



Associated International Hotels Limited

Stock Code: 105

INTERIM REPORT

2018

for the six months ended 30 September 2018

Associated International Hotels Limited

Interim Report

(Expressed in Hong Kong dollars)

The Board of Directors is pleased to announce the unaudited consolidated results of the Group for the half year ended 30 September 2018. These results have been reviewed 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 (“HKICPA”), by KPMG, certified public accountants in Hong Kong, and the audit committee with no disagreement. The unmodified review report of the auditor is attached.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME for the six months ended 30 September 2018 – unaudited

		<i>Six months ended 30 September</i>	
	Note	2018	2017
		\$'000	\$'000
Revenue	3	309,084	322,011
Cost of services		<u>(43,890)</u>	<u>(42,027)</u>
Gross profit		265,194	279,984
Other revenue	5	5,316	2,654
Other net (loss)/income	5	(1)	1
Administrative expenses		<u>(15,952)</u>	<u>(15,431)</u>
Profit from operations before valuation changes in investment properties		254,557	267,208
Net valuation losses on investment properties	10(b)	<u>(18,566)</u>	<u>(391,093)</u>
Profit/(loss) from operations after valuation changes in investment properties		235,991	(123,885)
Finance costs	6(a)	<u>(2,351)</u>	<u>(1,366)</u>
Profit/(loss) before taxation	6	233,640	(125,251)
Income tax	7	<u>(40,982)</u>	<u>(43,775)</u>
Profit/(loss) and total comprehensive income for the period attributable to equity shareholders of the Company		<u>192,658</u>	<u>(169,026)</u>
Earnings/(loss) per share – basic and diluted	9	<u>\$0.54</u>	<u>\$(0.47)</u>

The notes on pages 5 to 9 form part of this interim financial report. Details of dividends payable to equity shareholders of the Company are set out in note 8.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
at 30 September 2018 – unaudited

	Note	At 30 September 2018		At 31 March 2018	
		\$'000	\$'000	\$'000	\$'000
Non-current assets					
Fixed assets	10				
– Investment properties			13,746,280		13,764,720
– Other properties, plant and equipment			65,866		67,837
			13,812,146		13,832,557
Current assets					
Accounts receivable, deposits and prepayments	11	19,763		18,027	
Pledged bank deposits		15,561		10,295	
Cash and cash equivalents	12	754,720		519,247	
		790,044		547,569	
Current liabilities					
Other payables and accruals	13	26,057		21,125	
Deposits received		199,690		195,748	
Provision for long service payments		1,519		1,485	
Obligations under finance leases		29		29	
Dividends payable		212,400		–	
Current tax payable		30,959		14,541	
		470,654		232,928	
Net current assets			319,390		314,641
Total assets less current liabilities			14,131,536		14,147,198
Non-current liabilities					
Bank loan – secured		200,000		200,000	
Government lease premiums payable		1,857		1,857	
Obligations under finance leases		3		17	
Deferred tax liabilities		74,136		70,042	
			275,996		271,916
NET ASSETS			13,855,540		13,875,282
CAPITAL AND RESERVES					
Share capital			360,000		360,000
Reserves			13,495,540		13,515,282
TOTAL EQUITY			13,855,540		13,875,282

The notes on pages 5 to 9 form part of this interim financial report.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the six months ended 30 September 2018 – unaudited

	<i>Attributable to equity shareholders of the Company</i>			
	<i>Share capital</i>	<i>Revaluation reserve</i>	<i>Retained earnings</i>	<i>Total equity</i>
<i>Note</i>	<i>\$'000</i>	<i>\$'000</i>	<i>\$'000</i>	<i>\$'000</i>
Balance at 1 April 2017	360,000	1,778,150	12,009,814	14,147,964
Changes in equity for the six months ended 30 September 2017:				
Loss and total comprehensive income for the period	–	–	(169,026)	(169,026)
Dividends approved in respect of the previous financial year	8(b) –	–	(216,000)	(216,000)
Balance at 30 September 2017 and 1 October 2017	360,000	1,778,150	11,624,788	13,762,938
Changes in equity for the six months ended 31 March 2018:				
Profit and total comprehensive income for the period	–	–	328,344	328,344
Dividends declared in respect of the current financial year	8(a) –	–	(216,000)	(216,000)
Balance at 31 March 2018 and 1 April 2018	360,000	1,778,150	11,737,132	13,875,282
Changes in equity for the six months ended 30 September 2018:				
Profit and total comprehensive income for the period	–	–	192,658	192,658
Dividends approved in respect of the previous financial year	8(b) –	–	(212,400)	(212,400)
Balance at 30 September 2018	<u>360,000</u>	<u>1,778,150</u>	<u>11,717,390</u>	<u>13,855,540</u>

