

**ANNUAL
REPORT
2019**



This annual report ("Annual Report") is available in both English and Chinese. Shareholders who have received either the English or the Chinese version of the Annual Report may request a copy in the language different from that has been received by writing to the Company's Principal Registrars, Tricor Friendly Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

The Annual Report (in both English and Chinese versions) has been posted on the Company's website at www.sino.com. Shareholders who have chosen to rely on copies of the Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) posted on the Company's website in lieu of any or all the printed copies thereof may request printed copy of the Annual Report.

Shareholders who have chosen or are deemed to have consented to receive the Corporate Communications using electronic means through the Company's website and who have difficulty in receiving or gaining access to the Annual Report posted on the Company's website will upon request be sent the Annual Report in printed form free of charge.

Shareholders may at any time choose to change their choice of language and means of receipt (i.e. in printed form or by electronic means through the Company's website) of all future Corporate Communications from the Company by giving notice in writing by post to the Company's Principal Registrars, Tricor Friendly Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or by email at sinohotels1221-ecom@hk.tricorglobal.com.

CONTENTS

CORPORATE INFORMATION	2
NOTICE OF ANNUAL GENERAL MEETING	3
CHAIRMAN'S STATEMENT	6
BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT	13
CORPORATE GOVERNANCE REPORT	18
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT	46
RISK MANAGEMENT REPORT	66
DIRECTORS' REPORT	74
INDEPENDENT AUDITOR'S REPORT	92
CONSOLIDATED STATEMENT OF PROFIT OR LOSS	98
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	99
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	100
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	101
CONSOLIDATED STATEMENT OF CASH FLOWS	102
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	104
FINANCIAL SUMMARY	162
PROXY FORM	

CORPORATE INFORMATION

Board of Directors

Robert Ng Chee Siong, Chairman
Daryl Ng Win Kong, JP, Deputy Chairman
Ronald Joseph Arculli, GBM, CVO, GBS, OBE, JP#
Gilbert Lui Wing Kwong#
Steven Ong Kay Eng*
Wong Cho Bau, JP*
Hung Wai Man, JP* (appointed on 1st January, 2019)
Giovanni Viterale

(# Non-Executive Directors)

(* Independent Non-Executive Directors)

Audit Committee

Steven Ong Kay Eng, Chairman
Gilbert Lui Wing Kwong
Hung Wai Man, JP (appointed on 9th May, 2019)

Nomination Committee

Robert Ng Chee Siong, Chairman
Steven Ong Kay Eng
Hung Wai Man, JP (appointed on 9th May, 2019)

Remuneration Committee

Steven Ong Kay Eng, Chairman
Daryl Ng Win Kong, JP
Hung Wai Man, JP (appointed on 9th May, 2019)

Authorized Representatives

Robert Ng Chee Siong
Valencia Lee

Chief Financial Officer and Company Secretary

Valencia Lee

Auditor

Deloitte Touche Tohmatsu
Certified Public Accountants, Hong Kong

Solicitors

Clifford Chance, Hong Kong
Maples and Calder, Cayman Islands

Shareholders' Calendar

Closure of Register of Members for entitlement to attend and vote at Annual General Meeting	21st October, 2019 to 24th October, 2019 (both dates inclusive)
Annual General Meeting	24th October, 2019
Closure of Register of Members for dividend entitlement	30th October, 2019 to 31st October, 2019 (both dates inclusive)
Record Date for final dividend entitlement	31st October, 2019
Last Date for lodging form of election for scrip dividend	22nd November, 2019 4:30 p.m.
Interim Dividend Paid	HK4.5 cents per share 24th April, 2019
Final Dividend Payable	HK5 cents per share 4th December, 2019

Principal Bankers

Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited
China Construction Bank (Asia) Corporation Limited
Industrial and Commercial Bank of China (Asia) Limited

Investor Relations Contact

Please direct enquiries to:
General Manager – Corporate Finance
Telephone: (852) 2734 8312
Fax: (852) 2369 1236
Email: investorrelations@sino.com

Principal Office

12th Floor, Tsim Sha Tsui Centre,
Salisbury Road, Tsim Sha Tsui,
Kowloon, Hong Kong
Telephone: (852) 2721 8388
Fax: (852) 2723 5901
Website: www.sino.com
Email: info@sino.com

Registered Office

P.O. Box 309,
Ugland House, Grand Cayman,
KY1-1104, Cayman Islands

Principal Registrars

Tricor Friendly Limited
Level 54, Hopewell Centre,
183 Queen's Road East,
Hong Kong
Telephone: (852) 2980 1333
Fax: (852) 2861 1465
Email: sinohotels1221-ecom@hk.tricorglobal.com

Listing Information

Stock Code 1221

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of **Sino Hotels (Holdings) Limited** ("Company") will be held at The Pacific Rooms, 9th Floor, Towers Wing, The Royal Pacific Hotel & Towers, 33 Canton Road, Tsim Sha Tsui, Kowloon, on Thursday, the 24th day of October, 2019 at 10:30 a.m. or as soon as the annual general meeting of Tsim Sha Tsui Properties Limited closes, whichever is the later, for the following purposes:

1. To receive, consider and adopt the audited Financial Statements and the Directors' and Independent Auditor's Reports for the year ended 30th June, 2019.
2. To declare a final dividend.
3. To re-elect retiring Directors and to authorise the Board to fix the Directors' remuneration for the financial year ending 30th June, 2020.
4. To re-appoint Deloitte Touche Tohmatsu as Auditor for the ensuing year and to authorise the Board to fix their remuneration.
5. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

Ordinary Resolutions

(i) "THAT:

- (a) subject to paragraph (i)(b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares to be bought back pursuant to the approval in paragraph (i)(a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

- (1) the conclusion of the next Annual General Meeting of the Company;
- (2) the expiration of the period within which the next Annual General Meeting of the Company is required by law or the articles of association of the Company to be held; and
- (3) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

NOTICE OF ANNUAL GENERAL MEETING *(Continued)*

(ii) **“THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to allot, issue and deal with additional shares of the Company, to allot, issue or grant securities of the Company, including bonds, debentures and notes convertible into shares of the Company and to make or grant offers or agreements which would or might require the exercise of such powers either during or after the Relevant Period, provided that these powers of the Directors and this general mandate are in respect of and in addition to any shares which may be issued on the exercise of the subscription rights under the Company’s securities or pursuant to any scrip dividend scheme or pursuant to a rights issue or pursuant to any rights of conversion under any existing convertible bonds, debentures or notes of the Company, and provided further that these powers of the Directors and this general mandate shall be subject to the restrictions that the aggregate number of shares allotted or agreed to be allotted or issued pursuant thereto, whether by way of conversion or otherwise, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution; and

- (b) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (1) the conclusion of the next Annual General Meeting of the Company;
- (2) the expiration of the period within which the next Annual General Meeting of the Company is required by law or the articles of association of the Company to be held; and
- (3) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

- (iii) **“THAT**, conditional upon the resolutions (i) and (ii) above being passed, the aggregate number of shares which are bought back by the Company under the authority granted pursuant to resolution (i) above (up to a maximum of 10% of the total number of shares of the Company in issue as at the date of this resolution) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution (ii) above.”

By Order of the Board
Velencia Lee
Company Secretary

Hong Kong, 23rd September, 2019

NOTICE OF ANNUAL GENERAL MEETING *(Continued)*

Notes:

- (a) At the Annual General Meeting, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he/she is the holder.
- (b) Any shareholder entitled to attend and vote at the above meeting may appoint (i) if such shareholder is a person referred to in Article 95(b) of the Amended and Restated Memorandum and Articles of Association of the Company, any number of proxies; and (ii) for all other shareholders, up to two proxies to exercise all or any of his/her rights to attend and vote instead of him/her, provided that the proxy is appointed to represent respectively the number of shares held by the shareholder as specified in the relevant instrument of appointment. A proxy need not be a shareholder of the Company.
- (c) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be lodged at the principal office of the Company at 12th Floor, Tsim Sha Tsui Centre, Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong not less than 24 hours before the time appointed for holding the meeting.
- (d) For determining the entitlement to attend and vote at the Annual General Meeting to be held on Thursday, 24th October, 2019, the register of members of the Company will be closed from Monday, 21st October, 2019 to Thursday, 24th October, 2019, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, shareholders should ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's Principal Registrars, Tricor Friendly Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 18th October, 2019.
- (e) The proposed final dividend is subject to the approval of the shareholders at the Annual General Meeting. The record date for the proposed final dividend is at the close of business on Thursday, 31st October, 2019. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 30th October, 2019 to Thursday, 31st October, 2019, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, shareholders should ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's Principal Registrars, Tricor Friendly Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 29th October, 2019.
- (f) Regarding the re-election of the Directors of the Company under item 3, separate ordinary resolutions will be considered and, if thought fit, passed at the Annual General Meeting to:
 - (i) re-elect Mr. Hung Wai Man as Director of the Company.
 - (ii) re-elect Mr. Daryl Ng Win Kong as Director of the Company.
 - (iii) re-elect Mr. Giovanni Viterale as Director of the Company.

CHAIRMAN'S STATEMENT

I am pleased to present the 2018/2019 Annual Report to shareholders.

FINAL RESULTS

The Group achieved net profit attributable to shareholders of HK\$196.3 million for the year ended 30th June, 2019, representing an increase of 0.6% compared with HK\$195.1 million for the last financial year. Earnings per share for the financial year 2018/2019 was 17.83 cents (2017/2018: 18.22 cents).

DIVIDENDS

The Directors have resolved to recommend a final dividend of 5 cents per share in respect of the year ended 30th June, 2019 to shareholders whose names appear on the Register of Members of the Company on 31st October, 2019. Together with the interim dividend of 4.5 cents per share, the total dividend for the full financial year is 9.5 cents per share.

The Directors propose that shareholders be given the option of electing to receive the final dividend in new shares in lieu of cash. The scrip dividend proposal is subject to: (1) the approval of the proposed final dividend at the Annual General Meeting to be held on 24th October, 2019; and (2) The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the new shares to be issued pursuant to this proposal.

A circular containing details of the scrip dividend proposal will be despatched to shareholders together with the form of election for the scrip dividend on or about 7th November, 2019. It is expected that the final dividend warrants and share certificates will be despatched to shareholders on or about 4th December, 2019.

CHAIRMAN'S STATEMENT *(Continued)*

REVIEW OF OPERATIONS

According to the statistics released by Hong Kong Tourism Board, visitor arrivals to Hong Kong were 69.4 million for the twelve-month period ended 30th June, 2019, representing an increase of approximately 13.3% compared with last twelve-month period ended 30th June, 2018. Visitors from Mainland China accounted for approximately 79.1% of the total visitors, increasing from 77.1%. Visitors who stayed overnight in Hong Kong increased 5.7%. The performance of the Group's hotels was steady during the year ended 30th June, 2019. The Group will continue to improve the quality of its hotel services to ensure our discerning guests have enjoyable experiences during their stays in the hotels.

Business Activities

City Garden Hotel

City Garden Hotel is a wholly-owned subsidiary of the Group.

The average room occupancy rate of City Garden Hotel for the year ended 30th June, 2019 was 85.7% (2017/2018: 89.7%) but the average room rate increased 7.8% compared with that of last financial year. Room sales for the financial year increased 3.0% to HK\$192.5 million from HK\$187.0 million for the last financial year. Food and beverage sales for the financial year 2018/2019 were HK\$88.9 million (2017/2018: HK\$88.2 million).

Conrad Hong Kong

Conrad Hong Kong is 50% owned by the Group and 30% owned by Sino Land Company Limited (Hong Kong stock code: 0083) and collectively own a total of 80% equity interest in Conrad Hong Kong.

The average room occupancy of Conrad Hong Kong for the year ended 30th June, 2019 was 89.3% compared with 90.7% for the last financial year and the average room rate decreased slightly by 0.2% compared with that of last financial year. Room sales for the year ended 30th June, 2019 were HK\$455.1 million (2017/2018: HK\$463.7 million) while income from food and beverage sales for the financial year were HK\$334.5 million (2017/2018: HK\$351.5 million).

CHAIRMAN'S STATEMENT *(Continued)*

REVIEW OF OPERATIONS *(Continued)*

Business Activities *(Continued)*

The Royal Pacific Hotel & Towers

The Royal Pacific Hotel & Towers is 25% owned by the Group and the remaining 75% interest is owned by a private company, wholly owned by the Ng family, the controlling shareholder of Sino Hotels (Holdings) Limited.

The average occupancy rate of The Royal Pacific Hotel & Towers for the year ended 30th June, 2019 was 92.7% (2017/2018: 94.1%) but the average room rate increased 5.7% compared with that of last financial year. Room sales increased 4.1% to HK\$329.5 million from HK\$316.5 million for the last financial year. Revenue from food and beverage sales for the year ended 30th June, 2019 was steady at HK\$102.5 million (2017/2018: HK\$94.3 million).

Other than that mentioned above, there was no material change from the information published in the report and accounts for the year ended 30th June, 2018.

Finance

As at 30th June, 2019, the Group had cash and bank deposits of HK\$1,203.9 million and had no debt outstanding.

There was no material change in the capital structure of the Group for the financial year. Foreign exchange exposure is kept at a low level. As at 30th June, 2019, the Group did not have any contingent liabilities.

Other than the above-mentioned, there was no material change from the information published in the report and accounts for the financial year ended 30th June, 2018.

CHAIRMAN'S STATEMENT *(Continued)*

EMPLOYEE PROGRAMMES

The Group places significant emphasis on human capital investment through a variety of career development initiatives including language classes, technical skills training and soft skills training to train frontline staff as the working attitude, knowledge and skillset of the frontline staff are the key contributing factors to maintain the quality of the hotel service. Amongst the initiatives are the leadership programme, FLY and LEAD Programme. The former is a new programme which aims at developing the high potential staff to assistant managers and managers whilst the latter is to develop management skills for staff at supervisory level. Through training, staff can continuously improve and update their skillsets to meet the challenges in the ever-changing hospitality business and the required quality standards set by management.

In addition to career development, the Group continues to review and enhance the employee compensation and benefits packages. This year, a new programme to promote a happy and respectful work environment named #DATEYOU Employee Engagement Programme was introduced. These enhancements and engagements ensure the Group stays competitive and can be a preferred employer in the industry.

CORPORATE SOCIAL RESPONSIBILITY

The Group continues to embrace Corporate Social Responsibility practices by upholding high level of corporate governance standards, engaging in green initiatives, serving the community, promoting social integration and heritage cultural conservation.

Environmental Management

The Group is committed to protecting the environment in two key areas. On the waste reduction side, the Group takes more measures to reduce usage of plastic. Further to the ban on the use of plastic straws and stirring rods, the Group also deploys smart water stations to replace plastic bottled water. On the energy conservation side, the Group supports 'Energy Saving Charter 2019' and '4T Charter' organised by the Environment Bureau of the HKSAR Government. In this connection, City Garden Hotel has installed solar panels to promote renewable energy in Hong Kong.

CHAIRMAN'S STATEMENT *(Continued)*

CORPORATE SOCIAL RESPONSIBILITY *(Continued)*

Community Engagement

The Group plays an active role in community service. The Group has a long-standing 'Hearty Soup Delivery Programme' whereby soup cooked by our hotel chefs are delivered to elderly people in certain community service centres. The Group also raises staff awareness to care for the elderly people with the hope that the Group can contribute to building a caring and harmonious community. The Group has partnered with some charitable organisations including the Foodlink Foundation and FOOD-CO to collect and donate food to the needy. In addition, the Group collaborates with Hong Chi Association, Hong Kong Society for the Deaf and Ebenezer School & Home for the Visually Impaired by offering their members long-term employment and training opportunities.

Tai O Heritage Hotel

In March 2008, the Ng Teng Fong Family, the major shareholder of the Group, set up the non-profit-making organisation named Hong Kong Heritage Conservation Foundation Limited ("HCF"). HCF revitalized and converted the Old Tai O Police Station, a Grade II historic building, into a boutique hotel. Named Tai O Heritage Hotel ("Hotel"), it is home to nine colonial style rooms and suites and commenced operation in March 2012. The Hotel, operated by HCF as a non-profit-making social enterprise, is part of the HKSAR Government's 'Revitalising Historic Buildings Through Partnership Scheme'. The Hotel is a winner of the '2013 UNESCO Asia-Pacific Awards for Cultural Heritage Conservation' and the first UNESCO-awarded hotel in Hong Kong.

HCF initiated 'Tai O Stilt Houses Restoration Programme' in 2018 to form stronger partnerships with local villagers and the Tai O NGO organisations, the programme aims to repair and restore the Tai O stilt houses where needed, especially for the elderly villagers' home, so as to conserve the intangible cultural value in the village.

CHAIRMAN'S STATEMENT *(Continued)*

INDUSTRY OUTLOOK AND PROSPECTS

HKSAR Government has been making continuous effort to develop the tourism industry in Hong Kong by providing financial support, developing infrastructure network, identifying and promoting attractions. According to The 2019-20 Budget proposed by the HKSAR Government, approximately HK\$353 million will be set aside to support the tasks set by Hong Kong Tourism Board to promote the tourism industry in Hong Kong. It is expected that funding will be applied to the development of thematic tourism offerings and initiatives for improving the quality of service undertaken by Travel Industry Council of Hong Kong.

Hong Kong International Airport ("HKIA") is one of the busiest airports in the world in terms of air passengers and cargo. The construction of the Three Runway System comprising an approximately 3,800-metre runway, a passenger building of more than 280,000 square metres, an approximately 2,600-metre new automated people mover system and 57 new passenger aircraft parking positions. Upon completion of the Three Runway System scheduled in 2024, HKIA can handle an additional 30 million passengers annually, expanding the total capacity of HKIA to around 100 million passengers and 9 million tonnes of cargo annually by 2030. This will strengthen Hong Kong's position as an aviation hub.

The infrastructure network namely, Hong Kong-Zhuhai-Macao Bridge and Guangzhou-Shenzhen-Hong Kong Express Rail Link in Hong Kong both completed in 2018, have established the backbone of connectivity within the Greater Bay Area ("GBA") making the region physically integrated. These are important milestones conducive for more multi-destination travels. The development of GBA will strengthen economic cooperation amongst the eleven key cities in Pearl River Delta Region fostering the flow of people, goods, capital and tourism in the GBA region.

Hong Kong tourism industry has faced challenges since June this year and the hotel industry is expected to record a decrease in both occupancy and room rates in the second half of 2019. In the last two months, Hong Kong has seen rallies which have affected businesses and the hotel industry. We sincerely hope that the disruption can settle down quickly and society can return to peace and harmony. We are confident in Hong Kong's solid foundation and resilience. Management will closely monitor the situation and minimise the impact arising therefrom by taking necessary and appropriate measures. With a strong financial position, the Group can weather through upcoming setbacks to the business.

CHAIRMAN'S STATEMENT *(Continued)*

STAFF AND MANAGEMENT

The Board would like to express its deepest condolences for the passing away of Mr. Peter Wong Man Kong, an Independent Non-Executive Director, a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company on 11th March, 2019. Mr. Wong made valuable contributions to the Company during his tenure of office.

On behalf of the Board, I take this opportunity to express my sincere appreciation to all staff for their commitment, dedication and continuing support. I would also like to express my gratitude to my fellow Directors for their guidance and wise counsel.

Robert NG Chee Siong
Chairman

Hong Kong, 29th August, 2019

BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT

(I) EXECUTIVE DIRECTORS

Mr. Robert Ng Chee Siong^{N+}, aged 67, Chairman of the Group since 1994, was called to the Bar in 1975. Mr. Ng is also a director of a number of subsidiaries and associated companies of the Company, and is the Chairman of Tsim Sha Tsui Properties Limited and Sino Land Company Limited. In addition, he is a Director of The Real Estate Developers Association of Hong Kong, a member of the 11th, 12th and 13th National Committee of the Chinese People's Political Consultative Conference ("CPPCC") and Deputy Director of the Committee for Economic Affairs of the 13th National Committee of the CPPCC. Mr. Ng is the father of Mr. Daryl Ng Win Kong, the Deputy Chairman of the Company, a son of the late substantial shareholder Mr. Ng Teng Fong and the brother of Mr. Philip Ng Chee Tat, the co-executor of the estate of the late Mr. Ng Teng Fong.

Mr. Daryl Ng Win Kong^{R, JP}, aged 41, an Executive Director since April 2005 and Deputy Chairman of the Group since November 2017, holds a Bachelor of Arts Degree in Economics, a Master Degree of Science in Real Estate Development from Columbia University in New York, an Honorary Doctor of Humane Letters degree from Savannah College of Art and Design and an Honorary University Fellowship from The Open University of Hong Kong. Mr. Ng first joined the Company as Executive (Development) in 2003. He is a director of a number of subsidiaries and associated companies of the Company, and an Executive Director and Deputy Chairman of Sino Land Company Limited and Tsim Sha Tsui Properties Limited. He is also a Non-Executive Director of The Bank of East Asia, Limited, which is listed on the Hong Kong Stock Exchange and a Non-independent & Non-executive Director of Yeo Hiap Seng Limited, a company listed on the main board of the Singapore Stock Exchange. He is a member of the Global Leadership Council of Columbia University in the City of New York, a member of the 10th Sichuan Committee of the Chinese People's Political Consultative Conference ("CPPCC"), a member of the 12th and 13th Beijing Municipal Committee of the CPPCC, a member of the 10th and 11th Committees of the All-China Youth Federation and the Deputy Chairman of the Chongqing Youth Federation. He is the Vice Chairman of Hong Kong United Youth Association, a member of the Executive Committee of Hong Kong Sheng Kung Hui Welfare Council Limited, a Council Member of the Hong Kong Committee for UNICEF and a Council Member of The Hong Kong Management Association. Mr. Ng's major public service appointments include being a member of the Social Welfare Advisory Committee of the Government of Hong Kong Special Administrative Region ("HKSAR"), a co-opted member of the Community Care Fund Task Force of Commission on Poverty of HKSAR, a member of the Estate Agents Authority of HKSAR, a member of the Council of the University of Hong Kong, a member of the Court of the Hong Kong University of Science and Technology, a member of NUS Medicine International Council at the Yong Loo Lin School of Medicine of National University of Singapore, a member of the Board of M Plus Museum Limited, a Board Member of National Heritage Board, Singapore and a member of Hong Kong Trade Development Council Mainland Business Advisory Committee. He is a Director of The Real Estate Developers Association of Hong Kong and a Director of The Community Chest of Hong Kong. He is the eldest son of the Chairman of the Group Mr. Robert Ng Chee Siong and the eldest grandson of the late substantial shareholder Mr. Ng Teng Fong.

N+: Nomination Committee Chairman R: Remuneration Committee member

BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT *(Continued)*

(I) **EXECUTIVE DIRECTORS**
(Continued)

Mr. Giovanni Viterale, aged 54, an Executive Director since July 2014. Mr. Viterale has been the General Manager of The Fullerton Hotel Singapore and The Fullerton Bay Hotel Singapore since 2010 (which are owned by Sino Land Company Limited). Before joining The Fullerton Hotel Singapore and The Fullerton Bay Hotel Singapore, Mr. Viterale was with Conrad Hong Kong for more than 10 years and is a veteran in the hospitality industry with over 25 years of experience.

