



度假让 生活更美好

BETTER HOLIDAY
BETTER LIFE

FOSUN *Holiday*
复星旅文

复星旅游文化集团 FOSUN TOURISM GROUP

A company incorporated under the laws of the Cayman Islands with limited liability

(Stock Code: 01992)

2024
INTERIM REPORT



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	For the six months ended 30 June	
	2024 RMB'000	2023 RMB'000
Revenue	9,414,566	8,898,817
Club Med and Others	8,169,606	7,500,779
Atlantis Sanya	860,440	928,456
Vacation Asset Management Center	294,013	387,935
Foryou Club and Other Services	90,507	81,647
Gross profit	3,206,501	3,076,622
Operating profit	1,036,480	1,352,415
Profit before income tax	387,816	678,550
Profit for the period	317,154	490,332
Profit attributable to equity holders of the Company	321,838	471,840
Adjusted EBITDA	2,086,517	2,299,661
Adjusted net profit	332,745	513,215
Earnings per share — basic (in RMB)	0.26	0.38
Earnings per share — diluted (in RMB)	0.26	0.38
Interim dividend per share (in HKD)	Nil	Nil

BETTER HOLIDAY BETTER LIFE



Our Group is one of the worldwide leading leisure-focused integrated tourism groups with four business segments, namely “Club Med and Others”, “Atlantis Sanya”, “Vacation Asset Management Center” and “Foryou Club and Other Services”. Throughout our mission, “Better Holiday, Better Life”, we endeavor to pioneer a holiday lifestyle and create a world-leading family leisure and tourism ecosystem.

In the first half of 2024, the Group’s global business grew steadily as the tourism market continued its global recovery. The Business Volume of the Group’s tourism operation, at the constant exchange rate, of RMB10,648.8 million, representing a year-on-year increase of 10.5%. Our revenue reached RMB9,414.6 million, representing a year-on-year increase of 5.8%.



Meanwhile, macroeconomic uncertainties and geopolitical tensions continued challenging the global tourism industry. In the first half of 2024, our gross profit achieved RMB3,206.5 million, representing a year-on-year increase of 4.2%. Adjusted EBITDA reached RMB2,086.5 million. Adjusted EBITDA, excluding the one-off gain on disposal of Resorts, increased by 2.8% year-on-year. For the six months ended 30 June 2024, profit attributable to equity holders of the Company, excluding the one-off gain on disposal of Resorts, increased by 20.3% compared to the same period in 2023. Profit attributable to equity holders of the Company was RMB321.8 million (there is a one-off gain from the disposal of Kemer Resort and the sale and leaseback of Les Bouncaniers Resort for the same period in 2023).

CLUB MED AND OTHERS





CLUB MED

Club Med, headquartered in France and founded in 1950, is the world leader in high-end, experience-oriented all-inclusive vacations for families and couples alike. As of 30 June 2024, Club Med has sales and marketing operations in more than 40 countries and regions across six continents, and operates 67 resorts, of which 34 Resorts (including a cruise ship) are in EMEA, 12 Resorts are in the Americas and 21 Resorts are in the Asia Pacific region (including 10 Resorts in China). In terms of business models, 10 Resorts are under ownership model, 41 Resorts are under lease model, and 16 Resorts are under management contract model. In the first half of 2024, Direct (and semi-Direct) sales proportion through the global sales network of Club Med reached 71.1%.

In the first half of 2024, Club Med business achieved another record-breaking performance, driven mainly by the significant growth in mountain business, largely attributable to customers from EMEA and Brazil. The business in the Americas continued to show a good performance and Asia Pacific achieved a strong growth following the lifting of travel restrictions. Following the recovery after reopening, China continued to witness a domestic travel rebound in the first half of 2024.

In the first half of 2024, the **Business Volume**¹ of Club Med amounted to RMB8,894.4 million, representing an increase of 10.3% as compared to that of the same period in 2023.

All three regions, namely the Americas, EMEA and Asia Pacific, achieved profitable growth. Compared to the same period in 2023, the Business Volume¹ of Club Med in the Americas increased by 9.7%, in EMEA by 5.6%, and in Asia Pacific by 32.5%. The Business Volume¹ of Club Med in Mainland China recorded RMB381.9 million in the first half of 2024, which is 20.5% higher year-on-year and 33.0% higher by excluding the non-recurring items of the same period in 2023. In terms of Business Volume¹, China outbound business increased by 5 times as compared to the same period in 2023, meanwhile inbound travel to Chinese Resorts increased by 7 times as compared to the same period in 2023.

In the first half of 2024, the **capacity** of Club Med increased by 3.6% as compared to that of the same period in 2023. In particular, the capacity of Resorts in Asia Pacific and the Americas increased by 10.3% and 3.2% respectively, and in the EMEA remained flat as compared to that of the same period in 2023.

In the first half of 2024, the **global average Occupancy Rate by Room** of Club Med reached 70.4%, increasing by 0.8 percentage points as compared to that of the same period in 2023; while the Average Daily Bed Rate was RMB1,922.0, at constant exchange rate, representing an increase of 8.1% as compared to that of the same period in 2023, showing the effective advancement of the upscale strategy.

The adjusted EBITDA of Resort operation increased to RMB2,002.6 million for the first half of 2024, while the adjusted EBITDA was RMB1,987.2 million for the same period in 2023.

In the first half of 2024, Club Med sustained its recovery around all three regions, following the strong rebound in 2023, even though the business was impacted by the economic uncertainties, high inflation in all regions and China outbound business not yet at pre-pandemic level.

In respect of operating profit, each Club Med business in EMEA, the Americas and Asia Pacific continued to improve as compared to that of the same period in 2023.

¹ At constant exchange rate.



Club Med Da Balaia, Portugal



*Club Med Punta Cana,
Dominican Republic*

For the six months ended 30 June

	2024	2023
Business Volume ¹ by customer booking locations (<i>RMB million</i>)		
EMEA	5,038.0	4,772.5
Of which France	2,992.4	2,796.3
Americas	2,420.9	2,205.9
Asia Pacific	1,435.5	1,083.7
Of which Mainland China	381.9	317.0
Total	8,894.4	8,062.1

The following table sets out the capacity of Resorts by type of Resorts and by locations for respective period:

For the six months ended 30 June

Type of Resorts	2024	2023
	'000	'000
Capacity		
Mountain	1,783.9	1,745.5
Sun	3,991.8	3,897.7
Club Med Joyview/Club Med Urban Oasis	617.7	525.4
Total	6,393.4	6,168.6
Premium & Exclusive Collection% ²	99.2%	96.9%
Capacities of Resorts by locations		
EMEA	2,609.2	2,624.0
Americas	1,835.2	1,778.2
Asia Pacific	1,949.0	1,766.4
Total	6,393.4	6,168.6

¹ At constant exchange rate.

² Premium & Exclusive Collection percentage is based on Resorts beds capacity (including Villas & Chalets).

BUSINESS OVERVIEW

The following table sets out the number of customers by regions and by countries for respective period:

	For the six months ended 30 June	
	2024	2023
Number of customers by customer booking locations (<i>Thousands</i>)		
EMEA	310	314
Of which France	191	191
Americas	213	207
Asia Pacific	255	245
Of which Mainland China	128	127
Total	778	766

Certain key information with respect to our Resort operations in the period of January to June 2024 and 2023 is set out as below respectively:

	For the six months ended 30 June	
	2024	2023
Business Volume ¹ (<i>RMB million</i>)	8,894.4	8,062.1
Capacity of Resorts (<i>in thousands</i>)	6,393.4	6,168.6
Average Occupancy Rate by Room	70.4%	69.6%
Average Daily Bed Rate ¹ (<i>RMB</i>)	1,922.0	1,777.8
Revenue per Bed ¹ (<i>RMB</i>)	1,188.8	1,100.7

¹ At constant exchange rate.





Club Med Joyview Heilongtan, China

In the first half of 2024, the Americas region had a strong business activity, and the Business Volume¹ increased by 9.7% as compared to that of the same period in 2023.

The “halo” effect of the opening of the first Resort in Canada in late 2021 has made Canada become a strategic country for Club Med and propelled the business development across the North America. In the first half of 2024, the North America achieved 8.1% growth of Business Volume¹, as compared to that of the same period in 2023.

In South America, Club Med has successfully capitalized on the opportunities of the strong recovery of Brazilian domestic market, and the solid momentum of ski vacations in the Alps. In the first half of 2024, Brazil became the second sales market in terms of Business Volume¹, increasing by 6.0% as compared to that of the same period in 2023.

Benefiting from our new La Rosière Exclusive Collection Space in the French Alps, which is composed of 43 suites attached to the La Rosière Resort; the Business Volume¹ of our EMEA region stood at RMB5,038.0 million in the first half of 2024, increasing by 5.6% as compared to that of the same period in 2023.

In Asia Pacific, the Business Volume¹ in the first half of 2024 increased by 32.5% as compared to that of the same period in 2023.

In April 2024, we completed the sale of the French Resort Cargèse. This transaction brought a net cash flow of RMB77.8 million and a net gain on disposal of RMB14.7 million.

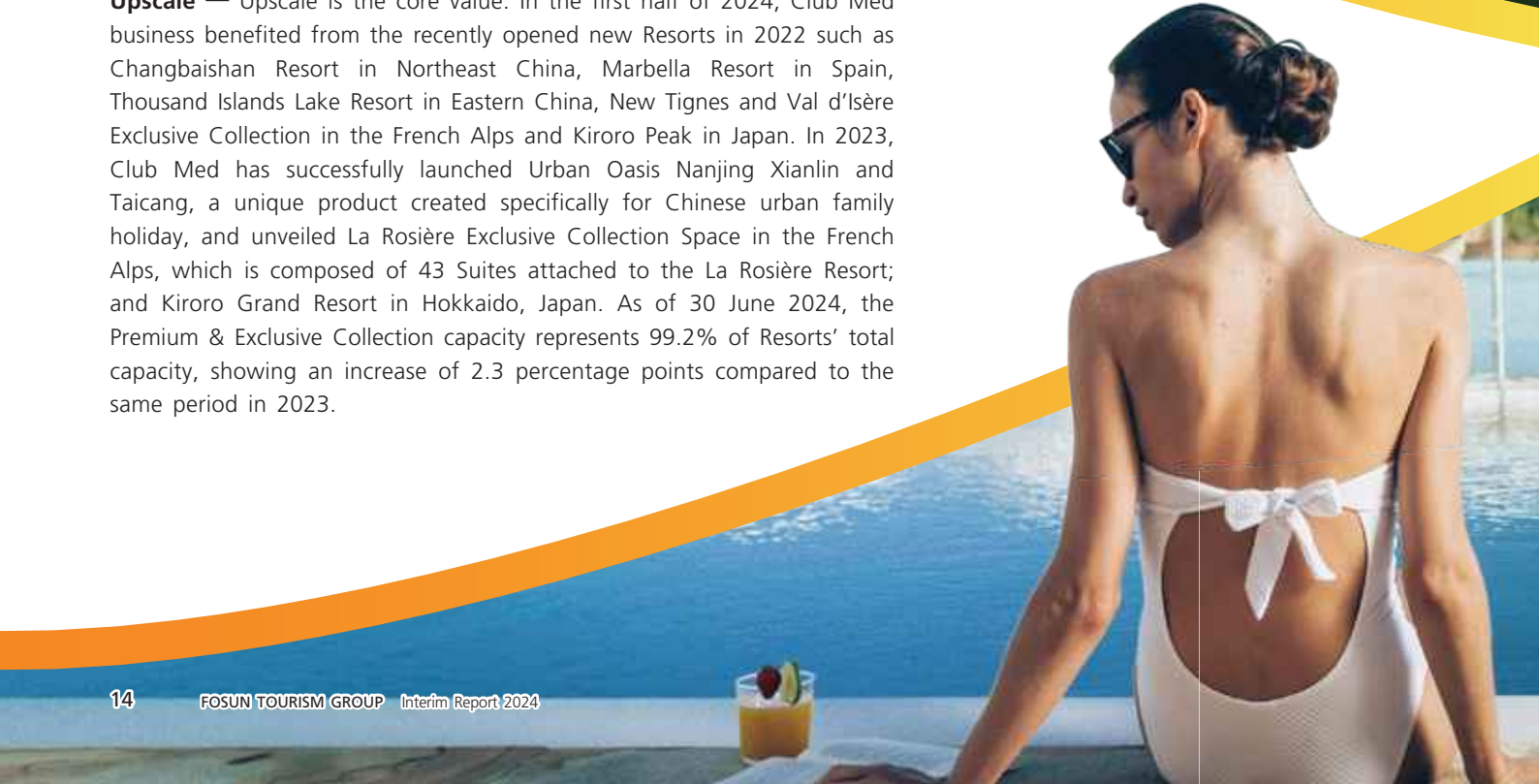
In the first half of 2024, the free cash flow stood at RMB785.2 million, remaining flat as compared to that of the same period in 2023.

Club Med further focused and enhanced the “five-pillar strategy” to continue to strengthen our Resort business:

¹ At constant exchange rate.



Upscale — Upscale is the core value. In the first half of 2024, Club Med business benefited from the recently opened new Resorts in 2022 such as Changbaishan Resort in Northeast China, Marbella Resort in Spain, Thousand Islands Lake Resort in Eastern China, New Tignes and Val d'Isère Exclusive Collection in the French Alps and Kiroro Peak in Japan. In 2023, Club Med has successfully launched Urban Oasis Nanjing Xianlin and Taicang, a unique product created specifically for Chinese urban family holiday, and unveiled La Rosière Exclusive Collection Space in the French Alps, which is composed of 43 Suites attached to the La Rosière Resort; and Kiroro Grand Resort in Hokkaido, Japan. As of 30 June 2024, the Premium & Exclusive Collection capacity represents 99.2% of Resorts' total capacity, showing an increase of 2.3 percentage points compared to the same period in 2023.







Hospitality Employer of Choice — As the tourism industry is facing workforce & talents shortage, recruitment, retention, and development of talents become more important than ever and requiring to adapt to new expectations. Club Med's ambition is to offer "life-changing experience" to its employees, through personalized management, trainings and fast-track career paths. This is the objective of Club Med global HR project "Match with us" organized in 3 streams: **Teams Engagement**, its goal is to attract the G.Os best suited to Club Med thanks to a new candidate and recruiter experience, inspire Club Med teams around Club Med Mission, Spirit and Values and create the best conditions to retain, engage and develop our teams; **Leadership** model is to clarify what is a leader at Club Med and better develop our future leaders; and **Efficiency** to improve our tools and report in order to boost the efficiency of our HR organizations. Reference is made to page VI-62 to VI-64 of the Company's

prospectus dated 30 November 2018 regarding "Management Equity Plan of Club Med Holding". From 19 February 2024 to 30 June 2024 (CET time), 56 participants (including connected persons) exercised their put option in respect of direct or indirect interest in Club Med Holding.

Glocalization — Balancing markets and destinations to achieve sustainable growth and to diversify regional operational risks, at the same time, further exploring the short-haul markets to support the resilience of our business in an uncertain global geopolitical, economic and climatic environment. In the first half of 2024, France remained the largest market worldwide, and contributed Business Volume¹ of RMB2,992.4 million, accounting for 33.6% of global Business Volume; increasing by 7.0% as compared to that of the same period in 2023. This increase was explained by the strong rebound in demand of ski holidays and long-haul destinations.

¹ At constant exchange rate.

Happy to Care — Since 2021, Happy to Care is a strategic pillar around our corporate social responsibility approach. For instance, Club Med strived to make sure that all of our current Resorts are certified Green Globe¹ and we target BREEAM² or other equivalent eco-certifications for all our new constructions or significant renovations, to protect the environment during the building and the operation phases. Club Med aims to cease using single-use plastic and reduce plastic water bottle consumption by deploying the project “Bye-bye Plastic” and to limit our food waste production.

Furthermore, contribution to local development is key in our Happy to Care strategy, through natural levers such as local purchasing, employment and through our Foundation, in support of vulnerable youth and environmental protection, including the accelerated development of agro-ecological supply chains around our Resorts through our “Green Farmer” program.

In addition, in the first half of 2024, the Happy to Care roadmap is being strengthened; existing commitments are being reviewed towards higher or more precise performance targets and complemented with new targets related to climate. In this respect, a project-based approach has been launched to accelerate the ESG dynamic, restate the ambition, and include climate policy.

Happy Digital & C2M Strategy — Direct (and semi-Direct) sales proportion through the sales network of Club Med reached 71.1% in the first half of 2024, remaining flat as compared to that of the same period in 2023. 27.3% of our individual customers chose to book online, representing an increase of 2.7 percentage points compared to the same period in 2023.

To enhance its customer experience and its employees’ efficiency, Club Med announced a new stage in its digital transformation with the integration of artificial intelligence (AI). In 2022, Club Med created its own Data Factory, a platform for data management. Since March 2023, Club Med has implemented a generative AI strategy (AI that uses existing content for learning purpose to generate new content — texts, sounds, images and etc.) to continue enriching the customer experience and free up the time of its teams to focus on value-driven tasks. In the first half of 2024, Club Med launched a new conversational Bot on WhatsApp, developed with artificial intelligence, for customers in Brazil, to answer questions regarding Resort information, prices and etc. This new BOT met with strong success for the Brazilian customers and will be deployed to other markets in the second half of 2024.

¹ The Green Globe certification has indicators covering the entire corporate social responsibility process of sustainable tourism. This demanding certification certifies an establishment’s commitment to an active approach to sustainable tourism and ensures that it achieves a high level of performance and instills good practices concerning environmental, social and societal issues.

² It is the world’s leading sustainability assessment method for master planning projects, infrastructure and buildings. It recognizes and reflects the value in higher performing assets across the built environment lifecycle, from new construction to in-use and refurbishment.



Club Med Albion Villas, Mauritius



In the first half of 2024, Club Med worked on a new booking engine for its direct sales teams and indirect commercial partners, to improve technical performance and experience and thus allow a smoother reservation process. The deployment is finalized in all markets.

In the first half of 2024, Club Med finalized the launch of its new website, with the new brand identity at the core. This website will be specific in every country, to strengthen its global and international brand image. The user experience has also been improved for greater fluidity, and performance has been optimized. The website will be fully deployed in 30 markets by September 2024.

While dealing with the business rebound, Club Med also re-adjusted its investments to secure key projects including the future opening, the maintenance and renovation of its existing Resorts. The capital expenditure of Resort operation for the six months ended 30 June 2024 was RMB317.0 million, decreasing by 4.2% as compared to that of the same period in 2023.

As of 30 June 2024, the liquidity¹ stood at RMB1,673.5 million.

In terms of Resort opening, we newly opened Club Med Joyview Heilongtan Resort in July 2024, making debut of Club Med Joyview collection in Southwestern China. By 2026, together with new opening and renovation, partially offset by closure of obsolete Resorts, Club Med anticipates an increase of annual capacity of approximately 13% compared to that in 2023.

Club Med continues its development with a focus on 2 strategic products lines playing a crucial role in its business model: Mountain and Exclusive Collection.

As of 30 June 2024, Club Med operates 24 Mountain Resorts located in the heart of the most beautiful summits in the French and European Alps, as well as in China, Canada, and Japan. In the first half of 2024, the Business Volume² of Club Med Mountain Resorts increased by 21.7% as compared to that of the same period in 2023 and it represented 45% of global Business

Volume. Such increase was due to the excellent all-inclusive value proposition, with an unrivalled on or off ski experience with a large range of activities for families. In the first half of 2024, Club Med Mountain Resorts received 239,000 customers from all over the world.

Another strategic product is Club Med Exclusive Collection, the luxury range with the most premium Resorts of Club Med portfolio. In the first half of 2024, this portfolio consisted of 5 Exclusive Collection Resorts, 10 Exclusive Collection Spaces, 4 addresses of Villas and Chalets, and 1 Cruise Ship Club Med 2, representing 13% global capacity of Club Med. In the first half of 2024, Club Med Exclusive Collection accounted for 17% of Club Med global Business Volume and received 73,000 customers.

It is expected to witness a sustainable growth in bookings in the second half of 2024 and the first half of 2025 as the demand for summer holidays and ski season of next year continues to gain momentum. As of 3 August 2024, the accumulated bookings for the second half of 2024, expressed in Business Volume of Stays, Tours and Services at constant exchange rate, increasing by approximately 6% compared to that for the second half of 2023 as of the same period in 2023. As of 3 August 2024, the cumulative bookings for the first half of 2025, expressed in Business Volume of Stays, Tours and Services at constant exchange rate, increasing by approximately 11% compared to that for the first half of 2024 as of the same period in 2023.

MINIVERSITY

Our international learning and playing club, Miniversity (迷你營), created summer parent-child activities and Winter/Summer Camp through collaboration with the FOSUN HOLIDAY ecosystem. The Business Volume reached RMB9.2 million in the first half of 2024, increased by 52.5% as compared to that of the same period of 2023. The Winter/Summer Camp and parent-child activities were well recognized by consumers and achieved a growth of 46.7% in terms of the number of bookings for the Winter/Summer Camp and parent-child activities as of 30 June 2024 as compared to that of the same period of 2023.

¹ Liquidity refers to cash, cash equivalent, unused overdrafts and credit line.

² At constant exchange rate.

BUSINESS OVERVIEW

No.	Name of Resort	Number of Beds	Duration ⁽¹⁾	Number of Rooms	Trident ⁽²⁾	Location	Year of opening ⁽³⁾	Type	Operating Model ⁽⁴⁾
EMEA									
1	Albion	608	Permanent	255	5	Mauritius	2007	Sun	Leased
2	Albion Villas	168	Permanent	30	5	Mauritius	2010	Sun	Leased
3	Bodrum	484	Seasonal	224	4	Turkey	1995	Sun	Managed
4	Cap Skirring	413	Seasonal	204	4	Senegal	1973	Sun	Leased
5	Cefalu	637	Permanent	318	5	Italy	2018	Sun	Leased
6	Club Med 2	377	Permanent	184	5	CM2	1992	Sun	Owned
7	Da Balaia	792	Seasonal	388	4	Portugal	1986	Sun	Leased
8	Djerba la Douce	1,044	Seasonal	498	4	Tunisia	1975	Sun	Leased
9	Grand Massif Chalets	125	Bi-seasonal	24	5	France	2019	Mountain	Leased
10	Grand Massif Samoëns Morillon	941	Bi-seasonal	420	4	France	2017	Mountain	Leased
11	Gregolimano	958	Seasonal	457	4	Greece	1978	Sun	Leased
12	L'alpe D'huez La Sarenne	993	Bi-seasonal	441	4	France	1985	Mountain	Leased
13	La Palmyre Atlantique	1,177	Seasonal	412	4	France	2003	Sun	Leased
14	La Plagne 2100	587	Seasonal	339	4	France	1990	Mountain	Leased
15	La Pointe aux Canoniers	873	Permanent	393	4	Mauritius	1973	Sun	Leased
16	La Rosière	878	Bi-seasonal	398	4	France	2020	Mountain	Leased
17	La Rosière Suites	84	Bi-seasonal	29	5	France	2023	Mountain	Leased
18	Les Arcs Panorama	965	Bi-seasonal	433	4+5	France	2018	Mountain	Leased
19	Magna Marbella	1,003	Permanent	485	4	Spain	2022	Sun	Leased
20	Marrakech La Palmeraie	1,069	Permanent	426	4+5	Morocco	2004	Sun	Leased
21	Opio En Provence	839	Seasonal	394	4	France	1989	Sun	Leased
22	Palmiye	1,803	Seasonal	722	4	Turkey	1988	Sun	Managed
23	Peisey-Vallandry	820	Bi-seasonal	316	4	France	2005	Mountain	Leased

No.	Name of Resort	Number of Beds	Duration ⁽¹⁾	Number of Rooms	Trident ⁽²⁾	Location	Year of opening ⁽³⁾	Type	Operating Model ⁽⁴⁾
24	Pragelato	769	Bi-seasonal	319	4	Italy	2012	Mountain	Leased
25	Saint-Moritz Roi Soleil	584	Seasonal	304	4	Switzerland	1963	Mountain	Leased
26	Serre-Chevalier	690	Seasonal	105	3	France	2001	Mountain	Leased
27	Seychelles	612	Permanent	285	5	Seychelles	2021	Sun	Leased
28	Tignes	949	Bi-seasonal	430	4+5	France	2022	Mountain	Leased
29	Val D'isere	499	Bi-seasonal	216	5	France	1978	Mountain	Leased
30	Val Thorens	776	Seasonal	384	4	France	2014	Mountain	Leased
31	Valmorel	896	Bi-seasonal	415	4+5	France	2011	Mountain	Leased
32	Valmorel Chalets	348	Bi-seasonal	66	5	France	2011	Mountain	Leased
33	Vittel Ermitage	194	Seasonal	104	4	France	1973	Sun	Leased
34	Yasmina	808	Seasonal	343	4	Morocco	1969	Sun	Leased
Americas									
1	Cancun Yucatan	1,298	Permanent	495	4+5	Mexico	1976	Sun	Owned
2	Colombus Isle	524	Permanent	233	4	Bahamas	1992	Sun	Owned
3	Ixtapa Pacific	817	Permanent	292	4	Mexico	1981	Sun	Owned
4	La Caravelle	812	Permanent	349	4	France (Guadeloupe)	1974	Sun	Leased
5	Lake Paradise	831	Permanent	377	4	Brazil	2016	Sun	Leased
6	Les Boucaniers	618	Permanent	284	4	France (Martinique)	1969	Sun	Leased
7	Miches	865	Permanent	329	5	Dominican Republic	2019	Sun	Leased
8	Punta Cana	1,728	Permanent	605	4+5	Dominican Republic	1981	Sun	Owned
9	Quebec Charlevoix	810	Permanent	287	4+5	Canada	2021	Mountain	Managed
10	Rio Das Pedras	1,001	Permanent	379	4+5	Brazil	1988	Sun	Owned
11	Trancoso	689	Permanent	280	4	Brazil	2002	Sun	Owned
12	Turquoise, Turks and Caicos	570	Permanent	285	4	Turks and Caicos	1985	Sun	Leased

