾十年於一家「四大」國際會計師事務所從事有關審計、會計及商業諮詢的經驗。馮先生現亦擔任寶業集團股份有限公司的非執行董事，並自二零一六年七月起，擔任中國物流資產控股有限公司(股份代號：1589.HK)獨立非執行董事。

孟繁臣先生，75歲，於二零一六年十二月獲重新委任為獨立非執行董事，並擔任本公司審核委員會委員。孟先生於一九六六年畢業於中國民航學院無線電通訊和英語專業，並於一九七二年進入天津外國語大學英語進修班深造。一九八四年至一九九一年，先後在美國紐約長島航空培訓學校學習FAA飛機簽派員課程、澳大利亞安塞特航空公司學習高級航空管理課程、美國阿克拉荷馬市大學學習企業管理課程並獲得MBA學位。孟先生一九六六年至一九八八年先後任職於中國民航成都管理局通訊處電台台長、中國民航學院外語系專業英語教研室主任及中國民航訓練中心副主任。一九九一年起，擔任中國物產有限公司(美國)董事兼總經理。自二零零零年起，孟先生擔任美國飛鷹工業公司總裁。自二零一零年九月起，彼擔任美國華夏中文學校北部分校(非盈利機構)校長。自二零一二年一月起，彼擔任加拿大多倫多華玲諮詢公司美國總經理兼認證的資深翻譯。

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

董事、監事及高級管理層簡介

Mr. He Linji, aged 62. He was re-appointed as an Independent Non-executive Director in May 2018, and served as the chairman of the Nomination Committee and a member of the strategic committee of the Company. Mr. He graduated from Hainan University (海南大學) in economic law (undergraduate course) in December 1999 and graduated from Wuhan University (武漢大學) in economic law (postgraduate course) in December 2000. He is a third-grade senior judge (三級高級法官) recognized by the Supreme People's Court of China in September 2006 and was awarded "Meritorious Service Medals in Fairness" by the Supreme People's Court of China on 22 April 2016. Mr. He has extensive experience in the field of law. He served successively as the vice president and the president of Haikou Military Court of Guangzhou Military Area (廣州軍區海口軍事法院) from January 1992 to August 1998. He also successively held the positions of the deputy chief of discipline inspection Group, the director of supervisory office and the presiding judge of case filing chamber and member of judicial committee of Haikou Intermediate People's Court (海口市市中級人民法院) from September 1998 to February 2004. Mr. He was the president of the People's Court of Longhua District, Haikou (海口市龍華區人民法院) from March 2004 to August 2010. Subsequently, he served as a minister-level judge (正處級審判員) and a member of judicial committee of Haikou Intermediate People's Court (海口市市中級人民法院) from August 2010 to September 2013. Mr. He has been full time member of judicial committee of Haikou Intermediate People's Court (海口市市中級人民法院) since October 2013.

SUPERVISORS

Mr. Yang Xiao, aged 34, graduated from Hubei University of Economics (湖北經濟學院) in Wuhan, Hubei Province, the PRC, majoring in business administration. Mr. Yang served as an assistant in the market department of Wuhan Zhongbai Chain Warehouse Store Co., Ltd. (中百連鎖倉儲超市有限公司) from June 2006 to April 2007, a sales consultant in Hainan Youzhijie Motor Co., Ltd. (海南優之傑汽車有限公司) from August 2007 to May 2008. From August 2008 to November 2009, Mr. Yang served in Hainan HNA Real Estate Holdings Co., Ltd. (海南海航地產控股有限公司) as the head of administrative affairs, the head of social publicity and the head of numeration incentive. Mr. Yang served in Haikou Xincheng District Instruction Development Co., Ltd. (海口新城區建設開發有限公司) as the head of reporting in the project development and reporting department from November 2009 to August 2010 and as vice general manager of preliminary development department from August 2010 to March 2012. Mr. Yang served as the general manager of project management department of HNA International Tourism Island Development Instruction (Group) Co., Ltd. (海航國際旅遊島開發建設(集團)有限公司) from March 2012 to December 2012 and as the deputy general

何霖吉先生，62歲，二零一八年五月獲重新委任為本公司獨立非執行董事，並擔任本公司董事會提名委員會主席及戰略委員會委員。何先生於一九九九年十二月畢業於海南大學經濟法專業(本科課程)及於二零零零年十二月畢業於武漢大學經濟法專業(研究生課程)。彼於二零零六年九月獲中國最高人民法院頒發三級高級法官證書；於二零一六年四月二十二日，獲中國最高人民法院授予榮譽天平獎章。何先生於法律界累積豐富經驗。彼於一九九二年一月至一九九八年八月期間，先後擔任廣州軍區海口軍事法院副院長及院長。於一九九八年九月至二零零四年二月期間，先後出任海口市市中級人民法院紀檢組副組長、監察室主任、立案庭庭長及審判委員會委員。何先生於二零零四年三月至二零一零年八月期間擔任海口市龍華區人民法院院長。於二零一零年八月至二零一三年九月期間任職海口市市中級人民法院正處級審判員、審判委員會委員。自二零一三年十月起擔任海口市市中級人民法院審判委員會專職委員。

監事會成員

楊瀟先生，34歲，畢業於位於中國湖北省武漢的湖北經濟學院工商管理專業。楊先生自二零零六年六月至二零零七年四月擔任武漢中百連鎖倉儲超市有限公司市場部助理、自二零零七年八月至二零零八年五月擔任海南優之傑汽車有限公司銷售顧問。自二零零八年八月至二零零九年十一月，楊先生擔任海南海航地產控股有限公司行政事務主管、社宣主管及薪酬激勵主管。楊先生自二零零九年十一月至二零一零年八月擔任海口新城區建設開發有限公司項目開發與報建部報建主管，並自二零一零年八月至二零一二年三月擔任前期開發部副總經理。楊先生自二零一二年三月至二零一二年十二月擔任海航國際旅遊島開發建設(集團)有限公司項目管理部總經理，並自二零一二年十二月至二零一三年七月擔任海航實業控股(集團)有限公司地產開發事業部項



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manager in the project development center of estate development business department of HNA Industrial Holdings (Group) Co., Ltd. (海航實業控股(集團)有限公司) from December 2012 to July 2013. Mr. Yang served as the general manager of preliminary management department of Haikou Xincheng District Construction and Development Co., Ltd. (海口新城區建設開發有限公司) from September 2013 to June 2015 and the general manager of the management department in HNA Lingang Project (海航臨港項目) of Xinhua United Airlines Industrial Investment Development Co., Ltd. (新華聯航產業投資開發有限公司) from June 2015 to November 2016. He also served in HNA Holdings Group Co., Ltd. (海航實業集團有限公司) as the director of inspection office from November 2016 to September 2017. Since September 2017, Mr. Yang has served as the chairman of supervisory committee of Hainan Air Travel Transportation Services Co., Ltd. (海南航旅交通服務有限公司). Since March 2018, Mr. Yang has served as a supervisor and the chairman of the Supervisory Committee of the Company.

Mr. Zhang Shusheng, aged 82, is a senior reporter. He was re-appointed as an independent Supervisor in December 2016. He graduated from the department of Chinese, Lan Zhou University (蘭州大學) majoring in Han literature. He served as the officer at Youth League Committee of Gansu Province (青年團甘肅省定西地委) and concurrently a reporter at Gansu Youth Daily (甘肅青年報社). He once worked as a newspaper editor and a reporter for Gansu Daily (甘肅日報社) and as the chief reporter stationed at Gansu Province for People's Daily (人民日報社). In June 1994, he was re-designated to China Civil Aviation News (《中國民航報》社) working as the chief editor and Party branch secretary and was responsible for the management of China Civil Aviation News. During the term of office, he had been the vice chairman of Gansu Province Journalist Association (甘肅省新聞工作者協會(記者協會)), the president of the Association for Resident Correspondent in Gansu Province (中央暨首都駐甘肅記者聯誼會), the managing director of China Press Cultural Advancement Association (中國新聞文化促進會) and a deputy chairman of the Association of China Industrial Newspapers (中國產業報協會), etc.

目拓展中心副總經理。楊先生自二零一三年九月至二零一五年六月擔任海口新城區建設開發有限公司前期管理部總經理，並自二零一五年六月至二零一六年十一月擔任新華聯航產業投資開發有限公司海航臨港項目管理部總經理。彼亦自二零一六年十一月至二零一七年九月擔任海航實業集團有限公司監察室主任。自二零一七年九月起，楊先生擔任海南航旅交通服務有限公司監事長。自二零一八年三月起，楊先生擔任本公司監事、監事會主席。

張述聖先生，82歲，高級記者。於二零一六年十二月獲重選為本公司獨立監事。張先生畢業於蘭州大學中文系漢語言文學專業。他曾擔任青年團甘肅省定西地委幹事並兼任甘肅青年報社記者；甘肅日報社編輯、記者；人民日報社駐甘肅省首席記者、記者站站長；一九九四年六月，調入《中國民航報》社，任總編輯兼黨支部書記，主持《中國民航報》工作。在職期間曾任甘肅省新聞工作者協會(記者協會)副會長；中央暨首都駐甘肅記者聯誼會會長；中國新聞文化促進會常務理事；中國產業報協會專職副會長等職。



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Ms. Liu Guiling, aged 51, graduated from the Party School of C.P.C. of Hainan Province* (中共海南省黨校) in Hainan Province, the PRC, majoring in economic administration, and currently serves as the general manager of freight department of the Company. Ms. Liu served as an employee of passenger traffic section of operation department of Air China Limited (中國國際航空股份有限公司), which is listed on the Shanghai Stock Exchange (stock code: 601111.SH), from July 1989 to April 1992. She also served as an employee of ticket office and the deputy head of freight office of transportation department in the Hainan Bureau of Civil Aviation Administration of China (中國民用航空局海南省局) from April 1992 to April 1996 and from April 1996 to February 1998, respectively. From February 1998 to March 1999, she served as the deputy head of business dispatch office of Haikou Dayingshan Airport* (海口大英山機場). Ms. Liu successively held various positions in the Parent Company, including as the deputy head of business dispatch office of the terminal management company from March 1999 to May 2000, as the head of passenger service department of the terminal management company from May 2000 to November 2000 and as the manager of passenger service office of ground service department from November 2000 to August 2002. She also served various roles in the Company, including as the manager of business office of ground service department from August 2002 to February 2004, as the deputy general manager of ground service department from February 2004 to August 2004, as the manager of business office from August 2004 to May 2007, as the general manager of service department from May 2007 to October 2008, as the general manager of ground service department from October 2008 to September 2010, as the general manager of freight department from September 2010 to July 2012 and as the general manager of security checkpoint from July 2012 to March 2014. From April 2014 to February 2015, Ms. Liu served as the general manager of Tangshan Sannvhe Airport Management Co., Ltd.* (唐山三女河機場管理有限公司) and from February 2015 to January 2016, she served as the general manager of freight department of Sanya Phoenix International Airport Co., Ltd.* (三亞鳳凰國際機場有限責任公司). Ms. Liu also served as the general manager of terminal area management department of the Company from January 2016 to September 2016 and has been the general manager of freight department of the Company since September 2016.

劉桂玲女士，51歲，畢業於中國海南省中共海南省黨校，主修經濟管理，目前擔任本公司貨運部總經理。劉女士自一九八九年七月至一九九二年四月於中國國際航空股份有限公司(於上交所上市，股份代號：601111.SH)運營部客運處擔任僱員。彼亦自一九九二年四月至一九九六年四月以及自一九九六年四月至一九九八年二月分別擔任中國民用航空局海南省局售票處僱員及運輸部貨運室副主任。自一九九八年二月至一九九九年三月，彼擔任海口大英山機場商務調度室副主任。劉女士於母公司先後任職多項職務，包括自一九九九年三月至二零零零年五月為候機樓管理公司商務調度室副主任，自二零零零年五月至二零零零年十一月為候機樓管理公司旅客服務部主任，以及包括自二零零零年十一月至二零零二年八月為地面服務部旅客服務室經理。彼亦於本公司任職多項職務，自二零零二年八月至二零零四年二月為地面服務部商務室經理，自二零零四年二月至二零零四年八月為地面服務部副總經理，自二零零四年八月至二零零七年五月為商務室經理，自二零零七年五月至二零零八年十月為服務部總經理，自二零零八年十月至二零一零年九月為地面服務部總經理，自二零一零年九月至二零一二年七月為貨運部總經理，以及自二零一二年七月至二零一四年三月為安全檢查站總經理。自二零一四年四月至二零一五年二月，劉女士擔任唐山三女河機場管理有限公司總經理，以及自二零一五年二月至二零一六年一月，彼擔任三亞鳳凰國際機場有限責任公司貨運部總經理。自二零一六年一月至二零一六年九月，劉女士亦擔任本公司航站區管理部總經理，並自二零一六年九月起為貨運部總經理。

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SENIOR MANAGEMENT

Mr. Wang Hexin, aged 46, graduated from Renmin University of China, majoring in information management. Mr. Wang has served as Deputy General Manager and General Manager of Hainan Xinglong Hotspring Kangleyuan Co., Ltd. (海南興隆溫泉康樂園有限公司), a reform assistant of HNA Hospitality Group Co., Ltd. (海航酒店(集團)有限公司), Director, Vice Chairman and Chairman of the Board of Directors of Hainan Xinglong Hotspring Kangleyuan Co., Ltd. (海南興隆溫泉康樂園有限公司), Assistant to the Chief Executive Officer of HNA Group Co., Ltd. (海航集團有限公司) from July 2003 to January 2008. He has served as the vice chairman and president and chairman of HNA Holdings (Group) Co., Ltd. (海航置業控股(集團)有限公司) and General Manager, Vice Chairman and President of Infrastructure Management Department of HNA Holdings (Group) Co., Ltd. (海航置業控股(集團)有限公司) from January 2008 to July 2009. He has served as Executive Chairman of HNA Commerce Holding Co., Ltd. (海航商業控股有限公司), Executive Vice President and Chief Executive Officer of HNA Industrial Group (海航實業集團有限公司) and Senior Vice President and vice president of Financial Investment Division of HNA Industry Holdings (Group) Co., Ltd. (海航實業控股(集團)有限公司) from July 2009 to April 2013. He has served as vice president of Financial Investment Division of HNA Holdings (Group) Co., Ltd. (海航置業控股(集團)有限公司), vice president of Infrastructure Division of HNA Industry Holdings (Group) Co., Ltd. and the vice president of HNA Infrastructure Company Limited from April 2013 to June 2015. He has also served as vice president of the Hainan Airlines Co., Ltd. since June 2015. He has been appointed as the venture capital president of the Company since May 2018.

COMPANY SECRETARY

Mr. Xing Zhoujin, aged 53, has served as the company secretary of the Company since 25 August 2009, and has served as an Executive Director of the Company since 16 March 2018. Mr. Xing graduated from the Anhui Normal University (安徽師範大學), in Wuhu, Anhui Province, the PRC, majoring in financial management. He also has a bachelor degree in laws and a title of economist. Mr. Xing served as the personnel and office director of Sanya Phoenix International Airport (三亞鳳凰國際機場) and Haikou Meilan International Airport (海口美蘭國際機場). He has been engaged in the management and operation of the Company since 2002 and fully participated in the listing of H shares of the Company and worked as a board secretary of the Parent Company. He has also been responsible for handling the results disclosure and daily operation of the Board after the listing of the Company.

高級管理人員

王賀新先生，46歲，畢業於中國人民大學信息管理專業。王先生曾自二零零三年七月至二零零八年一月先後擔任海南興隆溫泉康樂園有限公司副總經理、總經理、海航酒店(集團)有限公司變革助理、海南興隆溫泉康樂園有限公司董事、副董事長、董事長、海航集團有限公司執行總裁助理。他曾自二零零八年一月至二零零九年七月先後擔任海航置業控股(集團)有限公司副董事長兼總裁、董事長、海航置業控股集團有限公司基建管理部總經理、副董事長兼總裁。他曾自二零零九年七月至二零一三年四月，先後擔任海航商業控股有限公司執行董事長、海航實業集團有限公司常務副總裁、首席執行官、海航實業控股(集團)有限公司高級副總裁、金融投資事業部副總裁。自二零一三年四月至二零一五年六月先後擔任海航置業控股(集團)有限公司金融投資事業部副總裁、副總裁、海航實業總部基礎產業事業部副總裁、海航基礎機場分公司副總裁。自二零一五年六月擔任海南航旅交通服務有限公司副總裁。自二零一八年五月以來擔任本公司創投總裁。

公司秘書

邢周金先生，53歲，自二零零九年八月二十五日起擔任本公司之公司秘書，及自二零一八年三月十六日起擔任本公司執行董事。邢先生畢業於位於中國安徽省蕪湖的安徽師範大學經濟管理專業，法學士學位，經濟師職稱。邢先生曾擔任三亞鳳凰國際機場和海口美蘭國際機場人事處處長、辦公室主任等職務，自二零零二年起即開始從事本公司的治理和運作工作，並全程參與了本公司的H股上市發行工作，同時還擔任了母公司的董事會秘書。並於本公司上市後負責業績披露及董事會日常事務的處理工作。

MARKET POLICIES

市場政策

Hainan Province is facing a rare opportunity for development on the occasion of the 40th anniversary of China's reform and opening up. With the implementation of various favorable policies to support Hainan Province's in-depth development and all-around opening up, there will be a new round of development opportunities for Meilan Airport. Meilan Airport will conduct in-depth study of relevant policies and cooperate with local governments and regulatory authorities to help implement policies and promote the development of Meilan Airport.

恰逢中國改革開放四十週年，海南省迎來難得的發展契機。隨著支持海南省深入發展、全面開放的各項利好政策陸續出台落實，美蘭機場亦將迎來新一輪的發展機遇，美蘭機場將深入研究相關政策，配合地方政府、監管部門助力政策實施，推動美蘭機場發展。



2 Plan for Tourism Development 旅遊發展規劃

The National Development and Reform Commission officially issued the Implementation Plan for the "Construction of an International Tourism Consumption Center in Hainan Province" (《海南省建設國際旅遊消費中心的實施方案》) (the "Implementation Plan") on 28 December 2018. The Implementation Plan focuses on "creating a high-quality, brand-aggregated, environmentally-friendly, and distinctive international tourism consumption highland", and strives to raise the level of the six major tourism consumption factors of "food, accommodation, transport, tourism, shopping and entertainment", which includes not only the construction of tourism transportation infrastructure, large-scale consumer business circles, but also strengthening the software including immigration facilitation measures and the quality of tourism services. Meanwhile, the Implementation Plan plans to integrate tourism and related industries into eight major tourism products: to create a global duty-free shopping center, fashion consumption center and world food center; and to launch eight major tourism products including cruise tourism, yacht tourism, low-altitude tourism, island tourism, health tourism, cultural tourism, exhibition and festival tourism and sports tourism.

二零一八年十二月二十八日，國家發改委正式印發《海南省建設國際旅遊消費中心的實施方案》(《實施方案》)。《實施方案》圍繞「打造業態豐富、品牌集聚、環境舒適、特色鮮明的國際旅遊消費高地」這一目標，着力「吃住行遊購娛」六大旅遊消費要素的水平提升，既包括旅遊交通基礎設施、大型消費商圈等硬件建設，也包括遊客出入境便利化措施、旅遊服務質量等軟件建設。同時，《實施方案》謀劃旅遊與相關產業融合發展：打造全球免稅購物中心、時尚消費中心、世界美食中心；打造郵輪旅遊、遊艇旅遊、低空旅遊、海島旅遊、健康旅遊、文化旅遊、會展節慶旅遊、體育旅遊等八大旅遊產品。

1 Market Policy 市場政策

Relying on policies and platforms such as Measures for the Implementation of Financial Subsidies to Encourage the Development of the Civil Aviation Industry in Haikou City, Measures for Supporting Inbound Tourism Market Development in Hainan Province, port visa and tax protection of aviation fuel, the Company has insisted on implementing the "Four Orientations" (四個面向) market policy to deepen transformation, accelerate the development of the international market and continue to improve the development quality of the aviation market.

依託海口市鼓勵民航業發展財政補貼實施辦法、海南省入境旅遊市場開拓扶持辦法、口岸簽證、航油保稅等政策和平台，堅持貫徹「四個面向」市場工作方針，深化轉型，加快國際市場發展，持續提升航空市場發展質量。





3 Off-shore Duty-free 離島免稅

On 1 December 2018, the fifth amendments of the off-shore duty-free policy for Hainan was implemented. The main contents include: adding several home-use medical device products as duty-free goods; increasing annual tax-free shopping quota from RMB16,000 to RMB30,000, with no limit on purchases; and implementing the same duty-free shopping policy for local residents and visitors. Since 28 December 2018, ferry passengers will be included in the off-shore duty-free policy for Hainan, covering the sea, land and air transportation, therefore the consumption potential of the tourists would be further released.

二零一八年十二月一日，海南離島免稅政策實施了第五次調整，主要內容包括：增加部分家用醫療器械商品；將年度免稅購物額度從人民幣1.6萬元提高至人民幣3萬元，不限購買次數；對島內外居民旅客實行相同免稅購物政策。自二零一八年十二月二十八日起，將乘輪船離島旅客納入海南離島旅客免稅購物政策的使用對象範圍，實現飛機、火車、輪渡的「海陸空」渠道全覆蓋，旅客的消費潛力得到了進一步釋放。

4 Civil Aviation Policy 民航政策

On 13 October 2017, the General Office of Haikou Municipal People's Government issued the "Measures for the Implementation of Financial Subsidies to Encourage the Development of the Civil Aviation Industry in Haikou City" (《海口市鼓勵民航業發展財政補貼實施辦法》) to encourage airlines to develop new routes.

二零一七年十月十三日，海口市人民政府辦公廳印發《海口市鼓勵民航業發展財政補貼實施辦法》，鼓勵各航空公司開發新航線。



5 Port Policy 口岸政策

Since 1 May 2018, Hainan Province has officially implemented the policy of visa-free entry for people from 59 countries and extending tourists' length of stay to 30 days. Under the premise of retaining the mode of travel agency invitation, group visas and individual visas will be granted, which is in line with the needs of individual travelers and will further support Hainan Province's comprehensive deepening of reform and opening-up.

海南省自二零一八年五月一日起正式實施59國人員入境免簽政策，遊客免簽入境後停留時間延長至30天，在保留旅行社邀請接待模式的前提下，將團隊免簽放寬為個人免簽，滿足外國遊客個人出行的需要，進一步支持海南全面深化改革開放。



REPORT FROM THE BOARD

董事會報告

The annual report together with the audited financial statements of the Group for the year ended 31 December 2018 has been approved for issue by the Board.

PRINCIPAL ACTIVITIES

The Group is principally engaged in both aviation and non-aviation businesses. Its aviation business mainly consists of provision of terminal facilities, ground handling services and passenger services, and its non-aviation business mainly includes leasing of the commercial and retail outlets at Meilan Airport, franchising of the airport-related business, leasing of the advertising spaces and parking lots, provision of cargo handling services and sales of consumable goods.

At the year ended 31 December 2018, the Group conducted its business within one business segment, i.e. the operation of an airport and an ancillary hotel and provision of related services in the PRC. The Group also operated within one geographical segment and its revenues were primarily generated from its assets located in the PRC, there for no geographical segment information is presented.

In 2018, the Group's total revenue amounted to RMB1,703,824,329, representing an increase of 15.92% as compared to 2017, among which the revenue from aviation business amounted to RMB915,055,718, representing an increase of 10.68% as compared to 2017, and the revenue from non-aviation business amounted to RMB788,768,611, representing an increase of 22.65% as compared to 2017.

During 2018, Meilan Airport recorded passenger throughput in aggregate of 24.1236 million, flight take off and landing for transportation of 165,186 times and cargo and mail volume of 324,697.5 tons, representing a year-on-year growth of 6.81%, 4.86% and 8.53% respectively.

Included in the non-aviation business revenue were the franchise income of RMB417,190,686, representing a year-on-year increase of 9.47%; the freight and packaging income of RMB97,174,931, representing a year-on-year increase of 25.62%; the rental income of RMB89,213,598, representing a year-on-year increase of 59.27%; the car parking income of RMB26,801,790, representing a year-on-year increase of 36.78%; and the VIP room income of RMB41,157,501, representing a year-on-year increase of 54.26%.

董事會同意謹將本集團截至二零一八年十二月三十一日止的年度報告連同經審核的帳目呈覽。

主要業務

本集團主要從事航空及非航空業務。航空業務主要包括提供航站樓設施、地勤服務以及旅客服務；非航空業務則主要包括出租美蘭機場的商業及零售舖位、機場相關業務特許經營、廣告位、停車場、貨物處理及出售消費品。

在截至二零一八年十二月三十一日止的年度內，本集團以一種業務環節經營業務：即在中國經營機場及配套酒店並提供相關服務。本集團亦在一個地域環節內營運，因本集團之收入皆主要來自位於中國的資產，因此，並無呈列地區分部資料。

於二零一八年，本集團之總收入為人民幣1,703,824,329元，較二零一七年上升15.92%。來自航空業務的收入為人民幣915,055,718元，較二零一七年上升10.68%；來自非航空業務的收入為人民幣788,768,611元，較二零一七年上升22.65%。

美蘭機場二零一八年全年共計完成旅客吞吐量2,412.36萬人次，航班起降165,186架次，貨郵行吞吐量324,697.5噸，同比分別增長6.81%、4.86%和8.53%。

非航空業務收入中特許經營權收入累計達人民幣417,190,686元，同比增長9.47%；貨運及包裝收入達人民幣97,174,931元，同比增長25.62%；租金收入達人民幣89,213,598元，同比增長59.27%；停車場收入達人民幣26,801,790元，同比增長36.78%；貴賓室收入達到人民幣41,157,501元，同比增長54.26%。



REPORT FROM THE BOARD

董事會報告

OPERATING RESULTS AND FINANCIAL POSITION

The Group's operating results for the year ended 31 December 2018 were prepared in accordance with the Accounting Standards for Business Enterprises, relevant applicable disclosure requirements of Hong Kong Companies Ordinance and the listing rule of Hong Kong Stock Exchange, and the financial positions of the Group and the Company as at 31 December 2018 are set out in page 156 to page 171 of this annual report.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2018 is set out in page 30 to page 35 of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

During 2018, the Group launched the "Green Airport" project in full swing to put the sustainable and low-carbon strategy into practice. For detailed measures and efforts in respect of environmental protection of the Group during 2018, please refer to the Environmental, Social and Governance Report set out in page 67 to page 97 of this annual report.

As of 31 December 2018, the Group conducted its business operations in compliance with the relevant environmental laws and regulations.

經營業績及財務狀況

本集團按企業會計準則、香港公司條例以及香港聯交所有關披露規定編製的截至二零一八年十二月三十一日止年度的經營業績，及本集團和本公司於該日之財務狀況，載於本年報第156頁至第171頁。

業務回顧

本集團截至二零一八年十二月三十一日止年度的業務回顧請參閱本年報第30頁至第35頁。

環境政策及表現

二零一八年，為切實踐行可持續低碳發展戰略，本集團全面開展「綠效機場」建設。關於本集團二零一八年度環境保護之具體措施與成果請詳見本年報第67頁至第97頁的「環境、社會和管治報告」。

截至二零一八年十二月三十一日止，本集團的業務經營遵守相關環保法律法規。

REPORT FROM THE BOARD

董事會報告

MAJOR OPERATION RISKS

In 2018, the Company made a scientific analysis into, and classification of, the deficiencies or potential risks found in the business operations and identified such key risks that may affect the Company's operations in the future. Risks that may affect the normal operations of the Company and the measures taken by the Company to alleviate/eliminate such risks were as follows:

主要經營風險

本公司於二零一八年度內針對工作開展過程中發現的本公司經營不足或潛在風險進行了科學分析及梳理，識別出未來可能影響本公司經營運作的關鍵風險點。影響本公司正常經營的關鍵風險及本公司出台的弱化／規避措施具體如下：

Risks 風險名稱	Descriptions 風險描述	Response 應對措施
Operation risks – Major safety risks	The major safety risks the airport facing are mainly bird strike risk, aircraft damage risk and flight zone construction management risk. Assume that failure to effectively drive birds away may result in collisions with aircraft, damage to aircraft, and even the risk of aircraft damage. Assume that during the flight operation guarantee process, damage to the aircraft due to improper human operation may cause economic loss, flight delay or even cancellation. Failure to effectively manage relevant personnel, vehicles and related materials during the construction and maintenance work in the flight area of Meilan Airport may increase the risks associated with foreign objects and flight area intrusion.	(1) The bird control is listed as the Company's major safety risk, and it is included in the special monitoring plan to check the implementation and effectiveness of various bird damage prevention measures in the flight area, and issue safety warnings in time for migratory bird migration or high incidence of bird strikes. At the same time, animal science professionals were introduced to form a team of good-quality birds with good technical skills. Regular inspections were carried out to clear the abandoned areas in the west end of the airport and surrounding trees to avoid the detention of birds in the runway area to ensure the safety of inbound and outbound flights; (2) Improve the vehicle support work flow in the flight area, standardize the daily inspection system of vehicles, and implement the comprehensive inspection and maintenance work of vehicles. Increase the investment in special vehicle equipment and eliminate the aging of unavailable vehicles. Regularly carry out training skills such as driving skills, vehicle basic knowledge, industry road traffic regulations (CAAC Order No. 191 and Order 170), strengthen FOD prevention publicity, improve driver safety responsibility, and prevent fatigue driving; and (3) Ensure that the communication between the construction unit and the apron tower during the construction period is smooth, daily inspection of the implementation of various safety measures on the construction site in the flight area, strict control of the construction scope and construction time, and strict prevention of the risk of illegal intrusion of the runway. Improve the construction assessment system for flight areas and strengthen the supervision and assessment of construction supervision units and construction units. Attach importance to construction supervision and training, and regularly check the implementation of construction supervision and construction unit safety training.

REPORT FROM THE BOARD

董事會報告

Risks 風險名稱	Descriptions 風險描述	Response 應對措施
<p>運營風險 – 核心安全風險</p>	<p>機場面臨核心安全風險主要有鳥擊風險、航空器受損風險及飛行區施工管理風險。假設未能有效驅鳥，可能導致其與航空器發生碰撞，造成航空器受損，甚至產生機毀人亡的風險；假設在航班作業保障過程中，因人為操作不當等原因，對航空器造成損傷，可能引發經濟損失、航班延誤甚至取消的風險；倘若在美蘭機場飛行區內進行施工作業和維護工作的過程中，未能有效地對相關人員、車輛和相關物資材料進行有效管理，可能增加外來物以及飛行區入侵的相關風險。</p>	<p>(1) 將鳥害防治列為本公司核心安全風險，納入專項監察計劃，對飛行區各類鳥害防範措施落實情況和效果進行檢查，並在候鳥遷徙或者鳥擊事件高發期及時發佈安全預警。同時引入動物學專業人士組建業務技能素質好的驅鳥隊伍，定期巡查清除機場西端棄方區及週邊樹木，避免鳥類滯留跑道區域，以確保進出港航班安全；</p> <p>(2) 完善飛行區內車輛保障工作流程，規範車輛日常檢查制度，落實車輛全面檢查和維保工作。加大特種車輛設備投入和淘汰老化不可用車輛力度。定期開展駕駛技能、車輛基礎知識、行業道路交通法規(民航局191號令及170號令)等培訓工作，加強FOD防範宣傳，提高駕駛員安全責任心，杜絕疲勞駕駛作業；及</p> <p>(3) 確保施工期間建設單位與機坪塔台通訊暢通，每日巡查飛行區內施工現場各安全措施的落實情況，嚴格控制施工範圍與施工時間，嚴防跑道非法入侵風險。完善飛行區施工考核制度，加強對施工監管單位、施工單位的監管考核。重視施工監管培訓工作，定期檢查施工監管、施工單位安全培訓工作落實情況。</p>

REPORT FROM THE BOARD

董事會報告

Risks 風險名稱	Descriptions 風險描述	Response 應對措施
Operation risks – Risk regarding punctuality rate of flight release	Reduced normal rate of flight release or flight on time rate due to any reason attributable to the airlines (including aircraft maintenance, mechanical failure, flight dispatching, etc.) or any reason not attributable to the airlines factors (such as weather conditions, air traffic control, ground facility breakdown, passenger, etc.) may result in a reduction of the flight number or a restriction upon the increase in the flight number of Meilan Airport by the CAAC, which may reduce or prevent the passenger traffic volume from growing, thus significantly and adversely affecting the economic benefit of the Company.	<ol style="list-style-type: none"> (1) Arrange the work of front-line staff in a rational way, increase the support force during the peak period, and set up functional channels to meet the demand, guide the rapid inspection of the urgency, assist in the control of over-regulated baggage, and help improve the punctuality rate of the flight; (2) Integrating the airline, and air traffic control and airport-stationed units into a comprehensive platform for flight on-time performance management, to jointly push forward the flight on-time performance management efforts and to summarise and analyse the sound experiences developed, and the weakness identified, during the flight supporting process; and (3) The monthly coordination meeting of the resident units should be held to coordinate and solve problems in the operation of each airline and resident units in a timely manner to improve operational efficiency.
運營風險 – 航班放行 正常率風險	由於航空公司自身原因(包括機務維護、機械故障、航班調配等);或者是非航空公司自身因素(如天氣原因、空中管制、地面設施故障、旅客原因等),造成航班的放行正常率下降,影響航班的準點率,可能會導致民航局減少美蘭機場的航班數量,或者限制航班量的增長,導致客流量下降或者無法增長,繼而對公司的經濟利益產生重大不利影響。	<ol style="list-style-type: none"> (1) 科學合理安排一線員工勤務,高峰期增加保障力量,同時設置功能性通道滿足需求,引導急客快速過檢,協助卡控超規行李,助力提升航班正點率; (2) 將航空公司、空管、駐場單位共同納入航班正常性管理的大平台,聯動進行航班正常性管理工作,定期組織彙總分析航班保障過程中形成的優秀經驗和存在的問題;及 (3) 召開駐場單位月度協調會議,及時協調解決各航空公司及駐場單位運行中存在問題,提高運行效率。

REPORT FROM THE BOARD

董事會報告

Risks 風險名稱	Descriptions 風險描述	Response 應對措施
Compliance and regulatory risk – Risks of Business environment and market demand change	The airport construction has a large financing scale, a long debt repayment time and the investment income is uncertain. Assume that due to factors such as economic environment, international political factors and changes in passenger demand, the company's income (especially non-aeronautical business income) declines or growth is weak, and investment costs and income do not match, which will have an impact on the company's profitability and may even put pressure on debt repayment.	<ul style="list-style-type: none"> (1) Re-planning and designing the terminal building has greatly improved the appearance and use efficiency of the terminal building, and further increased the income of non-aviation business through diversified investment methods; (2) Strengthen the analysis of various formats and brand income of the terminal building, and replace or adjust the relevant formats and brands according to the income situation; and (3) In combination with the actual operation, we will dig deep into the non-aeronautical business income such as advertising and parking lots at Meilan Airport, and multi-channel guarantees revenue generation.
合規及監管風險 – 商業環境及市場需求變化風險	機場建設融資規模大、償債時間長、投資收益具有不確定性。假設由於受到經濟環境、國際政治因素及旅客需求變化等因素的影響，導致公司收入(尤其是非航空性業務收入)下降或者增長乏力，投資成本與收益上不匹配，將對公司的盈利能力帶來衝擊，甚至可能對債務償還構成壓力。	<ul style="list-style-type: none"> (1) 對候機樓重新規劃設計，使候機樓在外觀和使用效率上，實現了很大提升，同時通過多樣化招商方式，進一步提升非航空業務收入； (2) 加強候機樓各業態、品牌收益分析，根據收益情況對相關業態、品牌進行更換或調整；及 (3) 結合實際運營情況，深入挖潛美蘭機場廣告、停車場等非航空性業務收入，多渠道保障創收。

In the future, the Company will establish a long-term risk management and internal working system, by which the Company would, on one hand, inspect the overall rectification of the weakness identified during the previous year, and, on the other hand, update timely the key business process and the risk database for internal review in accordance with latest operation progress during the current year, ensuring the Company is keeping pace with the times and building a strong risk firewall to safeguard the implementation of the ordinary operations and such key tasks of the Company.

未來，本公司將建立長效的風險管理及內部工作機制，一方面檢查前一年度薄弱環節的整改及消除情況，另一方面，及時根據當年工作最新情況更新內審重點業務流程及風險庫，確保與時俱進，為本公司日常業務及重點工作的開展建立堅固的風險防火牆。

REPORT FROM THE BOARD

董事會報告

SUBSEQUENT EVENT

New Cargo Terminal Lease Agreement (the “Renewed Lease Agreement”)

On 12 March 2019, Hainan Meilan International Airport Freight Co., Ltd. (“**Meilan Freight**”), a non-wholly owned subsidiary of the Company, and the Parent Company entered into the Renewed Lease Agreement, the details of which are set out as follows:

Date 12 March 2019

Parties:

- (i) the Parent Company
- (ii) Meilan Freight

Term: The term is commencing on 12 March 2019 and ending on 11 March 2021 (both days inclusive).

Subject matter: the Leased Assets, comprising of:

- (i) the land use rights of the new cargo terminal with a total area of approximately 128,540 sq.m.;
- (ii) the property of the new cargo terminal with a total gross floor area of approximately 25,980 sq.m.; and
- (iii) the equipment, including, among others, storehouses, low-voltage power distribution boxes (低壓配電櫃), high-voltage power distribution boxes (高壓配電櫃), air conditioners, luggage carousels and cameras.

Rental and payment: The annual rental for the Renewed Leased Assets payable by Meilan Freight to the Parent Company under the Renewed Lease Agreement shall be RMB10,000,000 in aggregation (including the annual rental for the land use rights of RMB4,500,000, the annual rental for the property of RMB3,200,000 and the annual rental for the equipment of RMB2,300,000), which is determined based on arm’s length negotiations between the two parties with reference to (i) the total area of the new cargo terminal under the land use rights and the total gross floor area of the property; (ii) the prevailing market rental for the land use rights and properties located at similar locations, i.e. approximately RMB35 per sq.m. per year for the land use rights and approximately RMB125 per sq.m. per year for the properties; and (iii) the depreciation of the equipment.

For details of the Renewed Lease Agreement, please refer to the announcement of the Company dated 12 March 2019.

期後事項

新貨站租賃協議(「重續租賃協議」)

於二零一九年三月十二日，海南美蘭國際機場貨運有限責任公司(「美蘭貨運」)·本公司的非全資附屬公司，與母公司訂立重續租賃協議，其詳情載列如下：

日期：二零一九年三月十二日

訂約方：

- (i) 母公司
- (ii) 美蘭貨運

租期：租期為自二零一九年三月十二日起至二零二一年三月十一日止(包括首尾兩日)

標的事項：租賃資產，包括：

- (i) 新貨運站之土地使用權，總面積約為128,540平方米；
- (ii) 新貨運站之房產，總建築面積約為25,980平方米；及
- (iii) 設備，包括(但不限於)倉庫、低壓配電櫃、高壓配電櫃、空調、行李傳送帶及攝像機。

租金及支付：美蘭貨運根據重續租賃協議應付母公司的租賃資產年度租金為每年合共人民幣10,000,000元(包括土地使用權年度租金人民幣4,500,000元、物業年度租金人民幣3,200,000元及設備年度租金約人民幣2,300,000元)，其乃經訂約雙方公平磋商並參考(i)根據土地使用權之新貨運站的總面積乃房產的總建築面積；(ii)位於類似地點之土地使用權或房產的現行市場租金(即土地使用權每平方米每年約人民幣35元及房產每平方米每年約人民幣125元)；及(iii)設備的折舊。

有關重續租賃協議的詳情，請參閱本公司日期為二零一九年三月十二日的公告。

CHARITABLE DONATIONS

In 2018, Meilan Airport supported 4 impoverished employees with a funding of RMB0.08 million via the Charity Foundation, which helped the employees in precarious situations. At the same time, through the establishment of a sound file of the employees in need, timely understanding of the family life of employees with difficulties, we take insurance claims, love funds, internal donations, etc. to help employees solve their living difficulties. In addition, the Company also vigorously carried forward the traditional virtues of assisting the impoverished, actively participated in social poverty alleviation cause, and organized volunteer blood donations which were participated by 155 employees, donating 47,200ml of blood in total. Through planning and organizing the “Flower and Sound” activity to let the students of Hainan Special Education School have a chance to visit the Meilan Airport, organize the “Thanks for the Motherland, Embrace Beijing” – Launching Ceremony of the 2018 Sunshine Youth Growth Camp and the Children of Migrant Workers in Beijing, in the form of activities, we call on the whole society to care for special children and care for the children of migrant workers, reflecting the spirit of humanistic care in Meilan Airport.

FUTURE DEVELOPMENT

Aviation Business

In 2019, the Company will focus on improving the aviation market development in the summer and autumn by focusing on the core indicators of improving flight execution rate and passenger load factor, and achieving a large increase in passenger throughput to lay a good and solid foundation for the completion of the annual production tasks. We will continue to promote the expansion of time and reasonable use of work, to solve the development bottleneck constraints, continue to promote the fine management of flights and promote the incremental development of the transformation and expand the scope of the check-in machine port and increase the construction of the international transit hub.

Non-aviation Business

In 2019, the Company will be proactively “identifying passengers and expanding throughput”, with the goal of creating a normalized brand marketing promotion, data-oriented development, accurate marketing, strengthening market research, clarifying passenger consumption needs, and establishing a daily marketing mechanism for marketing activities, fully improving the revenue from the non-aviation business of Meilan Airport.

In the meantime, the Company will also carry out brand promotion efforts to improve the service quality of Meilan Airport; optimize the financial structure to ensure a balanced funding; strengthen the safety management and control to smoothly realize the 21st safety operation year of Meilan Airport; push forward the infrastructure construction with all strength, ensuring the steady progress of every infrastructure project under construction at Meilan Airport, and the vigorous development of Meilan Airport Phase II expansion project, in an attempt to turn Meilan Airport into a comprehensive three-dimensional transportation center based in northern Hainan, covering the whole Hainan Province and linking Southeast Asia, by 2020.

慈善捐款

二零一八年度，美蘭機場通過愛心基金會平台，幫扶困難員工4名，資助金額人民幣8萬元，有效幫助員工度過難關。同時，通過建立健全的困難員工檔案，及時了解困難員工家庭生活狀況，採取保險理賠、愛心基金、內部捐款等方式幫助員工解決生活困難。此外，本公司一直秉持著以人為本的關愛理念，積極開展各類社會公益活動，組織開展無償獻血活動，共有155名員工參與獻血，總獻血量達47,200ml；通過策劃組織「花開有聲」海南特殊教育學校走進美蘭機場公益活動、組織開展「感恩祖國，擁抱北京」-二零一八陽光少年成長營關愛農民工子女進京活動啓動儀式，以活動形式呼籲全社會關愛特殊兒童、關愛農民工子女，體現了美蘭機場大愛無疆的人文關懷精神。

未來發展

航空業務

二零一九年，本公司將緊緊圍繞提升航班執行率和客座率兩項核心指標集中精力抓好夏秋季航空市場開發工作，實現客流量的較大幅度增長，為完成全年生產任務奠定良好、堅實的基礎。持續推動時刻擴容及合理使用等工作，解決發展瓶頸制約。持續推進航班精細化管理工作，促進轉型增量發展。擴大通程值機口岸業務範圍，加大國際中轉樞紐建設工作。

非航空業務

二零一九年，本公司在航空市場積極「找客擴量」的同時，以打造常態化品牌營銷宣傳為目標，以數據為導向發力，精準營銷，加強市場調研明確旅客消費需求，建立營銷活動日常化機制，全面提升美蘭機場非航空業務收益。

同時，本公司還將紮實開展品牌提升工作，提升美蘭機場服務質量；優化財務結構，確保資金平衡；加強安全管控，順利實現美蘭機場第二十一個安全運行年；全力推進基礎設施建設，在確保美蘭機場各項在建項目穩步推進的同時，大力推進美蘭機場二期擴建項目建設工作，力爭在二零二零年內將美蘭機場打造成為立足瓊北、輻射全省、走向東南亞的綜合立體交通樞紐。

REPORT FROM THE BOARD

董事會報告

FINAL DIVIDEND

The Directors expected that, in 2019, the Company has a large capital demand, mainly for Meilan Airport Phase II expansion project and the renovation of large-scale airport equipment. In view of the actual needs of the Company's future development capital, the Board did not recommend the payment of final dividend for the year ended 31 December 2018.

DIVIDEND POLICY

The Articles of Association permit the Company to distribute dividends or make other distributions according to an ordinary resolution of the shareholders, and prevent the Company from distributing dividends or bonuses without first making up for losses and making all tax and other payments required by law. Under the Articles of Association, the Company may, in addition to final dividend, distribute interim or special dividends in the form of cash or shares. In accordance with the Articles of Association, the distributable profits available to the Company for the purpose of profit distribution will be deemed to be the lesser of:

1. the net income determined in accordance with PRC accounting standards and regulations; and
2. the net income determined in accordance with IAS.

However, prior to payment of dividends, profits of the Company are subject to deductions such as allocations to the statutory common reserve and the statutory public welfare fund. The Company's outstanding credit facilities do not impose any restrictions on its ability to pay dividends.

Subject to the foregoing, the Company intends to make interim dividend payments in or around October of each year and final dividend payments in or around June of each year. The distribution of dividend payment will be dependent upon the Company's earnings, financial conditions, cash requirements and availability, the provisions of the Company Law and other factors. There is no assurance as to whether the dividend distribution will occur as intended, the amount of dividend payment or the timing of such payment.

The Articles of Association required that cash dividends of H Shares will be declared in Renminbi and paid in Hong Kong dollars to H Shareholders. Conversion of Renminbi into Hong Kong dollars will be subject to the relevant PRC foreign exchange regulations and will be calculated at an exchange rate which will be the average of the PBOC Exchange Rate one calendar week preceding the date of declaration of dividends. If the Company does not have sufficient foreign exchange reserves to pay its Hong Kong dollars dividends, it intends to exchange its RMB funds into the required Hong Kong dollars from authorised banks or through other approved means. There is no assurance that the Company will be able to obtain Hong Kong dollar funds as needed.

末期股息

董事會預計二零一九年本公司資金需求量較大，主要用於美蘭機場二期擴建項目工程以及機場大型設備更新改造。鑒於本公司未來發展資金的實際需要，董事會不建議派發截至二零一八年十二月三十一日止年度之末期股息。

股息政策

《公司章程》允許本公司依據股東普通決議案分派股息或作出其他分派，並規定本公司在未彌補虧損及繳納法律規定的所有稅項及其他付款前，不得分派股息或紅利。根據《公司章程》，除末期股息以外，本公司可以現金或股份形式分派中期或特別股息。根據《公司章程》，本公司可用作分派盈利的金額將被視為以下兩者中的較少者：

1. 依據中國會計準則和規則所釐定的淨收入；及
2. 依據國際會計準則所釐定的淨收入。

然而，在支付股息前，本公司盈利可作出若干扣減，例如分配至法定公積和法定公益金等。本公司尚未償還的信貸備用額對本公司支付股息能力不設任何限制。

受上文所述的規限，本公司約於每年十月派發中期股息，並約於每年六月派發末期股息。分派之股息金額將視本公司的盈利、財務狀況、現金需求及可用現金、《公司法》的規定及其他因素而定。本公司不能保證是否會如計劃一般分派股息，亦不能保證股息的金額或在何時分派股息。

《公司章程》規定H股現金股息以人民幣宣派和以港元支付給H股股東。人民幣兌換港元將受相關的中國外匯規定規限，及將以宣派股息前一周人民銀行匯率平均值計算。倘若本公司無足夠外匯儲備以支付其港元股息，則其擬從特許的銀行或通過其他方式兌換所需港元。不能保證本公司能在需要時取得港元資金。

REPORT FROM THE BOARD

董事會報告

CLOSURE OF REGISTER OF MEMBERS

The Company's register of members will be closed from Saturday, 4 May 2019 to Monday, 3 June 2019 (both days inclusive), during which no transfer of shares will be registered. In order to be qualified for attending and vote at the annual general meeting, all share transfer instruments, accompanied by the relevant share certificates and forms of transfer, shall be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 3 May 2019.

