



# ANNUAL REPORT 2024

*Australian Chamber of Commerce  
Shanghai*



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# About Us

The **Australian Chamber of Commerce Shanghai (AustCham Shanghai)** is the peak body for Australian business in East China. As a membership-based organisation, AustCham Shanghai represents businesses and individuals involved in trade and investment between Australia and China and provides support, education, advocacy and business services.

Founded in 1994, AustCham Shanghai is the largest Australian Chamber of Commerce in the Greater China region. As the trading relationship has evolved beyond energy and resources to encapsulate a wide variety of sectors, AustCham Shanghai has grown to represent businesses in every sector, from manufacturing, health and aged care, cosmetics, to education and financial services.

The Chamber is based at Australia House by AustCham Shanghai, a stand-alone 5,300sqm seven-storey building in downtown Shanghai that provides physical offices, co-working spaces, food & beverage outlets, event spaces and showcase opportunities for the Australia-China business community. The development is in partnership with Anken, a long-term member of the Chamber.

Today, our Chamber brings the business community together through membership services, events, delegations, project management, representation and advocacy.

## Membership Services

- Business Advisory
- Business Connections
- Market Updates
- Executive Networking
- Industry Forums
- Advocacy
- Project and Event Management
- Corporate Social Responsibility
- In-Market Representation





## Heidi Dugan

Chair of the Board of Directors,  
AustCham Shanghai

# Chair's Remarks

2023 for the Australia-China business community was a year of opening, exploration, expectations, opportunities, and of course challenges. It seems long ago, but it was only the beginning of 2023 that China opened its doors to international travel and visitors. Reconnecting the China community, both personally and in terms of business, to the rest of the world.

2023 saw the beginning of improved Australia-China bi-lateral relations. Government visits in both directions grew in seniority, with positive discussions that lead to the removal of Australia-China trade impediments, and to a diplomatic visit to by the Australian Prime Minister, Anthony Albanese. The Prime Ministers' visit showed his support and willingness to work together with China, by speaking at the opening of the 2023 China International Import Expo (CIIE) in Shanghai, and in the meeting with Chinese President Xi Jinping in Beijing.

AustCham Shanghai thrived in this environment, exceeding expectations, and delivering on its mandate to provide value to our members. The Chamber brought events and activities across three main areas: Advocacy – bringing Members and governments closer together across China and Australia; Insights – the addition of two new Industry Forums, keeping our members informed and engaged with each other; and Community – building on the strength and closeness

of our members, and the importance of community support.

With the year more difficult for some members than expected, AustCham Shanghai made the decision to utilise its strong net asset position and invest as much 2023 revenue as possible into supporting our members. CEO & Executive Director, Simon Woods, and his team, managed the Chambers finances precisely, investing over 99% into member value and into the Chamber. Resulting in AustCham Shanghai's earnings before tax for the 2023 Financial Year of RMB13,484, an 85.25% (RMB77,911) decrease from the previous year.

The results included a continued commitment to AustCham Shanghai's team, strengthening the value and support available for Members in what was a critical time for AustCham Shanghai members and the broader community as the world continued to settle into a new normal.

## Balance Sheet and Financial Strength

The Company's net asset position increased 0.22% to RMB 3.76 million at the end of the Financial Year 2023. The Company is in a strong liquidity position with the ability to pay its short-term obligations 1.95 times. The Company has no debt finance.

The 2023 result is in accordance with the strategy to invest strongly based on the years revenue. Therefore, the Board has proposed that no dividends be paid to the sole shareholder for the benefit of the members for the 2023 Financial Year, and that post-tax profits be allocated to operational capital. The Chambers focus remains on investing into generating value for our members and creating support across multiple channels.

The company has RMB 2 million in capital reserves. This provides 6.1 months of cover for average operating expenses as of March 2024. The Company's position in the reporting period last year was 6 times cover.

## Strategic Direction

AustCham Shanghai continues to be the entrepreneurial and commercial support function for the Australia-China business community. As the largest Chamber of Commerce in China, and the biggest facilitator of business connections, we continue to listen to our members to understand their goals and strategies in market and where the Chamber can insert itself to assist in the successful execution. Our members

and community guide our own short and long-term strategies to ensure the generation of unquestionable member value.

2024 marks the 30-year anniversary of the Australian Chamber of Commerce in Shanghai (AustCham Shanghai), after the establishment of the Chamber in China in 1994. This year includes the celebration of this milestone with a 30 Year Anniversary Speaker Series, leading up to a grand 30 Year Anniversary Gala celebration in August. The long-term presence of the Chamber in China is attributed to its founders, its leaders, and volunteers, and highlights its significance to the Australia-China community, its members, and to the bi-lateral relationship.

The strategy for 2024 continues to focus on expanding the value generated for our members with persistent strengthening of our Industry Forums, expanding member support across Yangtze River Delta catchment area and any areas of member interest, and continued strong government relations.

During 2024, Industry Forums will be adjusted to align with the needs of our members and the current market, including the addition of two new and exciting forums. Government relations remain strong, and the Chamber welcomes our new Ambassador, H.E. Scott Dewar, and Consul General in Shanghai, Mr. John Williams.

### Corporate Governance

The Board is accountable to members for the performance of the Company's business, and we aspire to excellence in keeping with the highest governance standards.

We continue to be diligent across our corporate governance with continual review and discussions on areas appropriate for improvement.

AustCham Shanghai's corporate governance framework and practices are detailed in the Corporate Governance Statement in this Annual Report.

Other key governance documents are available on our website at [www.austchamshanghai.com](http://www.austchamshanghai.com).

### Corporate Social Responsibility

During 2023, AustCham Shanghai continued our support for CSR via charitable donations from our monthly Aussie Drink events and the Aussie Christmas Lunch & Community Awards Charity Gala. A total of

RMB53,966.94 was donated to our local corporate social responsibility partners, as part of our commitment to give back to the community we operate in. Our current CSR partners are The Renewal Centre, Shanghai Sunrise, Chunhui Children, and Lifeline Shanghai, who are all financial partners.

### Board of Directors

Details on the composition of the Board and the committees of the Board can be found in the Corporate Governance Statement section of the report. With the exception of the Executive Director, Members of the Board are elected for a two-year term as independent non-executive directors and are not remunerated. I would like to express my sincere thanks to the Board of Directors for their continual commitment and contribution to the Chamber and the Australia-China community.

### CEO and Employees

On behalf of the AustCham Shanghai Board, our members, and the broader community, I would like to express our deepest appreciation for the efforts of our CEO and Executive Director, Simon Woods, and the Chamber employees. As a team, they have again performed beyond expectations during 2023, showing their capabilities during the reopening of China and at an important time for bi-lateral relations and for members, and we have every confidence that they will continue to do so.

AustCham Shanghai's 30 Year Anniversary reminds us that Australia-China has a long and meaningful history, with continued complementarities and an abundance of opportunities. AustCham Shanghai will continue to focus on our core mission to generate value for members and be a bridge for trade and investment between Australia and China.



## Heidi Dugan

Chair of the Board,  
AustCham Shanghai



## Simon Woods

CEO and Executive Director,  
AustCham Shanghai

# CEO's Report

2023 marked a pivotal year for the Australia-China business community and bilateral relations as we navigated the post-pandemic landscape and the reopening of China. This period brought forth both opportunities and challenges, highlighting the potential for economic rebound that many businesses had long awaited. While the anticipated economic relief and stability fell short, the resumption of travel between Australia and China fostered improved government relations and led to the removal of several trade barriers.

AustCham Shanghai played a crucial role in this transitional phase, providing members with essential guidance to adapt to the evolving new normal. Our efforts facilitated meaningful dialogues between members and the governments of both nations, fostering a deeper mutual understanding.

2023 was a significant year for our organisation. AustCham Shanghai successfully executed its strategy to enhance the value of our Industry Forums for members. Additionally, we re-established our network beyond Shanghai, extending across the Yangtze River Delta. These efforts strengthened our connections with government entities, members, and the broader Australia-China community, creating greater value and expanded opportunities for business-to-business interactions.

## Delivering on our strategy

AustCham Shanghai heightened its focus during 2023 on driving Advocacy, providing Insights, and supporting the even more tightknit Australia-China Community created during 2022.

The Chamber's focus on Advocacy created opportunities to engage with visiting Australian Ministers, providing direct member insight and guidance that helped shape the government-to-government discussions. We also supported Vice Mayors of China in their delegations to Australia, providing an audience of Australian organisations to hear the advancement and openness of China for business.

Insights were delivered via our continual development and display of events and Industry Forum activities. Providing opportunities for members to highlight their expertise and give guidance to other members of the Chamber community. AustCham Shanghai Industry Forum activities are led by members who serve as Chair and Deputy Chair, leveraging their expertise in their respective fields. The Chamber manages the implementation of these activities. Our Forums purpose is to provide networks, support, and information to members, with activities including seminars, panel discussions, site tours and more.

Community activities continued with diverse themes across our monthly Aussie Drinks series and brought the whole community together for Christmas at our Aussie Christmas & Community Awards Charity Gala. In line with the strategy to broaden our engagement, we also held several successful social events in other regions of Yangtze River Delta.

During 2023, AustCham Shanghai made the decision to utilise its strong net asset position and invest as much revenue as possible into supporting our members. As a result, the Chamber posted earnings before tax of RMB 13,484. Membership numbers stabilised during 2022, the final year of the pandemic, and had good growth during 2023 and continues into 2024.

## Core Business

As of 31 March 2024, AustCham Shanghai increased its Membership to a total of 191 Members across Platinum, Corporate, and Small Business Membership levels. This represents a 13.7% increase since March 2022.