The notes on pages 5 to 9 form part of this interim financial report.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
for the six months ended 30 September 2018 – unaudited

	<i>Six months ended 30 September</i>	
	2018	2017
	\$'000	\$'000
Operating activities		
Cash generated from operations	260,240	270,248
Tax paid	(20,470)	(20,701)
	<hr/>	<hr/>
Net cash generated from operating activities	239,770	249,547
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Investing activities		
Payment for purchase of fixed assets other than investment properties	(316)	(367)
Payment for expenditure on investment properties	(126)	(873)
Increase in pledged bank deposits	(5,266)	(11,944)
Other cash flows arising from investing activities	3,904	2,009
	<hr/>	<hr/>
Net cash used in investing activities	(1,804)	(11,175)
	<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
Financing activities		
Dividends paid	–	(216,000)
Other cash flows arising from financing activities	(2,493)	(1,557)
	<hr/>	<hr/>
Net cash used in financing activities	(2,493)	(217,557)
	<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
Net increase in cash and cash equivalents	235,473	20,815
Cash and cash equivalents at 1 April	519,247	385,602
	<hr/>	<hr/>
Cash and cash equivalents at 30 September	754,720	406,417
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The notes on pages 5 to 9 form part of this interim financial report.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

1 Basis of preparation

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard ("HKAS") 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). It was authorised for issue on 28 November 2018.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the consolidated financial statements for the year ended 31 March 2018, except for the accounting policy changes that are expected to be reflected in the consolidated financial statements for the year ending 31 March 2019. Details of these changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the consolidated financial statements for the year ended 31 March 2018. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

The interim financial report is unaudited, but has been reviewed by KPMG 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 HKICPA. KPMG's independent review report to the Board of Directors is included on page 18.

The financial information relating to the financial year ended 31 March 2018 that is included in the interim financial report as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance is as follows:

The Company has delivered the consolidated financial statements for the year ended 31 March 2018 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance.

The Company's auditor has reported on those consolidated financial statements. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Hong Kong Companies Ordinance.

2 Changes in accounting policies

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group:

- HKFRS 9 (2014), *Financial instruments*
- HKFRS 15, *Revenue from contracts with customers*
- Amendments to HKAS 40, *Investment property: Transfers of investment property*
- HK(IFRIC) Interpretation 22, *Foreign currency transactions and advance consideration*

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial report.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3 Revenue

The principal activity of the Group is property investment.

Revenue represents gross rental income received and receivable from investment properties.

The Group's customer base is diversified and does not include any customers with whom transactions have exceeded 10% of the Group's revenue for the six months ended 30 September 2018. During the six months ended 30 September 2017, the Group includes only one customer with whom transactions have exceeded 10% of the Group's revenue and revenue from this customer amounted to approximately \$36,404,000.

4 Segment information

The Group has a single reportable segment which is "Property leasing". Accordingly, the business segment information for this sole reportable segment is equivalent to the consolidated figures.

No separate geographical information is presented as the Group's revenue and results of property leasing were derived from Hong Kong.