LONG-TERM BORROWINGS

Details of the long-term borrowings of the Group and the Company are set out in Note 4(22) to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the property, plant and equipment as at 31 December 2018 and the changes in the property, plant and equipment of the Group and the Company for the year ended 31 December 2018 are set out in Note 4(8), Note 4(9) and Note 4(10) to the financial statements.

TAXATION

Details of taxation of the Group and the Company (including all tax preferences) for the year ended 31 December 2018 are set out in Note 3 to the financial statements.

RESERVES

Change in reserves of the Group and the Company during the year ended 31 December 2018 is set out in Note 4(27) and Note 4(28) to the financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2018, the balance of capital surplus and statutory surplus reserve of the Company amounted to approximately RMB813,135,400 and approximately RMB246,394,231 respectively, which were determined in accordance with the Company Law of the PRC and China's accounting standards and regulations. In addition, pursuant to the Articles of Association, the retained profits available for dividend distribution of the Company amounted to approximately RMB3,060,806,801.

SUBSIDIARIES

Details of the Company's subsidiaries as at 31 December 2018 are set out in Note 5 and Note 6(1) to the financial statements.

暫停辦理股東登記

本公司將於二零一九年五月四日(星期六)至二零一九年六月三日(星期一)(包括首尾兩日)的期間內暫停辦理股份過戶登記手續。為能夠出席股東週年大會並參與表決,所有股份過戶文件連同有關股票及過戶表格,最遲須於二零一九年五月三日(星期五)下午四點半前送交本公司之股份過戶登記處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

長期借款

本集團及本公司之長期借款的詳情載於財務報表附註四(22)。

物業、機器及設備

本集團及本公司於二零一八年十二月三十一日之物業、機器及設備及截至二零一八年十二月三十一日止年度之物業、機器及設備的變動情況載列於財務報表附註四(8)、附註四(9)和附註四(10)。

稅項

本集團及本公司截至二零一八年十二月三十一日止年度的稅項詳情(包括任何稅項優惠)載列於財務報表附註三。

儲備

本集團及本公司於截至二零一八年十二月三十一日止年度之儲備詳情載列於財務報表附註四(27)和附註四(28)。

可供分派儲備

於二零一八年十二月三十一日,根據中國《公司法》、中國會計準則及規定釐定,本公司資本公積餘額約為人民幣813,135,400元,法定盈餘公積金餘額約為人民幣246,394,231元。此外,根據《公司章程》,本公司未分配利潤約為人民幣3,060,806,801元可作股息予以分派。

子公司

本公司於二零一八年十二月三十一日止之子公司詳情載列於財務報表附註五及附註六(1)。

REPORT FROM THE BOARD

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The largest customer and the top five largest customers of the Group represented 16.41% and 46.03% of the total sales of the Group for the year ended 31 December 2018 respectively.

The largest supplier and the top five largest suppliers of the Group represented 13.17% and 28.33% of the total operating costs of the Group respectively for the year ended 31 December 2018.

The Group and its customers and suppliers have maintained close co-operations based on the principle of fairness, transparency and friendliness for a couple of years. The Group believes that as our business scope and business volume expand, the Group will cultivate strong relationship with more customers and suppliers in accordance with compliant procurement and audit systems.

The Company entered into relevant transactions with the Parent, details of which are set out in the section headed "The Connected Transactions" below.

Save as disclosed above, at any time during the year ended 31 December 2018, none of the Directors, their close associates or, to the knowledge of the Directors, any shareholder holding more than 5% of the issued shares of the Company were interested in any of the top five largest customers or suppliers of the Group.

RELATIONSHIP WITH EMPLOYEES

The Group maintains a sound relationship with its employees through meticulous staff caring initiatives and various social welfare campaigns. Please refer to the Environmental, Social and Governance Report on page 67 to 97 in this annual report of the Company for details.

SHARE CAPITAL STRUCTURE

As at 31 December 2018, the total number of issued share capital of the Company was 473,213,000, of which:

主要客戶及供應商

截至二零一八年十二月三十一日止年度，本集團經營業務中，最大的客戶及五位最大的客戶分別佔本集團總銷售額的16.41%及46.03%。

截至二零一八年十二月三十一日止年度，本集團經營業務中，最大的供貨商及五位最大的供貨商分別佔本集團運營成本的13.17%及28.33%。

本集團與客戶及供應商之間遵照公允、透明、友好的原則，已合作多年。本集團相信，隨著業務範圍的擴張及業務量的增長，本集團將會遵從合規的採購和審計制度與更多的客戶及供應商達成良好合作關係。

本公司已與母公司訂立相關交易，其詳情載於下文「關連交易事項」一節。

除前述披露外，於截至二零一八年十二月三十一日止年度任何時間，概無董事、其緊密聯繫人或就董事所知擁有本公司已發行股份超過5%的股東於本集團五大客戶及供貨商當中任何一方擁有權益。

與僱員之關係

本集團通過細緻入微的員工關愛行動、豐富多彩的社會公益活動等與本集團員工保持良好的僱主與僱員關係。詳情請參見本年報第67頁至第97頁的「環境、社會與管治報告」。

股本結構

於二零一八年十二月三十一日，本公司已發行之總股本為473,213,000股，其中：

		Numbers of Shares 股數	Percentage of total issued shares 佔已發行 總股份比例
Domestic Shares	內資股	246,300,000	52%
H Shares	H股	226,913,000	48%
Total	總數	473,213,000	100%

REPORT FROM THE BOARD

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 31 December 2018, so far as known to the Directors, Supervisors or chief executive of the Company, the following persons (other than a Director, Supervisor or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which were required to be recorded in the register to be kept by the Company under Section 336 of the Securities and Futures Ordinance (the "SFO") (Chapter 571 of the Laws of Hong Kong).

主要股東的股份權益

於二零一八年十二月三十一日，就本公司董事、監事或主要行政人員所知，以下人士（本公司董事、監事或主要行政人員除外）於本公司股份或相關股份中擁有根據香港法例第571章《證券及期貨條例》（「證券及期貨條例」）第336條規定記錄於本公司存置的登記冊內的權益或淡倉。

DOMESTIC SHARES

內資股

Name of Shareholders	Capacity	Class of shares	Number of ordinary shares	Percentage of domestic shares issued	Percentage of total issued share capital
股東名稱	身份	股份類別	普通股數目	佔已發行內資股百分比	佔已發行總股本百分比
Haikou Meilan International Airport Company Limited (Note 1)	Beneficial owner	Corporate	237,500,000(L)	96.43%	50.19%
海口美蘭國際機場有限責任公司(附註1)	實益擁有人	企業			

H SHARES

H股

Name of Shareholders	Type of interest	Number of ordinary shares	Percentage of H shares issued	Percentage of total issued share capital
股東名稱	權益類別	普通股數目	佔已發行H股百分比	佔已發行總股本百分比
Zhang Gaobo (Note 2)	Interest of controlled corporations	94,343,000(L)	41.58%	19.94%
張高波(附註2)	受控制公司權益			
Zhang Zhiping (Note 2)	Interest of controlled corporations	94,343,000(L)	41.58%	19.94%
張志平(附註2)	受控制公司權益			
Oriental Patron Financial Services Group Limited (Note 2)	Interest of controlled corporations	94,343,000(L)	41.58%	19.94%
Oriental Patron Financial Services Group Limited(附註2)	受控制公司權益			
Oriental Patron Financial Group Limited (Note 2)	Interest of controlled corporations	94,343,000(L)	41.58%	19.94%
Oriental Patron Financial Group Limited(附註2)	受控制公司權益			

REPORT FROM THE BOARD

董事會報告

Name of Shareholders 股東名稱	Type of interest 權益類別	Number of ordinary shares 普通股數目	Percentage of H shares issued 佔已發行 H股百分比	Percentage of total issued share capital 佔已發行 總股本百分比
Oriental Patron Resources Investment Limited (Note 2)	Beneficial owner	94,343,000(L)	41.58%	19.94%
Oriental Patron Resources Investment Limited (附註2)	實益擁有人			
UBS Group AG (Note 3)	Security interest in shares and interest of controlled corporations	22,540,400(L) 1,000(S)	9.93% 0.00%	4.76% 0.00%
UBS Group AG (附註3)	對股份持有保證權益及受控制公司權益			
UBS AG (Note 4)	Beneficial owner, security interests in shares and interests of controlled corporations	27,174,400(L) 15,000(S)	11.98% 0.01%	5.74% 0.00%
UBS AG (附註4)	實益擁有人，對股份持有保證權益及受控制公司權益			
ARC Capital Holdings Limited (Note 5)	Interest of controlled corporations	32,788,500(L)	14.45%	6.93%
ARC Capital Holdings Limited (附註5)	受控制公司權益			
ARC Capital Partners Limited (Note 5)	Investment manager	32,788,500(L)	14.45%	6.93%
ARC Capital Partners Limited (附註5)	投資經理			
Pacific Alliance Asia Opportunity Fund L.P. (Note 5)	Interest of controlled corporations	32,788,500(L)	14.45%	6.93%
Pacific Alliance Asia Opportunity Fund L.P. (附註5)	受控制公司權益			
Pacific Alliance Equity Partners Limited (Note 5)	Interest of controlled corporations	32,788,500(L)	14.45%	6.93%
Pacific Alliance Equity Partners Limited (附註5)	受控制公司權益			
Pacific Alliance Group Asset Management Limited (Note 5)	Investment manager	32,788,500(L)	14.45%	6.93%
Pacific Alliance Group Asset Management Limited (附註5)	投資經理			

REPORT FROM THE BOARD

董事會報告

Name of Shareholders 股東名稱	Type of interest 權益類別	Number of ordinary shares 普通股數目	Percentage of H shares issued 佔已發行 H股百分比	Percentage of total issued share capital 佔已發行 總股本百分比
PAG Holdings Limited (Note 5) PAG Holdings Limited (附註5)	Interest of controlled corporations 受控制公司權益	32,788,500(L)	14.45%	6.93%
Pacific Alliance Group Limited (Note 5) Pacific Alliance Group Limited (附註5)	Interest of controlled corporations 受控制公司權益	32,788,500(L)	14.45%	6.93%
Pacific Alliance Investment Management Limited (Note 5) Pacific Alliance Investment Management Limited (附註5)	Interest of controlled corporations 受控制公司權益	32,788,500(L)	14.45%	6.93%
Walden Ventures Limited (Note 5) Walden Ventures Limited (附註5)	Beneficial owner 實益擁有人	32,788,500(L)	14.45%	6.93%
Leitzes Alexander Scott (Note 6) Leitzes Alexander Scott (附註6)	Trustee 受託人	18,898,000(L)	8.33%	3.99%
Lights On Ventures, LLC (Note 6) Lights On Ventures, LLC (附註6)	Interest of controlled corporations 受控制公司權益	18,898,000(L)	8.33%	3.99%
Solve A Maze I LLC (Note 6) Solve A Maze I LLC (附註6)	Interest of controlled corporations 受控制公司權益	18,898,000(L)	8.33%	3.99%
Solve A Maze II LLC (Note 6) Solve A Maze II LLC (附註6)	Interest of controlled corporations 受控制公司權益	18,898,000(L)	8.33%	3.99%
Karst Peak Asia Master Fund (Note 6) Karst Peak Asia Master Fund (附註6)	Beneficial owner 實益擁有人	18,898,000(L)	8.33%	3.99%
Karst Peak Capital Management (Cayman) Limited (Note 6) Karst Peak Capital Management (Cayman) Limited (附註6)	Interest of controlled corporations 受控制公司權益	18,898,000(L)	8.33%	3.99%
Leitzes Adam Gregory (Note 6) Leitzes Adam Gregory (附註6)	Interest of controlled corporations 受控制公司權益	18,898,000(L)	8.33%	3.99%

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Name of Shareholders 股東名稱	Type of interest 權益類別	Number of ordinary shares 普通股數目	Percentage of H shares issued 佔已發行H股百分比	Percentage of total issued share capital 佔已發行總股本百分比
JP Morgan Chase & Co. (Note 7)	Beneficial owner and custodian corporation/ approved lending agent	13,607,488(L)	5.99%	2.88%
JP Morgan Chase & Co. (附註7)	實益擁有人及託管法團/ 核准借出代理人			
Greenwoods Asset Management Limited (Note 8)	Investment manager	13,549,000(L)	5.97%	2.86%
Greenwoods Asset Management Limited (附註8)	投資經理			
Unique Element Corp. (Note 8)	Interest of controlled corporations	13,549,000(L)	5.97%	2.86%
Unique Element Corp. (附註8)	受控制公司權益			
Jiang Jinzhi (Note 8)	Interest of controlled corporations	13,549,000(L)	5.97%	2.86%
Jiang Jinzhi (附註8)	受控制公司權益			
Greenwoods Asset Management Holdings Limited (Note 8)	Interest of controlled corporations	13,549,000(L)	5.97%	2.86%
Greenwoods Asset Management Holdings Limited (附註8)	受控制公司權益			

Notes:

- Haikou Meilan International Airport Company Limited is a company established in the PRC and is the controlling shareholder of the Company.
- Zhang Gaobo and Zhang Zhiping held 49% and 51% interest in Oriental Patron Financial Group Limited, respectively. Oriental Patron Financial Group Limited held 95% interest in Oriental Patron Financial Services Group Limited. Oriental Patron Resources Investment Limited was wholly-owned by Oriental Patron Financial Services Group Limited.
- According to the disclosure of interest filed by UBS Group AG on the website of the Hong Kong Stock Exchange, UBS Group AG was deemed to hold 3,692,000 shares through its security interest and hold 18,848,400 shares through its interest in a controlled corporation. UBS Asset Management (Hong Kong) Ltd, UBS Asset Management (Singapore) Ltd, UBS Fund Management (Luxembourg) S.A., UBS Fund Management (Switzerland) AG and UBS AG were wholly-owned by UBS Group AG. UBS Group AG was deemed to hold interests in the Company through owning the above-mentioned companies pursuant to Part XV of the SFO and were beneficially holding 576,000, 660,300, 17,607,100, 4,000 and 1,000 long position shares and 1,000 short position shares in the Company, respectively.

附註:

- 海口美蘭國際機場有限責任公司在中國境內成立，為本公司之控股股東。
- 張高波及張志平分別持有Oriental Patron Financial Group Limited 49%及51%權益。Oriental Patron Financial Group Limited持有Oriental Patron Financial Services Group Limited 95%權益。Oriental Patron Resources Investment Limited的100%權益由Oriental Patron Financial Services Group Limited全資擁有。
- 根據UBS Group AG於香港聯交所網站列載之權益披露，UBS Group AG被視為透過其保證權益持有3,692,000股股份及以透過其受控制公司權益持有18,848,400股股份。UBS Asset Management (Hong Kong) Ltd, UBS Asset Management (Singapore) Ltd, UBS Fund Management (Luxembourg) S.A., UBS Fund Management (Switzerland) AG及UBS AG均由UBS Group AG全資擁有。根據證券及期貨條例第XV部，UBS Group AG被視為透過擁有上述公司而持有本公司權益，而該等公司分別實益持有本公司576,000股、660,300股、17,607,100股、4,000股、1,000股好倉股份及1,000股淡倉股份。

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4. According to the disclosure of interest filed by UBS AG on the website of the Hong Kong Stock Exchange, among the 27,174,400 shares in the Company, UBS AG was deemed to hold 8,896,000 shares through security interest, and 18,263,400 shares through interests of a controlled corporation and 15,000 long position shares and 15,000 short position shares as beneficial owner. UBS Fund Services (Luxembourg) SA, UBS Global Asset Management (Hong Kong) Ltd and UBS Global Asset Management (Singapore) Ltd were wholly-owned by UBS AG. UBS AG was deemed hold interests in the Company through owning the above-mentioned companies pursuant to Part XV of the SFO and were beneficially holding 14,194,100 shares, 1,905,000 shares, and 2,164,300 shares in the Company, respectively.
4. 根據UBS AG於香港聯交所網站載列之權益披露，本公司27,174,400股股份中，UBS AG被視為透過保證權益持有8,896,000股股份，透過受控制公司權益持有18,263,400股股份以及作為實益擁有人持有15,000股好倉股份及15,000股淡倉股份。UBS Fund Services (Luxembourg) SA、UBS Global Asset Management (Hong Kong) Ltd及UBS Global Asset Management (Singapore) Ltd均由UBS AG全資擁有。根據證券及期貨條例第XV部，UBS AG被視為透過擁有上述公司而持有本公司權益，而該等公司分別實益擁有本公司14,194,100股股份、1,905,000股股份及2,164,300股股份。
5. PAG Holdings Limited held 99.17% interest in Pacific Alliance Group Limited, which in turn held 90% interest in Pacific Alliance Investment Management Limited. Pacific Alliance Investment Management Limited held 52.53% interest in Pacific Alliance Equity Partners Limited. Pacific Alliance Equity Partners Limited held 100% interest in ARC Capital Partners Limited. ARC Capital Partners Limited was deemed to be interested in 32,788,500 shares in its capacity as investment manager. ARC Capital Holdings Limited is a corporation controlled by ARC Capital Partners Limited for the purpose of Part XV of the SFO. ARC Capital Holdings Limited was holding 46.67% interest in Walden Ventures Limited which in turn held 14.45% interest in the H shares of the Company. Pacific Alliance Investment Management Limited held 100% interest in Pacific Alliance Group Asset Management Limited. Pacific Alliance Group Asset Management Limited was deemed to be interested in 32,788,500 shares in its capacity as investment manager. Pacific Alliance Asia Opportunity Fund L.P. is a corporation controlled by Pacific Alliance Group Asset Management Limited for the purpose of Part XV of the SFO. Pacific Alliance Asia Opportunity Fund L.P. held 36.67% interest in Walden Ventures Limited which was in turn held 14.45% interest in the H shares of the Company.
5. PAG Holdings Limited持有Pacific Alliance Group Limited 99.17%權益，而Pacific Alliance Group Limited持有Pacific Alliance Investment Management Limited 90%權益。Pacific Alliance Investment Management Limited持有Pacific Alliance Equity Partners Limited 52.53%權益。Pacific Alliance Equity Partners Limited持有ARC Capital Partners Limited 100%權益。ARC Capital Partners Limited被視為以其投資經理身份持有32,788,500股股份權益。根據證券及期貨條例第XV部，ARC Capital Holdings Limited為一間由ARC Capital Partners Limited控制的公司。ARC Capital Holdings Limited持有Walden Ventures Limited 46.67%權益，而Walden Ventures Limited持有本公司H股14.45%權益。Pacific Alliance Investment Management Limited持有Pacific Alliance Group Asset Management Limited 100%權益。Pacific Alliance Group Asset Management Limited被視為以其投資經理身份持有32,788,500股股份權益。根據證券及期貨條例第XV部，Pacific Alliance Asia Opportunity Fund L.P.為一間由Pacific Alliance Group Asset Management Limited控制的公司。Pacific Alliance Asia Opportunity Fund L.P.持有Walden Ventures Limited 36.67%權益，而Walden Ventures Limited則持有本公司H股14.45%權益。
6. According to the disclosure of interest filed on the website of the Hong Kong Stock Exchange, Karst Peak Asia Master Fund held 18,898,000 shares in the Company and was wholly-owned by Karst Peak Capital Management (Cayman) Limited, which was held by Solve A Maze I LLC and Lights On Ventures, LLC as to 65% and 35%. Solve A Maze I LLC was wholly owned by Leitzes Adam Gregory. Lights On Ventures, LLC was wholly owned by Solve A Maze II LLC, which was held as to 100% by Leitzes Alexander Scott in capacity as a trustee. Pursuant to Part XV of the SFO, each of Karst Peak Capital Management (Cayman) Limited, Solve A Maze I LLC, Lights On Ventures, LLC, Solve A Maze II LLC, Leitzes Adam Gregory and Leitzes Alexander Scott is deemed to have interest in the shares held by Karst Peak Asia Master Fund.
6. 根據於香港聯交所網站載列之權益披露，Karst Peak Asia Master Fund持有本公司18,898,000股股份及由Karst Peak Capital Management (Cayman) Limited全資擁有，而Karst Peak Capital Management (Cayman) Limited由Solve A Maze I LLC及Lights On Ventures, LLC分別持有65%及35%權益。Solve A Maze I LLC由Leitzes Adam Gregory全資擁有。Lights On Ventures, LLC由Solve A Maze II LLC全資擁有，而Solve A Maze II LLC由Leitzes Alexander Scott（以受託人身份）持有100%權益。根據證券及期貨條例第XV部，Karst Peak Capital Management (Cayman) Limited、Solve A Maze I LLC、Lights On Ventures, LLC、Solve A Maze II LLC、Leitzes Adam Gregory及Leitzes Alexander Scott各自被視為於Karst Peak Asia Master Fund持有之股份中擁有權益。
7. Among the 13,607,488 shares in the Company, JP Morgan Chase & Co. was deemed to hold 12,963,588 shares as custodian corporation/approved lending agent and held 643,900 shares as beneficial owner.
7. 在本公司的13,607,488股股份中，JP Morgan Chase & Co.以託管法團／核准借出代理人身份持有12,963,588股股份，並以實益擁有人身份持有643,900股股份。

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8. Greenwood Asset Management Limited was wholly owned by Greenwood Asset Management Holdings Limited. 81% shares of Greenwood Assets Management Holdings Limited were held by Unique Element Corp., which in turn was wholly owned by Jiang Jinzhi. Greenwood Asset Management Limited held 13,549,000 shares in the capacity of investment manager.

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

Save as disclosed above, as of 31 December 2018, so far as known to the Directors, Supervisors and chief executives of the Company, no other person (not being the Directors, Supervisors, and chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which were required to be recorded in the register to be kept by the Company under section 336 of the SFO.

INTERESTS OF DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVES IN SHARES

As at 31 December 2018, no Directors, Supervisors and chief executive of the Company have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which would be required to be recorded in the register to be kept by the Company pursuant to section 352 of the SFO, or required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

THE CONNECTED TRANSACTIONS

The Parent Company is the controlling shareholder of the Company as it holds 50.19% interest in the Company, and accordingly is a connected person of the Company. Details of connected transactions between the Parent Company and the Company are set below:

NON-EXEMPT CONTINUING CONNECTED TRANSACTION

1. Airport Composite Services by the Parent Company (the "Service Agreement")

Date: 25 August 2016

Parties: the Company and the Parent Company

Subject matters: pursuant to the Service Agreement, the Parent Company has agreed to provide or procure any third party if necessary with the Company's consent to provide to the Company the following services: (a) security guard service; (b) cleaning and environment maintenance; (c) sewage and refuse processing; (d) power and energy supply and equipment maintenance; (e) passengers and luggage security inspection; and (f) other services required by the Company.

8. Greenwood Asset Management Limited由Greenwood Asset Management Holdings Limited全資擁有。Greenwood Assets Management Holdings Limited的81%權益由Unique Element Corp.擁有，而Unique Element Corp.則由Jiang Jinzhi全資擁有。Greenwood Asset Management Limited以投資經理身份持有13,549,000股股份。

9. (L)及(S)分別代表好倉及淡倉。

除上文披露者外，截至二零一八年十二月三十一日止，就本公司董事、監事及主要行政人員所知，概無其他人士（並非本公司董事、監事及主要行政人員）於本公司股份或相關股份中擁有根據證券及期貨條例第336條記錄於本公司須存置的登記冊內的權益或淡倉。

董事、監事及主要行政人員的股份權益

於二零一八年十二月三十一日，本公司董事、監事及主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中擁有根據證券及期貨條例第352條記入須予存備的登記冊內，或根據董事進行證券交易的標準守則須知會本公司及香港聯交所的權益或淡倉。

關連交易事項

母公司持有本公司50.19%的股權，為本公司的控股股東，因此亦為本公司的關連人士。本公司與母公司的關連交易的詳情列載如下：

非豁免持續關連交易

1. 由母公司提供之機場綜合服務（「服務協議」）

協議日期：二零一六年八月二十五日

訂約方：本公司及母公司

主體內容：根據服務協議，在需要並在本公司已同意的情況下，則母公司同意或促使任何第三方向本公司提供以下服務：(a)保安服務；(b)清潔及環境維護；(c)污水及廢物處理；(d)電力及能源供應及設備維護；(e)乘客及行李安全檢查；及(f)本公司所規定之其他服務。

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Price and payment: charges as to the service in items (a) to (c) above will be determined in accordance with the cost incurred by the Parent Company in providing such services plus a 5% management fee; charges as to the service in item (d) above will be determined in accordance with the cost incurred by the Parent Company in providing such service plus a 25% management fee; charges as to the service in item (e) above shall be calculated in accordance with the standards prescribed by the CAAC and collected by the Company on behalf of the Parent Company from the relevant airlines; and charges as to other services in item (f) above shall be calculated by reference to the pricing standards prescribed by the relevant PRC government authorities (if any), or, in the absence of the same, the industry pricing standards or a cost plus mark-up fee basis. The service fee is paid quarterly or annually and is determined by the parties to the service agreement depending on the type of service provided by the Parent Company and in accordance with normal business practices.

The service fee shall be paid either on a quarterly or an annual basis and will be determined by the parties to the Service Agreement depending on the type of services to be provided by the Parent Company and in accordance with normal business practices. According to the announcement of the Company dated 25 August 2016, the annual cap for transactions under the Service Agreement in 2018 was RMB46,800,000. As of 31 December 2018, the actual amount for 2018 was RMB26,969,304, which did not exceed the annual cap for the year.

Term: a term of three years commencing from 1 January 2017 and ending on 31 December 2019.

For details of the Service Agreement, please refer to the announcement of the Company dated 25 August 2016.

2. New Cargo Terminal Lease Agreement (the "Lease Agreement")

On 12 March 2018, Meilan Freight and the Parent Company entered into the Lease Agreement, the details of which are set out as follows:

Date: 12 March 2018

Parties:

- (i) the Parent Company
- (ii) Meilan Freight

Term: The term is commencing from 12 March 2018 to 11 March 2019 (both days inclusive).

價格及付款：上述(a)至(c)項服務收費將根據母公司在提供該等服務時所涉及之成本另加5%管理費而釐定；上述(d)項服務收費將根據母公司就提供該等服務所涉及之成本另加25%管理費而釐定；上述(e)項服務收費將根據民航局所規定之標準計算，並由本公司代母公司向有關航空公司收取；及上述(f)項其他服務收費將參照有關中國政府部門規定的定價標準(如有)，或如沒有該標準則參照行業定價標準或按成本加附加費基準計算。服務費每季或每年支付，由服務協議之訂約方視乎母公司提供服務之類型及按照一般商業慣例訂定。

服務費可按季度亦可按年支付，將由協議各方根據母公司提供服務的類型並按一般商業慣例釐定。根據本公司於二零一六年八月二十五日之公告，服務協議於二零一八年度之交易限額為人民幣46,800,000元。截至二零一八年十二月三十一日止，二零一八年度實際發生額為人民幣26,969,304元，未超出該年度交易限額。

有效期：自二零一七年一月一日起至二零一九年十二月三十一日止為期三年。

有關服務協議的詳情，請參閱本公司日期為二零一六年八月二十五日的公告。

2. 新貨站租賃協議(「租賃協議」)

於二零一八年三月十二日，美蘭貨運與母公司訂立租賃協議，其詳情載列如下：

日期：二零一八年三月十二日

訂約方：

- (i) 母公司
- (ii) 美蘭貨運

租期：租期為自二零一八年三月十二日起至二零一九年三月十一日止(包括首尾兩日)

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Subject matter: the Leased Assets, comprising of:

- (i) the land use rights of the new cargo terminal with a total area of approximately 128,540 sq.m.;
- (ii) the property of the new cargo terminal with a total gross floor area of approximately 26,600 sq.m.; and
- (iii) the equipment, including, among others, storehouses, low-voltage power distribution boxes (低壓配電櫃), high-voltage power distribution boxes (高壓配電櫃), air conditioners, luggage carousels and cameras.

Rental and payment: The annual rental of the Leased Assets payable by Meilan Freight to the Parent Company under the Lease Agreement shall be RMB8,000,000 in aggregation (including the annual rental of the land use rights of approximately RMB3,569,000, the annual rental of the property of approximately RMB2,659,000 and the annual rental of the equipment of approximately RMB1,772,000), which is determined based on arm's length negotiations between the two parties with reference to (i) the total area of the new cargo terminal under the land use rights and the total gross floor area of the property; (ii) the prevailing market rental for the land use rights or properties located at similar locations i.e. approximately RMB28 per sq.m. per year for the land use rights and approximately RMB100 per sq.m. per year for the Property; and (iii) the depreciation of the equipment.

For details of the Lease Agreement, please refer to the announcement of the Company dated 12 March 2018.

OTHER CONNECTED TRANSACTIONS

1. Construction of the Terminal Expansion Project Investment Agreement (the "Expansion Project Investment and Construction Agreement")

On 12 December 2012, the Company and the Parent Company entered into the Expansion Project Investment and Construction Agreement, details of which are set out below.

Date: 12 December 2012

Parties: the Company and the Parent Company

Subject matters: pursuant to the Expansion Project Investment and Construction Agreement, the Parent Company shall continue to complete the construction of the terminal expansion project (the "Project") carried out by the Parent Company according to the original schedule previous agreed by the Company and the Parent Company, unless the schedule of the Project is adjusted due to the reasons beyond the control of the Company and the Parent Company.

標的事項：租賃資產，包括：

- (i) 新貨運站之土地使用權，總面積約為128,540平方米；
- (ii) 新貨運站之房產，總建築面積約為26,600平方米；及
- (iii) 設備，包括(但不限於)倉庫、低壓配電櫃、高壓配電櫃、空調、行李傳送帶及攝像機。

租金及支付：美蘭貨運根據租賃協議應付母公司的租賃資產年度租金為每年合共人民幣8,000,000元(包括土地使用權年度租金約人民幣3,569,000元、物業年度租金約人民幣2,659,000元及設備年度租金約人民幣1,772,000元)，其乃經訂約雙方公平磋商並參考(i)根據土地使用權之新貨運站的總面積乃房產的總建築面積；(ii)位於類似地點之土地使用權或房產的現行市場租金(即土地使用權每平方米每年約人民幣28元及房產每平方米每年約人民幣100元)；及(iii)設備的折舊。

有關租賃協議的詳情，請參閱本公司日期為二零一八年三月十二日的公告。

其他關連交易

1. 航站樓擴建工程之投資建設協議(「擴建工程投資建設協議」)

於二零一二年十二月十二日，本公司與母公司訂立擴建工程投資建設協議，詳情載列如下。

日期：二零一二年十二月十二日

訂約方：本公司及母公司

主體內容：根據擴建工程投資建設協議，母公司將繼續根據本公司與母公司過往協議的原訂時間表完成由母公司進行的航站樓擴建工程(「項目」)，除非該項目的時間表因本公司及母公司未能控制的原因而被調整。

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The funds provided by the Company to the Parent Company under the Expansion Project Investment and Construction Agreement could be used to pay for the consideration for the transfer of the Project as agreed between the parties in the future. The Parent Company and the Company agree that the actual construction cost of the Project as audited by a competent independent auditor upon completion of the construction of the Project shall not exceed 110% of the estimated construction cost of RMB876,500,000.

Consideration: under the Expansion Project Investment and Construction Agreement, the Company will provide funds to the Parent Company according to the progress of the construction of the Project based on the estimated construction cost of the Project in the amount of RMB876,500,000 and the land use right in the amount of RMB150,180,000, which in total is RMB1,026,680,000. The amount of RMB439,000,000 has already been paid by the Company to the Parent Company according to the acquisition agreement (entered between the Company and the Parent Company dated 26 August 2011) prior to the termination of such agreement shall be used to offset the total investment under the Expansion Project Investment and Construction Agreement. The accumulated Project construction fee payments made by the Company to the Parent Company as of 31 December 2018 amounted to RMB733,361,200 (31 December 2017: RMB733,361,200).

For details of the Expansion Project Investment and Construction Agreement, please refer to the announcement of the Company dated 12 December 2012.

2. Phase II Expansion Project Investment Agreement for the Construction of the Airport Project (the “Phase II Expansion Investment and Construction Agreement”)

On 21 August 2015, the Company and the Parent Company entered into the Phase II Expansion Investment and Construction Agreement, details of which are set out below.

Date: 21 August 2015

Parties: the Company and the Parent Company

Subject matters: pursuant to the Phase II Expansion Investment and Construction Agreement, the Company has agreed to provide funds for building the Company's construction project, with the amount of approximately RMB7.158 billion. The Parent Company will serve as the project representative of the airport project, and will be responsible for the organization and supervision of the implementation of the airport construction plan and the funds raising issues of the Parent Company construction project until its completion and acceptance.

本公司根據擴建工程投資建設協議向母公司提供的資金可用於支付雙方未來達成的項目轉讓的對價。母公司及本公司同意於該項目竣工後，經符合資格的獨立核數師審核，該項目實際施工成本將不得超過預計建築成本人民幣876,500,000元之110%。

代價：本公司將根據擴建工程投資建設協議，在項目預計的建築成本人民幣876,500,000元，以及土地使用權價值人民幣150,180,000元合計人民幣1,026,680,000元內按照項目建設的進度向母公司提供資金。本公司於收購協議（由母公司與本公司於二零一一年八月二十六日簽訂）終止前根據該協議向母公司支付的人民幣439,000,000元金額將用以抵銷根據擴建工程投資建設協議作出的投資總額。截至二零一八年十二月三十一日止，本公司已向母公司累計支付項目建設資金人民幣733,361,200元（二零一七年十二月三十一日：人民幣733,361,200元）。

有關擴建工程投資建設協議的詳情，請參閱本公司日期為二零一二年十二月十二日的公告。

2. 二期擴建工程中機場工程之投資建設協議（「二期擴建投資建設協議」）

於二零一五年八月二十一日，本公司與母公司訂立二期擴建投資建設協議，詳情載列如下。

日期：二零一五年八月二十一日

訂約方：本公司及母公司

主體內容：根據二期擴建投資建設協議，本公司同意提供興建本公司建設項目之資金，金額約為人民幣71.58億元。母公司將作為機場工程的項目代表，直至其完工及驗收前負責組織及監督機場工程建設計劃的實施以及母公司建設項目的集資事宜。

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Unless otherwise agreed between the Company and the Parent Company, the Parent Company has agreed to register the ownership of the relevant asset constituting the Company's construction project in the name of the Company upon the completion and acceptance of the airport construction, including but not limited to the land using rights and property ownership of the buildings. The ownership of assets of the Parent Company of the construction project will be held by the Parent Company.

The Parent Company has irrevocably agreed, undertaken and confirmed that the Company has the right to occupy, use and benefit from and dispose of assets constituting the Company's construction project without paying any money to the Parent Company to the extent permitted by applicable PRC laws before the registration of asset ownership constituting the Company's construction project in the name of the Company.

Consideration: Pursuant to the Phase II Expansion Investment and Construction Agreement, the Company will provide all the funding covering the construction of the Company's construction project, the estimated total amount is about RMB7.158 billion. Restricted by the airport project's completion and closing report which requires approval of the relevant bodies (if required) and the assets invested by and registered under the name of the Company upon the completion and acceptance of the airport project. It is estimated that the maximum amount of investment will have to be further adjusted. In the event that any factor is beyond the Company's control and foreseeability, leading to the investment amount exceeds RMB7.158 billion, the Company will seek shareholder's approval and make further disclosure in accordance with compliant regulations in the Listing Rules.

Expected date of completion: expected to complete and to pass the acceptance by relevant authorities by the end of 2020.

For details of the Phase II Expansion Investment and Construction Agreement, please refer to the announcement of the Company dated 21 August 2015.

3. Hainan Meilan Airport Asset Management Limited's Equity Transfer Agreement (the "Equity Transfer Agreement")

On 13 November 2015, the Company and the Parent Company entered into the Equity Transfer Agreement, details of which are set out below.

Date: 13 November 2015

Parties: the Company and the Parent Company

除非本公司及母公司另有協定，母公司已同意於機場工程完成及驗收後以本公司名義登記構成本公司建設項目之相關資產之擁有權，包括但不限於土地使用權及樓宇之物業擁有權。母公司建設項目資產之擁有權將由母公司持有。

母公司已不可撤回地同意、承諾及確認，於以本公司名義登記構成本公司建設項目之資產擁有權前，本公司有權於無須向母公司支付任何款項之情況及中國適用法律批准下，佔用、使用、受益自及出售構成本公司建設項目之資產。

代價：根據二期擴建投資建設協議，本公司將提供涵蓋興建本公司建設項目的所有資金，預計總金額約為人民幣71.58億元。受限於需經相關機構批准(如需要)的機場工程之項目完工及結算報告及本公司於機場工程完工及驗收後，將投資及以本公司名義登記的資產，估計最高投資金額將須進一步調整。如出現任何本公司控制範圍以外及無法預見的因素，導致本公司投資金額超出71.58億元時，本公司將根據《上市規則》適用的合規規定尋求股東批准並作出進一步披露。

預計完工日期：預計於二零二零年底完工並通過有關當局驗收。

有關二期擴建投資建設協議的詳情，請參閱本公司日期為二零一五年八月二十一日的公告。

3. 海南美蘭機場資產管理有限公司之股權轉讓協議(「股權轉讓協議」)

於二零一五年十一月十三日，本公司與母公司訂立股權轉讓協議，詳情載列如下。

日期：二零一五年十一月十三日

訂約方：本公司及母公司

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Subject matters: pursuant to the Equity Transfer Agreement, the Company agreed to acquire 100% equity interests in Meilan Airport Assets Management, the wholly owned subsidiary of the Parent Company. Upon the acquisition, the Company will directly hold 100% equity interests in Meilan Airport Assets Management, thus becoming the sole shareholder of Meilan Airport Assets Management.

Consideration: RMB604,800,000, was determined with reference to the valuation of the total assets of Meilan Airport Assets Management as at 30 September 2015, being the base date of evaluation, conducted by Vigers Appraisal & Consulting Limited. The payment of the entire consideration of the equity transfer by the Company is subject to the fulfillment of the capital contribution obligation by the Parent Company to Meilan Airport Assets Management.

The consideration shall be paid by two installments as follows:

- (i) RMB574,560,000 (being 95% of the total consideration) shall be payable within 60 business days from the date of approval of the Equity Transfer Agreement and the transaction contemplated thereunder by the extraordinary general meeting; and
- (ii) RMB30,240,000 (being 5% of the total consideration) shall be payable within 15 business days from the date of completion of the necessary industrial and commercial registrations and filings relating to the Equity Transfer Agreement and the transaction contemplated thereunder in the Industrial and Commercial Bureau of Hainan Province.

Time to complete: the Equity Transfer Agreement will be completed upon the completion of the necessary industrial and commercial registrations and filings relating to the Equity Transfer Agreement and the transaction contemplated thereunder in the Industrial and Commercial Bureau of Hainan Province.

For details of the Equity Transfer Agreement, please refer to the announcement of the Company dated 13 November 2015.

4. Supplement to the Hainan Meilan Airport Asset Management Limited's Equity Transfer Agreement (the "Supplement 1 to the Equity Transfer Agreement")

Date: 30 September 2016

Parties: the Company and the Parent Company

主體內容：根據股權轉讓協議，本公司同意收購母公司的全資子公司美蘭機場資管公司100%股權。收購完成後，本公司將直接持有美蘭機場資管公司100%股權，因而成為美蘭機場資管公司之單一股東。

代價：人民幣604,800,000元，乃參考威格斯資產評估顧問有限公司於二零一五年九月三十日(估值基準日)根據美蘭機場資管公司總資產之估值釐定。本公司支付全部股權代價是基於母公司向美蘭機場資管公司履行注資責任。

本公司將分兩期支付上述款項，詳情如下：

- (i) 人民幣574,560,000元(即總代價之95%)須於股東特別大會批准股權轉讓協議及其項下擬進行之交易後60個營業日內支付；及
- (ii) 人民幣30,240,000元(即總代價之5%)將待有關股權轉讓協議及其項下擬進行之交易於海南省工商局辦妥所需工商變更登記及備案手續之日起15個營業日內支付。

完成時間：股權轉讓協議將於海南省工商局就股權轉讓協議項下股權轉讓之工商變更登記及備案手續完成後即告完成。

有關股權轉讓協議的詳情，請參閱本公司日期為二零一五年十一月十三日的公告。

4. 海南美蘭機場資產管理有限公司股權轉讓協議之補充協議(「股權轉讓協議之補充協議1」)

日期：二零一六年九月三十日

訂約方：本公司及母公司

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董事會報告

Subject matters: pursuant to the Equity Transfer Agreement, the Company agreed to acquire 100% equity interests in Meilan Airport Assets Management, the wholly owned subsidiary of the Parent Company. Upon the acquisition, the Company will directly hold 100% equity interests in Meilan Airport Assets Management, thus becoming the sole shareholder of Meilan Airport Assets Management. In view of the fact that upon the signing the Equity Transfer Agreement, the parties have been actively handling the transfer of assets to the Meilan Airport Assets Management in accordance with the relevant procedures. As at 30 September 2016, the procedures of transferring the assets are still in the process, hence, both parties re-signed a supplementary agreement to agree the date of transfer of assets will be extended to 31 March 2017.

Time to complete: the Equity Transfer Agreement will be completed upon the completion of the necessary industrial and commercial registrations and filings relating to the Equity Transfer Agreement and the transaction contemplated thereunder in the Industrial and Commercial Bureau of Hainan Province.

For details of the Equity Transfer Agreement, please refer to the announcement of the Company dated 13 November 2015.

Owing to the transfer of assets involved in the project is still in the process, the Company has issued an extension announcement on 30 September 2016.

5. Supplement to the Hainan Meilan Airport Asset Management Limited's Equity Transfer Agreement (the "Supplement 2 to the Equity Transfer Agreement")

On 30 March 2017, the Company and the Parent Company entered into the Supplement 2 to the Equity Transfer Agreement, details of which are set below.

Date: 30 March 2017

Parties: the Company and the Parent Company

Subject matters: According to the Equity Transfer Agreement, the Company has agreed to acquire all the equity interest in Meilan Airport Assets Management, a wholly-owned subsidiary of the parent company. After the acquisition, the Company will directly hold all the equity interest of Meilan Airport Assets Management, which makes the Company the sole shareholder of Meilan Airport Assets Management. Since the Equity Transfer Agreement has been signed, the parties have been actively involved in the procedures of transferring the contributed asset to Meilan Airport Assets Management. As of 30 March 2017, the contributed asset transfer procedure is still in process, as a result, they re-signed a supplementary agreement, in which they agreed to extend the property right transfer date to 30 September 2017.

主體內容：根據股權轉讓協議，本公司同意收購母公司的全資子公司美蘭機場資管公司100%股權。收購完成後，本公司將直接持有美蘭機場資管公司100%股權，因而成為美蘭機場資管公司之單一股東。鑒於，股權轉讓協議簽訂後，各方一直積極辦理出資資產的產權過戶至美蘭機場資管公司的相關手續，截至二零一六年九月三十日，出資資產的產權過戶手續仍在辦理過程中。故雙方重新簽訂補充協議，約定產權過戶日期延長至二零一七年三月三十一日。

完成時間：股權轉讓協議將於海南省工商局就股權轉讓協議項下股權轉讓之工商變更登記及備案手續完成後即告完成。

有關股權轉讓協議的詳情，請參閱本公司日期為二零一五年十一月十三日的公告。

因該項目所涉資產轉讓事項正在辦理過戶流程，因此公司已於二零一六年九月三十日發佈延期公告。

5. 海南美蘭機場資產管理有限公司股權轉讓協議之補充協議(「股權轉讓協議之補充協議2」)

於二零一七年三月三十日，本公司與母公司訂立股權轉讓協議之補充協議2，詳情載列如下。

日期：二零一七年三月三十日

訂約方：本公司及母公司

主體內容：根據股權轉讓協議，本公司同意收購母公司的全資子公司美蘭機場資管公司100%股權。收購完成後，本公司將直接持有美蘭機場資管公司100%股權，因而成為美蘭機場資管公司之單一股東。鑒於，股權轉讓協議簽訂後，各方一直積極辦理出資資產的產權過戶至美蘭機場資管公司的相關手續，截至二零一七年三月三十日，出資資產的產權過戶手續仍在辦理過程中。故雙方重新簽訂補充協議，約定產權過戶日期延長至二零一七年九月三十日。

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Completion time: the Equity Transfer Agreement will be completed upon the completion of the necessary industrial and commercial registrations and filings relating to the Equity Transfer Agreement and the transaction contemplated thereunder in the Industrial and Commercial Bureau of Hainan province.

For details of the Equity Transfer Agreement, please refer to the announcement of the Company dated 13 November 2015.

Owing to the transfer of assets involved in the project is still in the progress, the Company has issued an extension announcement on 30 March 2017.

6. Supplement to the Hainan Meilan Airport Asset Management Limited's Equity Transfer Agreement (the "Supplement 3 to the Equity Transfer Agreement")

On 29 September 2017, the Company and the Parent Company entered into the Supplement 3 to the Equity Transfer Agreement, details of which are set below.

Date: 29 September 2017

Parties: the Company and the Parent Company

Subject matters: According to the Equity Transfer Agreement, the Company has agreed to acquire all the equity interest in Meilan Airport Assets Management, a wholly-owned subsidiary of the parent company. After the acquisition, the Company will directly hold all the equity interest of Meilan Airport Assets Management, which makes the Company the sole shareholder of Meilan Airport Assets Management. Since the Equity Transfer Agreement has been signed, the parties have been actively involved in the procedures of transferring the contributed asset to Meilan Airport Assets Management. As of 30 September 2017, the contributed asset transfer procedure is still in process, as a result, they re-signed a supplementary agreement, in which they agreed to extend the property right transfer date to 31 March 2018.

Completion time: the Equity Transfer Agreement will be completed upon the completion of the necessary industrial and commercial registrations and filings relating to the Equity Transfer Agreement and the transaction contemplated thereunder in the Industrial and Commercial Bureau of Hainan province.

For details of the Equity Transfer Agreement, please refer to the announcement of the Company dated 13 November 2015.

完成時間：股權轉讓協議將於海南省工商局就股權轉讓協議項下股權轉讓之工商變更登記及備案手續完成後即告完成。

有關股權轉讓協議的詳情，請參閱本公司日期為二零一五年十一月十三日的公告。

因該項目所涉資產轉讓事項正在辦理過戶流程，因此公司已於二零一七年三月三十日發佈延期公告。

6. 海南美蘭機場資產管理有限公司股權轉讓協議之補充協議(「股權轉讓協議之補充協議3」)

於二零一七年九月二十九日，本公司與母公司訂立股權轉讓協議之補充協議3，詳情載列如下。

日期：二零一七年九月二十九日

訂約方：本公司及母公司

主體內容：根據股權轉讓協議，本公司同意收購母公司的全資子公司美蘭機場資管公司100%股權。收購完成後，本公司將直接持有美蘭機場資管公司100%股權，因而成為美蘭機場資管公司之單一股東。鑒於，股權轉讓協議簽訂後，各方一直積極辦理出資資產的產權過戶至美蘭機場資管公司的相關手續，截至二零一七年九月三十日，出資資產的產權過戶手續仍在辦理過程中。故雙方重新簽訂補充協議，約定產權過戶日期延長至二零一八年三月三十一日。

完成時間：股權轉讓協議將於海南省工商局就股權轉讓協議項下股權轉讓之工商變更登記及備案手續完成後即告完成。

有關股權轉讓協議的詳情，請參閱本公司日期為二零一五年十一月十三日的公告。

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Owing to the transfer of assets involved in the project is still in the progress, the Company has issued an extension announcement on 29 September 2017.