BUSINESS OVERVIEW

No.	Name of Resort	Number of Beds	Duration ⁽¹⁾	Number of Rooms	Trident ⁽²⁾	Location	Year of opening ⁽³⁾	Type	Operating Model ⁽⁴⁾
Asia Pacific									
1	Anji	810	Permanent	303	4	China	2018	CM Joyview	Managed
2	Bali	915	Permanent	393	4	Indonesia	1986	Sun	Owned
3	Beidahu	439	Seasonal	172	4	China	2016	Mountain	Managed
4	Beijing Yanqing	772	Permanent	300	4	China	2019	CM Joyview	Managed
5	Bintan Island	657	Permanent	308	4	Indonesia	1996	Sun	Leased
6	Changbaishan	275	Permanent	107	4	China	2022	Mountain	Managed
7	Cherating Beach	488	Permanent	219	4	Malaysia	1979	Sun	Owned
8	Guilin	739	Permanent	302	4	China	2013	Sun	Managed
9	Kabira	498	Permanent	181	4	Japan	1999	Sun	Leased
10	Kani Finolhu Villas	119	Permanent	52	5	Maldives	2015	Sun	Leased
11	Kani	640	Permanent	269	4+5	Maldives	2000	Sun	Leased
12	Kiroro Grand	729	Bi-seasonal	266	4	Japan	2023	Mountain	Managed
13	Kiroro Peak	280	Bi-seasonal	126	4	Japan	2022	Mountain	Managed
14	Lijiang	778	Permanent	290	4	China	2021	Sun	Managed
15	Nanjing Xianlin	500	Permanent	220	4	China	2023	CM Urban Oasis	Managed
16	Phuket	746	Permanent	324	4	Thailand	1985	Sun	Owned
17	Sahoro Hokkaido	557	Seasonal	208	4	Japan	1988	Mountain	Leased
18	Taicang	761	Permanent	299	4	China	2023	CM Urban Oasis	Managed
19	Thousand Islands	622	Permanent	222	4	China	2022	CM Joyview	Managed
20	Tomamu Hokkaido	978	Bi-seasonal	341	4	Japan	2018	Mountain	Managed
21	Yabuli	650	Seasonal	276	4	China	2010	Mountain	Managed

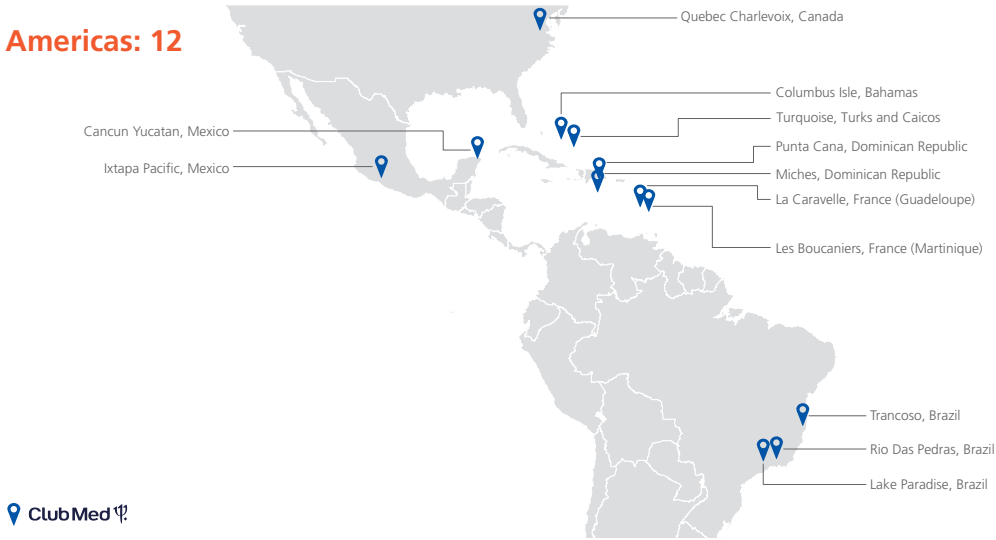
Notes:

- (1) Permanent resorts open all year long. Seasonal resorts open in either the summer season or the winter season of each year. Bi-seasonal resorts open in the summer season and the winter season of each year.
- (2) "3": Three Trident Resort; "4": Premium Four Trident Resort; "4+5": Four Trident Resort with Five Trident Space; "5": Five Trident Resort, Villas and Chalets, and Club Med 2 cruise ship, now called Exclusive Collection collectively.
- (3) This includes year of re-opening.
- (4) Unless otherwise stated, we wholly own the property holding companies of the resorts below under the ownership operating model.

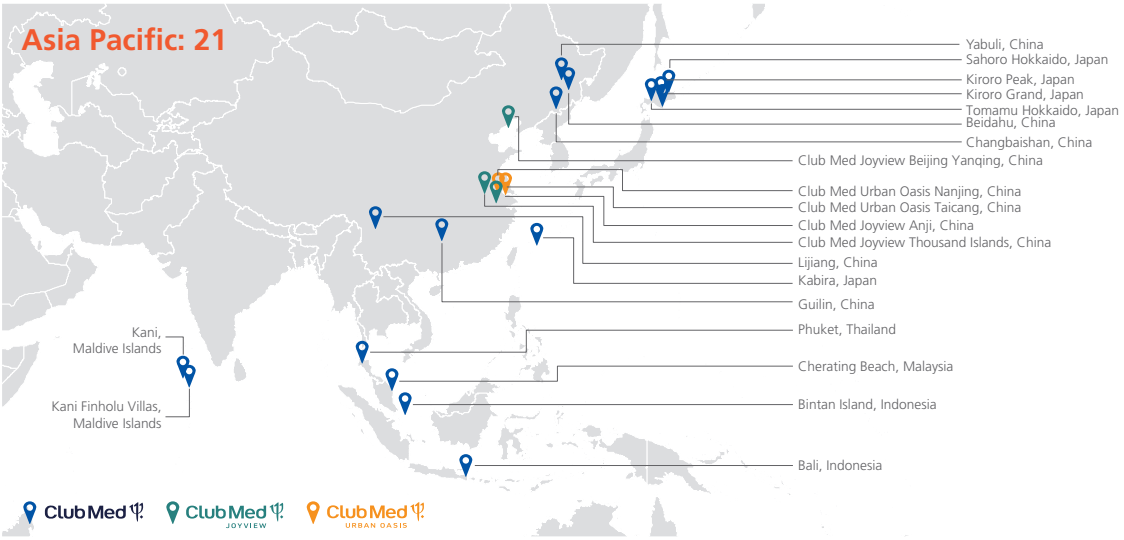
EMEA: 34



Americas: 12



Asia Pacific: 21





Atlantis Sanya, China

ATLANTIS SANYA¹

ATLANTIS SANYA²

Atlantis Sanya is located on the Haitang Bay National Coast of Sanya in Hainan Province, China. Atlantis Sanya (the "Tourism Complex") includes 1,314 guest rooms offering full ocean views and underwater suites, natural seawater aquarium, the Atlantis Aquaventure Waterpark with an area of 200,000 square meters and a dolphin island, high-quality food and beverage services, over 5,000 square meters of space for MICE³, shopping center and other recreational activities such as the C Show Theatre. The Group commenced the construction of Atlantis Sanya in 2014, which was officially opened in April 2018.

¹ It refers to Atlantis Sanya Business Segment.

² It refers to Atlantis Sanya, including individual business of Atlantis Sanya, C Show and Foryou Photo (复遊拍).

³ Meetings, Incentives, Conferencing & Exhibitions.

BUSINESS OVERVIEW

In the first half of 2024, as a one-stop high-end comprehensive resort destination with marine as the theme, Atlantis Sanya presented a series of brand-new experiences for its guests through accommodation, food and beverage, MICE, attractions and entertainment. In January, it officially launched the new multi-functional event venue, The ONE Water Wedding Hall, creating a brand new wedding experience. During the Spring Festival, Atlantis Sanya hosted a series of exciting events, including the projection show of “Mountains and Seas Wonderland, Chinese New Year Dragon Dance”, the “Special Exhibition under the Theme of Honor of Kings”, the “Mermaid Show for Year of the Dragon”, “Underwater Dragon Dance” and others. In May, Atlantis Sanya celebrated its sixth anniversary with the theme of “Encountering the Mountains and the Seas”, and for the first time joined hands with Atlantis Dubai to create the “A Bite in Two Cities”, which was accompanied by stunning fireworks, technological water curtains and other colorful designs, adding vitality to Sanya’s tourism market during the Labor Day Holiday. In the first half of 2024, Sanya Atlantis ranked No.1 in the Trending List and The Most Searched List of Accommodation in Sanya on Douyin’s Eat, Drink and Play — Popularity List.

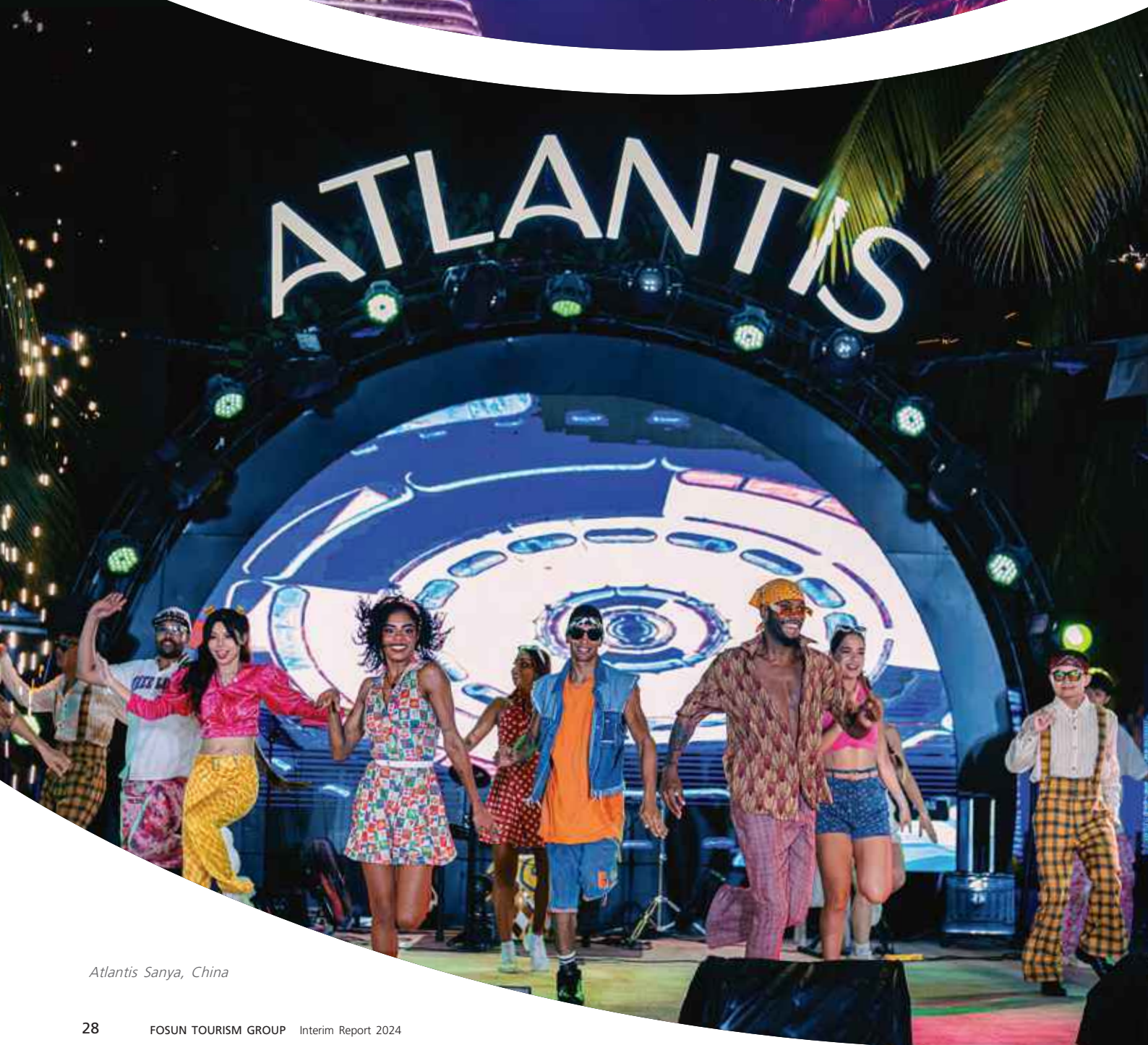
The C Show in Atlantis Sanya, created by Fanxiu Performance with a Chinese team and international standard production, has been completely revamped with the introduction of the first immersive marine fantasy acrobatics show in China during Christmas 2021. The C Show Theater is Hainan’s first semi-open theater with a land, water and aviation 3D water stage, a

1,200-inch giant curved movable video wall, 7,000 cubic meters of water stage with central special effects, and a three-sided immersive seating, that can accommodate about 1,800 audiences. In the first half of 2024, C Show Performance recorded a Business Volume of RMB34.0 million, increased by 4.0% as compared to that of the same period in 2023. During the Reporting Period, it launched the “Pink Night”, a year-round offering at the Waterpark in Atlantis Sanya, which transformed the nighttime at the Waterpark into an ocean of family fun through a rich variety of performing arts.

In the first half of 2024, being affected by the evolving supply and demand trend in the domestic travel and accommodation market, the Business Volume of Atlantis Sanya operating business amounted to RMB866.2 million, representing a decrease of 5.0% as compared to that of the same period in 2023. The average Occupancy Rate by Room reached a record high of 89.6%, representing an increase of 3.4 percentage points as compared to that of the same period in 2023, and the number of visits increased to 3,435,000 as compared to 3,395,000 in the same period in 2023, breaking the historical record. To maintain our competitive edge of products, the Group proactively adopted flexible pricing tactics, the Average Daily Rate by Room was RMB2,043.8, representing a decrease of 15.1% as compared to that of the same period in 2023. In the first half of 2024, the adjusted EBITDA was RMB293.7 million, which is 23.4% lower year-on-year by excluding the non-recurring items of the same period in 2023.



Atlantis Sanya, China



Atlantis Sanya, China

The following table illustrates certain key operating data of Atlantis Sanya for the six months ended 30 June 2024:

	For the six months ended 30 June	
	2024	2023
Business Volume (RMB'000)	866,168	912,143 ¹
Average Occupancy Rate by Room	89.6%	86.2%
Average Daily Rate by Room (RMB)	2,044	2,408
Revenue Per Available Room (RMB)	1,831	2,075

¹ Figure for the first half of 2023 has been restated, including individual business of Atlantis Sanya, C Show and Foryou Photo (复遊拍).



VACATION ASSET MANAGEMENT CENTER





阿尔卑斯世界
ALPS SNOW LIVE

Phase II of Taicang Alps Resort, China
(This is a rendering for illustration purposes only,
which does not completely represent the actual product)



Taicang Alps Resort, China



In 2023, we incorporated our two major projects, Taicang and Lijiang, under the former “Holiday Town” brand into our “Vacation Asset Management Center” business segment, intending to optimize our IP operations and facilitate the implementation of more asset-light projects in the future. Currently, the Vacation Asset Management Center includes Taicang Alps Resort and Lijiang Club Med Resort.

TAICANG ALPS RESORT

Taicang Alps Resort is located in Taicang city, Jiangsu Province in Eastern China. The project is adjacent to Shanghai, located near Taicangnan Railway Station. It takes less than 30 minutes to reach Taicang Alps Resort from Shanghai Hongqiao Transportation Hub by high-speed train.

With the theme of “Alps”, Taicang Alps Resort offers various themed experiences and tourism features, including but not limited to a large-scale indoor ski domain in Eastern China, Club Med Urban Oasis Taicang Resort, a themed commercial street, and saleable vacation units. The operating segment of Taicang Alps Resort, including the Alps Snow Live, Club Med Urban Oasis Taicang Resort and Alps Time, has commenced their business in the second half of 2023.

The indoor ski domain of “Alps Snow Live” (阿爾卑斯雪世界) was designed by Compagnie des Alps (“CDA”), one of the world’s leading ski domain operators based in France, which comprises two major experience areas: a ski domain and a snow-ice paradise, with a total GFA of 91,000 square meters. The ski domain includes five ski slopes at different slopes and with a total length of 500 meters, further combined with seven “Magic Carpets” as well as professional skiing instructors, aiming to meet the needs of skiers with different skill levels and for all ages. The snow-ice paradise offers over ten immersive snow entertainment activities, including snow mountain crossing, ice palace exploration, original performance of “Aurora’s Dream”, interaction with penguins, etc., allowing consumers to fully experience the charm of ice and snow.

Club Med Urban Oasis Taicang Resort represents the first ice and snow resort of Club Med built on the base of an indoor ski domain in China. It is also the second urban resort under this brand in the world, following Club Med Urban Oasis Nanjing Xianlin Resort. Club Med Urban Oasis Taicang Resort includes 308 guest rooms, taking “Snow Mountains Travel” as its design inspiration and complementing with dedicated services offered by the international buffet restaurant, the Top Snowy Lounge and the caring services and wonderful performances of G.O, allowing guests to fully indulge in the tranquility and comfort of the Après Ski vacation experience after their exhilarating escapades in the snow.

Since commencing its business in November 2023, Taicang Alps Resort has been enriching the entertainment experience of its guests and promoting brand awareness through diversified marketing strategies, such as celebrity interactions, brand cooperation and tournaments. In the first half of 2024, Wu Chun, a famous actor and singer, became the brand ambassador of the resort. Xu Mengtao, the Winter Olympics champion, was invited as the “Recommender of Ski Life in the Alps” to kick off the “Ski Life Season — More Than SKI”. The first “Pond Skimming Festival” was organized in cooperation with renowned ski and outdoor clubs, Spaders Academy and Baiju Skiing Club, to hold the ski season opening ceremony. The Alps Summer Ice Season was created by integrating entertainment events such as ice and snow paradise, water carnival and the Alps Wishing Duck to start the summer promotion.

In June 2024, the phase II of Taicang Alps Resort project was officially signed. With a total investment of over RMB5 billion, the project is invested by the Taicang Government and operated and managed by the Group, which is a new milestone of implementing the asset-light strategy of the Group. The total area of the phase II of the snow field is about 190,000 square meters. In addition to the snow field, a snowview hotel, theme hotel, waterpark, amusement park, aquarium and other leisure and entertainment facilities will be built to provide a rich and diversified ice and snow themed holiday experience.



AMAZE Snow Mountain Camp, China



In the first half of 2024, Taicang Alps Resort project was undergoing a ramp-up period of the business. Benefiting from the growing demand for urban vacations and ice and snow tourism as well as its continuous strengthening of resort operations, the project's performance has steadily improved. The operating Business Volume of Taicang Alps Resort amounted to RMB112.9 million, and the number of visits was 290,000.

In the second half of 2024, Taicang Alps Resort will continue its strategic goal of becoming the top destination for domestic ice and snow vacations, and accelerate the expansion of potential source markets by leveraging the continuous enhancement of the IP-based branding and diversified marketing scenarios.

As both the property section and the phase I of the project operation have been completed, it is no longer in the investment and development

stage and shall focus on strengthening our operating capabilities and developing potential markets in the future. As of 30 June 2024, a project development loan amounting to RMB2,074.0 million was granted, of which RMB1,282.8 million has already been utilized. As of 30 June 2024, Taicang Alps Resort has obtained a sales (pre-sale) permit for GFA of approximately 229,275 square meters, all of which were used for sales (pre-sale) with total property units of 2,020 sets. As of 30 June 2024, the sales area developed for sale was 67,593.07 square meters and the sales value to be carried forward was RMB9.1 million.

In the first half of 2024, property sales were affected by the changes in real estate industry trends and consumer demand fluctuations. As of 30 June 2024, the sold (including pre-sale) and delivered details of Taicang Alps Resort are as follows:

Periods	Number of sets sold (including pre-sale)	Sales value (including pre-sale) (RMB million)	Delivered sets	Delivered GFA (m ²)	Recognized revenue (RMB million)
First half of 2024	24	58.2	51	5,678.5	120.4
Starting from pre-sale up to 30 June 2024	1,447	3,774.5	1,411	157,480.9	3,365.1

LIJIANG CLUB MED RESORT

Lijiang Club Med Resort is located in Baisha town in Lijiang City, Yunnan Province in Southwestern China, which is defined as an international tourism destination targeting mid-to-high-end customers, and plans to combine comprehensive tourism and leisure features, including Club Med Lijiang Resort, Joy Holiday Hotel Lijiang, JOY PARK Commercial Street and AMAZE Snow Mountain Camp (“Operational Section”), and the vacation house at the foot of Jade Dragon Snow Mountain. The project was also planned to include saleable vacation houses, certain portions of which have been approved by regulatory authorities for construction and pre-sale. The saleable vacation houses will be designed as detached houses with low density and low-rise courtyard houses, and the product is defined as “The Vacation House at the Foot of Snow Mountain”.

The saleable property section of the project has been completed, and its operational sections, including Club Med Lijiang Resort, Joy Holiday Hotel Lijiang, and Snow Mountain Camp have been put into operation in the second half of 2021. Among them, Club Med Lijiang Resort includes 302 guest rooms. Joy Holiday Hotel Lijiang was officially opened in January 2022. The product is positioned as a serviced holiday apartment.

Lijiang Club Med Resort was opened on 25 September 2021. To enhance the holiday experience and create a differentiated scene of contents, the resort upgraded the brand of Snow Mountain Camp to “AMAZE” by transforming its original natural resources in the first half of 2024.

AMAZE Camp quickly became popular after its launch, ranking second and fourth on the Lijiang Favorite Attraction List and Best-seller List of Douyin’s Eat, Drink and Play — Popularity List respectively, and was specifically reported as “Lijiang’s Newest Hit Spot” by the “Zhaowen Tianxia” program of China Central Television. In March, in response to China’s favorable policies in welcoming inbound visitors, Club Med launched its 2024 global brand promotion campaign in China to invite nearly 100 industry peers and media from overseas to visit Club Med Lijiang Resort, leading to a significant increase in the number of inbound tourists received.

In the first half of 2024, Lijiang Club Med Resort recorded a Business Volume of RMB45.7 million with 107,000 visits, representing a year-on-year growth of 15.3% and 67.4% respectively.

As the operational and property sections of the project have been completed, it is no longer in the investment and development stage and shall focus on operational enhancement in the future. As of 30 June 2024, the approved project development loans and other loans amounted to RMB1,585.0 million, of which RMB637.6 million has already been utilized. As of 30 June 2024, Lijiang Club Med Resort has obtained a sales permit for GFA of approximately 28,500 square meters, with the number of total sets of 482. As of 30 June 2024, the developed area left for sale was 18,331.69 square meters. The value sold to be carried forward was RMB30.8 million.

As of 30 June 2024, the sold and delivered details of the Lijiang Club Med Resort are as follows:

Periods	Number of sets sold	Sales value (RMB million)	Delivered sets	Delivered GFA (m ²)	Recognized revenue (RMB million)
First half of 2024	30	38.0	23	1,854.0	26.3
Starting from pre-sale up to 30 June 2024	154	183.2	129	7,798.1	139.8

In addition, we are exploring strategic partnership opportunities with other companies on the development and operation models of the Vacation Asset Management Center.

FORYOU CLUB AND OTHER SERVICES

In November 2019, we acquired Thomas Cook brand, a centennial travel brand, as well as its right, title and interest across most international markets upon its liquidation. In 2023, in the context of globalization, the Group deepened its localization strategy and repositioned Thomas Cook China to Foryou Club, which is dedicated to the mission of Fosun Tourism Group of “Better Holiday, Better Life”, to build a scenic platform for high-quality holiday services. The Group strives to provide quality domestic and overseas holiday products and services to Foryou Club members and their families around the world. Thomas Cook UK continued to develop its online travel agency business.





FORYOU CLUB

In 2023, we repositioned the former “Thomas Cook Lifestyle Platform” (“TC China”) to Foryou Club, as the global membership platform of Fosun Tourism Group, the members of which are from Club Med, Atlantis Sanya and various business segments under Fosun Tourism Group. Adhering to the Group’s mission of “Better Holiday, Better Life”, Foryou Club is committed to providing high-quality domestic and overseas holiday products and services to its members and their families around the world by creating a scenic platform for high-quality holiday services.