5 Other revenue and net (loss)/income

	<i>Six months ended 30 September</i>	
	2018	2017
	\$'000	\$'000
Other revenue		
Interest income	4,678	1,760
Management fee received from holding company	600	600
Compensation from early termination of lease	–	273
Others	38	21
	5,316	2,654
Other net (loss)/income		
Net (loss)/gain on disposals of fixed assets	(1)	1

6 Profit/(loss) before taxation

Profit/(loss) before taxation is arrived at after charging:

	<i>Six months ended 30 September</i>	
	<i>2018</i>	<i>2017</i>
	<i>\$'000</i>	<i>\$'000</i>
(a) Finance costs		
Interest on bank loan	2,204	1,218
Other borrowing costs	125	125
Interest on government lease premiums payable	22	23
	<u>2,351</u>	<u>1,366</u>
(b) Other item		
Depreciation	2,285	2,332
	<u>2,285</u>	<u>2,332</u>

7 Income tax

	<i>Six months ended 30 September</i>	
	<i>2018</i>	<i>2017</i>
	<i>\$'000</i>	<i>\$'000</i>
Current tax		
Hong Kong profits tax	36,888	39,837
Deferred tax		
Origination and reversal of temporary differences	4,094	3,938
	<u>40,982</u>	<u>43,775</u>

The provision for Hong Kong profits tax is calculated at 16.5% (2017: 16.5%) of the estimated assessable profits for the six months ended 30 September 2018.

8 Dividends

(a) Dividends payable to equity shareholders of the Company attributable to the interim period

	<i>Six months ended 30 September</i>	
	<i>2018</i>	<i>2017</i>
	<i>\$'000</i>	<i>\$'000</i>
Interim dividend declared after the interim period of \$0.58 per share (2017: \$0.60 per share)	<u>208,800</u>	<u>216,000</u>

The interim dividend declared after the interim period has not been recognised as a liability at the end of the reporting period.

(b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved during the interim period

	<i>Six months ended 30 September</i>	
	<i>2018</i>	<i>2017</i>
	<i>\$'000</i>	<i>\$'000</i>
Final dividend in respect of the previous financial year, approved during the following interim period, of \$0.59 per share (year ended 31 March 2017: \$0.60 per share)	<u>212,400</u>	<u>216,000</u>

9 Earnings/(loss) per share – basic and diluted

The calculation of basic earnings/(loss) per share is based on the profit attributable to equity shareholders of the Company of \$192,658,000 (2017: a loss of \$169,026,000) and 360,000,000 (2017: 360,000,000) ordinary shares in issue during the period. There were no potential dilutive ordinary shares in existence during the six months ended 30 September 2018 and 2017.

10 Fixed assets

- (a) During the period, additions in the investment properties amounted to \$126,000 (six months ended 30 September 2017: \$873,000).
- (b) The investment properties in Hong Kong were revalued at 30 September 2018 by Vigers Appraisal and Consulting Limited, an independent firm of professional valuers who have among their staff Fellows of The Hong Kong Institute of Surveyors with recent experience in the location and category of properties being valued, on a market value basis. The fair value of investment properties was determined using income capitalisation approach which capitalised the net rental income of the properties and taking into account the occupancy rate and reversionary income potential of properties after the expiry of the current leases. As a result of the update, net valuation losses of \$18,566,000 (2017: \$391,093,000) on investment properties have been recognised in the consolidated statement of profit or loss and other comprehensive income. The valuation losses will only affect the accounting profit or loss but not the cash flow of the Group.
- (c) Fixed assets of the Company with carrying value of \$13,590,304,000 as at 30 September 2018 (31 March 2018: \$13,633,161,000) were pledged to secure banking facilities of up to \$300,000,000 granted to the Company. The outstanding bank loan was \$200,000,000 as at 30 September 2018 (31 March 2018: \$200,000,000).

11 Accounts receivable, deposits and prepayments

The ageing analysis of accounts receivable (net of allowance for bad and doubtful debts) which was included in accounts receivable, deposits and prepayments as of the end of the reporting period is as follows:

	At 30 September 2018 \$'000	<i>At 31 March 2018 \$'000</i>
Current	10,454	9,113
Less than 1 month past due	1,362	1,226
1 to 3 months past due	447	282
More than 3 months but less than 12 months past due	6	13
More than 12 months past due	8	4
Amounts past due	1,823	1,525
Total accounts receivable, net of allowance for bad and doubtful debts	12,277	10,638
Deposits and prepayments	7,486	7,389
	19,763	18,027

Debts are generally due on the 1st day of each month and 10 to 14 days are allowed for settlement or else interest will be charged. Legal action will be taken against past due debtors whenever the situation is appropriate.