7. Supplement to the Hainan Meilan Airport Asset Management Limited's Equity Transfer Agreement (the "Supplement 4 to the Equity Transfer Agreement")

On 29 March 2018, the Company and the Parent Company entered into the Supplement 4 to the Equity Transfer Agreement, details of which are set out below.

Date: 29 March 2018

Parties: the Company and the Parent Company

Subject matters: According to the Equity Transfer Agreement, the Company has agreed to acquire 100% equity interest in Meilan Airport Asset Management, a wholly-owned subsidiary of the parent company. After the acquisition, the Company will directly hold 100% equity interest in Meilan Airport Asset Management, which makes the Company the sole shareholder of Meilan Airport Asset Management. Since the Equity Transfer Agreement has been signed, the relevant local government authority has suspended the relevant land and building transfer procedures pursuant to policy requirements, therefore additional time is required to complete the injection of assets. As of 29 March 2018, the contributed asset transfer procedure is still in process. As a result, the parties re-signed a supplementary agreement, in which they agreed to extend the property right transfer date to 30 September 2018.

Completion time: The Equity Transfer Agreement will be completed after the necessary change in industrial and commercial registration and filing procedures relating to equity transfer have been completed with the Industrial and Commercial Bureau of Hainan province.

For details of the Equity Transfer Agreement, please refer to the announcement of the Company dated 13 November 2015.

Owing to the transfer of assets involved in the project is still awaiting the approval and consent from the relevant government authorities to complete the transfer procedures, the Company has issued an extension announcement on 29 March 2018.

因該項目所涉資產轉讓事項正在辦理過戶流程，因此公司已於二零一七年九月二十九日發佈延期公告。

7. 海南美蘭機場資產管理有限公司股權轉讓協議之補充協議(「股權轉讓協議之補充協議4」)

於二零一八年三月二十九日，本公司與母公司訂立股權轉讓協議之補充協議4，詳情載列如下。

日期：二零一八年三月二十九日

訂約方：本公司及母公司

主體內容：根據股權轉讓協議，本公司同意收購母公司的全資子公司美蘭機場資管公司100%股權。收購完成後，本公司將直接持有美蘭機場資管公司100%股權，因而成為美蘭機場資管公司之單一股東。鑒於，股權轉讓協議簽訂後，當地相關政府部門根據政策的要求暫停辦理相關土地及樓宇的過戶手續，因此需要額外時間以完成注入資產。截至二零一八年三月二十九日，出資資產的產權過戶手續仍在辦理過程中。故雙方重新簽訂補充協議，約定產權過戶日期延長至二零一八年九月三十日。

完成時間：股權轉讓協議將於海南省工商局就股權轉讓協議項下股權轉讓之工商變更登記及備案手續完成後即告完成。

有關股權轉讓協議的詳情，請參閱本公司日期為二零一五年十一月十三日的公告。

因該項目所涉資產轉讓事項正在等待相關政府部門批准同意辦理過戶手續，因此公司已於二零一八年三月二十九日發佈延期公告。

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8. Supplement to the Hainan Meilan Airport Asset Management Limited's Equity Transfer Agreement (the "Supplement 5 to the Equity Transfer Agreement")

On 28 September 2018, the Company and the Parent Company entered into the Supplement 5 to the Equity Transfer Agreement, details of which are set below.

Date: 28 September 2018

Parties: the Company and the Parent Company

Subject matters: According to the Equity Transfer Agreement, the Company has agreed to acquire all the equity interest in Meilan Airport Assets Management, a wholly-owned subsidiary of the parent company. After the acquisition, the Company will directly hold all the equity interest of Meilan Airport Assets Management, which makes the Company the sole shareholder of Meilan Airport Assets Management. Since the Equity Transfer Agreement has been signed, the relevant local government authority has suspended the relevant land and building transfer procedures pursuant to policy requirements, therefore additional time is required to complete the injection of assets. As of 28 September 2018, the contributed asset transfer procedure is still in process. As a result, the parties re-signed a supplementary agreement, in which they agreed to extend the property right transfer date to 31 March 2019.

Completion time: The Equity Transfer Agreement will be completed after the necessary change in industrial and commercial registration and filing procedures relating to equity transfer have been completed with the Industrial and Commercial Bureau of Hainan province.

For details of the Equity Transfer Agreement, please refer to the announcement of the Company dated 13 November 2015.

Owing to the transfer of assets involved in the project is still awaiting the approval and consent from the relevant government authorities to complete the transfer procedures, the Company has issued an extension announcement on 28 September 2018.

8. 海南美蘭機場資產管理有限公司股權轉讓協議之補充協議(「股權轉讓協議之補充協議5」)

於二零一八年九月二十八日，本公司與母公司訂立股權轉讓協議之補充協議5，詳情載列如下。

日期：二零一八年九月二十八日

訂約方：本公司及母公司

主體內容：根據股權轉讓協議，本公司同意收購母公司的全資子公司美蘭機場資管公司100%股權。收購完成後，本公司將直接持有美蘭機場資管公司100%股權，因而成為美蘭機場資管公司之單一股東。鑒於，股權轉讓協議簽訂後，當地相關政府部門根據政策的要求暫停辦理相關土地及樓宇的過戶手續，因此需要額外時間以完成注入資產。截至二零一八年九月二十八日，出資資產的產權過戶手續仍在辦理過程中。故雙方重新簽訂補充協議，約定產權過戶日期延長至二零一九年三月三十一日。

完成時間：股權轉讓協議將於海南省工商局就股權轉讓協議項下股權轉讓之工商變更登記及備案手續完成後即告完成。

有關股權轉讓協議的詳情，請參閱本公司日期為二零一五年十一月十三日的公告。

因該項目所涉資產轉讓事項正在等待相關政府部門批准同意辦理過戶手續，因此公司已於二零一八年九月二十八日發佈延期公告。

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Due to the suspension of transfer procedures regarding the relevant land and buildings by relevant local government authorities according to the requirements of policies, the Parent Company could not complete the contribution of assets before 31 March 2019 and the Company did not agree in writing to further extend the Contribution Expiration Date, the Equity Transfer Agreement became void and both parties mutually agreed not to proceed with the transaction contemplated thereunder. Pursuant to the Equity Transfer Agreement, the Parent Company shall make a full refund of the transfer payment (i.e. RMB574,560,000) to the Company within 30 business days from the Contribution Expiration Date (i.e. 31 March 2019), and the Parent Company shall pay the interest calculated at benchmark lending rate for the same period to the Company from the date of payment of the transfer consideration to the date of refunding the transfer payment in full to the Company by the Parent Company. Please refer to the announcement of the Company dated 1 April 2019 for details.

9. Haikou Meilan Airport Co., Ltd. Domestic Shares Subscription Agreement (the “Parent Company Domestic Shares Subscription Agreement”)

On 30 December 2016, the Company and the Parent Company entered into the Parent Company Domestic Shares Subscription Agreement, details of which are set below:

Date: 30 December 2016

Parties: the Company and the Parent Company

Pursuant to the Parent Company Domestic Shares Subscription Agreement, the Parent Company agreed to subscribe, which include: (i) not more than 190,463,284 new Domestic Shares as consideration for the transfer of the Phase I Runway Assets by the Parent Company to the Company; and (ii) not more than 250,626,566 new Domestic Shares by cash at an aggregate subscription price of not more than RMB2,000,000,000 (equivalent to approximately HK\$2,232,641,000). The cash subscription price for Subscription Shares shall be paid by the Parent Company to the bank account of the Company within fifteen (15) Business Days (or otherwise as agreed between the Parent Company and the Company in writing) upon the satisfaction of the conditions precedent set out in the Parent Company Domestic Shares Subscription Agreement. Subscription Shares will be allotted and issued at no less than RMB7.98 per share.

For details of the Parent Company Domestic Shares Subscription Agreement, please refer to the announcement of the Company dated 30 December 2016.

由於當地相關政府部門根據政策的要求繼續暫停辦理相關土地及樓宇的過戶手續，母公司未能在二零一九年三月三十一日之前完成注入資產，且本公司未書面同意進一步延長注資到期日，因此股權轉讓協議失效，雙方一致同意終止該交易。根據股權轉讓協議，母公司須於注資到期日(即二零一九年三月三十一日)起計30個營業日內悉數向本公司退還轉讓付款(即人民幣574,560,000元)，且母公司應向本公司支付自轉讓代價支付之日起至母公司向本公司退還全額轉讓付款之日止按同期銀行貸款基準利率計算的利息。有關詳情請參閱本公司日期為二零一九年四月一日的公告。

9. 海口美蘭國際機場有限責任公司內資股認購協議(「母公司內資股認購協議」)

於二零一六年十二月三十日，本公司與母公司訂立母公司內資股認購協議，其詳情載列如下：

日期：二零一六年十二月三十日

訂約方：本公司及母公司

根據母公司內資股認購協議，母公司同意：(i)作為母公司向本公司轉讓一期跑道相關資產的代價認購的不超過190,463,284股新內資股；及(ii)按不超過人民幣2,000,000,000元(相等於約2,232,641,000港元)的總認購價以現金認購的不超過250,626,566股新內資股。現金認購價款應由母公司內資股認購協議所載先決條件達成後十五(15)個營業日(或母公司與本公司書面議定的其他日期)內支付予本公司的銀行賬戶。認購股份將按每股不低於人民幣7.98元配發及發行。

有關母公司內資股認購協議的詳情，請參閱本公司日期為二零一六年十二月三十日的公告。

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10. Supplement to the Haikou Meilan Airport Co., Ltd. Domestic Shares Subscription Agreement (the “Supplement 1 to the Parent Company Domestic Shares Subscription Agreement”)

On 27 April 2017, the Company and the Parent Company entered into the Supplement 1 to the Parent Company Domestic Shares Subscription Agreement, details of which are set below:

Date: 27 April 2017

Parties: the Company and the Parent Company

Pursuant to the Supplement to the Parent Company Domestic Shares Subscription Agreement, the Parent Company agreed to subscribe, which include: 189,987,125 new Domestic Shares as consideration for the transfer of the Phase I Runway Assets to the Company; and not more than 250,000,000 new Domestic Shares by cash at an aggregate subscription price of not more than RMB2,000,000,000. This agreement has been approved by the Shareholders in the EGM and Class Meetings held on 26 June 2017.

For details of the Supplement 1 to the Parent Company Domestic Shares Subscription Agreement, please refer to the announcement of the Company dated 27 April 2017.

11. Supplement 2 to the Haikou Meilan Airport Co., Ltd. Domestic Shares Subscription Agreement (the “Supplement 2 to the Parent Company Domestic Shares Subscription Agreement”)

On 21 December 2018, the Company and the Parent Company entered into the Supplement to the Parent Company Domestic Shares Subscription Agreement, details of which are set below:

Date: 21 December 2018

Parties: the Company and the Parent Company

Pursuant to the Supplement 2 to the Parent Company Domestic Shares Subscription Agreement, the Parent Company agreed to subscribe, which include: 189,987,125 new Domestic Shares as consideration for the transfer of the Phase I Runway Assets to the Company; and not more than 12,500,000 new Domestic Shares by cash at an aggregate subscription price of not more than RMB100,000,000. Subscription price per Subscription Share is RMB8.00.

For details of the Supplement 2 to the Parent Company Domestic Shares Subscription Agreement, please refer to the announcement of the Company dated 21 December 2018.

10. 海口美蘭國際機場有限責任公司內資股認購協議之補充協議（「母公司內資股認購協議之補充協議1」）

於二零一七年四月二十七日，本公司與母公司訂立母公司內資股認購協議之補充協議1，其詳情載列如下：

日期：二零一七年四月二十七日

訂約方：本公司及母公司

根據母公司內資股認購協議之補充協議，母公司同意：以向本公司轉讓的一期跑道相關資產作價向本公司認購189,987,125股新內資股；及按不超過人民幣2,000,000,000元的總認購價以現金認購的不超過250,000,000股新內資股。該協議已獲於二零一七年六月二十六日舉行的股東特別大會及類別股東大會批准。

有關母公司內資股認購協議1的詳情，請參閱本公司日期為二零一七年四月二十七日的公告。

11. 海口美蘭國際機場有限責任公司內資股認購協議之補充協議（「母公司內資股認購協議之補充協議2」）

於二零一八年十二月二十一日，本公司與母公司訂立母公司內資股認購協議之補充協議2，其詳情載列如下：

日期：二零一八年十二月二十一日

訂約方：本公司及母公司

根據母公司內資股認購協議之補充協議2，母公司同意以向本公司轉讓的一期跑道相關資產作價向本公司認購189,987,125股新內資股；及按人民幣100,000,000元的總認購價以現金認購12,500,000股新內資股。每股認購股份的認購價為人民幣8.00元。

有關母公司內資股認購協議2的詳情，請參閱本公司日期為二零一八年十二月二十一日的公告。

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12. RMB Fund Syndicated Loan Agreement for Haikou Meilan International Airport Phase II Expansion Project (the “Loan Agreement”)

On 1 February 2018, the Company, the Parent Company and lenders (including China Development Bank, ICBC Hainan Branch and Agricultural Bank Hainan Branch) entered into the Loan Agreement, details of which are set out below:

Date: 1 February 2018

Parties:

(1) Lenders:

- (i) China Development Bank as the mandated lead manager and agent bank; and
- (ii) ICBC Hainan Branch and Agricultural Bank Hainan Branch as participating banks; and

- (2) Borrowers: The Parent Company and the Company, on a joint and several basis whereby each of the Parent Company and the Company is also liable for the debt incurred by the other party under the loan.

Subject matters: According to the Loan Agreement, the Lenders agreed to grant the loans to the Company and the Parent Company on a joint and several basis. The principal amount was RMB7.8 billion for a period of 20 years and could only be used for the construction of airport projects.

For details of the Loan Agreement, please refer to the announcement of the Company dated 1 February 2018.

13. Loan Allocation Agreement for RMB Fund Syndicated Loan Agreement for Haikou Meilan International Airport Phase II Expansion Project (the “Loan Allocation Agreement”)

On 1 February 2018, the Company and the Parent Company entered into a Loan Allocation Agreement to specify the allocation of loans between the parties, details of which are set out below:

Date: 1 February 2018

Parties: the Company and the Parent Company

12. 海口美蘭國際機場二期擴建工程項目人民幣資金銀團貸款協議(「貸款協議」)

於二零一八年二月一日，本公司、母公司及貸款人(包括國家開發銀行、工商銀行海南分行及農業銀行海南分行)訂立貸款協議，其詳情載列如下：

日期：二零一八年二月一日

訂約方：

(1) 貸款人：

- (i) 國家開發銀行，作為獲授權牽頭經辦人及代理銀行；及
- (ii) 工商銀行海南分行及農業銀行海南分行，作為參與銀行；及

- (2) 借款人：母公司及本公司，按共同及個別基準，從而母公司及本公司各自亦須承擔另一方於貸款下所產生的債務。

主體內容：根據貸款協議，貸款人同意按共同及個別基準向本公司及母公司授出貸款，本金額為人民幣78億元，為期20年，僅可用於建設機場項目。

有關貸款協議的詳情，請參閱本公司日期為二零一八年二月一日的公告。

13. 海口美蘭國際機場二期擴建工程項目人民幣資金銀團貸款協議之貸款分配協議(「貸款分配協議」)

於二零一八年二月一日，本公司與母公司訂立貸款分配協議，以訂明雙方之間貸款的分配，其詳情載列如下：

日期：二零一八年二月一日

訂約方：本公司與母公司



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Subject matters: According to the Loan Allocation Agreement, the Company agreed to be allocated RMB3.9 billion (50% of the loan) and the Parent Company agreed to be allocated RMB3.9 billion (50% of the loan).

For details of the Loan Allocation Agreement, please refer to the announcement of the Company dated 1 February 2018.

主體內容：根據貸款分配協議，本公司同意獲分配人民幣39億元(佔貸款的50%)及母公司同意或分配人民幣39億元(佔貸款的50%)。

有關貸款分配協議的詳情，請參閱本公司日期為二零一八年二月一日的公告。

CONFIRMATION FROM INDEPENDENT NON-EXECUTIVE DIRECTORS AND AUDITOR

With respect to the continuing connected transactions of the Company, the Independent Non-executive Directors, having reviewed the aforesaid transaction, are of the opinion that the transaction was:

- (a) entered into in the ordinary and usual course of business of the Group;
- (b) conducted on normal commercial terms; and
- (c) conducted in accordance with the terms of the relevant transaction agreement and on terms which were fair and reasonable and in the interest of the shareholders of the Company as a whole.

The Company's auditor PricewaterhouseCoopers Zhong Tian LLP was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transaction disclosed by the Group on page 128 in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Hong Kong Stock Exchange.

None of the related party transactions as disclosed in Note 8 to the consolidated financial statements fall under the definition of connected transaction or continuing connected transactions within the meaning of the Listing Rules, except for those described in this section headed "The Connected Transactions", in respect of which the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

獨立非執行董事及核數師之確認

就本公司持續關連交易而言，獨立非執行董事經審核後認為：

- (a) 該等交易屬本集團的日常業務；
- (b) 該等交易是按照一般商務條款進行；及
- (c) 該等交易是根據有關交易的協議條款進行，而交易條款公平合理，並且符合本公司股東的整體利益。

根據香港會計師公會頒佈的香港鑒證業務準則第3000號「非審核或審閱過往財務資料的鑒證工作」規定，並參照實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，本公司核數師普華永道中天會計師事務所(特殊普通合伙)獲委聘就本集團持續關連交易作出報告。根據《上市規則》第14A.56條，核數師已就本集團於本年報第128頁披露的持續關連交易的審查結果及結論發出無保留意見函件。核數師函件的副本經已由本公司提交香港聯交所。

除於本「關連交易事項」小節披露的以外，於合併財務報表附註八披露之關聯方交易不屬於《上市規則》定義下的關連交易或持續關連交易的範圍，而本公司已根據《上市規則》第14A章遵守披露規定。

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董事會報告

SERVICE CONTRACTS OF DIRECTORS AND SUPERVISORS

The Directors and Supervisors as at the date of this report are as follows:

Executive Directors

- Mr. Wang Zhen
(duly appointed on 10 October 2018)
- Mr. Tu Haidong
(duly appointed on 16 October 2017)
- Mr. Yu Yan
(duly appointed on 3 December 2018)
- Mr. Xing Zhoujin
(duly appointed on 16 March 2018)

Non-executive Directors

- Mr. Liao Hongyu
(duly appointed on 30 January 2018 as an Executive Director and re-designated as a non-Executive Director on 10 October 2018)
- Mr. Chan Nap Kee, Joseph
(re-appointed on 30 December 2016)
- Mr. Yan Xiang
(re-appointed on 30 December 2016)

Independent Non-executive Directors

- Mr. Deng Tianlin
(re-appointed on 16 October 2017)
- Mr. Fung Ching, Simon
(re-appointed on 30 December 2016)
- Mr. George F Meng
(re-appointed on 30 December 2016)
- Mr. He Linji
(re-appointed on 25 May 2018)

Supervisors

- Mr. Yang Xiao
(duly appointed on 16 March 2018)
- Mr. Zhang Shusheng
(re-appointed on 30 December 2016)
- Ms. Liu Guiling
(duly appointed on 11 December 2017)

The Directors and Supervisors who have resigned during the financial year and as at the date of this report are as follows:

- Mr. Wu Jian
(duly resigned on 16 March 2018 as an Executive Director)
- Mr. Zhou Feng
(duly resigned on 10 October 2018 as an Executive Director)
- Mr. Hu Wentai
(duly resigned on 3 December 2018 as a Non-executive Director)

董事與監事之服務合約

以下為截至本報告日期的本公司董事及監事：

執行董事

- 王 貞先生
(於二零一八年十月十日獲正式委任)
- 涂海東先生
(於二零一七年十月十六日獲正式委任)
- 遇 言先生
(於二零一八年十二月三日獲正式委任)
- 邢周金先生
(於二零一八年三月十六日獲正式委任)

非執行董事

- 廖虹宇先生
(於二零一八年一月三十日獲正式委任為執行董事，於二零一八年十月十日調任為非執行董事)
- 陳立基先生
(於二零一六年十二月三十日連續獲委任)
- 燕 翔先生
(於二零一六年十二月三十日連續獲委任)

獨立非執行董事

- 鄧天林先生
(於二零一七年十月十六日連續獲委任)
- 馮 征先生
(於二零一六年十二月三十日連續獲委任)
- 孟繁臣先生
(於二零一六年十二月三十日連續獲委任)
- 何霖吉先生
(於二零一八年五月二十五日連續獲委任)

監事

- 楊 瀟先生
(於二零一八年三月十六日獲正式委任)
- 張述聖先生
(於二零一六年十二月三十日連續獲委任)
- 劉桂玲女士
(於二零一七年十二月十一日獲正式委任)

本年度直至本報告日期離任的董事及監事如下：

- 吳 健先生
(於二零一八年三月十六日正式離任執行董事)
- 周 鋒先生
(於二零一八年十月十日正式離任執行董事)
- 胡文泰先生
(於二零一八年十二月三日正式離任非執行董事)

REPORT FROM THE BOARD

董事會報告

Brief biographical details of the Directors and Supervisors of the Company are set out on page 100 to page 109 of this annual report. There is no relationship among the Directors that is required to be disclosed under the Listing Rules.

Each of the Directors and Supervisors had entered into a service contract with the Company for a term of three years. None of the Directors or the Supervisors had entered into any service contract with the Group which is not terminable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

None of the Directors, Supervisors or their respective associates (within the meaning of the Listing Rules) held any shares, debentures or other interests in the Company, nor were they granted, nor had they exercised any rights or options to subscribe for shares in or debentures of the Company or any other body corporate at no time during the year and as at the end of the year.

DIRECTORS' AND SUPERVISORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, there was no transaction, arrangement or contract of significance to which the Company or any of its subsidiaries was a party, and in which a Director or Supervisor of the Company or an entity connected with a Director or Supervisor of the Company has or had a material interest, either directly or indirectly, subsisted during or at the end of the year ended 31 December 2018.

DIRECTORS' AND SUPERVISORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or Supervisors holds any interests in any competing businesses against the Company or any of its jointly controlled entities or subsidiaries during the year ended 31 December 2018.

PERMITTED INDEMNITY PROVISION

The Company has arranged the liability insurance for the Directors, the Supervisors and other senior management. The coverage of liability insurance, including but not limited to indemnity for Company's security, indemnity for supervisory crisis, indemnity for Company's improper employment, indemnity for the loss of key personnel and indemnity for the intellectual property, etc.

本公司之董事與監事的簡歷載列於本年報第100頁至第109頁。董事會成員之間不存在任何《上市規則》項下應予以披露的關係。

全部董事與監事分別與本公司訂立的服務合約為期三年。董事或監事並無與本集團簽訂任何本公司須於一年內補償(法定補償除外)方可終止的服務合約。

董事及監事購買股份或債權證之權利

於年內任何時間及年末，各董事及監事或彼等各自的聯繫人(定義見《上市規則》)概無持有任何本公司股份或債權證或其它權益，同時亦無獲授予或行使認購本公司或任何其他他人團體的股份或債權證之任何權利或期權。

董事及監事於重要交易、安排或合約中的權益

除本年報中所披露者外，本公司及其任何附屬公司概無訂有本公司董事或監事，或與本公司董事或監事有關連的實體於當中仍然或曾經擁有直接或間接重大權益，並且於截至二零一八年十二月三十一日止年度或年終時仍然生效的重要交易、安排或合約。

董事及監事在競爭業務的權益

於截至二零一八年十二月三十一日止的年度內，本公司董事及監事概無與本公司或其共同控制實體或子公司存在競爭的業務中持有權益。

獲准許的彌償條文

本公司已為董事、監事和其他高級管理人員購買了責任險。責任險涵蓋範圍包括但不限於公司有價證券賠償、監管危機事件賠償、公司不正當僱傭行為賠償、重要人員損失賠償、知識產權責任賠償等。

REPORT FROM THE BOARD

董事會報告

REMUNERATION OF DIRECTORS AND SUPERVISORS

Pursuant to the service contracts entered into between the Company, Directors and Supervisors and the resolution passed at the annual general meeting, the allowance (after tax) paid to the Executive Directors, Non-executive Directors and Independent Non-executive Directors of the Company in 2018 were RMB70,000, RMB50,000 and RMB100,000 per person, respectively; and the allowance (after tax) paid to the Supervisors was RMB20,000 per person.

Directors and Supervisors recommended by the Parent Company, proposed that Directors and Supervisors nominated by the controlling shareholder would not enjoy allowance for holding the position. But they were entitled to receive respective salaries according to their respective positions taken in the Company. Details of remuneration packages for the Directors and Supervisors of the Company were set out in Note 8(4)(i) to the financial statements.

THE HIGHEST PAID INDIVIDUALS

The five highest paid individuals of the Group during the reporting period were either Directors or senior executives of the Company. Details of their remuneration are set out in Note 8(4)(j) to the financial statements.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence for the year ended 31 December 2018.

MATERIAL CONTRACTS

Save as disclosed in the "Related Parties and Related Party Transactions" in Note 8 to the Financial Statements and the section headed "The Connected Transactions" in this annual report, during the year ended 31 December 2018, the Company or any of its subsidiaries did not entered into any contract of significance with the Controlling Shareholder or any of its subsidiaries, nor had any contract of significance been entered into for the services provided by the Controlling Shareholder or any of its subsidiaries to the Company or any of its subsidiaries.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association and there is no similar restriction against such rights under the relevant PRC law that is applicable to the Company as a joint stock limited Company incorporated in the PRC. Therefore, the Company is not required to offer new shares, if any, to its existing shareholders on a pro-rata basis.

董事、監事酬金

根據與董事、監事簽署的服務合約，二零一八年度，依據股東週年大會決議，支付予本公司執行董事的津貼標準(稅後)為人民幣70,000元/人；非執行董事為人民幣50,000元/人；獨立非執行董事為人民幣100,000元/人；監事的津貼標準(稅後)為人民幣20,000元/人。

經由本公司母公司推薦的董事、監事提議，由控股股東提名的董事、監事繼續不再享受相應的董事、監事酬金津貼。但將根據其在本公司擔任的具體職務獲得相應的工資報酬。本公司董事與監事薪酬詳情載列於財務報表附註八(4)(i)。

最高酬金人士

報告期內本集團最高酬金五名人士均為公司董事或高級管理人員，報酬詳情載列於財務報表附註八(4)(j)。

管理合約

截至二零一八年十二月三十一日止，概無本集團整體或任何重大部分業務的管理及行政工作訂立任何合約，亦不存在任何有關合約。

重要合約

除財務報表附註八「關聯方關係及其交易」及本年報「關連交易事項」一節內所披露者外，於截至二零一八年十二月三十一日止年度，本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂立任何重要合約，亦無就控股股東或其附屬公司向本公司或其任何附屬公司提供服務訂立任何重要合約。

優先購股權

本公司《公司章程》並無有關優先購股權的條文，而中國相關法例亦無針對有關權利而適用於本公司(作為中國註冊成立的股份有限公司)的相類限制。因此，本公司毋須向現有股東按其持股比例發售新股(如有)。

REPORT FROM THE BOARD

董事會報告

TRANSACTIONS IN ITS SECURITIES

During the year ended 31 December 2018, the Company did not issue or grant any convertible securities, options, warrants or other similar rights. The Company had no redeemable securities during the year ended 31 December 2018.

ENTRUSTED DEPOSITS AND OVERDUE TIME DEPOSITS

The Group had no entrusted deposits and overdue time deposits as of 31 December 2018.

COMPLIANCE WITH LAWS AND REGULATIONS

As the Company was established and conducts its business operations in mainland China and is also listed on the Hong Kong Stock Exchange, our establishment and business operation have to comply with the relevant laws and regulations in both mainland China and Hong Kong. For the year ended 31 December 2018 and up to the date of this report, the Company have complied with the relevant laws and regulations in mainland China and Hong Kong.

MATERIAL LITIGATION OR ARBITRATION

The Group had no material litigation or arbitration for the year ended 31 December 2018.

AUDITOR

The financial statements of the Group have been audited by PricewaterhouseCoopers Zhong Tian LLP, who is willing to be re-appointed. A resolution will be proposed by the Board at the annual general meeting to re-appoint PricewaterhouseCoopers Zhong Tian LLP as the auditor of the Company for a term until the conclusion of the next annual general meeting of the Company.

AUDIT COMMITTEE

The Audit Committee was established with terms of reference in accordance with the Corporate Governance Code contained in Appendix 14 to the Listing Rules. The Audit Committee is delegated by the Board to assess matters related to the financial statements and to provide recommendations and advices thereon, including review of the relationship with external auditors, the Company's financial reporting, risk management and internal control system. There was no disagreement between the Audit Committee and the external auditors on the accounting policies adopted by the Company. The Audit Committee has reviewed the annual results of the Company for the year ended 31 December 2018.

有關涉及本身的證券之交易

於截至二零一八年十二月三十一日止年度，本集團並無發行或授予任何可轉換證券、期權、認股權證或其它類似權證。另外，於截至二零一八年十二月三十一日止年度，本集團並無可贖回證券。

委託存款及逾期定期存款

截至二零一八年十二月三十一日止，本集團無委託存款及逾期定期存款。

遵守法律及法規

因本公司成立於中國內地及在中國內地經營業務，且本公司在香港聯交所上市，因此，我們的成立與業務經營需遵守中國內地及香港的有關法律法規。截至二零一八年十二月三十一日止年度及直至本報告日期，本公司已遵守中國內地及香港的有關法律及法規。

重大訴訟或仲裁

截至二零一八年十二月三十一日止年度，本集團無重大訴訟或仲裁。

核數師

本集團財務報表經普華永道中天會計師事務所(特殊普通合伙)審核，該會計師事務所願意連任。董事會將於股東週年大會提出決議案，建議續聘普華永道中天會計師事務所(特殊普通合伙)為本公司核數師，直至下屆股東週年大會為止。

審核委員會

本公司審核委員會按照《上市規則》附錄十四所載之企業管治守則制定的權責範圍成立。董事會授權審核委員會評核財務報表的相關事宜並提供建議及意見，包括檢討與外聘核數師的關係、本公司的財務報告、風險管理及內部控制制度。審核委員會和外聘核數師對本公司採用的會計政策概無異議。審核委員會已經對本公司截至二零一八年十二月三十一日止之年度業績進行了審閱。



REPORT FROM THE BOARD

董事會報告

FIVE YEAR FINANCIAL SUMMARY

The operating results, assets and liabilities of the Group for the last five financial years are set out on page 7 of this annual report.

PUBLIC FLOAT REQUIREMENT

As of the date of this annual report, according to the public information held by the Company and within the knowledge of the Directors, the public float was 226,913,000 H shares, representing 47.95% of the total share capital of the Company, which was in compliance with the minimum public float requirement under Rule 8.08 of the Listing Rules.

By order of the Board

Wang Zhen

Chairman

Hainan Province, the PRC

18 April 2019

五年財務狀況概要

本集團最近五個財政年度的經營成果、資產和負債情況載於本年報第7頁。

公眾持股量

截至本年報日期，根據本公司所持的公開資料及董事的了解，本公司的持股量為226,913,000股的H股，佔整體股本的47.95%，合乎《上市規則》8.08條公眾持股量的最低要求。

承董事會命

王 貞

董事長

中國海南省

二零一九年四月十八日

REPORT OF SUPERVISORY COMMITTEE

監事會報告

To shareholders,

During 2018, the Supervisory Committee of the Company actively conducted supervision and inspection pursuant to regulatory laws and regulations as well as the corporate governance requirements, in the interests of the shareholders and the Company, in accordance with the Company Law, the Listing Rules and the Articles of Association. During 2018, all Supervisors performed their supervisory duties conscientiously and effectively in the principle of good faith and diligence by convening and attending meetings, listening to the management reports, attending regulation conferences. The Supervisory Committee successfully completed its work plan for 2018, and continuously improved the governance practices of the Company.

The major efforts made by the Supervisory Committee during 2018 were as follows:

1. Attending meetings of the Board and monitoring the compliance, legality and scientificity of the decision making process of the Board;
2. Monitoring effectively, among others, the daily operation and management of the chairman and other senior management, and providing relevant constructive suggestions, by attending the working meetings held by the chairman of the Board, and participating in major activities in the ordinary course of business of the Company; and
3. Conducting review of the financial statements of the Company on a regular basis and review of the vouchers and accounts of the Company on an ad-hoc basis.

In consideration of above efforts, the Supervisory Committee believes that the equity attributable to shareholders recorded continuous growth in 2018, along with enhanced profitability, fair dividend distribution policy, and healthy financial position in general. We expressed our independent opinions with respect of the relevant matters as follows:

1. LEGAL OPERATION OF BUSINESS

The Company conducted its business operation as required by the Company Law and the Articles of Association, with the decision making procedure being lawful and valid. During the reporting period, the members of the Board, the general manager and other senior management performed their duties in the principle of diligence and good faith and in the interests of the shareholders and the Company. The Supervisory Committee was not aware of any breach of laws, regulations or the Articles of Association or any behavior detrimental to the interests of the shareholders and the Company committed by any Director or senior management during performing their duties.

致各位股東：

二零一八年度內，本公司監事會依照《公司法》、《上市規則》及《公司章程》，從維護廣大股東及公司利益出發，根據監管法規和公司治理要求，積極開展監督檢查工作。二零一八年內全體監事以誠信、勤勉為原則，通過召開和列席會議、聽取管理層報告、參加監管會議等方式，認真、有效地履行監督職責，順利完成了二零一八年度監事會工作計劃，不斷促進並完善本公司的治理工作。

二零一八年，監事會主要工作有：

1. 列席董事會會議，對董事會決策的合規性、合法性及科學性實施監督；
2. 列席董事長辦公會議及參與公司日常經營中的重大活動，對董事長及其它高級管理人員日常經營管理等方面實施有效監督，並提出建設性建議；及
3. 定期檢查公司的財務報告，不定期審閱公司的會計憑證、帳簿等資料。

通過上述工作，監事會認為公司二零一八年度股東權益繼續保持增長，公司盈利能力增強，股息派發政策合理，財務狀況總體良好。並就有關事項發表如下獨立意見：

1. 本公司的依法經營情況

本公司的經營活動符合《公司法》和《公司章程》的規定，決策程序合法有效。報告期內，董事會成員、總經理及其他高級管理人員恪守勤勉誠信原則，真誠地以股東和公司利益為基本出發點履行職責，未發現董事、高級管理人員擔任公司職務時有違反法律法規、《公司章程》或損害股東及本公司利益的行為。

REPORT OF SUPERVISORY COMMITTEE

監事會報告

2. TRUTHFULNESS OF THE FINANCIAL INFORMATION OF THE COMPANY

The financial report for the current year gives a true, objective, fair and accurate view of the financial position and operating results of the Company.

3. ACQUISITION AND DISPOSAL OF ASSETS

During the reporting period, the Supervisory Committee was not aware of any acquisition or disposal of assets which could impair the shareholders' interests or lead to loss of the Company's assets or which was involved with insider trading.

4. CONNECTED TRANSACTIONS

During the reporting period, all the connected transactions of the Company were entered into pursuant to the requirements of the Listing Rules and in strict compliance with the principle of fairness. Such connected transactions followed the legal decision-making procedure and provided compliant and transparent information disclosure, and no behavior detrimental to the interests of the Company was identified thereof.

In 2018, Meilan Airport boasted a continuous and steady improvement in term of its security, operation, services and management. The business volume of the Company is expected to maintain a steady increase in 2019, and the Supervisory Committee is fully confident in the future development of the Company. Meanwhile, we will focus on monitoring the Company's fulfillment of its commitments to shareholders by, as always, safeguarding the interests of the shareholders and the Company and performing our duties diligently, and seek to accomplish all our tasks.

By order of the Supervisory Committee
Yang Xiao
Chairman of the Supervisory Committee

Hainan Province, the PRC
18 April 2019

2. 本公司財務情況的真實性

本年度財務報告真實、客觀、公允、準確地反映了本公司的財務狀況和經營成果。

3. 收購、出售資產情況

報告期內，未發現本公司收購、出售資產中有損害股東權益或造成本公司資產流失及內部交易的行為。

4. 關連交易情況

報告期內，本公司的關連交易嚴格遵守公允的原則，履行了法定的決策程序，符合上市公司的規定，信息披露規範透明，不存在損害公司利益的行為。

二零一八年，美蘭機場在安全、運行、服務及管理質量方面都保持穩健提升。預計在二零一九年，本公司業務量仍將保持平穩增長的態勢，監事會對本公司的發展前景充滿信心。同時，將一如既往地以維護股東及公司的利益為己任，勤勉盡職的履行職責，以監督公司落實對股東的承諾為重點，努力做好各項工作。

承監事會命
楊瀟
監事會主席

中國海南省
二零一九年四月十八日

AUDITOR'S REPORT

審計報告

PwC ZT Shen Zi (2019) No. 15009
(Page 1 of 7)

普華永道中天審字(2019)第15009號
(第一頁, 共七頁)

To the Shareholders of
Regal International Airport Group Company Limited,

瑞港國際機場集團股份有限公司全體股東：

1. OPINION

(1) What we have audited

We have audited the accompanying financial statements of Regal International Airport Group Company Limited (hereinafter the "Company"), which comprise:

- the consolidated and company balance sheets as at 31 December 2018;
- the consolidated and company income statements for the year then ended;
- the consolidated and company cash flow statements for the year then ended;
- the consolidated and company statements of changes in shareholders' equity for the year then ended; and
- notes to the financial statements.

一、審計意見

(-) 我們審計的內容

我們審計了瑞港國際機場集團股份有限公司(以下簡稱「瑞港集團」)的財務報表,包括2018年12月31日的合併及公司資產負債表,2018年度的合併及公司利潤表、合併及公司現金流量表、合併及公司股東權益變動表以及財務報表附註。

AUDITOR'S REPORT

審計報告

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(第二頁, 共七頁)

(2) Our opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated and company financial position of the Company as at 31 December 2018, and their financial performance and cash flows for the year then ended in accordance with the requirements of the Accounting Standards for Business Enterprises ("CASs").

2. BASIS FOR OPINION

We conducted our audit in accordance with China Standards on Auditing ("CSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of the Company and its subsidiaries (hereinafter the "Group") in accordance with the Code of Ethics for Professional Accountants of the Chinese Institute of Certified Public Accountants ("CICPA Code"), and we have fulfilled our other ethical responsibilities in accordance with the CICPA Code.

3. KEY AUDIT MATTERS

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

Key audit matters identified in our audit comprise measurement of capitalised cost and expenses of major construction in progress.

(二) 我們的意見

我們認為, 後附的財務報表在所有重大方面按照企業會計準則的規定編製, 公允反映了瑞港集團2018年12月31日的合併及公司財務狀況以及2018年度的合併及公司經營成果和現金流量。

二、形成審計意見的基礎

我們按照中國註冊會計師審計準則的規定執行了審計工作。審計報告的「註冊會計師對財務報表審計的責任」部分進一步闡述了我們在這些準則下的責任。我們相信, 我們獲取的審計證據是充分、適當的, 為發表審計意見提供了基礎。

按照中國註冊會計師職業道德守則, 我們獨立於瑞港集團, 並履行了職業道德方面的其他責任。

三、關鍵審計事項

關鍵審計事項是我們根據職業判斷, 認為對本期財務報表審計最為重要的事項。這些事項的應對以對財務報表整體進行審計並形成審計意見為背景, 我們不對這些事項單獨發表意見。

我們在審計中識別出的關鍵審計事項是主要在建工程項目的資本化成本和費用的計量。

AUDITOR'S REPORT

審計報告

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普華永道中天審字(2019)第15009號
(第三頁, 共七頁)

Key Audit Matters

The measurement of Capitalised costs and expenses related to major construction project- Phase II Expansion Project

Please refer to Note 4(10) "Construction in progress" of the financial statements.

During the year ended 31 December 2018, in respect of the Group's major construction project – Phase II Expansion Project (the "Phase II Expansion Project"), the increases of construction costs and other costs necessary to bring the construction project ready for its intended use totalled to RMB580,013,419.

Construction in progress is measured at actual cost. Actual costs comprise construction costs, installation costs, borrowing costs eligible for capitalisation and other costs necessary to bring the fixed assets ready for their intended use, including expenditures of engineering design, supervision and consulting.

We focus on this area because of the great scale and complexity of the Phase II Expansion Project of which the amounts of capitalised costs and expenses are material.

How our audit addressed the Key Audit Matters

We understood and evaluated the internal control process implemented by management in relation to the capitalisation of costs and expenses of construction project.

We selected samples from the capitalised costs and expenses of the Phase II Expansion Project during the year and assessed whether they were eligible for capitalisation.

For the capitalised costs and expenses, we have performed the following key audit procedures:

- We selected samples of construction and installation costs incurred during the year, traced to the construction progress reports jointly confirmed by the constructors, third party engineering supervision companies, engineering cost consulting firms and project managers. We inspected the relevant construction contracts, agreed the payment amounts to the invoices and payments vouchers;

關鍵審計事項

主要在在建工程二期擴建項目的資本化成本和費用的計量

請參閱財務報表附註四(10)「在建工程」。

於2018年度, 瑞港集團之在建工程 – 二期擴建項目新增的建築安裝成本以及符合資本化條件為使在建工程達到預定可使用狀態所發生的必要支出的金額合計為人民幣580,013,419元。

在建工程按實際發生的成本計量。實際成本包括建築成本、安裝成本、符合資本化條件的借款費用以及其他為使在建工程達到預定可使用狀態所發生的必要支出, 包括工程設計、監理和造價諮詢等支出。

二期擴建項目是一個規模龐大而且複雜的工程項目, 其資本化的工程成本和費用金額重大, 因此作為我們審計的關鍵事項。

我們在審計中如何應對關鍵審計事項

我們了解並評估了管理層針對在建工程項目的資本化成本和費用的計量相關的內部控制流程, 並測試了其中相關的關鍵內部控制。

我們針對二期擴建項目本年新增的資本化成本和費用進行抽樣檢查, 判斷其是否滿足資本化的條件。

針對資本化的工程成本和費用, 我們分別執行了以下的主要審計程序:

- 我們抽查了本年新增的建築安裝成本, 將其核對至施工單位、第三方監理公司、造價諮詢公司和工程項目負責人共同確認的報告, 並且檢查與之相關的工程合同, 並將實際付款的金額核對至發票和付款憑證;

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Key Audit Matters

How our audit addressed the Key Audit Matters

- We selected certain sub-projects of the Phase II Expansion Project and performed on-site visit in order to evaluate the actual construction progress;
- We checked, on a sample basis, the service contracts with professional institutions in relation to engineering design, engineering supervision and engineering costs consultation, inquired of management about the progress of the services rendered, agreed the amounts of capitalised expenses to the invoices issued by the professional institutions;
- We recalculated the interests capitalised during the year according to the terms of the loan contracts.

Based on the procedures performed, the increases of capitalised costs and expenses of the Phase II Expansion Project we have tested were properly supported by the audit evidences obtained.