Our seven member-led Industry Forums (Food, Beverage & Agribusiness; Manufacturing, Sourcing

& Supply Chain; Finance, Investment & Tax; Human Resources; Built Environment; Women in Business; and Education & Training) expanded in early 2023 to include two new forums (Cosmetics; and Creative & Marketing).

The ability to run more offline events enabled the Chamber to increase the events available to members by 12% during 2023, resulting in a total of 65 events for the year. These included Industry Forums, government briefings, member seminars and webinars, professional development activities, social networking events, and charity fundraisers.

### **A voice for members**

AustCham Shanghai developed and participated in a range of opportunities to lead advocacy and on-the-ground advisory conversations with both the Australian and Chinese governments during 2023.

With strong support from the Department of Foreign Affairs and Trade (DFAT), and various state governments of Australia, AustCham Shanghai held numerous meetings and events with Australian government officials. This included meetings with the Minister for Trade and Tourism, Don Farrell, during his first trip to China since the pandemic, and with the Premier of South Australia, Peter Malinauskas. Additionally, AustCham Shanghai Chair, Heidi Dugan, and I met with the Australian Prime Minister, Anthony Albanese, at a reception event in Shanghai, along with the AustCham Shanghai Board and Platinum Members.

Our engagement with the Chinese government and stakeholders continued to expand. The evolving Australia-China bilateral relationship resulted in several Chinese delegations visiting Australia, including a delegation led by the Shanghai Vice Mayor. AustCham Shanghai supported the Shanghai Vice Mayor's main event in Melbourne, where approximately half of the attendees were from AustCham Shanghai Membership, including representatives from 50 member companies and partners.

2023 marked the last year in China for Graham Fletcher as the Australian Ambassador to China. We would like to extend our heartfelt thanks to him for his unwavering support of AustCham Shanghai during his tenure. He led through a pivotal period in the Australia-China relationship and the global pandemic, and his contributions to the Chamber were invaluable.

## **Communications**

Our digital network channels continued to play a strong role in informing our Members and the Australia-China community. The success of the Chamber and its communications were shown by the increase of more than 19% year-on-year and now includes over sixteen thousand social media followers.

To ensure you're up to date, make sure you follow all our communication channels, including AustCham Shanghai's Official WeChat and WeChat Channel, LinkedIn, our Members Directory MiniProgram (powered by UMS) and our Career Hub (powered by Ajinga).

## **CSR Funds**

AustCham Shanghai continually seek new ways to raise funds for our CSR partners and were able to donate RMB 53,966.94 on behalf of our members. Our current CSR partners are The Renewal Centre, Shanghai Sunrise, Chunhui Children, and Lifeline Shanghai, who are all financial partners.

## **Outlook**

The continued stabilization of the Australia-China bilateral relationship and the removal of trade impediments provides broader opportunities for AustCham Shanghai members and the general business community.

AustCham Shanghai will continue to evolve our services to the business and political environment to ensure our members are well represented, informed, and part of a supportive and collaborative community.

Our role continues to be a partner of our member companies and to understand their goals and strategies for the Australia-China markets, and to continue to be the greatest facilitator of business connections, while utilising the network and resources at our disposal to generate unquestionable member value.



## **Simon Woods**

CEO and Executive Director,  
AustCham Shanghai



# The Year in Highlights

## Connecting the Australia-China community

- 1. March Garden Party
- 2. Beauty & The Beer Aussie Drinks
- 3. Platinum Appreciation Dinner 2023
- 4. Consul General Farewell Breakfast
- 5. Christmas Lunch & Community Awards Charity Gala

## Informing Members and the Community

- 6. Let's Chat - ChatGPT
- 7. MD Lunch with Shanghai CRED
- 8. Investment NSW MD Lunch
- 9. South Australia Premier Breakfast
- 10. Breakfast with Australia's Ambassador to China

## Connecting and Supporting Australian Alumni

- 11. Adelaide Alumni Event







## Industry Forums

- 12. Education & HR industry Forum
- 13. MSSC Industry Forum Factory Tour
- 14. Finance, Investment & Tax Industry Forum Panel Discussion & Open Mixer
- 15. Australian Coffee Association Launch Ceremony
- 16. Built Environment Industry Forum
- 17. Cosmetics Industry Forum

## Exploring New Ways of Communication

- 18. World Artificial Intelligence Conference

## Facilitating Australia-China Trade

- 19. NSW Business Matching
- 20. Entrepreneurial Ecosystems Research Report Launch

## Expanding into Yangtze River Delta

- 21. Ningbo Vic Gov MD Lunch
- 22. Hangzhou Summer Joint Mixer
- 23. Suzhou Roundtable Discussion & Mixer



# At a Glance



## 53,966.94 RMB

was donated to our local charity partners on behalf of members.

SHANGHAI SUNRISE  
Championing education for a brighter future

THE RENEWAL CENTER  
日新中心

SHANGHAI CHILDREN'S FOUNDATION  
上海儿童基金会

Lifeline  
Confidential support across China

## 191

platinum, corporate, and small business AustCham Shanghai members, as of 31 March 2024.

AustCham Shanghai  
1992-2024

AUSTCHAM SHANGHAI

## MEMBERS



## 60%

growth in engagement within our nine industry forums, increasing to 394 members as of Dec 2023.



Industry Forums

## 43%

The 3 largest industries represented in AustCham Shanghai's Membership are Food, Beverage & Agribusiness; Manufacturing, Sourcing & Supply Chain and Education & Training. These industries account for over 43% of the membership.



Food, Beverage & Agribusiness Forum

Manufacturing, Sourcing & Supply Chain Forum

Education & Training Forum

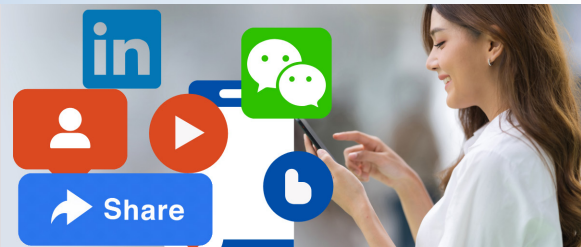


## 65

events, forums, roundtables and meetings in 2023, including those with local and Australian governments.

## 19%

Our digital network increased by more than 19% year-on-year and now includes over sixteen thousand social media followers.



# Corporate Governance Statement



# Overview

This Corporate Governance Statement describes the governance framework, policies and practices of AustCham Shanghai. Our approach to corporate governance is based on a commitment to consultation with our members and being open and transparent when reporting our decisions and performance. This approach includes a commitment to excellence in governance standards, which the Board sees as fundamental to the sustainability of our business.

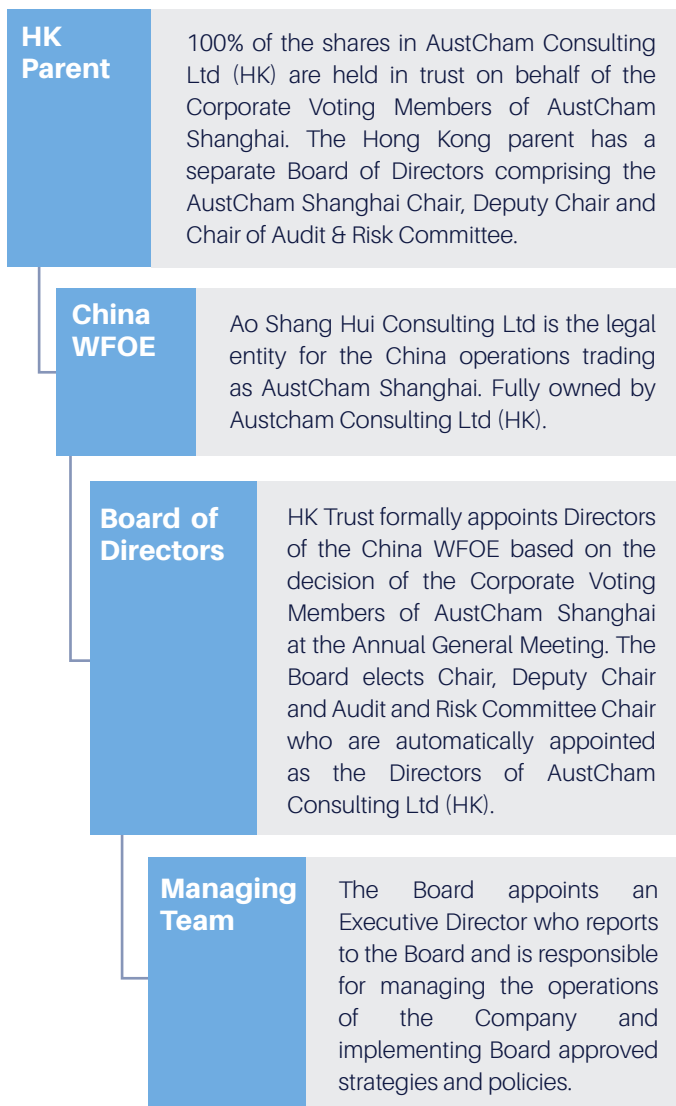
The diagram on the right illustrates the legal structure of our Company and the relationship between our members, directors and employees within this framework.