12 Cash and cash equivalents

	At 30 September 2018 \$'000	<i>At 31 March 2018 \$'000</i>
Deposits with banks	505,971	492,358
Cash at bank and in hand	248,749	26,889
	754,720	519,247

13 Other payables and accruals

All of the other payables and accruals are expected to be settled within one year.

INTERIM DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has resolved that an interim dividend of \$0.58 per share (2017: \$0.60 per share) will be paid on Monday, 7 January 2019 to members whose names appear on the register of members of the Company on Wednesday, 19 December 2018. The register of members of the Company will be closed for the purpose of determining entitlement to the said interim dividend from Monday, 17 December 2018 to Wednesday, 19 December 2018, both days inclusive, during which period no transfer of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Friday, 14 December 2018.

BUSINESS REVIEW AND COMMENTARY

- The Group achieved a profit from operations before valuation changes in investment properties of \$254.6 million for the half year ended 30 September 2018, representing a decrease of approximately 4.7% compared with the corresponding period of last year. The decrease was mainly due to decrease in rental income from iSQUARE compared to the corresponding period of last year.
- Net valuation losses on investment properties for the half year ended 30 September 2018 amounted to \$18.6 million, compared with the net valuation losses of \$391.1 million for the corresponding period of last year. The valuation losses will only affect the accounting profit or loss but not the cash flow of the Group.
- The Group recorded a profit attributable to equity shareholders of \$192.7 million, compared with a loss attributable to equity shareholders of \$169.0 million for the corresponding period of last year.
- iSQUARE is a commercial complex housing retail, entertainment, food and beverage establishments. Rental income from iSQUARE amounted to approximately \$307.2 million for the half year ended 30 September 2018, representing a decrease of approximately 4.1% compared with the corresponding period of last year. The occupancy rate at 30 September 2018 was approximately 97.4% (30 September 2017: 97.4%).
- The total equity for the Group at 30 September 2018 was \$13,855.5 million, compared with \$13,875.3 million at 31 March 2018.
- On 7 October 2013, the Company entered into a facility agreement with a bank comprising of a 3-year term loan facility of up to \$200 million and a 3-year revolving loan facility of up to \$100 million both at floating interest rate. On 30 August 2016, the Company entered into a supplemental agreement with the bank for extension of the facilities for three years to 8 October 2019. The Company has an option to further extend the facilities for two additional years to 8 October 2021, subject to, among other things, the agreement of the lending bank. At 30 September 2018, the banking facilities were utilised to the extent of \$200 million (31 March 2018: \$200 million) and the Group's gearing ratio (calculated as total bank loans divided by total equity) was 1.4% (31 March 2018: 1.4%).

BUSINESS REVIEW AND COMMENTARY (Continued)

- At 30 September 2018, the total number of employees of the Group, excluding the staff employed by Cushman & Wakefield Property Management Limited for general building and property management of iSQUARE, was 37 (30 September 2017: 36) and the related costs incurred during the period were approximately \$11.0 million (30 September 2017: \$10.6 million).
- Save as disclosed in this report, there has been no further material change to the information contained in the Company's annual report for the year ended 31 March 2018 which necessitates additional disclosure to that made herein.

OUTLOOK

With the downward pressure on the Hong Kong leasing market continuing, it is anticipated that rental income from iSQUARE and the results from operations of the Group for the current financial year will decrease. Management will continue to evaluate the impact on iSQUARE and adopt appropriate leasing strategies.