4. OTHER INFORMATION

Management of the Group is responsible for the other information. The other information comprises all of the information included in 2018 annual report of the Group other than the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

關鍵審計事項

我們在審計中如何應對關鍵審計事項

- 我們從二期擴建項目的各子項目中抽取了部分項目, 對施工現場進行了實地考察, 了解其實際完成進度;
- 我們抽查了第三方專業機構提供的工程設計、監理和造價諮詢等服務合同, 以及向管理層了解服務的完成進度, 並將確認的成本核對至第三方專業機構出具的賬單;
- 我們根據借款合同的相關條款, 對本年度符合資本化條件的借款利息支出進行了重新計算。

根據我們的審計工作, 我們所獲取的審計證據能夠支持所抽查的二期擴建項目的資本化成本和費用的本年新增金額。

四、其他信息

瑞港集團管理層對其他信息負責。其他信息包括瑞港集團2018年年度報告中涵蓋的信息, 但不包括財務報表和我們的審計報告。

我們對財務報表發表的審計意見不涵蓋其他信息, 我們也不對其他信息發表任何形式的鑒證結論。

結合我們對財務報表的審計, 我們的責任是閱讀其他信息, 在此過程中, 考慮其他信息是否與財務報表或我們在審計過程中了解到的情況存在重大不一致或者似乎存在重大錯報。基於我們已經執行的工作, 如果我們確定其他信息存在重大錯報, 我們應當報告該事實。在這方面, 我們無任何事項需要報告。

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5. RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

Management of the Company is responsible for the preparation and fair presentation of these financial statements in accordance with the CASs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

6. AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether these financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with CSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with CSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- (1) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

五、管理層和治理層對財務報表的責任

瑞港集團管理層負責按照企業會計準則的規定編製財務報表,使其實現公允反映,並設計、執行和維護必要的內部控制,以使財務報表不存在由於舞弊或錯誤導致的重大錯報。

在編製財務報表時,管理層負責評估瑞港集團的持續經營能力,披露與持續經營相關的事項(如適用),並運用持續經營假設,除非管理層計劃清算瑞港集團、終止運營或別無其他現實的選擇。

治理層負責監督瑞港集團的財務報告過程。

六、註冊會計師對財務報表審計的責任

我們的目標是對財務報表整體是否不存在由於舞弊或錯誤導致的重大錯報獲取合理保證,並出具包含審計意見的審計報告。合理保證是高水平的保證,但並不能保證按照審計準則執行的審計在某一重大錯報存在時總能發現。錯報可能由於舞弊或錯誤導致,如果合理預期錯報單獨或匯總起來可能影響財務報表使用者依據財務報表作出的經濟決策,則通常認為錯報是重大的。

在按照審計準則執行審計工作的過程中,我們運用職業判斷,並保持職業懷疑。同時,我們也執行以下工作:

- (一) 識別和評估由於舞弊或錯誤導致的財務報表重大錯報風險;設計和實施審計程序以應對這些風險,並獲取充分、適當的審計證據,作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上,未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。

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- (2) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control.
- (3) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (4) Conclude on the appropriateness of management's use of the going concern basis of accounting and, And, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in these financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- (5) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- (6) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

- (二) 了解與審計相關的內部控制, 以設計恰當的審計程序, 但目的並非對內部控制的有效性發表意見。
- (三) 評價管理層選用會計政策的恰當性和作出會計估計及相關披露的合理性。
- (四) 對管理層使用持續經營假設的恰當性得出結論。同時, 根據獲取的審計證據, 就可能導致對瑞港集團持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性, 審計準則要求我們在審計報告中提請報表使用者注意財務報表中的相關披露; 如果披露不充分, 我們應當發表非無保留意見。我們的結論基於截至審計報告日可獲得的信息。然而, 未來的事項或情況可能導致瑞港集團不能持續經營。
- (五) 評價財務報表的總體列報、結構和內容(包括披露), 並評價財務報表是否公允反映相關交易和事項。
- (六) 就瑞港集團中實體或業務活動的財務信息獲取充分、適當的審計證據, 以對合併財務報表發表審計意見。我們負責指導、監督和執行集團審計, 並對審計意見承擔全部責任。

我們與治理層就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通, 包括溝通我們在審計中識別出的值得關注的內部控制缺陷。

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

我們還就已遵守與獨立性相關的職業道德要求向治理層提供聲明, 並與治理層溝通可能被合理認為影響我們獨立性的所有關係和其他事項, 以及相關的防範措施(如適用)。

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

從與治理層溝通的事項中, 我們確定哪些事項對本期財務報表審計最為重要, 因而構成關鍵審計事項。我們在審計報告中描述這些事項, 除非法律法規禁止公開披露這些事項, 或在極少數情形下, 如果合理預期在審計報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處, 我們確定不應在審計報告中溝通該事項。

PricewaterhouseCoopers Zhong Tian LLP

Shanghai, the People's Republic of China
25 March 2019

Signing CPA **Chen Yuntao** (*Engagement Partner*)

Signing CPA **Zhuo Minghao**

普華永道中天會計師事務所(特殊普通合夥)

中國•上海市
2019年3月25日

註冊會計師 陳耘濤(項目合夥人)

註冊會計師 卓銘浩

CONSOLIDATED BALANCE SHEETS

合併資產負債表

As at 31 December 2018 2018年12月31日
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

			31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日	1 January 2017 2017年 1月1日
ASSETS	資產	Note 附註	Consolidated 合併	Consolidated (Restated) 合併(經重述)	Consolidated (Restated) 合併(經重述)
Current assets	流動資產				
Cash at bank and on hand	貨幣資金	4(1) 四(1)	81,958,509	730,521,238	952,868,307
Accounts receivable	應收賬款	4(2) 四(2)	371,857,289	331,266,374	254,279,646
Prepayments	預付款項	4(3) 四(3)	10,140,900	3,244,160	3,014,742
Other receivables	其他應收款	4(4) 四(4)	13,042,752	22,371,550	12,443,311
Inventories	存貨		615,299	345,830	569,576
Other current assets	其他流動資產	4(5) 四(5)	9,398,072	78,619,784	44,492,717
Total current assets	流動資產合計		487,012,821	1,166,368,936	1,267,668,299
Non-current assets	非流動資產				
Long-term receivables	長期應收款	4(6) 四(6)	–	54,358,488	93,365,336
Long-term equity investments	長期股權投資	4(7) 四(7)	1,396,571,910	1,373,582,971	1,384,104,022
Investment properties	投資性房地產	4(8) 四(8)	1,254,387,683	1,272,974,299	–
Fixed assets	固定資產	4(9) 四(9)	2,459,476,620	2,550,683,680	1,759,710,550
Construction in progress	在建工程	4(10) 四(10)	1,471,487,020	892,261,651	1,730,470,347
Intangible assets	無形資產	4(11) 四(11)	160,944,155	164,571,183	174,034,793
Long-term prepaid expenses	長期待攤費用		7,608,487	7,520,928	–
Deferred tax assets	遞延所得稅資產	4(12) 四(12)	6,520,866	7,045,112	7,658,716
Other non-current assets	其他非流動資產	4(13) 四(13)	1,622,131,422	1,588,783,218	1,778,818,773
Total non-current assets	非流動資產合計		8,379,128,163	7,911,781,530	6,928,162,537
Total assets	資產總計		8,866,140,984	9,078,150,466	8,195,830,836

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合併資產負債表

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(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

			31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日	1 January 2017 2017年 1月1日
LIABILITIES AND EQUITY	負債及權益	Note 附註	Consolidated 合併	Consolidated (Restated) 合併(經重述)	Consolidated (Restated) 合併(經重述)
Current liabilities	流動負債				
Short-term borrowings	短期借款	4(14) 四(14)	379,450,000	–	470,014,771
Accounts payable	應付賬款	4(15) 四(15)	191,749,574	77,926,873	21,743,187
Advances from customers	預收款項	4(17) 四(17)	63,868,312	25,401,632	9,429,493
Contract liabilities	合同負債	4(16) 四(16)	14,134,576	–	–
Employee benefits payable	應付職工薪酬	4(18) 四(18)	26,760,811	36,627,653	33,168,416
Taxes payable	應交稅費	4(19) 四(19)	317,157,645	71,422,251	39,787,073
Other payables	其他應付款	4(20) 四(20)	770,652,096	710,909,107	1,034,654,114
Current portion of non-current liabilities	一年內到期的 非流動負債	4(21) 四(21)	1,899,553,213	215,751,426	168,794,032
Total current liabilities	流動負債合計		3,663,326,227	1,138,038,942	1,777,591,086
Non-current liabilities	非流動負債				
Long-term borrowings	長期借款	4(22) 四(22)	–	560,003,253	778,145,636
Debentures payable	應付債券	4(23) 四(23)	–	1,813,305,592	1,808,667,580
Long-term payables	長期應付款	4(24) 四(24)	384,015,088	1,458,673,787	83,958,872
Long-term employee benefits payable	長期應付職工薪酬	4(18) 四(18)	82,704	191,064	524,126
Other non-current liabilities	其他非流動負債	4(25) 四(25)	246,777,344	15,944,540	19,275,137
Total non-current liabilities	非流動負債合計		630,875,136	3,848,118,236	2,690,571,351
Total liabilities	負債合計		4,294,201,363	4,986,157,178	4,468,162,437

CONSOLIDATED BALANCE SHEETS

合併資產負債表

As at 31 December 2018 2018年12月31日
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

			31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日	1 January 2017 2017年 1月1日
LIABILITIES AND EQUITY	負債及權益	Note 附註	Consolidated 合併	Consolidated (Restated) 合併(經重述)	Consolidated (Restated) 合併(經重述)
Shareholders' equity	股東權益				
Share capital	股本	4(26) 四(26)	473,213,000	473,213,000	473,213,000
Capital surplus	資本公積	4(27) 四(27)	813,135,400	829,722,095	846,304,744
Surplus reserve	盈餘公積	4(28) 四(28)	246,394,231	246,394,231	246,394,231
Other comprehensive income	其他綜合收益		(12,284,296)	730,704	11,501,082
Retained earnings	未分配利潤	4(29) 四(29)	3,013,674,728	2,504,993,353	2,118,506,186
Total equity attributable to shareholders of the Company	歸屬於本公司股東權益合計		4,534,133,063	4,055,053,383	3,695,919,243
Minority interests	少數股東權益	4(30) 四(30)	37,806,558	36,939,905	31,749,156
Total equity	權益合計		4,571,939,621	4,091,993,288	3,727,668,399
Total liabilities and equity	負債及權益總計		8,866,140,984	9,078,150,466	8,195,830,836

The accompanying notes form an integral part of these financial statements.

後附財務報表附註為財務報表的組成部分。

Legal representative:

企業負責人：

Wang Zhen

王貞

Principal in charge of accounting:

主管會計工作的負責人：

Yu Yan

遇言

Head of accounting department:

會計機構負責人：

Tian Qingquan

田清泉

COMPANY BALANCE SHEETS

公司資產負債表

As at 31 December 2018 2018年12月31日
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

			31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日	1 January 2017 2017年 1月1日
ASSETS	資產	Note 附註	Company 公司	Company (Restated) 公司(經重述)	Company (Restated) 公司(經重述)
Current assets	流動資產				
Cash at bank and on hand	貨幣資金		69,630,991	723,253,986	947,780,380
Accounts receivable	應收賬款		394,264,433	330,045,316	251,576,809
Prepayments	預付款項		10,098,697	2,295,958	2,051,928
Other receivables	其他應收款	15(1) 十五(1)	28,744,419	40,189,996	16,227,572
Inventories	存貨		329,951	333,712	569,576
Other current assets	其他流動資產		-	77,703,201	44,490,922
Total current assets	流動資產合計		503,068,491	1,173,822,169	1,262,697,187
Non-current assets	非流動資產				
Long-term receivables	長期應收款		-	54,358,488	93,365,336
Long-term equity investments	長期股權投資	15(2) 十五(2)	1,414,771,910	1,388,782,971	1,394,304,022
Investment properties	投資性房地產		1,254,387,683	1,272,974,299	-
Fixed assets	固定資產		2,443,237,903	2,538,164,008	1,752,276,403
Construction in progress	在建工程		1,471,487,020	892,261,651	1,730,470,347
Intangible assets	無形資產		160,608,438	164,304,444	173,738,140
Long-term prepaid expenses	長期待攤費用		7,475,193	7,520,928	-
Deferred tax assets	遞延所得稅資產		6,520,866	7,045,112	7,658,716
Other non-current assets	其他非流動資產		1,621,131,422	1,588,783,218	1,778,818,773
Total non-current assets	非流動資產合計		8,379,620,435	7,914,195,119	6,930,631,737
Total assets	資產總計		8,882,688,926	9,088,017,288	8,193,328,924

COMPANY BALANCE SHEETS

公司資產負債表

As at 31 December 2018/2018年12月31日
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

			31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日 Company (Restated)	1 January 2017 2017年 1月1日 Company (Restated)
LIABILITIES AND EQUITY	負債及權益	Note 附註	Company 公司	公司(經重述)	公司(經重述)
Current liabilities	流動負債				
Short-term borrowings	短期借款		379,450,000	–	470,014,771
Accounts payable	應付賬款		139,167,056	68,223,330	20,144,214
Advances from customers	預收款項		–	25,318,299	9,429,493
Contract liabilities	合同負債		61,024,309	–	–
Employee benefits payable	應付職工薪酬	15(3) 十五(3)	15,187,940	24,134,645	25,238,956
Taxes payable	應交稅費		313,705,665	69,939,233	38,502,100
Other payables	其他應付款		725,135,885	692,988,663	1,090,430,249
Current portion of non-current liabilities	一年內到期的 非流動負債		1,889,543,213	215,751,426	168,794,032
Total current liabilities	流動負債合計		3,523,214,068	1,096,355,596	1,822,553,815
Non-current liabilities	非流動負債				
Long-term borrowings	長期借款		–	560,003,253	778,145,636
Debentures payable	應付債券		–	1,813,305,592	1,808,667,580
Long-term payables	長期應付款	15(4) 十五(4)	637,787,335	1,540,929,450	83,958,872
Long-term employee benefits payable	長期應付職工薪酬		82,704	191,064	524,126
Other non-current liabilities	其他非流動負債		140,339,683	15,944,540	19,275,137
Total non-current liabilities	非流動負債合計		778,209,722	3,930,373,899	2,690,571,351
Total liabilities	負債合計		4,301,423,790	5,026,729,495	4,513,125,166

COMPANY BALANCE SHEETS

公司資產負債表

As at 31 December 2018 2018年12月31日
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日	1 January 2017 2017年 1月1日
		Note 附註	Company 公司	Company (Restated) 公司(經重述)
LIABILITIES AND EQUITY	負債及權益		Company 公司(經重述)	Company (Restated) 公司(經重述)
Shareholders' equity	股東權益			
Share capital	股本	473,213,000	473,213,000	473,213,000
Capital surplus	資本公積	813,135,400	829,722,095	846,304,744
Surplus reserve	盈餘公積	246,394,231	246,394,231	246,394,231
Other comprehensive income	其他綜合收益	(12,284,296)	730,704	11,501,082
Retained earnings	未分配利潤	3,060,806,801	2,511,227,763	2,102,790,701
Total equity attributable to shareholders of the Company	歸屬於本公司股東權益合計	4,581,265,136	4,061,287,793	3,680,203,758
Minority interests	少數股東權益	-	-	-
Total equity	權益合計	4,581,265,136	4,061,287,793	3,680,203,758
Total liabilities and equity	負債及權益總計	8,882,688,926	9,088,017,288	8,193,328,924

The accompanying notes form an integral part of these financial statements.

後附財務報表附註為財務報表的組成部分。

Legal representative:

企業負責人：

Wang Zhen

王貞

Principal in charge of accounting:

主管會計工作的負責人：

Yu Yan

遇言

Head of accounting department:

會計機構負責人：

Tian Qingquan

田清泉

CONSOLIDATED AND COMPANY INCOME STATEMENTS

合併及公司利潤表

For the year ended 31 December 2018 2018年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

Item	項目	Note 附註	2018	2017	2018	2017
			2018年度 Consolidated 合併	2017年度 Consolidated 合併	2018年度 Company 公司	2017年度 Company 公司
Revenue	營業收入	4(31), 15(5)				
		四(31)、十五(5)	1,703,824,329	1,469,855,195	1,547,449,010	1,355,997,132
Less: Cost of sales	減：營業成本	4(31), 15(5)				
		四(31)、十五(5)	(714,627,074)	(630,446,317)	(559,107,351)	(539,094,311)
Taxes and surcharges	稅金及附加	4(32) 四(32)	(32,020,817)	(20,155,561)	(31,096,955)	(19,510,502)
Selling and distribution expenses	銷售費用	4(31), 15(5)				
		四(31)、十五(5)	(6,232,814)	(2,295,362)	-	-
General and administrative expenses	管理費用	4(31), 15(5)				
		四(31)、十五(5)	(65,805,806)	(89,480,074)	(47,873,653)	(63,112,527)
Financial expenses – net	財務費用 – 淨額	4(33) 四(33)	(120,021,798)	(117,467,650)	(119,597,819)	(117,302,281)
Expected credit loss of financial assets	信用減值損失		305,698	348,837	305,698	348,837
Add: Investment income	加：投資收益	4(34) 四(34)	52,590,634	16,831,976	58,307,330	20,330,937
Including: Share of profit of associates	其中：對聯營企業的投資收益		52,590,634	16,831,976	52,590,634	16,831,976
Losses on disposal of assets	資產處置損失	4(35) 四(35)	(381,809)	(2,406,226)	(384,894)	(2,373,850)
Other income	其他收益	4(36) 四(36)	5,285,873	23,922,422	5,253,872	22,610,458
Operating profit	營業利潤		822,916,416	648,707,240	853,255,238	657,893,893
Add: Non-operating income	加：營業外收入	4(37) 四(37)	3,411,038	1,107,800	3,144,557	1,107,244
Less: Non-operating expenses	減：營業外支出		(30,822)	(1,428)	(24,914)	(1,632,043)
Total profit	利潤總額		826,296,632	649,813,612	856,374,881	657,369,094
Less: Income tax expenses	減：所得稅費用	4(38) 四(38)	(197,896,142)	(156,820,949)	(193,435,893)	(150,979,032)
Net profit	淨利潤		628,400,490	492,992,663	662,938,988	506,390,062

CONSOLIDATED AND COMPANY INCOME STATEMENTS

合併及公司利潤表

For the year ended 31 December 2018 2018年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

Item	項目	Note 附註	2018 2018年度 Consolidated 合併	2017 2017年度 Consolidated 合併	2018 2018年度 Company 公司	2017 2017年度 Company 公司
Classified by continuity of operations	按經營持續性分類					
Net profit from continuing operations	持續經營淨利潤		628,400,490	492,992,663	662,938,988	506,390,062
Net profit from discontinued operations	終止經營淨利潤		-	-	-	-
Classified by ownership of the equity	按所有權歸屬分類					
Attributable to shareholders of the Company	歸屬於母公司股東的淨利潤		622,041,325	484,440,167	662,938,988	506,390,062
Minority interests	少數股東損益		6,359,165	8,552,496	-	-
Other comprehensive income, net of tax	其他綜合收益的稅後淨額	4(7) 四(7)	(13,015,000)	(10,770,378)	(13,015,000)	(10,770,378)
Attributable to shareholders of the Company, net of tax	歸屬於母公司股東的其他綜合收益的稅後淨額		(13,015,000)	(10,770,378)	(13,015,000)	(10,770,378)
Other comprehensive income that will be subsequently reclassified to profit or loss	將重分類進損益的其他綜合收益		(13,015,000)	(10,770,378)	(13,015,000)	(10,770,378)
Share of the other comprehensive income accounted for using equity method that will be subsequently reclassified to profit and loss	權益法下可轉損益的其他綜合收益		(13,015,000)	(10,770,378)	(13,015,000)	(10,770,378)

CONSOLIDATED AND COMPANY INCOME STATEMENTS

合併及公司利潤表

For the year ended 31 December 2018 2018年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

Item	項目	Note 附註	2018	2017	2018	2017
			2018年度 Consolidated 合併	2017年度 Consolidated 合併	2018年度 Company 公司	2017年度 Company 公司
Total comprehensive income	綜合收益總額		615,385,490	482,222,285	649,923,988	495,619,684
Attributable to shareholders of the Company	歸屬於母公司股東的綜合收益總額		609,026,325	473,669,789	649,923,988	495,619,684
Attributable to minority interests	歸屬於少數股東的綜合收益總額		6,359,165	8,552,496	-	-
Earnings per share	每股收益					
Basic earnings per share (RMB Yuan)	基本每股收益(人民幣元)	4(39) 四(39)	1.31	1.02	Not applicable 不適用	Not applicable 不適用
Diluted earnings per share (RMB Yuan)	稀釋每股收益(人民幣元)	4(39) 四(39)	1.31	1.02	Not applicable 不適用	Not applicable 不適用

The accompanying notes form an integral part of these financial statements.

後附財務報表附註為財務報表的組成部分。

Legal representative:

企業負責人：

Wang Zhen

王貞

Principal in charge of accounting:

主管會計工作的負責人：

Yu Yan

遇言

Head of accounting department:

會計機構負責人：

Tian Qingquan

田清泉

CONSOLIDATED AND COMPANY CASH FLOW STATEMENTS

合併及公司現金流量表

For the year ended 31 December 2018 2018年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

Item	項目	Note 附註	2018 2018年度 Consolidated 合併	2017 2017年度 Consolidated 合併	2018 2018年度 Company 公司	2017 2017年度 Company 公司
1. Cash flows from operating activities	一、經營活動產生的現金流量					
Cash received from sales of goods or rendering of services	銷售商品、提供勞務收到的現金		2,012,905,978	1,517,024,342	1,797,296,546	1,384,002,579
Cash received relating to other operating activities	收到其他與經營活動有關的現金		331,411,961	285,212,604	496,622,570	268,162,815
Sub-total of cash inflows	經營活動現金流入小計		2,344,317,939	1,802,236,946	2,293,919,116	1,652,165,394
Cash paid for goods and services	購買商品、接受勞務支付的現金		(319,875,014)	(121,405,746)	(277,584,318)	(95,714,942)
Cash paid to and on behalf of employees	支付給職工以及為職工支付的現金		(269,799,631)	(242,551,327)	(225,574,797)	(157,220,310)
Payments of taxes and surcharges	支付的各項稅費		(40,965,098)	(149,457,857)	(38,170,745)	(138,438,797)
Cash paid relating to other operating activities	支付其他與經營活動有關的現金		(488,568,167)	(225,959,667)	(463,589,504)	(222,314,464)
Sub-total of cash outflows	經營活動現金流出小計		(1,119,207,910)	(739,374,597)	(1,004,919,364)	(613,688,513)
Net cash flows from operating activities	經營活動產生的現金流量淨額	4(41)(a) 四(41)(a)	1,225,110,029	1,062,862,349	1,288,999,752	1,038,476,881
2. Cash flows from investing activities	二、投資活動產生的現金流量					
Cash received from returns on investments	取得投資收益所收到的現金		-	-	5,716,696	3,498,961
Net cash received from disposals of fixed assets	處置固定資產收回的現金淨額		128,291	140,442	110,799	140,041
Cash received relating to other investing activities	收到其他與投資活動有關的現金		124,443,773	-	124,443,773	-
Sub-total of cash inflows	投資活動現金流入小計		124,572,064	140,442	130,271,268	3,639,002
Cash paid to acquire fixed assets and other long-term assets	購建固定資產和其他長期資產支付的現金		(1,438,247,120)	(285,955,175)	(1,432,831,822)	(265,609,339)
Net cash outflow on acquisition of the subsidiary	取得子公司支付的現金淨額		-	-	(3,000,000)	(5,000,000)
Cash paid relating to other investing activities	支付其他與投資活動有關的現金		(1,000,000)	(9,244,892)	-	(9,244,892)
Sub-total of cash outflows	投資活動現金流出小計		(1,439,247,120)	(295,200,067)	(1,435,831,822)	(279,854,231)
Net cash flows from investing activities	投資活動產生的現金流量淨額		(1,314,675,056)	(295,059,625)	(1,305,560,554)	(276,215,229)

CONSOLIDATED AND COMPANY CASH FLOW STATEMENTS

合併及公司現金流量表

For the year ended 31 December 2018 2018年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

Item	項目	Note 附註	2018 2018年度 Consolidated 合併	2017 2017年度 Consolidated 合併	2018 2018年度 Company 公司	2017 2017年度 Company 公司
3. Cash flows from financing activities	三、籌資活動產生的現金流量					
Cash received from borrowings	取得借款收到的現金		379,450,000	59,993,600	379,450,000	59,993,600
Cash received relating to other financing activities	收到其他與籌資活動有關的現金		170,273,302	160,000,000	92,208,811	160,000,000
Sub-total of cash inflows	籌資活動現金流入小計		549,723,302	219,993,600	471,658,811	219,993,600
Cash repayments of borrowings	償還債務支付的現金		(675,003,253)	(655,674,562)	(675,003,253)	(655,674,562)
Cash payments for interest expenses and distribution of dividends or profits	分配股利、利潤或償付利息支付的現金		(291,602,533)	(310,495,419)	(291,602,533)	(307,133,672)
Including: Cash payments for dividends or profit to minority shareholders of subsidiaries	其中：子公司支付給少數股東的股利、利潤		-	(3,361,747)	-	-
Cash payments relating to other financing activities	支付其他與籌資活動有關的現金		(84,549,759)	(101,071,101)	(84,549,759)	(101,071,101)
Sub-total of cash outflows	籌資活動現金流出小計		(1,051,155,545)	(1,067,241,082)	(1,051,155,545)	(1,063,879,335)
Net cash flows from financing activities	籌資活動產生的現金流量淨額		(501,432,243)	(847,247,482)	(579,496,734)	(843,885,735)

CONSOLIDATED AND COMPANY CASH FLOW STATEMENTS

合併及公司現金流量表

For the year ended 31 December 2018 2018年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

Item	項目	Note 附註	2018 2018年度 Consolidated 合併	2017 2017年度 Consolidated 合併	2018 2018年度 Company 公司	2017 2017年度 Company 公司
4. Effect of foreign exchange rate changes on cash and cash equivalents	四、匯率變動對現金及現金等價物的影響		(12,536)	(38,524)	(12,536)	(38,524)
5. Net decrease in cash and cash equivalents	五、現金及現金等價物淨減少額	4(41)(b) 四(41)(b)	(591,009,806)	(79,483,282)	(596,070,072)	(81,662,607)
Add: Cash and cash equivalents at the beginning of the year	加：年初現金及現金等價物餘額		672,968,315	752,451,597	665,701,063	747,363,670
6. Cash and cash equivalents at the end of the year	六、年末現金及現金等價物餘額		81,958,509	672,968,315	69,630,991	665,701,063

The accompanying notes form an integral part of these financial statements.

後附財務報表附註為財務報表的組成部分。

Legal representative:

企業負責人：

Wang Zhen

王貞

Principal in charge of accounting:

主管會計工作的負責人：

Yu Yan

遇言

Head of accounting department:

會計機構負責人：

Tian Qingquan

田清泉

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

合併股東權益變動表

For the year ended 31 December 2018 2018 年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

Item	項目	Note 附註	Equity attributable to shareholders of the Company 歸屬於本公司的股東權益						Total shareholders' equity 股東權益合計
			Share capital 股本	Capital surplus 資本公積	Surplus reserve 盈餘公積	Other comprehensive income 其他綜合收益	Undistributed profits 未分配利潤	Minority interests 少數股東權益	
Balance at 1 January 2017	2017年1月1日年初餘額		473,213,000	846,304,744	246,394,231	11,501,082	2,118,506,186	31,749,156	3,727,668,399
Movements for the year ended 31 December 2017	2017年度增減變動額								
Total comprehensive income	綜合收益總額								
Net profit	淨利潤		-	-	-	-	484,440,167	8,552,496	492,992,663
Other comprehensive income	其他綜合收益		-	-	-	(10,770,378)	-	-	(10,770,378)
Total comprehensive income for the year	綜合收益總額合計		-	-	-	(10,770,378)	484,440,167	8,552,496	482,222,285
Profit distribution	利潤分配								
Profit distribution to shareholders	對股東的分配	4(29) 四(29)	-	-	-	-	(97,953,000)	(3,361,747)	(101,314,747)
Changes in other capital surplus	其他資本公積變動	4(27) 四(27)	-	(16,582,649)	-	-	-	-	(16,582,649)
Balance at 31 December 2017	2017年12月31日年末餘額		473,213,000	829,722,095	246,394,231	730,704	2,504,993,353	36,939,905	4,091,993,288

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

合併股東權益變動表

For the year ended 31 December 2018 2018年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

Item	項目	Note 附註	Equity attributable to shareholders of the Company 歸屬於本公司的股東權益						Total shareholders' equity 股東權益合計
			Share capital 股本	Capital surplus 資本公積	Surplus reserve 盈餘公積	Other comprehensive income 其他綜合收益	Undistributed profits 未分配利潤	Minority interests 少數股東權益	
Balance at 1 January 2018	2018年1月1日年初餘額		473,213,000	829,722,095	246,394,231	730,704	2,504,993,353	36,939,905	4,091,993,288
Movements for the year ended 31 December 2018	2018年度增減變動額								
Total comprehensive income	綜合收益總額								
Net profit	淨利潤		-	-	-	-	622,041,325	6,359,165	628,400,490
Other comprehensive income	其他綜合收益	4(7) 四(7)	-	-	-	(13,015,000)	-	-	(13,015,000)
Total comprehensive income for the year	綜合收益總額合計		-	-	-	(13,015,000)	622,041,325	6,359,165	615,385,490
Profit distribution	利潤分配								
Profit distribution to shareholders	對股東的分配	4(29) 四(29)	-	-	-	-	(113,359,950)	(5,492,512)	(118,852,462)
Changes in other capital surplus	其他資本公積變動	4(27) 四(27)	-	(16,586,695)	-	-	-	-	(16,586,695)
Balance at 31 December 2018	2018年12月31日年末餘額		473,213,000	813,135,400	246,394,231	(12,284,296)	3,013,674,728	37,806,558	4,571,939,621

The accompanying notes form an integral part of these financial statements.

後附財務報表附註為財務報表的組成部分。

Legal representative:

企業負責人：

Wang Zhen

王貞

Principal in charge of accounting:

主管會計工作的負責人：

Yu Yan

遇言

Head of accounting department:

會計機構負責人：

Tian Qingquan

田清泉

COMPANY STATEMENT OF CHANGES IN OWNERS' EQUITY

公司股東權益變動表

For the year ended 31 December 2018 2018 年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

Item	項目	Note 附註	Share capital 股本	Capital surplus 資本公積	Surplus reserve 盈餘公積	Other comprehensive income 其他綜合收益	Undistributed profits 未分配利潤	Total shareholders' equity 股東權益合計
Balance at 1 January 2017	2017年1月1日年初餘額		473,213,000	846,304,744	246,394,231	11,501,082	2,102,790,701	3,680,203,758
Movements for the year ended 31 December 2017	2017年度增減變動額							
Total comprehensive income	綜合收益總額							
Net profit	淨利潤		-	-	-	-	506,390,062	506,390,062
Other comprehensive income	其他綜合收益		-	-	-	(10,770,378)	-	(10,770,378)
Total comprehensive income for the year	綜合收益總額合計		-	-	-	(10,770,378)	506,390,062	495,619,684
Profit distribution	利潤分配							
Profit distribution to shareholders	對股東的分配	4(29) 四(29)	-	-	-	-	(97,953,000)	(97,953,000)
Changes in other capital surplus	其他資本公積變動	4(27) 四(27)	-	(16,582,649)	-	-	-	(16,582,649)
Balance at 31 December 2017	2017年12月31日年末餘額		473,213,000	829,722,095	246,394,231	730,704	2,511,227,763	4,061,287,793

COMPANY STATEMENT OF CHANGES IN OWNERS' EQUITY

公司股東權益變動表

For the year ended 31 December 2018 2018年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

Item	項目	Note 附註	Share capital 股本	Capital surplus 資本公積	Surplus reserve 盈餘公積	Other comprehensive income 其他綜合收益	Undistributed profits 未分配利潤	Total shareholders' equity 股東權益合計
Balance at 1 January 2018	2018年1月1日年初餘額		473,213,000	829,722,095	246,394,231	730,704	2,511,227,763	4,061,287,793
Movements for the year ended 31 December 2018	2018年度增減變動額							
Total comprehensive income	綜合收益總額							
Net profit	淨利潤		-	-	-	-	662,938,988	662,938,988
Other comprehensive income	其他綜合收益	4(7) 四(7)	-	-	-	(13,015,000)	-	(13,015,000)
Total comprehensive income for the year	綜合收益總額合計		-	-	-	(13,015,000)	662,938,988	649,923,988
Profit distribution	利潤分配							
Profit distribution to shareholders	對股東的分配	4(29) 四(29)	-	-	-	-	(113,359,950)	(113,359,950)
Changes in other capital surplus	其他資本公積變動	4(27) 四(27)	-	(16,586,695)	-	-	-	(16,586,695)
Balance at 31 December 2018	2018年12月31日年末餘額		473,213,000	813,135,400	246,394,231	(12,284,296)	3,060,806,801	4,581,265,136

The accompanying notes form an integral part of these financial statements.

後附財務報表附註為財務報表的組成部分。

Legal representative:

企業負責人：

Wang Zhen

王貞

Principal in charge of accounting:

主管會計工作的負責人：

Yu Yan

遇言

Head of accounting department:

會計機構負責人：

Tian Qingquan

田清泉

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 2018 年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

1 GENERAL INFORMATION

Regal International Airport Group Company Limited (formerly known as “HNA Infrastructure Company Limited”) (the “Company”) was established as a joint stock company with limited liability in the People’s Republic of China (the “PRC”) on 28 December 2000. The registered address and headquarters of the Company is at Haikou City, Hainan Province, the PRC. The Company’s H-shares were listed on the Stock Exchange of Hong Kong Limited on 18 November 2002. The Company and its subsidiaries (collectively the “Group”) are mainly engaged in the operation of the Meilan Airport in Hainan Province, the PRC (the “Meilan Airport”) and certain ancillary commercial businesses. The parent company of the Company is Haikou Meilan Airport Co., Ltd. (“Haikou Meilan”), an enterprise established in the PRC with limited liability.

These financial statements were authorised for issue by the Company’s Board of Directors on 25 March 2019.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(1) Basis of preparation

The financial statements were prepared in accordance with the *Accounting Standards for Business Enterprises – Basic Standard*, and the specific accounting standards and other relevant regulations issued by the Ministry of Finance on 15 February 2006 and in subsequent periods (hereinafter collectively referred to as “the Accounting Standards for Business Enterprises” or “CAS”).

As at 31 December 2018, the Group’s net current liabilities amounted to RMB3,176,313,406 (31 December 2017: net current assets of RMB28,329,994). Meanwhile, the Company and Haikou Meilan are jointly constructing the Meilan Airport Phase II Expansion Project, the part of investments the Company is responsible for is estimated to be approximately RMB7.2 billion. The Company needs funds to support the construction of these projects and settle its debts in due course. The Company has obtained an interest-free long-term loan of RMB850 million from its related parties in March 2019 and repaid a debenture with principal amount of RMB800 million upon its maturity on 15 March 2019. Haikou Meilan (as the borrower) and the Company (as the co-borrower) have signed a syndicated loan agreement with China Development Bank (the leading bank), Industrial and Commercial Bank of China Limited and Agricultural Bank of China Limited (as participating banks) with total facilities of RMB7.8 billion in relation to construction of Meilan Airport Phase II Expansion Project; pursuant to an agreement between Haikou Meilan and the Company, the loan facility allocated to the Company is RMB3.9 billion. As at the date of these financial statements, the Company has not yet drawn down any amount from the syndicated loan. Management has prepared the Group’s cash flow forecast for the 12 months ending 31 December 2019, by taking into account the expected operating cash inflow of the Group, the aforementioned long-term loans obtained from the related parties and the available facility of the syndicated loan, and is of the view that the Group would have sufficient funds to settle the outstanding debts when they fall due. Thus, the financial statements for the year ended 31 December 2018 have been prepared on a going concern basis.

一 公司基本情況

瑞港國際機場集團股份有限公司(前稱為「海航基礎股份有限公司」，以下簡稱「本公司」)為一家於2000年12月28日在中華人民共和國(以下簡稱「中國」)成立的股份有限公司。本公司註冊地及總部地址為中國海南省海口市。本公司股票於2002年11月18日在香港聯合交易所主板掛牌上市交易。本公司和子公司(以下合稱「本集團」)的主要業務為經營中國海南省海口市美蘭機場(以下簡稱「美蘭機場」)以及若干輔助商業業務。本公司的母公司為在中國成立的海口美蘭國際機場有限責任公司(以下簡稱「海口美蘭」)。

本財務報表由本公司董事會於2019年3月25日批准報出。

二 主要會計政策和會計估計

(1) 財務報表的編製基礎

本財務報表按照財政部於2006年2月15日及以後期間頒佈的《企業會計準則 – 基本準則》、各項具體會計準則及相關規定(以下合稱「企業會計準則」)編製。

於2018年12月31日，本集團淨流動負債為人民幣3,176,313,406元(2017年12月31日：淨流動資產人民幣28,329,994元)；同時，本公司和海口美蘭正在共同興建美蘭機場二期擴建項目，本公司負責承建部分之工程預計總投入約為人民幣72億元，本公司需要資金支持該等項目的建設以及償還到期債務。本公司於2019年3月收到關聯方給予的長期免息借款約人民幣8.5億元，並於2019年3月歸還了到期的本金為人民幣8億元的美蘭債；海口美蘭作為借款人本公司作為共同借款人從國家開發銀行(牽頭行)、中國工商銀行及中國農業銀行(參加分行)獲得的總額人民幣78億元的美蘭機場二期擴建工程項目銀團貸款，根據海口美蘭和本公司的協議，本公司獲分配得人民幣39億元的貸款額度，目前本公司尚未從該額度中提取借款。根據管理層編製的本集團未來12個月現金流預測，結合預期的經營活動現金流入、上述關聯方提供的長期借款以及可使用的國家開發銀行貸款額度，管理層預計本集團有充足的資金償付到期債務。因此，本集團截至2018年12月31日止年度的財務報表以持續經營為基礎編製。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 2018 年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(1) Basis of preparation (Continued)

The new Hong Kong Companies Ordinance was effective on 3 March 2014. Certain notes to the financial statements of the Group have been supplemented in accordance with the requirements of the new Hong Kong Companies Ordinance.

(2) Statement of compliance with the Accounting Standards for Business Enterprises

The financial statements of the Company for the year ended 31 December 2018 are in compliance with the Accounting Standards for Business Enterprises, and truly and completely present the financial position of the Group and of the Company as of 31 December 2018 and of their financial performance, cash flows and other information for the year then ended.

(3) Accounting year

The Company's accounting year starts on 1 January and ends on 31 December.

(4) Recording currency

The Company's recording currency is Renminbi (RMB). Subsidiaries of the Company determine their recording currencies according to the primary economic environment in which they operate. The financial statements are presented in RMB.

(5) Business combinations

(a) Business combinations involving enterprises under common control

The cost of combination and identifiable net assets obtained by the acquirer in a business combination are measured at the carrying amounts, or, based on the carrying amounts of the acquiree's assets and liabilities (including the goodwill arising therefrom) presented in the consolidated financial statements of the ultimate controlling party if such combination involves an enterprise acquired from a third party by the ultimate controlling party in a prior year. The difference between the carrying amount of the net assets obtained from the combination and the carrying amount of the consideration paid for the combination is treated as an adjustment to capital surplus (share premium). If the capital surplus (share premium) is not sufficient to absorb the difference, the remaining balance is adjusted against retained earnings. Costs directly attributable to the combination are recognised in profit or loss in the period in which they are incurred.

二 主要會計政策和會計估計(續)

(1) 財務報表的編製基礎(續)

新的香港《公司條例》自2014年3月3日起生效。本財務報表的若干相關事項已根據香港《公司條例》的要求進行披露。

(2) 遵循企業會計準則的聲明

本公司2018年度財務報表符合企業會計準則的要求，真實、完整地反映了本公司2018年12月31日的合併及公司財務狀況以及2018年度的合併及公司經營成果和現金流量等有關信息。

(3) 會計年度

會計年度為公曆1月1日起至12月31日止。

(4) 記賬本位幣

本公司記賬本位幣為人民幣。本公司下屬子公司根據其經營所處的主要經濟環境確定其記賬本位幣。本財務報表以人民幣列示。

(5) 企業合併

(a) 同一控制下的企業合併

合併方支付的合併對價及取得的淨資產均按賬面價值計量，如被合併方是最終控制方以前年度從第三方收購來的，則以被合併方的資產、負債(包括最終控制方收購被合併方而形成的商譽)在最終控制方合併財務報表中的賬面價值為基礎。合併方取得的淨資產賬面價值與支付的合併對價賬面價值的差額，調整資本公積(股本溢價)；資本公積(股本溢價)不足以沖減的，調整留存收益。為進行企業合併發生的直接相關費用於發生時計入當期損益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 2018 年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(5) Business combinations (Continued)

(b) Business combinations involving enterprises not under common control

The cost of combination and identifiable net assets obtained by the acquirer in a business combination are measured at fair value at the acquisition date. Where the cost of the combination exceeds the acquirer's interest in the fair value of the acquiree's identifiable net assets, the difference is recognised as goodwill; where the cost of combination is lower than the acquirer's interest in the fair value of the acquiree's identifiable net assets, the difference is recognised in profit or loss for the current period. Costs directly attributable to the combination are included in profit or loss in the period in which they are incurred.

(6) Preparation of consolidated financial statements

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries.

Subsidiaries are consolidated from the date on which the Group obtains control and are de-consolidated from the date that such control ceases. For a subsidiary that is acquired in a business combination involving enterprises under common control, it is included in the consolidated financial statements from the date when it, together with the Company, comes under common control of the ultimate controlling party. The portion of the net profits realised before the combination date is presented separately in the consolidated income statement.

In preparing the consolidated financial statements, where the accounting policies or the accounting periods of the Company and subsidiaries are inconsistent, the financial statements of the subsidiaries are adjusted in accordance with the accounting policies and the accounting period of the Company. For subsidiaries acquired from business combinations involving enterprises not under common control, the individual financial statements of the subsidiaries are adjusted based on the fair value of the identifiable net assets at the acquisition date.

二 主要會計政策和會計估計(續)

(5) 企業合併(續)

(b) 非同一控制下的企業合併

購買方發生的合併成本及在合併中取得的可辨認淨資產按購買日的公允價值計量。合併成本大於合併中取得的被購買方於購買日可辨認淨資產公允價值份額的差額，確認為商譽；合併成本小於合併中取得的被購買方可辨認淨資產公允價值份額的差額，計入當期損益。為進行企業合併發生的直接相關費用於發生時計入當期損益。

(6) 合併財務報表的編製方法

編製合併財務報表時，合併範圍包括本公司及全部子公司。

從取得子公司的實際控制權之日起，本集團開始將其納入合併範圍；從喪失實際控制權之日起停止納入合併範圍。對於同一控制下企業合併取得的子公司，自其與本公司同受最終控制方控制之日起納入本公司合併範圍，並將其於合併日前實現的淨利潤在合併利潤表中單列項目反映。

在編製合併財務報表時，子公司與本公司採用的會計政策或會計期間不一致的，按照本公司的會計政策和會計期間對子公司財務報表進行必要的調整。對於非同一控制下企業合併取得的子公司，以購買日可辨認淨資產公允價值為基礎對其財務報表進行調整。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 2018 年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(6) Preparation of consolidated financial statements

(Continued)

All significant intra-group balances, transactions and unrealised profits are eliminated in the consolidated financial statements. The portion of subsidiaries' equity and the portion of a subsidiaries' net profits and losses and comprehensive incomes for the period not attributable to Company are recognised as minority interests and presented separately in the consolidated financial statements under equity, net profits and total comprehensive income respectively. Unrealised profits and losses resulting from the sale of assets by the Company to its subsidiaries are fully eliminated against net profit attributable to owners of the parent. Unrealised profits and losses resulting from the sale of assets by a subsidiary to the Company are eliminated and allocated between net profit attributable to owners of the parent and net profit attributed to minority interests in accordance with the allocation proportion of the parent in the subsidiary. Unrealised profits and losses resulting from the sale of assets by one subsidiary to another are eliminated and allocated between net profit attributable to owners of the parent and net profit attributed to minority interests in accordance with the allocation proportion of the parent in the subsidiary.

If the accounting treatment of a transaction is inconsistent in the financial statements at the Group level and at the Company or its subsidiary level, adjustment will be made from the perspective of the Group.

(7) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits that can be readily drawn on demand, and short-term and highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(8) Foreign currency translation

Foreign currency transactions are translated into recording currency using the exchange rates prevailing at the dates of the transactions.

At the balance sheet date, monetary items denominated in foreign currencies are translated into recording currency using the spot exchange rates on the balance sheet date. Exchange differences arising from these translations are recognised in profit or loss for the current period, except for those attributable to foreign currency borrowings that have been taken out specifically for acquisition or construction of qualifying assets, which are capitalised as part of the cost of those assets. Non-monetary items denominated in foreign currencies that are measured at historical costs are translated at the balance sheet date using the spot exchange rates at the date of the transactions. The effect of exchange rate changes on cash is presented separately in the cash flow statement.

二 主要會計政策和會計估計(續)

(6) 合併財務報表的編製方法(續)

集團內所有重大往來餘額、交易及未實現利潤在合併財務報表編製時予以抵銷。子公司的股東權益、當期淨損益及綜合收益中不屬於本公司所擁有的部分分別作為少數股東權益、少數股東損益及歸屬於少數股東的綜合收益總額在合併財務報表中股東權益、淨利潤及綜合收益總額項下單獨列示。本公司向子公司出售資產所發生的未實現內部交易損益，全額抵銷歸屬於母公司股東的淨利潤；子公司向本公司出售資產所發生的未實現內部交易損益，按本公司對該子公司的分配比例在歸屬於母公司股東的淨利潤和少數股東損益之間分配抵銷。子公司之間出售資產所發生的未實現內部交易損益，按照母公司對出售方子公司的分配比例在歸屬於母公司股東的淨利潤和少數股東損益之間分配抵銷。

如果以本集團為會計主體與以本公司或子公司為會計主體對同一交易的認定不同時，從本集團的角度對該交易予以調整。

(7) 現金及現金等價物

現金及現金等價物是指庫存現金，可隨時用於支付的存款，以及持有的期限短、流動性強、易於轉換為已知金額現金、價值變動風險很小的投資。

(8) 外幣折算

外幣交易按交易發生日的即期匯率將外幣金額折算為記賬本位幣入賬。

於資產負債表日，外幣貨幣性項目採用資產負債表日的即期匯率折算為記賬本位幣。為購建符合借款費用資本化條件的資產而借入的外幣專門借款產生的匯兌差額在資本化期間內予以資本化；其他匯兌差額直接計入當期損益。以歷史成本計量的外幣非貨幣性項目，於資產負債表日採用交易發生日的即期匯率折算。匯率變動對現金的影響額在現金流量表中單獨列示。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 2018 年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(9) Financial instruments

(a) Financial assets

(i) Classification and measurement

Based on the business model for financial asset management and the contractual cash flow characteristics of financial assets, the Group classifies the financial assets as: a) financial assets measured at amortised cost; b) financial assets at fair value through other comprehensive income; c) financial assets at fair value through profit or loss. The Group's financial assets are mainly measured at amortised cost.

Financial assets are initially recognised at fair value. In the case of financial assets at fair value through profit or loss, the related transaction costs are recognised directly in profit or loss for the current period. For other financial assets, transaction costs that are attributable to the acquisition of the financial assets are included in their initially recognised amounts. Accounts receivable or notes receivable arising from sales of products or rendering of services (excluding or without regard to significant financing components) are initially recognised at the consideration that is entitled to be charged by the Group as expected.

Debt instruments

The debt instruments held by the Group refer to the instruments that are consistent with the definition of financial liabilities from the perspective of the issuer, and the financial instruments currently held by the Group are measured at amortised cost.

Measured at amortised cost:

The Group's business model for financial asset management aims to receive contractual cash flows. The contractual cash flow characteristics of such financial assets are consistent with basic loan arrangement, which means the cash flow generated at certain date is only the payment for the principal and the corresponding interest based on unpaid principal. The interest income of such financial assets is recognised using the effective interest method. The financial assets include cash at bank and on hand, accounts receivable and other receivables.

二 主要會計政策和會計估計(續)

(9) 金融工具

(a) 金融資產

(i) 分類和計量

本集團根據管理金融資產的業務模式和金融資產的合同現金流量特徵，將金融資產劃分為：(1)以攤餘成本計量的金融資產；(2)以公允價值計量且其變動計入其他綜合收益的金融資產；(3)以公允價值計量且其變動計入當期損益的金融資產。本集團的金融資產主要以攤餘成本計量的金融資產。

金融資產在初始確認時以公允價值計量。對於以公允價值計量且其變動計入當期損益的金融資產，相關交易費用直接計入當期損益；對於其他類別的金融資產，相關交易費用計入初始確認金額。因銷售產品或提供勞務而產生的、未包含或不考慮重大融資成分的應收賬款或應收票據，本集團按照預期有權收取的對價金額作為初始確認金額。

債務工具

本集團持有的債務工具是指從發行方角度分析符合金融負債定義的工具，於本期本集團持有之金融資產以攤餘成本計量。

以攤餘成本計量：

本集團管理此類金融資產的業務模式為以收取合同現金流量為目標，且此類金融資產的合同現金流量特徵與基本借貸安排相一致，即在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。本集團對於此類金融資產按照實際利率法確認利息收入。此類金融資產主要包括貨幣資金、應收賬款、其他應收款等。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(9) Financial instruments (Continued)

(a) Financial assets (Continued)

(ii) Impairment

The Group confirms the loss provision based on expected credit losses for financial assets measured at amortised cost.

After a consideration of reasonable and supportable information on past events, current conditions and forecasts of future economic conditions, the Group recognises the expected credit loss as the probability-weighted amount of the present value of the difference between the cash flows receivable from the contract and the cash flows expected to collect with the risk of default occurring as the weight.

For financial instruments with lower credit risk on the balance sheet date, the Group assumes that the credit risk had no significant increase since the initial recognition, and measures the loss provision based on the expected credit losses in following 12 months.

For accounts receivable, regardless of whether exists the significant financing component, the Group measures the loss provision according to the expected credit losses during the entire duration.

Grouping of accounts receivables	Third parties customers
Grouping of accounts receivables	Related parties customers
Grouping of other receivables	Advances

The Group prepares the cross-reference between overdue days of accounts receivable and expected credit losses rate during the entire duration, and calculates the expected credit losses on the basis of historical credit losses experience, the current conditions and forecasts of future economic conditions for the grouping of accounts receivable.

The Group calculates the expected credit losses through default risk exposure and the expected credit risk rate in the following 12 months or the entire duration for the grouping of other receivables on the basis of historical credit losses experience, the current conditions and forecasts of future economic conditions.

The Group recognises the losses from provision or reversal of provision into the current profit or loss.