## Board Structure and Operation

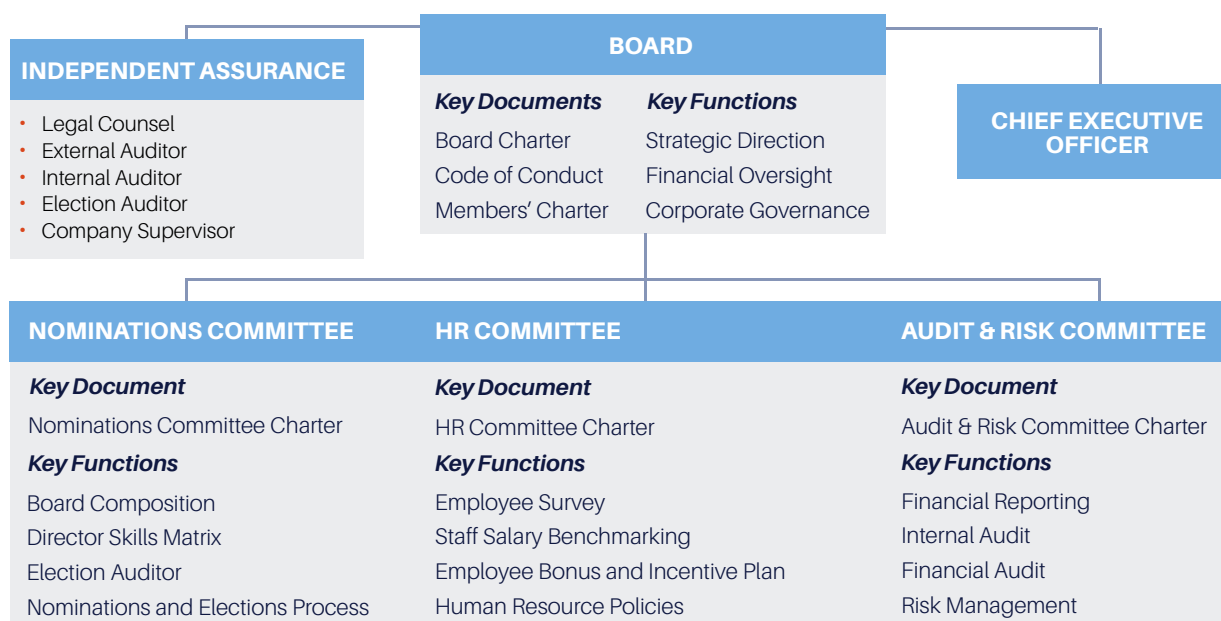
### Governance Framework

The diagram below shows the Company's current governance framework, including the current Board Committees. From time to time, the Board may form other committees or request Directors to undertake other specific extra duties. The key functions of the Board and each of the Board Committees are outlined in this Governance Statement. The Board and Board Committee Charters, along with other governance documents, are available on our website.

[www.austchamshanghai.com](http://www.austchamshanghai.com)



*Note: Working committees such as Industry Forums are not Board Committees (that is, they have no delegation of authority from the Board) but sit beneath the CEO to implement Board-approved strategies and policies, or to provide a forum for consultation with members.*



Key people and independent service providers who provide oversight of the corporate governance for the Company are listed in the table below.

### Ao Shang Hui Consulting (Shanghai) Ltd

#### Board of Directors (hereinafter referred to as the Directors or the Board)

Mr Beecher Ashley-Brown	Non-executive Director
Ms Alexandra Chu	Human Resources Committee Chair; Non-executive Director
Mr Hadleigh Churchill	Non-executive Director
Mr Barclay Doring	Nominations Committee Chair, Non-executive Director
Ms Heidi Dugan	Chair, Non-executive Director
Ms Stephanie Liu	Non-executive Director
Mr Michael Milne	Non-executive Director
Mr Todd Pearson	Non-executive Director
Mr Chester Wang	Audit & Risk Committee Chair; Non-executive Director
Mr Simon Woods	CEO, Executive Director & Legal Representative
Mr Tony Zhang	Deputy Chair; Non-executive Director

#### Board Appointments

Ms Maria McDermott	Company Secretary
Mr Martyn Huckerby	Company Supervisor
Fok Chan Leung Wan	External Auditor
Azure Group	Internal Auditor
Tiang & Partners	Legal Counsel
Ernst & Young	Election Auditor

### AustCham Consulting Ltd

(100% shareholder of AustCham Shanghai)

#### Board of Directors

Ms Heidi Dugan	Non-executive Director
Mr Chester Wang	Non-Executive Director
Mr Tony Zhang	Non-Executive Director

#### Board Appointments

*Extend Holdings Limited	**Trustee
*Peninsula Corporate Limited	Company Secretary

\*Both entities are operating entities of the Hong Kong fiduciary service provider.

\*\* The Trustee is the registered shareholder of AustCham Consulting Limited. The shares are held pursuant to a Declaration of Trust for the benefit of the corporate voting members, in good standing, of AustCham Shanghai, hereinafter referred to as the Members.



### Board Meetings

The Board held seven scheduled meetings during the one-year term of the current Board up until June 2024.

Note: the Board meeting scheduled to consider the election slate for the 2024 director elections was not held and instead the Board approved the recommendation to re-appoint Ms. Chu, Ms. Lu & Mr. Wang as directors by way of a written resolution. None of the three directors standing for re-election were permitted to participate in the written resolution.

In addition to the Board considering strategic matters at each Board meeting, the Board also discusses and approves the overall strategic direction on an annual basis.

Directors are encouraged to voice their opinions in an informed and constructive manner at Board meetings, so that their experience and independent judgment can bear on the issues and decisions at hand.

Time is set aside in Board meetings without management present, so that non-executive Directors can discuss issues appropriate to such a forum.

The Chair sets the agenda for each meeting, in conjunction with the Company Secretary and CEO. All Directors are welcome to suggest to the Chair that particular items of business be included in the agenda and there are opportunities to raise issues under any other business at the meetings. Meeting packs are distributed to all Directors in advance of the meetings to allow them sufficient time to prepare for meetings.



The Board currently comprises eleven (11) Directors, including ten (10) Non-executive Directors and one (1) Executive Director. The current Non-executive Directors, their date of appointment and their meeting attendance record since the last Annual General Meeting is set out below.

<b>Board of Directors</b>	<b>Term in Office</b>	<b>Meetings Attended</b>
Mr Beecher Ashley-Brown	Director since June 2023	6
Ms Alexandra Chu	Director since June 2020 and Human Resources Committee Chair since July 2023	7
Mr Hadleigh Churchill	Director since June 2023	7
Mr Barclay Doring	Director since June 2021 and Nominations Committee Chair since July 2023	6
Ms Heidi Dugan	Director since July 2019 and Chair since July 2021	7
Ms Stephanie Liu	Director since July 2018	7
Mr Michael Milne	Director since November 2022	7
Mr Todd Pearson	Director since June 2020	6
Mr Chester Wang	Director since June 2022 and Audit & Risk Committee Chair since July 2022	7
Mr Tony Zhang	Director since February 2021 and Deputy Chair since July 2021	7

Note: \* The Board held seven ordinary meetings and one strategy day meeting during the period from 1 July 2023 – 31st May 2024

## Role of Directors

The Board Charter outlines the roles and responsibilities of the Board. Key responsibilities in summary are:

- Approving the strategic direction of the Company and significant strategic initiatives;
- Approving the Company's annual targets and financial statements and monitoring financial performance against forecast and prior periods;
- Overseeing good governance and risk management practice; and
- Reviewing succession plans for the CEO.

The Constitution and the Board Charter enables the Board to delegate to Board Committees and management.

The roles and responsibilities delegated to the Board Committees are captured in the Charters of each of the three established committees, namely:

- Audit & Risk
- Human Resources
- Nominations

The Board Charter, Board Committee Charters and the Constitution are available on our website at [www.austchamshanghai.com](http://www.austchamshanghai.com).

The Board has also delegated to the CEO, and through the CEO to other managers, responsibility for the day-to-day management of the business. The scope of, and limitations to, management-delegated authority is clearly documented. These delegations balance effective oversight with appropriate empowerment and accountability of management.



## Role of the Chair

The Board elects one of the Non-executive Directors as Chair, currently Ms Heidi Dugan. Ms Dugan was appointed Chair in July 2021 and re-elected as Chair in July 2022 and June 2023. The Chair's role includes:

- Providing effective leadership to the Board in relation to all Board matters;
- Guiding the agenda and conducting Board meetings;
- In conjunction with the Company Secretary, arranging regular Board meetings throughout the year, confirming that minutes of meetings accurately record decisions taken and, where appropriate, the views of individual Directors;
- Ensuring the performance of the Board and its Directors is in line with the Directors' Code of Conduct;
- Acting as the primary point of communication between the Board and the CEO;
- Representing the views of the Board to the public; and
- Taking a leading role in creating and maintaining an effective corporate governance system.



## Role of the CEO

Our CEO is Mr Simon Woods. The CEO's role includes:

- Leadership of the management team;
- Developing strategic objectives for the business; and
- The day-to-day management of the Company's operations.

## Director Induction and Professional Development

All new Directors participate in an induction program to familiarise themselves with our business and strategy, culture and values, legal responsibilities as a director, the corporate governance structure and any current issues before the Board. The induction program includes meetings with the Chair and the CEO. New Directors receive appropriate background documentation, coordinated by the Company Secretary and by the CEO on the nature of the Company's business and its key drivers.

The Board encourages Directors to undertake continuing education and training to develop and maintain the skills and knowledge needed to perform their role as Directors effectively. The Board, therefore, supports Directors being members of the Australian Institute of Company Directors in order to keep abreast of current governance issues and participate in webinars or online courses provided by the Institute.

## Access to Information

All Directors have complete access to senior management and may seek information from the Company's Auditors.

## Board and Director Performance Assessment

The Board is committed to implementing a system for review of its own performance and that of its committees annually. Under this system, the Board as a whole will discuss their performance as a group and, where relevant, the Chair will also hold individual discussions with each Director to discuss their performance on a needs basis. The non-executive Directors are responsible for evaluating the performance of the CEO, who in turn evaluates the performance of all other Senior Managers. The evaluations are based on Board-approved criteria, including the Company's business performance, achievement of long-term strategic objectives and the attainment of individual performance objectives.