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

As at 30 September 2018, the directors and chief executives of the Company and their associates (as defined in the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules")) had the following interests in the shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code"):

(a) The Company

<i>Name</i>	<i>Number of ordinary shares</i>				<i>% of total issued voting shares</i>
	<i>Personal interests</i>	<i>Family interests</i>	<i>Corporate interests</i>	<i>Total beneficial interests</i>	
Cheong Hooi Hong	2,073,992	–	–	2,073,992	0.58%
Cheong Kheng Lim	24,555,715	1,034,000	–	25,589,715	7.11%
Cheong Keng Hooi	11,759,839	275,280	–	12,035,119	3.34%
Cheong Sim Lam	1,807,155	24,000	–	1,831,155	0.51%
Cheong Chong Ling	1,588,000	–	–	1,588,000	0.44%
Sin Cho Chiu, Charles	242,000	–	120,000	362,000	0.10%

(Note)

Note: The corporate interests of 120,000 shares represent 120,000 ordinary shares held by Chason Limited (a company controlled by Mr Sin Cho Chiu, Charles and his spouse in equal shares) where Mr Sin is taken to be interested in such shares under the SFO.

**INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVES IN SHARES,
UNDERLYING SHARES AND DEBENTURES** (Continued)

(b) Tian Teck Land Limited

<i>Name</i>	<i>Number of shares</i>				<i>% of total issued voting shares</i>
	<i>Personal interests</i>	<i>Family interests</i>	<i>Corporate interests</i>	<i>Total beneficial interests</i>	
Cheong Hooi Hong	4,035,792	590,000	–	4,625,792	0.97%
Cheong Kheng Lim	46,023,872	115,292	–	46,139,164	9.72%
Cheong Keng Hooi	26,862,036	1,002,384	–	27,864,420	5.87%
Cheong Sim Lam	1,099,504	–	–	1,099,504	0.23%
Cheong Chong Ling	412,000	–	–	412,000	0.09%
Sin Cho Chiu, Charles	2,000	–	115,200	117,200	0.02%
			(Note)		

Note: The corporate interests of 115,200 shares represent 115,200 shares held by Chason Limited (a company controlled by Mr Sin Cho Chiu, Charles and his spouse in equal shares) where Mr Sin is taken to be interested in such shares under the SFO.

(c) Tian Teck Investment Holding Co., Limited

<i>Name</i>	<i>Number of ordinary shares</i>				<i>% of total issued voting shares</i>
	<i>Personal interests</i>	<i>Family interests</i>	<i>Corporate interests</i>	<i>Total beneficial interests</i>	
Cheong Hooi Hong	25	–	–	25	25%
Cheong Kheng Lim	25	–	–	25	25%
Cheong Keng Hooi	25	–	–	25	25%
Cheong Sim Lam	25	–	–	25	25%

Save as disclosed above, as at 30 September 2018, none of the directors and chief executives of the Company or their associates (as defined in the Listing Rules) had interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As at 30 September 2018, other than the interests of the directors and chief executives of the Company as disclosed above, the Company has been notified of the following interests in the shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

	<i>Number of ordinary shares</i>	<i>Percentage of total issued voting shares</i>
Tian Teck Investment Holding Co., Limited	180,030,681 (Note 1)	50.01%
Tian Teck Land Limited	180,030,681 (Note 1)	50.01%
Cheong Kheng Lim	25,589,715 (Note 2)	7.11%
Lim Yoke Soon	25,589,715 (Note 2)	7.11%

Notes:

- (1) The register of interests and short positions in shares kept under section 336 of the SFO indicates that the interest disclosed by Tian Teck Investment Holding Co., Limited is the same as the 180,030,681 shares disclosed by Tian Teck Land Limited.
- (2) The interest disclosed by Mr Cheong Kheng Lim is the same as the 25,589,715 shares disclosed by Ms Lim Yoke Soon. Out of the 25,589,715 shares, 24,555,715 shares were held by Mr Cheong Kheng Lim, and 1,034,000 shares were held by his spouse, Ms Lim Yoke Soon.

Save as disclosed above, as at 30 September 2018, no other interests or short positions in the shares and underlying shares of the Company required to be recorded in the register kept by the Company under section 336 of the SFO have been notified to the Company.