In the first half of 2024, focusing on the strategic positioning of the global membership platform of Fosun Tourism Group, Foryou Club continued to exert its core strengths in platform membership operation and digitalization. On the one hand, by focusing on Atlantis Sanya, we gained a profound insight into the full-trip needs of our members before, during and after their stay, and elevated our online and offline services and experience through digitalization. On the other hand, by focusing on the core product lines of Club Med China and the Asia-Pacific region, we offered differentiated membership

products to cater to the holiday needs of various families and groups of customers. On the membership side, in addition to introducing more member benefits from Fosun’s ecosystem, Foryou Club has also kept on bolstering cross-sectoral cooperation with banks, leading internet platforms, and airlines, among others, which brought more premium benefits to members of Fosun Tourism Group to attract new customers and expand membership base, and to boost member transactions and re-purchases. As of 30 June 2024, the platform of Foryou Club had over 6.902 million members, representing a year-on-year growth of 12.6%. Foryou Club recorded a Business Volume of RMB172.7 million in the first half of 2024, which remained flat as compared to that of the same period in 2023.

THOMAS COOK UK

Thomas Cook UK has performed well in the first half of 2024, leading to an increase in Business Volume year-on-year.

Thomas Cook UK is reaping the benefits of focusing on its products of long-haul holidays with optimized marketing spending to achieve higher margin.

SELECTED ITEMS OF CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	For the six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
REVENUE	9,414,566	8,898,817
Cost of revenue	(6,208,065)	(5,822,195)
Gross profit	3,206,501	3,076,622
Other income and gains, net	121,443	384,472
Selling and marketing expenses	(1,316,740)	(1,201,982)
General and administrative expenses	(974,724)	(906,697)
Finance costs	(646,433)	(660,282)
Share of profits and losses of:		
Associates	(2,231)	(13,583)
PROFIT BEFORE TAX	387,816	678,550
Income tax expense	(70,662)	(188,218)
PROFIT FOR THE PERIOD	317,154	490,332
Attributable to:		
Equity holders of the Company ¹	321,838	471,840
Non-controlling interests	(4,684)	18,492
	317,154	490,332

¹ Profit attributable to equity holders of the Company for the six months ended 30 June 2024 included RMB490.0 million profit arising from tourism operation and RMB168.2 million loss arising from property development and sales. Profit attributable to equity holders of the Company for the six months ended 30 June 2023 included RMB645.8 million profit arising from tourism operation and RMB174.0 million loss arising from property development and sales.

Revenue by business segment

Revenue: Our revenue increased by 5.8% from RMB8,898.8 million for the six months ended 30 June 2023 to RMB9,414.6 million for the six months ended 30 June 2024. Our revenue showed a steady growth thanks to the continued recovery of global tourism market, as well as the Group's operation efficiency.

	For the six months ended 30 June			
	2024		2023	
	RMB'000	%	RMB'000	%
Club Med and Others	8,193,194	87.0%	7,506,818	84.4%
Atlantis Sanya	867,740	9.2%	937,461	10.5%
Vacation Asset Management Center	294,242	3.1%	389,914	4.4%
Foryou Club and Other Services	134,432	1.4%	104,542	1.2%
Intersegment eliminations	(75,042)	(0.7%)	(39,918)	(0.5%)
Total revenue	9,414,566	100.0%	8,898,817	100.0%

MANAGEMENT DISCUSSION & ANALYSIS

Club Med and others: Club Med and others revenue increased by 9.1% from RMB7,506.8 million for the six months ended 30 June 2023 to RMB8,193.2 million for the six months ended 30 June 2024, benefitting from the increase of the capacity by 3.6%, the increase of occupancy rate by 0.8 percentage points and the increase of Average Daily Bed Rate by 8.1% in Club Med. The growth was sustained even through the business was impacted by the economic uncertainties, high inflation and China outbound business not yet at pre-pandemic level.

Atlantis Sanya: Atlantis Sanya recorded revenue decrease of 7.4% from RMB937.5 million for the six months ended 30 June 2023 to RMB867.7 million for the six months ended 30 June 2024. The decrease was due to (1) the impact from the fall of Average Daily Rate by 15.1%, partially offset by the increase of occupancy rate by 3.4 percentage points. The Group optimized its pricing strategy on Atlantis Sanya business to keep balance between its market competitiveness and revenue management; and (2) we optimized our relatively inefficient business operation in Albion Sanya at the end of 2023 and its revenue amounted to RMB23.7 million in the first half of 2023.

Vacation Asset Management Center: Revenue from Vacation Asset Management Center mainly came from property sales, construction services and operation revenue of Taicang Alps Resort and Lijiang Club Med Resort. Impacted by fluctuation in real estate industry trend and domestic consumer demand, revenue of property sales and construction services decreased by 58.8% to RMB147.6 million as we delivered 51 and 23 property units from Taicang Alps Resort and Lijiang Club Med Resort respectively. Operation revenue of Taicang Alps Resort reached RMB109.2 million for the six months ended 30 June 2024. Operation revenue of Lijiang Club Med Resort increased by 18.0% to RMB31.1 million.

Foryou Club and Other Services: Foryou Club and Other Services mainly provided various tourism and leisure services to support membership system for our various brands. Revenue of Foryou Club and Other Services increased by 28.6% year-on-year.

Cost of revenue by business segment

	For the six months ended 30 June			
	2024		2023	
	RMB'000	%	RMB'000	%
Club Med and Others	5,500,885	88.6%	5,138,494	88.3%
Atlantis Sanya	447,664	7.2%	441,225	7.6%
Vacation Asset Management Center	246,095	4.0%	228,951	3.9%
Foryou Club and Other Services	49,325	0.8%	45,062	0.8%
Intersegment eliminations	(35,904)	(0.6%)	(31,537)	(0.6%)
Total	6,208,065	100.0%	5,822,195	100.0%

Gross profit and gross profit margin by business segment

	For the six months ended 30 June			
	2024		2023	
	Gross Profit RMB'000	Gross Profit Margin %	Gross Profit RMB'000	Gross Profit Margin %
Club Med and Others	2,692,309	32.9%	2,368,324	31.5%
Atlantis Sanya	420,076	48.4%	496,236	52.9%
Vacation Asset Management Center	48,147	16.4%	160,963	41.3%
Foryou Club and Other Services	85,107	63.3%	59,480	56.9%
Intersegment eliminations	(39,138)	N/A	(8,381)	N/A
Total	3,206,501	34.1%	3,076,622	34.6%

Cost of revenue increased by 6.6% from RMB5,822.2 million for the six months ended 30 June 2023 to RMB6,208.1 million for the six months ended 30 June 2024 which was in line with revenue increase.

Gross profit increased by 4.2% and gross profit margin slightly decreased from 34.6% to 34.1%. Gross profit for Club Med and Others segment increased by 13.7% compared with same period of last year. The increase was mainly due to continued business growth of Club Med whose gross profit and margin rate was RMB2,673.0 million and 32.7% respectively. Gross profit of Atlantis Sanya decreased by 15.3% and gross profit margin decreased from 52.9% to 48.4% year-on-year mainly due to the fall of Average Daily Rate by Room. Gross profit of Vacation Asset Management Center decreased by 70.1% and gross profit margin decreased from 41.3% to 16.4% year-on-year. The decrease of gross profit margin was mainly due to difference of revenue structure. Operation revenue of Taicang Alps Resort, with a lower gross profit ratio compared with that of revenue of property sales and construction services, accounted for 37.1% of total revenue in Vacation Asset Management Center segment.

Other income and gains, net

We incurred a net income of RMB121.4 million in the first six months of 2024 comparing with a net income of RMB384.5 million in the same period of last year. Net income in the first half of 2024 was mainly due to (i) reversal of provision for litigation of a Club Med village amounted to RMB142.3 million, and (ii) net exchange loss amounted to RMB47.2 million.

Selling and marketing expenses

Selling and marketing expenses increased by 9.5% year-on-year to RMB1,316.7 million for the first six months ended 30 June 2024, mainly due to (i) commission on sales mainly for resorts and tourism operation increased by 11.0% year-on-year to RMB444.4 million (the first half of 2023: RMB400.5 million), which was in line with the revenue increase, and (ii) advertising and promotion costs increased by RMB67.9 million as a result of continued business growth.

General and administrative expenses

General and administrative expenses increased by 7.5% to RMB974.7 million in the first six months of 2024. The change was primarily due to (i) employee costs of Club Med increased by RMB83.5 million, and (ii) decrease of sundry outsourcing expenses such as consulting expenses and professional expenses.

Operating profit by business segment

Our operating profit was RMB1,036.5 million in the first six months of 2024, comparing with the operating profit of RMB1,352.4 million in the same period of last year.

	For the six months ended 30 June			
	2024		2023	
	RMB'000	%	RMB'000	%
Club Med and Others	1,145,355	110.5%	1,177,309	87.1%
Atlantis Sanya	177,418	17.1%	346,769	25.6%
Vacation Asset Management Center	(106,456)	(10.3%)	74,898	5.5%
Foryou Club and Other Services	2,054	0.2%	(34,893)	(2.6%)
Eliminations and unallocated expenses	(181,891)	(17.5%)	(211,668)	(15.6%)
Total	1,036,480	100.0%	1,352,415	100.0%

Club Med and Others: Club Med and Others business incurred an operating profit of RMB1,145.4 million in the first six months of 2024 compared with an operating profit of RMB1,177.3 million in the same period of 2023. Operating profit of Club Med excluding the one-off gain on disposal of resorts for the first six months of 2024 was higher than the same period of 2023.

Atlantis Sanya: Operation profit of Atlantis Sanya decreased from RMB346.8 million in the first six months of 2023 to RMB177.4 million in the same period of 2024, mainly due to (i) the decrease of gross profit by RMB76.2 million, and (ii) there was a one-off gain from government subsidies amounting to RMB78.4 million in the first half of 2023.

Vacation Asset Management Center: Vacation Asset Management Center incurred an operating loss of RMB106.5 million in the first six months of 2024 compared with an operating profit of RMB74.9 million in the same period of 2023. The decrease was mainly impacted by decrease of revenue.

Foryou Club and Other Services: Operating profit for the first six months ended 30 June 2024 was RMB2.1 million compared with operating loss of RMB34.9 million for the same period of 2023 benefiting from high operation efficiency in the first half of 2024.

Finance costs

Finance costs net of capitalized interest slightly decreased by RMB13.9 million from RMB660.3 million for the first six months of 2023 to RMB646.4 million in the same period of 2024. Our indebtedness balance as of 30 June 2024 also slightly decreased by RMB39.1 million compared with the balance as of 30 June 2023.

Income tax expense

Income tax expenses decreased by RMB117.5 million from RMB188.2 million in the first six months of 2023 to RMB70.7 million in the same period of 2024. The income tax expense for the six months ended 30 June 2024 primarily comprised of income tax expense amounted to RMB96.5 million in relation to Club Med business and PRC land appreciation tax ("LAT") amounted to RMB12.3 million in relation to the sales of tourism-related property sales.

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sale of properties less deductible expenditures including land costs, borrowing costs and other property development expenditures. We have estimated, prepaid and accrued LAT according to the requirements set forth in the relevant Mainland China tax laws and regulations.

Non-IFRS Measures

We supplemented the presentation of our historical financial information with certain non-IFRS accounting measures including EBITDA, Adjusted EBITDA, and Adjusted Net Profit. We adjusted EBITDA and net profit to eliminate the effect of certain non-cash items and one-time events, including the equity-settled share-based payments. These non-IFRS financial measures are used by our management to evaluate our financial performance by eliminating the impact of certain non-cash items and one-time events, and help investors understand and evaluate the consolidated performance results of our underlying business across accounting periods. The specific definition and calculation of EBITDA and the other Non-IFRS accounting measures can differ from other companies, so such measures presented herein may not be comparable to similarly named measures presented by other companies. From time to time in the future, there may be other items that the Company may exclude in reviewing its financial results.

ADJUSTED EBITDA

	For the six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
Profit before income tax	387,816	678,550
Adjustment:		
Depreciation	978,604	898,036
Amortization	70,355	78,336
Finance costs	646,433	660,282
Land appreciation tax	(12,282)	(38,426)
EBITDA	2,070,926	2,276,778
Add:		
Equity-settled share-based payments	15,591	22,883
Adjusted EBITDA	2,086,517	2,299,661
Arising from tourism operation	2,178,182	2,288,633
Arising from property development and sales	(91,665)	11,028

Adjusted EBITDA decreased from RMB2,299.7 million in the first six months of 2023 to RMB2,086.5 million in the same period of 2024.

Adjusted EBITDA of Club Med was RMB2,002.6 million in the first six months of 2024, compared with RMB1,987.2 million in the same period of last year. Adjusted EBITDA ratio excluding the one-off gain on disposal of resorts for the first six months of 2024 increased compared with that for the first six months of 2023. Adjusted EBITDA of Atlantis Sanya segment in the first six months of 2024 decreased to RMB281.1 million from RMB452.5 million in the same period of 2023, mainly due to (i) the decrease of gross profit by RMB76.2 million, and (ii) there was a one-off gain from government subsidies amounting to RMB78.4 million in the first half of 2023. Adjusted EBITDA of Vacation Asset Management Center in the first six months of 2024 decreased to negative RMB54.5 million from positive RMB67.2 million in the same period of 2023.

Adjusted Net Profit

	For the six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
Net Profit	317,154	490,332
Add:		
Equity-settled share-based payments	15,591	22,883
Adjusted Net Profit	332,745	513,215

Capital expenditures

Our capital expenditures primarily consisted of expenditures to land use rights and property, plant and equipment. We funded our capital expenditures from our internal resources, bank borrowings and leases. The amount of capital expenditures of the Group for the first six months ended 30 June 2023 and 2024 were RMB746.1 million and RMB546.5 million, respectively. The capital expenditure incurred in the first half of 2024 was mainly related to capital expenditures in Taicang Alps Resort, upgrade or renovation of existing resorts, development of new resorts, and investments in digital technology. For the six months ended 30 June 2024, our capital expenditure for Club Med was RMB317.0 million, representing a decrease of approximately RMB13.7 million as compared with same period of last year. Meanwhile, the capital expenditure for Vacation Asset Management Center decreased by RMB222.7 million. The Group's objective is to focus on asset-light management and reduce capital expenditure accordingly.

FUNDING AND TREASURY POLICIES

The Group's funding and treasury policies aim to ensure that it has adequate financial resources to support its businesses and investment activities, while managing its financial risks in a prudent and efficient manner. The Group maintains a diversified funding base and manages its financial risks, including interest rate risk and foreign exchange risk, through the use of financial instruments and risk management strategies. The Group also seeks to maintain a healthy balance sheet and strong liquidity position to enhance its financial flexibility and resilience.

Indebtedness, liquidity and financial resources of the Group

Our Group funds our investments and operations principally with cash generated from our operations, bank and other borrowings, funds raised from the capital market, and capital investments by our Controlling Shareholders.

Our indebtedness included interest-bearing bank and other borrowings and lease liabilities. As of 30 June 2024, the total debt of the Group was RMB24,175.1 million. The total debt excluding lease liabilities was RMB12,862.8 million, representing an increase from RMB11,685.3 million as at 31 December 2023.

As of 30 June 2024, excluding lease liabilities, the indebtedness of the Group over one year accounted for 73.7% of the total indebtedness as opposed to 69.5% as at 31 December 2023. As of 30 June 2024, cash and bank balances increased by 18.4% to RMB3,540.9 million as compared with RMB2,991.7 million as at 31 December 2023. Our undrawn banking facilities as of 30 June 2024 amounted to RMB3,256.9 million in total.

The original denomination of the Group's total debt excluding lease liabilities as well as cash and bank balances by currencies, equivalent in RMB, as of 30 June 2024, is summarized as follows:

THE TOTAL DEBT EXCLUDING LEASE LIABILITIES

	For the six months ended 30 June 2024	
	RMB'000	%
RMB	9,535,042	74.1%
EUR	3,256,984	25.3%
USD	60,578	0.5%
GBP	10,149	0.1%

CASH AND BANK BALANCES

	For the six months ended	
	30 June 2024	
	RMB'000	%
RMB	1,445,846	40.8%
USD	767,101	21.7%
EUR	386,944	10.9%
BRL	372,439	10.5%
GBP	256,004	7.2%
CAD	126,499	3.6%
Others	186,092	5.3%

Our loan agreements may also include material financial covenants. Furthermore, we may be required to provide additional guarantees upon the lending banks' request if any changes in our guarantor adversely affect the guarantee granted by the guarantor to the lending banks. Our Directors confirmed that we complied with all material covenants under our loan agreements and amendments during the Reporting Period and up to the date of this report.

The maturity profile of outstanding interest-bearing bank and other borrowings

The Group sought to manage and extend the maturity of outstanding borrowings, so as to ensure that the outstanding borrowings of the Group due to mature every year would not exceed the expected cash flow of that year and the Group has the re-financing ability for the relevant liabilities in that year.

As at 30 June 2024, the total amount of interest-bearing bank and other borrowings was RMB12,862.8 million, within which RMB3,379.4 million was repayable within one year. Our undrawn banking facilities as of 30 June 2024 amounted to RMB3,256.9 million in total.

Outstanding interest-bearing bank and other borrowings classified by year of maturity as at 30 June 2024 were as follows: 26.3% of the outstanding borrowings was within one year, 6.3% of that was in the second year, 17.2% of that was in the third to fifth year, and 50.2% of that was over five years.

Capital structure

The Group continued to maintain a healthy and sound financial position. Our total assets decreased from RMB38,622.8 million as of 31 December 2023 to RMB37,447.1 million as of 30 June 2024, and our total liabilities decreased from RMB36,242.5 million as of 31 December 2023 to RMB34,802.6 million as of 30 June 2024. We changed the net current liabilities position of RMB7,551.1 million as of 31 December 2023 to net current liabilities position of RMB5,378.3 million as of 30 June 2024.

Our current ratio slightly increased from 0.53 as of 31 December 2023 to 0.62 as of 30 June 2024, reflecting a healthy and sound financial position.

Our gearing ratio slightly increased from 53.5% as of 31 December 2023 to 55.1% as of 30 June 2024 which remained stable and healthy.

The Group monitors capital using a gearing ratio, which is net debt divided by the total assets. Net debt includes interest-bearing bank and other borrowings and lease liabilities, less current cash and bank balances.

Pledged assets

As at 30 June 2024, the Group had pledged assets of RMB6,572.5 million (31 December 2023: RMB6,898.7 million) for bank and other borrowings. Details of pledged assets are set out in note 13 to financial statements.

Cash flow

As of 30 June 2024, we had cash and bank balances of approximately RMB3,540.9 million. The following table sets out our cash flows for the periods indicated:

	For the six months ended	
	30 June	
	2024	2023
	<i>RMB'000</i>	<i>RMB'000</i>
Net cash flows generated from operating activities ¹	1,194,517	1,651,519
Net cash flows used in investing activities ¹	(414,686)	(251,349)
Net cash flows used in financing activities ¹	(188,892)	(1,103,058)
Cash and bank balances at end of the period	3,540,925	3,302,439
Analysis of cash and bank balances		
Cash and cash equivalents at end of the period	3,380,466	2,621,375
Add: Pledged bank balances and restricted cash for the use of construction	158,490	604,199
Time deposits with original maturity of more than three months	—	60,466
Restricted pre-sale proceeds	1,969	16,399
Cash and bank balances at end of the period	3,540,925	3,302,439

CASH FLOWS GENERATED FROM OPERATING ACTIVITIES

Our net cash flows generated from operating activities of RMB1,194.5 million for the six months ended 30 June 2024, reflected our profit before income tax of RMB387.8 million, as adjusted by (A) adjustments including certain non-cash or non-operating items such as depreciation and amortization of RMB1,049.0 million and interest expenses of RMB646.4 million; (B) changes in working capital including (i) a decrease of advances received from customers of Club Med amounted to RMB691.9 million and a decrease of trade receivables from customers of Club Med amounted to RMB85.1 million mainly due to seasonality fluctuation; (ii) a decrease in operating trade payables of RMB147.2 million, mainly due to decreased payables to Club Med operating suppliers also caused by seasonality fluctuation; and (C) income tax paid of RMB257.4 million.

CASH FLOWS USED IN INVESTING ACTIVITIES

For the six months ended 30 June 2024, our net cash flows used in investing activities of RMB414.7 million, primarily reflected (i) RMB480.1 million in purchases of property, plant, and equipment items, mainly for capital expenditures in Taicang Alps Resort, upgrade or renovation of existing resorts and development of new resorts; and (ii) proceeds from the sale of the French Resort Cargese amounted to RMB77.8 million.

¹ Excluding flow of restricted cash.

CASH FLOWS USED IN FINANCING ACTIVITIES

For the six months ended 30 June 2024, our net cash flows used in financing activities of RMB188.9 million, primarily contributed by payment of lease liabilities and interest payment, mostly offsetted by cash inflows from net new addition of bank loan and other borrowings.

NET CURRENT ASSETS/(LIABILITIES)

Our current assets consist principally of cash and bank balances, prepayments, deposits and other receivables, amounts due from related companies, properties under development, and completed properties for sale. The key components of our current liabilities are accrued liabilities and other payables, interest-bearing bank and other borrowings, trade payables, contract liabilities, amounts due to related companies, and lease liabilities.

As of 30 June 2024, the total current assets was RMB8,721.0 million and the total current liabilities was RMB14,099.3 million. We changed the net current liabilities position of RMB7,551.1 million as of 31 December 2023 to net current liabilities position of RMB5,378.3 million as of 30 June 2024. Our current ratio slightly increased from 0.53 as of 31 December 2023 to 0.62 as of 30 June 2024, reflecting a healthy and sound financial position. We had cash and bank balances of RMB3,540.9 million, undrawn bank facilities of RMB3,256.9 million, and interest-bearing bank and other borrowings within one year of RMB3,379.4 million. We believe we have sufficient resources such as cash and bank balances, positive free cash flow generated from operations, and available banking facilities to fund our future business.

Contingent Liabilities

During the Reporting Period, we provided guarantees mainly in favor of certain customers in respect of mortgage loans provided by banks to these customers for their purchases of developed properties where the underlying real estate certificates can only be provided to the banks in a time delayed manner due to PRC administrative procedures. These guarantees provided will be released when the customers pledge their real estate certificates as security to the banks for the mortgage loans granted by the banks. In case of a default in payments, the net realizable value of the relevant properties can cover the outstanding mortgage principal together with the accrued interest and penalties and therefore we made no provision for such guarantees.

The Group's contingent liabilities were RMB73.0 million as at 30 June 2024 comparing with RMB104.2 million as at 31 December 2023. Details of contingent liabilities are set out in note 16 to financial statements.

Exchange Rate Fluctuation

CURRENCY FLUCTUATION EFFECTS ON TRANSACTIONS

The Group has resorts and commercial operations in over 40 countries and regions which are exposed to foreign exchange risks arising from various currency exposures. Major currencies for our commercial transaction included Euro, U.S. dollar, British Pound and Hong Kong dollar. We were engaged in hedging transactions to limit the impact of changes in interest rates, indebtedness and the effects of changes in foreign exchange rates on commercial operation and to reduce our exposure to market volatility. During the first half of 2024, Euro depreciated against some currencies such as Renminbi yuan and U.S. Dollar, leading to foreign currency exchange gain. For the six months ended 30 June 2023 and 2024, we recorded a net foreign exchange gain of RMB70.3 million and a net foreign exchange loss of RMB47.2 million in other income and gains, net, respectively.

CURRENCY FLUCTUATION EFFECTS ON TRANSLATIONS

Our consolidated financial statements are prepared in RMB, our Group's reporting currency. In preparing the consolidated financial statements, the results of operations of our subsidiaries outside the PRC are translated from their functional currencies into RMB. The assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of each reporting period and their statements of profit or loss are translated into RMB at the average exchange rates for the period. Fluctuations in the value of the exchange rates of our subsidiaries from one year to the next affect our consolidated results of operations. Exchange differences on translation of foreign operations are recognized in our exchange fluctuation reserve, the movement of which is recorded in other comprehensive income. We recorded a gain of RMB62.4 million and a loss of RMB83.5 million for the six months ended 30 June 2023 and 2024, respectively, which mainly came from the translation of foreign operations of Club Med.

FINANCE POLICIES AND RISK MANAGEMENT

We are exposed to various types of financial risks, including market risk (covering currency risk, fair value interest rate risk and cash flow interest rate risk), credit risk and liquidity risk. Our overall risk management focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on our financial performance. Below is a summary of our approach to managing various types of financial risks.

Market risk

CURRENCY RISK

We operate resorts all over the world and are exposed to the risk of fluctuations in foreign exchange rates. We have transactional currency exposures arising from the sales or purchases by operating entities and investing and financing activities by investment holding entities in currencies other than such entities' functional currencies. The major subsidiaries exposed to such currency risks use EUR or CNY as their functional currencies. We use forward currency contracts and currency swaps to hedge against the transaction currency risk arising from the future sales cash flows denominated in a currency other than the functional currency of the selling entities within our Group. The balances of the forward currency contracts and currency swaps vary with the levels of expected foreign currency transactions and changes in foreign exchange forward rates. We also use currency swaps to hedge against the currency risk on the fair value of intercompany financing denominated in a currency other than the functional currency of the borrowing entities within our Group. The hedge of the forward currency contracts and the currency swaps was assessed to be effective as of 30 June 2024.