(II) **NON-EXECUTIVE DIRECTORS**

The Honourable Ronald Joseph Arculli, GBM, CVO, GBS, OBE, JP, aged 80, has been a Director of the Company since 1994 and was re-designated from an Independent Non-Executive Director to a Non-Executive Director in July 2005. The Honourable Ronald Arculli through Ronald Arculli and Associates provides consultancy services to the Company. He is also a Non-Executive Director of Sino Land Company Limited and Tsim Sha Tsui Properties Limited. The Honourable Ronald Arculli was an Independent Non-Executive Director of Hong Kong Exchanges and Clearing Limited from 2006 to April 2013, for which he was also a former Independent Non-Executive Chairman from 2006 to April 2012. He has a long and distinguished record of public service on numerous government committees and advisory bodies. He was the Chairman of The Hong Kong Jockey Club from 2002 to August 2006. He is a practising solicitor and has served on the Legislative Council from 1988 to 2000. He was a Non-Official Member of the Executive Council of the HKSAR Government from November 2005 to June 2012, for which he also acted as Convenor of the Non-Official Members since December 2011. He chairs FWD Group, the Honorary Advisory Committee of SVHK Foundation Limited and Common Purpose Charitable Foundation Limited in Hong Kong. He is also a Non-Executive Director of Asia Art Archive Limited. He is a Board Member and the Vice-Chairman of the Board of The West Kowloon Cultural District Authority and chairs its Executive Committee and Development Committee. The Honourable Ronald Arculli is an Independent Non-Executive Director of Hang Lung Properties Limited and a Non-Executive Director of HKR International Limited, HK Electric Investments Manager Limited (as trustee-manager of HK Electric Investments) and HK Electric Investments Limited (all are listed on The Stock Exchange of Hong Kong Limited except HK Electric Investments Manager Limited).

Mr. Gilbert Lui Wing Kwong^A, aged 81, an Independent Non-Executive Director since 1994 and was re-designated as a Non-Executive Director in August 2004. Mr. Lui is a consultant of a local firm of certified public accountants after retiring from the position of senior partner of that firm in 1999.

A: Audit Committee member

BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT *(Continued)*

(III) INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Steven Ong Kay Eng^{A+ N R+}, aged 73, an Independent Non-Executive Director since July 2005. He is also an Independent Non-Executive Director of Sino Land Company Limited and Tsim Sha Tsui Properties Limited. He is a Director of Altrade Investments Pte. Ltd. in Singapore. He is also a Non-Executive Independent Director of EnGro Corporation Limited and a substantial shareholder of Hwa Hong Corporation Limited, both of which are listed on the main board of the Singapore Stock Exchange. Mr. Ong has been a veteran banker with extensive experience in banking and finance over 43 years. He was the General Manager and Country Head for American Express Bank in Singapore for nearly 10 years and also the Chief Representative and Country Manager in China for Banca Monte dei Paschi di Siena S.p.A. for 16 years. Mr. Ong remained as the bank's advisor and consultant for 2 years after he left China in 2006 having resided in the country for over 16 years. He was the Chairman of Foreign Bankers' Association in Beijing, PRC from 1999 to 2000.

Mr. Wong Cho Bau, JP, aged 60, an Independent Non-Executive Director since January 2015. He is also an Independent Non-Executive Director of Sino Land Company Limited. He is an Honorary Fellow of City University of Hong Kong and currently serves as Chairman of East Pacific (Holdings) Ltd., Shenzhen East Pacific Group Ltd., Donghai Airlines Co., Ltd., Donghai Jet Co., Ltd.. Mr. Wong has more than 30 years of business experience and is one of the pioneers on the establishment of Shenzhen Special Economic Zone. His business interests have expanded from property development to industrial, hotel, aviation, tourism. Mr. Wong is a National Committee Member of the 10th to 13th Chinese People's Political Consultative Conference, an Executive Councilor of the 4th Council of China Overseas Friendship Association and a Committee Adviser of Hong Kong Association for The Promotion of Peaceful Reunification of China. He was formerly a Councilor of the 1st and the 2nd Council and an Executive Councilor of the 3rd Council of China Overseas Friendship Association. He is also a Chief Director of Hong Kong Federation of Hong Kong Chiu Chow Community Organization.

BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT *(Continued)*

(III) INDEPENDENT NON-EXECUTIVE DIRECTORS *(Continued)*

Mr. Hung Wai Man^{A N R}, JP, aged 50, an Independent Non-Executive Director since January 2019, is the Hong Kong Deputy to 13th National People's Congress (NPC) and Principal Liaison Officer for Hong Kong, Shenzhen Qianhai Authority. He is the Executive Chairman of Chinese Big Data Society, Vice Chairman of the Monte Jade Science and Technology Association of Hong Kong, Vice Chairman of Hong Kong Industry University Research Collaboration Association and an Adjunct Professor of Jinan University and Hainan University Belt and Road Research Institute. Mr. Hung is the Vice Chairman of China Overseas Friendship Association's Youth Committee, Member of the Shenzhen Chinese People's Political Consultative Conference, Member of the Chinese Association of Hong Kong and Macau Studies, Vice President of Guangdong's Association For Promotion of Cooperation between Guangdong, Hong Kong and Macao, Commissioner of Hong Kong Road Safety Patrol, Chairman Emeritus of the Y.Elites Association, Vice President and Secretary General of Hong Kong-ASEAN Economic Cooperation Foundation, Vice President of Hong Kong Youths Unified Association, Director of Hong Kong Physical Handicapped and Abled Body Association, Council Member of Hong Kong Professionals and Senior Executives Association, Council Member of Smart City Consortium Limited, Academic Committee Member of China Silk Road iValley Research Institute, Member of Intellectual Property Assessment Committee and External Member of the Departmental Advisory Committee on Applied Mathematics of The Hong Kong Polytechnic University, Member of advisory board on Business Studies of Lingnan University, Member of Advisory Committee of Bachelor of Management Science and Information Management of The Hang Seng University of Hong Kong, and Member of the Advisory Committee of the Division of Business and Management of Beijing Normal University-Hong Kong Baptist University United International College etc. In 2012 to 2014, he had served as an associate member of the Central Policy Unit of the Government of Hong Kong Special Administrative Region. He was the 11th Standing Member of the All China Youth Federation.

Mr. Hung is a seasoned ICT professional and an angel investor. He has worked in the computer industry for 32 years. A well-known figure in the industry, Mr. Hung has extensive experience in management consulting, project management and outsourcing services. He is a Chartered Information Technology Professional and a fellow of the British Computer Society, the Hong Kong Institute of Directors, the Hong Kong Computer Society and the Internet Professional Association. He has been appointed as the Global Council Member by the World Summit Awards. Mr. Hung also serves as an Independent Non-Executive Director of VSTECS Holdings Limited, LH Group Limited and Hsin Chong Group Holdings Limited, all of which are listed on the main board of the Hong Kong Stock Exchange. Mr. Hung holds a Higher Diploma in Mathematics, Statistics and Computing from the Hong Kong Polytechnic, a Bachelor of Arts Degree in Business Administration from the University of Bolton, a Master Degree of Business Administration from the University of Hull and a Master of Arts Degree in Public and Comparative History from the Chinese University of Hong Kong. He also obtained a LLM from the Renmin University of China and a Doctor of Philosophy Degree in Business Administration from Bulacan State University, the Philippines and is currently pursuing his LLD study with the Renmin University of China.

A: Audit Committee member N: Nomination Committee member R: Remuneration Committee member

BIOGRAPHICAL DETAILS OF DIRECTORS & SENIOR MANAGEMENT *(Continued)*

(IV) SENIOR MANAGEMENT

Various businesses and functions of the Company are respectively under the direct responsibilities of the Executive Directors who are regarded as senior management of the Company.

CORPORATE GOVERNANCE REPORT

The Board of Directors (“Board”) is committed to providing effective management and sound control of the Company for maximizing the shareholders’ value. The corporate governance principles of the Company emphasize the attainment and maintenance of a high standard of corporate governance practices and procedures, a quality board, sound internal control, and high transparency and accountability to the shareholders. The Company has adopted its own Corporate Governance Code and has complied with all code provisions as set out in Appendix 14 (“Code”) to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), save as disclosed in this report. The corporate governance practices of the Company in compliance with the Code during the financial year ended 30th June, 2019 with explanation of the deviations are set out in this report.

CORPORATE GOVERNANCE PRACTICES

DIRECTORS

Corporate Governance Principle

The Board provides overall leadership and control for the Company in an effective and responsible manner with a view to maximizing the financial performance of the Company and the shareholders’ value. The Board makes decisions on business strategies and corporate governance practices, determines the Company’s objectives, value and standards, and oversees and monitors the management performance within the control and delegation framework of the Company. These include the Company’s financial statements, dividend policy, any significant changes in accounting policy, adoption of corporate governance practices and procedures, and risk management and internal control strategies.

Board Composition

The current Board has eight Directors comprising three Executive Directors including the Chairman and the Deputy Chairman of the Board, two Non-Executive Directors and three Independent Non-Executive Directors, details of which are set out under the section entitled “Directors’ Report” of this Annual Report. Biographical details of the Directors and their relationships, where applicable, are contained under the section entitled “Biographical Details of Directors & Senior Management” of this Annual Report. The Company has maintained on its website and on the website of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) an updated list of its Directors identifying their roles and functions and whether they are Independent Non-Executive Directors. Independent Non-Executive Directors are identified in all corporate communications that disclose the names of Directors of the Company.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

DIRECTORS *(Continued)*

Division of Responsibilities

The Board, led by the Chairman, is responsible for the Company's future development directions, overall strategies and policies, evaluation of the financial performance of the Company and approval of matters that are of a material or substantial nature, including adequacy of systems of financial, risk management and internal control, and conduct of business in conformity with applicable laws and regulations. The Executive Directors, constituting the senior management of the Company, are delegated with responsibilities in the day-to-day management of the Company and make operational and business decisions within the control and delegation framework of the Company. The Board gives clear directions as to the matters that must be approved by the Board before decisions are made on behalf of the Company. The implementation of strategies and policies of the Board and the operations of each business unit are overseen and monitored by designated responsible Executive Directors. The Board has found that the current arrangement has worked effectively in enabling it to discharge its responsibilities satisfactorily. The types of decisions to be delegated by the Board to the management include implementation of the strategy and direction determined by the Board, operation of the business of the Company and its subsidiaries ("Group"), preparation of financial statements and operating budgets, and compliance with applicable laws and regulations.

The Chairman ensures that the Board works effectively and discharges its responsibilities in the best interests of the Company and all key and appropriate issues are discussed by the Board in a timely manner. He takes responsibility for ensuring that good corporate governance practices and procedures are established and encourages all Directors to make a full and active contribution to the board's affairs. Directors with different views are encouraged to voice their concerns. They are allowed sufficient time for discussion of issues so as to ensure that board decisions fairly reflect board consensus. A culture of openness and debate is promoted to facilitate the effective contribution of Non-Executive Directors and ensure constructive relations between Executive and Non-Executive Directors. During the period under review, the Chairman held a meeting in December 2018 with the Non-Executive Directors (including Independent Non-Executive Directors) without the Executive Directors present and a meeting between the Chairman and the Independent Non-Executive Directors only will be held in the next financial period in compliance with the applicable code provision of the Code.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

DIRECTORS *(Continued)*

Division of Responsibilities *(Continued)*

There is no separation of the roles of the chairman and the chief executive in the Company. The Chairman of the Board provides leadership to the Board and undertakes both roles of chairman and chief executive. The Board is of the view that the current management structure has been effective in facilitating the Company's operation and business development and that necessary checks and balances consistent with sound corporate governance practices are in place. In addition, the Independent Non-Executive Directors have contributed valuable views and proposals for the board's deliberation and decisions. The Board reviews the management structure regularly to ensure that it continues to meet these objectives and is in line with the industry practices.

To enhance the function of the Board, four board committees, namely the Remuneration Committee, Nomination Committee, Audit Committee and Compliance Committee, have been set up to take up different responsibilities. All board committees have specific terms of reference clearly defining their powers and responsibilities. All board committees are required by their terms of reference to report to the Board in relation to their decisions, findings or recommendations, and in certain specific situations, to seek the Board's approval before taking any action.

The Non-Executive Directors, including Independent Non-Executive Directors, provide the Company with diverse skills, expertise and varied backgrounds and qualifications. They participate in board/board committee (including Audit Committee, Nomination Committee and Remuneration Committee) meetings to bring independent views, advice and judgment on important issues relating to the Company's strategy, policy, financial performance, and take the lead on matters where potential conflicts of interests arise. They also attend annual general meetings of the Company to understand the view of shareholders. They make a positive contribution to the development of the Company's strategy and policy through independent, constructive and informed comments.

Every Director is considered to have given sufficient time and attention to the Company's affairs for the year. Each of the Directors is required to disclose to the Company the number and nature of offices he held in public companies or organizations and other significant commitments as well as the identity of such public companies or organizations.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

DIRECTORS *(Continued)*

Directors' and Officers' Liabilities Insurance The Company has arranged appropriate directors' and officers' liabilities insurance coverage for the Directors and officers of the Company.

Board Meetings and Supply of and Access to Information The Board holds at least four regular meetings a year, which are normally scheduled in advance in the fourth quarter of the preceding year. During the financial year ended 30th June, 2019, the Board had held four meetings. The attendance records of the Directors to these board meetings are set out below:

Directors	Meeting(s) Attended/Held
<i>Executive Directors</i>	
Mr. Robert Ng Chee Siong (<i>Chairman</i>)	3/4
Mr. Daryl Ng Win Kong (<i>Deputy Chairman</i>)	4/4
Mr. Giovanni Viterale	4/4
<i>Non-Executive Directors</i>	
The Honourable Ronald Joseph Arculli	4/4
Mr. Gilbert Lui Wing Kwong	4/4
<i>Independent Non-Executive Directors</i>	
Mr. Peter Wong Man Kong (<i>deceased on 11th March, 2019</i>)	2/3
Mr. Steven Ong Kay Eng	4/4
Mr. Wong Cho Bau	4/4
Mr. Hung Wai Man (<i>appointed on 1st January, 2019</i>)	1/2

Notice incorporating the agenda for each regular board meeting or board committee meeting is given to all Directors or board committee members at least 14 days in advance, and all Directors or board committee members are given the opportunity to include matters for discussion in the agenda. All Directors/board committee members are entitled to have access to board/board committee papers and related materials in sufficient details to enable them to make informed decisions on matters to be placed before the board/board committee meetings. Meeting papers are normally sent to all Directors or board committee members at least 5 days in advance of every regular board meeting or board committee meeting.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

DIRECTORS *(Continued)*

Board Meetings and Supply of and Access to Information *(Continued)*

The Company Secretary assists the Chairman of the Board and the chairmen of board committees in preparing meeting agendas and ensures that the Code as well as all applicable laws and regulations are duly complied with. Minutes of board meetings and board committee meetings are recorded in sufficient details of the matters considered and decisions reached at the relevant meetings. Draft and final versions of the minutes in respect of board meetings and board committee meetings are sent to all Directors or board committee members respectively for comment and records within a reasonable time after the relevant meetings. All minutes are properly kept by the Company Secretary and are available for the Directors' and board committee members' inspection.

All Directors are given unrestricted access to the advice and services of the Company Secretary who is responsible to the Board for ensuring that the board procedures and all applicable laws, rules and regulations are followed. The selection, appointment or dismissal of the Company Secretary is subject to approval by the Directors at board meeting.

All Directors are entitled to have access to timely information in relation to the Company's business and make further enquiries or retain independent professional advisors where necessary. The management provides all relevant explanation and information to the Board so as to give the Board the information it needs to discharge its responsibilities. During the year, the management has provided all members of the Board with monthly updates of major business operations giving a balanced and understandable assessment of the Company's performance, position and prospects.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

DIRECTORS *(Continued)*

Directors' Appointment, Re-election and Removal

All Non-Executive Directors have entered into letters of appointment with the Company for a specific term of three years. The Company's Amended and Restated Articles of Association provide that each Director is subject to retirement from office by rotation and re-election once every three years and that one-third (or the number nearest to but not exceeding one-third) of the Directors shall retire from office every year at the annual general meeting. New appointment to the Board is subject to re-election at the next following annual general meeting. In addition, the appointment of an Independent Non-Executive Director who has served on the Board for more than nine years will be subject to a separate resolution to be approved by shareholders. The Board will provide in the circular accompanying the annual report sent to shareholders the reason why the Board considers the Independent Non-Executive Director is still independent and its recommendation to shareholders to vote in favour of the re-election of such Independent Non-Executive Director.

The Directors who are subject to retirement and re-election at the 2019 annual general meeting are set out on page 76 of this Annual Report.

The Board is empowered under the Company's Amended and Restated Articles of Association and is collectively responsible to appoint any person as a Director either to fill a casual vacancy or as an additional board member. Only the most suitable candidate who is experienced, competent and able to fulfill the fiduciary duties and duties of skill, care and diligence would be selected as Director.

During the year, the Nomination Committee reviewed the structure, size and composition of the Board. Having considered Mr. Hung Wai Man's independence, profile, skills and experience in the computer industry, the Committee recommended and the Board approved the appointment of Mr. Hung Wai Man as an Independent Non-Executive Director of the Board with effect from 1st January, 2019, who is subject to retirement and re-election at the 2019 annual general meeting.

Confirmation of Independence

The independence of the Independent Non-Executive Directors has been assessed in accordance with the applicable Listing Rules. Each of the current Independent Non-Executive Directors has provided an annual written confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all the current Independent Non-Executive Directors meet the guidelines for assessing independence as set out in Rule 3.13 of the Listing Rules and are independent.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

DIRECTORS *(Continued)*

Directors' Training and Professional Development

Every Director keeps abreast of responsibilities as a Director and of the conduct, business activities and development of the Company. Every newly appointed director receives a comprehensive induction package covering the statutory and regulatory obligations of directors, organizational structure, policies, procedures and codes of the Company, terms of reference of board committees and internal audit charter of internal audit. The Company Secretary from time to time updates and provides written training materials to the Directors, and organizes seminars on the latest development of the Listing Rules, applicable laws, rules and regulations relating to Directors' duties and responsibilities.

The Company Secretary maintains records of trainings attended by the Directors. The trainings attended by the current Directors during the year are as follows:

Directors	Training Matters <i>(Note)</i>
<i>Executive Directors</i>	
Mr. Robert Ng Chee Siong	a, b
Mr. Daryl Ng Win Kong	a, b
Mr. Giovanni Viterale	a, b
<i>Non-Executive Directors</i>	
The Honourable Ronald Joseph Arculli	a, b, c, d
Mr. Gilbert Lui Wing Kwong	a, b, c
<i>Independent Non-Executive Directors</i>	
Mr. Steven Ong Kay Eng	a, b
Mr. Wong Cho Bau	a, b
Mr. Hung Wai Man <i>(appointed on 1st January, 2019)</i>	a, b

Note:

- a. corporate governance*
- b. regulatory*
- c. finance*
- d. managerial*

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Emolument Policy

The Company's emolument policy is to ensure that the remuneration offered to employees, including Executive Directors and senior management, is based on skill, knowledge, responsibilities and involvement in the Company's affairs. The remuneration packages of Executive Directors are also determined by reference to the Company's performance and profitability, the prevailing market conditions and the performance or contribution of each Director. The emolument policy for Non-Executive Directors is to ensure that the Non-Executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs, including their participation in board committees. Individual Directors and senior management have not been involved in deciding their own remuneration.

Remuneration Committee

The Company established its Remuneration Committee with written terms of reference on 23rd June, 2005. The current written terms of reference are available at the Company's website www.sino.com and the Stock Exchange's website.

The Remuneration Committee is responsible for making recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy. In arriving at its recommendations, the Committee consults the Chairman of the Board and takes into consideration factors including salaries paid by comparable companies, employment conditions elsewhere in the Group, and desirability of performance-based remuneration. The Committee makes recommendations to the Board relating to the remuneration package of individual Executive Directors and senior management, and it also makes recommendations to the Board on the remuneration of Non-Executive Directors. The Committee meets at least once a year and is provided with sufficient resources enabling it to discharge its duties.

The Remuneration Committee currently comprises three members with the Independent Non-Executive Directors constituting the majority of the Committee and an Independent Non-Executive Director acting as its chairman.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT *(Continued)*

Remuneration Committee *(Continued)*

During the year, the Remuneration Committee had performed the following works:

- reviewed the existing emolument policy of Directors;
- reviewed the remuneration packages of Executive Directors; and
- made recommendations on Non-Executive Directors' fees.

No Director was involved in deciding his own remuneration at the meeting of the Remuneration Committee. The attendance records of the then committee members to committee meeting(s) are set out below:

Committee members	Meeting(s) Attended/Held
Mr. Steven Ong Kay Eng* <i>(Committee Chairman)</i>	1/1
Mr. Peter Wong Man Kong* <i>(deceased on 11th March, 2019)</i>	1/1
Mr. Daryl Ng Win Kong	1/1
Mr. Hung Wai Man* <i>(appointed on 9th May, 2019)</i>	0/0

* *Independent Non-Executive Director*

Details of Directors' emoluments for the year are set out in Note 11 to the consolidated financial statements.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

NOMINATION OF DIRECTORS AND SENIOR MANAGEMENT

Nomination Policy

The Company has adopted the Nomination Policy for Directorship (“Nomination Policy”) with effect from 1st January, 2019 which supplements the terms of reference of the Nomination Committee and sets out the processes and criteria for the nomination of a candidate for directorship in the Company. The Company adopts the Nomination Policy to ensure that all nominations of Board members are fair and transparent in order to facilitate the constitution of the Board with a balance of skills, experience and diversity of perspectives that is appropriate to the requirements of the Company’s business.

The Nomination Policy contains a number of factors in assessing the suitability of a proposed candidate which include the reputation for integrity, accomplishment and professional knowledge and industry experience which may be relevant to the Company, commitment in respect of available time, merit and potential contributions to the Board with reference to the Company’s Board Diversity Policy, and the independence criteria under Rule 3.13 of the Listing Rules if the candidate is proposed to be appointed as an independent non-executive director. The policy also lays down the nomination procedures on appointment or re-appointment of directors. The Nomination Committee will conduct the relevant selection process (coupled with the relevant selection criteria) against the nominated candidate for new directorship or director offer for re-election and make recommendations to the Board for consideration. The Board will then make a decision as to whether the nominated candidate or the director offer for re-election shall be eligible to be appointed as a director or eligible to be re-appointed as a director of the Company respectively.

Board Diversity Policy

With a view to achieving a sustainable and balanced development, the Company has been considering diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. The Board Diversity Policy allows the Company to consider board diversity from a number of factors when deciding on new and re-appointments to the Board in order to achieve a diversity of perspectives among Board members. These factors include but not limited to gender, age, ethnicity, cultural and educational background, professional or industry experience, skills, knowledge and other qualities of Directors. The Nomination Committee shall consider candidates on merits as well as against these measurable objectives with due regard for the benefits of the appropriate diversity of perspectives within the Board and also the candidates’ potential contributions thereto.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

NOMINATION OF DIRECTORS AND SENIOR MANAGEMENT *(Continued)*

Board Diversity Policy *(Continued)*

The Board as a whole is responsible for reviewing the structure, size and composition of the Board with due regard to the intended benefits of board diversity. The balance between the number of Executive and Non-Executive Directors is considered effective in ensuring independent judgment being exercised effectively to provide sufficient checks and balances to safeguard the interests of the Company and its shareholders. The Company believes that the current Board composition is well-balanced and of a diverse mix appropriate for the business of the Company. The Board reviews and monitors the implementation of board diversity on a regular basis to ensure its effectiveness on determining the optimal composition of the Board.