二 主要會計政策和會計估計(續)

(9) 金融工具(續)

(a) 金融資產(續)

(ii) 減值

本集團對於以攤餘成本計量的金融資產等，以預期信用損失為基礎確認損失準備。

本集團考慮有關過去事項、當前狀況以及對未來經濟狀況的預測等合理且有依據的信息，以發生違約的風險為權重，計算合同應收的現金流量與預期能收到的現金流量之間差額的現值的概率加權金額，確認預期信用損失。

對於在資產負債表日具有較低信用風險的金融工具，本集團假設其信用風險自初始確認後並未顯著增加，按照未來12個月內的預期信用損失計量損失準備。

對於應收賬款，無論是否存在重大融資成分，本集團均按照整個存續期的預期信用損失計量損失準備。

應收賬款組合	第三方客戶
應收賬款組合	關聯方客戶
其他應收款組合	代墊款項

對於劃分為組合的應收賬款，本集團參考歷史信用損失經驗，結合當前狀況以及對未來經濟狀況的預測，編製應收賬款逾期天數與整個存續期預期信用損失率對照表，計算預期信用損失。

對於劃分為組合的其他應收款，本集團參考歷史信用損失經驗，結合當前狀況以及對未來經濟狀況的預測，通過違約風險敞口和未來12個月內或整個存續期預期信用損失率，計算預期信用損失。

本集團將計提或轉回的損失準備計入當期損益。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(9) Financial instruments (Continued)

(a) Financial assets (Continued)

(iii) Derecognition

A financial asset is derecognised when any of the below criteria is met: (1) the contractual rights to receive the cash flows from the financial asset expire; (2) the financial asset has been transferred and the Group transfers substantially all the risks and rewards of ownership of the financial asset to the transferee; (3) the financial asset has been transferred and the Group has not retained control of the financial asset, although the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset.

(b) Financial liabilities

Financial liabilities are classified as financial liabilities measured at amortised cost and financial liabilities at fair value through profit or loss at initial recognition.

The financial liabilities of the Group are mainly financial liabilities measured at amortised cost, including accounts payable, other payables, short-term borrowings, debentures payable and long-term payables, etc. Such financial liabilities are recognised initially at fair value, net of transaction costs incurred, and subsequently measured using the effective interest method. Financial liabilities of which the period is less than one year (inclusive) are classified as the current liabilities; those of which the period is over one year but the maturity is within one year (inclusive) since the balance sheet date are classified as current portion of non-current liabilities; and the others are classified as non-current liabilities.

A financial liability is derecognised or partly derecognised when the current obligation is discharged or partly discharged. The difference between the carrying amount of the derecognised part of the financial liability and the consideration paid is recognised in profit or loss.

(c) Determination of fair value of financial instruments

The fair value of a financial instrument that is traded in an active market is determined at the quoted price in the active market. The fair value of a financial instrument that is not traded in an active market is determined by using a valuation technique. In valuation, the Group adopts valuation techniques applicable in the current situation and supported by adequate available data and other information, selects inputs with the same characteristics as those of assets or liabilities considered in relevant transactions of assets or liabilities by market participants, and gives priority to the use of relevant observable inputs. When relevant observable inputs are not available or feasible, unobservable inputs are adopted.

二 主要會計政策和會計估計(續)

(9) 金融工具(續)

(a) 金融資產(續)

(iii) 終止確認

金融資產滿足下列條件之一的，予以終止確認：(1)收取該金融資產現金流量的合同權利終止；(2)該金融資產已轉移，且本集團將金融資產所有權上幾乎所有的風險和報酬轉移給轉入方；(3)該金融資產已轉移，雖然本集團既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬，但是放棄了對該金融資產控制。

(b) 金融負債

金融負債於初始確認時分類為以攤餘成本計量的金融負債和以公允價值計量且其變動計入當期損益的金融負債。

本集團的金融負債主要為以攤餘成本計量的金融負債，包括應付賬款、其他應付款、短期借款、應付債券及長期應付款等。該類金融負債按其公允價值扣除交易費用後的金額進行初始計量，並採用實際利率法進行後續計量。期限在一年以下(含一年)的，列示為流動負債；期限在一年以上但自資產負債表日起一年內(含一年)到期的，列示為一年內到期的非流動負債；其餘列示為非流動負債。

當金融負債的現時義務全部或部分已經解除時，本集團終止確認該金融負債或義務已解除的部分。終止確認部分的賬面價值與支付的對價之間的差額，計入當期損益。

(c) 金融工具的公允價值確定

存在活躍市場的金融工具，以活躍市場中的報價確定其公允價值。不存在活躍市場的金融工具，採用估值技術確定其公允價值。在估值時，本集團採用在當前情況下適用並且有足夠可利用數據和其他信息支持的估值技術，選擇與市場參與者在相關資產或負債的交易中所考慮的資產或負債特徵相一致的輸入值，並盡可能優先使用相關可觀察輸入值。在相關可觀察輸入值無法取得或取得不切實可行的情況下，使用不可觀察輸入值。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(10) Inventories

(a) Classification

Inventories include food and spare parts, etc., and are measured at the lower of cost and net realisable value.

(b) Costing of inventories

Cost is determined using first in first out method when issued.

(c) Basis for determining net realisable values of inventories and method for making provision for decline in the value of inventories

Provision for decline in the value of inventories is determined at the excess amount of the carrying amounts of the inventories over their net realisable value. Net realisable value is determined based on the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sales and related taxes.

(d) The Group adopts the perpetual inventory system.

(11) Long-term equity investments

Long-term equity investments comprise the Company's long-term equity investments in its subsidiaries and the Group's long-term equity investments in its associates.

Subsidiaries are the investees over which the Company is able to exercise control. An associate is the investee that the Group has significant influence on its financial and operating policies.

Investments in subsidiaries are measured using the cost method in the Company's financial statements, and adjusted by using the equity method when preparing the consolidated financial statements. Investments in associates are accounted for using the equity method.

(a) Determination of investment cost

For long-term equity investment acquired by payment in cash, the initial investment cost shall be the purchase price actually paid.

二 主要會計政策和會計估計(續)

(10) 存貨

(a) 分類

存貨包括食品及備件等，按成本與可變現淨值孰低計量。

(b) 發出存貨的計價方法

存貨發出時的成本按先進先出法核算。

(c) 存貨可變現淨值的確定依據及存貨跌價準備的計提方法

存貨跌價準備按存貨成本高於其可變現淨值的差額計提。可變現淨值按日常活動中，以存貨的估計售價減去估計的銷售費用以及相關稅費後的金額確定。

(d) 本集團的存貨盤存制度採用永續盤存制。

(11) 長期股權投資

長期股權投資包括：本公司對子公司的長期股權投資以及本集團對聯營企業的長期股權投資。

子公司為本公司能夠對其實施控制的被投資單位。聯營企業為本集團能夠對其財務和經營決策具有重大影響的被投資單位。

對子公司的投資，在公司財務報表中按照成本法確定的金額列示，在編製合併財務報表時按權益法調整後進行合併；對聯營企業投資採用權益法核算。

(a) 投資成本確定

本公司的長期股權投資為以支付現金取得的長期股權投資，按照實際支付的購買價款作為初始投資成本。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(11) Long-term equity investments (Continued)

(b) Subsequent measurement and recognition of profit or loss

Long-term equity investments accounted for using the cost method are measured at initial investment cost. Cash dividend or profit distribution declared by the investees is recognised as investment income in profit or loss for the current period.

For long-term equity investments accounted for using the equity method, where the initial investment cost of a long-term equity investment exceeds the Group's share of the fair value of the investee's identifiable net assets at the acquisition date, the long-term equity investment is measured at the initial investment cost. Where the initial investment cost is less than the Group's share of the fair value of the investee's identifiable net assets at the acquisition date, the difference is included in profit or loss and the cost of the long-term equity investment is adjusted upwards accordingly.

Under the equity method, the Group recognises the investment income according to its share if net profit or loss of the investee. The Group discontinues recognising its share of the net losses of an investee after the carrying amounts of the long-term equity investment together with any long-term interests that in substance form part of the investor's net investment in the investee are reduced to zero. However, if the Group has obligations for additional losses and the criteria with respect to recognition of provisions are satisfied, the Group continues recognising the losses that it estimated to afford. The changes of the Group's share of the investee's owner's equity other than those arising from the net profit or loss, other comprehensive income and profit distribution, are recognised in capital surplus with a corresponding adjustment to the carrying amounts of the long-term equity investment. The carrying amount of the investment is reduced by the Group's share of the profit distribution or cash dividends declared by an investee. The unrealised profits or losses arising from the transaction between the Group and its investees are eliminated in proportion to the Group's equity interest in the investees, based on which the investment gain or losses are recognised. Any losses resulting from transactions between the Group and its investees attributable to asset impairment losses are not eliminated.

二 主要會計政策和會計估計(續)

(11) 長期股權投資(續)

(b) 後續計量及損益確認方法

採用成本法核算的長期股權投資，按照初始投資成本計量，被投資單位宣告分派的現金股利或利潤，確認為投資收益計入當期損益。

採用權益法核算的長期股權投資，初始投資成本大於投資時應享有被投資單位可辨認淨資產公允價值份額的，以初始投資成本作為長期股權投資成本；初始投資成本小於投資時應享有被投資單位可辨認淨資產公允價值份額的，其差額計入當期損益，並相應調增長期股權投資成本。

採用權益法核算的長期股權投資，本集團按應享有或應分擔的被投資單位的淨損益份額確認當期投資損益。確認被投資單位發生的淨虧損，以長期股權投資的賬面價值以及其他實質上構成對被投資單位淨投資的長期權益減記至零為限，但本集團負有承擔額外損失義務且符合預計負債確認條件的，繼續確認預計將承擔的損失金額。被投資單位除淨損益、其他綜合收益和利潤分配以外所有者權益的其他變動，調整長期股權投資的賬面價值並計入資本公積。被投資單位分派的利潤或現金股利於宣告分派時按照本集團應分得的部分，相應減少長期股權投資的賬面價值。本集團與被投資單位之間未實現的內部交易損益按照持股比例計算歸屬於本集團的部分，予以抵銷，在此基礎上確認投資損益。本集團與被投資單位發生的內部交易損失，其中屬於資產減值損失的部分，相應的未實現損失不予抵銷。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(11) Long-term equity investments (Continued)

(c) Basis for determining existence of control and significant influence over investees

Control refers to the power over the investee, exposure, or rights, to variable returns from involvement with the investee, and the ability to use its power over the investee to affect the amount of the investor's returns.

Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

(d) Impairment of long-term equity investments

The long-term equity investments in subsidiaries, joint-ventures and associates are reduced to recoverable amounts when the recoverable amounts are below their carrying amounts (Note 2(18)).

(12) Investment properties

Investment properties, including land use rights that have already been leased out, buildings that are held for the purpose of leasing and buildings that are being constructed or developed for future use for leasing, are measured initially at cost. Subsequent expenditures incurred in relation to an investment property are included in the cost of the investment property when it is probable that the associated economic benefits will flow to the Group and their costs can be reliably measured; otherwise, the expenditures are recognised in profit or loss for the period in which they are incurred.

二 主要會計政策和會計估計(續)

(11) 長期股權投資(續)

(c) 確定對被投資單位具有控制及重大影響的依據

控制是指擁有對被投資單位的權力，通過參與被投資方的相關活動而享有可變回報，並且有能力運用對被投資方的權力影響其回報金額。

重大影響是指對被投資單位的財務和經營政策有參與決策的權力，但並不能夠控制或者與其他方一起共同控制這些政策的制定。

(d) 長期股權投資減值

對子公司和聯營企業的長期股權投資，當其可收回金額低於其賬面價值時，賬面價值減記至可收回金額(附註二(18))。

(12) 投資性房地產

投資性房地產包括已出租的土地使用權和以出租為目的的建築物以及正在建造或開發過程中將用於出租的建築物，以成本進行初始計量。與投資性房地產有關的後續支出，在相關的經濟利益很可能流入本集團且其成本能夠可靠的計量時，計入投資性房地產成本；否則，於發生時計入當期損益。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(12) Investment properties (Continued)

The Group adopts the cost model for subsequent measurement of investment properties. Buildings and land use rights are depreciated or amortised to their estimated net residual values over their estimated useful lives. The estimated useful lives, the estimated net residual values that are expressed as a percentage of cost and the annual depreciation (amortisation) rates of investment properties are as follows:

	Estimated useful lives 預計使用壽命	Estimated net residual values 預計淨殘值率	Annual depreciation (amortisation) rates 年折舊(攤銷)率
Buildings 房屋及建築物	32 years 32年	3%	3.03%
Land use rights 土地使用權	47 years 47年	—	2.13%

The estimated useful life and the estimated net residual value of an investment property and the depreciation (amortisation) method applied to the property are reviewed, and adjusted as appropriate at each year-end.

The carrying amount of an investment property is reduced to the recoverable amount if the recoverable amount is below the carrying amount (Note 2(18)).

An investment property is derecognised on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. The net amount of proceeds from sale, transfer, retirement or damage of an investment property after its carrying amount and related taxes and expenses is recognised in profit or loss for the current period.

(13) Fixed assets

(a) Recognition and initial measurement of fixed assets

Fixed assets comprise buildings, machinery and equipment, motor vehicles, office equipment and others.

Fixed assets are recognised when it is probable that the related economic benefits will flow to the Group and the costs can be reliably measured. Fixed assets purchased or constructed by the Group are initially measured at cost at the time of acquisition.

二 主要會計政策和會計估計(續)

(12) 投資性房地產(續)

本集團對所有投資性房地產採用成本模式進行後續計量，按其預計使用壽命及淨殘值率對建築物和土地使用權計提折舊或進行攤銷。投資性房地產的預計使用壽命、淨殘值率及年折舊(攤銷)率列示如下：

對投資性房地產的預計使用壽命、預計淨殘值和折舊(攤銷)方法於每年年度終了進行覆核並作適當調整。

當投資性房地產的可收回金額低於其賬面價值時，賬面價值減記至可收回金額(附註二(18))。

當投資性房地產被處置、或者永久退出使用且預計不能從其處置中取得經濟利益時，終止確認該項投資性房地產。投資性房地產出售、轉讓、報廢或毀損的處置收入扣除其賬面價值和相關稅費後計入當期損益。

(13) 固定資產

(a) 固定資產確認及初始計量

固定資產包括房屋及建築物、機器設備、運輸工具、辦公設備及其他。

固定資產在與其有關的經濟利益很可能流入本集團、且其成本能夠可靠計量時予以確認。購置或新建的固定資產按取得時的成本進行初始計量。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(13) Fixed assets (Continued)

(a) Recognition and initial measurement of fixed assets (Continued)

Subsequent expenditures incurred for a fixed asset are included in the cost of the fixed asset when it is probable that the associated economic benefits will flow to the Group and the related cost can be reliably measured. The carrying amount of the replaced part is derecognised. All the other subsequent expenditures are recognised in profit or loss for the period in which they are incurred.

(b) Depreciation methods of fixed assets

Fixed assets are depreciated using the straight-line method to allocate the cost of the assets to their estimated net residual values over their estimated useful lives. For the fixed assets that have been provided for impairment loss, the related depreciation charge is prospectively determined based upon the adjusted carrying amounts over their remaining useful lives.

The estimated useful lives, the estimated residual values expressed as a percentage of cost and the annual depreciation rates of fixed assets are as follows:

	Estimated useful lives 預計使用壽命	Estimated net residual values 預計淨殘值率	Annual depreciation rates 年折舊率
Buildings 房屋及建築物	15 to 40 years 15-40年	3%	6.5%–2.4%
Machinery and equipment 機器設備	14 years 14年	3%	6.9%
Motor vehicles 運輸工具	10 years 10年	3%	9.7%
Office equipment and others 辦公設備及其他	6 to 15 years 6-15年	3%	16.2%–6.5%

The estimated useful life, the estimated net residual value of a fixed asset and the depreciation method applied to the asset are reviewed, and adjusted as appropriate at each year-end.

(c) The carrying amount of a fixed asset is reduced to the recoverable amount when the recoverable amount is below the carrying amount (Note 2(18)).

二 主要會計政策和會計估計(續)

(13) 固定資產(續)

(a) 固定資產確認及初始計量(續)

與固定資產有關的後續支出，在與其有關的經濟利益很可能流入本集團且其成本能夠可靠計量時，計入固定資產成本；對於被替換的部分，終止確認其賬面價值；所有其他後續支出於發生時計入當期損益。

(b) 固定資產的折舊方法

固定資產折舊採用年限平均法並按其入賬價值減去預計淨殘值後在預計使用壽命內計提。對計提了減值準備的固定資產，則在未來期間按扣除減值準備後的賬面價值及依據尚可使用年限確定折舊額。

固定資產的預計使用壽命、淨殘值率及年折舊率列示如下：

對固定資產的預計使用壽命、預計淨殘值和折舊方法於每年年度終了進行覆核並作適當調整。

(c) 當固定資產的可收回金額低於其賬面價值時，賬面價值減記至可收回金額(附註二(18))。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(13) Fixed assets (Continued)

(d) Basis for identification of fixed assets held under finance leases and related measurement

A lease that transfers substantially all the risks and rewards incidental to ownership of an asset is a finance lease. The leased asset is recognised at the lower of the fair value of the leased asset and the present value of the minimum lease payments. The difference between the recorded amount of the asset leased in and the minimum lease payments is accounted for as unrecognised finance charge (Note 2(24)(b)).

Fixed assets held under finance leases are depreciated based on the same policy adopted for fixed assets that are self-owned. When a leased asset can be reasonably determined that its ownership will be transferred at the end of the lease term, it is depreciated over the period of expected use; otherwise, the leased asset is depreciated over the shorter period of the lease term and the period of expected use.

(e) Disposal of fixed assets

A fixed asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The amount of proceeds from disposals on sale, transfer, retirement or damage of a fixed asset net of its carrying amount and related taxes and expenses is recognised in profit or loss for the current period.

(14) Construction in progress

Construction in progress is measured at actual cost. Actual cost comprises construction costs, installation costs, borrowing costs that are eligible for capitalisation and other costs necessary to bring the fixed assets ready for their intended use, including expenditures on engineering design, supervision and cost consulting. Construction in progress is transferred to fixed assets when the assets are ready for their intended use, and depreciation is charged starting from the following month. The carrying amount of construction in progress is reduced to the recoverable amount when the recoverable amount is below its carrying amount (Note 2(18)).

二 主要會計政策和會計估計(續)

(13) 固定資產(續)

(d) 融資租入固定資產的認定依據和計量方法

實質上轉移了與資產所有權有關的全部風險和報酬的租賃為融資租賃。融資租入固定資產以租賃資產的公允價值與最低租賃付款額的現值兩者中的較低者作為租入資產的入賬價值。租入資產的入賬價值與最低租賃付款額之間的差額作為未確認融資費用(附註二(24)(b))。

融資租入的固定資產採用與自有固定資產相一致的折舊政策。能夠合理確定租賃期屆滿時將取得租入資產所有權的，租入固定資產在其預計使用壽命內計提折舊；否則，租入固定資產在租賃期與該資產預計使用壽命兩者中較短的期間內計提折舊。

(e) 固定資產的處置

當固定資產被處置、或者預期通過使用或處置不能產生經濟利益時，終止確認該固定資產。固定資產出售、轉讓、報廢或毀損的處置收入扣除其賬面價值和相關稅費後的金額計入當期損益。

(14) 在建工程

在建工程按實際發生的成本計量。實際成本包括建築成本、安裝成本、符合資本化條件的借款費用以及其他為使在建工程達到預定可使用狀態所發生的必要支出包括工程設計、監理和造價諮詢等。在建工程在達到預定可使用狀態時，轉入固定資產並自次月起開始計提折舊。當在建工程的可收回金額低於其賬面價值時，賬面價值減記至可收回金額(附註二(18))。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(15) Borrowing costs

The borrowing costs that are directly attributable to acquisition and construction of an asset that needs a substantially long period of time for its intended use commence to be capitalised and recorded as part of the cost of the asset when expenditures for the asset and borrowing costs have been incurred, and the activities relating to the acquisition and construction that are necessary to prepare the asset for its intended use have commenced. The capitalisation of borrowing costs ceases when the asset under acquisition or construction becomes ready for its intended use and the borrowing costs incurred thereafter are recognised in profit or loss for the current period. Capitalisation of borrowing costs is suspended during periods in which the acquisition or construction of an asset is interrupted abnormally and the interruption lasts for more than 3 months, until the acquisition or construction is resumed.

For the specific borrowings obtained for the acquisition or construction of a fixed asset qualifying for capitalisation, the amount of borrowing costs eligible for capitalisation is determined by deducting any interest income earned from depositing the unused specific borrowings in the banks or any investment income arising on the temporary investment of those borrowings during the capitalisation period.

For the general borrowings obtained for the acquisition and construction of a fixed asset qualifying for capitalisation, the capitalised amount of the general borrowings is determined by applying the weighted average effective interest rate of general borrowings, to the weighted average of the excess amount of cumulative expenditures on the asset over the amount of specific borrowings. The effective interest rate is the interest rate at which the estimated future cash flows during the period remaining deposit period or a shorter applicable period are discounted into the initial recognised amount of the borrowings.

(16) Intangible assets

Intangible assets include land use rights and are measured at cost. Land use rights are amortised on the straight-line basis over their average approved use period.

For an intangible asset with a finite useful life, review of its useful life and amortisation method is performed at each year-end, with adjustment made as appropriate.

The carrying amount of intangible assets is reduced to the recoverable amount when the recoverable amount is below the carrying amount (Note 2(18)).

二 主要會計政策和會計估計(續)

(15) 借款費用

本集團發生的可直接歸屬於需要經過相當長時間的購建活動才能達到預定可使用狀態之固定資產的購建的借款費用，在資產支出及借款費用已經發生、為使資產達到預定可使用狀態所必要的購建活動已經開始時，開始資本化並計入該資產的成本。當購建的資產達到預定可使用狀態時停止資本化，其後發生的借款費用計入當期損益。如果資產的購建活動發生非正常中斷，並且中斷時間連續超過3個月，暫停借款費用的資本化，直至資產的購建活動重新開始。

對於為購建符合資本化條件的固定資產而借入的專門借款，以專門借款當期實際發生的利息費用減去尚未動用的借款資金存入銀行取得的利息收入或進行暫時性投資取得的投資收益後的金額確定專門借款費用的資本化金額。

對於為購建符合資本化條件的固定資產而佔用的一般借款，按照累計資產支出超過專門借款部分的資本支出加權平均數乘以所佔用一般借款的加權平均實際利率計算確定一般借款借款費用的資本化金額。實際利率為將借款在預期存續期間或適用的更短期間內的未來現金流量折現為該借款初始確認金額所使用的利率。

(16) 無形資產

無形資產為土地使用權，以成本計量。土地使用權按直線法於使用年限內平均攤銷。

對使用壽命有限的無形資產的預計使用壽命及攤銷方法於每年年度終了進行覆核並作適當調整。

當無形資產的可收回金額低於其賬面價值時，賬面價值減記至可收回金額(附註二(18))。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(17) Long-term prepaid expenses

Long-term prepaid expenses include the expenditure for improvements to fixed assets held under operating leases, and other expenditures that have been incurred but should be recognised as expenses over more than one year in the current and subsequent periods. Long-term prepaid expenses are amortised on the straight-line basis over the expected beneficial period and are presented at actual expenditure net of accumulated amortisation.

(18) Impairment of long-term assets

Fixed assets, construction in progress, intangible assets with finite useful lives, investment properties and long-term equity investments in subsidiaries and associates are tested for impairment if there is any indication that the assets may be impaired at the balance sheet date. If the result of the impairment test indicates that the recoverable amount of an asset is less than its carrying amount, a provision for impairment and an impairment loss are recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and the present value of the future cash flows expected to be derived from the asset. Provision for asset impairment is determined and recognised on the individual asset basis. If it is not possible to estimate the recoverable amount of an individual asset, the recoverable amount of a group of assets to which the asset belongs is determined. A group of assets is the smallest group of assets that is able to generate independent cash inflows.

Once the above asset impairment loss is recognised, it will not be reversed for the value recovered in the subsequent periods.

(19) Employee benefits

Employee benefits refer to various forms of consideration in exchange for service rendered by employees or compensation for termination of employment relationship, which include short-term employee benefits, post-employment benefits, termination benefits and other long-term employee benefits.

(a) Short-term employee benefits payable

Short-term employee benefits include wages or salaries, bonus, allowances and subsidies, staff welfare, premiums or contributions on medical insurance, work injury insurance and maternity insurance, housing funds, union running costs and employee education costs, short-term paid absences, etc. The short-term employee benefits actually occurred are recognised as a liability in the accounting period in which the service is rendered by the employees, with a corresponding charge to the profit or loss for the current period or the cost of relevant assets. Non-monetary benefits are measured at fair value.

二 主要會計政策和會計估計(續)

(17) 長期待攤費用

長期待攤費用包括經營租入固定資產改良及其他已經發生但應由本期和以後各期負擔的、分攤期限在一年以上的各項費用，按預計受益期間分期平均攤銷，並以實際支出減去累計攤銷後的淨額列示。

(18) 長期資產減值

固定資產、在建工程、使用壽命有限的無形資產、投資性房地產及對子公司和聯營企業的長期股權投資等，於資產負債表日存在減值跡象的，進行減值測試。減值測試結果表明資產的可收回金額低於其賬面價值的，按其差額計提減值準備並計入減值損失。可收回金額為資產的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間的較高者。資產減值準備按單項資產為基礎計算並確認，如果難以對單項資產的可收回金額進行估計的，以該資產所屬的資產組確定資產組的可收回金額。資產組是能夠獨立產生現金流入的最小資產組合。

上述資產減值損失一經確認，以後期間不予轉回價值得以恢復的部分。

(19) 職工薪酬

職工薪酬是本集團為獲得職工提供的服務或解除勞動關係而給予的各種形式的報酬或補償，包括短期薪酬、離職後福利、辭退福利和其他長期職工福利等。

(a) 短期薪酬

短期薪酬包括工資、獎金、津貼和補貼、職工福利費、醫療保險費、工傷保險費、生育保險費、住房公積金、工會和教育經費、短期帶薪缺勤等。本集團在職工提供服務的會計期間，將實際發生的短期薪酬確認為負債，並計入當期損益或相關資產成本。其中，非貨幣性福利按照公允價值計量。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(19) Employee benefits (Continued)

(b) Post-employment benefits

The Group classifies post-employment benefit plans as either defined contribution plans or defined benefit plans. Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into a separate fund and will have no obligation to pay further contributions; and defined benefit plans are post-employment benefit plans other than defined contribution plans. During the reporting period, the Group's post-employment benefits mainly include the premiums or contributions on basic pensions and unemployment insurance, both of which belong to defined contribution plans.

Basic pensions

The Group's employees participate in the basic pension plan set up and administered by local authorities of the Ministry of Human Resource and Social Security. Monthly payments of premiums on the basic pensions are calculated according to the bases and percentages prescribed by the relevant local authorities. When employees retire, the relevant local authorities are obliged to pay the basic pensions to them. The amounts based on the above calculations are recognised as liabilities in the accounting period in which the service has been rendered by the employees, with a corresponding charge to the profit or loss for the current period or the cost of relevant assets.

(c) Termination benefits

The Group provides compensation for terminating the employment relationship with employees before the end of the employment contracts or as an offer to encourage employees to accept voluntary redundancy before the end of the employment contracts. The Group recognises a liability arising from compensation for termination of the employment relationship with employees, with a corresponding charge to profit or loss for the current period at the earlier of the following dates: 1) when the Group cannot unilaterally withdraw an employment termination plan or a curtailment proposal; 2) when the Group recognises costs or expenses for a restructuring that involves the payment of termination benefits.

二 主要會計政策和會計估計(續)

(19) 職工薪酬(續)

(b) 離職後福利

本集團將離職後福利計劃分類為設定提存計劃和設定受益計劃。設定提存計劃是本集團向獨立的基金繳存固定費用後，不再承擔進一步支付義務的離職後福利計劃；設定受益計劃是除設定提存計劃以外的離職後福利計劃。於報告期內，本集團的離職後福利主要是為員工繳納的基本養老保險和失業保險，均屬於設定提存計劃。

基本養老保險

本集團職工參加了由當地勞動和社會保障部門組織實施的社會基本養老保險。本集團以當地規定的社會基本養老保險繳納基數和比例，按月向當地社會基本養老保險經辦機構繳納養老保險費。職工退休後，當地勞動及社會保障部門有責任向已退休員工支付社會基本養老金。本集團在職工提供服務的會計期間，將根據上述社保規定計算應繳納的金額確認為負債，並計入當期損益或相關資產成本。

(c) 辭退福利

本集團在職工勞動合同到期之前解除與職工的勞動關係、或者為鼓勵職工自願接受裁減而提出給予補償，在本集團不能單方面撤回解除勞動關係計劃或裁減建議時和確認與涉及支付辭退福利的重組相關的成本費用時兩者孰早日，確認因解除與職工的勞動關係給予補償而產生的負債，同時計入當期損益。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(19) Employee benefits (Continued)

(d) Early retirement benefits

The Group offers early retirement benefits to those employees who accept early retirement arrangements. The early retirement benefits refer to the salaries and social security contributions to be paid to and for the employees who accept voluntary retirement before the normal retirement date prescribed by the State, as approved by the management. The Group pays early retirement benefits to those early retired employees from the early retirement date until the normal retirement date. The Group accounts for the early retirement benefits in accordance with the treatment for termination benefits, in which the salaries and social security contributions to be paid to and for the early retired employees from the off-duty date to the normal retirement date are recognised as liabilities with a corresponding charge to the profit or loss for the current period. The differences arising from the changes in the respective actuarial assumptions of the early retirement benefits and the adjustments of benefit standards are recognised in profit or loss in the period in which they occur.

The termination benefits expected to be settled within one year since the balance sheet date are classified as current liabilities.

(20) Dividend distribution

Cash dividend is recognised as a liability for the period in which the dividend is approved by the shareholders' meeting.

(21) Revenue

The Group recognises revenue based on the amount of consideration that it is expected to receive when the customer obtains control of the relevant goods or services.

(a) Sale of goods

- The Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- The Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- It is probable that the economic benefits associated with the transaction will likely flow to the Group;
- The relevant amount of revenue and cost can be measured reliably.

二 主要會計政策和會計估計(續)

(19) 職工薪酬(續)

(d) 內退福利

本集團向接受內部退休安排的職工提供內退福利。內退福利是指，向未達到國家規定的退休年齡、經本集團管理層批准自願退出工作崗位的職工支付的工資及為其繳納的社會保險費等。本集團自內部退休安排開始之日起至職工達到正常退休年齡止，向內退職工支付內部退養福利。對於內退福利，本集團比照辭退福利進行會計處理，在符合辭退福利相關確認條件時，將自職工停止提供服務日至正常退休日期間擬支付的內退職工工資和繳納的社會保險費等，確認為負債，一次性計入當期損益。內退福利的精算假設變化及福利標準調整引起的差異於發生時計入當期損益。

預期在資產負債表日起一年內需支付的辭退福利，列示為流動負債。

(20) 股利分配

現金股利於股東大會批准的當期，確認為負債。

(21) 收入

本集團在客戶取得相關商品或服務的控制權時，按預期有權收取的對價金額確認收入。

(a) 銷售商品

- 商品所有權上的重要風險及報酬已轉移給買方；
- 本集團不再對該商品實施繼續管理權或擁有實際控制權；
- 與交易相關的經濟利益很可能流入本集團；
- 相關的收入和成本能夠可靠地計量。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(21) Revenue (Continued)

(b) Rendering of services

The Group provides service to external parties. The related revenue is recognised within a certain period based on the completion stage of the service which is determined by the proportion of costs incurred in estimated total costs. The Group re-estimates the completion stage of the service on the balance sheet date, so that it can reflect changes in compliance.

When the Group recognises revenue according to the completion stage of the service, the part of unconditional collection right obtained is recognised as accounts receivable, and losses provision for accounts receivable shall be recognised on the basis of expected credit losses; if the contract price received or receivable exceeds the completed service, the excess will be recognised as the contract liability. Contract assets and contract liabilities under the same contract are presented on a net basis.

Contract costs include contract performance costs and contract acquisition costs. The costs incurred by the Group for the provision of services are recognised as contract performance costs. The recognised revenue is carried forward to the cost of the main operations based on the completion stage. The incremental costs incurred by the Group for the acquisition of service contract are recognised as the contract acquisition costs. For the contract acquisition costs with the amortisation period of less than one year, it is included in the current profit and loss when it occurs; For the contract acquisition costs with the amortisation period of more than one year, the Group recognises it into profit or loss pursuant to the based amortisation that is relevant to the service income under the related contract. If the carrying amount of the contract costs is higher than the remaining consideration expected to be obtained by the provision of the service, net of the estimated cost to be incurred, the Group makes provision for impairment on the excess and recognises it as impairment losses on assets.

(c) Transfer of asset use rights

Interest income is determined by using the effective interest method, based on the length of time for which the Group's cash is used by others.

Rental income is recognised on a straight-line basis over the period of the lease. VIP room income is recognised based on specified fixed rent guarantees.

Parking income is recognised by the charge rate of an hour or a day when the customers using the parking lot.

二 主要會計政策和會計估計(續)

(21) 收入(續)

(b) 提供勞務

本集團對外提供勞務，根據已完成勞務的進度在一段時間內確認收入，其中，已完成勞務的進度按照已發生的成本佔預計總成本的比例確定。於資產負債表日，本集團對已完成勞務的進度進行重新估計，以使其能夠反映履約情況的變化。

本集團按照已完成勞務的進度確認收入時，對於本集團已經取得無條件收款權的部分，確認為應收賬款，並對應收賬款以預期信用損失為基礎確認損失準備；如果本集團已收或應收的合同價款超過已完成的勞務，則將超過部分確認為合同負債。本集團對於同一合同下的合同資產和合同負債以淨額列示。

合同成本包括合同履約成本和合同取得成本。本集團為提供勞務而發生的成本，確認為合同履約成本，並在確認收入時，按照已完成勞務的進度結轉計入主營業務成本。本集團將為獲取勞務合同而發生的增量成本，確認為合同取得成本，對於攤銷期限不超過一年的合同取得成本，在其發生時計入當期損益；對於攤銷期限在一年以上的合同取得成本，本集團按照相關合同下確認與勞務收入相同的基礎攤銷計入損益。如果合同成本的賬面價值高於因提供該勞務預期能夠取得的剩餘對價減去估計將要發生的成本，本集團對超出的部分計提減值準備，並確認為資產減值損失。

(c) 讓渡資產使用權收入

利息收入按照其他方使用本集團貨幣資金的時間，採用實際利率計算確定。

租金收入按照直線法在租賃期內確認。貴賓室收入按約定的固定租金確認。

停車場收入按每小時或每天的收費標準在客戶使用停車場的期間予以確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(21) Revenue (Continued)

(d) Airport fee

Airport fee represents Civil Aviation Development Funds ("the Airport fee") which is recognised when the related services are rendered to the outbound passengers departing from airport. The charge rates of the Airport Fee are regulated by Civil Aviation Administration of China ("CAAC"). Revenue is recognised according to the authorised charge rates attributable to the Group collected from outbound passengers.

According to the Notice of the Ministry of Finance on Abolition of the Policy of Recognition of Refund of the Civil Aviation Development Fund to the Three Listed Airports including the Capital Airport as Revenue (Cai Jian [2018] No. 238) promulgated by the Ministry of Finance of the People's Republic of China on 29 May 2018, the policy previously adopted by the Company to recognize the refund of the Civil Aviation Development Fund as the revenue of the Company was cancelled on 29 November 2018. After the abolition of the above policy, the Company should not recognize the refund of the Civil Aviation Development Fund, if any, as revenue.

(e) Franchise income

The Company grants the right to certain operators to operate retail, catering and advertising business in Haikou Meilan Airport and charges them for franchise fee. The franchise fee is charged at the higher of certain percentage of sales generated by franchisee or on a specified minimum amount on a monthly basis and is recognised as franchise income accordingly.

(22) Government grants

Government grants refer to the monetary or non-monetary assets obtained by the Group from the government, including tax return, financial subsidy, etc.

Government grants are recognised when the grants can be received and the Group can comply with all attached conditions. If a government grant is a monetary asset, it will be measured at the amount received or receivable. If a government grant is a non-monetary asset, it will be measured at its fair value. If it is unable to obtain its fair value reliably, it will be measured at its nominal amount.

二 主要會計政策和會計估計(續)

(21) 收入(續)

(d) 機場費收入

機場費為預計能獲得政府返還之民航發展基金(以下簡稱「機場費」)，在相關服務提供給離開機場的出港旅客時確認收入。返還比例由中國民用航空局(「民航局」)確定，收入確認根據歸屬於該機場的返還比例以及向出港旅客人數收取的機場費確定。

根據中國財政部於2018年5月29日下發的《財政部關於取消民航發展基金用於首都機場等三家上市機場返還作企業收入處理政策的通知》(財建[2018]238號)，本公司原根據《民航發展基金徵收使用管理暫行辦法》等相關法律法規和文件將民航發展基金返還作為本公司營業收入處理的政策於2018年11月29日予以取消。前述政策取消後期間，本公司若收到民航發展基金返還將不再作為營業收入處理。

(e) 特許經營權收入

本公司授權若干經營方於海口美蘭機場經營零售、餐飲、廣告等業務並向其收取特許經營權費。特許經營權費乃按特許經營方銷售額的一定百分比或約定的保底金額之孰高按月收取並確認為特許經營權收入。

(22) 政府補助

政府補助為本集團從政府無償取得的貨幣性資產或非貨幣性資產，包括稅費返還、財政補貼等。

政府補助在本集團能夠滿足其所附的條件並且能夠收到時，予以確認。政府補助為貨幣性資產的，按照收到或應收的金額計量。政府補助為非貨幣性資產的，按照公允價值計量；公允價值不能可靠取得的，按照名義金額計量。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(22) Government grants (Continued)

Government grants related to assets refer to government grants which are obtained by the Group for the purposes of purchase, construction or acquisition of the long-term assets. Government grants related to income refer to the government grants other than those related to assets.

Government grants related to assets are either deducted against the carrying amount of the assets, or recorded as deferred income and recognised in profit or loss on a systemic basis over the useful lives of the assets. Government grants related to income that compensate the future costs, expenses or losses are recorded as deferred income and recognised in profit or loss, or deducted against related costs, expenses or losses in reporting the related expenses; government grants related to income that compensate the incurred costs, expenses or losses are recognised in profit or loss, or deducted against related costs, expenses or losses directly in current period. The Group applies the presentation method consistently to the similar government grants in the financial statements.

Government grants that are related to ordinary activities are included in operating profit, otherwise, they are recorded in non-operating income or expenses.

(23) Deferred tax assets and deferred tax liabilities

Deferred tax assets and deferred tax liabilities are calculated and recognised based on the differences arising between the tax bases of assets and liabilities and their carrying amounts (temporary differences). Deferred tax asset is recognised for the deductible losses that can be carried forward to subsequent years for deduction of the taxable profit in accordance with the tax laws. No deferred tax asset or deferred tax liability is recognised for the temporary differences resulting from the initial recognition of assets or liabilities due to a transaction other than a business combination, which affects neither accounting profit nor taxable profit (or deductible loss). At the balance sheet date, deferred tax assets and deferred tax liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled.

Deferred tax assets are only recognised for deductible temporary differences, deductible losses and tax credits to the extent that it is probable that taxable profit will be available in the future against which the deductible temporary differences, deductible losses and tax credits can be utilised.

二 主要會計政策和會計估計(續)

(22) 政府補助(續)

與資產相關的政府補助，是指本集團取得的、用於購建或以其他方式形成長期資產的政府補助。與收益相關的政府補助，是指除與資產相關的政府補助之外的政府補助。

與資產相關的政府補助，沖減相關資產的賬面價值，或確認為遞延收益並在相關資產使用壽命內按照合理、系統的方法分攤計入損益；與收益相關的政府補助，用於補償以後期間的相關成本費用或損失的，確認為遞延收益，並在確認相關成本費用或損失的期間，計入當期損益或沖減相關成本，用於補償已發生的相關成本費用或損失的，直接計入當期損益或沖減相關成本。本集團對同類政府補助採用相同的列報方式。

與日常活動相關的政府補助納入營業利潤，與日常活動無關的政府補助計入營業外收支。

(23) 遞延所得稅資產和遞延所得稅負債

遞延所得稅資產和遞延所得稅負債根據資產和負債的計稅基礎與其賬面價值的差額(暫時性差異)計算確認。對於按照稅法規定能夠於以後年度抵減應納稅所得額的可抵扣虧損，確認相應的遞延所得稅資產。對於既不影響會計利潤也不影響應納稅所得額(或可抵扣虧損)的非企業合併的交易中產生的資產或負債的初始確認形成的暫時性差異，不確認相應的遞延所得稅資產和遞延所得稅負債。於資產負債表日，遞延所得稅資產和遞延所得稅負債，按照預期收回該資產或清償該負債期間的適用稅率計量。

遞延所得稅資產的確認以很可能取得用來抵扣可抵扣暫時性差異、可抵扣虧損和稅款抵減的應納稅所得額為限。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(23) Deferred tax assets and deferred tax liabilities

(Continued)

Deferred tax liabilities are recognised for temporary differences arising from investments in subsidiaries and associates, except where the Group is able to control the timing of reversal of the temporary difference, and it is probable that the temporary difference will not reverse in the foreseeable future. When it is probable that the temporary differences arising from investments in subsidiaries and associates will be reversed in the foreseeable future and that the taxable profit will be available in the future against which the temporary differences can be utilised, the corresponding deferred tax assets are recognised.

Deferred tax assets and liabilities are offset when:

- the deferred tax assets and liabilities are related to the same company and the same taxation authority; and
- the Group has a legally enforceable right to offset current tax assets against current tax liabilities.

(24) Leases

A lease that transfers substantially all the risks and rewards incidental to ownership of an asset is a finance lease. An operating lease is a lease other than a finance lease.

(a) Operating leases

Lease payments under an operating lease are recognised on a straight-line basis over the period of the lease, and are either capitalised as part of the cost of related assets, or charged as an expense for the current period.

(b) Finance leases

The leased asset is recognised at the lower of the fair value of the leased asset and the present value of the minimum lease payments. The difference between the recorded amount of the leased asset and the minimum lease payments is accounted for as unrecognised finance charge and is amortised using the effective interest method over the period of the lease. A long-term payable is recorded at the amount equal to the minimum lease payments less the unrecognised finance charge.

二 主要會計政策和會計估計(續)

(23) 遞延所得稅資產和遞延所得稅負債(續)

對與子公司及聯營公司投資相關的應納稅暫時性差異，確認遞延所得稅負債，除非本集團能夠控制該暫時性差異轉回的時間且該暫時性差異在可預見的未來很可能不會轉回。對與子公司及聯營公司投資相關的可抵扣暫時性差異，當該暫時性差異在可預見的未來很可能轉回且未來很可能獲得用來抵扣可抵扣暫時性差異的應納稅所得額時，確認遞延所得稅資產。

同時滿足下列條件的遞延所得稅資產和遞延所得稅負債以抵銷後的淨額列示：

- 遞延所得稅資產和遞延所得稅負債與同一稅收徵管部門對本集團內同一納稅主體徵收的所得稅相關；及
- 本集團內該納稅主體擁有以淨額結算當期所得稅資產及當期所得稅負債的法定權利。

(24) 租賃

實質上轉移了與資產所有權有關的全部風險和報酬的租賃為融資租賃。其他的租賃為經營租賃。

(a) 經營租賃

經營租賃的租金支出在租賃期內按照直線法計入相關資產成本或當期損益。

(b) 融資租賃

以租賃資產的公允價值與最低租賃付款額的現值兩者中較低者作為租入資產的入賬價值，租入資產的入賬價值與最低租賃付款額之間的差額作為未確認融資費用，在租賃期內按實際利率法攤銷。最低租賃付款額扣除未確認融資費用後的餘額作為長期應付款列示。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(25) Segment information

The Group identifies operating segments based on the internal organisation structure, management requirements and internal reporting system, and discloses segment information of reportable segments which is determined on the basis of operating segments.

An operating segment is a component of the Group that satisfies all of the following conditions: (1) the component can earn revenues and incur expenses from its ordinary activities; (2) whose operating results are regularly reviewed by the Group's management to make decisions about resources to be allocated to the segment and assess its performance; and (3) for which the information on financial position, operating results and cash flows is available to the Group. Two or more operating segments that have similar economic characteristics and satisfy certain conditions can be aggregated into one single operating segment.

(26) Critical accounting estimates and judgements

The Group continually evaluates the critical accounting estimates and key judgements applied based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

(a) Critical judgments in applying the accounting policies

The critical accounting estimates and key assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next accounting year are outlined below:

(i) Income tax

There are some transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgement is required from the Group in determining the provision for income taxes in each of these jurisdictions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

二 主要會計政策和會計估計(續)

(25) 分部信息

本集團以內部組織結構、管理要求、內部報告制度為依據確定經營分部，以經營分部為基礎確定報告分部並披露分部信息。

經營分部是指本集團內同時滿足下列條件的組成部分：(1)該組成部分能夠在日常活動中產生收入、發生費用；(2)本集團管理層能夠定期評價該組成部分的經營成果，以決定向其配置資源、評價其業績；(3)本集團能夠取得該組成部分的財務狀況、經營成果和現金流量等有關會計信息。兩個或多個經營分部具有相似的經濟特徵，並且滿足一定條件的，則可合併為一個經營分部。

(26) 重要會計估計和判斷

本集團根據歷史經驗和其他因素，包括對未來事項的合理預期，對所採用的重要會計估計和關鍵判斷進行持續的評價。

(a) 採用會計政策的關鍵判斷

下列重要會計估計及關鍵假設存在會導致下一會計年度資產和負債的賬面價值出現重大調整的重要風險：

(i) 所得稅

在正常的經營活動中，部分交易和事項的最終稅務處理存在不確定性。在計提各個地區的所得稅費用時，本集團需要作出重大判斷。如果這些稅務事項的最終認定結果與最初入賬的金額存在差異，該差異將對作出上述最終認定期間的所得稅費用和遞延所得稅的金額產生影響。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(26) Critical accounting estimates and judgements

(Continued)

(a) Critical judgments in applying the accounting policies (Continued)

(ii) Fixed assets and investment properties

The Group's management determines the estimated useful lives and related depreciation expenses for its fixed assets and investment properties. This estimate is made based on management's experience in operating airport and the conditions of the relevant assets. It could change significantly as a result of actual use and improvements. Management will increase the depreciation expenses where useful lives are shorter than previously estimated lives.

Management determines the residual values of fixed assets and investment properties based on all relevant factors (including the use of the current scrap value in current market as a reference value) at the end of each financial period.