PURCHASE, SALE OR REDEMPTION BY THE COMPANY AND ITS SUBSIDIARIES OF ITS LISTED SECURITIES

There were no purchases, sales or redemptions of the Company's listed securities by the Company or any of its subsidiaries during the six months ended 30 September 2018.

DISCLOSURE PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

- (a) Due to allowances for expenses actually incurred, the directors' emoluments of the following directors for the six months ended 30 September 2018 have changed when compared with those for the last corresponding period:
- Mr Cheong Hooi Hong's emoluments decreased by \$9,000 to \$779,000, of which, \$722,000 (2017: \$750,000) was covered by his service contract with the Company as chief executive officer.
 - Mr Cheong Kheng Lim's emoluments decreased by \$37,000 to \$1,268,000^{Note 1}, of which, \$985,000 (2017: \$1,000,000) was covered by his service contract with the Company as chief operation officer.
 - Mr Cheong Keng Hooi's emoluments decreased by \$6,000 to \$806,000, of which, \$722,000 (2017: \$724,000) was covered by his service contract with the Company as chief project officer.
 - Mr Cheong Sim Lam's emoluments increased by \$111,000 to \$995,000, of which, \$775,000 (2017: \$757,000) was covered by his service contract with the Company as chief investment officer.
 - Miss Cheong Chong Ling's emoluments increased by \$73,000 to \$672,000^{Note 2}, of which, \$374,000 (2017: \$210,000) was covered by her service contract with the Company as chief administration officer.

Despite the above changes, the Company's policy regarding the said expenses has not changed.

- (b) One of the two residential properties previously provided to Mr Cheong Kheng Lim for accommodation is reallocated to Miss Cheong Chong Ling as quarters with effect from 1 April 2018.
- (c) The director's emoluments of Mr Wong Yiu Tak for the six months ended 30 September 2018 were \$85,000. Given that he was appointed as an Independent Non-executive Director of the Company with effect from 3 October 2017, no director's fee was paid to him for the six months ended 30 September 2017.

Notes:

- (1) Excluding the benefit in respect of the residential property provided by the Company pursuant to the director's service contract. As at 30 September 2018, the estimated annual rental value of the property was \$1,581,000 (30 September 2017: \$3,150,000 being the aggregate estimated annual rental value of two residential properties provided by the Company).
- (2) Excluding the benefit in respect of the residential property provided by the Company pursuant to the director's service contract. As at 30 September 2018, the estimated annual rental value of the property was \$1,569,000 (30 September 2017: Not applicable as no quarters were provided).

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company throughout the six months ended 30 September 2018 complied with all the code provisions, where applicable, set out in the Corporate Governance Code in Appendix 14 to the Listing Rules, except for the deviations as disclosed hereunder:

- Code Provision A.1.8: Appropriate insurance cover in respect of legal action against directors should be arranged

Currently, the Company does not have insurance cover for legal action against its Directors. The Board believes that with the current risk management and internal control systems and the close supervision of the management, the Directors' risk of being sued or getting involved in litigation in their capacity as Directors is relatively low. Benefits to be derived from taking out insurance may not outweigh the cost. Despite it, every Director is, subject to the provisions of the applicable laws, indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities he/she may sustain or incur in or about the execution of his/her office or otherwise in relation thereto pursuant to the Articles of Association of the Company. In view of the above, the Board considers that the Directors' exposure to risk is manageable.

- Code Provision A.2.1: The roles of chairman and chief executive should be separated and performed by two individuals

Mr Cheong Hooi Hong is both the Chairman and chief executive of the Company. To avoid concentration of power and authority in any one individual, day-to-day management of the Company's business is shared by Executive Directors whilst formulation of objectives and strategic decisions are collectively made by the Board. In addition, the Board comprises three Independent Non-executive Directors with differing expertise/calibre who can provide a "check and balance" effect on the management through their high attendance at board meetings and therefore ensuring a balance of power. Given consideration to the aforesaid, the Board of Directors is of the view that the current structure does not have any adverse effect on the Company and believes that this structure enables the Group to make and implement decisions promptly and efficiently.