Nomination Committee

The Company established its Nomination Committee with written terms of reference on 20th February, 2012. The current written terms of reference are available at the Company's website www.sino.com and the Stock Exchange's website.

The Nomination Committee is responsible for regularly reviewing the structure, size and composition of the Board with reference to the Board Diversity Policy of the Company and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy. Its duties include making recommendations to the Board on the selection of individuals nominated for directorships, the appointment or re-appointment of Directors and succession planning for Directors, and regularly reviewing the time required from a Director to perform his responsibilities. The Committee is also responsible for assessing the independence of Independent Non-Executive Directors and reviewing their annual confirmations on independence. The Committee meets at least once a year and is provided with sufficient resources enabling it to discharge its duties.

The Nomination Committee, which is chaired by the Chairman of the Board, currently comprises three members with the Independent Non-Executive Directors constituting the majority of the Committee.

The Nomination Committee was not constituted by a majority of Independent Non-Executive Directors as required under the Code during the period from 11th March, 2019 to 8th May, 2019 following the passing away of Mr. Peter Wong Man Kong, the then Independent Non-Executive Director, on 11th March, 2019. Subsequently, the Board has appointed Mr. Hung Wai Man as a member of the Nomination Committee with effect from 9th May, 2019 to be in compliance with the said requirement.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

NOMINATION OF DIRECTORS AND SENIOR MANAGEMENT *(Continued)*

Nomination Committee *(Continued)*

During the year, the Nomination Committee had performed the following works:

- reviewed the structure, size and composition of the Board. Having considered Mr. Hung Wai Man's independence, profile, skills and experience in the computer industry, the Committee recommended to the Board the appointment of Mr. Hung Wai Man as an Independent Non-Executive Director of the Board with effect from 1st January, 2019;
- reviewed the structure, size and composition of the Board and recommended the re-appointment of three retiring Directors;
- assessed the independence of Independent Non-Executive Directors and their annual confirmations on independence; and
- reviewed time commitment of Directors.

The attendance records of the then committee members to committee meeting(s) are set out below:

Committee members	Meeting(s) Attended/Held
Mr. Robert Ng Chee Siong <i>(Committee Chairman)</i>	2/2
Mr. Peter Wong Man Kong* <i>(deceased on 11th March, 2019)</i>	1/1
Mr. Steven Ong Kay Eng*	2/2
Mr. Hung Wai Man* <i>(appointed on 9th May, 2019)</i>	0/1

* *Independent Non-Executive Director*

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

ACCOUNTABILITY AND AUDIT

Directors' Responsibilities for Financial Statements

The Board is responsible for the preparation of the financial statements which should give a true and fair view of the state of affairs of the Company and of the results and cash flows for such reporting period. In preparing the financial statements, the Board has adopted generally accepted accounting standards in Hong Kong and suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable, and prepared the financial statements on a going concern basis. The Board is responsible for ensuring that the Company keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company.

The Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt over the Company's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the financial statements.

The auditor is responsible for auditing and reporting its opinion on the financial statements of the Company and the independent auditor's report for the financial year ended 30th June, 2019 is set out in the section entitled "Independent Auditor's Report" of this Annual Report.

Risk Management and Internal Control

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The Audit Committee is delegated with the authority from the Board to oversee the risk management and internal control systems.

Effective risk management is important to the Company's achievement of its strategic goals. To this end, the Company adopts an Enterprise Risk Management ("ERM") approach to assist the Audit Committee and the Board in discharging its risk management responsibilities and individual business units in managing the key risks faced by the Company. Details of the main features of the ERM system including the processes for the identification, evaluation and management of significant risks are set out in the "Risk Management Report" on pages 66 to 73.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

ACCOUNTABILITY AND AUDIT *(Continued)*

Risk Management and Internal Control *(Continued)*

The Company's internal control system is built on a sound control environment with a strong commitment to ethical values. "Staff integrity" is among one of our core values. A Code of Conduct, including prevention of bribery and avoidance of conflict of interest has been established. The core values and Code of Conduct are communicated to all new staff during orientation. This information is also included in the Staff Handbook and available on our intranet. The importance of integrity is reiterated regularly by messages from senior management and through training and seminar. The Business Ethics Committee has been established as a whistle-blowing channel for staff and other relevant parties to report misconduct cases. Every reported case will be handled in confidence and followed through in accordance with the policy and procedures for notification of unethical conduct.

The internal control system also includes an appropriate organizational structure with clearly defined responsibilities, accountability and authorities underpinning proper segregation of duties, complemented by monitoring and reporting mechanism to ensure proper checks and balances. Policies and procedures covering key business processes are established and communicated to staff, and are reviewed regularly to ensure continued relevance and effectiveness, and for continuous improvement.

The Company's internal control system is fully integrated with the risk management framework. The ERM is a process through which risks together with the relevant controls are being identified, assessed, evaluated and reviewed on an ongoing basis. All the significant risks identified are mapped to and incorporated in the annual internal audit plan. Key controls are subject to independent review and test by the Internal Audit Department in order to assess their adequacy and effectiveness.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

ACCOUNTABILITY AND AUDIT *(Continued)*

Risk Management and Internal Control *(Continued)*

Internal Audit

The Internal Audit Department provides independent assurance regarding the existence of adequate and effective controls in the operations of the Company's business units. The Head of Internal Audit Department reports directly to the Audit Committee. In performing its duties, the Internal Audit Department has free and unfettered access to information and to meet with any of the department heads or persons-in-charge as stipulated in the Internal Audit Charter.

The Internal Audit Department adopts a risk-based audit approach. It conducts annual risk assessment and devises a 3-year-rolling internal audit plan which is reviewed and approved by the Audit Committee. Depending on the nature and exposure of the risks of individual business units, the Internal Audit Department performs audits and reviews on their operations, and conducts recurring and impromptu site investigations on selected risk areas to ensure the effectiveness of the controls implemented by the relevant business units. The audit findings regarding control weaknesses are communicated to the business units concerned. Significant audit findings and recommendations are reported to the Audit Committee, which in turn reports to the Board. The implementation of the agreed actions in response to the audit findings are tracked and followed up regularly, and the status is reported to the Audit Committee.

Internal Control Self-assessment

To further enhance the risk management and internal control systems, the heads of individual business units conduct annual internal control self-assessment with reference to the 17 principles of the COSO (The Committee of Sponsoring Organizations of the Treadway Commission) 2013 Internal Control – Integrated Framework. Through the use of control self-assessment questionnaires, they systemically review and assess the effectiveness of all the internal controls over their business operations that are in place to mitigate the risks, identify potential new risks affecting their businesses and operations, design and execute control enhancement plans to address such new risks. The results of the self-assessment are reported to the Board through the Audit Committee and form part of the annual assessment of the adequacy and effectiveness of the risk management and internal control systems.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

ACCOUNTABILITY AND AUDIT *(Continued)*

Risk Management and Internal Control *(Continued)*

Evaluation of the Adequacy of Resources of the Company's Accounting and Financial Reporting Function, and Internal Audit Function

For the year ended 30th June, 2019, the Internal Audit Department has conducted an assessment and concluded that the resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function were adequate. The Head of Internal Audit Department, in conjunction with the Human Resources Department, also carried out a review of the internal audit function and concluded that its resources, staff qualifications and experience, training programmes and budget were adequate. The review results were reported to the Audit Committee.

Based on the above, the Board and the Audit Committee were satisfied with the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function, and internal audit function.

Review of the Effectiveness of Risk Management and Internal Control Systems

The Board has the overall responsibility for the risk management and internal control systems and reviewing effectiveness of such systems. Such systems are designed to manage rather than eliminate the risks of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

On behalf of the Board, the Audit Committee evaluates the effectiveness of the Company's risk management and internal control systems at least annually. For the financial year ended 30th June, 2019, the Audit Committee, with the assistance of the Risk and Control Committee, conducted a review of the effectiveness of the Group's risk management and internal control systems covering all the material controls, including environmental, social and governance related risks, financial, operational and compliance controls. Throughout the year, the Audit Committee also oversaw the risk management system on an ongoing basis through various activities including reviewing and approving the updated ERM Policy and Framework as well as the ERM reports.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

ACCOUNTABILITY AND AUDIT *(Continued)*

Risk Management and Internal Control *(Continued)*

Review of the Effectiveness of Risk Management and Internal Control Systems (Continued)

For the financial year ended 30th June, 2019, the Board received a confirmation statement from management on the effectiveness of the risk management and internal control systems. The confirmation is based on:

- the work performed by management in identifying, evaluating, monitoring and managing the existing, new and emerging risks on an ongoing basis;
- the results of formal risk assessments conducted quarterly during the year in accordance with the approved ERM Policy and Framework;
- the results of the Group-wide internal control self-assessment performed by individual business units; and
- the independent verification and assurance provided through audit and review performed by the external auditor and the Internal Audit Department.

In the light of the above, the Board and the Audit Committee concluded that the risk management and internal control systems of the Group were effective and adequate. Although there were no significant control failings or weaknesses or areas of major concern identified during the year, the risk management and internal control systems will be reviewed regularly for continuous improvement.

Policy and Procedures of Inside Information Handling and Dissemination

The Company handles and disseminates inside information in accordance with the Securities and Futures Ordinance and the Listing Rules and with reference to the Guidelines on Disclosure of Inside Information issued by the Securities and Futures Commission. Potential inside information is captured through established reporting channels of the business units and escalated to senior management which will consider the price sensitivity of the information. Inside information is kept strictly confidential and is restricted to relevant parties on a need-to-know basis so as to ensure confidentiality until consistent and timely disclosure by way of corporate announcement is made to inform the public of the inside information in an equal and timely manner. A strict prohibition on the unauthorized use of confidential information is included in the Company's code of conduct applicable to all employees of the Group.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

ACCOUNTABILITY AND AUDIT *(Continued)*

Audit Committee

The Company established its Audit Committee with written terms of reference on 16th September, 1998. The current written terms of reference are available at the Company's website www.sino.com and the Stock Exchange's website.

The Audit Committee reports to the Board and holds regular meetings to assist the Board in discharging its responsibilities for effective financial reporting controls, risk management and internal control. The Committee monitors the integrity of the Company's financial statements, annual report and accounts and half-year report and reviews significant financial reporting judgments contained in them. It reviews, makes recommendations and reports to the Board on findings relating to the financial statements, reports and accounts, risk management and internal control systems and compliance issues. The Committee also oversees the Company's relationship with the external auditor, reviews auditor's letter of engagement and makes recommendations to the Board on the appointment and re-appointment of external auditor. It is empowered to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. It reviews external auditor's management letter and any material queries raised by the auditor to the management and the management's response. The Committee meets at least four times a year and is provided with sufficient resources enabling it to discharge its duties.

The Audit Committee currently comprises three members, all of them being Non-Executive Directors with the majority of them being Independent Non-Executive Directors.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

ACCOUNTABILITY AND AUDIT *(Continued)*

Audit Committee *(Continued)*

During the year, the Audit Committee had held four meetings and reviewed, inter alia, the following matters:

- the Company's 2018 annual report and audited financial statements and the 2018/2019 interim report and unaudited interim financial statements, including the accounting policies and practices adopted by the Company, before submitting to the Board;
- the ERM Policy and Framework of the Company for the enhancement of the risk management system;
- internal audit reports and ERM reports on the risk management and internal control systems, including the effectiveness of the risk management and internal control systems of the Group, the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function, and internal audit function;
- internal audit plan 2019/2020;
- usage of annual cap on continuing connected transaction of the Company; and
- re-appointment of the Company's auditor before submitting to the Board.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

ACCOUNTABILITY AND AUDIT *(Continued)*

Audit Committee *(Continued)*

All the meetings were attended by the external auditor of the Company. The attendance records of the then committee members to these committee meetings are set out below:

Committee members	Meeting(s) Attended/Held
Mr. Steven Ong Kay Eng* <i>(Committee Chairman)</i>	4/4
Mr. Gilbert Lui Wing Kwong	4/4
Mr. Peter Wong Man Kong* <i>(deceased on 11th March, 2019)</i>	3/3
Mr. Hung Wai Man* <i>(appointed on 9th May, 2019)</i>	1/1

* *Independent Non-Executive Director*

Codes for Dealing in the Company's Securities

The Company has adopted its own code for dealing in the Company's securities by Directors ("Directors Dealing Code") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules ("Model Code"). The Company has made specific enquiries of all Directors who held such offices during the year under review. All of them confirmed their compliance with the required standard set out in the Directors Dealing Code during the year ended 30th June, 2019. The Company has also adopted a code for dealing in the Company's securities by relevant employees, who are likely to be in possession of inside information in relation to the securities of the Company, on no less exacting terms than the Model Code.

Auditor's Remuneration

The fees in respect of audit and non-audit services provided to the Group by the external auditor of the Company for the year ended 30th June, 2019 amounted to HK\$516,000 and HK\$373,000 respectively. The non-audit services mainly consist of review and consultancy services.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the following corporate governance duties as required under the Code:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors; and
- to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

During the year, the Board considered the following corporate governance matters:

- reviewed the usage of annual cap on continuing connected transaction of the Company;
- reviewed the compliance with the Code through the Compliance Committee;
- reviewed the effectiveness of the risk management and internal control systems of the Group through the Risk and Control Committee and the Audit Committee; and
- approved the adoption of the Board Diversity Policy, Nomination Policy, Dividend Policy, and the revised Corporate Governance Code of the Company.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

CORPORATE GOVERNANCE FUNCTIONS *(Continued)*

Compliance Committee

The Company established its Compliance Committee with written terms of reference on 30th August, 2004 to enhance the corporate governance standard of the Company. The Compliance Committee has dual reporting lines. A principal reporting line is to the Board through the Committee Chairman. A secondary reporting line is to the Audit Committee. The Compliance Committee currently comprises the Deputy Chairman of the Board Mr. Daryl Ng Win Kong (Committee Chairman), the other Executive Directors of the Company, the Chief Financial Officer and Head of Legal and Company Secretarial Departments, the Head of Internal Audit Department, other department heads and the Compliance Officer. The Committee holds regular meetings on a bi-monthly basis to review management reports on ongoing compliance regarding continuing connected transactions and usage of annual caps, provide a forum for regulatory updates for the management, consider corporate governance issues and make recommendations to the Board and the Audit Committee on the Company's corporate governance issues and Listing Rules compliance matters.

COMMUNICATION WITH SHAREHOLDERS

The Company affirms its commitment to maintaining a high degree of corporate transparency, communicating regularly with its shareholders and ensuring in appropriate circumstances, the investment community at large being provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance, risk profile and other material information), in order to enable the shareholders to exercise their rights in an informed manner.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

COMMUNICATION WITH SHAREHOLDERS *(Continued)*

Communication Strategies

Principles

The Board is dedicated to maintain an ongoing dialogue with the shareholders of the Company and the investment community. Information is communicated to the shareholders and the investment community mainly through the Company's financial reports (interim and annual reports), annual general meetings and regular meetings with research analysts and fund managers, as well as by making available all the disclosures submitted to the Stock Exchange and its corporate communications and other corporate publications on the Company's website. The Company continuously enhances its website in order to improve communication with shareholders. Investor/analyst briefings and one-on-one meetings, investor conferences, site visits and results briefings are conducted on a regular basis in order to facilitate effective communication between the Company, shareholders and the investment community. The Board strives to ensure effective and timely dissemination of information to shareholders and the investment community at all times and reviews regularly the above arrangements to ensure its effectiveness.

Shareholders' Meetings

The Board strives to maintain a continuing open dialogue with the shareholders of the Company. Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings. The process of the Company's general meeting is monitored and reviewed on a regular basis, and, if necessary, changes will be made to ensure that shareholders' needs are best served.

The Company uses annual general meeting as one of the principal channels for communicating with its shareholders. The Company ensures that shareholders' views are communicated to the Board. At the annual general meeting, each substantially separate issue has been considered by a separate resolution, including the election of individual Directors. The Chairman of the Board, chairmen of the respective board committees and the external auditor usually attend annual general meetings to inter-face with and answer questions from shareholders.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

COMMUNICATION WITH SHAREHOLDERS *(Continued)*

Communication Strategies *(Continued)*

Shareholders' Meetings (Continued) The last annual general meeting of the Company is the 2018 annual general meeting ("2018 AGM") which was held on 25th October, 2018 at The Pacific Rooms, 9th Floor, Towers Wing, The Royal Pacific Hotel & Towers, 33 Canton Road, Tsim Sha Tsui, Kowloon. The Directors, including the Chairman of the Board, the Chairman of the Audit Committee, the Chairman of the Nomination Committee and the Chairman of the Remuneration Committee, and the external auditor of the Company, Deloitte Touche Tohmatsu, attended the 2018 AGM. The attendance records of the then Directors to the 2018 AGM are set out below:

	Meeting(s) Attended/Held
<i>Executive Directors</i>	
Mr. Robert Ng Chee Siong	1/1
Mr. Daryl Ng Win Kong	1/1
Mr. Giovanni Viterale	1/1
<i>Non-Executive Directors</i>	
The Honourable Ronald Joseph Arculli	1/1
Mr. Gilbert Lui Wing Kwong	1/1
<i>Independent Non-Executive Directors</i>	
Mr. Peter Wong Man Kong <i>(deceased on 11th March, 2019)</i>	1/1
Mr. Steven Ong Kay Eng	1/1
Mr. Wong Cho Bau	0/1

The Company's notice to shareholders for the 2018 AGM was sent to shareholders more than 20 clear business days prior to the meeting. The chairman of the meeting exercised his power under the Company's Amended and Restated Articles of Association to put each proposed resolution to vote by way of a poll. The Company adopted poll voting for all resolutions put to vote at the meeting. The procedures for voting by poll at the 2018 AGM were contained in the circular of the Company to its shareholders, which was dispatched together with the 2018 annual report, and were further explained at the 2018 AGM prior to the polls being taken. Simultaneous translation from English to Cantonese was available at the 2018 AGM.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

COMMUNICATION WITH SHAREHOLDERS *(Continued)*

Communication Strategies *(Continued)*

Shareholders' Meetings (Continued) Separate resolutions were proposed at the 2018 AGM on each substantive issue and the percentage of votes cast in favour of such resolutions as disclosed in the announcement of the Company dated 25th October, 2018 are set out below:

Resolutions proposed at the 2018 AGM		Percentage of Votes
1	Adoption of the audited Financial Statements and the Directors' and Independent Auditor's Reports for the year ended 30th June, 2018	100%
2	Declaration of a final dividend of HK\$0.05 per ordinary share with an option for scrip dividend	100%
3(i)	Re-election of The Honourable Ronald Joseph Arculli as Director	99.99%
3(ii)	Re-election of Mr. Gilbert Lui Wing Kwong as Director	99.99%
3(iii)	Re-election of Mr. Wong Cho Bau as Director	100%
3(iv)	Authorization of the Board to fix the Directors' remuneration for the financial year ending 30th June, 2019	99.99%
4	Re-appointment of Deloitte Touche Tohmatsu as Auditor for the ensuing year and to authorize the Board to fix their remuneration	99.99%
5(i)	Share buy-back mandate up to 10% of the Company's issued shares	100%
5(ii)	Share issue mandate up to 20% of the Company's issued shares	99.99%
5(iii)	Extension of share issue mandate to the shares bought back under the share buy-back mandate	99.99%

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

COMMUNICATION WITH SHAREHOLDERS *(Continued)*

Communication Strategies *(Continued)*

Shareholders' Meetings (Continued) All resolutions put to shareholders at the 2018 AGM were passed. The Company's Principal Registrars were appointed as scrutineers to monitor and count the poll votes cast at that meeting. The results of the voting by poll were published on the respective websites of the Company and the Stock Exchange.

The latest version of the Amended and Restated Memorandum and Articles of Association of the Company is available at the Company's website www.sino.com and the Stock Exchange's website. No changes have been made to the Company's Amended and Restated Memorandum and Articles of Association during the year.

Enquiries

Shareholders can direct their questions about their shareholdings to the Company's Principal Registrars. To the extent the requisite information of the Company is publicly available, shareholders and the investment community may at any time make a request for such information. Designated contacts, email addresses and enquiry lines of the Company have been provided in the "Corporate Information" section of this Annual Report to enable the shareholders and the investment community to make any enquiry in respect of the Company.

Shareholders' Privacy

The Company recognizes the importance of shareholders' privacy and will not disclose shareholders' information without their consent, unless required by law to do so.

Corporate Communications

Corporate communications issued by the Company have been provided to the shareholders in both English and Chinese versions to facilitate their understanding. Shareholders have the right to choose the language (either English or Chinese, or both) or means of receipt of the corporate communications (in hard copy or through electronic means). They are encouraged to provide, amongst other things, their email addresses to the Company in order to facilitate timely, effective and environmental friendly communication.

Company's Website

A section entitled "Investor Relations" is available on the Company's website www.sino.com. Information on the Company's website is updated on a regular basis. Information released by the Company to the Stock Exchange is also posted on the Company's website immediately thereafter in accordance with the Listing Rules. Such information includes financial statements, announcements, circulars to shareholders and notices of general meetings, etc.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

COMMUNICATION WITH SHAREHOLDERS *(Continued)*

Dividend Policy

The Board has formalized and adopted a Dividend Policy with effect from 1st January, 2019 to set out the framework that the Company has put in place in relation to dividend payout to shareholders. The Company's Dividend Policy is consistent with its business profile and maintenance of a strong credit profile while providing steady dividend payout to shareholders. The Company aims to provide relatively consistent, and where appropriate increases, in ordinary dividends linked to the underlying earnings performance of the Company's business for the reporting period. The Company will declare and pay dividends in Hong Kong dollars.

The Company may also offer to its shareholders an option to receive dividends in the form of new shares in the Company credited as fully paid in lieu of cash dividends. The scrip dividend option will enable the shareholders to increase their investment in the Company without incurring brokerage fees, stamp duty and related dealing costs. The Company may, at the Board's discretion, declare and pay dividends in any other forms as prescribed by its Articles of Association, as the Board deems appropriate.

The Board will review the Dividend Policy from time to time and may adopt changes as appropriate at the relevant time to ensure the effectiveness of this Policy.

CORPORATE GOVERNANCE REPORT *(Continued)*

CORPORATE GOVERNANCE PRACTICES *(Continued)*

COMMUNICATION WITH SHAREHOLDERS *(Continued)*

Shareholders' Rights

Pursuant to Article 71 of the Amended and Restated Articles of Association of the Company, Directors are required to call a general meeting on the written requisition of any two or more shareholders of the Company holding not less than 10% of the paid up capital of the Company which carries the right of voting at general meetings of the Company. The request must specify the objects of the meeting and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. Such request must be signed and authenticated by the shareholders making it and be deposited at the registered office of the Company at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands for the attention of the Company Secretary. The request should also be sent to the Company's email address at investorrelations@sino.com.

Any shareholder who wishes to propose a person (other than a retiring Director) for election as director ("Candidate") at a general meeting of the Company, should (a) deposit a written notice of such proposal at the principal office of the Company for the attention of the Company Secretary, signed by the shareholder who should be qualified to attend and vote at the general meeting; (b) provide biographical details of the Candidate as set out in Rule 13.51(2)(a) to (x) of the Listing Rules; and (c) provide a written consent signed by the Candidate indicating his/her willingness to be elected. The period for lodgment of such a written notice shall be at least 7 days commencing no earlier than the day after the dispatch of the notice of the meeting appointed for such meeting and such election and ending not later than 7 days prior to the meeting.