二 主要會計政策和會計估計(續)

(26) 重要會計估計和判斷(續)

(a) 採用會計政策的關鍵判斷(續)

(ii) 固定資產和投資性房地產

本集團的管理層為固定資產和投資性房地產估計可使用年期及相關的折舊費用。此估計是以管理層的經驗及相關資產的狀況為基準，並可能因實際使用及改良情況而出現大幅變動。如果預計使用壽命較之前估計的預計使用壽命短，管理層將提高折舊支出。

管理層於每年年度終結時，根據所有相關因素(包括使用目前市場上的現行報廢價值作為參考價值)估計其相關資產的殘值。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(27) Significant changes in accounting policies

The Ministry of Finance released the revised CAS 14 – *Revenue* (hereinafter “new revenue standard”), revised CAS 22 – *Recognition and Measurement of Financial Instruments*, CAS 23 – *Transfer of Financial Assets* and CAS 37 – *Presentation of Financial Instruments* (hereinafter “new accounting standards for financial instruments”) in 2017 and released the *Circular of the Ministry of Finance on Revising and Issuing the Formats of Corporate Financial Statements for 2018* (Cai Kuai [2018] No. 15) and its interpretations in 2018. The financial statements for the year ended 31 December 2018 are prepared in accordance with the above standards and circular, and the impacts are as follows:

(a) Revisions on the formats of financial statements

- (i) The impacts on the consolidated balance sheet and the income statement are as follows:

二 主要會計政策和會計估計(續)

(27) 重要會計政策變更

財政部於2017年頒佈了修訂後的《企業會計準則第14號－收入》(以下簡稱「新收入準則」)以及修訂後的《企業會計準則第22號－金融工具確認和計量》、《企業會計準則第23號－金融資產轉移》及《企業會計準則第37號－金融工具列報》等(以下合稱「新金融工具準則」)，並於2018年頒佈了《財政部關於修訂印發2018年度一般企業財務報表格式的通知》(財會[2018]15號)及其解讀，本集團已採用上述準則和通知編製2018年度財務報表，對本集團和本公司報表的影響列示如下：

(a) 報表格式的修改

- (i) 對合併資產負債表及利潤表的影響列示如下：

The nature and the reasons of the changes in accounting policies 會計政策變更的內容和原因	The line items affected 受影響的報表項目名稱	The amounts affected 影響金額	
		31 December 2017 2017年 12月31日 Increase/ (decrease) 增加/(減少)	1 January 2017 2017年 1月1日 Increase/ (decrease) 增加/(減少)
Interests receivable, dividends receivable and other receivables are grouped as other receivables. 本集團將應收利息、應收股利和其他應收款合併計入其他應收款項。	Interests receivable 應收利息	(10,331,985)	(4,131,919)
	Other receivables 其他應收款	10,331,985	4,131,919
Interests payable, dividends payable and other payables are grouped as other payables. 本集團將應付利息、應付股利和其他應付款合併計入其他應付款項。	Interests payable 應付利息	(85,654,247)	(87,006,074)
	Dividends payable 應付股利	(499,500)	(499,500)
	Other payables 其他應付款	86,153,747	87,505,574

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財務報表附註

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(27) Significant changes in accounting policies (Continued)

- (a) Revisions on the formats of financial statements (Continued)
- (ii) The impacts on the company balance sheet and the income statement are as follows:

二 主要會計政策和會計估計(續)

(27) 重要會計政策變更(續)

- (a) 報表格式的修改(續)
- (ii) 對公司資產負債表及利潤表的影響列示如下：

The nature and the reasons of the changes in accounting policies 會計政策變更的內容和原因	The line items affected 受影響的報表項目名稱	The amounts affected 影響金額	
		31 December 2017 2017年 12月31日 Increase/ (decrease) 增加/(減少)	1 January 2017 2017年 1月1日 Increase/ (decrease) 增加/(減少)
The Company grouped interests receivable, dividends receivable and other receivables as other receivables. 本公司將應收利息、應收股利和其他應收款合併計入其他應收款項。	Interests receivable 應收利息 Other receivables 其他應收款	(10,331,985) 10,331,985	(4,131,919) 4,131,919
The Company grouped interests payable, dividends payable and other payables as other payables. 本公司將應付利息、應付股利和其他應付款合併計入其他應付款項目。	Interests payable 應付利息 Dividends payable 應付股利 Other payables 其他應付款	(85,654,247) (499,500) 86,153,747	(87,006,074) (499,500) 87,505,574

(b) Financial instruments

As at 1 January 2018, the classification and measurement of the financial assets represented in the Group's consolidated financial statements under the old or new accounting standards for financial instruments are the same.

As at 31 December 2017 and 1 January 2018, the Group had no financial assets at fair value through profit or loss.

(b) 金融工具

於2018年1月1日，本集團合併財務報表及本公司財務報表中金融資產按照原金融工具準則與按照新金融工具準則的規定進行分類和計量的結果一致。

於2017年12月31日及2018年1月1日，本集團及本公司均沒有指定為以公允價值計量且其變動計入當期損益的金融資產。

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財務報表附註

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

(Continued)

(27) Significant changes in accounting policies (Continued)

(c) Revenue

According to the new revenue standards, the Group and the Company recognise the cumulative effect of initial adoption of the standard as adjustment to the opening balance of retained earnings as of 1 January 2018 and other related items in the financial statements. The comparative financial information as of and for the year ended 31 December 2017 are not restated.

二 主要會計政策和會計估計(續)

(27) 重要會計政策變更(續)

(c) 收入

根據新收入準則的相關規定，本集團及本公司對於首次執行該準則的累積影響數調整2018年年初留存收益以及財務報表其他相關項目金額，2017年度的比較財務報表未重列。

The nature and the reasons of the changes in accounting policies 會計政策變更的內容和原因	The line items affected 受影響的報表項目	The amounts affected 1 January 2018 影響金額2018年1月1日	
		Consolidated 合併 Increase/ (decrease) 增加/(減少)	Company 公司 Increase/ (decrease) 增加/(減少)
Due to the adoption of the new revenue standards, advances from customers in relation to lease services, VIP room services and etc. were reclassified to contract liabilities. 因執行新收入準則，本集團將租賃服務、貴賓室服務等相關的預收款項重分類至合同負債。	Advances from customers 預收款項	(25,401,632)	(25,318,299)
	Contract liabilities 合同負債	25,401,632	25,318,299

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 2018 年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

3 TAXATION

(1) The main categories and rates of taxes applicable to the Group are set out below:

三 稅項

(1) 本集團適用的主要稅種及其稅率列示如下：

Category 稅種	Tax base 計稅依據	Tax rate 稅率
Corporate income tax (a) 企業所得稅(a)	Taxable income 應納稅所得額	25% 25%
Value-added tax ("VAT") (b) 增值稅(b)	Taxable value added amount (Tax payable is calculated using the taxable sales amount multiplied by the applicable tax rate less deductible VAT input of the current period) 應納稅增值額(應納稅額按應納稅銷售額乘以適用稅率扣除當期允許抵扣的進項稅後的餘額計算)	5%, 6%, 10%, 11%, 16% or 17% 5%、6%、10%、 11%、16% 或 17%
City maintenance and construction tax 城市維護建設稅	Taxable amounts of VAT 繳納的增值稅稅額	5% or 7% 5% 或 7%
Educational surcharge 教育費附加	Taxable amounts of VAT 繳納的增值稅稅額	3% 3%
Local educational surcharge 地方教育費附加	Taxable amounts of VAT 繳納的增值稅稅額	2% 2%

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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3 TAXATION (Continued)

(1) (Continued)

- (a) Pursuant to the *Notice of the State Administration of Taxation on the Relevant Enterprise Income Tax Policies for the Deduction of Equipment and Instruments* (Cai Shui [2018] No. 54) and other relevant regulations issued by the State Administration of Taxation. From 1 January 2018 to 31 December 2020, new equipment purchased by the Group of less than RMB5 million are allowed to be one-off recognised as costs or expenses for deduction in the calculation of taxable income, instead of being depreciated annually.

According to Article 27 of the Corporate Income Tax Law and the relevant provisions of Cai Shui [2014] No. 55 document, the net income generated from the international terminal of the Company is entitled to the preferential income tax treatment of “three years’ exemptions and three years’ half levy” as it meets the criteria of “the incomes generated from investment in and business operations of the important public infrastructure projects supported by the state”. Year 2018 is the third year of half levy, the applicable tax rate for the net income generated from the international terminal was 12.5%, while the applicable tax rate of other business of the Group was 25%.

- (b) Pursuant to the *Circular of the Ministry of Finance and the State Administration of Taxation on the Overall Promotion of Pilot Program of Levying VAT in Place of Business Tax* (Cai Shui [2017]2018] No. 326) and relevant regulations jointly issued by the Ministry of Finance and the State Administration of Taxation, since 1 May 2018, the VAT rate of the Group’s tangible movable property rental income and labor income has been adjusted from 17% to 16%; the VAT rate of real estate rental income, service income and franchise income has been adjusted from 11 to 10%; the VAT rate of the air transport revenue of the subsidiary of Hainan Meilan International Airport limited liability company has been adjusted from 11 to 10% since 1 May 2018.

三 稅項 (續)

(1) (續)

- (a) 根據國家稅務總局頒佈的《關於設備、器具扣除有關企業所得稅政策的通知》(財稅[2018]54號)及相關規定，本集團在2018年1月1日至2020年12月31日的期間內，新購買的低於500萬元的設備可於資產投入使用的次月一次性計入當期成本費用，在計算應納稅所得額時扣除，不再分年度計算折舊。

根據企業所得稅法第27條和財稅[2014]55號文的相關規定，本公司國際航站樓項目經營所得屬於「從事國家重點扶持的公共基礎設施項目投資經營的所得」，從而享受「三免三減半」的稅收優惠。2018年為第3個減半徵收年度，本公司國際航站樓項目經營所得實際所得稅稅率為12.5%。除此以外，本集團其他業務企業所得稅率均為25%。

- (b) 根據財政部、國家稅務總局頒佈的《財政部、國家稅務總局關於調整增值稅稅率的通知全面推開營業稅改徵增值稅試點的通知》(財稅[2017]2018]326號)及相關規定，自2018年5月1日起，本集團的有形動產租賃收入和勞務收入適用的增值稅的稅率由17%調整為16%；不動產租賃收入、服務費收入和特許經營權收入適用的增值稅的稅率由11調整為10%；自2018年5月1日起，本公司之子公司海南美蘭國際機場貨運有限責任公司的航空運輸收入適用的增值稅稅率由11調整為10%。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 2018 年度
(All amounts in RMB Yuan unless otherwise stated) (除特別註明外，金額單位為人民幣元)

4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(1) Cash at bank and on hand

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Cash on hand	庫存現金	53,108	82,710
Cash at bank (Note (a))	銀行存款(附註(a))	81,905,401	672,885,605
Other cash balances (Note (b))	其他貨幣資金(附註(b))	-	57,552,923
		81,958,509	730,521,238
Less: Restricted cash (Note (b))	減：受限制資金(附註(b))	-	(57,552,923)
Cash and cash equivalents	現金及現金等價物	81,958,509	672,968,315

(a) As at 31 December 2018, the Group's deposit in HNA Group Finance Co., Ltd. ("HNA Group Finance") was RMB34,464,594 (Note 8(5)(a)) (31 December 2017: RMB48,928,117). HNA Group Finance is a non-bank financial institution.

(b) As at 31 December 2017, there were guarantees for assets-backed security borrowings in other cash balances. As at 31 December 2018, asset-backed security borrowings (Note 4(22)) were all settled.

(2) Accounts receivable

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Accounts receivable by nature,	應收賬款按性質劃分		
- from aeronautical services	- 來自於航空性收入	215,956,061	241,833,243
- from non-aeronautical services	- 來自於非航空性收入	157,074,923	90,912,524
		373,030,984	332,745,767
Less: Provision for bad debts	減：壞賬準備	(1,173,695)	(1,479,393)
		371,857,289	331,266,374

四 合併財務報表項目附註

(1) 貨幣資金

(a) 於2018年12月31日，本集團存放於關聯方海航集團財務有限公司(「海航財務」)的銀行存款為人民幣34,464,594元(附註八(5)(a)) (2017年12月31日：人民幣48,928,117元)，該公司為非銀行金融機構。

(b) 於2017年12月31日，其他貨幣資金為資產證券化借款的保證金。截至2018年12月31日，資產證券化借款(附註四(22))已全額償還。

(2) 應收賬款

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

四 合併財務報表項目附註(續)

(2) Accounts receivable (Continued)

(2) 應收賬款(續)

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Accounts receivable by customers	應收賬款按客戶劃分		
– from third parties	– 應收第三方賬款	250,308,555	198,940,374
Less: Provision for bad debts	減：壞賬準備	(1,173,695)	(1,479,393)
		249,134,860	197,460,981
– from related parties (Note 8(5)(b))	– 應收關聯方賬款(附註八(5)(b))	122,722,429	133,805,393
Less: Provision for bad debts	減：壞賬準備	–	–
		122,722,429	133,805,393
		371,857,289	331,266,374

(a) The ageing of accounts receivable based on their recording dates is analysed as follows:

(a) 應收賬款按其入賬日期的賬齡分析如下：

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Within 90 days	90天以內	295,469,447	305,342,252
91–180 days	91天至180天	26,526,638	21,079,854
181–365 days	181天至365天	47,606,079	5,650,314
Over 365 days	365天以上	3,428,820	673,347
		373,030,984	332,745,767

For accounts receivable, regardless of whether there exists the significant financing component, the Group measures the loss provision according to the expected credit losses during the entire duration.

本集團對於應收賬款，無論是否存在重大融資成分，均按照整個存續期的預期信用損失計量損失準備。

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財務報表附註

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(2) Accounts receivable (Continued)

- (i) As at 31 December 2018, accounts receivable that are subject to provision for bad debts on the grouping basis are analysed as follows:

Grouping – Related Parties Customers :

Based on the financial condition and historical credit record of the related party, the Group assesses the expected credit loss rate of the related party's balance. It is estimated that the ratio is approximately zero, so no provision for bad debts has been made for the combined accounts receivable.

Grouping – Third Parties Customers :

四 合併財務報表項目附註(續)

(2) 應收賬款(續)

- (i) 於2018年12月31日，組合計提壞賬準備的應收賬款分析如下：

組合 – 關聯方客戶：

基於對關聯方財務狀況及歷史信用記錄，本集團評估應收關聯方客戶餘額的預期信用損失率。經評估該比例約為零，故未對該組合應收賬款計提壞賬準備。

組合 – 第三方客戶：

		31 December 2018 2018年12月31日		
		Ending balance 賬面餘額	Provision for bad debts 壞賬準備	
		Amount 金額	Lifetime expected credit loss rate 整個存續期 預期信用損失率	Amount 金額
Not overdue	未逾期	245,383,931	0.1%	245,384
Overdue within 1 to 90 days	逾期1-90日	2,214,397	10%	221,440
Overdue within 91 to 275 days	逾期91-275日	2,504,195	20%	500,839
Overdue over 275 days	逾期超過275日	206,032	100%	206,032
		250,308,555		1,173,695

(3) Advances to suppliers

As at 31 December 2018 and 2017, the ageing of advances to suppliers is within one year.

(3) 預付款項

於2018年及2017年12月31日，預付款項的賬齡均在一年以內。

NOTES TO THE FINANCIAL STATEMENTS

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

四 合併財務報表項目附註(續)

(4) Other receivables

(4) 其他應收款

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Luggage compensation paid on behalf of and due from airlines	應收航空公司代墊行李賠償款	9,612,082	6,700,850
Interests receivable	應收利息	-	10,331,985
Others	其他	3,561,097	5,338,715
		13,173,179	22,371,550
Less: Provision for bad debts	減：壞賬準備	(130,427)	-
		13,042,752	22,371,550

(5) Other current assets

(5) 其他流動資產

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
VAT to be deducted	待抵扣增值稅	9,398,072	8,534,499
Long-term receivables due within one year	一年以內到期的長期應收款	-	70,085,285
		9,398,072	78,619,784

(6) Long-term receivables

(6) 長期應收款

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Advances receivable	應收代墊款	-	124,443,773
Less: Long-term receivables due within one year (Note 4(5))	減：一年以內到期的長期應收款 (附註四(5))	-	(70,085,285)
		-	54,358,488

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(6) Long-term receivables (Continued)

On 5 September 2016, the Company and Hainan Haikou Meilan Duty-free Shop Co., Ltd. (“Meilan Airport Duty-free Shop”) entered into a Loan Agreement, pursuant to which, the Company shall advance the investment funds in relation to refurbishment and re-opening of Meilan Airport Duty-Free Shop amounting to approximately RMB400,000,000 with a term of 5 years since signing the agreement and an annual rate of 8.15% (2017: 8.15%). The repayment of principal and interest of each year are calculated based on certain proportion of net profit of last year.

In 2018, after negotiations between the two parties, Meilan Airport Duty-Free Shop repaid the full amount in advance.

(7) Long-term equity investments Associates – Unlisted companies

四 合併財務報表項目附註(續)

(6) 長期應收款(續)

根據本公司與海免海口美蘭機場免稅店有限公司(「美蘭機場免稅店」)於2016年9月5日訂立的貸款協議，本公司將為美蘭機場免稅店墊付約人民幣400,000,000元之投資資金，以作免稅店項目裝修及籌辦之用，約定在簽約日後5年內全部償還。每一年美蘭機場免稅店的本息還款額按其上年淨利潤的一定比例計算。該款項2018年年利率為8.15%(2017年：8.15%)。

於2018年，經過雙方協商，美蘭機場免稅店提前全額償還本公司墊付之款項。

(7) 長期股權投資 聯營企業 – 非上市公司

		Movement for the year 本年增減變動					
		Increase in the current year 2017年 12月31日 本年新增	Share of net profit/(loss) under equity method 按權益法 調整的淨損益 (Note 4(34)) (附註四(34))	Share of other comprehensive income under equity method 其他綜合 收益調整 (Note (b)) (附註(b))	Share of other changes in equity 其他權益變動 (Note (c)) (附註(c))	31 December 2018 2018年 12月31日	
Hainan Airlines Airport Holding (Group) Company Limited (“HNA Airport Holding”) (Note (a))	海航機場控股(集團)有限公司(「海航機場控股」) (附註(a))	1,341,576,067	-	52,635,936	(13,015,000)	(16,586,695)	1,364,610,308
Hainan Konggang Intelligence City Investment Operation Company Limited (“Hainan Konggang”)	海南空港智慧城市投資 運營有限公司 (「海南空港」)	32,006,904	-	(45,302)	-	-	31,961,602
		1,373,582,971	-	52,590,634	(13,015,000)	(16,586,695)	1,396,571,910

(a) The place of incorporation and business of HNA Airport Holding and its subsidiaries (the “HNA Airport Group”) are in the PRC, and there is no business transaction relationship between the Group and HNA Airport Group.

(a) 海航機場控股及其子公司(「海航機場控股集團」)的註冊地及主要經營地均在中國境內，與本集團無業務上的往來。

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(7) Long-term equity investments (Continued)

- (b) Other comprehensive loss in 2018 of RMB13,015,000 (2017: RMB10,770,378) represented mainly the share of the other comprehensive income of HNA Airport Holding under equity method, which derived mainly from share of changes in the fair value of available-for-sale financial assets of associates of HNA Airport Holding.
- (c) The decrease in other capital surplus in 2018 was mainly due to the decrease of the capital surplus of HNA Airport Holding. As the Group has accounted for the investment in HNA Airport Holding using equity method, the capital surplus of the Group decreased accordingly, details are set out in Note 4(27).

(8) Investment properties

四 合併財務報表項目附註(續)

(7) 長期股權投資(續)

- (b) 2018年度其他綜合損失為人民幣13,015,000元(2017年：其他綜合損失人民幣10,770,378元)，主要為權益法下本集團在海航機場控股集團的其他綜合收益中的份額。於2018年度，海航機場控股集團按照權益法核算其聯營企業賬上可供出售金融資產公允價值變動，其享有的份額確認為海航機場控股集團的其他綜合收益。
- (c) 本年其他資本公積的減少，主要是由於聯營公司海航機場控股的資本公積減少，本集團按權益法核算聯營公司應佔權益份額時相應調減本集團的其他資本公積，詳細情況請參見附註四(27)。

(8) 投資性房地產

		Buildings 房屋建築物	Land use rights 土地使用權	Total 合計
Cost	原價			
31 December 2017	2017年12月31日	1,285,293,213	8,118,803	1,293,412,016
Increase in the current year	本年增加	17,127,942	-	17,127,942
31 December 2018	2018年12月31日	1,302,421,155	8,118,803	1,310,539,958
Accumulated depreciation	累計折舊			
31 December 2017	2017年12月31日	(17,780,847)	(2,656,870)	(20,437,717)
Increase in the current year	本年增加			
Provision	計提	(35,544,757)	(169,801)	(35,714,558)
31 December 2018	2018年12月31日	(53,325,604)	(2,826,671)	(56,152,275)
Carrying amount	賬面價值			
31 December 2018	2018年12月31日	1,249,095,551	5,292,132	1,254,387,683
31 December 2017	2017年12月31日	1,267,512,366	5,461,933	1,272,974,299

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(8) Investment properties (Continued)

As at 31 December 2018, the investment properties of the Group were mainly the mall and parking lot of Terminal Complex Project. The Company is in the process of applying for the property title certificates.

In 2018, borrowing costs capitalised in investment properties amounted to RMB5,790,931 (2017: RMB64,370,502). The capitalisation rate used to determine the capitalised costs is 7.58% annually (2017: 7.74%).

(9) Fixed assets

四 合併財務報表項目附註(續)

(8) 投資性房地產(續)

於2018年12月31日，本集團的投資性房地產主要為站前綜合體項目中的商場和停車場，其房屋產權證尚在辦理中。

2018年度，資本化計入投資性房地產的借款費用為5,790,931元(2017年度：64,370,502元)。用於確定資本化金額的資本化率為年利率7.58%(2017年度：7.74%)。

(9) 固定資產

		Buildings 房屋及 建築物	Machinery and equipment 機器設備	Motor vehicles 運輸工具	Office equipment and others 辦公設備 及其他	Total 合計
Cost	原價					
31 December 2017	2017年12月31日	2,676,257,034	131,410,662	156,623,804	220,526,014	3,184,817,514
Increase in the current year	本年增加					
Acquisition	購置	-	-	1,329,238	44,465,521	45,794,759
Transfer from construction in progress (Note 4(10))	在建工程轉入(附註四(10))	4,190,523	-	-	-	4,190,523
Decrease in the current year	本年減少					
Disposal and other decreases	處置及其他減少	-	(1,264,398)	(4,492,908)	(2,674,020)	(8,431,326)
31 December 2018	2018年12月31日	2,680,447,557	130,146,264	153,460,134	262,317,515	3,226,371,470
Accumulated depreciation	累計折舊					
31 December 2017	2017年12月31日	(443,758,635)	(50,802,452)	(51,145,297)	(88,427,450)	(634,133,834)
Increase in the current year	本年增加					
Provision (Note (a))	計提(附註(a))	(70,788,240)	(19,528,834)	(17,362,959)	(33,002,209)	(140,682,242)
Decrease in the current year	本年減少					
Disposal and other decrease	處置及其他減少	-	565,094	4,260,491	3,095,641	7,921,226
31 December 2018	2018年12月31日	(514,546,875)	(69,766,192)	(64,247,765)	(118,334,018)	(766,894,850)
Carrying amount	賬面價值					
31 December 2018	2018年12月31日	2,165,900,682	60,380,072	89,212,369	143,983,497	2,459,476,620
31 December 2017	2017年12月31日	2,232,498,399	80,608,210	105,478,507	132,098,564	2,550,683,680

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(9) Fixed assets (Continued)

(a) In the current year, the amounts of depreciation expenses charged to cost of sales, general and administrative expenses, and selling and distribution expenses were RMB138,752,498, RMB1,926,035 and RMB3,709 (2017: the amounts of depreciation expenses charged to cost of sales, general and administrative expenses, and selling and distribution expenses were RMB104,137,639, RMB1,205,538 and RMB2,955) respectively.

(b) Fixed assets held under finance leases

As at 31 December 2018, the fix assets with a carrying amount of RMB119,968,145 (original cost of RMB157,096,709) (31 December 2017: carrying amount of RMB148,622,784, and original cost of RMB226,871,715) of the Company and the Group (Note 11) were held under a sale and finance leaseback arrangement, which is analysed as follows:

四 合併財務報表項目附註(續)

(9) 固定資產(續)

(a) 本年度計入營業成本、管理費用及銷售費用的折舊分別為人民幣138,752,498元、人民幣1,926,035元及人民幣3,709元(2017年度：計入營業成本、管理費用及銷售費用分別為人民幣104,137,639元、人民幣1,205,538元及人民幣2,955元)。

(b) 融資租入的固定資產

於2018年12月31日，本集團及本公司賬面價值人民幣119,968,145元(原價為人民幣157,096,709元)的固定資產為以售後租回融資租賃方式租入(2017年12月31日：賬面價值為人民幣148,622,784元，原價為人民幣226,871,715元)(附註十一)。具體分析如下：

31 December 2018 2018年12月31日		Cost 原價	Accumulated depreciation 累計折舊	Carrying amount 賬面價值
Machinery and equipment	運輸工具	103,621,477	(26,823,389)	76,798,088
Office equipment and others	辦公設備及其他	53,475,232	(10,305,175)	43,170,057
		157,096,709	(37,128,564)	119,968,145
31 December 2017 2017年12月31日		Cost 原價	Accumulated depreciation 累計折舊	Carrying amount 賬面價值
Motor vehicles	運輸工具	117,190,561	(34,669,895)	82,520,666
Machinery and equipment	機器設備	55,690,576	(36,719,763)	18,970,813
Office equipment and others	辦公設備及其他	53,990,578	(6,859,273)	47,131,305
		226,871,715	(78,248,931)	148,622,784

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(9) Fixed assets (Continued)

(c) As at 31 December 2018, the carrying amount of international terminal building and its ancillary projects was RMB207,704,173 (31 December 2017: carrying amount of RMB213,499,411). The property title certificates in respect of the international terminal building are jointly held by the Company and Haikou Meilan.

As at 31 December 2018, the carrying amount of west gallery expansion project is RMB546,809,356 (31 December 2017: carrying amount of RMB563,960,224). The Company is in the process of applying for the property title certificates.

(d) The building of carrying amount of RMB446,475,315 (a cost of RMB729,763,203) has been pledged for the Group's borrowings.

(10) Construction in progress

四 合併財務報表項目附註(續)

(9) 固定資產(續)

(c) 於2018年12月31日，國際航站樓及配套工程的資產賬面價值為人民幣207,704,173元(2017年12月31日：賬面價值為人民幣213,499,411元)，其對應的房屋產權證為與海口美蘭共有。

於2018年12月31日，航站樓西指廊擴充工程的資產賬面價值為人民幣546,809,356元(2017年12月31日：賬面價值為人民幣563,960,224元)，其房屋產權證尚在辦理中。

(d) 本公司賬面價值為人民幣446,475,315元(原價人民幣729,763,203元)的房屋建築物已辦理抵押擔保。

(10) 在建工程

		31 December 2017	Increase in the current year	Transfer to fixed assets in the current year Note 4(9)	31 December 2018	Accumulative capitalised borrowing costs	Including: Capitalised borrowing costs in the current year	Capitalisation rate
		2017年 12月31日	本年增加	本年轉入 固定資產 附註四(9)	2018年 12月31日	借款費用資本 化累計金額	其中： 本年借款費用 資本化金額	本年借款 費用資本化率
Phase II expansion project (Note (a))	航站樓二期擴建工程 (附註(a))	891,473,601	580,013,419	-	1,471,487,020	113,729,090	42,620,390	7.58%
Other projects	其他工程項目	788,050	3,402,473	(4,190,523)	-	-	-	
		892,261,651	583,415,892	(4,190,523)	1,471,487,020	113,729,090	42,620,390	

(a) Details of underlying security of Phase II Expansion Project are set out in Note 8(4)(e).

(a) 有關航站樓二期擴建工程抵押擔保情況請參見附註八(4)(e)。

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

四 合併財務報表項目附註(續)

(11) Intangible assets

(11) 無形資產

		Land use rights 土地使用權	Office software 辦公軟件	Total 合計
Cost	原價			
31 December 2017	2017年12月31日	216,596,480	299,145	216,895,625
Increase in the current year	本年新增	-	102,687	102,687
31 December 2018	2018年12月31日	216,596,480	401,832	216,998,312
Accumulated amortisation	累計攤銷			
31 December 2017	2017年12月31日	(52,292,036)	(32,406)	(52,324,442)
Amortisation in the current year	本年攤銷	(3,696,006)	(33,709)	(3,729,715)
31 December 2018	2018年12月31日	(55,988,042)	(66,115)	(56,054,157)
Net book value	賬面淨額			
31 December 2018	2018年12月31日	160,608,438	335,717	160,944,155
31 December 2017	2017年12月31日	164,304,444	266,739	164,571,183

- (a) In the current year, the amounts of amortisation of intangible assets charged to cost of sales, and general and administrative expenses were RMB3,696,006 and RMB33,709 respectively (2017: RMB3,868,670 was recognised in the cost of sales, RMB29,914 was recognised in general and administrative expenses).
- (a) 本年度計入營業成本和管理費用的無形資產的攤銷金額分別為人民幣3,696,006元以及33,709元。(2017年度：人民幣3,868,670元計入營業成本，人民幣29,914元計入管理費用。)
- (b) International terminal building and its ancillary projects were put into use in 2013 (Note 4(9)(c)). As at 31 December 2018, land use rights of relevant projects amounted to approximately RMB40,833,993 (original cost of RMB45,078,000) (31 December 2017: carrying amount of approximately RMB41,506,797, original cost of RMB45,078,000). The land use right certificates are currently held by Haikou Meilan, while not affect the Group using it.
- (b) 美蘭機場國際航站樓及相關工程項目已於2013年投入使用(附註四(9)(c))，於2018年12月31日該工程相關的土地使用權賬面價值約為人民幣40,833,993元(原價為人民幣45,078,000元)(2017年12月31日：賬面價值約為人民幣41,506,797元，原價為人民幣45,078,000元)，土地使用權證尚由海口美蘭持有，但不影響本集團使用該土地。

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(11) Intangible assets (Continued)

(c) Land use rights by locations and approved land use periods are analysed follows:

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Inside Mainland China –	位於中國內地 –		
10 to 50 years	10到50年	44,786,572	45,910,518
Over 50 years	50年以上	115,821,866	118,393,926
		160,608,438	164,304,444

(d) The land of the Company with carrying amount of RMB42,966,542 (a cost of RMB59,954,979) has been pledged for the Group's borrowings.

四 合併財務報表項目附註(續)

(11) 無形資產(續)

(c) 土地使用權按所在地區及年限分析如下：

(d) 本公司賬面價值為人民幣42,966,542元(原價人民幣59,954,979元)的機場用地已辦理抵押擔保。

(12) Deferred tax assets

(a) Deferred tax assets – before offset

		31 December 2018 2018年12月31日		31 December 2017 2017年12月31日	
		Deferred tax assets 遞延 所得稅資產	Deductible temporary differences 可抵扣 暫時性差異	Deferred tax assets 遞延 所得稅資產	Deductible temporary differences 可抵扣 暫時性差異
Government grants related to fire alarm system	政府消防補貼	2,917,500	11,670,000	3,267,500	13,070,000
Accrued airlines subsidies	預提航線開發補貼款	3,265,250	13,061,000	3,265,250	13,061,000
Provision of accounts receivable	應收賬款壞賬準備	293,424	1,173,695	369,849	1,479,393
Accrued termination benefits	預提辭退福利	44,692	178,770	142,513	570,054
		6,520,866	26,083,465	7,045,112	28,180,447
Including:	其中：				
Deferred tax asset to be recovered within one year (one year inclusive)	預計於1年內(含1年)轉回的金額	3,632,852		3,680,504	
Deferred tax assets to be recovered after one year	預計於1年後轉回的金額	2,888,014		3,364,608	
		6,520,866		7,045,112	

(12) 遞延所得稅資產

(a) 未經抵銷的遞延所得稅資產

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

四 合併財務報表項目附註(續)

(12) Deferred tax assets (Continued)

(12) 遞延所得稅資產(續)

(b) Deductible temporary differences and deductible losses that are not recognised as deferred tax assets are analysed as follows:

(b) 本集團未確認遞延所得稅資產的可抵扣暫時性差異及可抵扣虧損分析如下：

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Deductible loss	可抵扣虧損	70,823,268	29,023,576

(c) Deductible losses that are not recognised as deferred tax assets will be expired as follows:

(c) 未確認遞延所得稅資產的可抵扣虧損將於以下年度到期：

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
2022	2022年	29,023,576	29,023,576
2023	2023年	41,799,692	-
		70,823,268	29,023,576

(d) As at 31 December 2018, no deferred income tax liabilities of the Group were recognised (31 December 2017: Nil).

(d) 於2018年12月31日，本集團無遞延所得稅負債(2017年12月31日：無)。

(13) Other non-current assets

(13) 其他非流動資產

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Payments for land use rights of Phase II Expansion Project (Note (a))	支付二期擴建工程土地款(附註(a))	950,000,000	950,000,000
Advances for acquisition agreement and the land deed tax (Note (b))	預付股權購買款及相應契稅(附註(b))	616,279,051	616,279,051
Advances for other projects and equipment	其他預付工程及設備款	54,852,371	22,504,167
Others	其他	1,000,000	
		1,622,131,422	1,588,783,218

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(13) Other non-current assets (Continued)

- (a) Up to 31 December 2018, the Group had made payments totalling RMB950,000,000 through Haikou Meilan to the government for the land in relation to the Meilan Airport Phase II Expansion Project ("Phase II Expansion Project"). Details of Phase II Expansion Project are set out in Note 8(6)(d).
- (b) Details are set out in Note 8(6)(c).

(14) Short-term borrowings

	31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Pledged borrowings 抵押借款	379,450,000	—

- (a) As at 31 December 2018, the pledged borrowings were secured by the lands of Haikou Meilan (Note 8(4)(f)), its annual interest rate was 6.8%.

(15) Accounts payable

The ageing of accounts payable based on their recording dates is analysed as follows:

	31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Within 90 days 90天以內	114,311,262	56,739,658
91 to 180 days 91天至180天	48,021,859	14,118,346
Over 180 days 180天以上	29,416,453	7,068,869
	191,749,574	77,926,873

(16) Contract liabilities

	31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Advanced fees on aircraft takeoff and landing 預收起降費	14,134,576	—

四 合併財務報表項目附註(續)

(13) 其他非流動資產(續)

- (a) 截至2018年12月31日，本集團累計通過海口美蘭向政府支付人民幣950,000,000元作美蘭機場二期擴建項目(「二期擴建項目」)徵地之用。二期擴建項目的詳細情況請參見附註八(6)(d)。
- (b) 詳細情況請參見附註八(6)(c)。

(14) 短期借款

- (a) 於2018年12月31日，銀行抵押借款是由海口美蘭之土地作為抵押(附註八(4)(f))，年利率為6.8%。

(15) 應付賬款

應付賬款按其入賬日期的賬齡分析如下：

(16) 合同負債

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

四 合併財務報表項目附註(續)

(17) Advances from customers

(17) 預收賬款

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Lease and franchise fees	租賃款及特許經營權款項	63,868,312	-
Grant of Subsidy of Civil Aviation Development Fund	民航發展基金返還補貼	-	14,707,077
User fees of VIP rooms	貴賓室使用費	-	9,865,761
Others	其他	-	828,794
		63,868,312	25,401,632

(18) Employee benefits payable

(18) 應付職工薪酬

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Short-term employee benefits payable (Note (a))	應付短期薪酬(附註(a))	26,561,301	36,248,663
Defined contribution plans payable (Note (b))	應付設定提存計劃(附註(b))	103,444	-
Termination benefits payable (Note (c))	應付辭退福利(附註(c))	96,066	378,990
		26,760,811	36,627,653

(a) Short-term employee benefits

(a) 短期薪酬

		31 December 2017 2017年 12月31日	Increase in current year 本年增加	Decrease in current year 本年減少	31 December 2018 2018年 12月31日
Wages and salaries, bonuses, allowances and subsidies	工資、獎金、津貼和補貼	32,675,470	191,235,097	(206,360,329)	17,550,238
Staff welfare	職工福利費	7,444	3,270,694	(2,221,643)	1,056,495
Social security contributions	社會保險費	1,331	8,053,883	(7,732,411)	322,803
Including: Medical insurance	其中：醫療保險費	937	7,383,775	(7,063,162)	321,550
Work injury insurance	工傷保險費	174	232,886	(232,550)	510
Maternity insurance	生育保險費	220	437,222	(436,699)	743
Supplementary medical insurance	補充醫療保險	-	167,620	(167,620)	-
Housing funds	住房公積金	353,449	14,589,078	(14,754,980)	187,547
Labour union funds and employee education funds	工會經費和職工教育經費	3,210,969	4,593,807	(360,558)	7,444,218
		36,248,663	221,910,179	(231,597,541)	26,561,301

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(18) Employee benefits payable (Continued)

(b) Defined contribution plans

		31 December 2018 2018年12月31日		31 December 2017 2017年12月31日	
		Amount payable 應付金額	Ending balance 年末餘額	Amount payable 應付金額	Ending balance 年末餘額
Basic pensions	基本養老保險	18,079,229	–	16,719,669	–
Unemployment insurance	失業保險費	1,060,885	103,444	891,651	–
		19,140,114	103,444	17,611,320	–

(c) Termination benefits payable

四 合併財務報表項目附註(續)

(18) 應付職工薪酬(續)

(b) 設定提存計劃

(c) 應付辭退福利

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Early retirement benefits payable	應付內退福利	178,770	570,054
Less: Termination benefits payable over 1 year presented in long-term employee benefits payable	減：列示於長期應付職工薪酬的 一年以上應付內退福利	(82,704)	(191,064)
		96,066	378,990

(19) Taxes payable

(19) 應交稅費

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Corporate income tax payable	應交企業所得稅	255,590,890	65,129,217
VAT payable	應交增值稅	52,377,814	–
Property taxes payable	應交房產稅	4,046,844	3,769,217
Individual income tax payable	應交個人所得稅	4,799,693	2,170,682
Others	其他	342,404	353,135
		317,157,645	71,422,251

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

四 合併財務報表項目附註(續)

(20) Other payables

(20) 其他應付款

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Construction cost payable and quality guarantee deposit	應付設備工程款及工程質保金	522,779,118	527,969,272
Interests payable (Note (a))	應付利息(附註(a))	89,643,180	85,654,247
Guarantee deposits	應付押金保證金	85,557,230	51,216,484
Accrued airlines development subsidy	預提航線開發補貼款	13,061,000	13,061,000
Dividends payable (Note (b))	應付股利(附註(b))	5,992,012	499,500
Others	其他	53,619,556	32,508,604
		770,652,096	710,909,107

(a) Interests payable

(a) 應付利息

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Interests of short-term borrowings	短期借款利息	4,187,100	-
Interests of corporate debentures	公司債券利息	85,456,080	85,654,247
		89,643,180	85,654,247

(b) Dividends payable

(b) 應付股利

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Dividends payable of ordinary shares at the beginning of the year	年初應付普通股股利	499,500	499,500
Add: Dividends payable of ordinary shares in current year	加：本年應付普通股股利	124,569,159	97,953,000
Less: Dividends and withholding tax paid in current year	減：本年派發股利及代扣稅費	(119,076,647)	(97,953,000)
		5,992,012	499,500

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(21) Current portion of non-current liabilities

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Current portion of long-term debentures (Note 4(23))	一年內到期的長期債券 (附註四(23))	1,818,276,483	-
Current portion of long-term payables (Note 4(24))	一年內到期的長期應付款 (附註四(24))	81,276,730	100,751,426
Current portion of long-term borrowings (Note 4(22))	一年內到期的長期借款 (附註四(22))	-	115,000,000
		1,899,553,213	215,751,426

(22) Long-term borrowings

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Asset-backed security borrowings	資產證券化借款	-	675,003,253
Less: Current portion of long-term borrowings (Note 4(21))	減：一年內到期的長期借款 (附註四(21))	-	(115,000,000)
		-	560,003,253

On 2 July 2015, the Company entered into an arrangement with CITIC Trust Co., Ltd. whereby the Company obtained financing from the trust loans of RMB1,100,000,000 with interests payable every half year at a nominal interest rate of 9% under which the Company's entitlements to aviation service income for the period from 1 May 2015 to 30 April 2020 were pledged for issuing an asset-backed security ("ABS"). After deducting the transaction expenses, the Group actually received loan amount of RMB1,083,500,000. The ABS was further guaranteed by Haikou Meilan. As at 31 December 2018, the asset-backed security borrowings were fully repaid.

於2015年7月2日，本公司以自2015年5月1日至2020年4月30日止期間內本公司航空服務經營收入權利為質押，與中信信託有限責任公司訂立了一項資產證券化（「資產證券化」）安排，借入信託貸款人民幣1,100,000,000元，票面利率9%，每半年付息一次。扣除交易費用後，本集團實得貸款金額為人民幣1,083,500,000元。該借款由海口美蘭提供擔保。截至2018年12月31日，該資產證券化借款已全額償還。

四 合併財務報表項目附註(續)

(21) 一年內到期的非流動負債

(22) 長期借款

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 2018 年度
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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(23) Debentures payable

四 合併財務報表項目附註(續)

(23) 應付債券

	31 December 2017	Amortisation of premium	31 December 2018	Less: Debentures payable due within one year 減：一年內 到期的 應付債券	Balance of debentures payable 應付 債券餘額
	2017年 12月31日	溢折價攤銷	2018年 12月31日		
Long-term debentures payable 長期應付債券	1,813,305,592	4,970,891	1,818,276,483	(1,818,276,483)	—

Details of the debentures are as follows:

債券有關信息如下：

	Par value 面值	Date of issue 發行日期	Maturity 債券期限	Issuance amount 發行金額
Meilan debentures (Note (a)) 美蘭債(附註(a))	800,000,000	15 March 2012 2012年3月15日	7 years 7年	800,000,000
Guohai private equity debentures I (Note (b)) 國海私募中票一期(附註(b))	500,000,000	27 April 2016 2016年4月27日	3 years 3年	500,000,000
Guohai private equity debentures II (Note (c)) 國海私募中票二期(附註(c))	520,000,000	2 September 2016 2016年9月2日	3 years 3年	520,000,000
Total 合計	1,820,000,000			1,820,000,000

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財務報表附註

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(23) Debentures payable (Continued)

Interest accrued of debentures is analysed as follows:

		Interest accrued 應計利息			
		31 December 2017 2017年 12月31日	Interest accrued in current year 本年應計利息	Interest paid in current year 本年已付利息	31 December 2018 2018年 12月31日
Meilan debentures	美蘭債	49,400,000	62,400,000	(62,400,000)	49,400,000
Guohai private equity debentures I	國海私募中票一期	24,800,000	36,400,000	(36,500,000)	24,700,000
Guohai private equity debentures II	國海私募中票二期	11,454,247	34,741,833	(34,840,000)	11,356,080
		85,654,247	133,541,833	(133,740,000)	85,456,080

四 合併財務報表項目附註(續)

(23) 應付債券(續)

債券之應計利息分析如下：

- (a) Pursuant to Zheng Jian Xu Ke [2011] No. 2082 approved by the China Securities Regulatory Commission, the Company issued real-name registered book-entry debentures of RMB800,000,000 which were listed on the Shanghai Stock Exchange on 15 March 2012. The maturity of the debentures is 7 years with fixed interest rate of 7.8% per annum and the interest is payable annually on 15 March of each year and the principal is repayable upon maturity.
- (a) 經中國證券監督管理委員會證監許可[2011]2082號文核准，2012年3月15日本公司於上海證券交易所公開發行實名制記賬式公司債券，發行總額人民幣800,000,000元，債券期限為7年。此債券採用單利按年計息，固定年利率為7.8%，每年付息一次，付息日為每年3月15日，本金在到期日2019年3月15日一次性償還。
- (b) On 27 April 2016, the Company issued Guohai private equity debentures phase I of RMB500,000,000 to qualified investors which were listed on the Shenzhen Stock Exchange. The maturity of the debentures is 3 years, with fixed interest rate of 7.3% per annum, and the interest is payable annually on 27 April of each year and the principal is repayable upon maturity.
- (b) 2016年4月27日，本公司於深圳證券交易所（以下簡稱「深交所」）向合資格投資者非公開發行第一期人民幣500,000,000元公司債券，債券期限為3年。此債券採用單利按年計息，固定年利率為7.3%，每年付息一次，付息日為每年4月27日，本金在到期日一次償還。
- (c) On 2 September 2016, the Company issued Guohai private equity debentures phase II of RMB520,000,000 to qualified investors which were listed on the Shenzhen Stock Exchange. The maturity of the debentures is 3 years, with fixed interest rate of 6.7% per annum and the interest is payable annually on 2 September of each year and the principal is repayable upon maturity.
- (c) 2016年9月2日，本公司於深交所向合資格投資者非公開發行第二期人民幣520,000,000元公司債券，債券期限為3年。此債券採用單利按年計息，固定年利率為6.7%，每年付息一次，付息日為每年9月2日，本金在到期日一次償還。

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

四 合併財務報表項目附註(續)

(24) Long-term payables

(24) 長期應付款

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Payables to Haikou Meilan (Note (a))	應付海口美蘭(附註(a))	294,348,071	1,410,782,700
Payables for finance lease (Note (b))	應付融資租賃款(附註(b))	65,294,938	92,336,838
Payables for entrusted loans (Note (c))	應付委託貸款(附註(c))	27,578,809	53,369,572
Payables for management fee (Note (d))	應付委託管理費(附註(d))	78,070,000	-
Others	其他	-	2,936,103
		465,291,818	1,559,425,213
Less: Current portion of entrusted loans (Note 4(21))	減：一年內到期的委託貸款 (附註四(21))	(27,578,809)	(32,098,830)
Less: Current portion of finance lease payable (Note 4(21))	減：一年內到期的應付融資 租賃款(附註四(21))	(43,687,921)	(68,652,596)
Less: Current portion of management fee (Note 4(21))	減：一年內到期的委託管理費 (附註四(21))	(10,010,000)	-
		384,015,088	1,458,673,787

(a) As at 31 December 2018, the long-term payables were the Company's payables to Haikou Meilan (including airport ground service fees undertaken, engineering/equipment expenses paid on behalf, etc.) of RMB294,348,071 (Note 8(5)(g)). According to the agreement reached between Haikou Meilan and the Company, these payables are interest free unsecured and repayable after 1 January 2020.

(a) 於2018年12月31日，上述長期應付款為本公司應付海口美蘭各類款項(包括代收地面服務費、代付工程設備款等)，合共人民幣294,348,071元(附註八(5)(g))。根據海口美蘭與本公司達成的協議，該等應付款項無息、無抵押，還款期在2020年1月1日之後。

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(24) Long-term payables (Continued)

- (b) Payable for finance lease represents the minimum lease payments for the Group's fixed assets held under finance leases less unrecognised finance charges.

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Payables to Dongyin Finance Leasing (Tianjin) Co., Ltd.	應付東銀融資租賃(天津)有限公司	19,601,209	70,602,314
Payables to Jiangsu Finance Leasing Co., Ltd.	應付江蘇金融租賃有限公司	45,234,549	21,734,524
Payables to Canon (China) Co., Ltd.	應付佳能(中國)有限公司	459,180	—
		65,294,938	92,336,838

As at 31 December 2018, the unrecognised financing charge amounted to RMB5,420,791 (31 December 2017: RMB4,956,145).

- (c) The entrusted loans payable are the balances of entrusted loans provided by Dongyin Financial Leasing (Tianjin) Co., Ltd. to the Group in July and August 2017 respectively. The principal of entrusted loans amounted to RMB64,145,659, guaranteed by Haikou Meilan and repayable by instalment every 3 months from July 2017. The last instalment is due on 31 August 2019. The effective interest rate was 6.05%.
- (d) In December 2018, the Group entered into a management agreement with a third party (the "Manager") to lease the Group's certain parking lots to the Manager for 10 years starting from 1 December 2018. Pursuant to the agreement, the Manager has made an up-front payment of RMB200,000,000, and the Group is required to pay management fees to the Manager annually during the lease period. The up-front payment received from the Manager comprised two portions, 1) payables of management fees measured at present value amounting to RMB78,070,000, and 2) advanced payments of rental fee of RMB121,930,000 (Note 4(25)(b)).