## Company Secretary

Our Company Secretary is Ms Maria McDermott. Under the Board Charter, the Company Secretary is accountable to, and reports directly to, the Board (through the Chair where appropriate) on all governance matters. All Directors have unfettered access to the Company Secretary. Under the Board Charter, the Directors appoint the Company Secretary.

### Key focus areas of the Board over the past twelve months included

- Review of the Strategic Business Plan for the Company;
- Overseeing management's performance in strategy implementation;
- Monitoring the Company's operating and cash flow performance, financial position and key metrics; and
- Enhancing value for Members.



# Board Composition

## Essential requirements

The Board considers that each Non-executive Director must have the following essential personal attributes to be suitable to serve as a Director of the Company:

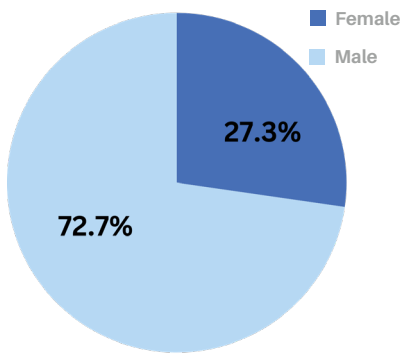
- High standards of personal integrity and ethical behaviour;
- Independence of thought;
- Sound judgment and decision-making;
- Team player;
- Good listener;
- Strong interpersonal and communication skills;
- Active networker; and
- Available to serve the needs of the company.

## Diversity

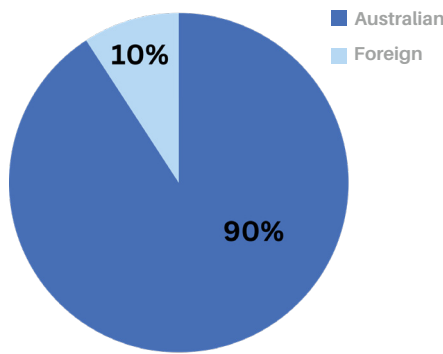
The Board recognises that a mix of Directors who represent a diverse range of viewpoints contribute to better decision-making. Therefore, it is important to ensure that its membership has an appropriate mix of people based on gender, ethnicity, industry represented, company-type represented, and length of tenure on the Board.

The adjacent tables and charts outline the current diversity of the Board membership.

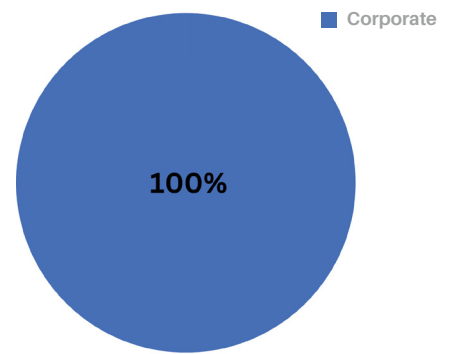
**Gender Diversity**



**Nationality Diversity**



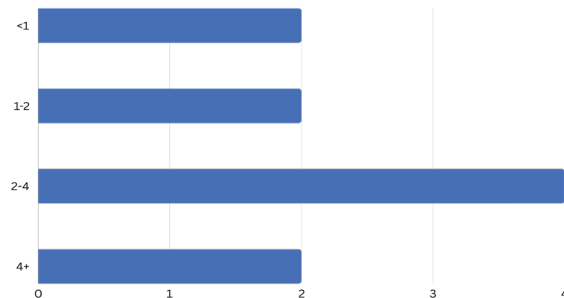
**Company Diversity**



## Industry Representation

Food, Beverage and Hospitality	2
Banking and Financial Services	2
Real Estate	2
Professional Services	3
Education	1

## Board Tenure



## Skills, Knowledge and Experience

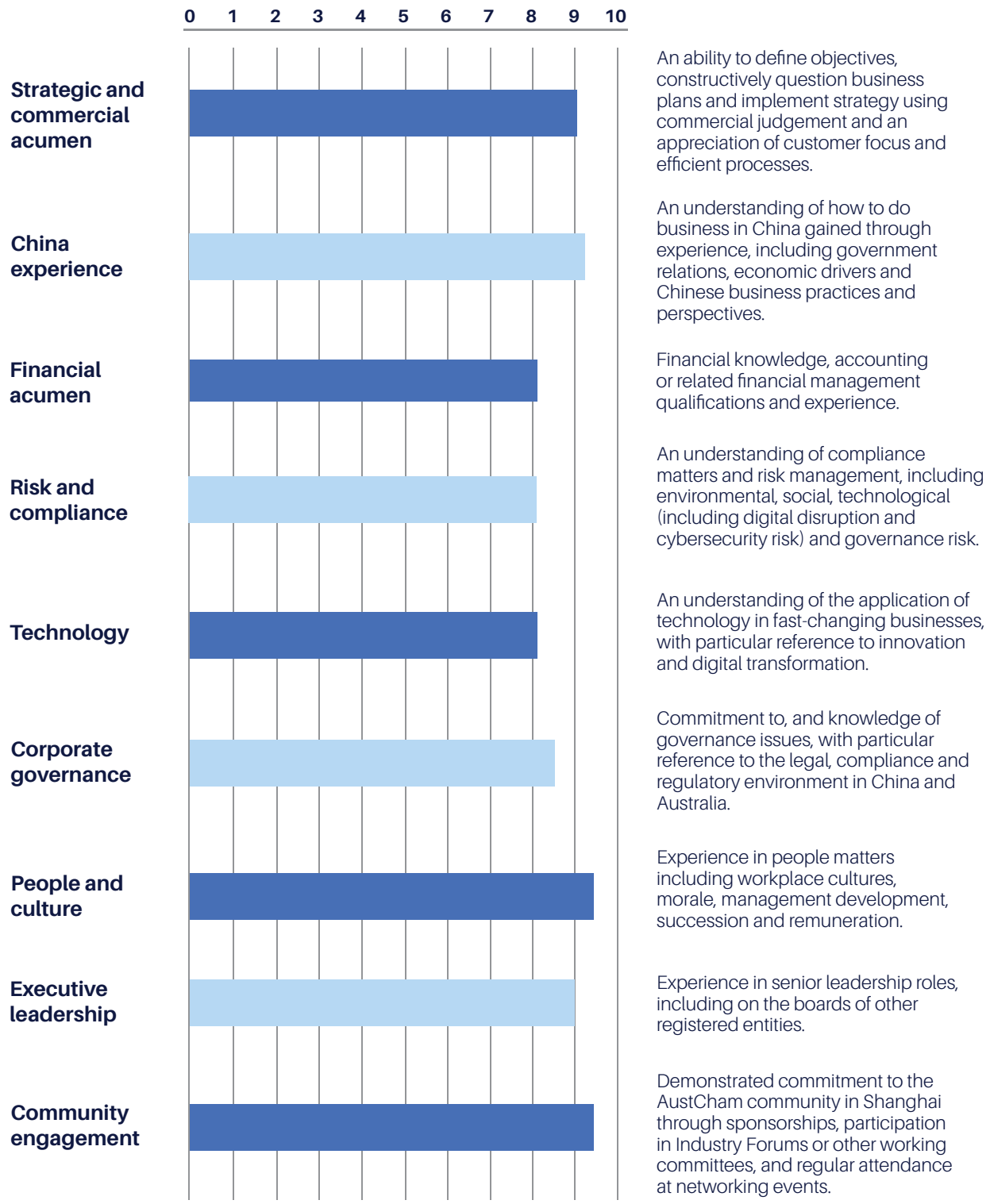
The Board recognises that each Director will not necessarily possess experience in all areas relevant to the Company's operations. Therefore, it seeks to ensure its membership includes an appropriate mix of Directors with skills, knowledge and experience in core competencies.

With this in mind, each Director completed a self-assessed skills matrix, which were consolidated and shown below, highlighting the diverse strengths across the Board.



# AustCham Shanghai

## Consolidated Directors' Skills Matrix



# Board Committees

## Purpose

To increase the effectiveness of the Board's functioning and to allow the Board to spend additional and more focused time on specific issues, the Board has three standing committees, being the Nominations Committee, the Human Resources Committee, and the Audit and Risk Committee.

## Membership and attendance

Each of the Board Committees are comprised of Non-executive Directors. The CEO has a standing invitation to attend all Board Committee meetings – except where the relevant committee is discussing the CEO's employment arrangements or Non-executive Director only sessions are being held – and may participate in discussions but has no voting rights. Other Senior Managers may be invited to attend Board Committee meetings where the committee chair believes that person's attendance would be useful and relevant.

Each Board Committee has a formal Charter detailing the committee's role and responsibilities. These Charters can be found on the AustCham Shanghai website at [www.austchamshanghai.com](http://www.austchamshanghai.com).

Details of the current membership of each committee are set out below, along with the meeting attendance record for members of each committee.

<b>Committee Name</b>	<b>Members</b>	<b>Meetings Attended/ Held</b>
Audit and Risk Committee	Mr Chester Wang (Chair)	4/4
	Ms Stephanie Liu	4/4
	Mr Todd Pearson	4/4
Nominations Committee*	Mr Barclay Doring (Chair)	4/4
	Mr Hadleigh Churchill	4/4
	Mr Tony Zhang	4/4
HR Committee	Ms Alex Chu (Chair)	4/4
	Mr Beecher Ashley-Brown	4/4
	Mr Michael Milne	2/4

*\*Only directors who are not completing year two of a two year appointment, or who are not appointed on an interim basis until the next AGM, may sit on the Nominations Committee.*

## Board Committee meetings

Board Committee meetings are held at scheduled intervals during the year, with additional meetings convened as required.

The Board Committees are generally scheduled to meet prior to the Board meeting.