- Code Provision B.1.5: Remuneration details of senior management should be disclosed by band in annual reports

The remuneration details of the senior management are not disclosed by band in the annual report. To ensure they are remunerated at a reasonable but not excessive rate, none of them is involved in deciding his/her own remuneration or related to the remuneration committee members (who are authorised to collectively determine the remuneration of the senior management based on a number of factors set out in the Company's remuneration policy). The Directors consider that the non-disclosure does not pose any negative impact on the Company. On the contrary, the disclosure of the remuneration details of the senior management may cause undue comparison and discontent among staff members, and would unnecessarily provide highly sensitive and confidential information to competitors and other third parties looking to recruit the senior management. In light of the above, the Directors are of the view that the disclosure of such information would neither provide pertinent information in furtherance of corporate governance, nor be in the interests of the members of the Company.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE (Continued)

- Code Provision C.2.5: Issuer should have an internal audit function and review the need for one in case of its absence annually

At present, the Company does not have an internal audit function. The Board reviewed the need for setting up an internal audit function in March 2018 and considered that there was no such an immediate need after taking into account the Group's current circumstances, such as the focused nature and geographical spread of business, the relatively simple operating structure and small size of the Group and the close involvement and supervision of the management in daily operation, which could provide sufficient risk management and internal control for the Group. Despite it, the Board has taken initiatives to promote the adequacy and effectiveness of the risk management and internal control systems by creating a control environment across the Group (such as building up a corporate culture based on sound business ethics and accountability through the implementation of "whistle-blowing" arrangements and procedure manuals with defined roles, responsibilities and reporting lines) and putting control activities in place (such as conducting group-wide risk assessment exercise regularly). In addition, where the external auditor of the Company considers any internal controls that are relevant to the audit of the financial statements, it will report to the audit committee any significant deficiencies in internal control identified during the audit.

In view of the above considerations and the potential cost to be involved, the Board is of the opinion that it is not cost effective to set up and maintain an internal audit function and that the existing control mechanism could justify its absence for the time being. Nonetheless, the Board will review the need for an internal audit function on an annual basis.

- Code Provision F.1.3: The company secretary should report to the board chairman and/or the chief executive

Instead of reporting to the Chairman (who is also the chief executive of the Company), the company secretary reports directly to the Deputy Chairman. Since the company secretary is located in the same office as the Deputy Chairman and they work closely on a day-to-day basis, direct reporting to the Deputy Chairman can provide for a prompt and timely response to issues which require immediate attention. On the other hand, the Chairman keeps having ongoing discussion and dialogue with the Deputy Chairman on business affairs, in particular corporate governance and financial issues, which enables him to fully understand the operation of the Company and manage it in an effective manner. Taking into account of the above, the Board considers that the current reporting line is apposite to the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its code for dealing in securities in the Company by its Directors. Specific enquiry has been made to all Directors of the Company as to whether they have complied with or whether there has been any non-compliance with the Model Code, and all Directors have confirmed compliance with the required standard set out in the Model Code during the six months ended 30 September 2018.

By order of the Board
Associated International Hotels Limited
Ng Sau Fong
Company Secretary

Hong Kong, 28 November 2018

As at the date of this report, Mr Cheong Hooi Hong, Mr Cheong Kheng Lim, Mr Cheong Keng Hooi, Mr Cheong Sim Lam and Miss Cheong Chong Ling are executive directors, Mr Sin Cho Chiu, Charles is a non-executive director, and Mr Chow Wan Hoi, Paul, Mr Wong Yiu Tak and Mr Lee Chung are independent non-executive directors.



**REVIEW REPORT TO THE BOARD OF DIRECTORS OF
ASSOCIATED INTERNATIONAL HOTELS LIMITED**

(Incorporated in Hong Kong with limited liability)

Introduction

We have reviewed the interim financial report set out on pages 1 to 9 which comprises the consolidated statement of financial position of Associated International Hotels Limited as of 30 September 2018 and the related consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the condensed consolidated statement of 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 an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion 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 the interim financial report consists of making enquiries, 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 report as at 30 September 2018 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, *Interim financial reporting*.

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

28 November 2018