四 合併財務報表項目附註(續)

(24) 長期應付款(續)

- (b) 應付融資租賃款為本集團融資租入固定資產的最低租賃付款額扣除未確認融資費用後的餘額。

於2018年12月31日，未確認的融資費用餘額為人民幣5,420,791元(2017年12月31日：人民幣4,956,145元)。

- (c) 應付委託貸款為東銀融資租賃(天津)有限公司於2017年7月及8月分別向本集團提供的委託貸款餘額。該委託貸款本金為人民幣64,145,659元，由海口美蘭提供保證，並於2017年7月起每3個月分期償還，最後一筆貸款的還本日為2019年8月31日，實際年利率為6.05%。
- (d) 於2018年12月，本集團與一第三方公司(「管理方」)簽訂管理協議將本集團部分租賃予管理方，該租賃期限自2018年12月1日起計10年。根據協議，管理方一次性向本集團支付了款項人民幣200,000,000元，而本集團須與租賃期間每年向管理方支付一定金額的管理費。該從管理方收到的一次性付款包括兩部分：1)按現值確認的應付管理費人民幣78,070,000元，以及2)預付停車場租金人民幣121,930,000元(附註四(25)(b))。

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

四 合併財務報表項目附註(續)

(25) Other non-current liabilities

(25) 其他非流動負債

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Deferred income:	遞延收益：		
Government grants related to assets (Note (a))	與資產相關的政府補助(附註(a))		
– Fire equipment	– 消防設備補助專項基金	11,670,000	13,070,000
– Inspection building	– 聯檢樓專項補助	2,500,000	2,600,000
Advanced lease and franchise payments (Note (b))	預收租賃款及特許經營權款項(附註(b))	232,607,344	–
Unrealised leaseback gains or losses	未實現售後租回損益	–	274,540
		246,777,344	15,944,540

		31 December 2017 2017年 12月31日	Amortisation charged in current year 本年攤銷	31 December 2018 2018年 12月31日
Government grants related to assets	消防設備補助專項基金	13,070,000	(1,400,000)	11,670,000
– Fire equipment				
Government grants related to assets	聯檢樓專項補助	2,600,000	(100,000)	2,500,000
– Inspection building				
Unrealised leaseback gains or losses	未實現售後租回損益	274,540	(274,540)	–
		15,944,540	(1,774,540)	14,170,000

(a) Government grants related to assets are amortized over the estimated useful life of the assets over 15 and 40 years.

(a) 與資產相關的政府補助在資產預計使用年限15年和40年內攤銷。

(b) The advanced lease and franchise payments mainly include the advanced rental fee of RMB106,437,661 from a third party in relation to manage the parking lot business, and the advances of RMB126,169,683 from the franchise business and VIP room business.

(b) 預收租賃款及特許經營權款項主要為委託某第三方管理停車場業務預收租金人民幣106,437,661元及特許經營權業務、貴賓室業務預收款人民幣126,169,683元。

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(26) Share capital

四 合併財務報表項目附註(續)

(26) 股本

		31 December 2018 and 31 December 2017 2018年 12月31日及 2017年 12月31日 (Number of shares) (股數)	31 December 2018 and 31 December 2017 2018年 12月31日及 2017年 12月31日 (RMB) (人民幣元)
Shares held by domestic legal entities	境內法人持股		
Haikou Meilan	海口美蘭	237,500,000	237,500,000
HNA Group Company Limited ("HNA Group")	海航集團有限公司 (「海航集團」)	3,512,500	3,512,500
Hainan Airlines Holding Company Limited ("HNA Holding")	海南航空控股股份有限公司 (「海航控股」)	5,287,500	5,287,500
Foreign shares listed overseas	境外上市的外資股	226,913,000	226,913,000
		473,213,000	473,213,000

(27) Capital surplus

(27) 資本公積

		31 December 2017 2017年 12月31日	Increase in current year 本年增加	Decrease in current year (Note 4(7)(c)) 本年減少 (附註四(7)(c))	31 December 2018 2018年 12月31日
Share premium	股本溢價	598,983,655	-	-	598,983,655
Other capital surplus -	其他資本公積 -				
Share of changes in equity other than comprehensive income and profit distribution of investees under the equity method	權益法核算的被 投資單位除綜 合收益和利潤 分配以外的其 他權益變動	130,237,441	-	(16,586,695)	113,650,746
Others	其他	100,500,999	-	-	100,500,999
		829,722,095	-	(16,586,695)	813,135,400

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

四 合併財務報表項目附註(續)

(27) Capital surplus (Continued)

(27) 資本公積(續)

		31 December 2016 2016年 12月31日	Increase in current year 本年增加	Decrease in current year 本年減少	31 December 2017 2017年 12月31日
Share premium	股本溢價	598,983,655	–	–	598,983,655
Other capital surplus -	其他資本公積 -				
Share of changes in equity other than comprehensive income and profit distribution of investees under the equity method	權益法核算的被 投資單位除綜 合收益和利潤 分配以外的其 他權益變動	146,820,090	–	(16,582,649)	130,237,441
Others	其他	100,500,999	–	–	100,500,999
		846,304,744	–	(16,582,649)	829,722,095

(28) Surplus reserve

(28) 盈餘公積

		31 December 2018 and 31 December 2017 2018年 12月31日 及2017年 12月31日
Statutory surplus reserve	法定盈餘公積金	246,394,231

In accordance with the *Company Law* and the Company's Articles of Association, the Company should appropriate 10% of net profit for the year to the statutory surplus reserve, and the Company can cease appropriation when the statutory surplus reserve accumulated to more than 50% of the registered capital. The statutory surplus reserve can be used to make up for the loss or increase the paid-in capital after approval from the appropriate authorities. No statutory surplus reserve was appropriated in 2018 and 2017 as the Company's statutory surplus reserve has accumulated to 50% of its registered capital.

根據《中華人民共和國公司法》及本公司章程，本公司按年度淨利潤的10%提取法定盈餘公積金，直至法定盈餘公積金累計額達到註冊資本的50%。法定盈餘公積金經批准後可用於彌補虧損，或者增加股本。由於法定盈餘公積金累計額已達到本公司註冊資本的50%，本公司於2018年度及2017年度均未提取法定盈餘公積金。

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(29) Retained earnings

		2018 2018 年度	2017 2017 年度
Retained earnings at the beginning of the year	年初未分配利潤	2,504,993,353	2,118,506,186
Add: Net profit attributable to shareholders of the Company for the current year	加：本年歸屬於母公司股東的淨利潤	622,041,325	484,440,167
Less: Ordinary share dividends payable	減：應付普通股股利	(113,359,950)	(97,953,000)
Retained earnings at the end of the year	年末未分配利潤	3,013,674,728	2,504,993,353

Pursuant to the resolution of shareholders' annual general meeting on 25 May 2018, final dividend of RMB0.090 per share for 2017, calculated by issued shares of 473,213,000, amounting to RMB42,378,000 (2017: final dividend of RMB34,543,000 for 2016), was declared and paid. Details are set out in Note 4(40).

Pursuant to the resolution of shareholders' general meeting on 10 October 2018, interim dividend of RMB0.150 per share for interim 2018, calculated by issued shares of 473,213,000, amounting to RMB70,981,950 (2017: interim dividend of RMB63,410,000 for 2017), was declared and paid. Details are set out in Note 4(40).

(30) Minority interests

Equity attributable to minority shareholders of subsidiaries

Name of subsidiaries	Minority shareholder	31 December 2018 2018 年 12 月 31 日	31 December 2017 2017 年 12 月 31 日
Haikou Meilan International Airport Cargo Co., Ltd. ("Meilan Cargo")	Baixiang Logistic Ltd.	37,806,558	36,939,905
海南美蘭國際機場貨運有限責任公司 〔美蘭貨運〕	百翔物流有限公司		

四 合併財務報表項目附註(續)

(29) 未分配利潤

根據2018年5月25日股東週年大會決議，本公司向全體股東派發2017年度末期現金股利，每股股利為人民幣0.090元，按已發行股份473,213,000股計算，派發現金股利人民幣42,378,000元(2017年度：派發2016年度末期現金股利人民幣34,543,000元)，請參見附註四(40)。

根據2018年10月10日股東大會決議，本公司向全體股東派發2018年度中期現金股利，每股股利為人民幣0.150元，按已發行股份473,213,000股計算，派發現金股利人民幣70,981,950元(2017年度：派發2017年度中期現金股利人民幣63,410,000元)，請參見附註四(40)。

(30) 少數股東權益

歸屬於各子公司少數股東的少數股東權益

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

四 合併財務報表項目附註(續)

(31) Revenue, cost of sales, selling and distribution expenses, and general and administrative expenses

(31) 營業收入和營業成本、銷售費用及管理費用

		2018 2018 年度	2017 2017 年度
Revenue	營業收入		
<i>Aeronautical:</i>	<i>航空性業務：</i>		
Passenger service income	旅客服務收入	345,919,512	306,327,568
Refund of Civil Aviation Development Fund (Note (a))	民航發展基金返還補貼 (附註(a))	250,367,077	260,875,858
Ground handling service income	地面服務收入	190,501,947	147,570,418
Fees and related charges on aircraft takeoff and landing	飛機起降及相關收費	128,267,182	111,979,196
		915,055,718	826,753,040
<i>Non-aeronautical:</i>	<i>非航空性業務：</i>		
Franchise income	特許經營權收入	417,190,686	381,087,859
Freight and packaging income	貨運及包裝收入	97,174,931	77,356,543
Rental income	租金收入	89,213,598	56,014,028
VIP room income	貴賓室收入	41,157,501	26,680,324
Hotel income	酒店收入	30,957,567	-
Parking income	停車場收入	26,801,790	19,595,233
Other income	其他收入	86,272,538	82,368,168
		788,768,611	643,102,155
		1,703,824,329	1,469,855,195

(a) According to the Notice of the Ministry of Finance on Abolition of the Policy of Recognition of Refund of the Civil Aviation Development Fund to the Three Listed Airports including the Capital Airport as Revenue (Cai Jian [2018] No. 238) promulgated by the Ministry of Finance of the People's Republic of China on 29 May 2018, the policy previously adopted by the Company to recognize the refund of the Civil Aviation Development Fund as the revenue of the Company was cancelled on 29 November 2018. After the abolition of the above policy, the Company did not recognize the refund of the Civil Aviation Development Fund, if any, as revenue.

(a) 根據中國財政部於2018年5月29日下發的《財政部關於取消民航發展基金用於首都機場等三家上市機場返還作企業收入處理政策的通知》(財建[2018]238號)，本公司原根據《民航發展基金徵收使用管理暫行辦法》等相關法律法規和文件將民航發展基金返還作為本公司營業收入處理的政策於2018年11月29日予以取消。前述政策取消後期間，本公司若收到民航發展基金返還將不再作為營業收入處理。

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(31) Revenue, cost of sales, selling and distribution expenses, and general and administrative expenses (Continued)

Cost of sales, selling and distribution expenses and general and administrative expenses mainly include the following items:

四 合併財務報表項目附註(續)

(31) 營業收入和營業成本、銷售費用及管理費用(續)

營業成本、銷售費用及管理費用主要由以下項目構成：

		2018 2018 年度	2017 2017 年度
Sub-contracted labour costs	勞務派遣人員費用	153,963,101	131,624,192
Employee salaries and benefit expenses	員工工資及福利費用	147,207,840	175,912,203
Depreciation of fixed assets	固定資產折舊費用	140,682,242	105,346,132
Airport and logistic services fee	機場及外勤綜合服務費	63,557,328	57,463,652
Repairs and maintenance	維修費用	42,885,826	55,869,923
Utilities	水電費	40,586,477	36,785,128
Depreciation of investment properties	投資性房地產折舊費用	35,714,558	17,883,940
Security costs	護衛隊業務支出	18,660,881	17,962,098
Flight delays meal allowance	航班延誤配餐費	10,090,139	16,760,768
VIP room costs	貴賓室業務支出	15,928,312	7,086,810
Packaging materials	紙箱成本	8,373,813	6,647,431
Parking lot costs	停車場業務支出	7,554,443	7,123,852
Rental expenses	租賃費	5,699,586	-
Handling fees of CAAC Settlement Center	民航清算中心手續費	5,045,184	4,970,072
Amortisation of intangible assets	無形資產攤銷	3,729,715	3,898,584
Audit fees	審計師費用	2,799,759	2,165,623
- Audit and review service	- 審計及審閱服務	2,236,000	2,076,000
- Non-audit service	- 非審計服務	563,759	89,623
Travelling expenses	差旅費	1,403,343	2,792,682
Others	其他	82,783,147	71,928,663
		786,665,694	722,221,753

(32) Taxes and surcharges

(32) 税金及附加

		2018 2018 年度	2017 2017 年度
Property tax	房產稅	28,883,452	16,047,379
Stamp tax	印花稅	483,126	2,028,127
Land use tax	土地使用稅	1,118,882	1,114,226
City maintenance and construction tax	城市維護建設稅	743,765	438,028
Educational surcharge	教育費附加	640,937	387,680
Vehicle and vessel use tax	車船使用稅	150,655	140,121
		32,020,817	20,155,561

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

四 合併財務報表項目附註(續)

(33) Financial expenses – net

(33) 財務費用 – 淨額

		2018	2017
		2018 年度	2017 年度
Interest expenses	利息支出	184,263,614	219,890,025
Including: Debentures payable	其中：應付債券	138,512,724	138,182,560
Bank borrowings and entrusted loans	銀行借款及委託貸款	39,794,681	73,139,465
Finance leases	融資租賃	5,956,209	8,568,000
Exchange losses/(gains) – net	匯兌淨損失/(收益)	12,536	(7,868,372)
Less: Capitalised financial expenses	減：資本化的財務費用	(48,411,321)	(64,370,502)
Less: Interest income	減：利息收入	(16,822,932)	(30,527,054)
Others	其他其他	979,901	343,553
		120,021,798	117,467,650

(34) Investment income/(loss)

(34) 投資收益/(損失)

		2018	2017
		2018 年度	2017 年度
Investment income/(loss) from long-term equity investment of unlisted companies under equity method	權益法核算的來自非上市類公司的長期股權投資收益/(損失)	52,590,634	16,831,976

There is no significant restrictions on the repatriation of investment.

本集團不存在投資收益匯回的重大限制。

(35) Losses on disposals of assets

(35) 資產處置損失

		2018	2017
		2018 年度	2017 年度
Losses on disposals of fixed assets	固定資產處置損失	381,809	2,406,226

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(36) Other income

	2018	2017	Related to assets/income 與資產相關/ 與收益相關
	2018 年度	2017 年度	
Fire equipment subsidy and inspection building amortisation 消防補助及聯檢樓攤銷	1,500,000	1,600,000	Related to assets 與資產相關
Subsidy for aeronautical transport revenue 航空運輸收入補貼經費	3,000,000	1,292,400	Related to income 與收益相關
Individual income tax refund 個稅返還	705,573	19,564	Related to income 與收益相關
Others 其他	80,300	-	Related to income 與收益相關
Corporate income tax refund (Note 3(a)) 企業所得稅退稅(附註三(a))	-	15,210,458	Related to income 與收益相關
Subsidy for normal flight release 航班放行正常補貼	-	5,800,000	Related to income 與收益相關
	5,285,873	23,922,422	

四 合併財務報表項目附註(續)

(36) 其他收益

(37) Non-operating income

	2018	2017
	2018 年度	2017 年度
Government grants 政府補助	3,200,000	1,000,000
Others 其他	211,038	107,800
	3,411,038	1,107,800

(37) 營業外收入

(38) Income tax expenses

	2018	2017
	2018 年度	2017 年度
Current income tax calculated based on tax law and related regulations 按稅法及相關規定計算的當期所得稅	197,371,896	156,207,345
Deferred income tax 遞延所得稅	524,246	613,604
	197,896,142	156,820,949

(38) 所得稅費用

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

四 合併財務報表項目附註(續)

(38) Income tax expenses (Continued)

The reconciliation from income tax calculated based on the applicable tax rates and total profit presented in the consolidated income statement to the income tax expenses is listed below:

(38) 所得稅費用(續)

將基於合併利潤表的利潤總額採用適用稅率計算的所得稅調節為所得稅費用如下：

		2018 2018 年度	2017 2017 年度
Total profit	利潤總額	826,296,632	649,813,612
Income tax expenses calculated at applicable tax rates	按本集團內各實體適用稅率計算的所得稅	206,574,158	162,453,403
Effect of favourable tax Income not subject to tax	稅收優惠的影響 非應納稅收入	(7,036,651) (13,147,659)	(8,523,051) (4,625,763)
Costs and expenses not deductible for tax purposes	不得扣除的成本及費用	1,056,371	260,466
Tax losses for which no deferred tax asset was recognised	當期末確認遞延所得稅資產的可抵扣虧損	10,449,923	7,255,894
		197,896,142	156,820,949

(39) Earnings per share

(a) Basic earnings per share is calculated by dividing the consolidated net profit attributable to ordinary shareholders of the Company by weighted average number of ordinary shares outstanding:

(39) 每股收益

(a) 基本每股收益以歸屬於母公司普通股股東的合併淨利潤除以本公司發行在外普通股的加權平均數計算：

		2018 2018 年度	2017 2017 年度
Consolidated net profit attributable to ordinary shareholders of the Company (RMB Yuan)	歸屬於母公司普通股股東的合併淨利潤(人民幣元)	622,041,325	484,440,167
Weighted average number of outstanding ordinary shares of the Company (share)	本公司發行在外普通股的加權平均數(股)	473,213,000	473,213,000
Basic earnings per share (RMB Yuan)	基本每股收益(人民幣元)	1.31	1.02

(b) Diluted earnings per share are calculated by dividing the consolidated net profit attributable to ordinary shareholders of the Company adjusted based on the dilutive potential ordinary shares by the adjusted weighted average number of outstanding ordinary shares. As there were no dilutive potential ordinary shares in 2018 (2017: Nil), diluted earnings per share equalled to basic earnings per share.

(b) 稀釋每股收益以根據稀釋性潛在普通股調整後的歸屬於母公司普通股股東的合併淨利潤除以調整後的本公司發行在外普通股的加權平均數計算。於本年度，本公司不存在具有稀釋性的潛在普通股(2017年度：無)，因此，稀釋每股收益等於基本每股收益。

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(40) Dividends

四 合併財務報表項目附註(續)

(40) 股利

		2018 2018 年度	2017 2017 年度
Proposed to distribute 2018 interim dividend of RMB0.150 per share (2017 interim dividend: RMB0.134 per share)	已派 2018 年中期股利 每股人民幣 0.150 元 (2017 年中期股利：每股人民幣 0.134 元)	70,981,950	63,410,000
Not proposed to distribute 2018 final dividend (2017 final dividend paid of RMB0.090 per share)	擬不派 2018 年末期股利 (2017 年末期股利：每股人民幣 0.090 元)	-	42,378,000
		70,981,950	105,788,000

During the year, 2018 interim cash dividend of RMB0.150 per share, calculated by issued shares of 473,213,000, totalling RMB70,981,950 (2017 interim cash dividend: RMB0.134 per share, totalling RMB63,410,000) was declared to the shareholders of the Company.

As at 25 March 2019, the board recommended that no cash dividends be distributed at 2018 final (2017 final cash dividend: RMB0.090 per share, totalling RMB42,378,000).

於本年度，本公司派發 2018 年度中期現金股利為每股人民幣 0.150 元，按已發行股份 473,213,000 股計算，總計為人民幣 70,981,950 元 (2017 年中期現金股利：每股人民幣 0.134 元，總計為人民幣 63,410,000 元)。

於 2019 年 3 月 25 日，董事會建議不分派 2018 年度末期現金股利 (2017 年度末期現金股利：每股人民幣 0.090 元，總計為人民幣 42,378,000 元)。

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4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

四 合併財務報表項目附註(續)

(41) Supplementary information to the cash flow statement

(41) 現金流量表補充資料

(a) Reconciliation from net profit to cash flows from operating activities

(a) 將淨利潤調節為經營活動現金流量

		2018 2018 年度	2017 2017 年度
Net profit	淨利潤	628,400,490	492,992,663
Add: Reversal of provisions for asset impairment	加：轉回的資產減值準備	(305,697)	(348,837)
Depreciation of investment properties	投資性房地產折舊	35,714,558	17,883,940
Depreciation of fixed assets	固定資產折舊	140,682,242	105,346,132
Amortisation of intangible assets	無形資產攤銷	3,729,715	3,898,584
Amortisation of long-term prepaid expenses	長期待攤費用攤銷	1,101,745	136,035
Amortisation of deferred income	遞延收益攤銷	(1,774,540)	(1,600,000)
Net losses on disposal of fixed assets	處置固定資產淨損失	381,809	2,406,226
Financial expenses	財務費用	135,864,829	147,547,081
Investment income	投資收益	(52,590,634)	(16,831,976)
Decrease in deferred tax assets	遞延所得稅資產減少	524,246	613,604
(Increase)/decrease in inventories	存貨的(增加)/減少	(269,469)	223,746
Increase in operating receivables	經營性應收項目的增加	(30,956,420)	(86,566,130)
Increase in operating payables	經營性應付項目的增加	364,607,155	397,161,281
Net cash flows from operating activities	經營活動產生的現金流量淨額	1,225,110,029	1,062,862,349

(b) Net increase/(decrease) in cash and cash equivalents

(b) 現金及現金等價物淨變動情況

		2018 2018 年度	2017 2017 年度
Cash and cash equivalents at the end of the year	現金及現金等價物的年末餘額	81,958,509	672,968,315
Less: Cash and cash equivalents at the beginning of the year	減：現金及現金等價物的年初餘額	(672,968,315)	(752,451,597)
Net decrease in cash and cash equivalents	現金及現金等價物淨減少額	(591,009,806)	(79,483,282)

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5 CHANGES IN THE SCOPE OF CONSOLIDATION

The changes in the consolidation scope were mainly due to the increase of subsidiaries and the details were as follows:

五 合併範圍的變更

本年度合併範圍的變更主要為新增子公司，具體信息如下：

Name of entity 公司名稱	Way of acquisition 取得方式	Timing of acquisition 取得時間
Hainan HNA Airport Fund Management Co., Ltd. ("HNA Fund Management") 海南海航機場基金管理有限公司 (「海航基金管理」)	Set up 設立取得	February 2018 2018年2月

6 INTEREST IN OTHER ENTITIES

(1) Interest in subsidiaries

(a) Structure of the enterprise group

六 在其他主體中的權益

(1) 在子公司中的權益

(a) 企業集團的構成

	Type of entity 法人類別	Major business location 主要經營地	Place of registration 註冊地	Nature of business 業務性質	Registered capital 註冊資本	Direct shareholding 直接 持股比例	Voting rights 表決權比例	Way of acquisition 取得方式
Meilan Cargo (Note (ii)) 美蘭貨運(附註(ii))	Limited liability company 有限責任公司	Haikou 海口市	Haikou 海口市	Rendering of cargo services 提供貨運服務	20,000,000	51%	51%	Set up 設立取得
Hainan Ruigang Logistics Co., Ltd. ("Ruigang Logistics") (formerly known as "Hainan Meilan Airport Commercial Investment Co., Ltd.") 海南瑞港物流有限公司 (「瑞港物流」)(前稱為「海南美蘭機場商業投資有限公司」)	Limited liability company 有限責任公司	Haikou 海口市	Haikou 海口市	Logistics services and business investment 物流服務及商業投資	50,000,000	100%	100%	Set up 設立取得
Hainan Meilan Airport Hotel Investment Holding Co., Ltd. ("Hotel Investment") 海南美蘭機場酒店投資有限公司(「酒店投資」)	Limited liability company 有限責任公司	Haikou 海口市	Haikou 海口市	Hotel investment and operation 酒店投資經營	5,000,000	100%	100%	Set up 設立取得
Hainan Meilan International Airport Co., Ltd. ("Hainan Meilan") 海南美蘭國際機場有限公司 (海南美蘭)	Limited liability company 有限責任公司	Haikou 海口市	Haikou 海口市	Investment and administration of Haikou Meilan International Airport Terminal 海口美蘭國際機場航站樓的投資管理	50,000,000	100%	100%	Set up 設立取得
HNA Fund Management. (Note (iii)) 海航基金管理(附註(iii))	Limited liability company 有限責任公司	Sanya 三亞市	Sanya 三亞市	Entrusted management of equity investment funds 受託管理股權投資基金	10,000,000	100%	100%	Set up 設立取得

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6 INTEREST IN OTHER ENTITIES (Continued)

(1) Interest in subsidiaries (Continued)

(a) Structure of the enterprise group (Continued)

Notes:

- (i) The percentage of shareholding in Meilan Cargo held by the Company is 51%. The key operating and financial decisions of Meilan Cargo are made by the Board of Directors. The resolution of the Board of Directors should be subject to the approval of at least half of the directors who attend the Board of Directors' meeting. The Company has the right to designate 3 out of total 5 board members in Meilan Cargo, so the Company has the voting rights of 60% in it.
- (ii) The company established a wholly-owned subsidiary, HNA Fund Management, on 2 February 2018, with a registered capital of RMB10,000,000.

There is no restriction of the use of the Group's assets nor the settlement of the liability of the Group.

(2) Interest in associates

(a) General information of associates

六 在其他主體中的權益(續)

(1) 在子公司中的權益(續)

(a) 企業集團的構成(續)

附註：

- (i) 本公司對美蘭貨運的持股比例為51%，美蘭貨運主要經營及財務的決策由董事會作出，董事會決議至少應經由出席董事會會議的二分之一的董事同意才能通過，美蘭貨運董事會成員共5名，本公司有權派出3名董事，故本公司擁有的表決權比例為60%。
- (ii) 本公司於2018年2月2日設立全資子公司海航基金管理，註冊資本為人民幣10,000,000元。

本集團不存在使用集團資產或清償集團負債方面的限制。

(2) 在聯營企業中的權益

(a) 聯營企業的基本信息

	Major business location	Place of registration	Nature of business	Whether strategic to the Group's activities 對集團活動是否具有戰略性	Shareholding 持股比例
	主要經營地	註冊地	業務性質		
Hainan Konggang	Haikou, Hainan Province	Haikou, Hainan Province	Property development, resort operation, eco-agriculture development and gardening	Yes	30%
海南空港	海南省海口市	海南省海口市	物業開發、休閒度假經營開發、生態農業開發、綠化園藝	是	30%
HNA Airport Holding	Haikou, Hainan Province	Haikou, Hainan Province	Airport operation and ground handling services; airport investment, holding, constructing and rebuilding	Yes	24.5%
海航機場控股	海南省海口市	海南省海口市	機場運營管理和地面服務；機場投資、控股、建設、改造	是	24.5%

Investments in associates are accounted for using the equity method.

本集團對上述股權投資均採用權益法核算。

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6 INTEREST IN OTHER ENTITIES (Continued)

(2) Interest in associates (Continued)

(b) Summarised information of insignificant associates

六 在其他主體中的權益(續)

(2) 在聯營企業中的權益(續)

(b) 不重要聯營企業的匯總信息

		2018 2018 年度	2017 2017 年度
Associates:	聯營企業：		
Aggregated carrying amount of investments	投資賬面價值合計	1,397,571,910	1,373,582,971
Aggregate of the following items in proportion	下列各項按持股比例計算的合計數		
Net profit (i)	淨利潤(i)	52,590,634	16,831,976
Other comprehensive income (i)	其他綜合收益(i)	(13,015,000)	(10,770,378)
Total comprehensive income	綜合收益總額	39,575,634	6,061,598
Capital surplus	資本公積	(16,586,695)	(16,582,649)

(i) The net profit and other comprehensive income have taken into account the impacts of both the fair value of the identifiable assets and liabilities upon the acquisition of investment in joint ventures and associates and the unification of accounting policies adopted by the joint ventures and the associates to those adopted by the Company.

(i) 淨利潤和其他綜合收益均已考慮取得投資時可辨認資產和負債的公允價值以及統一會計政策的調整影響。

The place of incorporation and business of HNA Airport Holding are in the PRC, and there is no business relationship between the Group and HNA Airport Holding. The equity interest held by the Group is 24.5% and the Group also has the right to vote of one of the 7 directors of the company's board of directors, with the power to participate in and exert significant influence. Therefore the Group is able to exercise significant influence over HNA Airport Holding and regarded it as an associate of the Group.

海航機場控股的註冊地及主要經營地均在中國境內，與本集團無業務上的往來。本集團對海航機場控股的持股比例為24.5%，本集團也擁有該公司董事會7名董事中的1名董事的表決權，具備參與並施加重大影響的權力，能夠對海航機場控股施加重大影響，故將其作為聯營企業核算。

7 SEGMENT INFORMATION

The chief operating decision-maker ("CODM") of the Group has been identified as the Executive Directors and senior management led by the chairman of the Company. The management reviews the Group's internal reporting in order to assess performance and allocate resources. The management has determined the operating segments based on these reports.

The management considers the Group conducts its business within one business segment – the business of operating an airport and a hotel and provision of related services in the PRC and the Group also operates within one geographical segment because its revenue is primarily generated from and its assets are located in the PRC.

七 分部信息

本集團最高營運決策者定義為執行董事及在總裁領導下的高級管理層。管理層審閱內部報告以評估業績及分配資源。管理層基於上述報告作為分部依據。

管理層認為本集團僅於一個行業內經營業務，即在中國經營一個機場及配套酒店並提供相關服務。同時，由於本集團的收益主要來自中國，其資產亦位於中國，本集團僅於一個地域內經營業務。

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS 八 關聯方關係及其交易

(1) Information of the parent of the company

(1) 母公司情況

(a) General information of the parent company :

(a) 母公司基本情況：

	Place of registration 註冊地	Nature of business 業務性質
Haikou Meilan 海口美蘭	Haikou, Hainan Province 海南省海口市	Air transportation and ground handling services 提供航空運輸及地面代理服務

(b) Registered capital and changes in registered capital of the parent company: (b) 母公司註冊資本及其變化：

	31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Haikou Meilan 海口美蘭	3,811,290,643	3,365,193,952

(c) The percentages of shareholding and voting rights in the Company held by the parent company: (c) 母公司對本公司的持股比例和表決權比例：

	31 December 2018 and 31 December 2017 2018年12月31日及 2017年12月31日	Shareholding (%) 持股比例%	Voting rights (%) 表決權比例%
Haikou Meilan 海口美蘭		50.19	50.19

(2) Information of the subsidiaries

The general information and other related information of the subsidiaries are set out in Note 6(1)(a).

(2) 子公司情況

子公司的基本情況及相關信息見附註六(1)(a)。

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

(3) Information of other related parties

八 關聯方關係及其交易 (續)

(3) 其他關聯方情況

	Relationship with the Group 與本集團的關係
HNA Group 海航集團	Has significant influence on the Parent Company 對母公司有重大影響
Hainan Traffic Control Holding Co., Ltd. ("Hainan Traffic Control") 海南交管控股有限公司(「海交控股」)	Has significant influence on the Parent Company 對母公司有重大影響
Hainan Developing Holding Company Limited ("Hainan Developing") 海南省發展控股有限公司(「海發控股」)	Has significant influence on the Parent Company 對母公司有重大影響
Haikou Meilan International Airport Passenger Transport Co., Ltd. ("Airport Passenger Transport") 海口美蘭國際機場客運有限責任公司(「機場客運」)	Under control of the Parent Company
Hainan Meilan Airport Travelling Co., Ltd. ("Meilan Travel") 海南美蘭機場旅遊服務有限公司(「美蘭旅遊」)	Under control of the Parent Company 受母公司的控制
HNA Holdings 海航控股	Under control of Hainan Developing 受海發控股的控制
Tianjin Airlines Co., Ltd. ("Tianjin Airlines") 天津航空有限責任公司(「天津航空」)	Under control of Hainan Developing 受海發控股的控制
Lucky Air Co., Ltd ("Lucky Air") 雲南祥鵬航空有限責任公司(「雲南祥鵬」)	Under control of Hainan Developing 受海發控股的控制
Guangxi Beibu Gulf Airlines Co., Ltd ("Beibu Gulf Airlines") 廣西北部灣航空有限責任公司(「北部灣航空」)	Under control of Hainan Developing 受海發控股的控制
Chang An Airlines Co., Ltd. ("Chang An Airlines") 長安航空有限責任公司(「長安航空」)	Under control of Hainan Developing 受海發控股的控制
Yangpu Guoxing Construction Co., Ltd. ("Yangpu Guoxing") 洋浦國興工程建設有限公司(「洋浦國興」)	Under control of Hainan Traffic Control 受海交控股的控制
Hainan HNA Duty Free Management Co.,Ltd ("HNA Duty Free") 海南海航海免商業管理有限公司(「海免商業」)	Under control of Hainan Traffic Control 受海交控股的控制
Hainan E-card Management Co., Ltd ("Hainan E-card") 海南一卡通物業管理股份有限公司(「海南一卡通」)	Under control of HNA Group 受海航集團的控制
Hainan Airlines Food Company Co., Ltd. ("Hainan Food") 海南航空食品有限公司(「海航食品」)	Under control of HNA Group 受海航集團的控制
HNA Group Finance 海航財務	Under control of HNA Group 受海航集團的控制
HNA Safe Car Rental Co., Ltd. ("HNA Safe") 海航思福汽車租賃有限公司(「海航思福」)	Under control of HNA Group 受海航集團的控制
Western Airlines Co., Ltd. ("Western Airlines") 西部航空有限責任公司(「西部航空」)	Under control of HNA Group 受海航集團的控制
HNA Cargo Transportation Co., Ltd. ("HNA Cargo") 海航貨運有限公司(「海航貨運」)	Under control of HNA Group 受海航集團的控制
Deer Jet Co., Ltd. ("Deer Jet") 三亞海航金鹿公務航空地面服務有限公司(「三亞金鹿」)	Under control of HNA Group 受海航集團的控制

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

八 關聯方關係及其交易 (續)

(3) Information of other related parties (Continued)

(3) 其他關聯方情況 (續)

	Relationship with the Group 與本集團的關係
Shanghai Deer Air Co., Ltd. ("Shanghai Deer Air") 上海金鹿公務航空有限公司(「上海金鹿」)	Under control of HNA Group 受海航集團的控制
Hainan Eking Technology Co., Ltd. ("Hainan Eking Technology") 海南易建科技股份有限公司(「海南易建科技」)	Under control of HNA Group 受海航集團的控制
Hainan Haidao Commercial Management Co., Ltd. ("Haidao Commercial") 海南海島商業管理有限公司(「海島商業」)	Under control of HNA Group 受海航集團的控制
HNA Holding Group Co., Ltd. ("HNA Holding") 海航實業集團有限公司(「海航實業」)	Under control of HNA Group 受海航集團的控制
Suparna Airlines Co., Ltd. ("Suparna Airlines") 金鵬航空股份有限公司(「金鵬航空」)	Under control of HNA Group 受海航集團的控制
Hainan New Generation Lottery Co., Ltd. ("New Generation Lottery") 海南新生中彩科技有限公司(「中彩科技」)	Under control of HNA Group 受海航集團的控制
HNA EcoTech Group Co., Ltd. ("HNA EcoTech") 海南生態科技集團有限公司(「海航生科」)	Under control of HNA Group 受海航集團的控制
Hainan Townfree Currency Exchange Co., Ltd. ("Townfree Exchange") 海南通匯貨幣兌換有限公司(「通匯兌換」)	Under control of HNA Group 受海航集團的控制
HNA Travel Group Co., Ltd. ("HNA Tourism") 海航旅遊集團有限公司(「海航旅遊」)	Under control of HNA Group 受海航集團的控制
Hainan Airlines Sales Co., Ltd. ("HNA Sale") 海南海航航空銷售有限公司(「海航銷售」)	Under control of HNA Group 受海航集團的控制
Hainan Traffic Service Co., Ltd. ("HTS") 海南航旅交通服務有限公司(「航旅交通」)	Under control of HNA Group 受海航集團的控制
Beijing Capital Airlines Co., Ltd. ("Capital Airlines") 北京首都航空有限公司(「首都航空」)	Under common control of HNA Group and other companies 受海航集團與其他公司的共同控制
Hainan HNA China Duty Free Merchandise Co., Ltd. ("HNA China Duty Free") 海南海航中免免稅品有限公司(「海航中免」)	Under common control of HNA Group and other companies 受海航集團與其他公司的共同控制

(4) Significant related party transactions

(4) 重大關聯交易

(a) Pricing policies

The Group's pricing on goods purchased from related parties, and services provided to or received from related parties are based on market price. The interest rates of deposits maintained with related parties of the Group are mutually agreed by taking into consideration of deposit interest rates of commercial banks over the same period.

(a) 定價政策

本集團向關聯方採購的產品以及自關聯方接受勞務或向關聯方提供勞務的價格以市場價格作為定價基礎。本集團存放在關聯方的銀行存款的利率參考商業銀行同期存款利率經雙方協商後確定。

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

(4) Significant related party transactions (Continued)

(b) Purchase of goods or receiving services

		2018 2018 年度 The Group 本集團	2017 2017 年度 The Group 本集團	2018 2018 年度 The Company 本公司	2017 2017 年度 The Company 本公司
Hainan E-card	海南一卡通	59,498,724	47,537,552	55,613,957	45,319,090
Haikou Meilan	海口美蘭	26,969,304	26,577,341	21,103,994	24,186,206
Hainan Eking Technology	海南易建科技	6,619,868	4,657,456	6,542,491	4,562,023
Meilan Travel	美蘭旅遊	5,465,740	10,108,420	5,465,740	10,108,420
HNA Food	海航食品	4,704,441	168,858	4,704,441	168,858
HNA Safe	海航思福	4,117,069	3,260,363	3,088,868	2,217,846
HNA Cargo	海航貨運	26,757	11,593	-	-
Yangpu Guoxing	洋浦國興	-	48,431,609	-	48,431,609
		107,401,903	140,753,192	96,519,491	134,994,052

(c) Rendering of services

		2018 2018 年度 The Group 本集團	2017 2017 年度 The Group 本集團	2018 2018 年度 The Company 本公司	2017 2017 年度 The Company 本公司
HNA Holdings	海航控股	199,456,036	189,051,465	197,709,133	157,867,582
Capital Airlines	首都航空	67,106,224	58,463,662	64,880,730	53,783,815
Tianjin Airlines	天津航空	34,658,674	33,819,790	32,224,141	30,911,019
Beibu Gulf Airlines	北部灣航空	19,231,614	11,379,956	17,213,039	10,420,891
Lucky Air	雲南祥鵬	14,106,983	11,572,566	13,773,265	10,682,042
HNA China Duty Free	海航中免	10,835,583	8,368,298	10,835,583	8,368,298
Western Airlines	西部航空	6,578,046	28,505,641	6,551,963	5,221,763
Deer Jet	三亞金鹿	3,737,199	3,169,963	3,737,199	3,169,963
Chang An Airlines	長安航空	2,653,138	2,318,266	2,653,138	2,131,046
Meilan Travel	美蘭旅遊	50,670	2,024,371	-	2,024,371
Suparna Airlines	金鵬航空	62,398	2,404,588	-	2,189,650
Others	其他	1,923,322	154,286	20,685	154,286
		360,399,887	351,232,852	349,598,876	286,924,726

八 關聯方關係及其交易 (續)

(4) 重大關聯交易 (續)

(b) 採購貨物或接受勞務

(c) 提供勞務

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

八 關聯方關係及其交易 (續)

(4) Significant related party transactions (Continued)

(4) 重大關聯交易 (續)

(d) Lease revenue

(d) 自關聯方獲得租賃收入

		2018 2018 年度 The Group 本集團	2017 2017 年度 The Group 本集團	2018 2018 年度 The Company 本公司	2017 2017 年度 The Company 本公司
HNA Holdings	海航控股	4,224,000	–	4,224,000	–
Ruigang Logistics	瑞港物流	–	–	23,023,612	–
Hotel Investment	酒店投資	–	–	22,157,404	–
Meilan Cargo	美蘭貨運	–	–	2,193,871	3,600,000
Others	其他	1,745,420	–	1,745,420	–
		5,969,420	–	53,344,307	3,600,000

(e) Co-borrowing

(e) 共同借款

		2018 2018 年度	2017 2017 年度
Haikou Meilan	海口美蘭		
– Drawn down during the year	– 本年發生額	280,000,000	2,400,000,000
– The ending balance of the loan	– 年末餘額	2,680,000,000	2,400,000,000

In relation to the construction of Phase II Expansion Project, Haikou Meilan (as the borrower) and the Company (as the co-borrower) has entered into a RMB Syndicated Loans Contract for the Phase II Expansion Project of Haikou Meilan International Airport (the “Syndicated Loans Contract”) with China Development Bank, Industrial and Commercial Bank of China Limited and Agricultural Bank of China Limited with a total loan facility of RMB7.8 billion. The term of the syndicated loan is 20 years from the date of first draw-down of the loans, i.e. 30 November 2017. Pursuant to the Syndicated Loans Contract, the Company as the co-borrower shares the rights, obligations and responsibilities with Haikou Meilan, and is jointly liable for repayment of the syndicated loans. The restrictions, e.g. statement of guarantee, draw-down and repayments, default and liabilities of default, set out in the contract on Haikou Meilan are all applicable to the Company.

為建設海口美蘭國際機場二期擴建工程項目(「二期擴建項目」)，海口美蘭作為借款人，本公司作為共同借款人，與國家開發銀行、中國工商銀行股份有限公司及中國農業銀行股份有限公司訂立《海口美蘭國際機場二期擴建工程項目人民幣資金銀團貸款合同》(「銀團貸款合同」)，貸款額度為人民幣78億元(「銀團貸款」)，銀團貸款期限從第一筆貸款提款日(即2017年11月30日)起計20年。根據銀團貸款合同，本公司作為共同借款人，與海口美蘭享有相同的權利，承擔同等義務、責任，並與海口美蘭就銀團貸款合同項下債權清償互負連帶責任。銀團貸款合同內對於海口美蘭關於陳述保證、提款及還款、違約事件、違約責任等條款的約束全部適用於本公司。

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

(4) Significant related party transactions (Continued)

(e) Co-borrowing (Continued)

Haikou Meilan and the Company have entered into an agreement in respect of the allocation of total loan facilities of RMB7.8 billion, pursuant to which the facilities were allocated to Haikou Meilan and the Company at RMB3.9 million each.

As at 31 December 2018, Haikou Meilan has drawn down the loans totalling RMB2.68 billion while the Company has not yet drawn down any amount from the syndicated loan.

- (i) The airport land (Note 4(11)) and the buildings (Note 4(9)) of the Company were pledged as collateral for syndicated loans. Meanwhile, the Company agreed to pledge Phase II Expansion Project land, aboveground buildings and the assets of the Phase II Expansion Project (including but not limited to land and buildings above ground) formed after completion of its construction as the collateral for the syndicated loans. The Company has not obtained the relevant land use rights for the Phase II Expansion Project. The Company would handle the mortgage registration formalities according to the land ownership. Details of the balances of construction in progress and prepaid land acquisition related to Phase II Expansion Project of the Company are set out in Note 4(10) and Note 4(13) respectively;
- (ii) Haikou Meilan pledged its own part of the land use rights, buildings, Phase II Expansion Project land, aboveground buildings (would handle the mortgage registration formalities according to the land ownership), Phase II Expansion Project assets (including but not limited to land and buildings above ground) formed after completion for the syndicated loans;
- (iii) HNA Holding (a shareholder who indirectly holds shares in Haikou Meilan) shall be jointly and severally liable for the syndicated loans.

八 關聯方關係及其交易 (續)

(4) 重大關聯交易 (續)

(e) 共同借款 (續)

本公司與海口美蘭訂立協議，以訂明本公司與海口美蘭之間就銀團貸款合同中人民幣78億元貸款額度的分配，本公司同意獲分配其中人民幣39億元，海口美蘭同意獲分配其中人民幣39億元。

截至2018年12月31日止，海口美蘭已在額度內提取人民幣26.8億元銀團貸款。本公司尚未在額度內提取貸款。

- (i) 本公司以機場用地(附註四(11))及房屋建築物(附註四(9))為銀團貸款提供抵押擔保。同時，本公司同意，將二期擴建項目用地及地上建築物、建成後形成的二期擴建項目資產(包括但不限於土地及地上建築物)為銀團貸款提供抵押擔保。本公司尚未獲得二期擴建項目的相關土地使用權，本公司將根據土地確權情況分筆辦理抵押登記手續。本公司與二期擴建項目相關的在建工程及預付徵地款情況詳見附註四(10)和附註四(13)；
- (ii) 海口美蘭以其擁有之部分土地使用權及房屋建築物、二期擴建項目用地及地上建築物(將根據土地確權情況分筆辦理抵押登記手續)、建成後形成的二期擴建項目資產(包括但不限於土地及地上建築物)提供抵押擔保；
- (iii) 海航實業(對海口美蘭間接持股的股東)為銀團貸款提供全程連帶責任保證擔保。

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

八 關聯方關係及其交易 (續)

(4) Significant related party transactions (Continued)

(4) 重大關聯交易 (續)

(f) Guarantee received

(f) 接受擔保

		2018	2017
		2018 年度	2017 年度
Haikou Meilan	海口美蘭	407,028,809	728,372,825

Haikou Meilan provided guarantees for the short-term borrowings and entrusted loans to the Company. Details are set out in Note 4(14) and Note 4(24)(c).

海口美蘭為本公司的短期借款和委託貸款提供連帶責任保證擔保。詳情請參見附註四(14)和附註四(24)(c)。

(g) Interest income

(g) 利息收入

		2018	2017	2018	2017
		2018 年度	2017 年度	2018 年度	2017 年度
		The Group	The Group	The Company	The Company
		本集團	本集團	本公司	本公司
HNA Group Finance	海航財務	195,771	911,790	195,771	911,790

The interest rates on the above interest income are mutually agreed by taking into consideration of deposit interest rates of commercial banks over the same period.

上述利息收入的利率參考商業銀行同期存款利率經雙方協商後確定。

(h) Remuneration of key management

(h) 關鍵管理人員薪酬

		2018	2017
		2018 年度	2017 年度
Remuneration of key management	關鍵管理人員薪酬	5,033,530	4,665,380

Key management personnel include executive directors, non-executive directors, president, vice president, company secretary, chief financial officer and supervisors of the Company.