The Company has been practising the above shareholders' communication policy to handle enquiries put to the Board and will review them on a regular basis to ensure their effectiveness. Specific enquiries and suggestions by shareholders can be sent in writing to the Board or the Company Secretary at our principal office address or by email to the Company.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Sino Hotels (Holdings) Limited (“Company”) is pleased to present this Environmental, Social and Governance (“ESG”) Report (“ESG Report”) which summarizes the ESG policies, initiatives and performance of the Company and its subsidiaries (collectively, “Group”) as well as demonstrates its commitment in achieving environmental and social sustainability for the year ended 30th June, 2019.

REPORTING FRAMEWORK AND SCOPE

This ESG Report is prepared in accordance with the ‘Environmental, Social and Governance Reporting Guide’ under Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. It covers the management approach for the material sustainability aspects of the Group’s core businesses in hotel investment, operation and management. The focus of this ESG Report is to summarize the environmental and social sustainability performance and initiatives of City Garden Hotel and The Royal Pacific Hotel & Towers. Information relating to the Group’s corporate governance practices can be found in the Corporate Governance Report on pages 18 to 45.

APPROACH, STRATEGY TO ESG AND REPORTING

As a responsible corporate citizen, the Group’s ESG approach is to incorporate sustainability initiatives into the operations and management of its hotels. The Group holds corporate social responsibilities in high regard as the Group maintains high level of corporate governance standards and operates in a way to protect the environment, serve the community, promote social integration and support heritage conservation. With the objective of becoming the preferred choice of customers, investors and employees, the Group endeavours to establish a high reputation in the hospitality and tourism industry and promises to deliver a high standard of services to its guests.

STAKEHOLDER ENGAGEMENT

To better understand stakeholders’ concerns and expectations, the Group has adopted a multi-pronged approach to engage its key stakeholders, including customers, staff, shareholders, investors, non-governmental organizations (“NGOs”), partners (suppliers and contractors, academia and the government), local communities and mass media, on a regular basis through various channels.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

STAKEHOLDER ENGAGEMENT *(Continued)*

Stakeholders	Channels to engage
Customers	<ul style="list-style-type: none"> • Customer Service Hotline • Regular Gatherings • Social Media • Daily Personal Contact
Staff	<ul style="list-style-type: none"> • Town Hall Meetings and Monthly Mini-Town Hall Meetings • Staff Magazine (InSino) • New Hire Orientation • SinoNet (Intranet) • Staff Suggestion Award Scheme • Quality Improvement Champion Scheme • Sinovation
Shareholders	<ul style="list-style-type: none"> • Annual General Meetings • Annual and Interim Reports • Press Releases, Announcements and Circulars
Investors	<ul style="list-style-type: none"> • Investor Conferences • Site Visits • Analyst Briefings
NGOs	<ul style="list-style-type: none"> • Regular Meetings with Green and Community Partners • Joint Activities
Partners (suppliers and contractors, academia and the government)	<ul style="list-style-type: none"> • Tendering Process • Meetings and Conferences • Exhibitions • Site Visits
Local Communities	<ul style="list-style-type: none"> • Volunteering Opportunities • Charitable Events • Art Exhibitions and Functions
Mass Media	<ul style="list-style-type: none"> • Press Conference and Luncheons • Press Releases

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

SUSTAINABILITY GOVERNANCE

The sustainability management framework of the Group aims to create accountability for sustainability at all levels. The Group set up a Sustainability Committee in 2010 to drive the planning and implementation of the Group's strategies for building a more sustainable business. The committee members include Mr. Daryl Ng Win Kong, the Deputy Chairman, together with other committee members drawn from key executives of various business units across the Group. The committee provides overall strategic direction in sustainability across the Group and facilitates the implementation of the policies and programmes related to corporate sustainability. It formulates environmental policy of the Group which outlines the Group's long-term corporate plan to guide the environmental management systems and standards for different business units.

At the monitoring and execution level, a Green Audit Committee, comprising designated representatives from various business units across the Group, has been set up to conduct regular checks on environmental practices at the Group's hotels and provide suggestions for further improvement. A dedicated team, namely the Employee Safety and Health Committee, comprising senior executives from all key business units, has been established to administer the health and safety management system of the Group and to ensure that the principles are adopted in day-to-day operations. The committee also reviews injury cases for loss control and prevention. In recognition of the genuine need to tackle the environmental impact brought about by plastic waste, a Steering Committee has been set up to formulate strategies and action plans on plastic reduction across the business units.

An information and data collection template is adopted and used for collection of ESG information and data from relevant departments and business units of the Group. The ESG Report is prepared based on the information and data so collected and the key performance indicators relating to the Group's business operations are highlighted in the paragraphs below.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

ENVIRONMENTAL

Building a Sustainable Environment

The Group is well aware of the importance of environmental management and sustainable development and is devoted to reducing its ecological footprint throughout its operations. Under its environmental policy, the Group pledges to:

- proactively cultivate a culture of environmental sustainability among the guests, staff and business partners and join hands with them to involve in green initiatives;
- spread the message of environmental protection through determination to achieve energy conservation, waste minimization and pollution prevention;
- implement and regularly review its environmental measures to ensure effectiveness and advocating sustainable green living; and
- manage and oversee its hotels to ensure full compliance with applicable legislation in relation to environmental protection.

By adhering to the environmental policy, the Group affirms its commitment to improving and maintaining high standards of environmental protection. The Group endeavours to reduce energy consumption, control greenhouse gas (“GHG”) emissions, mitigate water pollution, enhance waste management and minimize food wastage in promoting low carbon living and green corporate culture.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

ENVIRONMENTAL *(Continued)*

Emissions

Control and Minimization

The Group's major objectives are to reduce its carbon and ecological footprint and adopt practices that are sustainable to the environment. Through careful planning, the Group strives to minimize energy consumption and improve energy efficiency in its hotels. The Group has incorporated various sustainable energy measures that have resulted in reducing energy consumption in its daily operations. Below are the highlights of some of the key initiatives:

- retrofitting lights to more energy efficient lights, such as LED and T5 fluorescent lamps;
- continuous replacement of aged air handling unit by more energy efficient ones with variable frequent drive control;
- replacing T5 fluorescent tube in its hotels by LED panel for signage;
- installation of new energy efficient water boiler to save significant operation costs; and
- installation of electric vehicle chargers at its hotels.

Apart from energy saving signs which are visible for guests and staff, high-efficiency energy appliances and the key card system have been installed in controlling the Group's carbon footprint.

The Company participated in the Carbon Footprint Repository for Listed Companies in Hong Kong under the Carbon Reporting Website developed by the Environmental Protection Department to enhance the carbon data transparency and to raise the public awareness on climate change issues. The Repository is a carbon disclosure initiative to allow available information on GHG emissions reported directly by the listed companies in Hong Kong as a result of their business operations, together with other related information such as their carbon reduction programmes on combating climate change.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

ENVIRONMENTAL *(Continued)*

Emissions *(Continued)*

GHG Emissions Data

GHG emissions from the Group's operations

			For the year ended 30th June, 2019	For the year ended 30th June, 2018
			<i>Unit</i>	
Scope 1	Direct GHG emissions	<i>tonnes CO₂ equivalent</i>	32.20	36.19
Scope 2	Indirect GHG emissions	<i>tonnes CO₂ equivalent</i>	10,331.36	10,404.31
Scope 3	Other indirect GHG emissions	<i>tonnes CO₂ equivalent</i>	148.52	95.29
Total GHG emissions		<i>tonnes CO₂ equivalent</i>	10,512.08	10,535.79
GHG emissions intensity		<i>tonnes CO₂ equivalent/ room night</i>	0.02	0.02

Waste Reduction and Recycling

Through the '4-R Principles – Reduce, Reuse, Replace and Recycle', the Group strives to achieve the target of reducing the amount of waste disposed to the landfills. Plastic bottles, paper and cooking oil are some of the items which are the subjects of the Group's recycling programme.

Further to the announcement of the Plastic Awareness Campaign in April 2018 and the pledge to reduce consumption of single-use plastic by 50% by 2022 from 2017 level, the Group strives to reduce consumption of single-use plastic where possible. In June 2018, the Group banned plastic straws and stirring rods at all food & beverage outlets, and would serve eco-friendly alternatives upon request. The Group also initiated the first hotel-wide substitution of plastic bottled water on all premises in Hong Kong. 49 smart filtered water stations serving 1,282 guest rooms and facilities are installed at easily accessible locations for guests to refill their own bottles or glass flasks provided in each room. 321,851 plastic bottles have been saved since installation.

Other initiatives include replacing small bathroom amenities with refillable dispensers, providing eco-friendly containers and cutleries, and, introducing umbrella dryers to reduce consumption of single-use plastic.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

ENVIRONMENTAL *(Continued)*

Emissions *(Continued)*

Waste Disposal Data

Waste Produced from the Group's operation

		<i>Unit</i>	For the year ended 30th June, 2019	For the year ended 30th June, 2018
Hazardous waste ¹	Disposal	<i>kg</i>	157.31	191
	Intensity	<i>kg/room night</i>	0.00037	0.00044
Non-hazardous waste	Disposal	<i>tonnes</i>	1,542	1,530
	Intensity	<i>kg/room night</i>	3.67	3.54

Note:

1. Hazardous waste generated by the Group was collected by qualified contractors for recovery and/or disposal in a safe manner.

Recycled Materials Data

Recycled Materials from the Group's operation

	<i>Unit</i>	For the year ended 30th June, 2019	For the year ended 30th June, 2018
Plastic Bottles	<i>kg</i>	677	717
Glass Bottles	<i>kg</i>	5,273	6,063
Paper	<i>tonnes</i>	31	51
Aluminum Cans	<i>kg</i>	65	112
Used Cooking Oil	<i>litres</i>	7,787	9,036
Used Cartridges	<i>pieces</i>	120	148

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

ENVIRONMENTAL *(Continued)*

Emissions *(Continued)*

Food Waste Management

The Group undertakes to continue its dedication to food waste reduction by supporting the HKSAR Government's food waste reduction programmes and bringing innovative inspirations to the hospitality industry. Since 2013, the Group has established a food waste management task force team to oversee food waste reduction. The task force team, which is led by chefs, stewards, hygiene manager and sustainability manager, performs regular review on the effectiveness of the food production, processing and final disposal procedures in the hotels. The Group has been a partner with the Food Wise Hong Kong Campaign of the HKSAR Government since 2013. Food Wise signs are available in its hotels' buffet lines to promote the culture of eating wisely. Statistics on food waste disposal and recycling are gathered and analyzed on a monthly basis, so as to evaluate the effectiveness and practicality of its hotels' food waste management. The food waste is collected on a daily basis and delivered to O•PARK1, the first organic resources recovery centre in Siu Ho Wan and converts into biogas for electricity generation and compost for landscaping and agriculture use.

For the year ended 30th June, 2019, 70,984 kg (2018: 72,420 kg) of food waste was collected for recycling, representing a reduction by 49% compared to 2014 level (139,320 kg).

Use of Resources

The Group actively pursues for effective water management to consume water responsibly in order to minimize the water consumption throughout its operation. To this end, the Group has established various environmental initiatives from installing water saving devices to adopting water reduction practices. The key water saving measures include:

- encouraging hotel guests to engage in the linen and towel reuse programme;
- promoting an awareness of water conservation among housekeeping and kitchen staff;
- introducing jet sprays for dish washing;
- ensuring an operation of fully loaded dish washers and washing machines; and
- regular inspection on its hotels' water facilities to ensure no water leakage.

The total water consumption of the Group's hotels is registered at least once a month to monitor the water usage.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

ENVIRONMENTAL *(Continued)*

Use of Resources *(Continued)*

The Group also undertakes to involve and participate in the Energy Saving Charter 2018 organized by the Environment Bureau.

Energy and Water Consumption Data

Energy and Water Consumption from the Group's operation

			For the year ended 30th June, 2019	For the year ended 30th June, 2018
			Unit	
Electricity	Consumption	<i>kWh</i>	15,190,598	15,466,854
	Intensity	<i>kWh/room night</i>	36.25	35.81
Fuel – Towngas	Consumption	<i>MJ</i>	5,617,920	6,351,216
	Intensity	<i>MJ/room night</i>	13.41	14.7
Water ¹	Consumption	<i>m³</i>	224,845	236,741
	Intensity	<i>m³/room night</i>	0.54	0.55

Note:

1. All potable water and flushing water used by the Group were provided by the municipal waterworks with appropriate licences/permits. There were no issues related to sourcing water that was fit for purpose.

Use of Packaging Materials

The Group also established guidelines on festive packaging design to engage suppliers to use less packaging materials and explore alternative eco-friendly materials to replace conventional packaging. According to the guidelines, suppliers are obligated to adopt the following guiding principles for festive packaging design:

- (i) Design of the Packaging
 - simple packaging – excessive packaging is not recommended and packaging should be available for recycling with the fundamental principle of protecting the gift from damage;
 - reusable design concept – the reuse of packaging materials should be promoted through careful design of the packaging and its material; and
 - gift-packaging integration – when possible, the packaging should be incorporated as a part of the gift so as to raise their utilization and minimize waste generation.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

ENVIRONMENTAL *(Continued)*

Use of Resources *(Continued)*

Use of Packaging Materials (Continued)

(ii) Choice of Packaging Materials

- encouraging the use of single packaging material;
- recommending recyclable packaging materials, especially for those containing recycled constituents (such as recycled paper) or environmentally certified products (such as FSC paper) and minimizing the use of non environmental-friendly materials with low recyclable values (such as PVC plastic or plastic foam); and
- encouraging the use of eco-friendly or fully biodegradable packaging materials (such as using biodegradable transparent gift wrapping film).

For the year ended 30th June, 2019, 3.60 tonnes (2018: 3.58 tonnes) of material were used for festive packaging.

The Environmental and Natural Resources

Sustainable Seafood

In support of sustainable seafood and full commitment on marine conservation, the Group has followed the 'Sustainable Seafood Guide' issued by the World Wildlife Fund and Marine Stewardship Council to purchase seafood that is sustainability-labeled and certified. The Group has also ceased serving shark's fin at all of its restaurants and banquets since 2012 to ensure that the Group provides food that is not only in the best quality but also environmentally sound.

The Company is not aware of any material non-compliance with relevant laws and regulations relating to air and GHG emissions, discharge into water and land, and generation of hazardous and non-hazardous waste that have a significant impact on the Group for the year ended 30th June, 2019.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

SOCIAL

Employment and Labour Practices Hospitality industry is both labour and capital intensive. It relies on people to deliver quality service and maintain the facilities in good condition. A team of engaged and well-trained staff is the key contributing factor to building customer loyalty and making the hotels of the Group the preferred choice for its customers.

As a responsible employer, the Group is committed to providing a fair workplace through promoting non-discrimination and diversity to staff, together with competitive remunerations and benefits based on skill, knowledge, responsibilities and involvement in the Group's affairs, as well as opportunities for career development based on merits and performances. With a special emphasis on assuring comprehensive welfares and safeguards for its employees, the remuneration is reviewed annually to reflect employees' performance, experiences and market condition.

The Group is devoted to providing equal employment opportunities in relation to all human resources matters including recruitment, training, promotion, transfer, remuneration, etc. regardless of gender, disability, family status, marital status, pregnancy, race, religion, age, national origin, sexual orientation, and employees enjoy the same benefits regardless of their backgrounds. The Group enforces zero tolerance on differential treatment and harassment on grounds of race, disability, sex and family status whereas discrimination, harassment and vilification on the ground of sexual orientation will not be tolerated in the workplace.

The Group's efforts in supporting employees' personal development and professional training allows it to attract the right talents that match closely with its operation needs. Its staff handbook outlines a comprehensive framework together with detailed human resources management policies, and also provides information and guidelines to its staff in the areas of working conditions, benefits and remunerations, training and development as well as health and safety. The Group regularly reviews its staff handbook to dovetail with new legal and regulatory requirements so as to offer a supportive and equal workplace for its employees.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

SOCIAL *(Continued)*

Employment and Labour Practices *(Continued)*

The Group also aims to serve the workplace as a platform for employees' enjoyment as well as career development. Therefore, the Group offers various leisure and sports activities including birthday celebrations, sporting competitions and handcraft workshops to light up the office workplace and tighten the bonding among employees. The Group believes that a harmonious working environment and healthy lifestyle can facilitate work-life balance for its employees. A five-day week policy has been adopted since June 2016 for the Group's office staff.

To continue the Group's efforts to promote social integration, the Group collaborates with Hong Chi Association, Hong Kong Society for the Deaf and Ebenezer School & Home for the Visually Impaired by offering their members long-term employment and training opportunities.

Various transparent communication channels are in place across the Group's business units to ensure effective dialogue between employees and management. Regular staff meetings, staff communication sessions, department sharing sessions, Staff Suggestion Award Scheme, Quality Improvement Champion Scheme and Sinovation are hosted for the employees to express their thoughts and opinions so as to enhance interconnections among departments and foster a strong sense of belonging for employees. Moreover, the Group also conducts annual employee experience survey to gather comments from employees and the comments are reviewed by the senior management to ensure they are followed up effectively.

For the year ended 30th June, 2019, the Company is not aware of any material non-compliance with laws and regulations relating to employment and labour practices that have a significant impact on the Group.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

SOCIAL *(Continued)*

Health and Safety

Employees' occupational health and safety is an indispensable part of the Group as it recognizes human asset as the cornerstone of a successful organization. In its 'Occupational Safety and Health ("OSH") Policy Statement', the Group summarizes the practicable principles and reasonable practices at work and covenants to:

- provide and maintain the training, machineries and facilities, material applications, environments, methods and systems at work up to the highest safety and health standards, preventing occupational injuries and diseases;
- assign competent and skilled staff and contractors to handle works with critical hazards or impacts related to OSH;
- promote the safety culture through various communication channels such as safety campaigns, discussion and sharing sessions; and
- require contractors or sub-contractors of its projects to assist in the implementation of policies, procedures and practices related to OSH at work.

In order to promote good staff habits to pursue safety standards and enhance employees' safety awareness, the Group hosts regular safety training workshops to provide impetus for the staff to gain a deeper understanding of personal health and safety issues. The Group has also set up an internal risk and safety team, which consists of representatives from various departments including hygiene, engineering and security to promote and advocate a safe working environment for achieving 'zero accident' status.

To ensure the applicability and responsiveness of the OSH measures, the Group also reviews the performance of the measures on a regular basis so that their effectiveness and reliability can be maintained. OSH measures include conducting daily inspections, formulating emergency response plans, conducting risk assessment and refining its accident investigation mechanism so as to ensure legal compliance and minimize risks associated with OSH.

For the year ended 30th June, 2019, the Company is not aware of any material non-compliance with laws and regulations relating to OSH that have a significant impact on the Group.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

SOCIAL *(Continued)*

Development and Training

The Group encourages lifelong learning at all employee levels as the contributions of its employees are critical to its success. Training programmes are constantly updated and their contents are reviewed and improved based on the feedback from staff and management. During the reporting year, the Group organized various training programmes, including soft skills training, on-job practical training, language classes and experience sharing sessions. The programmes aim to equip the Group's employees with the right skillsets to reach their potential, and to become more efficient and prepared to deliver the best qualified services to customers.

The Group hosts a new training programme, namely FLY Programme, to provide continuous development for talents with leadership potential from supervisory to manager level. The programme covers three main aspects including self-leadership, team leadership and business leadership. Through the FLY Programme, the participants can further develop and strengthen their leadership and management skills to take on more senior positions. It also enables the participants to have mutual growth with the Group through achieving continuous lifelong learning.

Labour Standards – Anti-child and Forced Labour

The Group adopts a policy of zero tolerance on child labour and forced labour across its operation, and strictly complies with the applicable labour laws in the employment procedures. Apart from applying the standards with consistency in the Group, the Group goes a step further to assess and oversee the code of conduct of its suppliers in accordance with the 'Policies and Procedures for Group Approved Contractors/Suppliers List' including their social and ethical standards. The Group is dedicated to minimizing the risks associated with its supply chain and ensure that its suppliers are not engaged in inappropriate labour practices.

For the year ended 30th June, 2019, the Company is not aware of any non-compliance with relevant laws and regulations relating to preventing child or forced labour that have a significant impact on the Group.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

SOCIAL (Continued)

Supply Chain Management

The Group proactively collaborates with its business partners to provide quality sustainable products and services to its hotels' customers. It is the Group's aspiration to work with its business partners in order to further promote its green practices and achieve more sustainable consumption and production in the supply chain. To ensure a high quality standard on all suppliers and contractors, the Group has established the 'Policies and Procedures for Group Approved Contractors/Suppliers List' and included other corresponding and supplementary requirements in its standard tender documents. These requirements cover regulatory compliance, labour practices, anti-corruption, environmental measures, green procurement, OSH and other business ethics. The policies allow the Group to manage and oversee the ethical practices of its business partners. New suppliers and contractors are required to submit an application with supporting documents and go through a comprehensive assessment process. Suitable contractors/suppliers will be placed under the 'Approved Contractors/Suppliers List' after a thorough assessment. The Group also has standard approach and criteria to assess the performance of suppliers and contractors. For instance, auditors from various departments will conduct factory audit and due diligence on the approved suppliers/contractors to review and assess their performance. Spot checks will be conducted on a regular basis to ensure full compliance of law and requirements by the suppliers and contractors.

Green Procurement Practices

It is the Group's intention to integrate environmental considerations into sustainable consumption and production in its supply chain. In 2014, the Group established 'Green Purchasing Guidelines' with the aim of engaging its business partners (contractors and suppliers) to review and assess the environmental impact of their products' life cycle as well as adopting environmental-friendly practices such as offering products with greater durability and greater energy efficiency.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

SOCIAL *(Continued)*

Supply Chain Management *(Continued)*

Green Procurement Practices (Continued)

According to the 'Green Purchasing Guidelines', all purchasing units are encouraged to take into consideration the following principles before making a purchase:

- evaluating the necessity of the product or service to avoid unnecessary consumption and manage demand;
- placing the '4-R Principles – Reduce, Reuse, Replace and Recycle' ahead of the purchase of a replacement product;
- assessing the environmental parameters (emissions, pollutants, energy and water) associated with all stages of the product life cycle, such as manufacturing and disposal;
- avoiding purchasing products comprising hazardous material content;
- considering the end-of-life options, including the reuse, repair, recycling and disposal options; and
- considering the purchase of biodegradable plastic products, such as garbage bags, packaging containers and cutleries.

Product Responsibility

Customer Engagement

The Group puts all efforts on proactively enhancing customer satisfaction and promoting a culture of 'Customer First' and 'Quality Excellence' within the Group. By establishing open communication channels such as daily communication, comments posted online, courtesy calls, online guest electronic surveys, mystery shopper programmes and social media sites, the Group is dedicated to understanding the needs of its customers and to continuously evaluate its service quality based on the feedbacks from communication channels. The Group has its Customer Satisfaction and Complaints Handling System and established standards to deal with complaints from the customers so that the Group can address customers' concerns and needs in a timely and professional manner, turning its customers' concerns into learning opportunities for the Group's continuous development.

The Group strictly follows regulatory requirements, industry guidelines and internal procedures to improve customer health and safety, promote responsible marketing and ensure information security of its customers.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

SOCIAL *(Continued)*

Product Responsibility *(Continued)*

Customer Engagement (Continued)

To extend the Group's commitment to promoting better indoor air quality for the customers, City Garden Hotel and The Royal Pacific Hotel & Towers are two of the pioneer hotels in Hong Kong to go 100% smoke-free. Smoking is prohibited in all the guest rooms, restaurants, common areas and all enclosed facilities. These measures help to provide a health-conscious and smoke sensitive environment for the global travellers, and guarantee the guests to stay out from both the second and lingering third-hand smoke.