INTEREST RATE RISK

Our exposure to the risk of changes in market interest rates relates primarily to the long-term debt obligations with floating interest rates. Our policy is to manage interest cost using a mix of fixed and variable rate debts. At 30 June 2024 and 31 December 2023, approximately 61.1% and 57.0% of the Group's interest-bearing borrowings bore interest at fixed rates after hedging, respectively.

In order to exercise prudent management against interest rate risks, we continue to review market trends against its business operations and financial position in order to arrange the most interest rate risk management tools.

Credit risk

We have no significant concentration of credit risk due to the large number of our customers. The carrying amounts of cash and cash equivalents, restricted cash, trade receivables, contract assets, deposits and other receivables, and amounts due from related parties included in our statements of financial position represent our maximum exposure to credit risk in relation to our financial assets.

As at 30 June 2024 and 31 December 2023, all restricted cash and cash and cash equivalents were deposited in high quality financial institutions without significant credit risk.

Liquidity risk

The liquidity of our Group is primarily dependent on our ability to maintain adequate cash inflows from operations to meet debt obligations as they fall due and our ability to obtain external financing to meet committed future capital expenditures. Our objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing loans and other borrowings, and amounts due to related companies. Our policy is to regularly monitor current and expected liquidity requirements by preparing and reviewing monthly cash flow forecasts and our compliance with lending covenants to ensure that we maintain sufficient reserves of cash on demand and adequate committed lines of funding from major financial institutions to meet our liquidity requirements in the short and longer terms.

The primary objectives of our Group's capital management are to safeguard our ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value. We manage our capital structure and makes adjustment to it in light of changes in economic conditions. To maintain or adjust the capital structure, we may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the Reporting Period.

Hedging measures

We operate business all over the world and are exposed to the risk of fluctuations in foreign exchange rates. To manage exposure to foreign exchange rate fluctuations, we engage in forward currency contracts and currency swaps with third parties to mitigate the transaction currency risk arising from future cash flows denominated in currencies other than functional currencies. The balances of the forward currency contracts and currency swaps vary with the levels of expected foreign currency transactions and changes in foreign exchange forward rates. The terms of the above hedging instruments seek to match the expected highly probable forecast transactions. We also engage in currency swaps which are designated as hedging instruments in respect of the currency risk on intercompany financings denominated in a currency other than the functional currency of the lending entities within the Group.

To manage our exposure to the risk of changes in the market interest rates from primarily long-term debt obligations with floating interest rates, we carry out hedging activities by entering into interest rate swaps on certain variable rate debts. Our management believes the risk of default under these hedging contracts is remote and, in any event, would not be material to the consolidated financial results. We do not utilize derivative financial instruments for speculative purposes.

INDEPENDENT REVIEW REPORT



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To the board of directors of Fosun Tourism Group
(Incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 51 to 83, which comprises the condensed consolidated statement of financial position of Fosun Tourism Group (the "Company") and its subsidiaries (the "Group") as at 30 June 2024 and the related condensed consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 *Interim Financial Reporting* ("IAS 34") issued by the International Accounting Standards Board. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with IAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

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

CONCLUSION

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

Ernst & Young
Certified Public Accountants
Hong Kong
22 August 2024

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2024

	Notes	For the six months ended 30 June	
		2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
REVENUE	4	9,414,566	8,898,817
Cost of revenue		(6,208,065)	(5,822,195)
Gross profit		3,206,501	3,076,622
Other income and gains, net	5	121,443	384,472
Selling and marketing expenses		(1,316,740)	(1,201,982)
General and administrative expenses		(974,724)	(906,697)
Operating income		1,036,480	1,352,415
Finance costs	6	(646,433)	(660,282)
Share of profits and losses of: Associates		(2,231)	(13,583)
PROFIT BEFORE INCOME TAX	7	387,816	678,550
Income tax expense	8	(70,662)	(188,218)
PROFIT FOR THE PERIOD		317,154	490,332
Attributable to:			
Equity holders of the Company		321,838	471,840
Non-controlling interests		(4,684)	18,492
		317,154	490,332
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY			
Basic			
— For profit for the period (RMB)	10	0.26	0.38
Diluted			
— For profit for the period (RMB)	10	0.26	0.38

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2024

	For the six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
PROFIT FOR THE PERIOD	317,154	490,332
OTHER COMPREHENSIVE INCOME		
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:		
Cash flow hedges:		
Effective portion of changes in fair value of hedging instruments arising during the period	3,450	(14,328)
Reclassification adjustments for loss/(income) included in the consolidated statement of profit or loss	4,235	(22,878)
	7,685	(37,206)
Exchange differences on translation of foreign operations	(83,465)	62,424
Net other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods	(75,780)	25,218
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:		
Actuarial reserve relating to employee benefits	5,044	(2,321)
Equity investments designated at fair value through other comprehensive income:		
Changes in fair value	1,507	5,636
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	6,551	3,315
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD, NET OF TAX	(69,229)	28,533
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	247,925	518,865
Attributable to:		
Equity holders of the Company	264,164	486,004
Non-controlling interests	(16,239)	32,861
	247,925	518,865

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

30 June 2024

	Notes	30 June 2024 RMB'000 (Unaudited)	31 December 2023 RMB'000 (Audited)
NON-CURRENT ASSETS			
Property, plant and equipment	11	10,303,244	10,674,269
Right-of-use assets		11,803,309	12,535,362
Intangible assets		2,500,031	2,570,069
Goodwill		1,766,850	1,810,601
Investments in associates		247,289	261,631
Financial assets at fair value through profit or loss		353,742	358,461
Properties under development		589,684	579,816
Due from related companies		5,634	89,265
Prepayments, other receivables and other assets		384,366	380,753
Deferred tax assets		771,964	787,811
Cash and bank balances		—	12,468
Total non-current assets		28,726,113	30,060,506
CURRENT ASSETS			
Inventories		253,392	289,746
Completed properties for sale		1,192,603	1,219,565
Properties under development		446,819	519,066
Trade receivables	12	511,833	704,961
Contract assets and other assets		1,739	4,710
Prepayments, other receivables and other assets		1,770,021	1,895,642
Due from related companies		948,327	872,961
Derivative financial instruments		55,334	73,045
Financial assets at fair value through profit or loss		—	3,409
Cash and bank balances		3,540,925	2,979,236
Total current assets		8,720,993	8,562,341
CURRENT LIABILITIES			
Interest-bearing bank and other borrowings	13	3,379,379	3,558,428
Contract liabilities		829,136	962,475
Trade payables	14	1,993,625	2,140,863
Accrued liabilities and other payables		5,751,317	7,078,188
Tax payable		271,915	397,562
Lease liabilities		994,426	944,415
Due to related companies		871,550	990,668
Derivative financial instruments		7,986	40,814
Total current liabilities		14,099,334	16,113,413
NET CURRENT LIABILITIES		(5,378,341)	(7,551,072)
TOTAL ASSETS LESS CURRENT LIABILITIES		23,347,772	22,509,434

continued/...

INTERIM CONDENSED CONSOLIDATED STATEMENT OF
FINANCIAL POSITION

30 June 2024

	Notes	30 June 2024 RMB'000 (Unaudited)	31 December 2023 RMB'000 (Audited)
NON-CURRENT LIABILITIES			
Interest-bearing bank and other borrowings	13	9,483,374	8,126,896
Lease liabilities		10,317,960	11,025,483
Contract liabilities		4,073	4,073
Deferred income		49,078	52,671
Other long-term payables		284,401	286,059
Deferred tax liabilities		564,357	633,952
Total non-current liabilities		20,703,243	20,129,134
Net assets		2,644,529	2,380,300
EQUITY			
Equity attributable to equity holders of the Company			
Share capital		190	189
Shares held for the share-based payment schemes		(24)	(925)
Reserves		2,578,685	2,297,155
Non-controlling interests		2,578,851	2,296,419
		65,678	83,881
Total equity		2,644,529	2,380,300

Xu Xiaoliang
Director

Choi Yin On
Director

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2024

For the six months ended 30 June 2024

Notes	Attributable to equity holders of the Company										
	Issued share capital RMB'000	Shares held for the share-based payment schemes RMB'000	Share premium* RMB'000	Fair value reserve* RMB'000	Capital and other reserve* RMB'000	Merger reserve* RMB'000	Exchange fluctuation reserve* RMB'000	Accumulated losses* RMB'000	Subtotal RMB'000	Non- controlling interests RMB'000	Total RMB'000
At 1 January 2024 (audited)	189	(925)	11,260,732	(1,294,696)	(1,127,257)	(159,274)	(459,356)	(5,922,994)	2,296,419	83,881	2,380,300
Profit/(loss) for the period	—	—	—	—	—	—	—	321,838	321,838	(4,684)	317,154
Exchange differences on translation of foreign operations	—	—	—	—	—	—	(71,873)	—	(71,873)	(11,592)	(83,465)
Cash flow hedges, net of tax	—	—	—	—	7,665	—	—	—	7,665	20	7,685
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax	—	—	—	1,503	—	—	—	—	1,503	4	1,507
Actuarial reserve relating to employee benefits, net of tax	—	—	—	—	5,031	—	—	—	5,031	13	5,044
Total comprehensive income for the period	—	—	—	1,503	12,696	—	(71,873)	321,838	264,164	(16,239)	247,925
Equity-settled share-based payments (i)	1	901	15,106	—	(4,785)	—	—	—	11,223	—	11,223
Acquisition of additional interests in subsidiaries	—	—	—	—	(298,598)	—	—	—	(298,598)	(10,244)	(308,842)
Reclassification of non-controlling interests to liabilities as if the acquisition had taken place due to put options granted to non-controlling shareholders of a subsidiary	—	—	—	—	305,643	—	—	—	305,643	8,280	313,923
At 30 June 2024 (unaudited)	190	(24)	11,275,838	(1,293,193)	(1,112,301)	(159,274)	(531,229)	(5,601,156)	2,578,851	65,678	2,644,529

* These reserve accounts comprise the consolidated reserves of RMB2,578,685,000 in the interim condensed consolidated statement of financial position.

Note:

(i) During the six months ended 30 June 2024, an amount of RMB692 was credited as share capital, an amount of RMB15,106,000 was credited to share premium and an amount of RMB20,376,000 was transferred out from capital and other reserve.

The expenses recognised for the share-based payments amounted to RMB15,591,000 and were credited to capital and other reserve during the six months ended 30 June 2024.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2024

For the six months ended 30 June 2023

	Attributable to equity holders of the Company											
	Notes	Issued	Shares	Share	Fair value	Capital	Merger	Exchange	Accumulated	Subtotal	Non-	Total
		share	held for the									
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2023 (audited)		188	(1)	11,224,256	(1,300,363)	(721,969)	(159,274)	(354,347)	(6,230,193)	2,458,297	172,800	2,631,097
Profit for the period		—	—	—	—	—	—	—	471,840	471,840	18,492	490,332
Exchange differences on translation of foreign operations		—	—	—	—	—	—	47,392	—	47,392	15,032	62,424
Cash flow hedges, net of tax		—	—	—	—	(36,478)	—	—	—	(36,478)	(728)	(37,206)
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax		—	—	—	5,525	—	—	—	—	5,525	111	5,636
Actuarial reserve relating to employee benefits, net of tax		—	—	—	—	(2,275)	—	—	—	(2,275)	(46)	(2,321)
Total comprehensive income for the period		—	—	—	5,525	(38,753)	—	47,392	471,840	486,004	32,861	518,865
Equity-settled share-based payments	(i)	—	—	11,137	—	14,955	—	—	—	26,092	—	26,092
Acquisition of additional interests in subsidiaries		—	—	—	—	2,122	—	—	—	2,122	(2,229)	(107)
Disposal of subsidiaries		—	—	—	—	—	—	—	—	—	(102,825)	(102,825)
Reclassification of non-controlling interests to liabilities as if the acquisition had taken place due to put options granted to non-controlling shareholders of a subsidiary		—	—	—	—	(149,952)	—	—	—	(149,952)	(13,118)	(163,070)
At 30 June 2023 (unaudited)		188	(1)	11,235,393	(1,294,838)	(893,597)	(159,274)	(306,955)	(5,758,353)	2,822,563	87,489	2,910,052

* These reserve accounts comprise the consolidated reserves of RMB2,822,376,000 in the interim condensed consolidated statement of financial position.

Note:

- (i) During the six months ended 30 June 2023, according to the share option scheme of the Company, 257,200 shares, 116,000 shares and 37,500 shares were issued at the exercise prices of HKD8.43, HKD8.37 and HKD9.37, respectively, due to the exercise of the share options. An amount of RMB324 was credited as share capital, an amount of RMB11,137,000 was credited to share premium and an amount of RMB7,928,000 was transferred out from capital and other reserve.

The expenses recognised for the share-based payments amounted to RMB22,883,000 and were credited to capital and other reserve during the six months ended 30 June 2023.

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2024

	Notes	For the six months ended 30 June	
		2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before income tax		387,816	678,550
Adjustments for:			
Depreciation of items of property, plant and equipment	7	376,803	324,991
Depreciation of right-of-use assets	7	601,801	573,045
Amortisation of intangible assets	7	70,355	78,336
Provision for impairment of intangible assets	5	—	87,891
Provision for impairment of trade receivables	7	2,220	6,193
(Reversal of provision)/provision for impairment of prepayments, other receivables and other assets	7	(740)	11,876
Write-down of inventories to net realisable value	7	559	1,014
Deferred income		(1,026)	(2,993)
Loss/(gain) on the fair value change of financial assets at fair value through profit or loss	5	1,824	(1,602)
Loss on the fair value change of derivative financial liabilities	5	—	34,018
Interest income	5	(47,925)	(57,993)
Interest expenses	6	646,433	660,282
Dividends from financial assets at fair value through profit or loss	5	(77)	—
Gain on disposal of items of property, plant and equipment	5	(10,616)	(217,747)
Gain on disposal of items of right-of-use assets	5	(2,788)	—
Gain on disposal of subsidiaries	5	—	(113,921)
Equity-settled share-based payments		15,591	22,883
Share of profits and losses of associates		2,231	13,583
CASH INFLOWS BEFORE WORKING CAPITAL CHANGES		2,042,461	2,098,406

continued/...

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2024

	For the six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES (Continued)		
Decrease in completed properties for sale	26,437	186,999
Decrease/(increase) in properties under development	60,324	(38,966)
Decrease/(increase) in inventories	35,902	(3,008)
Decrease in deferred income	(3)	(566)
Decrease in contract assets	2,971	6,820
Decrease in trade receivables	185,305	131,236
Decrease/(increase) in prepayments, other receivables and other assets	164,709	(216,049)
Decrease in restricted cash	1,241	115,389
Decrease in amounts due from related companies	6,741	12,343
Decrease in trade payables	(147,238)	(96,633)
Decrease in amounts due to related companies	(119,046)	(36,963)
Increase in other long-term payables	42,743	10,053
(Decrease)/increase in contract liabilities	(133,339)	251,971
Decrease in other payables and accruals	(716,073)	(555,751)
CASH GENERATED FROM OPERATIONS	1,453,135	1,865,281
Income tax paid	(257,377)	(98,374)
NET CASH FLOWS GENERATED FROM OPERATING ACTIVITIES	1,195,758	1,766,907

continued/...

INTERIM CONDENSED CONSOLIDATED STATEMENT OF
CASH FLOWS

For the six months ended 30 June 2024

	For the six months ended 30 June	
Notes	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of items of property, plant and equipment	(480,118)	(674,129)
Purchase of intangible assets	(66,376)	(71,949)
Decrease in time deposits with original maturity of more than three months and restricted cash	61,118	23,297
Disposal of subsidiaries	—	199,930
Proceeds from disposal of intangible assets	—	152
Loan collected from a related party	—	9,264
Proceeds from disposal of items of property, plant and equipment	82,057	229,465
Proceeds from disposal of financial assets at fair value through profit or loss	3,899	—
Dividends from equity investments at fair value through profit or loss	77	—
Interest received	45,775	55,918
NET CASH FLOWS USED IN INVESTING ACTIVITIES	(353,568)	(228,052)

continued/...

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2024

	For the six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
CASH FLOWS FROM FINANCING ACTIVITIES		
(Payment)/proceeds from issue of shares of the Company due to the exercise of the share options	(5,294)	8,281
Decrease/(increase) in restricted cash	212,521	(230,243)
New bank and other borrowings	5,385,623	1,758,863
Repayment of interest-bearing bank borrowings and other borrowings	(4,103,820)	(1,698,649)
Prepayment for the addition of right-of-use assets	—	(43,441)
Principal portion of lease payments	(793,307)	(741,357)
Acquisition of additional interests in subsidiaries	(308,842)	(107)
Funding received from related companies	—	2,444
Dividends paid to non-controlling shareholders of subsidiaries	(10,650)	9,977
Interest paid	(352,602)	(399,069)
NET CASH FLOWS GENERATED FROM/(USED IN) FINANCING ACTIVITIES	23,629	(1,333,301)
NET INCREASE IN CASH AND CASH EQUIVALENTS	865,819	205,554
Net foreign exchange differences	(41,718)	21,161
Cash and cash equivalents at beginning of the period	2,556,365	2,394,660
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	3,380,466	2,621,375
CASH AND BANK BALANCES AT END OF THE PERIOD	3,540,925	3,302,439
Less: Pledged bank balances and restricted cash for the use of construction	158,490	604,199
Time deposits with original maturity of more than three months	—	60,466
Restricted pre-sale proceeds	1,969	16,399
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	3,380,466	2,621,375

1. CORPORATE AND GROUP INFORMATION

Fosun Tourism Group (the “Company”, formerly known as Fosun Tourism and Culture Group (Cayman) Company Limited) is a limited liability company incorporated in the Cayman Islands on 30 September 2016. The registered company name was changed to Fosun Tourism Group on 2 August 2018. The registered address of the Company is Harneys Fiduciary (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands.

The Company is an investment holding company. During the period, the Group was primarily engaged in the provision of pioneering and family-focused tourism and leisure solutions. The principal business activities cover:

- Club Med and others,
- Atlantis Sanya,
- Vacation asset management center, and
- Foryou Club and other services.

In the opinion of the directors, the holding company and the controlling shareholder is Fosun International Limited (the “Controlling Shareholder”), which is incorporated in Hong Kong. The ultimate holding company of the Company is Fosun International Holdings Limited. The ultimate controlling shareholder of the Company is Mr. Guo Guangchang.

2.1 BASIS OF PREPARATION

The interim condensed consolidated financial information for the six months ended 30 June 2024 has been prepared in accordance with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting*. The interim condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 December 2023.

The Group had net current liabilities of RMB5,378,341,000 as at 30 June 2024. Having taken into account the available banking facilities and the expected cash flows from operating, investing and financing activities, the directors consider that it is appropriate to prepare the financial statements on a going concern basis.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group’s annual consolidated financial statements for the year ended 31 December 2023, except for the adoption of the following revised International Financial Reporting Standards (“IFRSs”) for the first time for the current period’s financial information.

Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i> (the “2020 Amendments”)
Amendments to IAS 1	<i>Non-current Liabilities with Covenants</i> (the “2022 Amendments”)
Amendments to IAS 7 and IFRS 7	<i>Supplier Finance Arrangements</i>

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

The nature and impact of the revised IFRSs are described below:

- (a) Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. Since the Group has no sale and leaseback transactions with variable lease payments that do not depend on an index or a rate occurring from the date of initial application of IFRS 16, the amendments did not have any impact on the financial position or performance of the Group.
- (b) The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period.

The Group has reassessed the terms and conditions of its liabilities as at 1 January 2023 and 2024 and concluded that the classification of its liabilities as current or non-current remained unchanged upon initial application of the amendments. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

- (c) Amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The disclosure of relevant information for supplier finance arrangements is not required for any interim reporting period during the first annual reporting period in which an entity applies the amendments. As the Group does not have supplier finance arrangements, the amendments did not have any impact on the interim condensed consolidated financial information.

3. OPERATING SEGMENT INFORMATION

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

- (a) Club Med and others segment which comprises principally the Club Med resort operation business and other relevant business such as transportation service, resort construction service, youth play and learning service;
- (b) Atlantis Sanya segment which comprises principally hotel operation services and various supporting tourism and entertainment services in the region;
- (c) Vacation asset management center segment which comprises principally the property sales and construction services and operation of Taicang ALPS resort and Lijiang Club Med resort; and
- (d) Foryou Club and other services segment which comprises principally various tourism and leisure services to support the membership system.

3. OPERATING SEGMENT INFORMATION *(Continued)*

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment operating profit which is calculated based on gross profit less other income and gains, other expenses, selling and marketing expenses and general and administrative expenses. No analysis of the Group's assets and liabilities by operating segment is disclosed as it is not regularly provided to the chief operating decision-maker for review.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

Six months ended 30 June 2024

	Club Med and others RMB'000 (Unaudited)	Atlantis Sanya RMB'000 (Unaudited)	Vacation asset management center RMB'000 (Unaudited)	Foryou Club and other services RMB'000 (Unaudited)	Elimination RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
Segment revenue						
External customers	8,169,606	860,440	294,013	90,507	—	9,414,566
Intersegment sales	23,588	7,300	229	43,925	(75,042)	—
Total segment revenue	8,193,194	867,740	294,242	134,432	(75,042)	9,414,566
Segment operating profit/(loss)	1,145,355	177,418	(106,456)	2,054	(46,049)	1,172,322
Unallocated expenses*						(135,842)
Total operating profit						1,036,480
Finance costs						(646,433)
Share of profits and losses of associates						(2,231)
Profit before income tax						387,816

30 June 2024

3. OPERATING SEGMENT INFORMATION *(Continued)*

Six months ended 30 June 2023

	Club Med and others RMB'000 (Unaudited)	Atlantis Sanya RMB'000 (Unaudited)	Vacation asset management center RMB'000 (Unaudited)	Foryou Club and other services RMB'000 (Unaudited)	Elimination RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
Segment revenue						
External customers	7,500,779	928,456	387,935	81,647	—	8,898,817
Intersegment sales	6,039	9,005	1,979	22,895	(39,918)	—
Total segment revenue	7,506,818	937,461	389,914	104,542	(39,918)	8,898,817
Segment operating profit/(loss)	1,177,309	346,769	74,898	(34,893)	(30,892)	1,533,191
Unallocated expenses*						(180,776)
Total operating profit						1,352,415
Finance costs						(660,282)
Share of profits and losses of associates						(13,583)
Profit before income tax						678,550

* The unallocated expenses mainly represented the equity-settled share-based payment expenses, other employee benefit expenses and other administrative expenses.

Geographical information

	For the six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
Revenue from external customers		
Europe, Middle East and Africa	5,045,002	4,631,679
America	2,294,589	2,079,227
Asia Pacific	2,074,975	2,187,911
Total	9,414,566	8,898,817

The revenue information above is based on the locations of customers.