關鍵管理人員包括本公司執行董事、非執行董事、總裁、副總裁、公司秘書、財務總監及監事。

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

(4) Significant related party transactions (Continued)

(i) Emoluments of directors and supervisors

Emoluments of directors and supervisors for the year ended 31 December 2018 were as follows:

八 關聯方關係及其交易 (續)

(4) 重大關聯交易 (續)

(i) 董事及監事薪酬

2018年度每位董事及監事的薪酬如下：

Name	姓名	Remunerations paid in respect of accepting office as director or supervisor	Emoluments paid for other services in connection with the management of the affairs of the Company			Total
		就接納擔任董事或監事一職而支付的酬金	Salary and allowance	Pension	Discretionary bonuses	
		酬金	薪金、房屋津貼、其他津貼和實物利益	養老金計劃供款	酌情獎金	合計
Wang Zhen (Note (i))	王貞(附註(i))	-	159,904	12,813	-	172,717
Liao Hongyu (Note (i))(Note (ii))	廖虹宇(附註(i))(附註(ii))	-	678,276	38,814	-	717,090
Hu Wentai (Note (i))	胡文泰(附註(i))	-	402,620	-	10,000	412,620
Tu Haidong	涂海東	-	550,692	37,514	10,000	598,206
Zhou Feng (Note (i))	周鋒(附註(i))	-	318,581	21,112	135,000	474,693
Yu Yan (Note (i))	遇言(附註(i))	-	154,925	16,402	-	171,327
Wu Jian (Note (i))	吳健(附註(i))	-	28,461	2,972	-	31,433
Xing Zhoujin (Note (i))	邢周金(附註(i))	-	487,032	37,514	-	524,546
Chan Nap Kee, Joseph (Note (ii))	陳立基(附註(ii))	63,235	-	-	-	63,235
Yan Xiang (Note (ii))	燕翔(附註(ii))	63,235	-	-	-	63,235
Fung Ching, Simon (Note (ii))	馮征(附註(ii))	136,765	-	-	-	136,765
George F Meng (Note (ii))	孟繁臣(附註(ii))	136,765	-	-	-	136,765
Deng Tianlin (Note (ii))	鄧天林(附註(ii))	136,765	-	-	-	136,765
He Linji (Note (ii))	何霖吉(附註(ii))	136,765	-	-	-	136,765
Dong Guiguo (Note (i))	董桂國(附註(i))	-	-	-	-	-
Yang Xiao (Note (iii))(Note (i))	楊瀟(附註(iii))(附註(i))	-	-	-	-	-
Liu Guiling (Note (iii))	劉桂玲(附註(iii))	-	468,072	37,514	-	505,586
Zhang Shusheng (Note (iii))	張述聖(附註(iii))	23,810	-	-	-	23,810

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

八 關聯方關係及其交易 (續)

(4) Significant related party transactions (Continued)

(4) 重大關聯交易 (續)

(i) Emoluments of directors and supervisors (Continued)

(i) 董事及監事薪酬 (續)

Emoluments of directors and supervisors for the year ended 31 December 2017 were as follows:

2017年度每位董事及監事的薪酬如下：

Name	姓名	Remunerations paid in respect of accepting office as director or supervisor	Emoluments paid for other services in connection with the management of the affairs of the Company			Total
		就接納擔任董事或監事一職而支付的酬金	Salary and allowance	Pension	Discretionary bonuses	
		酬金	薪金、房屋津貼、其他津貼和實物利益	養老金計劃供款	酌情獎金	合計
Wang Zhen (Note (ii))	王貞(附註(ii))	-	567,887	43,650	52,100	663,637
Hu Wentai (Note (ii))	胡文泰(附註(ii))	-	491,417	-	50,700	542,117
Yang Xiaobin	楊小濱	-	18,876	4,147	43,800	66,823
Tu Haidong	涂海東	-	538,097	43,650	47,400	629,147
Zhou Feng (Note (ii))	周鋒(附註(ii))	-	430,593	43,650	47,100	521,343
Liu Shanbin	劉善斌	-	14,440	4,147	32,900	51,487
Wu Jian (Note (ii))	吳健(附註(ii))	-	335,064	34,265	47,900	417,229
Han Aimin (Note (ii))	韓愛民(附註(ii))	-	409,601	43,650	44,000	497,251
Chan Nap Kee, Joseph (Note (iii))	陳立基(附註(iii))	63,235	-	-	-	63,235
Yan Xiang (Note (iii))	燕翔(附註(iii))	63,235	-	-	-	63,235
Fung Ching, Simon (Note (iii))	馮征(附註(iii))	136,765	-	-	-	136,765
George F Meng (Note (iii))	孟繁臣(附註(iii))	136,765	-	-	-	136,765
Deng Tianlin (Note (iii))	鄧天林(附註(iii))	136,765	-	-	-	136,765
He Linji (Note (iii))	何霖吉(附註(iii))	136,765	-	-	-	136,765
Dong Guiguo (Note (ii))	董桂國(附註(ii))	-	-	-	-	-
Chen Wenbo	陳文波	-	-	-	-	-
Liu Guiling (Note (iii))	劉桂玲(附註(iii))	-	318,654	34,477	37,186	390,317
Zhang Shusheng (Note (iii))	張述聖(附註(iii))	23,810	-	-	-	23,810

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

(4) Significant related party transactions (Continued)

(i) Emoluments of directors and supervisors (Continued)

Note:

- (i) Mr. Wang resigned from the chairman of the Board and executive director on 30 January 2018, and was reappointed as the chairman of the Board and executive director on 10 October; Mr. Liao resigned from the chairman of the Board and executive director on 10 October, and was appointed as vice chairman of the Board and non-executive director on the same day; Mr. Hu resigned from non-executive director on 3 December; Mr. Zhou resigned from executive director on 10 October; Mr. Wu resigned from executive director on 16 March; Mr. Dong resigned from the chairman of supervisory board on 16 March; Mr. Yu was appointed as executive director on 3 December 2018; Mr. Xing was appointed as executive director on 16 March; Mr. Yang was appointed as the chairman of supervisory board on 16 March 2018.
- (ii) Mr. Liao, Mr. Chan, Mr. Yan, Mr. Feng, Mr. Meng, Mr. Deng and Mr. He are non-executive directors of the Company.
- (iii) Mr. Yang, Mr. Zhang and Mrs. Liu are supervisors of the Company. Mr. Yang's salary was paid by the company he worked for.

No directors or supervisors waived or agreed to waive any emoluments during the year.

Up to 31 December 2018, no emoluments were paid by the Company to the directors and supervisors as an inducement to join or upon joining the Company or as compensation for loss of office (2017: Nil).

(j) The five individuals whose emoluments are the highest

The five individuals whose emoluments were the highest in the Group for year 2018 included five directors (2017: five directors) whose emoluments were reflected in the analysis presented above.

八 關聯方關係及其交易 (續)

(4) 重大關聯交易 (續)

(i) 董事及監事薪酬 (續)

附註：

- (i) 王貞先生於2018年1月30日卸任董事長、執行董事，於10月10日重新被任命為董事長、執行董事；廖虹宇先生於10月10日卸任董事長、執行董事，並於同日被任命為副董事長、非執行董事；胡文泰先生於12月3日卸任非執行董事；周鋒先生於10月10日卸任執行董事；吳健先生於3月16日卸任執行董事；董桂國先生於3月16日卸任監事會主席；遇言先生於12月3日被任命為執行董事；邢周金先生並於3月16日被任命為執行董事；楊瀟先生於2018年3月16日被任命為監事會主席。
- (ii) 廖虹宇先生、陳立基先生、燕翔先生、馮征先生、孟繁臣先生、鄧天林先生和何霖吉先生為公司非執行董事。
- (iii) 楊瀟先生、張述聖先生和劉桂玲女士為公司監事。其中楊瀟先生的薪酬由其任職公司支付。

本年沒有董事或監事放棄或同意放棄任何酬金。

截至2018年12月31日止年度，本公司並無向董事及監事支付任何作為吸引其加入本公司或作為離職補償的薪酬(2017年度：無)。

(j) 薪酬最高的前五位

2018年度本集團薪酬最高的前五位人士中包括5位董事(2017年度：五位董事)，其薪酬已反映在上表中。

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

八 關聯方關係及其交易 (續)

(5) Significant receivables from and payables to related parties

(5) 重大關聯方應收、應付款項餘額

(a) Cash at bank and on hand

(a) 貨幣資金

		31 December 2018 2018年 12月31日 The Group 本集團	31 December 2017 2017年 12月31日 The Group 本集團	31 December 2018 2018年 12月31日 The Company 本公司	31 December 2017 2017年 12月31日 The Company 本公司
HNA Group Finance	海航財務	34,464,594	48,928,117	26,862,606	44,808,881

(b) Accounts receivable

(b) 應收賬款

		31 December 2018 2018年 12月31日 The Group 本集團	31 December 2017 2017年 12月31日 The Group 本集團	31 December 2018 2018年 12月31日 The Company 本公司	31 December 2017 2017年 12月31日 The Company 本公司
HNA Holdings	海航控股	57,684,673	60,755,036	55,329,603	60,139,466
Hotel Investment	酒店投資	–	–	26,210,142	–
Ruigang Logistics	瑞港物流	–	–	25,796,682	–
Capital Airlines	首都航空	25,427,516	26,531,220	23,068,492	26,531,220
Tianjin Airlines	天津航空	16,182,283	20,445,337	13,601,678	20,445,337
Beibu Gulf Airlines	北部灣航空	7,614,261	4,578,274	5,563,585	4,578,274
Lucky Air	雲南祥鵬	4,679,043	6,551,699	4,325,302	6,551,699
Western Airlines	西部航空	2,376,508	3,299,476	2,348,860	3,299,476
Suparna Airlines	金鵬航空	2,303,913	2,112,882	2,237,771	2,112,882
HTS	航旅交通	1,271,710	–	1,271,710	–
Chang An Airlines	長安航空	957,275	1,260,478	957,275	1,260,478
HNA China Duty Free	海航中免	942,584	869,465	942,584	869,465
HNA Food	海航食品	487,261	487,261	487,261	487,261
Meilan Travel	美蘭旅遊	27,825	2,855,826	–	2,855,826
Shanghai Deer Air	上海金鹿	–	2,224,462	–	2,224,462
Others	其他	2,767,575	1,833,977	1,924,145	1,833,978
		122,722,429	133,805,393	164,065,091	133,189,824

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

- (5) Significant receivables from and payables to related parties (Continued)
(c) Other non-current assets

八 關聯方關係及其交易 (續)

- (5) 重大關聯方應收、應付款項餘額 (續)
(c) 其他非流動資產

		31 December 2018 2018年 12月31日 The Group 本集團	31 December 2017 2017年 12月31日 The Group 本集團	31 December 2018 2018年 12月31日 The Company 本公司	31 December 2017 2017年 12月31日 The Company 本公司
Haikou Meilan (Note 8(6)(c))	海口美蘭(附註八(6)(c))	570,000,000	570,000,000	570,000,000	570,000,000
Hainan Eking Technology	海南易建科技	2,525,757	12,644,175	2,525,757	12,644,175
Yangpu Guoxing	洋浦國興	-	1,796,761	-	1,796,761
		572,525,757	584,440,936	572,525,757	584,440,936

- (d) Other receivables

- (d) 其他應收款

		31 December 2018 2018年 12月31日 The Group 本集團	31 December 2017 2017年 12月31日 The Group 本集團	31 December 2018 2018年 12月31日 The Company 本公司	31 December 2017 2017年 12月31日 The Company 本公司
HNA Holdings	海航控股	5,111,239	3,917,690	5,111,239	3,917,690
Capital Airlines	首都航空	1,961,965	1,491,680	1,961,965	1,491,680
Airlines Passenger Transport	機場客運	560,511	1,389,904	560,511	1,389,904
Hotel Investment	酒店投資	-	-	18,015,476	15,680,334
Ruigang Logistics	瑞港物流	-	-	-	5,285,211
Others	其他	730,559	403,375	524,319	219,901
		8,364,274	7,202,649	26,173,510	27,984,720

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

八 關聯方關係及其交易 (續)

(5) Significant receivables from and payables to related parties (Continued)

(5) 重大關聯方應收、應付款項餘額 (續)

(e) Accounts payable

(e) 應付賬款

		31 December 2018 2018年 12月31日 The Group 本集團	31 December 2017 2017年 12月31日 The Group 本集團	31 December 2018 2018年 12月31日 The Company 本公司	31 December 2017 2017年 12月31日 The Company 本公司
Hainan E-card Parking	海南一卡通	41,444,086	20,593,600	41,444,086	20,593,600
Hainan Eking Technology	海南易建科技	6,857,738	4,602,158	6,805,013	4,571,373
HNA Food	海航食品	4,375,991	2,108,912	4,375,991	2,108,912
HNA Safe	海航思福	3,796,637	1,293,704	3,507,200	1,169,280
Meilan Travel	美蘭旅遊	366,672	9,623,918	366,672	9,623,918
Others	其他	1,594,634	-	1,594,634	-
		58,435,758	38,222,292	58,093,596	38,067,083

(f) Other payables

(f) 其他應付款

		31 December 2018 2018年 12月31日 The Group 本集團	31 December 2017 2017年 12月31日 The Group 本集團	31 December 2018 2018年 12月31日 The Company 本公司	31 December 2017 2017年 12月31日 The Company 本公司
Hainan Eking Technology	海南易建科技	18,816,974	14,101,026	18,816,974	14,101,026
Haikou Meilan	海口美蘭	15,977,729	2,618,008	-	-
HNA Holdings	海航控股	10,182,735	10,049,735	10,147,474	10,014,474
Hainan E-card Parking	海南一卡通	4,472,534	3,108,809	5,000	1,451,218
Yangpu Guoxing	洋浦國興	4,330,296	5,141,513	4,330,296	5,141,513
HNA Food	海航食品	1,136,099	-	1,136,099	-
Meilan Travel	美蘭旅遊	-	2,463,409	-	2,463,409
Others	其他	2,355,706	1,764,640	3,243,606	959,274
		57,272,073	39,247,140	37,679,449	34,130,914

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

(5) Significant receivables from and payables to related parties (Continued)

(g) Long-term payables

		31 December 2018 2018年 12月31日 The Group 本集團	31 December 2017 2017年 12月31日 The Group 本集團	31 December 2018 2018年 12月31日 The Company 本公司	31 December 2017 2017年 12月31日 The Company 本公司
Haikou Meilan	海口美蘭	294,348,071	1,410,782,700	294,348,071	1,410,782,700
Ruigang Logistics	瑞港物流	-	-	214,794,687	-
Meilan Cargo	美蘭貨運	-	-	107,037,560	82,255,663
		294,348,071	1,410,782,700	616,180,318	1,493,038,363

(h) Directors' emoluments payable

		31 December 2018 2018年 12月31日 The Group 本集團	31 December 2017 2017年 12月31日 The Group 本集團	31 December 2018 2018年 12月31日 The Company 本公司	31 December 2017 2017年 12月31日 The Company 本公司
Directors' emoluments	董事薪酬	697,339	697,339	697,339	697,339

(6) Significant asset acquisition and cooperative investment project with related parties

(a) Terminal Expansion Project

On 26 August 2011, the Company entered into a Land Use Right Transfer Agreement and an Acquisition Agreement with Haikou Meilan in respect of construction of an international terminal, expansion of west gallery of the terminal and a number of ancillary projects in the Meilan Airport (the "Terminal Expansion Project"). On 12 December 2012, the Acquisition Agreement was terminated and superseded by an Investment and Construction Agreement entered into by the Company and Haikou Meilan on the same day.

八 關聯方關係及其交易 (續)

(5) 重大關聯方應收、應付款項餘額 (續)

(g) 長期應付款

(h) 應付董事薪酬

(6) 重大關聯方資產收購及合作投資項目

(a) 航站樓擴建工程

於2011年8月26日，本公司與海口美蘭就建設美蘭機場國際航站樓、航站樓西指廊擴充工程以及其他機場配套工程分別訂立了土地使用權轉讓協議及收購協議。於2012年12月12日，原訂立的收購協議終止，由本公司與海口美蘭於同一日簽訂的投資建設協議所取代。

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

(6) Significant asset acquisition and cooperative investment project with related parties (Continued)

(a) Terminal Expansion Project (Continued)

Pursuant to the Investment and Construction Agreement, in order to facilitate the construction of the Terminal Expansion Project and the possession of relevant property ownership certificate(s) as a whole by Haikou Meilan, the Company will transfer the land use rights for a site area of 125 acres to Haikou Meilan at a consideration of RMB31,289,734. Up to 31 December 2018, the Company had received land use right transfer fund of RMB31,128,973 from Haikou Meilan.

(b) Terminal Complex Project

八 關聯方關係及其交易 (續)

(6) 重大關聯方資產收購及合作投資項目 (續)

(a) 航站樓擴建工程 (續)

根據投資建設協議之約定，本公司按人民幣31,289,734元的價格向海口美蘭轉讓本公司約125畝的土地使用權，以便於海口美蘭進行航站樓擴建工程施工及將來整體取得航站樓之房產證。於2018年12月31日，本公司已累計收到海口美蘭支付的土地使用權轉讓款人民幣31,128,973元。

(b) 站前綜合體

	31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Construction payable to settle through Yangpu Guoxing	以後期間需通過洋浦國興支付之工程款	
	478,389,119	432,301,274

As at 31 December 2018, according to the construction service agreement of Terminal Complex Project and the three-parties agreement signed by the Company, Yangpu Guoxing and related Terminal Complex Project constructors ("project constructors"), the Company has made payments totalling RMB1,296,384,153 to the project constructors through Yangpu Guoxing. According to the investment budget of the Terminal Complex Project and related signed construction agreement, the Company estimated that the remaining payments to related project constructors through Yangpu Guoxing would be approximately RMB478,389,119.

截至2018年12月31日止，根據站前綜合體建設服務協議以及本公司、洋浦國興和若干站前綜合體工程承建商(「工程承建商」)簽署的三方協議，本公司已累計通過洋浦國興向該等工程承建商支付工程款共計人民幣1,296,384,153元。根據站前綜合體投資預算及有關已簽署的工程合同，本公司預計以後期間還需要通過洋浦國興向有關工程承建商支付的工程款為人民幣478,389,119元。

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8 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

- (6) Significant asset acquisition and cooperative investment project with related parties (Continued)
- (c) Equity acquisition

八 關聯方關係及其交易 (續)

- (6) 重大關聯方資產收購及合作投資項目 (續)
- (c) 股權購買

	31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Payables to Haikou Meilan under the equity transfer agreement	以後期間需向海口美蘭支付之 股權購買款 34,800,000	34,800,000

On 13 November 2015, the Company and Haikou Meilan entered into an equity transfer agreement, pursuant to which Haikou Meilan agreed to transfer 100% of the equity interest it held in Haikou Meilan Airport Assets Management Co., Ltd. to the Group at a consideration of RMB604,800,000. As at 31 December 2018, the equity transfer had not yet been completed, and the Company had paid a total of RMB570,000,000 of the equity acquisition (31 December 2017: RMB570,000,000) and the related land deed tax (Note 4(13)(b)) to Haikou Meilan, the outstanding balance is RMB34,800,000.

The assets of Hainan Meilan Assets Management Co., Ltd. mainly include apron, offices, access road.

(d) Phase II Expansion Project

On 21 August 2015, the Company and Haikou Meilan entered into the Investment and Construction Agreement in respect of the Phase II Expansion Project. Pursuant to the agreement, total budgeted investment of Phase II Expansion Project is RMB14,659 million, the portion of construction responsible by the Company is estimated to be RMB7,158 million. As at 31 December 2018, the construction of Phase II Expansion project was in progress.

於2015年11月13日，本公司與海口美蘭簽訂股權轉讓協議，海口美蘭同意轉讓其擁有的海南美蘭機場資產管理有限公司100%股權，作價人民幣604,800,000元。截至2018年12月31日，有關股權轉讓尚未完成，本公司已累計向海口美蘭支付股權購買款人民幣570,000,000元(2017年12月31日：570,000,000元)及相關契稅(附註四(13)(b))，未來期間尚需支付人民幣34,800,000元。

海南美蘭機場資產管理有限公司資產主要包括停機坪、辦公室、進場道路等資產。

(d) 二期擴建項目

於2015年8月21日，本公司與海口美蘭就美蘭機場二期擴建項目訂立投資建設協議。根據投資建設協議，美蘭機場二期擴建項目總投資金額約為人民幣146.59億元，本公司負責建設部分(「本公司建設項目」)預計投資金額約為人民幣71.58億元。於2018年12月31日，二期擴建項目工程正在進行中。

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9 CONSOLIDATED STRUCTURED ENTITIES

The Group has consolidated a special purpose entity for the purpose of providing financing under ABS arrangement. As the borrower, pledger and subordinate securities holder under this arrangement, the Group assessing whether it has control over this structured entity or not. Based on the purpose and design of the arrangement, the participation of the Group in the relevant activities, and the consideration of the Group's exposure to variability of risk and returns of being the subordinate securities holder, the Group is determined to be the primary obligor under this arrangement. Accordingly, the structured entity has been consolidated in the financial statements of the Group.

As at 31 December 2018, there were no ABS external borrowings managed and consolidated by the Group (31 December 2017: RMB675,003,253) (Note 4(22)).

10 COMMITMENTS

(1) Capital commitments

Capital expenditures contracted for but not yet necessary to be recognised on the balance sheet

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Phase II Expansion Project	二期擴建項目	1,633,056,201	1,468,802,233
Terminal Complex Project	站前綜合體項目	65,244,519	26,012,163
Others	其他	4,831,722	7,760,010
		1,703,132,442	1,502,574,406

(2) Investment commitments

Details are set out in Note 8(6)(c).

九 合併的結構化主體

納入本集團合併範圍的結構化主體為一項具有融資目的的資產證券化借款安排。本集團作為資產證券化借款安排的借款人、出質人及次級債券持有人考慮對該等結構化主體是否存在控制，並基於該證券化安排的設立目的和設計，本集團參與該證券化安排的相關活動，同時考慮本集團作為次級債券持有人所面臨的可變動收益風險敞口等因素判斷本集團是該資產證券化安排的主要責任人，因此將該結構化主體納入合併範圍。

於2018年12月31日，本集團管理及合併的資產證券化無對外借款餘額(2017年12月31日：人民幣675,003,253元)(附註四(22))。

十 承諾事項

(1) 資本性支出承諾事項

已簽約而尚不必在資產負債表上列示的資本性支出承諾

(2) 對外投資承諾事項

詳細情況請參見附註八(6)(c)。

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11 LEASES

The future lease payments of fixed assets held under finance leases (Note 4(9)(b)) are as follows:

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Within 1 year	一年以內	49,108,712	69,003,894
1 to 2 years	一到二年	21,607,017	28,289,089
2 to 3 years	二到三年	-	-
		70,715,729	97,292,983

12 FINANCIAL INSTRUMENT AND RISK

The Group's activities expose it to a variety of financial risks: market risk (primarily including foreign exchange risk, interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to reduce potential adverse effects on the Group's financial performance.

(1) Market risk

(a) Foreign exchange risk

The Group's major operational activities are carried out in Mainland China and a majority of the businesses are denominated in RMB. The Group is exposed to foreign exchange risk arising from the recognised assets and liabilities, and future business denominated in foreign currencies, primarily with respect to US dollars ("USD") and HK Dollars ("HKD"). The Group continuously monitors the amount of assets and liabilities, and transactions denominated in foreign currencies, to mitigate the foreign exchange risk. Therefore, for the year ended 31 December 2018 and 2017, the Group did not enter into any forward exchange contracts or currency swap contracts.

十一 租賃

本集團通過融資租賃租入固定資產(附註四9(b))，未來應支付租金匯總如下：

十二 金融工具及其風險

本集團的經營活動會面臨各種金融風險：市場風險(主要為外匯風險、利率風險)、信用風險和流動風險。本集團整體的風險管理計劃針對金融市場的不可預見性，力求降低對本集團財務業績的潛在不利影響。

(1) 市場風險

(a) 外匯風險

本集團的主要經營位於中國境內，主要業務以人民幣結算。本集團已確認的外幣資產和負債及未來的外幣交易(外幣資產和負債及外幣交易的計價貨幣主要為美元和港幣)存在外匯風險。本集團持續監控集團外幣交易和外幣資產及負債的規模，以最大程度降低面臨的外匯風險；為此，於本年度以及去年同期，本集團未簽署任何遠期外匯合約或貨幣互換合約。

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12 FINANCIAL INSTRUMENT AND RISK (Continued)

(1) Market risk (Continued)

(a) Foreign exchange risk (Continued)

As at 31 December 2018 and 31 December 2017, the carrying amounts in RMB equivalent of the Group's assets and liabilities denominated in foreign currencies were summarised below:

		31 December 2018 2018年12月31日		Total 合計
		USD 美元項目	Others 其他外幣項目	
Financial assets denominated in foreign currency	外幣金融資產			
– Cash at bank and on hand	– 貨幣資金	74,009	15,258	89,267

		31 December 2017 2017年12月31日		Total 合計
		USD 美元項目	Others 其他外幣項目	
Financial assets denominated in foreign currency	外幣金融資產			
– Cash at bank and on hand	– 貨幣資金	2,291,648	14,722	2,306,370

As at 31 December 2018, with RMB had strengthened/weakened by 5% against the USD while all other variables had been held constant, the Group's net profit for the year would have been approximately RMB2,775 lower/higher (31 December 2017: RMB85,937 higher/lower) for various financial assets and liabilities denominated in USD.

於2018年12月31日，對於本集團各種美元金融資產和美元金融負債，人民幣對美元升值或貶值5%，其他因素保持不變，則本集團淨利潤將減少或增加約人民幣2,775元(2017年12月31日：增加或減少人民幣85,937元)。

(b) Interest rate risk

The Group's interest rate risk mainly arises from long-term interest bearing borrowings including long-term borrowings, debentures payable and long-term payables. Financial liabilities issued at floating rates expose the Group to cash flow interest rate risk. Financial liabilities issued at fixed rates expose the Group to fair value interest rate risk. As at 31 December 2018 and 31 December 2017, the Group had no long-term borrowings with floating rates.

十二 金融工具及其風險 (續)

(1) 市場風險 (續)

(a) 外匯風險 (續)

於2018年12月31日及2017年12月31日，本集團持有的外幣金融資產和外幣金融負債折算成人民幣的金額列示如下：

(b) 利率風險

本集團的利率風險主要產生於長期借款、應付債券及長期應付款等長期帶息債務。浮動利率的金融負債使本集團面臨現金流量利率風險，固定利率的金融負債使本集團面臨公允價值利率風險。本集團根據當時的市場環境來決定固定利率及浮動利率合同的相對比例。於2018年12月31日及2017年12月31日，本集團無長期浮動利率帶息債務。

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12 FINANCIAL INSTRUMENT AND RISK (Continued)

(1) Market risk (Continued)

(b) Interest rate risk (Continued)

The Group's finance department continuously monitors the interest rate position of the Group. Increases in interest rates will increase the cost of new borrowings and the interest expenses with respect to the Group's outstanding floating rate borrowings, and therefore could have a material adverse effect on the Group's financial position. The Management makes adjustments timely with reference to the latest market conditions and may enter into interest rate swap agreements to mitigate its exposure to interest rate risk. During the year, the Group has not entered into any interest rate swap agreements.

(2) Credit risk

Credit risk mainly arises from cash at bank, accounts receivable and other receivables, etc.

The Group expects that there is no significant credit risk associated with cash at bank and on hand since they are deposited at state-owned banks and other medium or large size listed banks with good reputation and high credit rating. Management does not expect that there will be any significant losses from non-performance by these banks.

In addition, the Group has policies to limit the credit exposure on accounts receivable, other receivables and contract assets. The Group assesses the credit quality of and sets credit limits on its customers by taking into account their financial position, the availability of guarantee from third parties, their credit history and other factors such as current market conditions. The credit history of the customers is regularly monitored by the Group. In respect of customers with a poor credit history, the Group will use written payment reminders, or shorten or cancel credit periods, to ensure the overall credit risk of the Group is limited to a controllable extent.

As at 31 December 2018, the Group has no significant collateral or other credit enhancements held as a result of the debtor's mortgage.

(3) Liquidity risk

Cash flow forecasting is performed by each subsidiary of the Group and aggregated by the Group. The Group monitors rolling forecasts of its short-term and long-term liquidity requirements to ensure it has sufficient cash and securities that are readily convertible to cash to meet operational needs, while maintaining sufficient headroom on its undrawn committed borrowing facilities from major financial institutions so that the Group does not breach borrowing limits or covenants on any of its borrowing facilities to meet the short-term and long-term liquidity requirements.

十二 金融工具及其風險 (續)

(1) 市場風險 (續)

(b) 利率風險 (續)

本集團財務部門持續監控集團利率水平。利率上升會增加新增帶息債務的成本以及本集團尚未付清的以浮動利率計息的帶息債務的利息支出，並對本集團的財務業績產生重大的不利影響，管理層會依據最新的市場狀況及時作出調整，這些調整可能是進行利率互換的安排來降低利率風險。於本年度本集團並無利率互換安排。

(2) 信用風險

本集團信用風險主要產生於銀行存款、應收賬款及其他應收款。

本集團貨幣資金主要為存放於聲譽良好並擁有較高信用評級的國有銀行和其他大中型上市銀行的銀行存款，本集團認為其不存在重大的信用風險，幾乎不會產生因銀行違約而導致的重大損失。

此外，對於應收賬款、其他應收款和合同資產等，本集團設定相關政策以控制信用風險敞口。本集團基於對客戶的財務狀況、從第三方獲取擔保的可能性、信用記錄及其他因素諸如目前市場狀況等評估客戶的信用資質並設置相應信用期。本集團會定期對客戶信用記錄進行監控，對於信用記錄不良的客戶，本集團會採用書面催款、縮短信用期或取消信用期等方式，以確保本集團的整體信用風險在可控的範圍內。

於2018年12月31日，本集團無重大的因債務人抵押而持有的擔保物或其他信用增級。

(3) 流動風險

本集團內各子公司負責其自身的現金流量預測。本集團在匯總各子公司現金流量預測的基礎上，在集團層面持續監控短期和長期的資金需求，以確保維持充裕的現金儲備和可供隨時變現的有價證券；同時持續監控是否符合借款協議的規定，從主要金融機構獲得提供足夠備用資金的承諾，以滿足短期和長期的資金需求。

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12 FINANCIAL INSTRUMENT AND RISK (Continued)

(3) Liquidity risk (Continued)

The financial liabilities of the Group at the balance sheet date are analysed by their maturity date below at their undiscounted contractual cash flows:

十二 金融工具及其風險 (續)

(3) 流動風險 (續)

於資產負債表日，本集團各項金融負債以未折現的合同現金流量按到期日列示如下：

		31 December 2018 2018年12月31日				Total 合計
		Within 1 year 一年以內	1 to 2 years 一到二年	2 to 5 years 二到五年	Over 5 years 五年以上	
Short-term borrowings	短期借款	379,450,000	-	-	-	379,450,000
Accounts payable	應付賬款	191,749,574	-	-	-	191,749,574
Other payables	其他應付款	770,652,096	-	-	-	770,652,096
Debentures payable	應付債券	1,820,000,000	-	-	-	1,820,000,000
Interests and expense payable for debentures	將來應付債券利息及費用	183,964,932	-	-	-	183,964,932
Long-term payables	長期應付款	84,801,900	335,744,510	44,365,003	98,358,737	563,270,150
		3,430,618,502	335,744,510	44,365,003	98,358,737	3,909,086,752

		31 December 2017 2017年12月31日				Total 合計
		Within 1 year 一年以內	1 to 2 years 一到二年	2 to 5 years 二到五年	Over 5 years 五年以上	
Accounts payable	應付賬款	77,926,873	-	-	-	77,926,873
Other payables	其他應付款	710,909,107	-	-	-	710,909,107
Debentures payable	應付債券	-	1,820,000,000	-	-	1,820,000,000
Long-term borrowings	長期借款	115,000,000	259,000,000	305,000,000	-	679,000,000
Interests and expense payable for debentures	將來應付債券利息及費用	167,212,603	99,109,616	23,503,562	-	289,825,781
Long-term payables	長期應付款	100,751,426	1,466,365,845	-	-	1,567,117,271
		1,171,800,009	3,644,475,461	328,503,562	-	5,144,779,032

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12 FINANCIAL INSTRUMENT AND RISK (Continued)

(3) Liquidity risk (Continued)

Bank borrowings and other borrowings (including debentures payable, finance lease payable and entrusted loans payable) are analysed by repayment terms as follows:

		31 December 2018		31 December 2017	
		2018年12月31日		2017年12月31日	
		Bank borrowings	Other borrowings	Bank borrowings	Other borrowings
		銀行借款	其他借款	銀行借款	其他借款
Within 1 year	1年以內	379,450,000	2,088,766,832	115,000,000	100,751,426
1 to 2 years	1至2年	-	41,396,439	259,000,000	1,872,647,042
2 to 5 years	2至5年	-	44,365,003	305,000,000	-
Over 5 years	超過5年	-	98,358,737	-	-
		379,450,000	2,272,887,011	679,000,000	1,973,398,468

As at 31 December 2018, debentures payable and long-term payables of the Group amounted to RMB2,283,568,301 in total, included in which RMB1,899,553,213 was due within one year (Note 4(21)). In addition, as at 31 December 2018, the balance of construction cost payable and quality guarantee deposit recognised as other payables of the Group was RMB522,779,118 (Note 4(20)) and the Group's capital commitments amounted to RMB1,703,132,442 (Note 10(1)). In order to properly cope with the liquidity risk of the Group, the Company has obtained long-term interest-free loans of approximately RMB850 million from related parties in March 2019 and repaid the Meilan Debentures with principal amount of RMB800 million upon its maturity on 15 March 2019 (note 4(23)); Haikou Meilan and the Company have signed the loan agreement with the China Development Bank in relation to the Phase II Expansion Project of Meilan Airport. The Company has not yet drawn down the loan facility of RMB3.9 billion as at 31 December 2018. Management has prepared the Group's cash flow forecast for the following 12 months, by taking into account the expected operating cash inflows, and the banking facilities the Group has obtained, management is of the view that the Group would have sufficient funds to settle the debts due within twelve months from 31 December 2018.

於2018年12月31日，本集團應付債券和長期應付款金額合計為人民幣2,283,568,301元，其中一年內到期的款項為人民幣1,899,553,213元(附註四(21))。此外，於2018年12月31日，本集團確認為其他應付款的應付設備工程款及工程質保金餘額為人民幣522,779,118元(附註四(20))，資本性支出承諾為人民幣1,703,132,442元(附註十(1))。為妥善應對本集團流動性風險，本公司於2019年3月已收到關聯方給予的長期免息借款約人民幣8.5億元，並於2019年3月歸還了到期的本金為人民幣8億元的美蘭債(附註四(23))；海口美蘭和本公司已與國家開發銀行就美蘭機場二期擴建項目簽署貸款協議，本公司獲分配的貸款額度人民幣39億元尚未使用。根據管理層編製的本集團未來12個月現金流預測，結合預期的經營活動現金流入及本集團已獲得的貸款額度，管理層估計本集團有充足的資金償付自2018年12月31日起12個月內到期的債務。

十二 金融工具及其風險(續)

(3) 流動風險(續)

銀行借款及其他借款(包括應付債券、應付融資租賃款、應付委託貸款及應付委託管理費)償還期分析如下：

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13 FAIR VALUE ESTIMATES

Based on the lowest level input that is significant to the fair value measurement in its entirety, the fair value hierarchy has the following levels:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for the asset or liability that are not based on observable market data.

(1) Assets and liabilities not measured at fair value but for which the fair value is disclosed

Financial assets and liabilities measured at amortised cost mainly represent receivables, payables, long-term borrowings, debentures payable and long-term payables.

Except for financial liabilities listed below, the carrying amounts of financial assets and liabilities not measured at fair value is a reasonable approximation of their fair values.

十三公允價值估計

公允價值計量結果所屬的層次，由對公允價值計量整體而言具有重要意義的輸入值所屬的最低層次決定：

第一層次：相同資產或負債在活躍市場上未經調整的報價。

第二層次：除第一層次輸入值外相關資產或負債直接或間接可觀察的輸入值。

第三層次：相關資產或負債的不可觀察輸入值。

(1) 不以公允價值計量但披露其公允價值的資產和負債

本集團以攤餘成本計量的金融資產和金融負債主要包括：應收款項、應付款項、長期借款、應付債券和長期應付款等。

除下述金融負債以外，其他不以公允價值計量的金融資產和負債的賬面價值與公允價值差異很小。

		31 December 2018 2018年12月31日		31 December 2017 2017年12月31日	
		Carrying amount	Fair value	Carrying amount	Fair value
		賬面價值	公允價值	賬面價值	公允價值
Financial liabilities - Meilan debentures	金融負債 - 美蘭債	799,806,848	784,000,000	797,948,372	791,760,000
Guohai private equity debentures I	國海私募 中票一期	499,425,742	499,700,000	497,675,240	521,590,000
Guohai private equity debentures II	國海私募 中票二期	519,043,893	520,000,000	517,681,980	522,944,200
		1,818,276,483	1,803,700,000	1,813,305,592	1,836,294,200

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13 FAIR VALUE ESTIMATES (Continued)

(1) Assets and liabilities not measured at fair value but for which the fair value is disclosed (Continued)

The fair values of debentures payable are determined at quoted prices in an active market and is categorised in Level 1 of the fair value hierarchy. The fair value of debentures payables which are not in an active market is the present value of the contractually determined stream of future cash flows discounted at the rate of interest applied at that time by the market to instruments of comparable credit status and providing substantially the same cash flows on the same terms, and categorised within Level 3 of the fair value hierarchy.

The fair value of Meilan debentures is determined by quoted prices of the Shanghai Stock Exchange on the last trading day prior to 31 December 2018.

14 CAPITAL MANAGEMENT

The Group's capital management policies aim to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, refund capital to shareholders, issue new shares or sell assets to reduce debts.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including bank borrowings, debentures payable, finance lease payable and entrusted loans payable) less cash and cash equivalents. Total capital is calculated as 'shareholder's equity' as shown in the consolidated balance sheet plus net debt.

The Group's total capital is calculated as 'owners' equity' as shown in the balance sheet. The Group is not subject to external mandatory capital requirements and monitors capital on the basis of the gearing ratio.

十三 公允價值估計(續)

(1) 不以公允價值計量但披露其公允價值的資產和負債(續)

存在活躍市場的應付債券，以活躍市場中的報價確定其公允價值，屬於第一層級。不存在活躍市場的應付債券，以合同規定的未來現金流量按照市場上具有可比信用等級並在相同條件下提供幾乎相同現金流量的利率進行折現後的現值確定其公允價值，屬於第三層次。

美蘭債的公允價值以上海證券交易所2018年12月31日之前最近一交易日報價確定。

十四 資本管理

本集團資本管理政策的目標是為了保障本集團能夠持續經營，從而為股東提供回報，並使其他利益相關者獲益，同時維持最佳的資本結構以降低資本成本。

為了維持或調整資本結構，本集團可能會調整支付給股東的股利金額、向股東返還資本、發行新股或出售資產以減低債務。

本集團利用資本負債比率監控其資本。該比率按照債務淨額除以總資本計算。債務淨額為總借款(包括銀行借款、應付債券、應付融資租賃款和應付委託貸款)減去現金及現金等價物。總資本為合併資產負債表中所列示的股東權益與債務淨額之和。

本公司的總資本為資產負債表中所列示的所有者權益。本公司不受制於外部強制性資本要求，利用資產負債率監控資本。

NOTES TO THE FINANCIAL STATEMENTS

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14 CAPITAL MANAGEMENT (Continued)

The gearing ratios of the Group at 31 December 2018 and 31 December 2017 were as follows:

十四資本管理(續)

2018年12月31日及2017年12月31日，本集團資本負債比率計算如下：

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Total borrowings	總借款		
Bank borrowings	銀行借款	379,450,000	675,003,253
Debentures payable	應付債券	1,818,276,483	1,813,305,592
Finance lease payable	應付融資租賃款	65,294,938	92,336,838
Entrusted management fee payable	應付委託管理費	78,070,000	-
Entrusted loans payable	應付委託貸款	27,578,809	53,369,572
		2,368,670,230	2,634,015,255
Less: Cash and cash equivalents	減：現金及現金等價物	(81,958,509)	(672,968,315)
Net liabilities	債務淨額	2,286,711,721	1,961,046,940
Shareholders' equity	股東權益	4,571,939,621	4,091,993,288
Total capital	總資本	6,858,651,342	6,053,040,228
Gearing ratio	資本負債比率	33.34%	32.40%

15 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS

(1) Other receivables

十五公司財務報表附註

(1) 其他應收款

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Receivables from subsidiaries	應收子公司往來款	8,596,082	20,965,545
Compensation paid on behalf of and due from airlines	應收航空公司賠償款	18,015,476	6,700,850
Interests receivable	應收利息	-	10,331,985
Others	其他	2,263,288	2,191,616
		28,874,846	40,189,996
Less: Provision for bad debt	減：壞賬準備	(130,427)	-
		28,744,419	40,189,996

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15 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (Continued)

十五公司財務報表附註(續)

(2) Long-term equity investments

(2) 長期股權投資

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Subsidiaries (Note (a))	子公司(附註(a))		
– Unlisted companies	– 非上市公司	18,200,000	15,200,000
Associates (Note 4(7))	聯營公司(附註四(7))		
– Unlisted companies	– 非上市公司	1,396,571,910	1,373,582,971
Less: Provision for impairment of long-term equity investments	減：長期股權投資減值準備	–	–
		1,414,771,910	1,388,782,971

There is no significant restriction on sale of the long-term equity investments held by the Company.

本公司不存在長期投資變現的重大限制。

(a) Subsidiaries

(a) 子公司

		31 December 2017 2017年 12月31日	Increase in investment 增加投資	31 December 2018 2018年 12月31日
Meilan Cargo	美蘭貨運	10,200,000	–	10,200,000
Hotel Investment	酒店投資	5,000,000	–	5,000,000
HNA Fund Management	海航基金管理	–	3,000,000	3,000,000
		15,200,000	3,000,000	18,200,000

(3) Employee benefits payable

(3) 應付職工薪酬

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Short-term employee benefits payable (Note (a))	應付短期薪酬(附註(a))	14,991,276	23,755,655
Defined contribution plans payable (Note (b))	應付設定提存計劃(附註(b))	100,598	–
Termination benefits payable (Note (c))	應付辭退福利(附註(c))	96,066	378,990
		15,187,940	24,134,645

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15 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (Continued)

十五公司財務報表附註(續)

(3) Employee benefits payable (Continued)

(3) 應付職工薪酬(續)

(a) Short-term employee benefits

(a) 短期薪酬

		31 December 2017 2017年 12月31日	Increase in current year 本年增加	Decrease in current year 本年減少	31 December 2018 2018年 12月31日
Wages and salaries, bonuses, allowances and subsidies	工資、獎金、津貼和補貼	21,439,591	114,949,029	(127,249,879)	9,138,741
Staff welfare	職工福利費	–	1,320,878	(1,320,878)	–
Social security contributions	社會保險費	1,331	4,445,899	(4,137,643)	309,587
Including: Medical insurance	其中：醫療保險費	937	4,070,492	(3,762,787)	308,642
Work injury insurance	工傷保險費	175	119,468	(119,168)	475
Maternity insurance	生育保險費	219	255,939	(255,688)	470
Supplementary medical insurance	補充醫療保險	–	–	–	–
Housing funds	住房公積金	11,498	7,086,238	(7,085,790)	11,946
Labour union funds and employee education funds	工會經費和職工教育經費	2,303,235	3,566,000	(338,233)	5,531,002
		23,755,655	131,368,044	(140,132,423)	14,991,276

(b) Defined contribution plans

(b) 設定提存計劃

		31 December 2018 2018年12月31日		31 December 2017 2017年12月31日	
		Amount payable 應付金額	Ending balance 年末餘額	Amount payable 應付金額	Ending balance 年末餘額
Basic pensions	基本養老保險	9,539,459	–	9,440,689	–
Unemployment insurance	失業保險費	776,414	100,598	590,634	–
		10,315,873	100,598	10,031,323	–

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15 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (Continued)

十五公司財務報表附註(續)

(3) Employee benefits payable (Continued)

(3) 應付職工薪酬(續)

(c) Termination benefits payable

(c) 應付辭退福利

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Early retirement benefits payable	應付內退福利	178,770	570,054
Less: Termination benefits payable over 1 year resented in long-term employee benefits payable	減：列示於長期應付職工薪酬的 一年以上應付內退福利	(82,704)	(191,064)
		96,066	378,990

(4) Long-term payables

(4) 長期應付款

		31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
Payables to Haikou Meilan (Note 4(24)(a))	應付海口美蘭(附註四(24)(a))	294,348,071	1,410,782,700
Payables to subsidiary Ruigang Logistics	應付瑞港物流	214,794,687	-
Payables to subsidiary Meilan Cargo	應付美蘭貨運	107,037,560	82,255,663
Payable for finance lease (Note 4(24)(b))	應付融資租賃款(附註四(24)(b))	65,294,938	92,336,838
Payable for entrusted loans (Note 4(24)(c))	應付委託貸款(附註四(24)(c))	27,578,809	53,369,572
Others	其他	-	2,936,103
		709,054,065	1,641,680,876
Less: Current portion of entrusted loans (Note 4(21))	減：一年內到期的委託貸款 (附註四(21))	(27,578,809)	(32,098,830)
Less: Current portion of finance lease payable (Note 4(21))	減：一年內到期的應付融資租 賃款(附註四(21))	(43,687,921)	(68,652,596)
		637,787,335	1,540,929,450

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15 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (Continued)

十五公司財務報表附註(續)

(5) Revenue, cost of sales, selling and distribution expenses and general and administrative expenses

(5) 營業收入和營業成本、銷售費用及管理費用

		2018	2017
		2018 年度	2017 年度
Revenue	營業收入		
Aeronautical:	航空性業務：		
Passenger service income	旅客服務收入	345,919,512	306,327,568
Refund of Civil Aviation Development Fund	民航發展基金返還補貼	250,367,077	260,875,858
Ground handling services income	地面服務收入	148,759,331	111,665,899
Fees and related charges on aircraft takeoff and landing	飛機起降及相關收費	128,267,182	111,979,196
		873,313,102	790,848,521
Non-aeronautical:	非航空性業務：		
Franchise income	特許經營權收入	400,505,151	381,087,859
Rental income	租金	136,588,485	58,740,598
VIP room income	貴賓室收入	41,157,501	26,680,324
Parking income	停車場	11,993,993	19,595,233
Other income	其他	83,890,778	79,044,597
		674,135,908	565,148,611
		1,547,449,010	1,355,997,132

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15 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (Continued)

(5) Revenue, cost of sales, selling and distribution expenses and general and administrative expenses

(Continued)

Cost of sales, selling and distribution expenses and general and administrative expenses mainly include the following items:

十五公司財務報表附註(續)

(5) 營業收入和營業成本、銷售費用及管理費用(續)

營業成本、銷售費用及管理費用主要由以下項目構成：

		2018	2017
		2018 年度	2017 年度
Depreciation expenses of fixed assets	固定資產折舊費用	137,510,232	103,228,247
Sub-contracted labour costs	勞務派遣人員費用	116,012,602	101,097,150
Employee salaries and benefit expenses	員工工資及福利費用	89,743,125	110,149,980
Airport and logistic services fee	機場及外勤綜合服務費	55,788,586	53,573,010
Repairs and maintenance	維修費用	40,931,199	55,332,932
Utilities	水電費	36,213,047	36,016,201
Depreciation of investment properties	投資性房地產折舊費	35,714,558	17,883,940
Security costs	護衛隊業務支出	18,660,881	17,962,098
VIP room costs	貴賓室業務支出	15,928,312	7,086,810
Flight delays meal allowance	航班延誤配餐費	9,287,359	16,760,768
Parking lot costs	停車場業務支出	4,036,339	7,123,852
Handling fees of CAAC Settlement Center	民航清算中心手續費	4,682,918	4,764,052
Amortisation of intangible assets	無形資產攤銷	3,706,178	3,868,670
Audit fees	審計師費用	2,749,396	2,115,623
- Audit and review service	- 審計及審閱服務	2,236,000	2,026,000
- Non-audit service	- 非審計服務	513,396	89,623
Travelling expenses	差旅費	1,344,013	2,531,339
Others	其他	34,672,259	62,712,166
		606,981,004	602,206,838