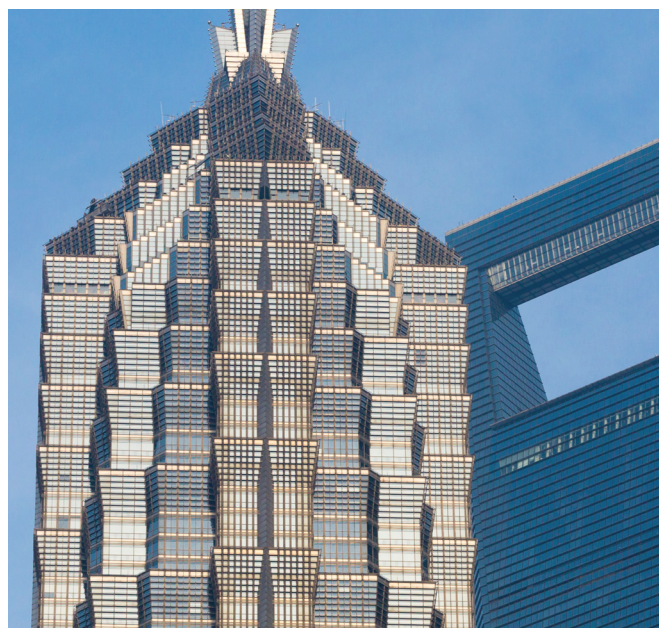
Minutes of each Board Committee meeting are formally approved by the committee at the following committee meeting. The Chair of each committee reports on the activities and meetings of the committee at each Board meeting.

## Audit and Risk Committee

The Board is focused to ensure the integrity of the Company's financial reporting, its management of risk and its legal, regulatory and policy compliance. The Audit and Risk Committee assists the Board in achieving this objective.

The Audit and Risk Committee assists the Board to meet its oversight responsibilities in relation to:

- Financial statements and financial reporting;
- Financial risk management processes, accounting and control systems;
- Internal and external audit arrangements;
- Compliance with legal, regulatory and internal policy requirements; and
- Risk management programs.



## Key focus areas of the Audit and Risk Committee over the past twelve months

- The preparation of the statutory financial accounts of the Company, including the review of those accounts and the application of accounting policies in accordance with Chinese Accounting Standards;
- Engaging with the internal auditor on their findings and making recommendations to the Board to implement;
- Review of the risk management matrix at all scheduled meetings, and recommendations to the Board as appropriate as part of overall risk management;
- Review and of the Business Continuity Plan;
- Reviewing and evaluating the adequacy of the Company's insurance arrangements to ensure appropriate cover for identified operational and business risks;
- Review and update of financial reporting to provide real-time financial data to the Board; and
- Review of policies and procedures.

## HR Committee

The Board's objective is to ensure that the Company has adopted remuneration and human resources policies that meet the needs of the business and encourage a performance-oriented culture.

The role of the Committee is to:

- Ensure appropriate policies and procedures are in place to assess the remuneration levels of the CEO, Senior Managers and staff;
- Ensure a clear relationship between business performance and the key performance indicators and remuneration of the CEO and Senior Managers;
- Align management and staff incentive awards with the creation of value for Members; and
- Ensure that the human resources strategy, policies and procedures are appropriate to the Company's needs and clearly designed and executed.

## Key focus areas of the HR Committee over the past twelve months

- Review of staff remuneration & incentive plans;
- Oversight of CEO performance & professional development; and
- Reviewing succession plans.

## Nominations Committee

The Board's objective in relation to Board nomination and review is that the Company has adopted transparent policies and practices to allow Members to elect a Board that:

- Has an effective composition, size, mix of skills, experience and commitment to adequately discharge its responsibilities and duties and add value to the Company and its Members;
- Has a proper understanding of, and competence to deal with, the current and emerging issues; and
- Can effectively review and challenge the performance of management and exercise independent judgment.

## Key focus areas of the Nominations Committee over the past twelve months

- Review of nominations and elections process;
- Review and update the Directors' skills matrix;
- Assessing and implementing the annual performance appraisal of the Board and Board Committees;



# Risk Management Framework

The Board is responsible for approving the Risk Management Strategy and for monitoring the effectiveness of risk management by the Company. The Board has delegated to the Audit and Risk Committee responsibility to:

- Review and recommend the Risk Management Strategy to the Board for approval; and
- Approve frameworks, policies and processes for managing risk.

The CEO and management team are responsible for implementing our risk management strategy and frameworks, and for developing policies, controls, processes and procedures for identifying and managing risk in all of the business's activities.

## Internal Audit Function

The Audit and Risk Committee Charter sets out the role of the Committee in executing the internal audit function. The Audit and Risk Committee oversees a risk identification process and then recommends an annual internal audit plan to ensure that planned audit activities are aligned to material business risks.

The Audit and Risk Committee recommends an internal auditor to the Board for approval and reviews internal audit reports issued by the internal auditor.

The Committee also monitors progress with recommendations made in internal audit reports to ensure the adequacy of the internal control environment. The internal audit function and external audit function are separate and independent of each other.

The roles and responsibilities of the Audit and Risk Committee are further set out in the Audit and Risk Committee Charter.

## External Auditor Independence Policy

The role of the external auditor is to assess whether or not the financial statements provide a true and fair view and are free of material misstatement. An external auditor is appointed to audit the financial statements of the Company.

The Audit & Risk Committee reviews the effectiveness,

performance and independence of the external auditor annually.

In reviewing the independence of the auditor, the Audit & Risk Committee must assess whether:

- An employment relationship exists or could be deemed to exist, between the Company and the auditor, its officers or former officers, employees or former employees or certain relatives;
- A financial relationship exists between the auditor and the Company other than that of the engagement of auditor; and
- The auditor provides any non-audit services to the Company.

## Financial Risk Certification

The CEO provides a written statement to the Board in respect of the full-year reporting periods.

With regard to the maintenance of financial records, compliance of financial statements with accounting standards and systems or risk management and internal compliance in this written statement, the Board received assurance from the CEO that the declarations were founded on a sound system of risk management and internal control and that the system was operating effectively in all material aspects in relation to financial reporting risks, in respect of the full-year reporting period.



## Company Supervisor

In accordance with the Company Law of China and the Company's Constitution, the Directors of our parent Company in Hong Kong must appoint a Company Supervisor. The main role of the Company Supervisor is to check the Company's financial affairs and ensure that Directors are performing their duties in accordance with the Constitution.

The Company Supervisor may attend meetings of the Board and the Board Committees provided that prior notice is given to the Chair of the Board.

The Company Supervisor has complete access to senior management through the Chair, CEO and Company Secretary at all times and may seek information from the Company's External and Internal Auditors provided that all such enquiries are first advised to the Chair and the CEO.

Our Company Supervisor is Mr Martyn Huckerby, who was appointed by the Board for a three-year term in January 2017 and appointed for a further three year term at the 2020 Annual General Meeting. A resolution was also passed at the 2022 Annual General Meeting to appoint him for a third term of three years commencing 1st January 2023.



## Conduct and Ethics

### Codes of Conduct

The Board has adopted Codes of Conduct that detail standards for acceptable practices by the Directors, Members, and employees, and the behaviour and responsibilities expected of them.

The Codes exist to ensure that all of the Company's people act in the best interests of the business, manage any potential conflicting interests, act in the best interests of their customers and colleagues (absent any conflict with their duties to the Company), ensure all business is undertaken safely, fairly, honestly and ethically, maintain confidentiality, comply with Company policy and behave in accordance with the underpinning values of the Company.

The Board is committed to promoting conduct and behaviour that is honest, fair, legal and ethical and respects the rights of the Members and other

stakeholders, including clients and customers, suppliers, creditors and employees.

The Codes of Conduct are reviewed to ensure compliance with legal obligations and ethical principles

### Board of Directors' Guiding Principles

To complement the Directors' Code of Conduct, the Board has agreed on a set of guiding principles for the operation of the Board and the conduct of its meetings.

#### Guiding Principles Statement

The Board of AustCham Shanghai is committed to developing a high performance Board and aspires to excellence in standards of governance. We will achieve this by:

- Being respectful and supportive of management, asking questions that stimulate management thinking and provide constructive input that ensures management derives value from Board input.
- Working together as a team.
- Encouraging and valuing diverse but well-informed opinions.
- Being accountable to Members for our decisions.
- Maintaining openness and transparency in disclosing information at Board and Board Committee meetings.
- Adopting a consultative approach in our communications with Members and other key stakeholders.
- Ensuring that the roles of the Board, committees, the Chair, the CEO and management are clearly defined in writing.
- Keeping debate and decisions within the Boardroom.
- Ensuring Board papers are circulated at least 5 working days before Board meetings. Last minute papers will be kept to a minimum.
- Keeping communications open with the CEO about relevant stakeholder activity outside of meetings.

# Annual Financial Report



# Directors' Report

The directors have pleasure in presenting their annual report together with the audited consolidated financial statements of the company and its subsidiary ("the group") for the year ended 31 December 2023.

## Principal Activities

The principal activities of AustCham Consulting Limited ("the company") and its subsidiary are provision of consultation and events management for business communities. The details of its subsidiary are set out in note 13b to the consolidated financial statements.

## Results and Appropriations

The results of the group for the year ended 31 December 2023 and its state of affairs as at 31 December 2023 are set out in the consolidated financial statements on pages 6 to 18.

The directors do not recommend the payment of any dividend for the year ended 31 December 2023.

## Share Capital

There were no movements during the year.

## Directors

The following directors held office during the year and up to the date of this report were:

DUGAN Heidi Marie  
WANG Chester  
ZHANG Tao

In accordance with the company's Articles of Association, all directors being remained in the office for an unlimited period of time.