4. REVENUE

An analysis of revenue is as follows:

	For the six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
<i>Revenue from contracts with customers</i>		
Tourism operation and other services	9,251,920	8,486,668
Property sales and construction services	162,646	412,149
Total	9,414,566	8,898,817

(i) Disaggregated revenue information for revenue from contracts with customers

Set out below is the reconciliation of the revenue from contracts with customers to the amounts disclosed in the segment information:

For the period ended 30 June 2024

Segments	Club Med and others RMB'000 (Unaudited)	Atlantis Sanya RMB'000 (Unaudited)	Vacation asset management center RMB'000 (Unaudited)	Foryou Club and other services RMB'000 (Unaudited)	Elimination RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
Types of goods or services						
Tourism operation and other services	8,178,125	867,740	146,665	134,432	(75,042)	9,251,920
Property sales and construction services	15,069	—	147,577	—	—	162,646
	8,193,194	867,740	294,242	134,432	(75,042)	9,414,566
Intersegment sales	(23,588)	(7,300)	(229)	(43,925)	75,042	—
Total	8,169,606	860,440	294,013	90,507	—	9,414,566
Timing of revenue recognition						
Goods transferred at a point in time	2	—	150,455	33,016	(26,813)	156,660
Services transferred over time	8,193,192	867,740	143,787	101,416	(48,229)	9,257,906
	8,193,194	867,740	294,242	134,432	(75,042)	9,414,566
Intersegment sales	(23,588)	(7,300)	(229)	(43,925)	75,042	—
Total	8,169,606	860,440	294,013	90,507	—	9,414,566

30 June 2024

4. REVENUE *(Continued)*

(i) Disaggregated revenue information for revenue from contracts with customers *(Continued)*

For the period ended 30 June 2023

Segments	Club Med and others RMB'000 (Unaudited)	Atlantis Sanya RMB'000 (Unaudited)	Vacation asset management center RMB'000 (Unaudited)	Foryou Club and other services RMB'000 (Unaudited)	Elimination RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
Types of goods or services						
Tourism operation and other services	7,453,024	937,461	31,559	104,542	(39,918)	8,486,668
Property sales and construction services	53,794	—	358,355	—	—	412,149
	7,506,818	937,461	389,914	104,542	(39,918)	8,898,817
Intersegment sales	(6,039)	(9,005)	(1,979)	(22,895)	39,918	—
Total	7,500,779	928,456	387,935	81,647	—	8,898,817
Timing of revenue recognition						
Goods transferred at a point in time	52	—	358,352	15,253	(11,711)	361,946
Services transferred over time	7,506,766	937,461	31,562	89,289	(28,207)	8,536,871
	7,506,818	937,461	389,914	104,542	(39,918)	8,898,817
Intersegment sales	(6,039)	(9,005)	(1,979)	(22,895)	39,918	—
Total	7,500,779	928,456	387,935	81,647	—	8,898,817

5. OTHER INCOME AND GAINS, NET

An analysis of other income and gains, net of other expenses, is as follows:

	For the six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
Other income		
Interest income	47,925	57,993
Government grants	13,703	89,805
Others	34,014	47,648
Total	95,642	195,446
Gains		
Gain on disposal of subsidiaries	—	113,921
Gain on disposal of items of property, plant and equipment	10,616	217,747
Gain on disposal of items of right-of-use assets	2,788	—
Reversal of provision for impairment of prepayments, other receivables and other assets	740	—
Gain on the fair value change of financial assets at fair value through profit or loss	—	1,602
Dividends from financial assets at fair value through profit or loss	77	—
Exchange gain, net	—	70,322
Reversal of provision for closing of villages	142,340	7,485
Others	3,319	10,807
Total	159,880	421,884
Other income and gains	255,522	617,330
Other expenses		
Compensation costs relating to employees	(45,563)	(20,493)
Provision for resort closure costs	(8,041)	(49,315)
Provision for litigation, including tax related	(14,006)	(14,639)
Loss on the fair value change of financial assets at fair value through profit or loss	(1,824)	—
Loss on the fair value change of derivative financial liabilities	—	(34,018)
Impairment losses on		
— Intangible assets	—	(87,891)
— Other receivables	—	(11,876)
Exchange loss, net	(47,204)	—
Others	(17,441)	(14,626)
Other expenses	(134,079)	(232,858)
Other income and gains, net	121,443	384,472

6. FINANCE COSTS

	For the six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
Interest on bank and other borrowings	351,061	388,107
Interest on lease liabilities	281,993	269,451
Bank charges and other finance costs	13,379	18,120
	646,433	675,678
Less: Interest capitalised	—	15,396
Total finance costs	646,433	660,282

7. PROFIT BEFORE INCOME TAX

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

	Notes	For the six months ended 30 June	
		2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
Cost of revenue		6,208,065	5,822,195
Depreciation of property, plant and equipment	11	376,803	324,991
Amortisation of intangible assets		70,355	78,336
Depreciation of right-of-use assets		601,801	573,045
Impairment of financial and contract assets and other assets:			
<i>Provision for impairment of trade receivables</i>		2,220	6,193
<i>(Reversal of provision)/provision for impairment of financial assets</i>			
<i>included in prepayments, other receivables and other assets</i>	5	(740)	11,876
Write-down of inventories to net realisable value		559	1,014
Provision for impairment of intangible assets	5	—	87,891
Fair value loss/(gain) on financial assets at fair value through profit or loss	5	1,824	(1,602)
Loss on the fair value change of derivative financial liabilities	5	—	34,018
Exchange loss/(gain), net	5	47,204	(70,322)
Gain on disposal of right-of-use assets	5	(2,788)	—
Gain on disposal of items of property, plant and equipment	5	(10,616)	(217,747)
Dividends from financial assets at fair value through profit or loss	5	(77)	—
Gain on disposal of a subsidiary	5	—	(113,921)

8. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

	Notes	For the six months ended 30 June	
		2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
Current — France and others	(1)	134,278	119,355
Current — Chinese Mainland			
Income tax in Chinese Mainland for the period	(2)	206	24,934
Land appreciation tax (“LAT”) in Chinese Mainland for the period	(3)	12,282	38,426
Deferred		(76,104)	5,503
Total Income tax expense for the period		70,662	188,218

Notes:

- (1) The provision for income tax of Club Med Holding (“CMH”) and its subsidiaries incorporated in France for the six months ended 30 June 2024 was based on a rate of 25.83% (six months ended 30 June 2023: 25.83%).
- (2) The provision for Chinese Mainland current income tax is based on the statutory rate of 25% (six months ended 30 June 2023: 25%) of the assessable profits for the six months ended 30 June 2024 of the Group as determined in accordance with the PRC Corporate Income Tax Law, which was approved and became effective on 1 January 2008. For Hainan Atlantis Commerce and Tourism Development Co., Ltd. (“Hainan Atlantis”), the provision for current income tax is based on a reduced tax rate of 15% as a qualified encouraged industrial enterprise in accordance with the Notice on the Preferential Policies for Corporate Income Tax at Hainan Free Trade Port that has come into effect on 1 January 2020.
- (3) LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sale of properties less deductible expenditures including land costs, borrowing costs and other property development expenditures. The Group has estimated, made and included in taxation a provision for LAT according to the requirements set forth in the relevant Chinese Mainland tax laws and regulations. The LAT provision is subject to the final review and approval by the local tax bureau.

9. DIVIDENDS

No dividend has been paid or declared by the Company for the six months ended 30 June 2024 (Six months ended 30 June 2023: Nil).

10. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 1,243,191,887 (six months ended 30 June 2023: 1,241,763,222) in issue during the period.

The calculation of the diluted earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

	For the six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
Earnings		
Profit attributable to ordinary equity holders of the Company, used in the basic and diluted earnings per share calculations	321,838	471,840
	Number of shares For the six months ended 30 June	
	2024 (Unaudited)	2023 (Unaudited)
Shares		
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	1,243,191,887	1,241,763,222
Effect of dilution — weighted average number of ordinary shares:		
— Share award scheme	2,413,420	3,715,220
— Share option scheme	—	2,845,247
Weighted average number of ordinary shares used in the calculation of diluted earnings per share	1,245,605,307	1,248,323,689
Basic earnings per share (RMB)	0.26	0.38
Diluted earnings per share (RMB)	0.26	0.38

11. PROPERTY, PLANT AND EQUIPMENT

	For the six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
Carrying value at beginning of the period (audited)	10,674,269	9,786,743
Additions	249,443	672,232
Disposals	(71,441)	(11,718)
Disposals of a subsidiary	—	(239,890)
Depreciation charge for the period (note 7)	(376,803)	(324,991)
Exchange alignment	(172,224)	319,604
Carrying value at end of the period (unaudited)	10,303,244	10,201,980

As at 30 June 2024, the Group's property, plant and equipment with a net carrying value of RMB4,868,290,000 (31 December 2023: RMB4,954,282,000) were pledged as security for interest-bearing bank and other borrowings as set out in note 13 to the interim condensed consolidated financial information.

12. TRADE RECEIVABLES

The Group seeks to maintain strict control over its outstanding receivables to minimise the credit risk. Overdue balances are reviewed regularly by management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	30 June 2024 RMB'000 (Unaudited)	31 December 2023 RMB'000 (Audited)
Outstanding balances with ages:		
Within 90 days	444,977	643,465
91 to 180 days	43,157	41,822
181 to 365 days	18,974	8,309
1 to 2 years	2,832	8,754
2 to 3 years	1,726	2,611
Over 3 years	167	—
Total	511,833	704,961

30 June 2024

13. INTEREST-BEARING BANK AND OTHER BORROWINGS

	Notes	30 June 2024 RMB'000 (Unaudited)	31 December 2023 RMB'000 (Audited)
Bank loans:			
Secured	(i)	3,918,161	3,452,459
Unsecured		2,629,132	2,750,821
		6,547,293	6,203,280
Other borrowings:			
Commercial mortgage-backed security	(ii)	6,315,460	5,482,044
Total		12,862,753	11,685,324
Repayable:			
Within one year		3,379,379	3,558,428
In the second year		804,540	1,145,639
In the third to fifth years, inclusive		2,212,557	1,091,177
Over five years		6,466,277	5,890,080
		12,862,753	11,685,324
Portion classified as current liabilities		3,379,379	3,558,428
Non-current portion		9,483,374	8,126,896

Notes:

- (i) Certain of the Group's bank loans are secured by the pledge of assets with carrying values at the end of the reporting period as follows:

	30 June 2024 RMB'000 (Unaudited)	31 December 2023 RMB'000 (Audited)
Pledge of assets:		
Right-of-use assets — land	266,809	270,721
Properties under development	347,111	337,125
Property, plant and equipment	1,861,191	1,889,875
Completed properties for sale	292,076	314,724
Pledged deposits	87,434	299,955
Total	2,854,621	3,112,400

Apart from the above, certain interest-bearing bank borrowings were secured by investments in subsidiaries as at 30 June 2024.

13. INTEREST-BEARING BANK AND OTHER BORROWINGS *(Continued)*

Notes: *(Continued)*

- (ii) In March 2020, the Group issued asset-backed securities which were backed by the Atlantis Sanya hotel and water park as mortgages with a coupon rate of 5%, and the 100% equity interest in Hainan Atlantis and operating revenue of Atlantis Sanya as a pledge. The principal and interest of the prioritised level shall be repaid semi-annually in 48 instalments in 24 years. The coupon rates of the securities of the prioritised level are subject to adjustments by the Group and the holders have the rights, at their option, to require the Group to redeem at an interval of every three years within the terms of the securities. The fund raised by the Group from the third-party investors was recorded as other borrowings as at 30 June 2024.

The pledged assets with carrying values at the end of the reporting period are as follows:

	30 June 2024 RMB'000 (Unaudited)	31 December 2023 RMB'000 (Audited)
Pledge of assets:		
Right-of-use assets — land	710,737	721,848
Property, plant and equipment	3,007,099	3,064,407
Total	3,717,836	3,786,255

- (iii) Certain of the Group's bank loans bear interest at rates ranging from 0.75% to 12.13% per annum (31 December 2023: from 0.75% to 12.37%).

14. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	30 June 2024 RMB'000 (Unaudited)	31 December 2023 RMB'000 (Audited)
Outstanding balances with ages:		
Within 90 days	1,575,890	1,607,981
91 to 180 days	155,317	59,396
181 to 365 days	103,808	47,231
1 to 2 years	19,305	291,331
2 to 3 years	49,189	22,821
Over 3 years	90,116	112,103
Total	1,993,625	2,140,863

15.COMMITMENTS

The Group had the following contractual commitments at the end of the reporting period:

	30 June 2024 RMB'000 (Unaudited)	31 December 2023 RMB'000 (Audited)
Construction in progress and properties under development	1,330,917	1,943,861

16.CONTINGENT LIABILITIES

The Group had the following contingent liabilities:

	Note	30 June 2024 RMB'000 (Unaudited)	31 December 2023 RMB'000 (Audited)
Guarantees given related to			
— qualified buyers' mortgage loans	(i)	59,697	90,029
— interest-bearing loans of a related company		13,277	14,169
Total		72,974	104,198

Note:

- (i) The Group provided guarantees in favour of their customers in respect of mortgage loans provided by banks to these customers for their purchases of the Group's developed properties where the underlying real estate certificates can only be provided to the banks in a time-delayed manner due to administrative procedures in the People's Republic of China. These guarantees provided by the Group will be released when the customers pledge their real estate certificates as security to the banks for the mortgage loans granted by the banks.

The directors consider that in case of default in payments, the net realisable value of the related properties can cover the outstanding principal together with the accrued interest and penalties and therefore no provision has been made in the financial information for the guarantees.

17. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances detailed elsewhere in this financial information, the Group had the following transactions with related parties during the period:

	Notes	For the six months ended 30 June	
		2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
Associates:			
Bank loan guarantees provided	(ii)	13,277	13,435
Other related parties:			
Service income	(iii)	162,211	65,924
Service expense	(i)	19,688	15,626
Purchases of products	(iv)	2,075	743
Loans collected from a related company	(v)	—	9,264
Interest income	(vi)	2,150	2,335

Notes:

- (i) The directors consider that the service charges for the service provided by the related parties were determined based on prices available to third party customers.
- (ii) The guarantees with related companies were free of charge.
- (iii) The directors consider that the income for services provided to the related parties was determined based on prices available to third party customers.
- (iv) The directors consider that the purchases were undertaken on commercial terms similar to those offered by unrelated suppliers in the ordinary course of business of the relevant companies.
- (v) The loans collected from the related company are unsecured. The directors consider that the applicable interest rates were determined in accordance with the prevailing market borrowing rates.
- (vi) The interest rate for loans was calculated according to the agreement terms.

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17. RELATED PARTY TRANSACTIONS *(Continued)*

(b) Outstanding balances with related parties:

	Notes	30 June 2024 RMB'000 (Unaudited)	31 December 2023 RMB'000 (Audited)
Due from related companies:			
The holding company	(i)	840,641	840,641
Associates	(ii)	7,100	9,730
Other related companies	(iii)	106,220	111,855
Total		953,961	962,226
Due to related companies:			
The holding company	(iv)	3,585	3,656
Other related companies	(v)	867,965	987,012
Total		871,550	990,668
Lease liabilities:			
Associates	(vi)	101,683	102,660

Notes:

(i) As at 30 June 2024, the Group had an outstanding balance due from its ultimate holding company of RMB840,641,000 (31 December 2023: RMB840,641,000). The balance due from the ultimate holding company was non-trade in nature, unsecured, interest-free and repayable on demand. The balance mainly arose from the unpaid subscription price for the shares of the Company issued to the Controlling Shareholder.

(ii) As at 30 June 2024, the Group had a balance due from its associate companies of RMB1,610,000 (31 December 2023: RMB3,874,000). The balance was trade in nature, unsecured, interest-free and repayable on demand.

The remaining balances due from associates as at 30 June 2024 with an amount of RMB5,490,000 (31 December 2023: RMB5,856,000) was non-trade in nature, unsecured, with the interest rates of 1.5% and repayable in October 2025.

(iii) As at 30 June 2024, the balances due from other related companies of RMB17,915,000 (31 December 2023: RMB22,392,000) were trade in nature, unsecured, interest-free and repayable on demand.

The remaining balances due from other related companies as at 30 June 2024 were RMB88,305,000 (31 December 2023: RMB89,463,000), of which RMB83,305,000 (31 December 2023: RMB83,262,000) was a loan to New KRH Co., Ltd. ("KRH"), a fellow subsidiary of the Controlling Shareholder. On 18 December 2022, a subsidiary of the Group provided a loan to KRH with the principal amount of EUR10 million to support the operation of Club Med Kiroro Peak resort. The interest rate was 5.59% and was repayable on 9 June 2025 and the loan was guaranteed by the Controlling Shareholder. And the remaining balance of RMB5,000,000 (31 December 2023: RMB6,201,000) was non-trade in nature, unsecured, interest-free and repayable on demand.

17. RELATED PARTY TRANSACTIONS *(Continued)*

(b) Outstanding balances with related parties: *(Continued)*

Notes: *(Continued)*

(iv) As at 30 June 2024, the balance due to its ultimate holding company with the amount of RMB3,585,000 (31 December 2023: RMB3,656,000) was trade in nature, unsecured, interest-free and repayable on demand.

(v) As at 30 June 2024, the balances due to other related companies included an amount of RMB27,249,000 (31 December 2023: RMB146,295,000) which was trade in nature, unsecured, interest-free and repayable on demand.

The remaining balances amounting to RMB840,716,000 (31 December 2023: RMB840,717,000) due to other related companies were non-trade in nature, unsecured, interest-free and repayable on demand.

(vi) Certain subsidiaries of the Group entered into rental agreements with related parties. The amounts of lease liabilities by the Group to the related parties under the leases were determined with reference to the amounts charged by the third parties.

(c) Compensation of key management personnel of the Company:

	For the six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Short-term employee benefits	30,241	22,775
Post-employment benefits	1,625	1,498
Equity-settled share option expense	8,024	12,274
Total compensation paid to key management personnel	39,890	36,547

18. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	As at 30 June 2024		As at 31 December 2023	
	Carrying amounts RMB'000 (Unaudited)	Fair values RMB'000 (Unaudited)	Carrying amounts RMB'000 (Audited)	Fair values RMB'000 (Audited)
Financial assets				
Financial assets at fair value through profit or loss	353,742	353,742	361,870	361,870
Financial assets included in prepayments, other receivables and other assets (non-current portion)	318,213	307,615	320,783	314,447
Due from related companies (non-current portion)	5,634	5,634	89,265	89,265
Derivative financial instruments	55,334	55,334	73,045	73,045
Total	732,923	722,325	844,963	838,627
Financial liabilities				
Interest-bearing bank and other borrowings (non-current portion)	9,483,374	9,452,507	8,126,896	8,102,120
Put options granted to non-controlling shareholders of a subsidiary included in accrued liabilities and other payables	815	815	314,738	314,738
Derivative financial instruments	7,986	7,986	40,814	40,814
Total	9,492,175	9,461,308	8,482,448	8,457,672

Management has assessed that the fair values of cash and bank balances, trade receivables, the current portion of financial assets included in prepayments, other receivables and other assets, the current portion of amounts due from related companies, trade payables, financial liabilities included in accrued liabilities and other payables other than put options granted to non-controlling shareholders of a subsidiary, amounts due to related companies, and the current portion of interest-bearing bank and other borrowings approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group's corporate finance team is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The corporate finance team reports directly to the chief financial officer. At each reporting date, the corporate finance team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

18. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values of those financial assets and liabilities measured at fair value:

The fair values of the non-current portion of interest-bearing bank and other borrowings, and financial liabilities included in other long-term payables have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for the non-current portion of interest-bearing bank and other borrowings as at 30 June 2024 was assessed to be insignificant.

The Group enters into derivative financial instruments with various counterparties, principally financial institutions with high credit ratings. Derivative financial instruments, including forward currency contracts, foreign currency swaps, interest rate swaps, are measured using valuation techniques similar to forward pricing and swap models, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates and interest rate curves. The carrying amounts of the forward currency contracts, foreign currency swaps, interest rate swaps and swaptions are the same as their fair values.

The fair values of listed equity investments are based on quoted market prices. The fair values of unlisted equity investments and unlisted wealth management products issued by asset management companies that are not traded in an active market are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instruments are included in Level 2. If one or more of the significant inputs are not based on observable market data, the instruments are included in Level 3.

The fair values of investment funds classified in Level 3 are based on net asset value reports provided by the manager of such funds. For certain unlisted equity securities, the Group adopts the valuation techniques to determine the fair value. Valuation techniques include the market comparison approach, etc. For other investments, valuation techniques include a discounted cash flow analysis, etc. The fair value measurement of these financial instruments may involve unobservable inputs such as liquidity discount, discount rate, etc. An increase (decrease) in liquidity discount or discount rate would result in a lower (higher) fair value. The Group periodically reviews all significant unobservable inputs and valuation adjustments used to measure the fair values of financial instruments in Level 3.

During this period, the significant unobservable valuation input for the put options granted to non-controlling shareholders of a subsidiary included in accrued liabilities and other payables of RMB815,000 (31 December 2023: RMB314,738,000) is EBITDA of CMH. The increase in EBITDA of CMH will lead to an increase in the liability of put options granted to non-controlling shareholders of a subsidiary included in accrued liabilities and other payables.

18. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 30 June 2024

	Fair value measurement using			Total RMB'000 (Unaudited)
	Quoted prices in active markets (Level 1) RMB'000 (Unaudited)	Significant observable inputs (Level 2) RMB'000 (Unaudited)	Significant unobservable inputs (Level 3) RMB'000 (Unaudited)	
Financial assets at fair value through profit or loss	—	—	353,742	353,742
Derivative financial instruments	—	55,334	—	55,334
Total	—	55,334	353,742	409,076

As at 31 December 2023

	Fair value measurement using			Total RMB'000 (Audited)
	Quoted prices in active markets (Level 1) RMB'000 (Audited)	Significant observable inputs (Level 2) RMB'000 (Audited)	Significant unobservable inputs (Level 3) RMB'000 (Audited)	
Financial assets at fair value through profit or loss	3,399	10	358,461	361,870
Derivative financial instruments	—	73,045	—	73,045
Total	3,399	73,055	358,461	434,915

18. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

Fair value hierarchy *(Continued)*

Liabilities measured at fair value:

As at 30 June 2024

	Fair value measurement using			Total RMB'000 (Unaudited)
	Quoted prices in active markets (Level 1) RMB'000 (Unaudited)	Significant observable inputs (Level 2) RMB'000 (Unaudited)	Significant unobservable inputs (Level 3) RMB'000 (Unaudited)	
Put options granted to non-controlling shareholders of a subsidiary included in accrued liabilities and other payables	—	—	815	815
Derivative financial instruments	—	7,986	—	7,986
Total	—	7,986	815	8,801

As at 31 December 2023

	Fair value measurement using			Total RMB'000 (Audited)
	Quoted prices in active markets (Level 1) RMB'000 (Audited)	Significant observable inputs (Level 2) RMB'000 (Audited)	Significant unobservable inputs (Level 3) RMB'000 (Audited)	
Put options granted to non-controlling shareholders of a subsidiary included in accrued liabilities and other payables	—	—	314,738	314,738
Derivative financial instruments	—	40,814	—	40,814
Total	—	40,814	314,738	355,552

18. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

Fair value hierarchy *(Continued)*

The movements in fair value measurements within Level 3 during the reporting period are as follows:

Assets measured at fair value:

	For the six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
At 1 January	358,461	277,291
Transferred in	—	50,045
Change in fair value	(2,288)	603
Exchange alignment	(2,431)	6,277
At 30 June	353,742	334,216

During the period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for financial assets (during the six months ended 30 June 2023, the financial assets with a fair value of RMB50,045,000 in Level 2 as at 31 December 2022 were transferred in).

Liabilities measured at fair value:

	For the six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
At 1 January	314,738	173,169
Addition	—	163,070
Decrease	(313,923)	—
At 30 June	815	336,239

During the period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for financial liabilities.

19. EVENTS AFTER THE REPORTING PERIOD

There have been no significant events since the end of the reporting period.

20. APPROVAL OF THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The interim condensed consolidated financial statements was approved and authorised for issue by the Board on 22 August 2024.

RECENT DEVELOPMENT OF THE COMPANY

The recent development of the Company is set out in note 19 to financial statements and the “Business Overview” in this interim report.

FORWARD-LOOKING STATEMENTS

This report includes certain forward-looking statements which involve the financial conditions, results and businesses of the Group. These forward-looking statements are the Group’s expectation or beliefs for future events and they involve known and unknown risks and uncertainties, which may cause actual results, performance or development of the situation to differ materially from the situation expressed or implied by these statements.

INTERIM DIVIDEND

The Board has not recommended the payment of an interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: nil).

PRE-IPO SHARE OPTION SCHEME

The Company adopted the Pre-IPO Share Option Scheme on 29 December 2017 and the shareholders of Fosun International approved the said scheme on 23 February 2018. The following detailed information in relation to the Pre-IPO Share Option Scheme is set out in the circular of Fosun International dated 1 February 2018 (the “2018 Circular”). Unless otherwise defined, the capitalized terms set out herein shall have the same meanings as set out in the 2018 Circular. The major terms of the Pre-IPO Share Option Scheme are as follows:

- 1) The purpose of the Pre-IPO Share Option Scheme is to provide the participants with the opportunity to acquire proprietary interests in the Company and to encourage the participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholder(s) as a whole.
- 2) The participants of the Pre-IPO Share Option Scheme include: (i) any full-time employee(s) of the Company or of any of its subsidiaries; (ii) directors of the Company or of any of its subsidiaries; and (iii) any person(s) whether or not an employee(s) or officer(s) of the Company or of any of its subsidiaries who the Board, or the duly authorized committee thereof, considers to be able to enhance the operations or value of the Group.
- 3) The total number of the Shares which may be issued upon exercise of all share options (the “Pre-IPO Option(s)”) granted under the Pre-IPO Share Option Scheme shall not exceed 100,000,000 Shares, representing approximately 8.04% of the issued Shares as at 20 September 2024^{Note}. 30,738,997 and 13,816,520 Pre-IPO Share Options were granted on 23 February 2018 and 19 November 2018, respectively. No further Pre-IPO Options will be granted under the Pre-IPO Share Option Scheme subsequent to the above grant dates. As at 30 June 2024, the number of underlying Shares pursuant to the outstanding Pre-IPO Options (excluding those lapsed/cancelled/expired) amounts to 25,405,454 Shares, representing approximately 2.04% of the issued Shares as at 30 June 2024 and approximately 2.04% of the issued Shares as at 20 September 2024^{Note}.
- 4) The total number of the Shares which may be issued and to be issued upon exercise of the Pre-IPO Options granted and to be granted to each participant or grantee (as the case may be) (including both redeemed and outstanding Pre-IPO Options) in any 12-month period shall not exceed 1.0% of the number of the relevant class of the Shares in issue of the Company as of the proposed date of grant; unless any further grant of Pre-IPO Options (including redeemed, cancelled and outstanding Pre-IPO Options) to the participant or the grantee exceeding the 1.0% limit is made in compliance with the requirements under the Listing Rules (including the prior approval by the shareholders of Fosun International).