To promote social integration and inclusion, the Group is dedicated to cultivating a barrier-free environment and culture at the hotels. The Group is one of the pioneering groups in the hospitality industry to introduce Braille menus for the visually impaired individuals at its hotels' restaurants and support guide dog services. To ensure that its hotels colleagues are capable of catering the needs of customers, the hotels colleagues are required to attend regular guide dog training sessions to attain the required skillsets. In recognition of the Group's effort in advocating social inclusion, The Royal Pacific Hotel & Towers and City Garden Hotel have been honoured to be selected as Barrier-Free Hotels by Hong Kong Council of Social Service since 2013.

Protecting Personal Data Privacy and Intellectual Property

The Group has put in place its 'Internet Privacy Policy' as it understands that it is of paramount importance to safeguard customers' data privacy and handle customers' personal data carefully. The purpose of collecting personal information of the customers on the hotels' website, types of personal information to be collected, the third parties with whom the Group might share such information, and the ways the customers can access or correct the personal information they have provided, are all pinned down in the Group's 'Internet Privacy Policy'. Furthermore, all employees are required to keep abreast of and fully comply with the Personal Data (Privacy) Ordinance at all time when handling customers' personal data.

For the year ended 30th June, 2019, the Company is not aware of any material non-compliance with relevant laws and regulations relating to health and safety, advertising, labeling and privacy matters related to products and services provided and methods of redress that have a significant impact on the Group.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

SOCIAL *(Continued)*

Anti-corruption

The success of a company relies on a strong ethical foundation and staff integrity. The Group prohibits, among others, bribery and corruption. Employees are required to conduct themselves with integrity, in an ethical and proper manner, and in compliance with the applicable laws and regulations of the countries in which the Group operates, including anti-bribery laws.

The employees of the Group are required to comply with the 'Code of Conduct' of the Group, which includes, inter alia, policies, rules, guidelines and procedures relating to prevention of bribery, solicitation and acceptance of advantages, conflict of interest, falsifying documents or furnishing false accounting records, and acceptance of gifts and entertainment from third parties.

A confidential and secure mechanism, namely the Business Ethics Committee comprising management staff, is put in place through the introduction of the 'Unethical Conduct Notification Policy and Procedures' ("UCN Policy and Procedures"). The mechanism strives to protect employees against unethical conducts such as dishonesty, fraud or harassment, while assisting the Group in achieving its business commitments and upholding corporation integrity. The Group encourages employees to raise and report any concerns in confidence about misconduct, malpractice or irregularities in any matters related to the Group. In situation where an employee identifies any possible breach of the 'Code of Conduct' or misconducts, he can report to the Business Ethics Committee or the Risk and Control Committee through formal whistle-blowing procedures under the 'UCN Policy and Procedures'. The confidentiality of all reporting persons is strictly protected and every reasonable effort will be made to maintain the confidentiality to ensure that no retaliation will result from reports or complaints on reportable misconduct made in good faith. The mechanism will be followed by careful investigation procedures to ensure all complaints are treated promptly and fairly. The 'UCN Policy and Procedures' undergoes regular monitoring and review to assess its effectiveness. Furthermore, relevant trainings for the 'UCN Policy and Procedures' are conducted from time to time for staff.

For the year ended 30th June, 2019, the Company is not aware of any material non-compliance with relevant laws and regulations relating to bribery, extortion, fraud and money laundering that have a significant impact on the Group.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

SOCIAL *(Continued)*

Community Investment

The Group has launched various programmes and initiatives on corporate social responsibility front with the aim to drive the Group's efforts in 'building a sustainable environment' and 'serving the community'. Certain initiatives in 'building a sustainable environment' have been highlighted in the above sections. Other initiatives relating to 'serving the community' are highlighted below.

The Group believes that spreading love with others through extending support to different types of targets, such as the elderly, the underprivileged and physical impaired, and participating in community services is essential to constructing a better society. Adhering to its sustainability policy, the Group fosters volunteering culture and community service by leveraging the hotels' resources and organizing a number of meaningful and sustainable community programmes for these targets.

Caring for the Elderly

Through the long-established Hearty Soup Delivery Programme, homemade soup prepared by hotels under the Group is delivered to elderly people in need on a regular basis in partnership with various community service centres. Ad-hoc soup deliveries are also arranged particularly during winter to bring warmth and festive joy to the elderly. Since the launch of the programme in 2011, over 44,200 elderly residents in need across different community districts in Hong Kong are served and over 330 soup delivery events have been organized. To further spread love and care to the elderly, the Group also hosts birthday celebrations in different community service centres so as to foster a caring and harmonious culture.

Caring for Underprivileged Families

The Group has been a long-time supporter for the Food Donation Programme, which was launched since 2011 and in collaboration with various food-related charities such as the Foodlink Foundation and Food Angel. The programme aims to conduct food donation of well-prepared hotels' cooked food to the underprivileged families in the local community every week. The Group's volunteers also visit several community service centres and deliver hotels' food to the residents in need.

For the year ended 30th June, 2019, 1,212 kg of food were distributed to food charities, which is equivalent to 3,190 meal boxes.

During the Easter of 2019, a Junior Chefs workshop was held at City Garden Hotel for the children from underprivileged families. The Junior Chefs workshop offered the children a unique and interactive experience through working with the hotel's chefs to show their talent and creativity.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

SOCIAL *(Continued)*

Community Investment *(Continued)*

Caring for the Underprivileged Women

Since 2015, the Group has participated in Soap for Hope Programme to recycle soap bars discarded from its hotels whilst promoting local women empowerment in Hong Kong. Every month, the collected soap bars are sent to members of the Hong Kong Federation of Women's Centres for processing. The processed, eco-friendly soap bars are donated to the underprivileged families and women in Hong Kong and developing countries. This programme aims to provide job opportunities and empowerment to the underprivileged women in the society by helping them to instill and master new skills.

The Group further collaborates with Hong Kong Federation of Women's Centres and launched a new recycling programme, namely Linen for Life Programme to recycle hotels' guest rooms towels, bed linens and curtains. Through this programme, materials discarded by hotels are converted into new and useful items to support the underprivileged families.

Caring for the Physical Impairment Members

To further the Group's efforts to promote social integration, the Group continues the Social Empowerment Programme and organized a 'lai see' packets upcycling workshop. The workshop aimed to provide training opportunities and share skills to the physical impairment students from Hong Chi Association, and offered a platform for the students to unleash their creativity and promote the message of waste reduction and recycling.

RISK MANAGEMENT REPORT

RISK POLICY STATEMENT

Robust and effective management of risks is an essential and integral part of corporate governance. It helps to ensure that the risks encountered in the course of achieving the Group's strategic objectives are managed within the Group's risk appetite.

To achieve this, an Enterprise Risk Management ("ERM") approach is adopted for identifying, assessing, responding to and reporting on risks that might affect the Group in pursuit of its objectives and goals. The purposes of the implementation of ERM are as follows:

- to establish a structured and systematic process for identifying, assessing, reporting and managing risks;
- to define roles and responsibilities within a "Three Lines of Defence" framework;
- to increase risk awareness at all levels;
- to enhance constructive discussion, effective communication and timely escalation of risks by adopting a common platform for risk management;
- to focus on risks that are relevant to the Group's business and reputation, the Board's requirements and stakeholders' expectations;
- to provide senior management and the Board with a holistic view of the Group's material risk exposures and steps taken to manage and monitor such exposures;
- to provide senior management and the Board with the best available risk information and facilitate the making of informed decisions;
- to ensure compliance with the relevant laws and regulations, and the best practices in corporate governance; and
- to help creating and protecting the value of the Group.

The Group is committed to continuously improving its ERM framework and processes and building a risk-aware culture across the Group with a view to achieving a sustainable and balanced development.

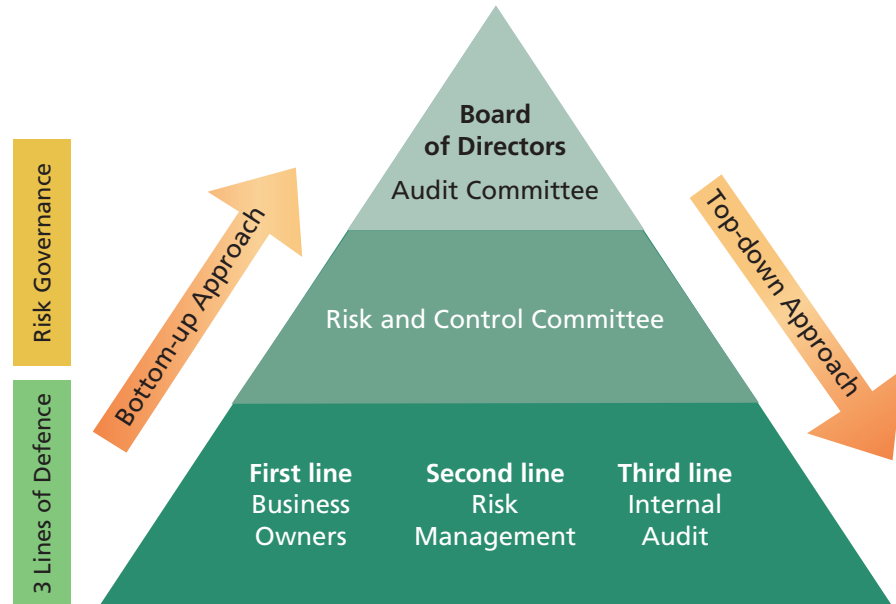
RISK MANAGEMENT REPORT *(Continued)*

RISK GOVERNANCE AND MANAGEMENT

In August 2016, the Audit Committee approved the ERM Policy and Framework, which was based on the International Standard ISO 31000:2009 Risk Management – Principles and Guidelines, proposed by the Risk Management function of the Internal Audit Department. To ensure continued relevance and for continuous improvement, the ERM Policy and Framework has been reviewed and updated with changes in the latest ISO 31000:2018.

The Group adopts a “Three Lines of Defence” model in risk governance. This is manifested by the oversight and directions from the Board, the Audit Committee and the Risk and Control Committee of the Group. The risk management framework of the Group combines a top-down strategic view with a bottom-up operational assessment conducted by each division and department. Members of senior management discuss the top-tier risks escalated through the bottom-up process and deliberate on any other risk issues that they consider important. This combined approach ensures that all the significant risks which need to be considered are identified and managed properly.

The following diagram illustrates the Group’s Risk Governance and Management Framework:



The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems.

RISK MANAGEMENT REPORT *(Continued)*

RISK GOVERNANCE AND MANAGEMENT *(Continued)*

The Audit Committee is delegated with the authority from the Board to oversee the design, implementation and monitoring of the risk management and internal control systems within the Group. The Audit Committee advises the Board on the Group's risk-related matters. The Audit Committee is also responsible for reviewing and approving the Group's ERM Policy and Framework and for ensuring the adequacy and effectiveness of the Group's risk management and internal control systems. The Head of Internal Audit Department reports regularly to the Audit Committee, which in turn reports to the Board, on the Group's overall risk position and key exposures, the actions planned or taken by management, and major emerging risks that require special attention.

The Risk and Control Committee, with its formal terms of reference approved by the Audit Committee, is made up of members from senior management. The Risk and Control Committee assists the Audit Committee in discharging its corporate governance responsibilities for risk management and internal control. Regarding risk management, the Risk and Control Committee is responsible for ensuring that the ERM system is adequate and effective and that the ERM framework is implemented consistently throughout the Group. It monitors the Group's overall risk profiles by reviewing the key risks relating to individual business units and the key risks that are enterprise-wide, and ensures alignment with the approved risk appetite.

As the first line of defence, heads of individual divisions and departments manage risks faced by their business units/functions. As the risk owners, they identify and evaluate the risks which may potentially impact the achievement of their business objectives, mitigate and monitor the risks by designing and executing control procedures in their day-to-day operations. They conduct risk assessment and control self-assessment on a regular basis to evaluate the adequacy and effectiveness of controls that are in place to mitigate the identified risks.

As the second line of defence, the Risk Management function is responsible for the ongoing maintenance of the ERM infrastructure and recommending changes to the Risk and Control Committee and the Audit Committee as appropriate. The Risk Management function collects and collates risk information to create an enterprise-wide view of risks and controls. In doing so, it critically reviews the results of risk assessment of individual business units, constructively challenges their views so as to ensure that all the risks relevant to the Group are identified properly, assessed consistently and reported timely. It prepares reports for the Risk and Control Committee and the Audit Committee and escalates risk and control issues with reference to the risk appetite thresholds.

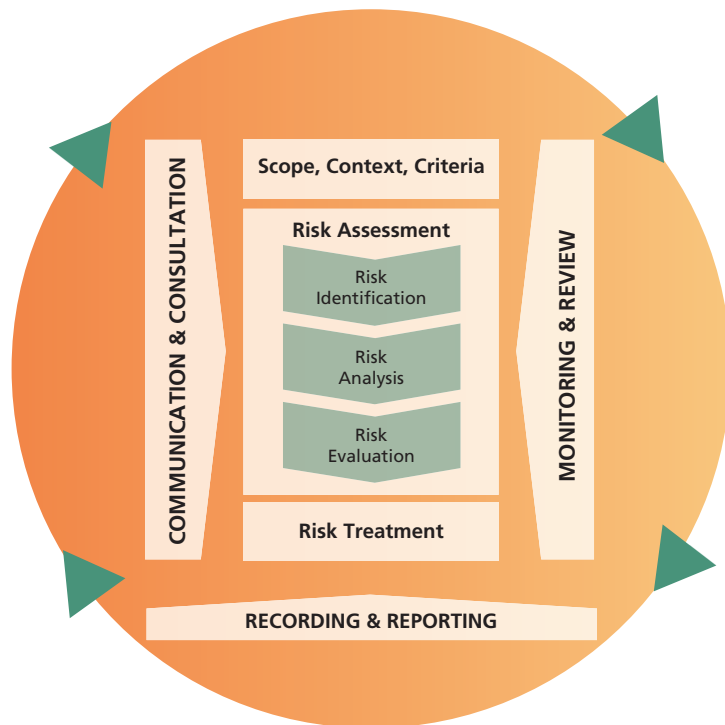
RISK MANAGEMENT REPORT *(Continued)*

RISK GOVERNANCE AND MANAGEMENT *(Continued)*

As the third line of defence, the Internal Audit Department acts as an independent assessor. It conducts independent review and assessment of the adequacy and effectiveness of the risk management and internal control systems. The Internal Audit Department assesses if all the key risks are identified properly and evaluated according to the approved ERM Policy and Framework and whether the existing key controls are operating effectively. The results of risk assessment are also mapped to the internal audit plan to ensure the audit performed by the Internal Audit Department systematically covers all the significant risks and the corresponding key controls. As such, the Internal Audit Department is able to provide independent assurance on the adequacy and effectiveness of the risk management and internal control systems and reports any deficiencies and room for improvement to the Risk and Control Committee and the Audit Committee.

RISK MANAGEMENT PROCESS

The ERM process is illustrated in the diagram below:



(Source: The ISO 31000:2018 Risk Management Process)

RISK MANAGEMENT REPORT *(Continued)*

RISK MANAGEMENT PROCESS *(Continued)*

a) Communication and consultation

Communication and consultation with appropriate external and internal stakeholders take place within and throughout all steps of the ERM process. For instance, the management team holds daily meeting to raise risk concerns, discuss emerging risks identified and formulate early response actions.

b) Scope, context, criteria

The risk management process applies to all business and decision-making processes, including the formulation of strategic objectives, business planning and day-to-day operations. The context of the ERM process is developed from the understanding of the external and internal environment in which the Group operates, taking into account the relevant external and internal factors, the relationships with the external and internal stakeholders and the contractual relationships and commitments to ensure that the risk management approach adopted is appropriate for the Group. To ensure a common assessment standard is adopted, risk criteria are defined to measure the relative significance of risk.

c) Risk identification

Divisions and departments analyze their respective business activities and main processes to identify operational risks, which forms a “bottom-up” approach. A “top-down” approach is also adopted by the senior management to identify business/strategic risks. Combining the output from the two approaches, a comprehensive list of risks for individual business units and hence for the Group can be generated. Risk classification system is used to facilitate the identification and accumulation of similar risks.

d) Risk analysis

The purpose of risk analysis is to comprehend the nature of risk and its characteristics. Risk analysis involves a detailed consideration of the sources of risk, the consequences and likelihood, the existing controls and their effectiveness.

RISK MANAGEMENT REPORT *(Continued)*

RISK MANAGEMENT PROCESS *(Continued)*

e) Risk evaluation

Divisions and departments use the predefined criteria to assign scores for the risks identified. With reference to the risk matrix (i.e. a combination of the consequence and likelihood scores), the risk ratings are determined (i.e. low risk, moderate risk, high risk and extreme risk). The risk ratings reflect the management attention and risk treatment effort required, taking into account the Group's risk appetite.

f) Risk treatment

The adequacy of existing controls is assessed in order to determine if additional measures are required to bring the remaining risks to an acceptable level. When determining the appropriate risk treatment plans, one or more of the following four types of risk response will generally be adopted:

- avoid (not to start or not to continue with the activity that gives rise to the risk);
- reduce (lessening the likelihood or consequences);
- transfer (sharing the risk with another party, e.g. insurance); and
- accept (retaining the risk by making an informed decision).

g) Monitoring and review

Annual risk assessment is conducted to effectively manage the Group's risk profile. A half-yearly review is also conducted to update the progress of risk treatment plans and incorporate changes in the external and internal environment. Key risks and emerging risks are reviewed at least quarterly or when situation may require.

h) Recording and reporting

The results of risk assessment are documented in the risk registers in a consistent manner. All the identified risks, risk scoring and ratings, together with the details of existing controls and proposed treatment plan (if any) are recorded in the risk registers. Daily management meeting is held to identify and discuss emerging risk and determine the response required.

Quarterly ERM report is prepared for the Risk and Control Committee and the Audit Committee. The Group's top tier risks are presented in a heat map which provides a dynamic and forward-looking picture of the Group's risk position. The changes in risk profile since the last review, the corresponding key controls and risk treatment plans, as well as the targeted risk positions upon the completion of risk treatment plans with specified time frame are highlighted in the ERM reports. The potential/expected trend of certain risks, such as emerging risk, is also indicated on the heat map.

RISK MANAGEMENT REPORT *(Continued)*



PRINCIPAL RISKS TO THE GROUP

The principal risks faced by the Group include the following:

Risk Category	Risk Description	Risk Movement*	Key Controls/ Mitigation Measures
Strategic Risk	Changes in macro-economic outlook and government policies resulting in decrease in number of visitor/tourist/customer		<ul style="list-style-type: none"> • Closely monitoring changes in global and local economic outlook as well as Mainland China policy, and making appropriate responses promptly • Constantly monitoring business performance and adjusting our pricing and marketing strategies accordingly • Continuous effort on market diversification to attract visitors from different countries • Regular review of the conditions of our properties to determine if hotel facilities upgrade or renovation is necessary • Continuously improving the quality of our services to strengthen our brand and market position • Closely monitoring the situation of public protests and civil unrest and taking the appropriate measures including but not limited to cost control
Operational Risk	Human resources – tight labour market		<ul style="list-style-type: none"> • Regular review of compensation and benefit package to ensure competitiveness • Continuous and strong focus on staff development, e.g. providing in-house training and development programmes to retain our staff • Succession planning

RISK MANAGEMENT REPORT *(Continued)*

PRINCIPAL RISKS TO THE GROUP *(Continued)*

Risk Category	Risk Description	Risk Movement*	Key Controls/ Mitigation Measures
Operational Risk <i>(Continued)</i>	Cyber security		<ul style="list-style-type: none"> • Implementation of security measures such as firewall, anti-spam and anti-virus protection • Ongoing review of IT infrastructure and systems and the need for upgrade/ enhancement • Internal communication and training on cyber-attack threats
	Disaster event, e.g. epidemic, terrorist attack		<ul style="list-style-type: none"> • Comprehensive insurance coverage for our properties and business operations • Contingency plans developed and operational drill performed for critical business processes/functions • Taking immediate response actions, e.g. stepping up hygiene measures when potential threat of epidemic increases

For the financial risks of the Group, please refer to “Notes to the Consolidated Financial Statements” on pages 152 to 157.

* Key – Risk Movement (change from last year)

 Risk rating increased

 Risk rating remained broadly the same

INTEGRATION OF RISK MANAGEMENT WITH INTERNAL CONTROL SYSTEM

Risk management is closely linked to the Group’s Internal Control Framework. Key controls for mitigating high risk items identified in the ERM process are subject to independent reviews and tests by the Internal Audit Department in order to assess their adequacy and effectiveness. Details of the internal control system are set out in the “Corporate Governance Report” on pages 30 to 34.

REVIEW OF THE EFFECTIVENESS OF RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

During the year, the Audit Committee, on behalf of the Board, has reviewed the effectiveness of the Group’s risk management and internal control systems. Details of the aforesaid review of effectiveness are described in the “Corporate Governance Report” on pages 33 to 34.

DIRECTORS' REPORT

The Directors present their annual report and the audited consolidated financial statements of the Company and its subsidiaries for the year ended 30th June, 2019.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 29 to the consolidated financial statements.

SUBSIDIARIES AND ASSOCIATES

Details of the Company's principal subsidiaries and associates at 30th June, 2019 are set out in notes 29 and 16 to the consolidated financial statements, respectively.

BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group's future business development are provided in the Chairman's Statement on pages 6 to 12 of this Annual Report. Description of possible risks and uncertainties that the Group may be facing can be found in the Risk Management Report on pages 66 to 73. Also, the financial risk management objectives and policies of the Group can be found in Note 31 to the consolidated financial statements. Particulars of important events affecting the Group that have occurred since the end of the financial year ended 30th June, 2019, if any, are provided in the Notes to the consolidated financial statements. An analysis of the Group's performance during the year using financial key performance indicators is provided in the Financial Summary on page 162 of this Annual Report.

The Group has set up proper procedures to ensure adherence to the relevant laws and regulations which have a significant impact on the Group in conduct of its business, including but not limited to the Competition Ordinance, Personal Data (Privacy) Ordinance, Minimum Wage Ordinance, Employment Ordinance and Occupational Safety and Health Ordinance in Hong Kong. The Group also complies with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), the applicable companies laws and the Securities and Futures Ordinance ("SFO"). Any new enactment of or changes in the relevant laws and regulations would be communicated to the relevant departments and staff to ensure compliance. Reminders on the compliance would also be sent out regularly where necessary.

Discussions on the Group's environmental policies, performance and relationships with its key stakeholders are contained in the Environmental, Social and Governance Report on pages 46 to 65. No incident of non-compliance to environmental laws and regulations that has a significant impact on the Group was recorded for the financial year ended 30th June, 2019.

DIRECTORS' REPORT *(Continued)*

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated statement of profit or loss on page 98.

An interim dividend of HK4.5 cents per share amounting to HK\$49,759,479, including HK\$1,350,680 by way of cash dividends and HK\$48,408,799 by way of scrip alternatives, was paid to the shareholders during the year. The Directors now recommend the payment of a final dividend of HK5 cents per share amounting to HK\$55,990,295 payable to shareholders whose names appear on the Register of Members of the Company on 31st October, 2019.

SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in note 23 to the consolidated financial statements.

DISTRIBUTABLE RESERVES OF THE COMPANY

The reserves available for distribution to the shareholders by the Company at 30th June, 2019 consisted of share premium, distributable reserve and retained profits totalling HK\$2,052,480,489.

Under the Companies Law (2018 Revision as amended) of the Cayman Islands and the provisions of the Company's Articles of Association, the share premium of the Company is available for distribution or paying dividends to the shareholders provided that immediately following the distribution or the payment of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business.

TREASURY, GROUP BORROWINGS AND INTEREST CAPITALISED

The Group maintains a product approach in its treasury management with foreign exchange exposure being kept at a minimal level and interest rates on floating rate bases. No interest was capitalised by the Group during the year.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year.

DIRECTORS' REPORT *(Continued)*

NAME OF DIRECTOR

The Directors of the Company during the year and up to the date of this report are:

Executive Directors

Mr. Robert Ng Chee Siong (Chairman)
Mr. Daryl Ng Win Kong (Deputy Chairman)
Mr. Giovanni Viterale

Non-Executive Directors

The Honourable Ronald Joseph Arculli
Mr. Gilbert Lui Wing Kwong

Independent Non-Executive Directors

Mr. Peter Wong Man Kong (deceased on 11th March, 2019)
Mr. Steven Ong Kay Eng
Mr. Wong Cho Bau
Mr. Hung Wai Man (appointed on 1st January, 2019)

In accordance with the Company's Articles of Association and pursuant to Appendix 14 to the Listing Rules, Mr. Hung Wai Man, Mr. Daryl Ng Win Kong and Mr. Giovanni Viterale will retire at the forthcoming Annual General Meeting and, who being eligible, will offer themselves for re-election.

DIRECTORS' REPORT *(Continued)*

DIRECTORS' INTERESTS

As at 30th June, 2019, the interests and short positions held by the Directors of the Company in the shares, underlying shares and debentures of the Company and 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 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") contained in the Listing Rules, were as follows:

(A) Long Positions in Shares of the Company

Name of Director	Number of Ordinary Shares	Capacity and Nature of Interest	% of Issued Shares
Mr. Robert Ng Chee Siong	538,836,000 <i>(Note)</i>	Beneficial owner of 315,839 shares, spouse interest in 937,237 shares and trustee interest in 537,582,924 shares in the capacity as one of the co-executors of the estate of the late Mr. Ng Teng Fong	48.11%
The Honourable Ronald Joseph Arculli	286,123	Beneficial owner	0.02%
Mr. Gilbert Lui Wing Kwong	–	–	–
Mr. Steven Ong Kay Eng	–	–	–
Mr. Wong Cho Bau	–	–	–
Mr. Hung Wai Man	–	–	–
Mr. Daryl Ng Win Kong	–	–	–
Mr. Giovanni Viterale	–	–	–

DIRECTORS' REPORT *(Continued)*

DIRECTORS' INTERESTS *(Continued)*

(A) Long Positions in Shares of the Company *(Continued)*

Note:

The trustee interest in 537,582,924 shares comprises:

- (a) 487,875,634 shares which were held through companies 100% controlled by the co-executors of the estate of the late Mr. Ng Teng Fong, namely, 47,321,556 shares by Fanlight Investment Limited, 67,286 shares by Garford Nominees Limited, 20,244,958 shares by Karaganda Investments Inc., 63,699,070 shares by Nippomo Limited, 1,825,234 shares by Orient Creation Limited, 128,756,070 shares by Strathallan Investment Limited, 5,537,132 shares by Strong Investments Limited, 191,199,437 shares by Tamworth Investment Limited and 29,224,891 shares by Transpire Investment Limited;*
- (b) 2,191,576 shares which were held through wholly-owned subsidiaries of Tsim Sha Tsui Properties Limited, in which the co-executors of the estate of the late Mr. Ng Teng Fong had a 72.02% control; and*
- (c) 47,515,714 shares which were held by the co-executors of the estate of the late Mr. Ng Teng Fong.*

(B) Long Positions in Shares of Associated Corporation

Mr. Robert Ng Chee Siong was deemed to be interested in shares of the following company through corporation controlled by him:

Name of Associated Corporation	Number of Ordinary Shares	% of Issued Shares
FHR International Limited	1 <i>(Note)</i>	33.33%

Note: The share was held by Smart Link Limited in which Mr. Robert Ng Chee Siong had a 100% control.

Save as disclosed above, as at 30th June, 2019, none of the Directors had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations which were recorded in the register required to be kept by the Company under Section 352 of the SFO or required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' REPORT *(Continued)*

SHARE OPTION SCHEMES

The Company and its subsidiaries have no share option schemes.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Pursuant to Rule 8.10(2) of the Listing Rules, the Company discloses that during the year, the following current Directors held share interests and/or directorships in companies engaged in businesses which compete or likely to compete, either directly or indirectly, with the businesses of the Group:

Mr. Robert Ng Chee Siong and Mr. Daryl Ng Win Kong held share interests and directorships in companies of the Ng Family (including Mr. Robert Ng Chee Siong, Mr. Philip Ng Chee Tat, and as co-executors of the estate of the late Mr. Ng Teng Fong and/or their respective associates) which engage in business of hotel operation.

The Honourable Ronald Joseph Arculli is a Non-Executive Director of HKR International Limited, which engages in business of hotel operation.

As the Board of Directors of the Company is independent of the boards of the aforesaid companies and maintains three Independent Non-Executive Directors, the Group operates its businesses independently of, and at arm's length from, the businesses of the aforesaid companies.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Details of Directors' material interests in transactions, arrangements or contracts of significance are set out in Note 28 to the consolidated financial statements.

Other than as disclosed in Note 28 to the consolidated financial statements, no other transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director of the Company or his connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted. The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group during the year, which remains in force.

SERVICE CONTRACTS

None of the Directors of the Company has a contract of service with the Company or any of its subsidiaries not determinable by the employing company within one year without payment of compensation (except for statutory compensation).

DIRECTORS' REPORT *(Continued)*

CONNECTED TRANSACTIONS

(A) Continuing Connected Transaction for the year ended 30th June, 2019

The Company announced on 20th July, 2017 that Bright Tower (HK) Limited ("Bright Tower"), a wholly-owned subsidiary of the Company, was awarded on 20th July, 2017, through a tendering process, a clubhouse management contract ("Contract") by Sino Estates Management Limited ("SEML") for provision of management services by Bright Tower to the clubhouse of Pacific Palisades for a 24-month period from 1st August, 2017 to 31st July, 2019.

Applicable particulars of such Contract together with the total amount received/paid in respect of the transaction for the year ended 30th June, 2019 are disclosed herein as required under the Listing Rules:

Parties to the Transaction		Nature of Transaction	Basis of Consideration	Applicable Annual Caps under the Contract	Total Amount received/paid for the Year ended 30th June, 2019
Service Provider	Service Recipient				
Bright Tower	SEML, the building management company appointed under the deed of mutual covenants and management agreement of Pacific Palisades and an agent for the unincorporated body of owners of Pacific Palisades	Provision of management services by Bright Tower to the clubhouse of Pacific Palisades	HK\$405,000 payable monthly by SEML to Bright Tower under the Contract, based on the tender price submitted by Bright Tower, is arrived at on an arm's length basis after considering the estimated cost and profit margin for providing the clubhouse management services	(i) HK\$4,860,000 for the period from 1st July, 2018 to 30th June, 2019 (i.e. HK\$405,000 x 12 months) (ii) HK\$405,000 for the period from 1st July, 2019 to 31st July, 2019 (i.e. HK\$405,000 x 1 month)	HK\$4.86 million

Boatswain Enterprises Limited ("Boatswain") and its wholly-owned subsidiary, Beverhill Limited ("Beverhill"), being controlled by the Ng Family (including Mr. Robert Ng Chee Siong, Mr. Philip Ng Chee Tat, and as co-executors of the estate of the late Mr. Ng Teng Fong, and/or their respective associates), are two of the owners of Pacific Palisades which together are interested in a total of approximately 60% of the undivided shares of Pacific Palisades. The Ng Family is a connected person of the Company by virtue of it being the controlling shareholder of the Company. Boatswain and Beverhill, being associates of the Ng Family, are also connected persons of the Company. Accordingly, the provision of clubhouse management services by Bright Tower to the unincorporated body of owners of Pacific Palisades under the Contract constituted a continuing connected transaction of the Company under the Listing Rules.

DIRECTORS' REPORT *(Continued)*

CONNECTED TRANSACTIONS *(Continued)*

(A) Continuing Connected Transaction for the year ended 30th June, 2019 *(Continued)*

During the year, the above continuing connected transaction was carried out within the applicable annual cap for the year. The Internal Audit Department has reviewed the above continuing connected transaction and concluded that the internal controls over such continuing connected transaction are adequate and effective. The findings have been submitted to the Audit Committee.

The Independent Non-Executive Directors have reviewed and confirmed that during the year, the above continuing connected transaction was conducted and entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms; and
- (iii) according to the agreement governing it on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transaction disclosed by the Group in this Annual Report in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

DIRECTORS' REPORT *(Continued)*

CONNECTED TRANSACTIONS *(Continued)*

(B) Provision of Clubhouse Management Services under New Contract

Reference is made to the continuing connected transaction mentioned in section (A) above. The Contract regarding the provision of management services to the clubhouse of Pacific Palisades expired on 31st July, 2019.

On 26th July, 2019, the Company announced that a new clubhouse management contract ("New Contract") was awarded on 26th July, 2019 by SEML to Bright Tower, through a tendering process, pursuant to which Bright Tower would manage the clubhouse of Pacific Palisades for a further 24-month period from 1st August, 2019 to 31st July, 2021 at a monthly service fee of HK\$450,000.

Particulars of the New Contract are disclosed herein as required under the Listing Rules:

Parties to the Transaction		Nature of Transaction	Basis of Consideration	Annual Caps under the New Contract
Service Provider	Service Recipient			
Bright Tower	SEML, the building management company appointed under the deed of mutual covenants and management agreement of Pacific Palisades and an agent for the unincorporated body of owners of Pacific Palisades	Provision of management services by Bright Tower to the clubhouse of Pacific Palisades	HK\$450,000 payable monthly by SEML to Bright Tower under the New Contract, based on the tender price submitted by Bright Tower, is arrived at on an arm's length basis after considering the estimated cost and profit margin for providing the clubhouse management services	(i) HK\$4,950,000 for the period from 1st August, 2019 to 30th June, 2020 (i.e. HK\$450,000 x 11 months) (ii) HK\$5,400,000 for the period from 1st July, 2020 to 30th June, 2021 (i.e. HK\$450,000 x 12 months) (iii) HK\$450,000 for the period from 1st July, 2021 to 31st July, 2021 (i.e. HK\$450,000 x 1 month)

Details of the above continuing connected transactions have been disclosed in accordance with Chapter 14A of the Listing Rules and are set out in the respective announcements of the Company which are available at the Stock Exchange's website and the Company's website at www.sino.com.

Details of other related party transactions are set out in Note 28 to the consolidated financial statements.

DIRECTORS' REPORT *(Continued)*

SUBSTANTIAL SHAREHOLDERS' AND OTHER SHAREHOLDERS' INTERESTS

As at 30th June, 2019, the interests and short positions of the substantial shareholders and other shareholders (other than Directors of the Company) in the shares and underlying shares of the Company as notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and as recorded in the register required to be kept under Section 336 of the SFO were as follows:

Long Positions in Shares of the Company

Name of Substantial Shareholder	Number of Ordinary Shares	Capacity and Nature of Interest	% of Issued Shares
Mr. Philip Ng Chee Tat	533,936,206 <i>(Notes 1, 2, 3, 4 and 5)</i>	Interest of controlled corporations in 3,278,907 shares and trustee interest in 530,657,299 shares in the capacity as one of the co-executors of the estate of the late Mr. Ng Teng Fong	48.28%
Tamworth Investment Limited	178,150,243 <i>(Notes 3 and 5)</i>	Beneficial owner	17.04%
Strathallan Investment Limited	119,968,581 <i>(Notes 3 and 5)</i>	Beneficial owner	11.47%
Name of Other Shareholder	Number of Ordinary Shares	Capacity and Nature of Interest	% of Issued Shares
Nippomo Limited	59,351,666 <i>(Notes 3 and 5)</i>	Beneficial owner	5.67%

DIRECTORS' REPORT *(Continued)*

SUBSTANTIAL SHAREHOLDERS' AND OTHER SHAREHOLDERS' INTERESTS *(Continued)*

Long Positions in Shares of the Company *(Continued)*

Notes:

1. 3,278,907 shares were held by Far East Ventures Pte. Ltd. which was 100% controlled by Mr. Philip Ng Chee Tat.
2. The trustee interest in 530,657,299 shares comprises:
 - (a) 481,590,382 shares which were held through companies 100% controlled by the co-executors of the estate of the late Mr. Ng Teng Fong, namely, 46,711,917 shares by Fanlight Investment Limited, 66,420 shares by Garford Nominees Limited, 19,984,145 shares by Karaganda Investments Inc., 62,878,441 shares by Nippomo Limited, 1,801,720 shares by Orient Creation Limited, 127,097,318 shares by Strathallan Investment Limited, 5,465,798 shares by Strong Investments Limited, 188,736,233 shares by Tamworth Investment Limited and 28,848,390 shares by Transpire Investment Limited;
 - (b) 2,163,343 shares which were held through wholly-owned subsidiaries of Tsim Sha Tsui Properties Limited, in which the co-executors of the estate of the late Mr. Ng Teng Fong had a 72.02% control; and
 - (c) 46,903,574 shares which were held by the co-executors of the estate of the late Mr. Ng Teng Fong.
3. The interests of Tamworth Investment Limited, Strathallan Investment Limited and Nippomo Limited were duplicated in the interests of the co-executors of the estate of the late Mr. Ng Teng Fong.
4. The trustee interest of Mr. Philip Ng Chee Tat was duplicated in the trustee interest of Mr. Robert Ng Chee Siong as disclosed under the section headed "Directors' Interests" above as the co-executors of the estate of the late Mr. Ng Teng Fong.
5. The number and the percentage of shares as disclosed are based on the substantial shareholder notices filed with the Stock Exchange.

Save as disclosed above and so far as the Directors of the Company are aware, as at 30th June, 2019, no other person (other than Directors of the Company) had an interest or short position in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and were recorded in the register required to be kept under Section 336 of the SFO, or was otherwise a substantial shareholder of the Company.

DIRECTORS' REPORT *(Continued)*

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Company during the year or subsisted at the end of the year.

MAJOR SUPPLIERS AND CUSTOMERS

The aggregate turnover or purchases attributable to the Group's five largest customers or suppliers was less than 30% of the Group's total turnover or purchases for the year under review.

RETIREMENT BENEFIT SCHEME

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees. The assets of the scheme are held separately from those of the Group, in fund under the control of trustee. As at 30th June, 2019, the Group employed approximately 348 employees.

The retirement benefit cost charged to consolidated statement of profit or loss represents contribution payable to the scheme by the Group at rates specified in the rules of the scheme.

PRE-EMPTIVE RIGHTS

No provisions for pre-emptive rights which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders exist in the Cayman Islands, being the jurisdiction in which the Company was incorporated.

CORPORATE GOVERNANCE

The corporate governance report is set out on pages 18 to 45.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors of the Company as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules.

AUDITOR

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board
Robert NG Chee Siang
Chairman

Hong Kong, 29th August, 2019

CONRAD HONG KONG



CONRAD HONG KONG

Conrad Hong Kong is part of the prestigious Pacific Place development located in the heart of the Central Business District. The hotel is adjacent to the lush Hong Kong Park, directly connected to Admiralty Station and Pacific Place, a premium shopping and entertainment complex.



Towering from the 40th to the 61st floors, Conrad Hong Kong features 514 rooms which include 45 suites and an executive lounge. All rooms offer unparalleled views of Victoria Harbour or the picturesque Victoria Peak. The hotel has an extensive range of function rooms, including one of the city's largest column-free ballrooms. It also features a range of award-winning restaurants and bars, 24-hour Health Club and a heated outdoor swimming pool.



CONRAD®
HONG KONG

THE ROYAL PACIFIC HOTEL & TOWERS



THE ROYAL PACIFIC HOTEL & TOWERS

Known for its picture-perfect harbour and park views, The Royal Pacific Hotel & Towers' stylish, contemporary guestrooms and Club Lounge provide personal and attentive services for discerning business and leisure travellers.



Buffet at Café on the PARK



THE ROYAL PACIFIC HOTEL & TOWERS

The Hotel has gained a reputation as a favourite venue for business functions and private celebrations. The Imperial and Pacific Rooms can accommodate up to 420 guests for conferences and banquets; comprehensive facilities include access to the internet, video conferencing and audio-visual equipment.

Dining options at the Hotel include Café on the PARK for all-day buffet dining, Pierside Bar & Restaurant serving market-fresh seafood vis-à-vis the mesmerising harbour views and Satay Inn for authentic Singapore cuisines in a relaxing alfresco setting.



ROYAL PACIFIC
HOTEL

CITY GARDEN HOTEL



Award-winning restaurant – YUÈ

CITY GARDEN HOTEL

City Garden Hotel is ideal for both business and leisure travellers thanks to its location and superb connectivity. With Fortress Hill Station a mere 5-minute stroll away, guests enjoy easy access to the shopping and dining hotspot of Causeway Bay as well as Hong Kong's must-see destinations and business hubs.



All-day dining – Garden Café



The hotel provides 609 rooms and suites measuring up to 600 sq. ft. Its carefully planned amenities encompass complimentary Wi-Fi access and recreational facilities.

Catering to diners and gourmets, our restaurants provide authentic Cantonese fare, international cuisines, regional favourites as well as warm and attentive services. In addition to the award-winning YUÈ, one of the most sought-after Chinese restaurants of the district, Garden Café attracts food lovers with its international buffets while Satay Inn delivers time-honoured, authentic Singaporean cuisines.



Hainanese Chicken Rice at Satay Inn



CITY GARDEN
HOTEL

INDEPENDENT AUDITOR'S REPORT

Deloitte.

德勤

TO THE SHAREHOLDERS OF SINO HOTELS (HOLDINGS) LIMITED
信和酒店（集團）有限公司
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Sino Hotels (Holdings) Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 98 to 161, which comprise the consolidated statement of financial position as at 30th June, 2019, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 30th June, 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated 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.

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current year. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

INDEPENDENT AUDITOR'S REPORT *(Continued)*

KEY AUDIT MATTER *(Continued)*

Key audit matter

How our audit addressed the key audit matter

Impairment assessment of hotel properties

We identified the impairment of the Group's and its associates' hotel properties as a key audit matter due to the significance of the balances to the consolidated financial statements as a whole, combined with the judgments involved in determining whether any impairment should be recognised on hotel properties and the associates' hotel properties.

At the end of the reporting period, the management of the Group reviews the carrying amounts of such assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the management assess the recoverable amount of the asset with reference to the valuations performed by independent and qualified professional valuer (the "Valuer") by income capitalisation method.

The estimation of the recoverable amount of the hotel properties involve management judgment and is dependent on certain assumptions and significant inputs including the market capitalisation rates and estimated revenue per available room, which are affected by expected future market or economic conditions of the hospitality industry.

Based on management's analysis of the recoverable amount of the hotel properties, no write-downs were considered to be necessary.

Our procedures in relation to impairment assessment of hotel properties included:

- Understanding the management's process for estimating the recoverable amounts of the hotel properties;
- Evaluating the competence, capabilities and objectivity of the Valuer, and considered their qualifications;
- Evaluating the reasonableness of the assumptions, valuation techniques and the key inputs adopted by the Valuer by comparing these estimates and judgments, e.g. market capitalisation rates and estimated revenue per available room; and
- Evaluating the historical accuracy of the Valuer's assessment of the recoverable amount of the hotel properties by comparing the historical estimates to actual performance in current year.

INDEPENDENT AUDITOR'S REPORT *(Continued)*

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, 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 DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

INDEPENDENT AUDITOR'S REPORT *(Continued)*

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 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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 HKSA's, 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

INDEPENDENT AUDITOR'S REPORT *(Continued)*

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

- 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 those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

INDEPENDENT AUDITOR'S REPORT *(Continued)*

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Cheung Wilfred.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
29th August, 2019

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 30th June, 2019

	NOTES	2019 HK\$	2018 HK\$
Revenue	5	320,653,237	313,669,026
Direct expenses		<u>(120,526,892)</u>	<u>(116,832,801)</u>
Gross profit		200,126,345	196,836,225
Other losses		(5,389,825)	(3,729,475)
Other expenses		(84,877,930)	(92,956,078)
Marketing costs		(11,026,014)	(10,790,527)
Administrative expenses		(33,878,241)	(29,451,681)
Finance income	7	25,159,063	16,856,572
Finance costs	8	(129,743)	(62,890)
Finance income, net		25,029,320	16,793,682
Share of results of associates		<u>118,339,259</u>	<u>131,552,757</u>
Profit before taxation	9	208,322,914	208,254,903
Income tax expense	10	<u>(12,016,506)</u>	<u>(13,127,387)</u>
Profit for the year attributable to the Company's shareholders		<u>196,306,408</u>	<u>195,127,516</u>
Earnings per share – basic	14	<u>17.83 cents</u>	<u>18.22 cents</u>

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30th June, 2019

	2019 <i>HK\$</i>	2018 <i>HK\$</i>
Profit for the year	<u>196,306,408</u>	<u>195,127,516</u>
Other comprehensive (expense) income		
Items that will not be reclassified to profit or loss:		
Loss on fair value changes of equity instruments at fair value through other comprehensive income ("FVTOCI")	(77,083,222)	–
Exchange difference arising on translation of equity instruments at FVTOCI	(731,460)	–
Item that may be subsequently reclassified to profit or loss:		
Loss on fair value changes of available-for-sale financial assets	–	(234,110,128)
Item that has been reclassified to profit or loss:		
Reclassification adjustment upon disposal of available-for-sale financial assets	–	<u>1,123,234</u>
Other comprehensive expense for the year	<u>(77,814,682)</u>	<u>(232,986,894)</u>
Total comprehensive income (expense) for the year attributable to the Company's shareholders	<u>118,491,726</u>	<u>(37,859,378)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30th June, 2019

	NOTES	2019 HK\$	2018 HK\$
NON-CURRENT ASSETS			
Property, plant and equipment	15	1,282,004,665	1,279,733,553
Interests in associates	16	1,165,963,105	1,183,946,846
Equity Instruments at FVTOCI	17	1,019,113,648	–
Available-for-sale financial assets	17	–	922,383,941
Deposits paid for property, plant and equipment		7,945,115	–
		<u>3,475,026,533</u>	<u>3,386,064,340</u>
CURRENT ASSETS			
Hotel inventories		323,265	536,482
Trade and other receivables	18	28,533,095	19,445,449
Amounts due from associates	19	100,156,755	116,071,771
Time deposits, bank balances and cash	20	1,203,870,322	1,166,725,192
		<u>1,332,883,437</u>	<u>1,302,778,894</u>
CURRENT LIABILITIES			
Trade and other payables	21	33,557,077	30,372,367
Contract liabilities	22	3,824,497	–
Amount due to an associate	24	2,196,262	2,065,765
Taxation payable		12,589,043	16,257,660
		<u>52,166,879</u>	<u>48,695,792</u>
NET CURRENT ASSETS		<u>1,280,716,558</u>	<u>1,254,083,102</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>4,755,743,091</u>	<u>4,640,147,442</u>
CAPITAL AND RESERVES			
Share capital	23	1,119,805,890	1,089,180,526
Reserves		3,632,304,749	3,547,544,568
EQUITY ATTRIBUTABLE TO THE COMPANY'S SHAREHOLDERS		<u>4,752,110,639</u>	<u>4,636,725,094</u>
NON-CURRENT LIABILITY			
Deferred taxation	25	3,632,452	3,422,348
		<u>4,755,743,091</u>	<u>4,640,147,442</u>