The following directors of the subsidiary held office during the year and up to the date of this report:

ASHLEY-BROWN Beecher Henry	(Appointed on 21 June 2023)
CHU Alexandra	
CHURCHILL Hadleigh Luke	(Appointed on 21 June 2023)
DORING Barclay Konrad	
DUGAN Heidi Marie	
LIU Yan	
MILNE Michael Charles	
PERSON Jamie Todd	
WANG Chester	
WOODS Simon Christopher	
ZHANG Tao	
XIA Linghua	(Resigned on 21 June 2023)

## Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the group were entered into or existed during the year.

## Business Review

The group falls within the reporting exemption for the year. Accordingly, the group is exempted from preparing a business review under section 388(3)(a) of the Hong Kong Companies Ordinance.

## Other Matters

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or consolidated financial statements which would render any amount stated in the consolidated financial statements misleading.

## Auditors

The consolidated financial statements have been audited by Fok Chan Leung Wan CPA Limited who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

A handwritten signature in black ink that reads "Heidi Dugan". The signature is written in a cursive, flowing style with a long horizontal stroke extending to the right.

Chair  
DUGAN Heidi Marie

Hong Kong  
24 May 2024



# Auditor's Report

**INDEPENDENT AUDITOR'S REPORT  
TO THE SOLE MEMBER OF  
AUSTCHAM CONSULTING LIMITED**  
(incorporated in Hong Kong with limited liability)

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## Opinion

We have audited the consolidated financial statements of AustCham Consulting Limited ("the company") and its subsidiary ("the group") set out on pages 6 to 18, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of income and retained profits, and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standard for Private Entities ("HKFRS for Private Entities") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

## Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Other information

The directors are responsible for the other information. The other information obtained at the date of this auditor's report is information included in the directors' report set out on pages 1-2, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of the directors for the consolidated financial statements**

The directors are responsible for the preparation of the consolidated financial statements that give true and fair view in accordance with HKFRS for Private Entities issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

The board of directors is responsible for overseeing the group's financial reporting process.

### **Auditor's responsibilities for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control.

**Auditor's responsibilities for the audit of the consolidated financial statements (Continued)**

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

**Fok Chan Leung Wan CPA Limited**  
Certified Public Accountants (Practising)  
Hong Kong  
Date

LEUNG Pak Kee  
Practising Certificate No. P05175

# Consolidated Statement of Income and Retained Profits

YEAR ENDED 31 DECEMBER 2023

	Notes	2023 RMB	2022 RMB
<b>Revenue</b>	3	8,228,476	(Restated) 8,415,754
Other revenue	4	111,951	218,253
Administrative expenses		(8,326,943)	(8,542,612)
<b>Profit before taxation</b>	5	13,484	91,395
Taxation	6	(5,233)	(5,321)
<b>Profit for the year</b>		8,251	86,074
Retained profits at beginning of the year		2,426,515	2,340,441
<b>Retained profits at end of the year</b>		2,434,766	2,426,515

*The accompanying accounting policies and notes are part of these financial statements.*

*The accompanying accounting policies and notes are part of these financial statements.*

# Consolidated Statement of Financial Position

YEAR ENDED 31 DECEMBER 2023

	Notes	2023 RMB	2022 RMB
<b>Non-current Assets</b>			(Restated)
Property, plant and equipment	7	14,271	26,674
<b>Current Assets</b>			
Accounts receivable	8	108,505	43,672
Other receivables, deposits and prepayments	9	256,202	301,149
Cash and bank balances		7,332,927	7,231,489
		7,697,634	7,576,310
<b>Current Liabilities</b>			
Accruals and other payables		3,933,843	3,829,335
Accounts payable		12,750	16,588
		3,946,593	3,845,923
<b>Net Current Assets</b>		3,751,041	3,730,387
<b>Net Assets</b>		3,765,312	3,757,061
Represented by:			
<b>Capital and Reserves</b>			
Share capital	10	1,267,523	1,267,523
Currency remeasurement reserve		63,023	63,023
Retained profits		2,434,766	2,426,515
<b>Total Equity</b>		3,765,312	3,757,061

The consolidated financial statements were approved by the Board of Directors on and are signed on its behalf by:



Director  
DUGAN Heidi Marie



Director  
ZHANG Tao

The accompanying accounting policies and notes are part of these financial statements.

# Consolidated Statement of Cash Flows

YEAR ENDED 31 DECEMBER 2023

	<b>2023</b> <b>RMB</b>	<b>2022</b> <b>RMB</b>
<b>Net cash flows from operating activities</b>		(Restated)
Profit before taxation	13,484	91,395
Adjustments for:		
Depreciation	12,403	17,126
Bank interest income	(21,889)	(29,466)
<b>Operating profit before working capital changes</b>	3,998	79,055
(Increase)/ Decrease in accounts receivable	(64,833)	236,797
Decrease in other receivables, deposits and prepayments	44,947	124,746
Decrease in accounts payable	(3,838)	(64,387)
Increase in accruals and other payables	104,508	680,908
<b>Cash generated from operations</b>	84,782	1,057,119
Income tax paid	(5,233)	(5,321)
<b>Net cash generated from operating activities</b>	79,549	1,051,798
<b>Cash flows from investing activities</b>		
Bank interest received	21,889	29,466
<b>Net cash generated from investing activities</b>	21,889	29,466
<b>Net increase in cash and cash equivalents</b>	101,438	1,081,264
Cash and cash equivalents at beginning of the year	7,231,489	6,150,225
<b>Cash and cash equivalents at end of the year</b>	7,332,927	7,231,489
<b>Analysis of balances of cash and cash equivalents</b>		
Cash and bank balances	7,332,927	7,231,489

The accompanying accounting policies and notes are part of these financial statements.

# Accounting Policies and Explanatory Notes to the Consolidated Financial Statements

## 1. Corporate Information

### a. Registered Office and Principal Place of Business

The company was incorporated under the Hong Kong Companies Ordinance. Its registered office and principal place of business are located at Unit 12, 9/F., Kenning Building, No.19 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong.

### b. Principal Activities

The principal activities of the company are provision of consultation and events management for business communities. The principal activities of its subsidiary are set out in note 12(b) to the consolidated financial statements.

## 2. Principal Accounting Policies

### a. Basis of Preparation of the Consolidated Financial Statements

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standard for Private Entities ("HKFRS for Private Entities") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention.

The group's management makes assumptions, estimates and judgements in the process of applying the group's accounting policies that affect the assets, liabilities, income and expenses in the consolidated financial statements prepared in accordance with HKFRS for Private Entities. The assumptions, estimates and judgements are based on historical experience and other factors that are believed to be reasonable under the circumstances. While the management reviews their judgements, estimates and assumptions continuously, the actual results may differ from these estimates.

### b. Foreign Currency Translation

#### (i) Functional and Presentation Currency

Items included in the consolidated financial statements of the group are measured using the currency of the primary economic environment in which the entity operates "the functional currency". The consolidated financial statements are presented in Chinese Renminbi, which is the group's functional and the group's presentation currency.

#### (ii) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

### c. Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, demand deposits and the other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts is shown within borrowings in current liabilities on the consolidated statement of financial position.

### d. Basis of Consolidation

These consolidated financial statements incorporate the financial statements of the group and its subsidiaries. A subsidiary is an entity (including special purpose entity) over which the group has the power to govern the financial and operating policies so as to obtain benefits from its activities, generally but not necessarily accompanying a shareholding of more than half of the voting power. The subsidiary is fully consolidated from the date on which

control is transferred to the group and is de-consolidated from the date that control ceases.

All intragroup transactions, balances, income and expenses are eliminated. Accounting policies of the subsidiary have been changed where necessary to ensure consistency with the policies adopted by the group. There is no difference in the reporting date of the consolidated financial statements of the group and its subsidiary used in the preparation of the consolidated financial statements.

In the company's statement of financial position, the investment in a subsidiary is stated at cost less provision for impairment loss. The results of the subsidiary are accounted for by the company on the basis of dividends received and receivable.

#### e. Trade and Other Receivables

Trade and other receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the receivables.

#### f. Trade and Other Payables

Trade and other payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

#### g. Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use.

#### h. Depreciation

Depreciation is calculated to write off the cost of fixed assets with residual value of 5% of the total cost over their estimated useful lives, using the straight-line method, at the following annual rates:

Office equipment	5 years
Electronic equipment	3 years

#### i. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and their corresponding tax bases (known as temporary differences). Deferred tax liabilities are generally recognised for all temporary differences that will result in taxable amounts in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled (taxable temporary differences). Deferred tax assets are generally recognised for all temporary differences that will result in amounts that are deductible in determining taxable profit (tax loss) of future periods when the carrying amount of the asset or liability is recovered or settled (deductible temporary differences) - but only to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and is adjusted to reflect the current assessment of future taxable profits. Any adjustments are recognised in profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the taxable profit (tax loss) of the periods in which it expects the deferred tax asset to be realised or the deferred tax liability to be settled, on the basis of tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### j. Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the leased asset to the group. All other leases are classified as operating leases.



## 2. Principal Accounting Policies (Continued)

### j. Leases (Continued)

Rights to assets held under finance leases are recognised as assets of the group at the fair value of the leased property (or, if lower, the present value of minimum lease payments) at the inception of the lease. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are deducted in measuring profit or loss. Assets held under finance leases are included in fixed assets, and depreciated and assessed for impairment losses in the same way as owned assets.

Rental payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease.

### k. Impairment of Non-financial Assets, other than Inventories

At each reporting date, assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset (or group of related assets) is estimated and compared with its carrying amount. If an estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in profit or loss.

If an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### l. Revenue Recognition

Service income is recognised when services are rendered.