Note: Given the Company cannot ensure that the total number of issued shares of the Company between 20 September 2024 (being the Latest Practicable Date (“LPD”)) and the publication date of this report remains unchanged, the Group has decided to disclose the information required by Rule 17.09(3) of the Listing Rules based on the LPD instead of the publication date of interim report.

- 5) The exercise period of any Pre-IPO Options granted under the Pre-IPO Share Option Scheme must not be more than ten years commencing on the date of grant.
- 6) The exercise price for the grant of Pre-IPO Options shall be determined by the Board or the duly authorized committee thereof from time to time. The offer of a grant of Pre-IPO Options may be accepted within 5 business days from the date of offer, upon payment of a nominal consideration of RMB1.00 (or any other amount as determined by the Board) in total by the grantee.
- 7) The exercise prices of the 30,738,997 and 13,816,520 Pre-IPO Options granted respectively on 23 February 2018 and 19 November 2018 under the Pre-IPO Share Option Scheme are HK\$8.43 per Share and the offer price of the global offering of HK\$15.60 per Share, respectively. The exercise price of Pre-IPO Options shall be determined solely by the Board, or the duly authorized committee thereof, with reference to factors which may include business performance and value of the Company and individual performance of the relevant grantee. No option may be granted at an exercise price lower than the new issue price (if any) either after the Company resolves to seek a listing or during the period commencing six months before the lodgment of an application with the relevant stock exchange for the listing up to the date of listing. In such event, the Board, or the duly authorized committee thereof, shall have the discretion to adjust the exercise price of options granted during such period to not lower than the new issue price (if any). For the avoidance of doubt, no further Pre-IPO Options have or will be granted under the Pre-IPO Share Option Scheme subsequent to the above grant dates.
- 8) The Board, or the duly authorized committee thereof, shall determine and inform the grantee of the option period, during which a grantee may exercise the Pre-IPO Options in accordance with the terms of the Pre-IPO Share Option Scheme, provided that in no event shall such period be more than ten (10) years from the date of grant. A Pre-IPO Option shall be vested after meeting the vesting period and vesting conditions. The Board, or the duly authorized committee thereof, shall determine and inform the grantee of the option period, and determine other terms and conditions relating to the grant of Pre-IPO Options including (i) any minimum periods for which a Pre-IPO Option must be held; and/or (ii) minimum performance targets or other criteria (including a vesting period) that must be reached before the Pre-IPO Options can be vested/exercised in whole or in part; and/or (iii) such other terms as may be imposed at the discretion of the Board, or the duly authorized committee thereof, either on a case-by-case basis or generally which in the opinion thereof are fair and reasonable and not being inconsistent with the rules and procedures applicable to the Pre-IPO Share Option Scheme or the relevant requirements under applicable laws or the Listing Rules.
- 9) Subject to the termination provisions under the Pre-IPO Share Option Scheme, under no circumstance shall the life of the Pre-IPO Share Option Scheme be more than 10 years from its adoption date. No further Pre-IPO Options shall be granted after the date immediately preceding the date of listing of the Shares of the Company on the Stock Exchange, but the provision of the Pre-IPO Share Option Scheme shall remain in full force and effect in all other respects. As of 20 September 2024^{Note}, the remaining term of the Pre-IPO Share Option Scheme is 3 years and 5 months.
- 10) Pursuant to the Pre-IPO Share Option Scheme, an offer of the grant of an option made in accordance with the Pre-IPO Share Option Scheme shall be deemed to have been accepted and the option to which the offer relates shall be deemed to have been granted when the duplicate offer letter comprising acceptance of the offer duly signed by the grantee together with a remittance to the Company of RMB1.00 (or any other amount as determined by the Board, or the duly authorized committees thereof) per grant as a consideration for the grant thereof is received by the Company within five (5) Business Days from the date on which the offer letter is delivered to the participant (or such other period as determined by the Board, or the duly authorized committees thereof). Such remittance shall in no circumstances be refundable.

On 14 December 2018, the Shares were listed and traded on the Main Board of the Stock Exchange, since then, no further Pre-IPO Option has been or will be granted under the Pre-IPO Share Option Scheme.

STATUTORY DISCLOSURES

The following table discloses movements in the Pre-IPO Options under the Pre-IPO Share Option Scheme of the Company during the Reporting Period.

Type of grantees/ Name of grantee	Date of grant of the Pre-IPO Options	Number of the Pre-IPO Options					As of 30 June 2024	Vesting period of the Pre-IPO Options	Exercise period of the Pre-IPO Options	Exercise price of the Pre-IPO Options per Share (HKD)
		As of 1 January 2024	Granted during the Reporting Period	Exercised during the Reporting Period ⁽⁴⁾	Expired/ lapsed/ cancelled during the Reporting Period ⁽⁷⁾					
Xu Bingbin	23 February 2018	775,125	—	0	0	775,125	23 February 2018 to 27 December 2021 ⁽²⁾	28 December 2018 to 22 February 2028	8.43	
	19 November 2018	742,500	—	0	0	742,500	19 November 2018 to 17 November 2022 ⁽³⁾	18 November 2019 to 18 November 2028	15.60	
Qian Jiannong	23 February 2018	20,000,000	—	0	0	20,000,000	23 February 2018 to 21 February 2026 ⁽¹⁾	22 February 2019 to 22 February 2028	8.43	
Other grantees (being other employees of the Group)	23 February 2018	1,931,649	—	0	242,800	1,688,849	23 February 2018 to 27 December 2021 ⁽²⁾	28 December 2018 to 22 February 2028	8.43	
	19 November 2018	2,714,180	—	0	515,200	2,198,980	19 November 2018 to 17 November 2022 ⁽³⁾	18 November 2019 to 18 November 2028	15.60	
Total		26,163,454	—	0	758,000	25,405,454				

Notes:

- The Pre-IPO Options, being granted to Mr. Qian Jiannong on 23 February 2018 shall be vested according to the following schedule:

Percentage of Pre-IPO Options to be vested	Vesting Date
20%	22 February 2019
20%	22 February 2020
20%	22 February 2021
20%	22 February 2022
5%	22 February 2023
5%	22 February 2024
5%	22 February 2025
5%	22 February 2026

- The Pre-IPO Options, being granted to Mr. Xu Bingbin and other grantees on 23 February 2018 shall be vested according to the following schedule:

Percentage of Pre-IPO Options to be vested	Vesting Date
25%	28 December 2018
25%	28 December 2019
25%	28 December 2020
25%	28 December 2021

- The Pre-IPO Options, being granted to Mr. Xu Bingbin and other Grantees on 19 November 2018 shall be vested according to the following schedule:

Percentage of Pre-IPO Options to be vested	Vesting Date
25%	18 November 2019
25%	18 November 2020
25%	18 November 2021
25%	18 November 2022

- No options were exercised during the Reporting Period.
- No share option was granted to the suppliers of goods or services of the Company under the Pre-IPO Share Option Scheme. Save as disclosed above, there is no any other information required to be disclosed pursuant to Rule 17.07 of Listing Rules.
- Except for the vesting period, there is no minimum holding period before the exercise of the Pre-IPO Options.
- During the Reporting Period, no Pre-IPO Option was canceled/expired.

The exercise of the Pre-IPO Options by the grantees shall be subject to and conditional upon the fulfillment of certain performance targets as the Board, or the duly authorized committee thereof, may determine at its sole discretion in accordance with the Pre-IPO Share Option Scheme.

PRE-IPO SHARE OWNERSHIP PLAN AND PRE-IPO FREE SHARE AWARD PLAN

Details of the Pre-IPO Share Ownership Plan and the Pre-IPO Free Share Award Plan are as follows.

PRE-IPO SHARE OWNERSHIP PLAN

On 29 December 2017, the Board adopted the Pre-IPO Share Ownership Plan with effect on the same date. The following is a summary of the principal terms of the Pre-IPO Share Ownership Plan:

- 1) The purpose of the Pre-IPO Share Ownership Plan is to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentives in the form of share ownership in our Company to selected employees of the Group, Directors, and consultants and to promote the success of our Company's business by offering these individuals an opportunity to acquire a proprietary interest in the success of our Company or to increase this interest, by permitting them to acquire shares of our Company. The Pre-IPO Share Ownership Plan provides for the direct issue and sale of shares.
- 2) The participants of the Pre-IPO Share Ownership Plan include employees of the Group, Director, or consultant, or trusts or companies established in connection with any employee incentive plan of our Company (including the Pre-IPO Share Ownership Plan) for the benefit of a participant, or, with approval of the Board or a committee appointed by the Board, any special-purpose entity that is set up to hold the shares on behalf of a group of employees.
- 3) The maximum aggregate number of shares that may be issued under the Pre-IPO Share Ownership Plan shall not exceed 15,000,000 Shares, representing approximately 1.21% of the issued Shares as at 20 September 2024^{Note}. The shares may be authorized but unissued or repurchased shares. Our Company, during the term of the Pre-IPO Share Ownership Plan, shall at all time reserve and keep available sufficient shares to satisfy the requirements of share issuance under the Pre-IPO Share Ownership Plan.
- 4) Subject to the termination provisions under the Plan, the Pre-IPO Share Ownership Plan will be valid and effective for a period of 10 years from the date of its adoption by the Board, being 29 December 2017, unless it is sooner terminated in accordance with certain terms therein. As of 20 September 2024^{Note}, the remaining term of the Plan is approximately 3 years and 3 months. No amendment, alteration, suspension, or termination of the Pre-IPO Share Ownership Plan shall materially and adversely impair the rights of any participant with respect to an outstanding shares acquired by such participant under the Pre-IPO Share Ownership Plan, unless mutually agreed otherwise between the participant and the administrator, which agreement must be in writing and signed by the participant and our Company.
- 5) The subscription price under the Pre-IPO Share Ownership Plan is HK\$8.05 per share. The participant shall pay such aggregate subscription price in full in cash by wire transfer (or other means agreed to by our Company) to the accounts designated by our Company within two months after the date of the Restricted Share Subscription Agreement. The entire subscription price for shares issued under the Pre-IPO Share Ownership Plan shall be payable in cash or cash equivalents at the time when the shares are subscribed, except as otherwise decided by the administrator and/or specified in the relevant Restricted Share Subscription Agreement.
- 6) The Pre-IPO Share Ownership Plan shall be administered by the Board or a committee appointed by the Board. Any committee of the Board shall be constituted to comply with relevant applicable law. Pacific Jovial is a platform established for holding the Shares in trust for the plan participants under the Pre-IPO Share Ownership Plan.

Note: Given the Company cannot ensure that the total number of issued shares of the Company between 20 September 2024 (being the Latest Practicable Date ("LPD")) and the publication date of this report remains unchanged, the Group has decided to disclose the information required by Rule 17.09(3) of the Listing Rules based on the LPD instead of the publication date of interim report.

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- 7) The vesting of any shares which may be granted pursuant to the Pre-IPO Share Ownership Plan will be in compliance with Rule 10.08 of the Listing Rules. Any shares granted under the Pre-IPO Share Ownership Plan may be owned by the Participants upon completion of the subscription by the Participants without vesting period.
- 8) 9,098,501 shares were granted to eligible participating employees on 1 January 2018 at the grant price of HK\$8.05, including 1,500,000 share units granted to Qian Jiannong, a Director, and 300,000 share units granted to Xu Bingbin, a Director. 645,000 shares were granted to eligible participating employees on 4 July 2018 at the grant price of EUR2.00, including 105,000 share units granted to Henri Giscard d'Estaing, a Director. The subscription price of HK\$8.05 is based on the cost per share calculated by the total investment cost and interest of the Group. Some employees entitled to the subscription price of HK\$8.05 were granted options with an exercise price of HK\$8.43 on 23 February 2018; and employees entitled to the subscription price of EUR2.00 participated in the Pre-IPO Free Share Award Plan on 29 June 2018 prior to participating in the Pre-IPO Share Ownership Plan. In considering the subscription price of the shares granted on 4 July 2018, the Group has determined the subscription price at EUR2.00 by taking into account the rank of the participating employees, the subscription price of the schemes in which they have participated and the number of subscriptions to ensure that their cost is consistent with those of employees enjoying the share scheme with a subscription price of HK\$8.05.

PRE-IPO FREE SHARE AWARD PLAN

The Board adopted the Pre-IPO Free Share Award Plan with effect on 29 June 2018. The summary of its principal terms is as follows:

- 1) The purpose of the Pre-IPO Free Share Award Plan is to provide the participants with the opportunity to purchase proprietary interests in the Shares of the Company and to encourage the participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its shareholders as a whole.
- 2) The participants of the Pre-IPO Free Share Award Plan include: (i) any full-time employee(s) of the Company or of any of its subsidiaries; and (ii) Directors or directors of any of its subsidiaries; and (iii) any person(s) whether or not an employee(s) or officer(s) of the Company or any of its subsidiaries who the Board, or the duly authorized committee thereof, considers to be able to enhance the operations or value of the Group.

Subject to the termination provisions under the Pre-IPO Free Share Award Plan and provided that under no circumstance shall the life of the Pre-IPO Free Share Award Plan be more than 10 years from the 29 June 2018, the date on which the Pre-IPO Free Share Award Plan was adopted, the Pre-IPO Free Share Award Plan shall be valid and effective for a period commencing on 29 June 2018 and ending on, whichever is earlier, the date immediately preceding the date of Listing or the date being 76 months after 29 June 2018, after which period no further share units shall be granted but the provisions of the Pre-IPO Free Share Award Plan shall remain in full force and effect in all other respects. As of 20 September 2024^{Note}, the remaining term of the Pre-IPO Free Share Award Plan is approximately 3 years and 9 months.

- 3) Subject to the above, in all other respects, in particular, in respect of share units remaining outstanding on the expiration of the period referred to in this paragraph, the provisions of the Pre-IPO Free Share Award Plan shall remain in full force and effect.

Note: Given the Company cannot ensure that the total number of issued shares of the Company between 20 September 2024 (being the Latest Practicable Date ("LPD")) and the publication date of this report remains unchanged, the Group has decided to disclose the information required by Rule 17.09(3) of the Listing Rules based on the LPD instead of the publication date of interim report.

- 4) Subject to the provisions of Pre-IPO Free Share Award Plan, the Shares which may be issued upon vesting of all share units to be granted under the Pre-IPO Free Share Award Plan shall not exceed 5% of the number of the relevant class of Shares in issue on 29 June 2018 (the "Plan Mandate Limit", namely 50,451,925 Shares, representing approximately 4.06% of the issued Shares as at 20 September 2024^{Note}). Such maximum number shall include the number of Shares which would be issued upon the vesting of all outstanding share units by the grantees (to the extent not already vested) together with the number of Shares which have already been issued in respect of the Shares vested under the Pre-IPO Free Share Award Plan. Share units lapsed in accordance with the terms of the Pre-IPO Free Share Award Plan shall not be counted for the purpose of calculating the Plan Mandate Limit. Any refreshment or increase of such Plan Mandate Limit shall be made in compliance with the Articles of Association of the Company, the Listing Rules and applicable laws.
- 5) The share units shall be effectively vested after meeting the vesting period (which shall be of one year at least) and vesting conditions. There are two vesting schedules under the Pre-IPO Free Share Award Plan: (1) share units in respect of an aggregate of 837,757 Shares was automatically vested on 29 June 2019; and (2) share units in respect of an aggregate of 2,667,780 Shares was vested as to 25%, 25%, 25% and 25% on 29 June 2019, 29 June 2020, 29 June 2021 and 29 June 2022, respectively.

All the share units granted pursuant to the Pre-IPO Free Share Award Plan were vested by 2022.

Note: Given the Company cannot ensure that the total number of issued shares of the Company between 20 September 2024 (being the Latest Practicable Date ("LPD")) and the publication date of this report remains unchanged, the Group has decided to disclose the information required by Rule 17.09(3) of the Listing Rules based on the LPD instead of the publication date of interim report.

2019 SHARE OPTION SCHEME

The Company adopted the 2019 Share Option Scheme on 19 August 2019 and the shareholders of Fosun International and the Company approved the said scheme on 30 October 2019 and 27 November 2019, respectively. The 2019 Share Option Scheme was terminated by the Company on 14 May 2024, details of which are set out on the announcement of the Company dated 15 April 2024 and the supplemental circular dated 22 April 2024. No further options shall be offered or granted pursuant to the 2019 Share Option Scheme. Options (to the extent not already exercised) granted prior to the termination shall continue to be valid and exercisable in accordance with the terms of the 2019 Share Option Scheme. The following detailed information in relation to the 2019 Share Option Scheme is set out in the circular of the Company dated 7 November 2019 (the "2019 Circular"). Unless otherwise defined, the capitalized terms set out herein shall have the same meanings as set out in the 2019 Circular. The major terms of the 2019 Share Option Scheme are as follows:

- 1) The purpose of the 2019 Share Option Scheme is to enable the Group to grant Post-IPO Options to the eligible participants as incentives or rewards for their contribution to the Group. The Directors believe the 2019 Share Option Scheme will enable the Group to reward the employees, the Directors and other eligible participants for their contributions to the Group.
- 2) The participants of the 2019 Share Option Scheme include (i) any directors (including executive Directors, non-executive Directors and independent non-executive Directors, where applicable) and employees of any member of the Group; and (ii) any advisors, consultants, distributors, contractors, customers, suppliers, agents, business partners, joint venture business partners and service providers of any member of the Group.

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- 3) The maximum number of the Shares which may be issued in respect of which options (the "Post-IPO Option(s)") may be granted under the 2019 Share Option Scheme shall not exceed 5.0% of the Shares in issue on the adoption date of the 2019 Share Option Scheme (representing 61,752,269 Shares), representing approximately 4.96% of the issued Shares as of 20 September 2024^{note} and, when aggregated with the maximum number of Shares which may be issued in respect of any options to be granted under any other share option scheme of the Company shall not exceed 10.0% of the Shares in issue on the adoption date of the 2019 Share Option Scheme. As of 30 June 2024, the number of underlying Shares pursuant to the outstanding Post-IPO Options (excluding those lapsed/cancelled/expired) amounts to 14,583,000 Shares, representing approximately 1.17% of the issued Shares as of 30 June 2024 and approximately 1.17% of the issued Shares as of 20 September 2024^{note}.
- 4) The total number of Shares issued and to be issued upon exercise of the Post-IPO Options granted and to be granted under the 2019 Share Option Scheme and any other share option scheme of the Group (including both exercised and outstanding options) to each participant in any 12-month period shall not exceed 1.0% of the issued share capital of the Company for the time being (the "Individual Limit"). Any further grant of options to a participant in aggregate in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the issue of a circular containing the requisite information in accordance with the note to Rule 17.03(4) of the Listing Rules to be sent to the shareholders of Fosun International and the Company prior to respective general meetings with such participant and his close associates abstaining from voting. The number and terms (including the exercise price) of options to be granted to such participant must be fixed before approvals of the shareholders of Fosun International and the Company and the date of board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.
- 5) The 2019 Share Option Scheme will remain in force for a period of 10 years commencing on its adoption date. A Post-IPO Option may be exercised in accordance with the terms of the 2019 Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is made but shall end in any event not later than ten (10) years from the date of grant of the option subject to the provisions for early termination under the 2019 Share Option Scheme.
- 6) The exercise price per Share under the 2019 Share Option Scheme will be determined by the Directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant in respect of such Post-IPO Option, which must be a Business Day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) Business Days immediately preceding the date of grant in respect of such Post-IPO Option; and (iii) the nominal value of a Share. The offer of a grant of Post-IPO Options may be accepted within 5 Business Days from the date of offer, upon payment of a nominal consideration of RMB1.00 (or any other amount as determined by the Board) in total by the grantee.
- 7) An offer shall be deemed to have been accepted and the option to which the offer relates shall be deemed to have been granted and to have taken effect when the duplicate of the offer letter comprising acceptance of the offer duly signed by the grantee with the number of Shares in respect of which the offer is accepted clearly stated therein, which must be received by the Company within five (5) Business Days from the date on which the offer letter is delivered to the grantee. There is no additional amount payable on application or acceptance of the Share Option.
- 8) For the following details, the conditions that must be met before the Company issues any shares, the conditions that must be met before a third party may require the Company to issue any shares, and any monetary or other consideration that the Company has received or will receive under the agreement, please refer to the 2019 Circular.

Note: Given the Company cannot ensure that the total number of issued shares of the Company between 20 September 2024 (being the Latest Practicable Date ("LPD")) and the publication date of this report remains unchanged, the Group has decided to disclose the information required by Rule 17.09(3) of the Listing Rules based on the LPD instead of the publication date of interim report.

The following table discloses movements in the Post-IPO Options under the 2019 Share Option Scheme of the Company during the Reporting Period.

Type of grantees/ Name of grantee	Date of grant of the Post-IPO Options	As of 1 January 2024	Number of the Post-IPO Options				As of 30 June 2024	Vesting period of the Post-IPO Options	Exercise period of the Post-IPO Options	Exercise price of the Post-IPO Options per Share (HKD)
			Granted during the Reporting Period	Closing price of the securities immediately before the date on which the Post-IPO Options were granted (HKD)	Exercised during the Reporting Period	Expired/ lapsed/ cancelled during the Reporting Period ⁽⁹⁾				
Xu Xiaoliang	20 August 2021	150,000	—	9.71	0	0	150,000	20 August 2021 to 30 June 2025 ⁽⁶⁾	1 July 2022 to 19 August 2031	9.37
	28 April 2022	180,000	—	10.70	0	0	180,000	28 April 2022 to 27 April 2026 ⁽⁷⁾	28 April 2023 to 27 April 2032	10.69
	18 January 2023	1,000,000	—	11.76	0	0	1,000,000	18 January 2023 to 31 January 2027 ⁽⁸⁾	31 January 2024 to 17 January 2033	11.70
Xu Bingbin	28 August 2020	200,000	—	8.25	0	0	200,000	28 August 2020 to 30 June 2024 ⁽⁵⁾	1 July 2021 to 27 August 2030	8.37
	20 August 2021	320,000	—	9.71	0	0	320,000	20 August 2021 to 30 June 2025 ⁽⁶⁾	1 July 2022 to 19 August 2031	9.37
	28 April 2022	260,000	—	10.70	0	0	260,000	28 April 2022 to 27 April 2026 ⁽⁷⁾	28 April 2023 to 27 April 2032	10.69
	18 January 2023	500,000	—	11.76	0	0	500,000	18 January 2023 to 31 January 2027 ⁽⁸⁾	31 January 2024 to 17 January 2033	11.70
Choi Yin On	20 August 2021	300,000	—	9.71	0	0	300,000	20 August 2021 to 30 June 2025 ⁽⁶⁾	1 July 2022 to 19 August 2031	9.37
	28 April 2022	210,000	—	10.70	0	0	210,000	28 April 2022 to 27 April 2026 ⁽⁷⁾	28 April 2023 to 27 April 2032	10.69
	18 January 2023	200,000	—	11.76	—	0	200,000	18 January 2023 to 31 January 2027 ⁽⁸⁾	31 January 2024 to 17 January 2033	11.70
Qian Jiannong	28 August 2020	500,000	—	8.25	0	0	500,000	28 August 2020 to 30 June 2024 ⁽⁵⁾	1 July 2021 to 27 August 2030	8.37
	20 August 2021	500,000	—	9.71	0	0	500,000	20 August 2021 to 30 June 2025 ⁽⁶⁾	1 July 2022 to 19 August 2031	9.37
	28 April 2022	500,000	—	10.70	0	0	500,000	28 April 2022 to 27 April 2026 ⁽⁷⁾	28 April 2023 to 27 April 2032	10.69
Pan Donghui	20 August 2021	70,000	—	9.71	0	0	70,000	20 August 2021 to 30 June 2025 ⁽⁶⁾	1 July 2022 to 19 August 2031	9.37
	28 April 2022	70,000	—	10.70	0	0	70,000	28 April 2022 to 27 April 2026 ⁽⁷⁾	28 April 2023 to 27 April 2032	10.69
	18 January 2023	150,000	—	11.76	0	0	150,000	18 January 2023 to 31 January 2027 ⁽⁸⁾	31 January 2024 to 17 January 2033	11.70
Huang Zhen	18 January 2023	150,000	—	11.76	—	0	150,000	18 January 2023 to 31 January 2027 ⁽⁸⁾	31 January 2024 to 17 January 2033	11.70
Other grantees (being other employees of the Group)	28 August 2020	862,000	—	8.25	0	0	862,000	28 August 2020 to 30 June 2024 ⁽⁵⁾	1 July 2021 to 27 August 2030	8.37
	20 August 2021	2,211,500	—	9.71	0	147,500	2,064,000	20 August 2021 to 30 June 2025 ⁽⁶⁾	1 July 2022 to 19 August 2031	9.37
	28 April 2022	2,555,000	—	10.70	0	164,000	2,391,000	28 April 2022 to 27 April 2026 ⁽⁷⁾	28 April 2023 to 27 April 2032	10.69
	18 January 2023	4,341,000	—	11.76	0	335,000	4,006,000	18 January 2023 to 31 January 2027 ⁽⁸⁾	31 January 2024 to 17 January 2033	11.70
Total		15,229,500	—		0	646,500	14,583,000			

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Notes:

- For details of the cancellation of certain options and share units granted on 25 August 2020, please see the Company's announcement dated 28 August 2020.
- No share option was granted to the suppliers of goods or services of the Company under the 2019 Share Option Scheme. Save as disclosed above, there is no any other information required to be disclosed pursuant to Rule 17.07 of the Listing Rules.
- Except for the vesting period, there is no minimum holding period before exercise of the Post-IPO Option.
- No options were exercised during the Reporting Period.
- The Post-IPO Option, being granted to such grantee(s) on 28 August 2020 shall be vested according to the following schedule:

Percentage of Post-IPO Option to be vested	Vesting Date
25%	1 July 2021
25%	1 July 2022
25%	1 July 2023
25%	1 July 2024

- The Post-IPO Option, being granted to such grantee(s) on 20 August 2021 shall be vested according to the following schedule:

Percentage of Post-IPO Option to be vested	Vesting Date
25%	1 July 2022
25%	1 July 2023
25%	1 July 2024
25%	1 July 2025

- The Post-IPO Option, being granted to such grantee(s) on 28 April 2022, shall be vested according to the following schedule:

Percentage of Post-IPO Option to be vested	Vesting Date
25%	28 April 2023
25%	28 April 2024
25%	28 April 2025
25%	28 April 2026

- The Post-IPO Option, being granted to such grantee(s) on 18 January 2023 shall be vested according to the following schedule:

Percentage of Post-IPO Option to be vested	Vesting Date
25%	1 February 2024
25%	1 February 2025
25%	1 February 2026
25%	1 February 2027

- During the Reporting Period, an aggregate of 417,750 Post-IPO Options were cancelled, 228,750 Post-IPO Options lapsed and no Post-IPO Option expired.
- Performance targets for options granted: Such performance targets, as set out in separate letters of grant, include financial targets and management targets, which are determined based on (i) individual results, (ii) results of the Group, (iii) results of the business group, business unit, business line, functional department, and project results managed by option grantee. According to the Company's performance management regulations, share options may only be vested by option grantees if their performance for the previous year of the vesting period is assessed as "meeting the expectations" and above.