The consolidated financial statements on pages 98 to 161 were approved and authorised for issue by the Board of Directors on 29th August, 2019 and are signed on its behalf by:

Robert NG Chee Siong
Chairman

Daryl NG Win Kong
Deputy Chairman

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30th June, 2019

	Share capital HK\$	Share premium HK\$	Investment revaluation reserve HK\$	Distributable reserve HK\$	Retained profits HK\$	Total HK\$
At 1st July, 2017	1,059,731,842	500,375,242	518,675,415	819,845,938	1,778,504,224	4,677,132,661
Profit for the year	-	-	-	-	195,127,516	195,127,516
Loss on fair value changes of available-for-sale financial assets	-	-	(234,110,128)	-	-	(234,110,128)
Reclassification adjustment upon disposal of available-for-sale financial assets	-	-	1,123,234	-	-	1,123,234
Other comprehensive expense for the year	-	-	(232,986,894)	-	-	(232,986,894)
Total comprehensive (expense) income for the year	-	-	(232,986,894)	-	195,127,516	(37,859,378)
Shares issued pursuant to scrip dividend scheme for final dividend in respect of the year ended 30th June, 2017	15,208,277	31,465,911	-	-	-	46,674,188
Shares issued pursuant to scrip dividend scheme for interim dividend in respect of the year ended 30th June, 2018	14,240,407	32,980,769	-	-	-	47,221,176
Share issue expenses	-	(383,315)	-	-	-	(383,315)
Dividends	-	-	-	(96,060,238)	-	(96,060,238)
At 30th June, 2018	1,089,180,526	564,438,607	285,688,521	723,785,700	1,973,631,740	4,636,725,094
Adjustment (note 2.2)	-	-	(41,100,000)	-	41,100,000	-
At 1st July, 2018 (restated)	1,089,180,526	564,438,607	244,588,521	723,785,700	2,014,731,740	4,636,725,094
Profit for the year	-	-	-	-	196,306,408	196,306,408
Loss on fair value changes of equity instruments at FVTOCI	-	-	(77,083,222)	-	-	(77,083,222)
Exchange difference arising on translation of equity instruments at FVTOCI	-	-	(731,460)	-	-	(731,460)
Other comprehensive expense for the year	-	-	(77,814,682)	-	-	(77,814,682)
Total comprehensive (expense) income for the year	-	-	(77,814,682)	-	196,306,408	118,491,726
Shares issued pursuant to scrip dividend scheme for final dividend in respect of the year ended 30th June, 2018	16,585,685	36,388,993	-	-	-	52,974,678
Shares issued pursuant to scrip dividend scheme for interim dividend in respect of the year ended 30th June, 2019	14,039,679	34,369,120	-	-	-	48,408,799
Share issue expenses	-	(271,153)	-	-	-	(271,153)
Dividends	-	-	-	(104,218,505)	-	(104,218,505)
At 30th June, 2019	1,119,805,890	634,925,567	166,773,839	619,567,195	2,211,038,148	4,752,110,639

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30th June, 2019

	2019 HK\$	2018 HK\$
OPERATING ACTIVITIES		
Profit before taxation	208,322,914	208,254,903
Adjustments for:		
Share of results of associates	(118,339,259)	(131,552,757)
Dividend income	(21,961,269)	(17,018,376)
Depreciation and amortisation of property, plant and equipment	44,413,357	51,846,050
Finance income	(25,159,063)	(16,856,572)
Finance costs	129,743	62,890
Loss on disposal of available-for-sale financial assets	–	1,001,498
Loss on disposal/write off of property, plant and equipment	1,371	122
Unrealised exchange loss	1,729,614	–
	<hr/>	<hr/>
Operating cash flows before movements in working capital	89,137,408	95,737,758
Decrease (increase) in hotel inventories	213,217	(71,915)
Increase in trade and other receivables	(1,791,907)	(171,226)
Increase in trade and other payables	6,916,202	3,948,303
Increase in contract liabilities	93,005	–
	<hr/>	<hr/>
Cash generated from operations	94,567,925	99,442,920
Hong Kong Profits Tax paid	(15,475,019)	(12,133,253)
Dividends received from equity instruments at FVTOCI	4,720,860	–
Dividends received from available-for-sale financial assets	–	879,952
	<hr/>	<hr/>
NET CASH FROM OPERATING ACTIVITIES	83,813,766	88,189,619
INVESTING ACTIVITIES		
Dividend received from an associate	136,323,000	159,043,500
Interest received	17,863,324	14,143,176
Proceeds on disposal of property, plant and equipment	2,170	–
Proceeds on disposal of available-for-sale financial assets	–	41,421,736
Purchase of property, plant and equipment	(46,688,010)	(5,286,380)
Deposits paid for property, plant and equipment	(7,945,115)	–
Additions to equity instruments at FVTOCI	(157,303,980)	–
Repayment from associates	153,591,879	157,094,292
Advances to associates	(137,676,863)	(164,233,928)
Addition to time deposits with original maturity more than three months	(39,911,341)	(322,601,615)
	<hr/>	<hr/>
NET CASH USED IN INVESTING ACTIVITIES	(81,744,936)	(120,419,219)
FINANCING ACTIVITIES		
Dividends paid	(2,835,028)	(2,164,874)
Advance from an associate	13,323,473	11,571,453
Repayment to an associate	(13,192,976)	(11,029,733)
Share issue expenses paid	(271,153)	(383,315)
Interest paid	(129,743)	(62,890)
	<hr/>	<hr/>
NET CASH USED IN FINANCING ACTIVITIES	(3,105,427)	(2,069,359)

CONSOLIDATED STATEMENT OF CASH FLOWS *(Continued)*

For the year ended 30th June, 2019

	2019 <i>HK\$</i>	2018 <i>HK\$</i>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(1,036,597)	(34,298,959)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>29,736,464</u>	<u>64,035,423</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>28,699,867</u>	<u>29,736,464</u>
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS		
Time deposits	1,175,170,455	1,140,988,728
Bank balances and cash	<u>28,699,867</u>	<u>25,736,464</u>
Time deposits, bank balances and cash in the consolidated statement of financial position	1,203,870,322	1,166,725,192
Less: Time deposits with original maturity more than three months	<u>(1,175,170,455)</u>	<u>(1,136,988,728)</u>
Cash and cash equivalents in the consolidated statement of cash flows	<u>28,699,867</u>	<u>29,736,464</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30th June, 2019

1. GENERAL

The Company is a public limited liability company incorporated in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. The address of the registered office and principal place of business of the Company is disclosed in the section headed “Corporate information” in the annual report.

The consolidated financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 29.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”):

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014 – 2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

Except as described below, the application of the new and amendments and an interpretation to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.1 HKFRS 15 “Revenue from Contracts with Customers”

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1st July, 2018. Any difference at the date of initial application is recognised in the opening retained profits (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1st July, 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 and HKAS 11 and the related interpretations.

The Group recognises revenue from the following major sources which arise from contracts with customers:

- Hotel operations
- Club operation and hotel management

Information about the Group’s performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in Notes 5 and 3 respectively.

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1st July, 2018. Line items that were not affected by the changes have not been included.

	Carrying amounts previously report at 30th June, 2018 HK\$	Reclassification HK\$	Carrying amounts under HKFRS 15 at 1st July, 2018 HK\$
Current liabilities			
Trade and other payables (Note)	30,372,367	(3,731,492)	26,640,875
Contract liabilities (Note)	–	3,731,492	3,731,492

Note: At the date of initial application, deposits received from customers of HK\$3,731,492 were reclassified to contract liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.1 HKFRS 15 “Revenue from Contracts with Customers” (Continued)

The following table summarises the impacts of applying HKFRS 15 on the Group’s consolidated statement of financial position as at 30th June, 2019 for each of the line items affected. Line items that were not affected by the changes have not been included.

Impact on consolidated statement of financial position

	As reported HK\$	Reclassification HK\$	Amounts without application of HKFRS 15 HK\$
Current liabilities			
Trade and other payables	33,557,077	3,824,497	37,381,574
Contract liabilities	3,824,497	(3,824,497)	–

The application of HKFRS 15 has no significant impact on the timing and amounts of revenue recognised in the current year and retained profits at 1st July, 2018.

2.2 HKFRS 9 “Financial Instruments”

In the current year, the Group has applied HKFRS 9 “Financial Instruments” and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for (i) the classification and measurement of financial assets and financial liabilities, (ii) expected credit losses (“ECL”) for financial assets; and (iii) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements (including impairment) retrospectively to instruments that have not been derecognised as at 1st July, 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1st July, 2018. The difference between carrying amounts as at 30th June, 2018 and the carrying amounts as at 1st July, 2018 are recognised in the opening retained profits and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 “Financial Instruments: Recognition and Measurement”.

Accounting policies resulting from application of HKFRS 9 are disclosed in Note 3.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2.2 HKFRS 9 "Financial Instruments" (Continued)

Summary of effects arising from initial application of HKFRS 9

Below illustrates the classification and measurement of financial assets under HKFRS 9 and HKAS 39 at the date of initial application, 1st July, 2018.

(a) *From available-for-sale financial assets to equity instruments at FVTOCI*

	Available- for-sale financial assets HK\$	Equity instruments at FVTOCI HK\$	Investment revaluation reserve HK\$	Retained profits HK\$
Closing balance at 30th June, 2018				
– HKAS 39	922,383,941	–	285,688,521	1,973,631,740
Reclassification				
From available-for-sale financial assets (Note)	<u>(922,383,941)</u>	<u>922,383,941</u>	<u>(41,100,000)</u>	<u>41,100,000</u>
Opening balance at 1st July, 2018				
– HKFRS 9	<u>–</u>	<u>922,383,941</u>	<u>244,588,521</u>	<u>2,014,731,740</u>

Note:

Available-for-sale financial assets

The Group elected to present in other comprehensive income for the fair value changes of all its equity investments previously classified as available-for-sale financial assets. These investments are not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of HKFRS 9, HK\$922,383,941 were reclassified from available-for-sale financial assets to equity instruments at FVTOCI. The fair value gains of HK\$285,688,521 relating to those investments continued to accumulate in investment revaluation reserves. Impairment loss previously recognised on available-for-sale financial assets now classified as equity instrument at FVTOCI under HKFRS 9 of HK\$41,100,000 was transferred from retained profits to investment revaluation reserve as at 1st July, 2018.

(b) *Impairment under ECL model*

As at 1st July, 2018, the Directors of the Company reviewed and assessed the Group's existing financial assets for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9. The application of the ECL model of HKFRS 9 has no material impact on the accumulated amounts of impairment losses of the Group as at 1st July, 2018 as compared to the accumulated amounts recognised under HKAS 39.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) *(Continued)*

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments and an interpretation to HKFRSs that have been issued but are not yet effective:

HKFRS 16	Leases ¹
HKFRS 17	Insurance Contracts ⁵
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments ¹
Amendments to HKFRS 3	Definition of Business ⁴
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Materiality ²
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement ¹
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle ¹

¹ Effective for annual periods beginning on or after 1st January, 2019

² Effective for annual periods beginning on or after 1st January, 2020

³ Effective for annual periods beginning on or after a date to be determined

⁴ Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1st January, 2020

⁵ Effective for annual periods beginning on or after 1st January, 2021

Except for the new HKFRS mentioned below, the directors of the Company anticipate that the application of all other new and amendments and an interpretation to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 16 “Leases”

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. HKFRS 16 also includes requirements relating to lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) *(Continued)*

HKFRS 16 “Leases” *(Continued)*

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement and prepaid lease payments for leasehold lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

Other than certain requirements which are also applicable to lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16. As at 30th June, 2019, the Group has non-cancellable operating lease commitments of HK\$430,409 as disclosed in Note 26. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 “*Determining whether an Arrangement contains a Lease*” and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK(IFRIC)-Int 4. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group intends to elect the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening retained profits without restating comparative information.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "*Share-based Payment*", leasing transactions that are within the scope of HKAS 17 "*Leases*", and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "*Inventories*" or value in use in HKAS 36 "*Impairment of Assets*".

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Interests in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter for the post-acquisition changes in the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are provided only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Goodwill

Goodwill arising on an acquisition of an associate for which the agreement date is before 1st July, 2005 represents the excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of the associate recognised at the date of acquisition. From 1st July, 2005 onwards, the Group has discontinued amortisation of goodwill, and such goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment.

Goodwill arising on an acquisition of an associate (which is accounted for using the equity method) is included in the cost of the investment of the relevant associate and assessed for impairment as part of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

Where a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 2)

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good and service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 2) *(Continued)*

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Hotel room revenue, other ancillary services and income from club operation and hotel management are recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation, as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

Income from food and beverage sales of hotel and club operation is recognised at a point in time when the food and beverage are served.

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations (hotel room revenue and other ancillary services), the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue recognition (prior to 1st July, 2018)

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts and sales related taxes and includes the following items:

Revenue from room rental, food and beverage sales and other ancillary services in the hotel are recognised when the relevant services have been rendered.

Income from operation of clubhouse and management of hotels are recognised when services are rendered.

Dividend income from investment is recognised when the shareholders' rights to receive payment have been established.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant leases.

Property, plant and equipment

Property, plant and equipment including leasehold land (classified as finance leases) and building held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation and amortisation are provided so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment losses on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying 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.

Hotel inventories

Hotel inventories are stated in the consolidated statement of financial position at the lower of cost and net realisable value. Cost is calculated using the weighted average cost method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised as an expense in the year in which they are incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leasing

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

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

The Group as lessee

Operating lease payments, including the cost of acquiring land held under operating lease, are recognised as an expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing on that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme are recognised as expenses when employees have rendered services entitling them to the contributions.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from the profit before taxation as reported in the consolidated statement of profit or loss because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred taxation is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred taxation liabilities are generally recognised for all taxable temporary differences. Deferred taxation assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred taxation liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred taxation assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred taxation assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred taxation assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Taxation *(Continued)*

The measurement of deferred taxation liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred taxation are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly to equity, in which case, the current and deferred taxation are also recognised in other comprehensive income or directly in equity respectively.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1st July, 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Dividend income which is derived from the Group's ordinary course of business are presented as revenue.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in Note 2)

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in Note 2) (Continued)

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "revenue" line item in profit or loss.

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in Note 2)

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables, amounts due from associates, time deposits, bank balances and cash). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in Note 2) *(Continued)*

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in Note 2) *(Continued)*

(i) Significant increase in credit risk *(Continued)*

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in Note 2) *(Continued)*

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade and other receivables); and
- Aging status.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, where the corresponding adjustment is recognised through a loss allowance account.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1st July, 2018)

The Group's financial assets are classified into loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premium or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, amounts due from associates and time deposits, bank balances and cash) are measured at amortised cost using the effective interest method, less any identified impairment losses.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated in investment revaluation reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets (before application of HKFRS 9 on 1st July, 2018)

Financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an available-for-sale financial assets, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an available-for-sale financial asset is considered to be impaired, cumulative losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets (before application of HKFRS 9 on 1st July, 2018) (Continued)

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale financial assets will not be reversed through profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve.

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Financial liabilities

Financial liabilities (including trade and other payables and amount due to an associate) are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligations specified in the relevant contract are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. KEY SOURCE OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following is the key assumption concerning the future, and other key source of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amount of asset within the next financial year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

4. KEY SOURCE OF ESTIMATION UNCERTAINTY (Continued)

Impairment assessments on hotel properties

The Group's and its associates' hotel properties ("hotel properties") are stated at cost less depreciation and less impairment, if any, in the respective financial statements. At the end of the reporting period, the Group reviews the carrying amounts of the hotel properties to determine whether those assets have suffered an impairment loss. If such indicator exists, the management relies on the valuation reports prepared by an independent professional valuer (the "Valuer") by income capitalisation approach to determine the recoverable amount of the hotel properties.

The directors of the Company have exercised judgments and are satisfied that the assumptions used and significant inputs including market capitalisation rates and estimated revenue per available room used in the valuation of the hotel properties are reflective of the current market conditions. Any changes to these assumptions and significant inputs may result in changes of the recoverable amount of the hotel properties and cause a material adjustment to the carrying amount of hotel properties within the next financial year.

As at 30th June, 2019, no impairment of the hotel properties (*note 15*) was recognised in the consolidated financial statements (*2018: nil*).

5. REVENUE

	2019 HK\$	2018 HK\$
Hotel operation		
– Room revenue	192,546,401	186,995,835
– Food and beverage sales	88,967,176	88,251,518
– Other ancillary services	1,700,408	2,052,462
	<u>283,213,985</u>	<u>277,299,815</u>
Club operation and hotel management	15,477,983	19,350,835
Dividend income from equity instruments at FVTOCI	21,961,269	–
Dividend income from available-for-sale financial assets	–	17,018,376
	<u>320,653,237</u>	<u>313,669,026</u>
Geographical market:		
Hong Kong	<u>320,653,237</u>	<u>313,669,026</u>

For the year ended 30th June, 2019, revenue from food and beverage sales of hotel and club operation recognised at a point in time amounted to HK\$88,967,176 and HK\$6,174,683 respectively. The revenue from contracts with customers recognised over time amounted to HK\$203,550,109 mainly consists of hotel room revenue, income from club operation and hotel management.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

6. SEGMENT INFORMATIONS

Information reported to the Executive Directors of the Company, being the chief operating decision makers, for the purposes of resources allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

The Group's reportable and operating segments under HKFRS 8 are as follows:

1. Hotel operation – City Garden Hotel
2. Investment holding – holding strategic equity instruments at FVTOCI
(2018: available-for-sale financial assets)
3. Hotel operation – operated through investments in associates of the Group, including Conrad Hong Kong and The Royal Pacific Hotel & Towers
4. Others – club operation and hotel management

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segment for the years:

	Segment revenue		Segment results	
	2019 HK\$	2018 HK\$	2019 HK\$	2018 HK\$
Hotel operation				
– City Garden Hotel	283,213,985	277,299,815	98,514,665	103,499,271
Investment holding	21,961,269	17,018,376	21,923,935	16,008,190
Hotel operation – share of results of associates	–	–	241,763,373	259,379,044
Others – club operation and hotel management	15,477,983	19,350,835	3,593,883	3,731,919
	320,653,237	313,669,026		
Total segment results			365,795,856	382,618,424
Other losses			(5,389,825)	(2,727,977)
Administrative and other expenses			(53,688,323)	(60,602,939)
Finance income, net			25,029,320	16,793,682
Share of results of associates				
– administrative and other expenses			(97,751,341)	(101,975,595)
– finance income			1,753,154	697,769
– income tax expense			(27,425,927)	(26,548,461)
			(123,424,114)	(127,826,287)
Profit before taxation			208,322,914	208,254,903

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

6. SEGMENT INFORMATIONS (Continued)

Segment revenue and results (Continued)

All of the segment revenue reported above are from external customers. There was no inter-segment revenue for both years.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment results represent the profit earned by each segment without allocation of certain administrative expenses, other losses, other expenses and finance costs net of finance income. The segment results of hotel operation operated through investments in associates includes revenue and direct expenses without allocation of associates' administrative and other expenses, finance income and income tax expense of the associates. This is the measure reported to the chief operating decision makers for the purposes of resources allocation and performance assessment.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

	2019 HK\$	2018 HK\$
Segment assets		
Hotel operation – City Garden Hotel	1,301,775,394	1,289,965,028
Investment holding	1,019,249,130	922,467,186
Hotel operation – interests in associates	1,165,963,105	1,183,946,846
Others – club operation and hotel management	1,762,398	1,782,077
	<hr/>	<hr/>
Total segment assets	3,488,750,027	3,398,161,137
Amounts due from associates	100,156,755	116,071,771
Unallocated assets	1,219,003,188	1,174,610,326
	<hr/>	<hr/>
Consolidated assets	4,807,909,970	4,688,843,234
	<hr/>	<hr/>
	2019 HK\$	2018 HK\$
Segment liabilities		
Hotel operation – City Garden Hotel	32,522,078	25,901,229
Investment holding	15,255	12,000
Others – club operation and hotel management	3,073,700	2,899,010
	<hr/>	<hr/>
Total segment liabilities	35,611,033	28,812,239
Amount due to an associate	2,196,262	2,065,765
Unallocated liabilities	17,992,036	21,240,136
	<hr/>	<hr/>
Consolidated liabilities	55,799,331	52,118,140
	<hr/>	<hr/>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

6. SEGMENT INFORMATIONS (Continued)

Segment assets and liabilities (Continued)

For the purposes of assessing segment performance and allocating resources between segments, all assets are allocated to reportable segments other than the Group's corporate assets, amounts due from associates, certain other receivables, and time deposits, bank balances and cash and all liabilities are allocated to reportable segments other than the Group's corporate liabilities, amount due to an associate, certain other payable, taxation payable and deferred taxation.

Other segment information

	Addition to non-current assets (Note)	
	2019 HK\$	2018 HK\$
Amounts included in the measure of segment assets:		
Hotel operation – City Garden Hotel	46,596,000	5,276,780
Others – club operation and hotel management	92,010	9,600
	46,688,010	5,286,380

	Depreciation and amortisation of property, plant and equipment		Loss on disposal/ write off of property, plant and equipment	
	2019 HK\$	2018 HK\$	2019 HK\$	2018 HK\$
Amounts regularly provided to the chief operating decision makers but not included in the measure of segment profit or loss:				
Hotel operation – City Garden Hotel	44,364,748	51,804,366	(1,371)	(122)
Others – club operation and hotel management	48,609	41,684	–	–
	44,413,357	51,846,050	(1,371)	(122)

Note: Non-current assets include property, plant and equipment only.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

6. SEGMENT INFORMATIONS *(Continued)*

Geographical information

All of the activities of the Group are based in Hong Kong and all of the Group's revenue and contribution to profit for the year are derived from Hong Kong. All the assets of the Group are located in Hong Kong.

7. FINANCE INCOME

The amount represents interest income on time deposits and bank balances.

8. FINANCE COSTS

The amount represents interest on other unsecured loans wholly repayable within five years.