Interest income is recognised on a time proportion basis applicable interest rates.

### m. Related Parties

For the purpose of these consolidated financial statements, related party includes a person and entity as defined below:

a. A person or a close member of that person's family is related to the group if that person:

- (i) is a member of the key management personnel of the group and the company or of a parent of the group and the company;
- (ii) has control over the group and the company; or
- (iii) has joint control or significant influence over the group and the company or has significant voting power in it.

b. An entity is related to the group and the company if any of the following conditions applies:

- (i) the entity, the group and the company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) either entity is an associate or joint venture of the other entity (or of a member of a group of which the other entity is a member).
- (iii) both entities are joint ventures of a third entity.
- (iv) either entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) the entity is a post-employment benefit plan for the benefit of employees of either of the group and the company or an entity related to the group and the company.
- (vi) the entity is controlled or jointly controlled by a person identified above.
- (vii) a person identified above has significant voting power in the entity.
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the group or to the group's parent.

**2023**  
**RMB****2022**  
**RMB**

### 3. Revenue

Revenue, which also the group's turnover, represents membership fee, events and projects revenue and service revenue received and receivable for the year.'

Membership fee	2,287,253	2,089,406
Events and projects revenue	430,555	396,459
Service revenue	5,510,667	5,929,889
	8,228,476	8,415,754

### 4. Other Revenue

Bank interest income	21,889	29,466
Exchange gain, net	46,279	165,413
Sundry income	43,783	23,374
	111,951	218,253

### 5. Profit before Taxation

Profit before taxation as stated in the consolidated statement of income and retained profits was arrived at after charging and crediting the followings:

Charging:		
Auditors' remuneration		
- Current year	22,707	21,314
- Underprovision in prior year	-	3,594
Depreciation	12,403	17,126
Directors' emoluments		
- Fees	-	-
- Salaries and allowance	-	-
Other staff costs	5,590,979	5,941,119
And crediting:		
Bank interest income	21,889	29,466
Exchange gain, net	46,279	165,413

### 6. Taxation

Taxation in the consolidated statement of income and retained profits represents profits tax:

Current tax		
- Hong Kong profits tax	-	-
- China corporate income tax	5,233	5,321
	5,233	5,321

## 6. Taxation (Continued)

The group exposure to income tax is Hong Kong profits tax and China corporate income tax. During the year, the group carried out all of its business activities outside Hong Kong and therefore the group does not have any Hong Kong tax payable. The group does not have any material deferred tax liability or asset.

## 7. Property, plant and equipment

	Balance at 1/1/2023 RMB	Additions RMB	Balance at 31/12/2023 RMB
Cost			
Office equipment	16,792	-	16,792
Electronic equipment	168,876		168,876
	185,668	-	185,668
	Balance at 1/1/2023 RMB	Provision RMB	Balance at 31/12/2023 RMB
Accumulated Depreciation			
Office equipment	14,041	765	14,806
Electronic equipment	144,953	11,638	156,591
	158,994	12,403	171,397
Net Book Value	26,674		14,271

## 8. Accounts receivable

	2023 RMB	2022 RMB
Accounts receivable	108,505	43,672
Less: Allowance for doubtful debts	--	-
	108,505	43,672

## 9. Other Receivable, Deposits and Prepayments

Other receivables	15,313	8,152
Deposits	143,094	196,532
Prepayments	97,795	96,465
	256,202	301,149

## 10. Share Capital

Issued and fully paid: 4 ordinary shares	1,267,523	1,267,523
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## 11. Operating Lease Commitment

At the end of the reporting period, the group had the following future minimum lease payments under non-cancellable operating leases in respect of land and buildings which fall due as follows:

	2023 RMB	2022 RMB
Not later than one year	710,996	709,920
Later than one year and not later than five years	150,516	472,164
	861,512	1,182,084

## 12. Prior Year Adjustments

### Correction of prior year error

The holding company had omitted the consulting and accounting fee of RMB2,696 incurred in the year ended 31 December 2022. The amount of adjustment for each financial statement line item affected are as follows:

	2022 RMB
<b>Consolidated Statement of Income and Retained Profits</b>	
Administrative expenses	2,696
Profit before taxation	(2,696)
Profit for the year	(2,696)
Retained profits at the end of the year	(2,696)
<b>Consolidated Statement of Financial Position</b>	
Accruals and other payables	2,696
Retained profits	(2,696)
<b>Consolidated Statement of Cash Flows</b>	
Profit before taxation	(2,696)
Operating profits before working capital changes	(2,696)
Increase in accruals and other payables	2,696

## 13. Statement of Financial Position of the Company

Information about the statement of financial position of the company at the end of the reporting period is as follows:

	2023 RMB	2022 RMB (Restated)
<b>Non-current Assets</b>		
Investment in a subsidiary (note 13b)	1,027,853	1,027,853
<b>Current Assets</b>		
Cash and bank balances	381,734	411,995
<b>Current Liabilities</b>		
Accrued expenses	25,432	24,010
<b>Net Current Assets</b>	356,302	387,985
<b>Net Assets</b>	1,384,155	1,415,838

### 13. Statement of Financial Position of the Company (Continued)

Represented by:

<b>Capital and Reserves</b>	1,267,523	1,267,523
Share capital	116,632	148,315
Retained profits		
<b>Total Equity</b>	<b>1,384,155</b>	<b>1,415,838</b>

The financial statements were approved by the Board of Directors on and are signed on its behalf by:



Director  
DUGAN Heidi Marie



Director  
ZHANG Tao

Note:

(a) Movements of the company's retained profits during the year and prior years are as follows:

	<b>RMB</b> (Restated)
At 1 January 2022	152,176
Loss for the year	(3,861)
At 31 December 2022 and 1 January 2023	148,315
Loss for the year	(31,683)
At 31 December 2023	116,632

(b) Investment in a subsidiary

	<b>2023</b> <b>RMB</b>	<b>2022</b> <b>RMB</b>
Unlisted investment, at cost	1,027,853	1,027,853

Particulars of the company's subsidiary are as follows:

Name of subsidiary	Place of incorporation/ registration and business	Issued/Paid in capital	Percentage of shareholding	Principal activities
Ao Shang Hui Consulting (Shanghai) Ltd 澳上會商務諮詢(上海) 有限公司	People's Republic of China	RMB1,027,853	100%	Provision of consultation and events management for business communities

# Company Supervisor and Legal Counsel's Report

24 May 2024

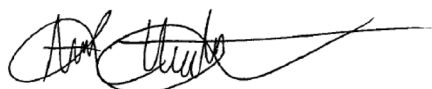
I am very grateful for the opportunity to continue to support AustCham Shanghai and its members as Supervisor and Legal Counsel. Over the last year I have fulfilled those roles under the auspices of an engagement between AustCham Shanghai and the PwC legal network (which operates in the region through the independent law firm Tiang & Partners).

I am not aware of any material risks for AustCham Shanghai that have arisen in relation to contractual and employment matters over the past year. I have also not been made aware of any significant legal disputes or any pending legal issues that would be likely to materially adversely affect AustCham Shanghai or its members.

I understand that a review of the governance arrangements of AustCham Shanghai will most likely proceed this coming year and I encourage members to raise any questions with me once that process begins. In the meantime, the shares of the holding company in Hong Kong will continue to be held in trust for AustCham Shanghai members and the Company Secretary will continue to ensure all corporate documentation remains in order.

Accordingly, I confirm that to the best of my knowledge, AustCham Shanghai's legal risks are being managed effectively by its management team and the Board of Directors.

It is pleasing to see positive momentum in relation to the overall trading relationship between Australia and China. I look forward to supporting AustCham Shanghai and its members to benefit from any opportunities that arise.



Martyn Huckerby  
**Company Supervisor**  
**& Legal Counsel to AustCham Shanghai**

# Corporate Voting Members



AUSTCHAM SHANGHAI  
**PLATINUM  
MEMBERS**

**30** AustCham  
Shanghai  
1994 - 2024



## A

Abbey Road & Geneva ACASE Accolade Wines Ajinga Alibaba Cloud AllBright Law Offices ANCA Anglo American Resources Trading (China) Co., Ltd Anken Group Antai College of Economics and Management, Shanghai Jiao Tong University AQL Holdings ARB Arete Group Limited Ashton Valley Fresh Asian Tigers K.C. DAT (China) Ltd. Atomic Group AU Life International Pty Ltd Australia and New Zealand Bank (China) Company Limited Australia AXGZ Int'l Vocational Education Institute Australian National University Australian Trade and Investment Commission (Austrade) Autrade Global Pty Ltd AWS China (Amazon Web Services) Azure Group Chartered Accountants	Borys Priadko Tong Li Swenson Su Beecher Ashley-Brown Andy Shi Michael Xu Denny Zheng William Fu  Alexandra Chu LiNan Yao  Tony Zhang Jason Zhang Heidi Dugan Raphael Zhang Jason Will  Angela Wang Ivy Yao Chris Raciti  Lawrence Feng  Nancy Yu Bing Liu  Zheng Cai Joyce Xu  Stephanie Liu
--	---

## B

B&R Enclosures (Suzhou) Co Ltd BE Education Ltd Beijing Jurlique Trading Co. Limited Beijing zhongguancun overseas science park (Australia) Pty Ltd BHP Billiton International Trading (Shanghai) Co., Ltd Bioclub Blackmores BlueScope	Marko Dimitrijevic  Yvonne Fan Nora Li  Pei Yao  Ouyang Jun  Helen Jiang Park Ling Greg Pasley
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## C

Capital Eight Carrington Day	Joanne Wood Peter Arkell
---------------------------------	-----------------------------