2024 SHARE OPTION SCHEME

The Company adopted the 2024 Share Option Scheme on 14 May 2024. The following detailed information in relation to the 2024 Share Option Scheme is set out in the supplemental circular of the Company dated 22 April 2024 (the "2024 Circular"). Unless otherwise defined, the capitalised terms set out herein shall have the same meanings as those defined in the 2024 Circular. The major terms of the 2024 Share Option Scheme are as follows:

- 1) The purpose of the 2024 Share Option Scheme is to enable the Group to grant the 2024 Options (as defined below) to the eligible participants as incentives or rewards for their contribution to the Group. The Directors believe the 2024 Share Option Scheme will enable the Group to reward the employees, the Directors and any directors and employees of the Related Entities for their support, assistance, guidance, advice, efforts and contributions towards the success of the Group.
- 2) The participants of the 2024 Share Option Scheme include (i) any employee (whether full-time or part-time), executives or officers, directors (including executive, non-executive and independent non-executive directors) of any member of the Group; and (ii) any employee (whether full-time or part-time), executives or officers, directors (including executive, non-executive and independent non-executive directors) of any Related Entity of the Group.
- 3) The maximum number of the Shares which may be issued in respect of which options (the "2024 Option(s)") may be granted under the 2024 Share Option Scheme shall not exceed 5.0% of the Shares in issue on the adoption date of the 2024 Share Option Scheme (representing 62,168,818 Shares), representing approximately 5.0% of the issued Shares as at 20 September 2024^{Note}, and, the total number of Shares which may be issued in respect of all options and awards to be granted under any other schemes of the Company (the "Scheme Mandate Limit") must not in aggregate exceed 10% of the total number of Shares in issue as at the date of AGM or the relevant date of approval of the refreshment of the Scheme Mandate Limit. As at 30 June 2024, the number of underlying Shares pursuant to the outstanding Post-IPO Options (excluding those lapsed/cancelled/expired) amounts to 11,285,500 Shares, representing approximately 0.91% of the issued Shares as at 30 June 2024 and approximately 0.91% of the issued Shares as at 20 September 2024^{Note}.
- 4) The total number of Shares issued and to be issued upon exercise of the options granted and to be granted under the 2024 Share Option Scheme and any other share option scheme of the Group (including both exercised and outstanding options) to each participant in any 12-month period shall not exceed 1.0% of the issued share capital of the Company for the time being (the "Individual Limit"), unless such grant is separately approved by the Shareholders in general meeting with such grantee and his/her close associates (with the meaning ascribed thereto under the Listing Rules) (or his/her associates if the grantee is a connected person) abstaining from voting in accordance with Rule 17.03D(1) of the Listing Rules.
- 5) The 2024 Share Option Scheme will remain in force for a period of 10 years commencing on its adoption date. An option may be exercised in accordance with the terms of the 2024 Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day on or after the date upon which the offer for the grant of options is made but shall end in any event not later than ten (10) years from the date of grant of the option, and subject to the provisions for early termination under the 2024 Share Option Scheme. As of 20 September 2024^{Note}, the remaining term of the 2024 Share Option Scheme is approximately 9 years and 8 months.

Note: Given the Company cannot ensure that the total number of issued shares of the Company between 20 September 2024 (being the Latest Practicable Date ("LPD")) and the publication date of this report remains unchanged, the Group has decided to disclose the information required by Rule 17.09(3) of the Listing Rules based on the LPD instead of the publication date of the interim report.

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- 6) The exercise price per Share under the 2024 Share Option Scheme will be determined by the Directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant in respect of such option, which must be a Business Day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) Business Days immediately preceding the date of grant in respect of such option; and (iii) the nominal value of a Share. The offer of a grant of options may be accepted within 5 Business Days from the date of offer, upon payment of a nominal consideration of RMB1.00 (or any other amount as determined by the Board) in total by the grantee.
- 7) The Company by ordinary resolution in a general meeting or the Board may at any time terminate the 2024 Share Option Scheme and in such event no further options shall be offered or granted under the 2024 Share Option Scheme but the provisions of the 2024 Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the 2024 Share Option Scheme. 2024 Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the 2024 Share Option Scheme.
- 8) An offer shall be deemed to have been accepted and the option to which the offer relates shall be deemed to have been granted and to have taken effect when the duplicate of the offer letter comprising acceptance of the offer duly signed by the grantee with the number of Shares in respect of which the offer is accepted clearly stated therein, which must be received by the Company within five (5) Business Days from the date on which the offer letter is delivered to the grantee. There is no additional amount payable on application or acceptance of the Share Option.
- 9) For the following details, the conditions that must be met before the Company issues any shares, the conditions that must be met before a third party may require the Company to issue any shares, and any monetary or other consideration that the Company has received or will receive under the agreement, please refer to the 2024 Circular.

The following table discloses movements in the Options under the 2024 Share Option Scheme of the Company during the Reporting Period.

Type of grantees/ Name of grantee	Date of grant of the 2024 Options	As of 1 January 2024	Number of the 2024 Share Options					As of 30 June 2024	Vesting period of the 2024 Options	Exercise period of the 2024 Options	Exercise price of the 2024 Share Options per Share (HKD)
			Granted during the Reporting Period	Closing price of the shares of the Company immediately before the date on which the 2024 Options were granted (HKD)	Value of the 2024 Options granted (RMB)	Exercised during the Reporting Period	Expired/ lapsed/ cancelled during the Reporting Period ⁽¹⁾				
Xu Xiaoliang	17 May 2024	0	1,500,000	4.23	2,154,915	0	0	1,500,000	17 May 2024 to 24 May 2028	25 May 2026 to 16 May 2034	4.30
Xu Bingbin	17 May 2024	0	750,000	4.23	1,077,459	0	0	750,000	17 May 2024 to 24 May 2028	25 May 2026 to 16 May 2034	4.30
Choi Yin On	17 May 2024	0	540,000	4.23	775,770	0	0	540,000	17 May 2024 to 24 May 2028	25 May 2026 to 16 May 2034	4.30
Pan Donghui	17 May 2024	0	225,000	4.23	323,237	0	0	225,000	17 May 2024 to 24 May 2028	25 May 2026 to 16 May 2034	4.30
Huang Zhen	17 May 2024	0	225,000	4.23	323,237	0	0	225,000	17 May 2024 to 24 May 2028	25 May 2026 to 16 May 2034	4.30
Other grantees (being other employees of the Group)	17 May 2024	0	8,165,500	4.23	11,730,641	0	120,000	8,045,500	17 May 2024 to 24 May 2028	25 May 2026 to 16 May 2034	4.30
Total		0	11,405,500			0	120,000	11,285,500			

Notes:

1. On 17 May 2024, the Board granted 11,405,500 2024 Options to certain eligible participants of the 2024 Share Option Scheme. For details, please refer to the Company's announcement dated 17 May 2024. During the Reporting Period, 120,000 2024 Options were cancelled and no 2024 Options lapsed.

2. No 2024 Options was granted to the suppliers of goods or services of the Company under the 2024 Share Option Scheme. Save as disclosed above, there is no any other information required to be disclosed pursuant to Rule 17.07 of the Listing Rules.
3. Except for the vesting period, there is no minimum holding period before exercise of the 2024 Share Option Scheme.
4. The weighted average closing price of the shares immediately before the dates on which shares options were exercised during the Reporting Period was HK\$0 as no 2024 Options were exercised.
5. The value of the 2024 Options granted during the Reporting Period is measured by reference to the fair value at the date at which they are granted. The fair value of the 2024 Options granted on 17 May 2024 under the 2024 Share Option Scheme is determined by the management using a binomial option pricing model. The fair value of the 2024 Share Options granted during the year ended 30 June 2024 was estimated as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the share options were granted.
6. The 2024 Options, being granted to the such grantee(s) on 17 May 2024 shall be vested according to the following schedule:

Percentage of 2024 Options to be vested	Vesting Date
25%	25 May 2025
25%	25 May 2026
25%	25 May 2027
25%	25 May 2028

7. The aggregate fair value of the 2024 Options granted during the Reporting Period amounted to approximately RMB16,385,259. The value of the 2024 Options granted during the Reporting Period is measured by reference to the fair value at the date at which they are granted. The fair value of the 2024 Options under the 2024 Share Option Scheme is determined by the management using a binomial model for option pricing.

The fair value of the 2024 Options granted during the Reporting Period was estimated as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used.

Dividend yield (%)	—
Expected volatility (%)	29.4%
Risk-free interest rate (%)	3.49–3.52%
Expected life of options (year)	5.50–7.00
Weighted average exercise price (HKD per share)	4.30

The expected life of the 2024 Options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

Accounting Policies

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

8. Performance targets for the 2024 Options granted: Such performance targets, as set out in separate letters of grant, include financial targets and management targets, which are determined based on (i) individual results, (ii) results of the Group, (iii) results of the business group, business unit, business line, functional department, and project results managed by option grantee. According to the Company's performance management regulations, share options may only be vested by option grantees if their performance for the previous year of the vesting period is assessed as "meeting the expectations" and above.

2019 SHARE AWARD PLAN

On 19 August 2019, the Board adopted the 2019 Share Award Plan with effect on the same date. The 2019 Share Award Plan was terminated by the Company on 14 May 2024, details of which are set out on the announcement of the Company dated 15 April 2024 and the supplemental circular dated 22 April 2024.

No further share units shall be offered or granted pursuant to the 2019 Share Award Plan. Share units complying with the Listing Rules which are granted during the life of the 2019 Share Award Plan and which remains unexpired immediately prior to the termination of the operation of the 2019 Share Award Plan shall continue until and unless they expired. The following is a summary of the principal terms and conditions of the 2019 Share Award Plan (the "Plan"):

- 1) The purpose of the Plan is to provide the participants with the opportunity to receive proprietary interests in the Shares and to encourage the participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its shareholders as a whole.
- 2) The participants of the Plan include: (i) any full-time employee(s) of the Company or of any of its subsidiaries; (ii) Directors or directors of any of its subsidiaries; and (iii) any person(s) whether or not an employee(s) or officer(s) of the Company or any of its subsidiaries who the Board, or the duly authorized committee thereof, considers to be able to enhance the operations or value of the Group.
- 3) Subject to the provisions of the Plan, the Shares which may be issued upon vesting of all share units to be granted under the Plan shall not exceed 2.5% of the number of the relevant class of Shares in issue on the adoption date of the Plan (the "Plan Mandate Limit"). Such maximum number shall include the number of Shares which would be issued upon the vesting of all outstanding share units by the grantees (to the extent not already vested) together with the number of Shares which have already been issued in respect of the Shares vested under the Plan. Share units lapsed in accordance with the terms of the Plan shall not be counted for the purpose of calculating the Plan Mandate Limit. Any refreshment or increase of such Plan Mandate Limit shall be made in compliance with the Articles of Association, the Listing Rules and applicable laws. The total number of Shares to be issued under the Plan is 30,875,234, representing approximately 2.48% of the issued Shares as at 20 September 2024^{Note}.
- 4) Subject to the Listing Rules, the maximum entitlement may be granted to each participant in the Plan represents the Plan Mandate Limit.
- 5) According to the terms of the Plan, the share units shall be effectively vested after meeting the vesting period (which shall be of one year at least) and vesting conditions.
- 6) The Plan provides that the participants as offeree may accept the offer within five (5) business days from the date of receipt of the offer letter (or such other period as determined by the Board or a duly authorized committee of the Board in its sole discretion). The Plan does not specify the amount to be paid.

Note: Given the Company cannot ensure that the total number of issued shares of the Company between 20 September 2024 (being the Latest Practicable Date ("LPD")) and the publication date of this report remains unchanged, the Group has decided to disclose the information required by Rule 17.09(3) of the Listing Rules based on the LPD instead of the publication date of interim report.

The following table discloses movements in the share units under the 2019 Share Award Plan during the Reporting Period.

Type of grantees/ Name of grantee	Date of grant of the share units	As of 1 January 2024	Granted during the Reporting Period	Closing price of the securities immediately before the date on which the 2019 Share Award Plan was granted (HKD)	Value of the share units after granting the 2019 Share Award Plan (RMB)	Vested during the Reporting Period	Lapsed/ cancelled during the Reporting Period ⁽¹⁰⁾	As of 30 June 2024	Vesting period of the share units	Consideration of share units granted per unit (HKD)
Xu Xiaoliang	20 August 2021	34,000	—	9.71	—	0	0	34,000	20 August 2021 to 30 June 2024 ⁽³⁾	Nil
	28 April 2022	80,400	—	10.70	—	39,600	0	40,800	28 April 2022 to 27 April 2025 ⁽⁴⁾	Nil
	18 January 2023	500,000	—	11.76	—	165,000	0	335,000	18 January 2023 to 31 January 2026 ⁽⁵⁾	Nil
Xu Bingbin	20 August 2021	61,200	—	9.71	—	0	0	61,200	20 August 2021 to 30 June 2024 ⁽³⁾	Nil
	28 April 2022	80,400	—	10.70	—	39,600	0	40,800	28 April 2022 to 27 April 2025 ⁽⁴⁾	Nil
	18 January 2023	250,000	—	11.76	—	82,500	0	167,500	18 January 2023 to 31 January 2026 ⁽⁵⁾	Nil
Choi Yin On	20 August 2021	34,000	—	9.71	—	0	0	34,000	20 August 2021 to 30 June 2024 ⁽³⁾	Nil
	28 April 2022	67,000	—	10.70	—	33,000	0	34,000	28 April 2022 to 27 April 2025 ⁽⁴⁾	Nil
	18 January 2023	120,000	—	11.76	—	39,600	0	80,400	18 January 2023 to 31 January 2026 ⁽⁵⁾	Nil
Qian Jiannong	28 August 2020	85,000	—	8.25	—	0	0	85,000	28 August 2020 to 30 June 2023 ⁽²⁾	Nil
	20 August 2021	167,500	—	9.71	—	0	0	167,500	20 August 2021 to 30 June 2024 ⁽³⁾	Nil
	28 April 2022	250,000	—	10.70	—	0	0	250,000	28 April 2022 to 27 April 2025 ⁽⁴⁾	Nil
Pan Donghui	20 August 2021	17,000	—	9.71	—	0	0	17,000	20 August 2021 to 30 June 2024 ⁽³⁾	Nil
	28 April 2022	33,500	—	10.70	—	16,500	0	17,000	28 April 2022 to 27 April 2025 ⁽⁴⁾	Nil
	18 January 2023	100,000	—	11.76	—	33,000	0	67,000	18 January 2023 to 31 January 2026 ⁽⁵⁾	Nil
Huang Zhen	18 January 2023	100,000	—	11.76	—	33,000	0	67,000	18 January 2023 to 31 January 2026 ⁽⁵⁾	Nil
Other grantees (being other employees of the Group)	28 August 2020	256,261	—	8.25	—	0	0	256,261	28 August 2020 to 30 June 2024 or 28 August 2020 to 28 August 2024 ⁽²⁾	Nil
	20 August 2021	709,150	—	9.71	—	0	10,200	698,950	20 August 2021 to 30 June 2024 or 20 August 2021 to 2 September 2024 or 20 August 2021 to 2 September 2025 ⁽³⁾	Nil
	28 April 2022	1,240,390	—	10.70	—	519,210	20,100	701,080	28 April 2022 to 27 April 2025 or 28 April 2022 to 9 May 2026 or 28 April 2022 to 9 May 2025 ⁽⁴⁾	Nil
	18 January 2023	3,386,000	—	11.76	—	1,028,580	73,700	2,283,720	18 January 2023 to 31 January 2026 ⁽⁵⁾	Nil
Total		7,571,801	—			2,029,590	104,000	5,438,211		

STATUTORY DISCLOSURES

Notes:

- For details of the cancellation of certain share options and share units granted on 25 August 2020, please see the Company's announcement dated 28 August 2020.
- The share units, being granted to Mr. Qian Jiannong on 28 August 2020 shall be vested according to the following schedule:

Percentage of share units to be vested	Vesting Date
33%	1 July 2021
33%	1 July 2022
34%	1 July 2023

The share units, being granted to Mr. Henri Giscard d'Estaing on 28 August 2020 shall be vested according to the following schedule:

Percentage of share units to be vested	Vesting Date
28.3%	29 August 2021
28.3%	29 August 2022
28.8%	29 August 2023
14.6%	29 August 2024

The share units, being granted to such other grantees on 28 August 2020 shall be vested according to the following three schedules:

(1) Percentage of share units to be vested	Vesting Date
28.2%	29 August 2021
28.2%	29 August 2022
28.5%	29 August 2023
15.1%	29 August 2024

(2) Percentage of share units to be vested	Vesting Date
33.0%	1 July 2021
33.0%	1 July 2022
34.0%	1 July 2023

(3) Percentage of share units to be vested	Vesting Date
25.0%	29 August 2021
25.0%	29 August 2022
25.0%	29 August 2023
25.0%	29 August 2024

- The share units, being granted to Mr. Xu Xiaoliang, Mr. Xu Bingbin, Mr. Choi Yin On, Mr. Qian Jiannong and Mr. Pan Donghui on 20 August 2021 shall be vested according to the following schedule:

Percentage of share units to be vested	Vesting Date
33.0%	1 July 2022
33.0%	1 July 2023
34.0%	1 July 2024

The share units, being granted to Mr. Henri Giscard d'Estaing on 20 August 2021 shall be vested according to the following schedule:

Percentage of share units to be vested	Vesting Date
33.0%	3 September 2022
33.0%	3 September 2023
34.0%	3 September 2024

The share units, being granted to the such other grantee(s) on 20 August 2021 shall be vested according to the following three kinds of schedule:

(1) Percentage of share units to be vested	Vesting Date
25.0%	3 September 2022
25.0%	3 September 2023
25.0%	3 September 2024
25.0%	3 September 2025

(2) Percentage of share units to be vested	Vesting Date
33.0%	1 July 2022
33.0%	1 July 2023
34.0%	1 July 2024

(3) Percentage of share units to be vested	Vesting Date
33.0%	3 September 2022
33.0%	3 September 2023
34.0%	3 September 2024

4. The share units, being granted to Mr. Xu Xiaoliang, Mr. Xu Bingbin, Mr. Choi Yin On, Mr. Qian Jiannong and Mr. Pan Donghui on 28 April 2022, shall be vested according to the following schedule:

Percentage of share units to be vested	Vesting Date
33%	28 April 2023
33%	28 April 2024
34%	28 April 2025

The share units, being granted to Mr. Henri Giscard d'Estaing on 28 April 2022, shall be vested according to the following schedule:

Percentage of share units to be vested	Vesting Date
33%	10 May 2023
33%	10 May 2024
34%	10 May 2025

The share units, being granted to the such other grantee(s) on 28 April 2022, shall be vested according to the following three kinds of schedule:

(1) Percentage of share units to be vested	Vesting Date
33%	28 April 2023
33%	28 April 2024
34%	28 April 2025

(2) Percentage of share units to be vested	Vesting Date
33.0%	10 May 2023
33.0%	10 May 2024
34.0%	10 May 2025

(3) Percentage of share units to be vested	Vesting Date
25.0%	10 May 2023
25.0%	10 May 2024
25.0%	10 May 2025
25.0%	10 May 2026

STATUTORY DISCLOSURES

5. The Post-IPO Option, being granted to Mr. Xu Xiaoliang, Mr. Henri Giscard d'Estaing, Mr. Xu Bingbin, Mr. Choi Yin On, Mr. Qian Jiannong, Mr. Pan Donghui and Mr. Huang Zhen on 18 January 2023 shall be vested according to the following schedule:

Percentage of Post-IPO Option to be vested	Vesting Date
33%	1 February 2024
33%	1 February 2025
34%	1 February 2026

The Post-IPO Option, being granted to such other grantee(s) on 18 January 2023 shall be vested according to the following schedule:

(1) Percentage of Post-IPO Option to be vested	Vesting Date
33%	1 February 2024
33%	1 February 2025
34%	1 February 2026

(2) Percentage of Post-IPO Option to be vested	Vesting Date
25%	1 February 2024
25%	1 February 2025
25%	1 February 2026
25%	1 February 2027

6. The weighted average closing price of the shares immediately before the dates on which share units were vested during the Reporting Period was HK\$4.50.
7. No participant was granted in excess of the individual limit during the Reporting Period.
8. For French participants or participants of a French subsidiary, the vesting period plus holding period is at least 2 years. For other participants, except for the vesting period, there is no minimum holding period before the exercise of the share units.
9. Performance targets for share units granted: Such performance targets, as set out in separate letters of grant, include financial targets and management targets, which are determined based on (i) individual results, (ii) results of the Group, (iii) results of the business group, business unit, business line, functional department, and project managed by option grantee. According to the Company's performance management regulations, share units may only be vested by option grantees if their performance for the previous year of the vesting period is assessed as "meeting the expectations" and above.
10. During the Reporting Period, 104,000 share units under the 2019 Share Award Plan were canceled and no share unit under the 2019 Share Award Plan lapsed or expired.

2024 SHARE AWARD PLAN

On 17 May 2024, the Board adopted the 2024 Share Award Plan with effect on the same date. The following is a summary of the principal terms and conditions of the 2024 Share Award Plan (the “Plan”):

- 1) The purpose of the Plan is to provide the participants with the opportunity to receive proprietary interests in the Shares and to encourage the participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its shareholders as a whole.
- 2) The participants of the Plan include any employee (whether full-time or part-time), executives or officers, directors (including executive, non-executive and independent non-executive directors) of any member of the Group or any Related Entity.
- 3) Subject to the provisions of the Plan, the Shares which may be issued upon vesting of all share units to be granted under the Plan shall not exceed 2.5% of the number of the relevant class of Shares in issue on the adoption date of the Plan (the “Plan Mandate Limit”). Such maximum number shall include the number of Shares which would be issued upon the vesting of all outstanding share by the grantees (to the extent not already vested) together with the number of Shares which have already been issued in respect of the Shares vested under the Plan. Share units lapsed in accordance with the terms of the Plan shall not be counted for the purpose of calculating the Plan Mandate Limit. Any refreshment or increase of such Plan Mandate Limit shall be made in compliance with the Articles of Association of the Company, the Listing Rules and applicable laws. The total number of Shares to be issued under the Plan is 31,084,409, representing approximately 2.5% of the issued Shares as at 20 September 2024^{Note}.
- 4) Subject to the termination provisions under the Plan, the Plan shall be valid and effective for a period of 10 years commencing on the adoption date of the Plan, and as of 20 September 2024^{Note}, the remaining term of the Plan is approximately 9 years and 8 months, after which period no further share units shall be granted but the provisions of the Plan shall remain in full force and effect in all other respects. Subject to the above, in all other respects, in particular, in respect of share units remaining outstanding on the expiration of the period referred to in this paragraph, the provisions of the Plan shall remain in full force and effect.
- 5) Subject to the Listing Rules, the maximum entitlement may be granted to each participant in the Plan represents the Plan Mandate Limit.
- 6) According to the terms of the Plan, the share units shall be effectively vested after meeting the vesting period (which shall be of one year at least) and vesting conditions.
- 7) The Plan provides that the participants as offeree may accept the offer within five (5) working days from the date of receipt of the offer letter (or such other period as determined by the Board or a duly authorized committee of the Board in its sole discretion). The Plan does not specify the amount to be paid.