Central Studios CGP China Changzhou Municipal Bureau of Commerce Chartered Accountants Australia and New Zealand (Hong Kong) Limited China Commerce Networks (Shanghai) Co., Ltd China Gate Scientific China Skinny Ltd Cockram Projects Coles Supermarkets Australia Pty Ltd Commonwealth Bank of Australia Shanghai Branch Concordia International School Shanghai Control Risks CPA Australia Crown Worldwide (China) Co., Ltd. CSL Behring (Shanghai) Consulting Ltd	Rodney Evans Kourosh Asghari Wendy Yang  Elizabeth Chan  Mia Yan  John Coyle Mark Tanner Johnny Han Calvin An  Ming Kao  Marco Bouwer  Harry Song Frances Gong Adrian Young  Harold Chan
---	---

## D

Dentsu (Shanghai) Investment Co., Ltd Dezan Shira & Associates Dulwich College Shanghai Pudong Dulwich College Shanghai Puxi Dulwich College Suzhou	Kate Wang  Freda Chen Alice Shi  Megan Sinclair Alan Williams
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## E

Eastrong International Logistics Co. Ltd eCargo Enterprise Limited Ecquality Timber Products EIW Architects ERM (Shanghai) Limited Ernst & Young Hua Ming LLP Shanghai Branch Exyte EZZ Life Science	Chrisie Tang  Lawrence Lun Terry Newman Philip Idle Lisa Li Patricia Xia  Celina Ruan Alex Zhang
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## F

Fanhai International School of Finance, Fudan University (FISF) Fishburners China Five Continental Travel Concierge FMG Trading Shanghai Co., Ltd Fragomen (Shanghai) Co., Ltd	Liu Jing  Michael Wang Harry Ding  Liming Li Becky Xia
--	--



## G

Glowtek Pty Ltd  
GM Tours Pty Ltd  
Goodman Management  
Consulting (Shanghai) Co. Ltd  
Grand Hyatt Shanghai  
Guardian Global Wealth

Weiquan Yang  
Steven MA  
Grace Hang  
  
Alex Willats  
Kenneth Sin

## H

Hainan Relocation Business  
Services  
Hangzhou Lani Trading  
Company  
Hassell  
hcreates | interior design  
Hitpoint Solution Co., Ltd.  
Hong Fang Law

Humberto Alvarez  
  
Lachlan Easom  
  
Minmin Long  
Hadleigh Churchill  
Tony Wan  
Federico Bartolini

## I

Iluka Trading (Shanghai) Co., Ltd  
imondi  
Institute of Strategic Leadership  
and Coaching (ISLC)  
Intercontinental Shanghai Ruijin

Maria Gonzalez  
Carl Williams  
Caroline Zhou  
  
Kim Powley

## J

Jie Xiong Consulting  
JING & CO. Pty Ltd  
JunZeJun Law Offices

Diana Xin  
Christine Wen  
Zhengyang Wang

## K

K & L Gates  
Kaiyu Education Technology  
Co Ltd  
KANVID  
Kevin Murphy  
King & Wood Mallesons  
King Living  
Knudsen China  
Kuntin

Rong Fan  
David Kuo  
  
Theodore O'Mahony  
Aaron Littlewood  
Mark Schaub  
Jianhua Miao  
Mette Knudsen  
Jon Wang

## L

Le Cordon Bleu  
Lendlease Greater China  
Lonsdale Institute

Sara Shang  
Hui Ding  
Gillan Polglase

## M

MA Financial Group Limited  
Macquarie Commodities  
Trading (Shanghai) Co., Ltd  
Martec China  
Mazars

Alan Reid  
Thomas Horn  
  
Lily Chen  
Lily Lu

Melbourne Restaurant  
Mindfront  
MinterEllison  
Mondiale VGL Pty Ltd  
Montessori Academy  
MOX Automation  
Mr.Willis

Ben Day  
Edwin Yu  
Michael Wadley  
Leighton Karl  
YiJia Chen  
HuaJun Lu  
Craig Willis

## N

National Australia Bank  
New South Wales Government  
Newsoara  
Nib Health Fund Limited  
Noumi Operations Pty Ltd

Patrick Huang  
Helen Sawczak  
Li Benny  
Lucas Chen  
Aileen Yan

## O

O-I (Shanghai) Management  
Co., Ltd.  
Openway Food Co. Pty Ltd

Paul Marden  
  
Jonathan Crowder

## P

Penfolds  
PricewaterhouseCoopers

Tom King  
Martyn Huckerby

## Q

Q.X. Consulting  
Qantas Airways Limited.

Queenie Sun  
Alan Chang

## R

Radisson Collection Hotel,  
Xing Guo Shanghai  
Redfern Digital  
Rio Tinto Trading(Shanghai)  
Co., Ltd  
Riversdale Fine Wines  
RooLife Group

Howard Bennett  
  
Ryan Molloy  
Christine Yuan  
  
Ryan Wang  
Jonathan Cox

## S

SAGE HOUSE  
Santa Fe Relocation  
SBA Stone Forest  
School of Business, East China  
University of Science and  
Technology  
Scientia Clinical Research Ltd  
Shanghai 31Jiu Food Co Ltd  
Shanghai Bowdex Motor Co.,  
Ltd.  
Shanghai Chengbeishimeng  
Educational Technology  
Co.,Ltd  
Shanghai Cohost Property

Mavis Mak  
James Gooding  
Lee Lee Tan  
Cathy Tong  
  
Lisa Nelson  
Mark Du  
Alice Chen  
  
Lan Liu  
  
Todd Gill

Management Co., Ltd	
Shanghai Dingda Catering Management Co., Ltd	Nick He
Shanghai Fairmont Peace Hotel Company Limited	George Wee
Shanghai Forest Manor Group	Rong Pan
Shanghai JC Group	Kevin Zhang
Shanghai Pureco Packaging Products Co., Ltd	Alistair Sexton
Shanghai Rewin Law Firm	SU Vivian
Shanghai Stone Capital Co., Ltd.	Barclay Doring
Shanghai Sunny Commerce and Trade Co.,Ltd.	Lu He
Shanghai XiAiDi Marketing Consulting Company Limited	Wei Wang
SILA Global Pty Ltd	Haijing Tang
Sino Corporate Services China Limited	Jason Xu
Sky Migration & Education	James XU
Spaceframe China	David Martin
SRG Trading (Shanghai) Limited	Ck Ho
STAR (Shanghai) Accounting & Consulting Co. Ltd	Yanjun Sun
Stoke Coffee Cup	Zhang Jing
SWIMLAND	Allison Tsang
System in Motion	Stephane Monsallier

## T

Telstra	Vivian Liu
Tennis Australia	Roddy Campbell
The Camel Hospitality Group	Todd Pearson
The Langham Shanghai, Xintiandi	Lydia Liu
The Silk Initiative	Andrew Cameron
The Sukhothai Shanghai	Anna Zheng
The Sustainable Coffee Co Pty Ltd	Chris McKiernan
The University of Adelaide	Alison Lane
The University of Nottingham Ningbo China	David Foster
The University Of Southern Queensland	Shirley Ma
The University of Sydney	Michael Milne
The University of Western Australia	Michelle Wang
The Westin Bund Center, Shanghai	Richard Deutl
The Woolmark Company (Shanghai) Limited	Jie Ma
Thornhope (Shanghai) Marketing Communications Co., Ltd.	Qing Zhang
TMF Group	Fae Fan
Top Golf	Jeya Ibrahim
Tourism Australia	Nick Henderson

Trade and Investment Queensland	Rhett Miller
TransPerfect	Nick Miao
TSK Dental	Shirley Li
TVS SCS Logistics LTD	Kevin Ngoh

## U

United Media Solution LTD	Eric Yu
University of New South Wales	Rachel Wei
UON Pty Ltd	Akiko Carlton

## V

Victoria Trade & Investment Shanghai Office	Brett Stevens
Visy	Paul Cashion

## W

Western Australian Trade Office - China	Juan Lu
Western International School of Shanghai	David Edwards
Wilson Group Limited	Arnon Hui
Wine Australia	Lucy Wood
Winsome Wine Merchant	Yanping Song
Wise Psychology Pty Ltd	Richard Wise
Woods Bagot Shanghai	Pearl Huang
Woolworths Group	Berny Yang
WorldFirst	Jim Vrondas
WPIC Marketing + Technologies	Joseph Cooke

## Y

Yangzhou Jiro International Trade Co., Ltd.	James Instrell-Walker
YuanAu Business Consulting Ltd	Murray Davis

## Z

Zenith Interiors Shanghai	William Qu
---------------------------	------------

## #

1847 Winery	Ding Liu
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# Corporate Directory

## **Austcham Consulting Limited**

### **Directors**

Ms Heidi DUGAN  
Mr Chester WANG  
Mr Tony ZHANG

### **Trustee**

Extend Holdings Limited, Suite 1, Commercial  
House One, Eden Island, Republic of Seychelles

### **Company Secretary**

Peninsula Corporate Limited, Unit 12, 9/F Kenning  
Building No. 19 Wang Hoi Road, Kowloon Bay,  
Hong Kong

### **Registered Office**

Unit 12, 9/F Kenning Building No. 19 Wang Hoi  
Road, Kowloon Bay, Hong Kong

## **Ao Shang Hui Consulting (Shanghai) Co., Ltd**

### **Directors**

Mr Beecher ASHLEY-BROWN  
Ms Alexandra CHU  
Mr Hadleigh CHURCHILL  
Mr Barclay DORING  
Ms Heidi DUGAN  
Ms Stephanie LIU  
Mr Michael MILNE  
Mr Todd PEARSON  
Mr Chester WANG  
Mr Simon WOODS  
Mr Tony ZHANG

### **Company Secretary**

Ms Maria MCDERMOTT

### **Registered Office**

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Shanghai 200040



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