Note: Given the Company cannot ensure that the total number of issued shares of the Company between 20 September 2024 (being the Latest Practicable Date (“LPD”)) and the publication date of this report remains unchanged, the Group has decided to disclose the information required by Rule 17.09(3) of the Listing Rules based on the LPD instead of the publication date of the interim report.

STATUTORY DISCLOSURES

The following table discloses movements in the share units under the 2024 Share Award Plan during the Reporting Period.

Type of grantees/ Name of grantee	Date of grant of the share units	As of 1 January 2024	Granted during the Reporting Period	Closing price of the securities immediately before the date on which the share units were granted		Value of the share units granting the Award Plan (RMB)	Vested during the Reporting Period	lapsed/ cancelled during the Reporting Period	As of 30 June 2024	Vesting period of the share units	Consideration of share units granted per unit (HKD)
				(HKD)	(RMB)						
Xu Xiaoliang	17 May 2024	0	750,000	4.23	2,936,588	0	0	750,000	17 May 2024 to 24 May 2025	Nil	
Xu Bingbin	17 May 2024	0	375,000	4.23	1,468,294	0	0	375,000	17 May 2024 to 24 May 2025	Nil	
Choi Yin On	17 May 2024	0	270,000	4.23	1,057,172	0	0	270,000	17 May 2024 to 24 May 2025	Nil	
Pan Donghui	17 May 2024	0	150,000	4.23	587,318	0	0	150,000	17 May 2024 to 24 May 2025	Nil	
Huang Zhen	17 May 2024	0	150,000	4.23	587,318	0	0	150,000	17 May 2024 to 24 May 2025	Nil	
Other grantees (being other employees of the Group)	17 May 2024	0	5,043,000	4.23	19,745,619	0	75,000	4,968,000	17 May 2024 to 24 May 2025	Nil	
Total		0	6,738,000			0	75,000	6,663,000			

- On 17 May 2024, the Board granted 7,138,000 share units to certain eligible participants of the 2024 Share Award Plan. For details, please refer to the Company's announcement dated 17 May 2024. Among 7,138,000 share units, 400,000 share units were not accepted by certain French employees.
- The share units, being granted on 17 May 2024 shall be vested according to the following schedule:

Percentage of Post-IPO Option to be vested	Vesting Date
33%	25 May 2025
33%	25 May 2026
34%	25 May 2027

- The weighted average closing price of the shares immediately before the dates on which share units were vested was HK\$0 as no shares were vested during the Reporting Period.
- No participant was granted in excess of the individual limit during the Reporting Period.
- For French participants or participants of a French subsidiary, the vesting period plus holding period is at least 2 years. For other participants, except for the vesting period, there is no minimum holding period before the exercise of the share units.
- Performance targets for share units granted: Such performance targets, as set out in separate letters of grant, include financial targets and management targets, which are determined based on (i) individual results, (ii) results of the Group, (iii) results of the business group, business unit, business line, functional department, and project results managed by share unit grantee. According to the Company's performance management regulations, share units may only be vested by unit grantees if their performance for the previous year of the vesting period is assessed as "meeting the expectations" and above.
- The fair value of Shares granted during the period from 1 January 2024 to 30 June 2024, is determined by the management using a asset-based approach according to the closing price on the date of grant. Please also refer to note 6 to the 2024 Share Option Scheme for relevant accounting policies.
- During the Reporting Period, 75,000 share units were canceled, no share unit under the 2024 Share Award Plan lapsed or expired.
- The fair value of Shares granted during the Reporting Period is determined according to the closing price on the date of grant.

As of 1 January 2024 and 30 June 2024, the number of options, awards and share units that may be granted under the scheme mandate limit were 183,268,321 and 262,343,488 respectively.

The number of shares to be issued pursuant to the options and awards granted under all share schemes of the Company during the Reporting Period divided by the weighted average number of shares issued during the Reporting Period is 0.0146.

HUMAN RESOURCES

As of 30 June 2024, the Group had approximately 20,057 employees.

In the first half of 2024, as guided by the corporate vision of “Pioneering holiday lifestyle and creating a world-leading family leisure and tourism ecosystem”, the Human Resources Centre of the Group constantly consolidated the base of culture and values of Fosun Tourism to further improve in-depth industry operation capabilities. During the reporting period, the Group comprehensively promoted its globalized organisational capabilities build-up and formed an organisational ecology with talents emerged in large numbers and a long-lasting foundation through implementing top-level designed strategy, improved efficiency driven by optimised organisational mechanisms, high efficiency of operation by the digital and high-tech system, and enriched talent tiers by upgraded staff management.

RECRUITMENT AND MANAGEMENT OF CORE KEY TALENTS

Being committed to becoming the best platform for employees to realize their values, the Group has attached importance to attracting and nurturing outstanding talents with international capabilities to achieve mutual development between the Group and employees.

In the first half of 2024, the Group strived to recruit senior management, globalized operation talents and science and innovation talents in accordance with our strategic and business needs. We have implemented a virtuous cycle of “evaluation, motivation and exit” for core and key talents. At the same time, the Group continues to build a multi-dimensional partnership system for the headquarters and business segments. Currently, Fosun Tourism has 34 partners and also 33 partners under its segments. In addition, the Group continued to deepen the management concept of internationalized talent by comprehensively promoting the global job rotation mechanism for core talents to attract outstanding overseas talents to come to work and introduce outstanding domestic talents to work abroad. In this way, we enhanced the quality of industrial operations and services through multi-cultural exchanges.

EMPLOYEE CARE AND SERVICES

The Group focuses on building a comprehensive and diversified system of benefit to create a sound corporate atmosphere and enhance the sense of belonging among employees.

The Group constantly strengthens the promotion and investment of employees’ health management, introduces an innovative model on health management as well as develops different caring plans for various employee groups. In addition to the annual physical examination covering all employees, we also encouraged employees to participate in fitness activities such as Tai Chi and badminton, and organized health lectures and health and wellness weekly activities. We made full use of the Group’s own product resources to allow employees to enjoy various internal products, services and relevant resources more conveniently and at a discount.

We enriched the service provided by our employees with internet and various innovative channels, and enhance the service and experience for our users through global resource consolidation, upgraded infrastructure technology, optimized data processing, and user-friendliness enhancements. We pushed introducing employee benefits, various remuneration benefits and personnel policies and provided convenient services such as a benefits bonus point platform via the Group's own mobile terminal application. In addition, our human resources sharing center continuously consolidated various resources from China and overseas to better serve employees from all over the world. We used data analytics to provide personalized and customized service solutions for employees to provide our global employees with a better and more caring service experience.

EMPLOYEE LEARNING AND DEVELOPMENT

Guided by the "Keep On Learning" concept, we designed and implemented multi-dimensional talent development programs such as high-potential talent cultivation programs, university-enterprise cooperation, and employer branding. In the first half of 2024, we launched a number of empowerment trainings such as Star Ran Creation Camp, Star Youth Growth Camp (星青年乘長營), and Cadre Camp. Meanwhile, we cooperated with renowned colleges and universities in the PRC to implement industry-university-research integration projects between universities and enterprises and launched the G.O service culture camps. These measures are to satisfy the talent development needs throughout the Fosun Tourism eco-system, to further deliver much-needed talents to the Group to ensure rapid development of the organization.

EMPLOYMENT AND LABOUR STANDARDS

The Group has been adhering to the principle of "attracting people with development, uniting people by career, training people with work and appraising people with performance" and advocating fair competition and objecting to discrimination. All employees and job applicants are not confined by factors such as gender, age, race, skin colour and religious belief. The establishment of all human resources policies strictly complies with all rules and relevant regulations in connection with remuneration and dismissal, recruitment and promotion, employee schedule, equal opportunities, diversity, working hours, rest periods and other benefits in countries/regions where our operations are located.

During the Reporting Period, all employees of the Group met the minimum working age requirements set out in the relevant laws of the countries/regions where our operations were located and the employment of child labor or forced labor was prohibited.

REMUNERATION POLICY AND EMPLOYEE INCENTIVE

In line with the strategic focus and specific business needs, adhering to the incentive principles of value creation, performance orientation, profit and loss sharing, and clear reward and punishment, we have conducted in-depth research and actively explored precise methods and ideas and continuously optimise the multi-level and full-coverage remuneration system and update short-, medium- and long-term policies on remuneration and incentive to lead our team into growth and sustainable development. At the same time, the Group regularly reviews and optimizes our incentive policy according to performance, experience and current industry practices. Through flexible and comprehensive incentives, together with different business demands and incentive tools, we empower the ecosystem of the Group and motivate the team.

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES

As of 30 June 2024, the interests or short positions of the Directors or chief executive of the Company in the Shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (“SFO”)) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

(i) Interests in the Shares

Name of Director/Chief executive	Nature of interests	Number of Shares/ underlying shares interested	Approximate percentage in relevant class of Shares
Xu Xiaoliang	Beneficial owner	4,302,328	0.35%
Xu Bingbin	Beneficial owner	4,792,625	0.39%
Choi Yin On	Beneficial owner	1,840,000	0.15%
Qian Jiannong	Beneficial owner	23,850,804	1.92%
Pan Donghui	Beneficial owner	865,000	0.07%
Huang Zhen	Beneficial owner	683,000	0.05%

(ii) Interests in associated corporation

Name of Director/Chief executive	Name of associated corporation	Nature of interests	Number of Shares/ underlying shares interested	Approximate percentage in relevant class of Shares
Xu Xiaoliang	Fosun International	Beneficial owner	32,776,000	0.40% ⁽¹⁾
Xu Bingbin	Fosun International	Beneficial owner	418,663	0.01% ⁽¹⁾
Qian Jiannong	Fosun International	Beneficial owner	9,748,000	0.12% ⁽¹⁾
Pan Donghui	Fosun International	Beneficial owner	17,314,484	0.21% ⁽¹⁾
Huang Zhen	Fosun International	Beneficial owner	6,598,200	0.08% ⁽¹⁾
	Fosun Pharma	Beneficial owner ⁽²⁾	45,500	0.00%
	Yuyuan	Beneficial owner ⁽²⁾	1,193,800	0.03%

Notes:

- (1) The calculation is based on the total number of 8,192,530,124 shares of Fosun International in issue as of the end of the Reporting Period.
- (2) The classes of shares held by Huang Zhen in Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (“Fosun Pharma”) and Shanghai Yuyuan Tourist Mart (Group) Co., Ltd. (“Yuyuan”) are both A shares (A shares refer to the equity securities listed on the Shanghai Stock Exchange).

(iii) Interests in the debentures of associated corporation (within the meaning of Part XV of the SFO) of the Company

Name of Director/ Chief executive	Name of associated corporation	Type of interests	Details of debentures	Amount of debentures (USD)
Xu Xiaoliang	Fortune Star (BVI) Limited	Personal	In a principal amount of US\$700,000,000 due on 29 October 2025	251,933
	Fortune Star (BVI) Limited	Personal	In a principal amount of US\$500,000,000 due on 18 May 2026	251,933
Huang Zhen	Fortune Star (BVI) Limited	Personal	In a principal amount of US\$700,000,000 due on 29 October 2025	38,925
	Fortune Star (BVI) Limited	Personal	In a principal amount of US\$500,000,000 due on 18 May 2026	38,925

Notes: The shares held by Xu Xiaoliang and Huang Zhen in Fortune Star are classified as debentures.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES

As of 30 June 2024, so far as was known to the Directors, the persons or entities, other than a Director or chief executive of the Company, who had an interest or a short position in the Shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

Name of Shareholder	Nature of interests	Number of Shares/ underlying Shares interested	Approximate percentage in relevant class of Shares
Fosun International	Beneficial owner	971,949,202	78.15%
FHL ⁽¹⁾	Beneficial owner	15,389,930	1.24%
	Interest in controlled corporation	971,949,202	78.15%
FIHL ⁽²⁾	Interest in controlled corporation	987,339,132	79.39%
Guo Guangchang ⁽³⁾	Interest in controlled corporation	987,339,132	79.39%
Cho Jung-ho ⁽⁴⁾	Interest in controlled corporation	81,542,487	6.56%
Meritz Financial Group Inc. ⁽⁴⁾	Interest in controlled corporation	81,542,487	6.56%
Meritz Securities Co., Ltd. ⁽⁴⁾	Beneficial owner	81,542,487	6.56%
CHINA HUARONG INTERNATIONAL HOLDINGS LTD	Interest in controlled corporation	108,000,000	8.68%

Notes:

- (1) FHL holds approximately 73.35% equity interest in Fosun International, and is therefore deemed to be interested in the Shares directly held by Fosun International.
- (2) FIHL holds 100% equity interest in FHL, and is therefore deemed to be interested in the Shares which FHL is deemed to be interested in.
- (3) Guo Guangchang holds 85.29% equity interest in FIHL, and is therefore deemed to be interested in the Shares which FIHL is deemed to be interested in.
- (4) Meritz Securities Co., Ltd. is a company incorporated in South Korea. Meritz Financial Group Inc., its controlling shareholder, owns 49.77% of its equity interest. Meritz Financial Group Inc. is a company incorporated in South Korea and listed on the Korea Exchange. Mr. Cho Jung-ho holds 6.57% equity interest in Meritz Securities Co., Ltd., and is therefore deemed to be interested in the Shares which Meritz Securities Co., Ltd. is interested in.

Save as disclosed above, so far as was known to the Directors, as of 30 June 2024, there was no person (other than a Director or chief executive of the Company) who had an interest or a short position in the Shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register kept by the Company under Section 336 of the SFO.

CHANGES IN DIRECTORS' INFORMATION

Pursuant to Rule 13.51B of the Listing Rules, the changes in the information of the Directors during the Reporting Period are set out below:

(1) Changes in Directors' remuneration with effect during the Reporting Period

Name of Director	Date of Change	Target Performance	
		Remuneration	Related Bonus ⁽¹⁾
Xu Xiaoliang	26 February 2024	RMB4,575,000 ⁽²⁾	RMB6,325,000 ⁽²⁾

Notes:

- (1) To be determined based on internal appraisal of various performance indicators.
- (2) Considering the salaries paid by comparable companies for equivalent positions, the Director's time commitment and responsibilities with the Company and its subsidiaries, as resolved by the Remuneration Committee and the Board, the Director shall be re-paid remuneration and bonus and shall continue to participate in the stock and/or option incentive plans established by the Company from time to time with effect from 26 February 2024.

Save as disclosed herein, there is no information required to be disclosed pursuant to Rule 13.51B of the Listing Rules.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Shares (including the sale of treasury shares) during the Reporting Period.

As at 30 June 2024, the Company did not hold any treasury shares.

REVIEW OF INTERIM RESULTS

The Audit Committee comprised four independent non-executive Directors, namely Mr. Guo Yongqing (chairman), Dr. Allan Zeman, Ms. Katherine Rong Xin and Mr. He Jianmin. The main duties of the Audit Committee are to review the financial statements and reports, to review the relationship with the external auditors, to review the adequacy and effectiveness of the Company's financial reporting system, risk management and internal control system, and to provide recommendations and advice to the Board.

The interim results and this interim report of the Group for the Reporting Period are unaudited but have been reviewed by the Audit Committee. The Audit Committee does not have any disagreement with the accounting treatment adopted by the Company.

CORPORATE GOVERNANCE PRACTICES OF THE COMPANY

The Company is committed to achieving high standards of corporate governance to safeguard the interests of shareholders and to enhance its corporate value and accountability. The Board shall establish the purpose, values and strategy of the Company, and satisfy itself that they are in line with the Company's culture. All the Directors must act with integrity and lead by example to endeavour promoting our corporate culture and should indoctrinate them throughout the organisation, and constantly reinforce the values of "Acting Lawfully, Ethically and Responsibly". During the Reporting Period, the Company applied the principles of and fully complied with the code provisions as set out in the CG Code. The Company regularly reviews its corporate governance practices to ensure compliance with the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code. Having made specific enquiry of all Directors, and the Directors have confirmed that they have complied with the Model Code throughout the Reporting Period. The Company has also established written guidelines on no less exacting terms than the Model Code for securities transactions by the employees who are likely to be in possession of unpublished inside information of the Company. No incident of non-compliance of the above mentioned written guidelines by the relevant employees of the Company was noted by the Company.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

Save as disclosed in this report, during the six months ended 30 June 2024, the Group did not have any significant investments, material acquisitions, and disposals of subsidiaries and affiliated companies.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND EXPECTED SOURCE OF FUNDING

In view of the challenging environment ahead, the Group will continue to consolidate its existing businesses while exploring new business opportunities that will complement and enhance its existing businesses. The Company will consider various means of financing as and when such opportunities arise.

EXECUTIVE DIRECTORS

Xu Xiaoliang (*Chairman*)
Xu Bingbin (*co-President and
Chief Executive Officer of Club Med China*)
Choi Yin On (*Senior Vice President and
Chief Financial Officer*)

NON-EXECUTIVE DIRECTORS

Qian Jiannong
Pan Donghui
Huang Zhen

INDEPENDENT NON-EXECUTIVE DIRECTORS

Allan Zeman
Guo Yongqing
Katherine Rong Xin
He Jianmin

AUDIT COMMITTEE

Guo Yongqing (*Chairman*)
Allan Zeman
Katherine Rong Xin
He Jianmin

REMUNERATION COMMITTEE

Katherine Rong Xin (*Chairman*)
Guo Yongqing
Xu Bingbin

NOMINATION COMMITTEE

Xu Xiaoliang (*Chairman*)
Allan Zeman
Katherine Rong Xin

STRATEGY COMMITTEE

Xu Xiaoliang (*Chairman*)
Allan Zeman
He Jianmin

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

Guo Yongqing (*Chairman*)
Katherine Rong Xin
Choi Yin On

COMPANY SECRETARY

Kam Mei Ha (*resigned on 22 August 2024*)
Yau Tsz Lun (*appointed on 22 August 2024*)

AUTHORIZED REPRESENTATIVES

Choi Yin On
Kam Mei Ha (*resigned on 22 August 2024*)
Yau Tsz Lun (*appointed on 22 August 2024*)

AUDITORS

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Certified Public Accountants
Public Interest Entity Auditor
27/F, One Taikoo Place
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As to Cayman Islands law

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Grand Cayman
P.O. Box 10240, KY1-1002
Cayman Islands

PRINCIPAL BANKERS

China Minsheng Banking Corp., Ltd.
Crédit Agricole CIB
Bank of China Limited
China Merchants Bank Co., Ltd.
Bank of Dalian Co., Ltd.
The Hongkong and Shanghai Banking Corporation Limited
Bank of East Asia

REGISTERED OFFICE

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Grand Cayman KY1-1002
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

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P.O. Box 10204
Grand Cayman, KY1-1002
Cayman Islands

HONG KONG SHARE REGISTRAR

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183 Queen's Road East, Wanchai
Hong Kong

STOCK CODE

01992

WEBSITE

<http://www.fosunholiday.com>

ABBREVIATIONS

Alpes Snow World	an indoor ski domain of the Group, designed by Compagnie des Alpes (“CDA”), one of the world’s leading ski domain operators based in France, to offer facilities and services with international standards
Aquarium	the Lost Chambers Aquarium in Atlantis Sanya
Atlantis Sanya	our tourism destination on the Haitang Bay National Coast of Sanya, Hainan province, PRC
Audit Committee	the audit committee of the Board
Average Daily Bed Rate	the business volume divided by the total number of beds sold
Average Daily Rate by Room	the business volume divided by the total number of rooms sold
Board	our board of Directors of the Company
C2M	customer-to-maker
Capacity of Resorts	the total number of beds available for sale over a period or year, i.e. the number of beds, multiplied by the number of days on which resorts are open
CG Code	the Corporate Governance Code set out in Appendix C1 of the Listing Rules
China or PRC	the People’s Republic of China, but for the purpose of this report and for geographical reference only and except where the context requires, references in this report to “China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan
Club Med	Club Med SAS (formerly known as Club Méditerranée SA), a simplified joint-stock company (société par actions simplifiée) incorporated in France on 12 November 1957 and a non-wholly owned subsidiary of our Company. The Group focuses on global leisure tourism resort with “all-inclusive” innovative holiday Concepts
Club Med Joyview	one of the Club Med resort brands catering to the Chinese market for vacations during weekends and MICE services, to fulfill the increasing leisure and holiday needs of Chinese tourists
Company	Fosun Tourism Group (formerly known as Fosun Tourism and Culture Group (Cayman) Company Limited), an exempted company with limited liability incorporated in the Cayman Islands on 30 September 2016
Controlling Shareholder(s)	has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, refers to Fosun International, FHL, FIHL, and Mr. Guo Guangchang
Cook’s Club	a hotel brand under Thomas Cook, designed for a new generation of travellers who want fun, lively holidays in hotels that have modern and stylish design
Director(s)	the director(s) of the Company
EBITDA	earnings before interest, taxes, depreciation and amortization
EMEA	Europe, Middle East, and Africa, which, for our purposes, also includes Turkey
EUR or Euro	the lawful currency of the European Union

GLOSSARY

FHL	Fosun Holdings Limited, a company incorporated in Hong Kong with limited liability, which is wholly owned by FIHL, and one of the Controlling Shareholders
FIHL	Fosun International Holdings Ltd., a company incorporated in the British Virgin Islands with limited liability, and one of the Controlling Shareholders
Fosun Holiday	our global ecosystem consisting of our commercially interconnected businesses that offers a wide spectrum of tourism- and leisure-related services
Foryou Club	our membership system in China that manages and operates services and activities for members and customers under the Fosun Holiday ecosystem
Foryou Ski	the indoor ski simulator brand name of the Group, which is committed to providing high-quality ski solutions for people living in cities
Fosun International	Fosun International Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board (stock code: 0656), and one of the Controlling Shareholders
GFA	gross floor area
G.E	G.E (gentils employé) are local employees who perform traditional resort and back office duties, and are mainly responsible for accommodation, catering and technical services
G.O	G.Os (gentils organisateur) can be activities leaders or customer service receptionists, as well as managerial and administrative staff at Club Med resorts, who also bear responsibility to engage with guests and make the guests feel at home
Great Member(s)	members of Club Med's Great Member loyalty program
Group, our Group, we, or us	our Company and our subsidiaries at the relevant time or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
Hainan Atlantis	Hainan Atlantis Business and Tourism Development Co. Ltd, a limited liability company established in the PRC on 15 May 2013 and a wholly-owned subsidiary of the Company
Happy Digital	Club Med's digitalization initiatives, through which we use digital solutions to improve our guests' and employees' experience while making the technology user-friendly and seamless
HK\$ or HKD	the lawful currency of Hong Kong
Hong Kong or HK	the Hong Kong Special Administrative Region of the PRC
IAS	International Accounting Standards
IASB	International Accounting Standards Board
IFRS	International Financial Reporting Standards
Independent third party(ies)	an individual or a company which, to the best of our Directors' knowledge, information, and belief, having made all reasonable enquiries, is not a connected person of the Company within the meaning of the Listing Rules

Listing	the listing of the Shares on the Main Board
Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
Miniversity	the Group's brand for learning and playing club for children
Model Code	the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 of the Listing Rules
Nomination Committee	the nomination committee of the Board
Occupancy Rate	by Bed the ratio expressed as a percentage between the total number of beds sold and the total number of beds available for sale over a period or year
Occupancy Rate by Bed	the total number of beds sold divided by the total number of beds available for sale
Occupancy Rate by Room	the total number of rooms sold divided by the total number of rooms available for sale
Reporting Period	1 January 2024 to 30 June 2024
Resort Revenue	the aggregate income of all resorts, including sales of all inclusive packages and revenue generated onsite out of the all-inclusive packages
Revenue per Bed	the Resort Revenue divided by the Capacity of Resorts
Semi-direct Sales	brands are able to access all customer information by selling products through official stores opened on a platform
RMB	the lawful currency of the PRC
Share(s)	ordinary share(s) in the share capital of the Company
Shareholder(s)	holder(s) of the Shares
Show C	a resident show launched by Atlantis Sanya
Stock Exchange or Hong Kong Stock Exchange	The Stock Exchange of Hong Kong Limited
Strategy Committee	the strategy committee of the Board
Subsidiary(ies)	has the meaning ascribed thereto under section 15 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
Thomas Cook	Thomas Cook Group plc, a company incorporated in England and Wales, the shares of which are listed on the London Stock Exchange (stock code: TCG), the company applied for liquidation on 23 September 2019. The Group acquired the main brand name, Thomas Cook, and hotel and resort brands such as Casa Cook and Cook's Club from Thomas Cook Group plc in November 2019
Trident	the measurement unit used by Club Med to indicate the level of each Club Med resort, which is similar to "star" used for traditional hotel ratings

GLOSSARY

USD or U.S. dollar the lawful currency of the United States of America

Waterpark the Aquaventure Waterpark in Atlantis Sanya