9. PROFIT BEFORE TAXATION

	2019 HK\$	2018 HK\$
Profit before taxation has been arrived at after charging:		
Directors' emoluments <i>(note 11)</i>	1,153,180	938,680
Other staff costs	114,885,208	106,569,164
Contributions to retirement benefit scheme (other than directors) <i>(note 32)</i>	4,309,491	4,241,499
	<u>120,347,879</u>	<u>111,749,343</u>
Total staff costs		
Auditor's remuneration		
– audit services	516,000	571,500
– non-audit services	373,000	321,000
	<u>889,000</u>	<u>892,500</u>
Cost of hotel inventories consumed (included in direct expenses)	26,872,579	28,016,059
Depreciation and amortisation of property, plant and equipment (included in other expenses)	44,413,357	51,846,050
Repairs and maintenance in respect of hotel properties (included in other expenses)	6,810,054	6,296,248
Share of income tax expenses of associates (included in share of results of associates)	27,425,927	26,548,461
Loss on disposal of available-for-sale financial assets	–	1,001,498
Loss on disposal/write off of property, plant and equipment	1,371	122
	<u>1,371</u>	<u>122</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

10. INCOME TAX EXPENSE

	2019 HK\$	2018 HK\$
Income tax expense (credit) comprises:		
Hong Kong Profits Tax is calculated with two-tiered profit tax regime (2018: a single tax rate of 16.5%) (note) on the estimated assessable profit		
Current year	12,107,356	14,525,231
Overprovision in prior year	<u>(300,954)</u>	<u>(77,615)</u>
	11,806,402	14,447,616
Deferred taxation (note 25)		
Current year	<u>210,104</u>	<u>(1,320,229)</u>
	<u>12,016,506</u>	<u>13,127,387</u>

The income tax expense for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss as follows:

	2019 HK\$	2018 HK\$
Profit before taxation	<u>208,322,914</u>	<u>208,254,903</u>
Tax charge at Hong Kong Profits Tax rate (note)	34,208,281	34,362,059
Tax effect of results attributable to associates	(19,525,978)	(21,706,205)
Tax effect of expenses not deductible for tax purpose	4,797,729	6,116,400
Tax effect of income not taxable for tax purpose	(7,787,728)	(5,599,571)
Tax effect of tax losses not recognised	625,156	32,319
Overprovision in prior year	<u>(300,954)</u>	<u>(77,615)</u>
Income tax expense for the year	<u>12,016,506</u>	<u>13,127,387</u>

Note:

On 21st March, 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28th March, 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime effective in current year of assessment, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5% (2018: a single tax rate of 16.5%). The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

11. DIRECTORS' AND CHAIRMAN'S EMOLUMENTS

The emoluments paid or payable to each of the nine (2018: nine) Directors of the Company, which include the Chairman, were disclosed pursuant to section 383(1)-(4) of the Hong Kong Companies Ordinance and Hong Kong Companies (Disclosure of Information about Benefits of Directors) Regulation. Emoluments of the Directors of the Company in respect of their qualifying services including:

	2019					2018				
	Fee	Other emoluments			Total	Fee	Other emoluments			Total
		Contributions					Contributions			
		Salaries and other benefits	to retirement benefit scheme	Discretionary bonus (Note i)			Salaries and other benefits	to retirement benefit scheme	Discretionary bonus (Note i)	
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
Executive Directors:										
Mr. Robert Ng Chee Siong (Note ii)	36,000	-	-	-	36,000	36,000	-	-	-	36,000
Mr. Daryl Ng Win Kong	36,000	-	-	-	36,000	36,000	-	-	-	36,000
Mr. Giovanni Viterale	18,000	-	-	-	18,000	18,000	-	-	-	18,000
	<u>90,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>90,000</u>	<u>90,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>90,000</u>
Non-Executive Directors:										
The Honourable Ronald Joseph Arculli (Notes iii and iv)	150,000	-	-	-	150,000	100,000	-	-	-	100,000
Mr. Gilbert Lui Wing Kwong (Note iii)	234,000	-	-	-	234,000	184,000	-	-	-	184,000
	<u>384,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>384,000</u>	<u>284,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>284,000</u>
Independent Non-Executive Directors:										
Mr. Peter Wong Man Kong (Note v)	187,500	-	-	-	187,500	200,000	-	-	-	200,000
Mr. Adrian David Li Man-kiu	-	-	-	-	-	66,680	-	-	-	66,680
Mr. Steven Ong Kay Eng	250,000	-	-	-	250,000	198,000	-	-	-	198,000
Mr. Wong Cho Bau (Note vi)	150,000	-	-	-	150,000	100,000	-	-	-	100,000
Mr. Hung Wai Man (Note vii)	91,680	-	-	-	91,680	-	-	-	-	-
	<u>679,180</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>679,180</u>	<u>564,680</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>564,680</u>
	<u>1,153,180</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,153,180</u>	<u>938,680</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>938,680</u>

No director waived any emoluments for the year ended 30th June, 2019 (2018: nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

11. DIRECTORS' AND CHAIRMAN'S EMOLUMENTS (Continued)

Notes:

- (i) Discretionary bonus is determined primarily based on the performance of each Director and the profitability of the Group.
- (ii) Mr. Robert Ng Chee Siong is also the Chairman of the Company and his emoluments disclosed above include those for services rendered by him as the Chairman. Mr. Ng is also a substantial shareholder of the Company through his trustee interest in shares of the Company in the capacity as one of the co-executors of the estate of the late Mr. Ng Teng Fong.
- (iii) The Honourable Ronald Joseph Arculli and Mr. Gilbert Lui Wing Kwong retired by rotation and were re-appointed as Non-Executive Directors of the Company on 25th October, 2018.
- (iv) During the year, a consultancy fee of HK\$416,666 (2018: HK\$416,666) was paid to Ronald Arculli and Associates, of which The Honourable Ronald Joseph Arculli is the sole proprietor.
- (v) Mr. Peter Wong Man Kong, the Independent Non-Executive Director of the Company, deceased on 11th March, 2019.
- (vi) Mr. Wong Cho Bau retired by rotation and was re-appointed as an Independent Non-Executive Director of the Company on 25th October, 2018.
- (vii) Mr. Hung Wai Man was appointed as an Independent Non-Executive Director of the Company on 1st January, 2019.
- (viii) The Executive Directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The Non-Executive Directors' and Independent Non-Executive Directors' emoluments shown above were for their services as Directors of the Company.

12. EMPLOYEES' EMOLUMENTS

None of the five highest paid individuals of the Group is a Director of the Company for the current and prior year. The emoluments of the five highest paid individuals who are employees of the Group, are as follows:

	2019 HK\$	2018 HK\$
Salaries and other emoluments	4,755,970	4,386,816
Contributions to retirement benefit scheme	108,000	108,000
Discretionary bonus (Note)	1,189,169	801,285
	<u>6,053,139</u>	<u>5,296,101</u>

Note: The discretionary bonuses for both years were determined by reference to the performance of the Group and individuals.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

12. EMPLOYEES' EMOLUMENTS *(Continued)*

The emoluments were within the following bands:

	Number of individuals	
	2019	2018
Not exceeding HK\$1,000,000	1	2
HK\$1,000,001 – HK\$1,500,000	3	2
HK\$1,500,001 – HK\$2,000,000	1	1

None of the five *(2018: five)* highest paid individuals waived any emoluments in both years.

During the year, no emoluments were paid by the Group or agreed to waive to the five *(2018: five)* highest paid individuals and Directors, as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no Director waived or agreed to waive any emoluments for both years.

13. DIVIDENDS

	2019 HK\$	2018 HK\$
Final dividend for the year ended 30th June, 2018 of HK5.0 cents <i>(2018: final dividend for 2017 of HK4.5 cents)</i> per share	54,459,026	47,687,933
Interim dividend for the year ended 30th June, 2019 of HK4.5 cents <i>(2018: interim dividend for 2018 of HK4.5 cents)</i> per share	49,759,479	48,372,305
	104,218,505	96,060,238

A final dividend of HK5 cents for the year ended 30th June, 2019 *(2018: a final dividend of HK5 cents for the year ended 30th June, 2018)* per share amounting to HK\$55,990,295 *(2018: HK\$54,459,026)* in total has been proposed by the Directors and is subject to approval by the shareholders at the forthcoming Annual General Meeting.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

13. DIVIDENDS *(Continued)*

During the year, scrip alternative was offered in respect of the dividends. This scrip alternative was accepted by certain shareholders, as follows:

	2019 HK\$	2018 HK\$
Final dividend for the year ended 30th June, 2018/2017		
– Cash	1,484,348	1,013,745
– Scrip	<u>52,974,678</u>	<u>46,674,188</u>
	<u>54,459,026</u>	<u>47,687,933</u>
Interim dividend for the year ended 30th June, 2019/2018		
– Cash	1,350,680	1,151,129
– Scrip	<u>48,408,799</u>	<u>47,221,176</u>
	<u>49,759,479</u>	<u>48,372,305</u>
	<u>104,218,505</u>	<u>96,060,238</u>

14. EARNINGS PER SHARE – BASIC

The calculation of the basic earnings per share is based on the profit for the year attributable to the Company's shareholders of HK\$196,306,408 (2018: HK\$195,127,516) and on the weighted average number of 1,101,247,705 (2018: 1,071,048,832) shares in issue during the year.

No diluted earnings per share has been presented as there were no potential ordinary shares in both years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

15. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land HK\$	Hotel buildings HK\$	Furniture, fixtures, leasehold improvement and hotel operating equipment HK\$	Total HK\$
COST				
At 1st July, 2017	1,546,000,000	353,767,921	189,555,818	2,089,323,739
Additions	–	–	5,286,380	5,286,380
Write-off	–	–	(58,530)	(58,530)
At 30th June, 2018	1,546,000,000	353,767,921	194,783,668	2,094,551,589
Additions	–	–	46,688,010	46,688,010
Disposals	–	–	(560,030)	(560,030)
Write-off	–	(11,734,120)	–	(11,734,120)
At 30th June, 2019	1,546,000,000	342,033,801	240,911,648	2,128,945,449
DEPRECIATION AND AMORTISATION				
At 1st July, 2017	499,904,191	114,389,622	148,736,581	763,030,394
Provided for the year	22,217,964	11,721,096	17,906,990	51,846,050
Write-off	–	–	(58,408)	(58,408)
At 30th June, 2018	522,122,155	126,110,718	166,585,163	814,818,036
Provided for the year	22,217,964	4,915,507	17,279,886	44,413,357
Eliminated on disposals	–	–	(556,489)	(556,489)
Write-off	–	(11,734,120)	–	(11,734,120)
At 30th June, 2019	544,340,119	119,292,105	183,308,560	846,940,784
CARRYING AMOUNTS				
At 30th June, 2019	1,001,659,881	222,741,696	57,603,088	1,282,004,665
At 30th June, 2018	1,023,877,845	227,657,203	28,198,505	1,279,733,553

The above items of property, plant and equipment are depreciated or amortised on a straight-line method at the following rates per annum:

Leasehold land	Over the term of the lease of the land
Hotel buildings	Over the shorter of the term of the lease of the land upon which the buildings are situated, or 70 years
Furniture, fixtures and leasehold improvement	10% – 20%
Hotel operating equipment	20%

The leasehold land and hotel buildings are situated in Hong Kong.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

16. INTERESTS IN ASSOCIATES

	2019 HK\$	2018 HK\$
Cost of unlisted investments in associates	1,062,961,909	1,062,961,909
Deemed capital contribution to an associate	1,822,475	1,822,475
Share of post-acquisition profits, net of dividends received	101,178,721	119,162,462
	<u>1,165,963,105</u>	<u>1,183,946,846</u>

Details of the associates at 30th June, 2019 and 30th June, 2018 are as follows:

Name of company	Form of business structure	Place of incorporation/ operation	Proportion of nominal value of issued share capital held by the Company		Principal activities
			2019	2018	
<i>Indirect:</i>					
Asian Glory Limited	Incorporated	British Virgin Islands	25%	25%	Investment holding
Bestown Property Limited (note (b))	Incorporated	Hong Kong	25%	25%	Hotel owner and operation of The Royal Pacific Hotel & Towers
FHR International Limited (note (c))	Incorporated	Hong Kong	33.33%	33.33%	Inactive
Greenroll Limited	Incorporated	Hong Kong	50%	50%	Hotel owner and operation of Conrad Hong Kong

Notes:

- (a) All associates are unlisted.
- (b) Bestown Property Limited is a wholly-owned subsidiary of Asian Glory Limited.
- (c) The interests in FHR International Limited were acquired by the Group in November 2008 for a consideration of HK\$1.

Included in the cost of unlisted investments in associates is goodwill of HK\$186,513,404 (2018: HK\$186,513,404) arising on acquisitions of associates in prior years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

16. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information in respect of each of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

All of these associates are accounted for using the equity method in these consolidated financial statements.

Bestown Property Limited

	2019 HK\$	2018 HK\$
Current assets	<u>74,492,745</u>	<u>68,960,747</u>
Non-current assets	<u>1,611,343,376</u>	<u>1,646,429,164</u>
Current liabilities	<u>(574,652,599)</u>	<u>(713,293,721)</u>
Non-current liabilities	<u>(14,534,319)</u>	<u>(12,992,279)</u>
	2019 HK\$	2018 HK\$
Revenue	<u>434,795,767</u>	<u>413,822,546</u>
Profit and total comprehensive income for the year	<u>107,545,292</u>	<u>106,136,855</u>
Dividends received from the associate during the year	<u>–</u>	<u>–</u>

Reconciliation of the above summarised financial information to the carrying amount of the interest in Bestown Property Limited recognised in the consolidated financial statements:

	2019 HK\$	2018 HK\$
Net assets of Bestown Property Limited	1,096,649,203	989,103,911
Proportion of the Group's ownership interest in Bestown Property Limited	<u>25%</u>	<u>25%</u>
Carrying amount of the Group's interest in Bestown Property Limited	<u>274,162,301</u>	<u>247,275,978</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

16. INTERESTS IN ASSOCIATES (Continued)

Greenroll Limited

	2019 HK\$	2018 HK\$
Current assets	<u>320,188,000</u>	<u>391,884,000</u>
Non-current assets	<u>432,676,000</u>	<u>438,679,000</u>
Current liabilities	<u>(129,983,000)</u>	<u>(149,115,000)</u>
Non-current liabilities	<u>(32,071,000)</u>	<u>(26,810,000)</u>

	2019 HK\$	2018 HK\$
Revenue	<u>807,254,000</u>	<u>833,810,000</u>
Profit and total comprehensive income for the year	<u>208,818,000</u>	<u>236,850,000</u>
Dividends received from the associate during the year	<u>136,323,000</u>	<u>159,043,500</u>

Reconciliation of the above summarised financial information to the carrying amount of the interest in Greenroll Limited recognised in the consolidated financial statements:

	2019 HK\$	2018 HK\$
Net assets of Greenroll Limited	590,810,000	654,638,000
Proportion of the Group's ownership interest in Greenroll Limited	<u>50%</u>	<u>50%</u>
Net assets of Greenroll Limited attributable to the Group	295,405,000	327,319,000
Consolidation adjustments at Group level	<u>595,752,789</u>	<u>608,641,977</u>
Carrying amount of the Group's interest in Greenroll Limited	<u>891,157,789</u>	<u>935,960,977</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

16. INTERESTS IN ASSOCIATES (Continued)

Aggregate information of associates that are not individually material:

	2019 HK\$	2018 HK\$
The Group's share of loss and total comprehensive expense for the year	<u>(66,876)</u>	<u>(7,037)</u>
Dividends received from associates during the year	<u>–</u>	<u>–</u>
Aggregate carrying amount of the Group's interests in these associates	<u>643,015</u>	<u>709,891</u>

17. EQUITY INSTRUMENTS AT FVTOCI/AVAILABLE-FOR-SALE FINANCIAL ASSETS

Equity instruments at FVTOCI/available-for-sale financial assets comprise:

	2019 HK\$	2018 HK\$
Listed equity securities in Hong Kong	852,493,610	922,383,941
Listed perpetual bonds in Hong Kong	<u>166,620,038</u>	<u>–</u>
	<u>1,019,113,648</u>	<u>922,383,941</u>

As mentioned in note 2, on 1st July 2018, equity securities previously classified as available-for-sale financial assets investments have been reclassified to equity instruments at FVTOCI in accordance with the requirement of HKFRS 9. These investments are not held for trading, instead, they are held for long-term strategic purposes. The Directors have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

At 30th June, 2019, the listed equity securities were stated at fair values which have been determined by reference to closing prices quoted in the active markets.

In estimating the fair value of the listed perpetual bonds, the management of the Group assessed the valuation of financial instruments based on quoted market price provided by financial institutions at the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

17. EQUITY INSTRUMENTS AT FVTOCI/AVAILABLE-FOR-SALE FINANCIAL ASSETS (Continued)

The Group's listed investment mainly include investment in 5.12% (2018: 5.09%) of equity securities of a company listed on the Main Board of The Stock Exchange of Hong Kong Limited which is principally engaged in the ownership and management of hotel, retail, commercial and residential properties in Asia and the United States of America, and held by the Group for strategic investment purpose.

During the year ended 30th June, 2019, scrip dividend with fair value of HK\$17,240,409 (2018: HK\$16,138,424) was received by the Group and such amount was included in equity instruments at FVTOCI (2018: available-for-sale financial assets).

18. TRADE AND OTHER RECEIVABLES

At 30th June, 2019, included in trade and other receivables of the Group are trade receivables of HK\$7,048,605 (2018: HK\$6,222,594). The Group maintains a defined credit policy to assess the credit quality of each counterparty. The collection is closely monitored to minimise any credit risk associated with these trade receivables. The general credit term is from 30 days to 45 days.

The following is an analysis of trade receivables by age based on the invoice dates at the end of the reporting period:

	2019 HK\$	2018 HK\$
Trade receivables		
0 – 30 days	6,340,715	5,647,760
31 – 60 days	549,292	451,006
61 – 90 days	106,223	17,417
> 90 days	52,375	106,411
	<hr/>	<hr/>
	7,048,605	6,222,594
Other receivables	21,484,490	13,222,855
	<hr/>	<hr/>
	28,533,095	19,445,449

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributable to customers are reviewed periodically. 97.7% (2018: 96.4%) of the trade receivables that are neither past due nor impaired have good settlement repayment history. The Group has assessed the creditworthiness and historical default rates of these customers.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the customer base being large and unrelated. Accordingly, the Directors of the Company believe that there is no provision required.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

18. TRADE AND OTHER RECEIVABLES *(Continued)*

Included in the Group's trade receivables are debtors with a carrying amount of HK\$159,295 at 30th June, 2019 (2018: HK\$221,136) which are past due at the end of the reporting period for which the Group has not provided for impairment loss. Trade receivables that were past due but not impaired relate to a number of independent customers with subsequent settlement. Based on past experience, management considers that no impairment allowance is necessary in respect of these balances as there have not been a significant change in credit quality and the balances are still considered fully recoverable. The Group did not hold any collateral over these balances.

Aging of trade receivables which are past due but not impaired

	2018 HK\$
Overdue within 30 days	58,871
Overdue within 60 days	55,854
Overdue within 90 days	106,411
	<hr/>
	221,136
	<hr/>

Details of impairment assessment of trade and other receivables for the year ended 30th June, 2019 are set out in note 31.

19. AMOUNTS DUE FROM ASSOCIATES

Amounts due from associates are unsecured, interest-free and repayable on demand.

20. TIME DEPOSITS, BANK BALANCES AND CASH

Bank balances and time deposits carry interest rate at market rates ranging from 0.03% to 3.10% (2018: with interest rate at market rates ranging from 0.01% to 3.0%) per annum.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

21. TRADE AND OTHER PAYABLES

The following is an analysis of trade payables by age based on the invoice dates at the end of the reporting period:

	2019 HK\$	2018 HK\$
Trade payables		
0 – 30 days	6,245,190	6,433,602
31 – 60 days	3,639,783	3,542,405
	<u>9,884,973</u>	<u>9,976,007</u>
Other payables	23,672,104	20,396,360
	<u>33,557,077</u>	<u>30,372,367</u>

The average credit period on purchases of goods is 45 days. The Group has financial risk management policies in place to ensure that all payables are repaid within the credit timeframe. The other payables comprise mainly accruals for audit fee, directors' fees, staff salaries and bonuses of approximately HK\$10,768,000 (2018: HK\$9,739,000).

22. CONTRACT LIABILITIES

As at 30th June 2019, the Group has recognised the contract liabilities of HK\$3,824,497 (1st July, 2018: HK\$3,731,492 (after the adjustments from the application of HKFRS 15)) related to hotel operation.

The contract liabilities of the Group are all expected to be settled within the Group's normal operating cycle and thus are classified as current liabilities.

The Group's contract liabilities consist of the advance from customers. It primarily represented prepayment received from guests and advances from banquet customers. The revenue is recognised when the underlying service are provided.

The following shows how much of the revenue recognised in the current year relates to carried forward contract liabilities:

	2019 HK\$
Revenue recognised that was included in the contract liabilities at the beginning of the year	<u>3,604,615</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

23. SHARE CAPITAL

	Number of ordinary shares of HK\$1 each		Nominal value	
	2019	2018	2019 HK\$	2018 HK\$
Authorised:				
At the beginning and the end of the year	<u>3,000,000,000</u>	<u>3,000,000,000</u>	<u>3,000,000,000</u>	<u>3,000,000,000</u>
Issued and fully paid:				
At the beginning of the year	<u>1,089,180,526</u>	1,059,731,842	<u>1,089,180,526</u>	1,059,731,842
Shares issued pursuant to scrip dividend schemes for final dividend in respect of the year ended 30th June, 2018/2017	<u>16,585,685</u>	15,208,277	<u>16,585,685</u>	15,208,277
Shares issued pursuant to scrip dividend schemes for interim dividend in respect of the year ended 30th June, 2019/2018	<u>14,039,679</u>	<u>14,240,407</u>	<u>14,039,679</u>	<u>14,240,407</u>
At the end of the year	<u>1,119,805,890</u>	<u>1,089,180,526</u>	<u>1,119,805,890</u>	<u>1,089,180,526</u>

On 5th December, 2018 and 24th April, 2019, pursuant to scrip dividend schemes, the Company issued and allotted 16,585,685 shares and 14,039,679 shares of HK\$1.00 each at an issue price of HK\$3.194 and HK\$3.448 each to the shareholders who elected to receive shares of the Company in lieu of cash for the 2018 final and 2019 interim dividends in respect of each of year ended 30th June, 2018 and 2019, respectively. These shares rank pari passu in all respects with the then existing shares.

On 6th December, 2017 and 23rd April, 2018, pursuant to scrip dividend schemes, the Company issued and allotted 15,208,277 shares and 14,240,407 shares of HK\$1.00 each at an issue price of HK\$3.069 and HK\$3.316 each to the shareholders who elected to receive shares of the Company in lieu of cash for the 2017 final and 2018 interim dividends in respect of each of year ended 30th June, 2017 and 2018, respectively. These shares rank pari passu in all respects with the then existing shares.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

24. AMOUNT DUE TO AN ASSOCIATE

The amount is unsecured, interest-free and repayable on demand.

25. DEFERRED TAXATION

The following are the major deferred taxation liability recognised and movements thereon during the current and prior reporting years:

	Accelerated tax depreciation HK\$
At 1st July, 2017	4,742,577
Credited to profit or loss during the year (note 10)	<u>(1,320,229)</u>
At 30th June, 2018	3,422,348
Charged to profit or loss during the year (note 10)	<u>210,104</u>
At 30th June, 2019	<u>3,632,452</u>

At 30th June, 2019, the Group had unused tax losses of approximately HK\$17,950,000 (2018: HK\$14,161,000) available for offset against future profits. No deferred taxation asset has been recognised in respect of such losses due to the unpredictability of future profit streams. The unrecognised tax losses may be carried forward indefinitely.

26. OPERATING LEASE ARRANGEMENTS

The Group as lessor

Rental income earned during the year was HK\$695,100 (2018: HK\$1,011,600), net of negligible outgoings.

At the end of the reporting period, the Group has contracted with tenants for the following future minimum lease payments:

	2019 HK\$	2018 HK\$
Within one year	729,600	746,200
In the second to fifth year inclusive	<u>425,600</u>	<u>1,155,200</u>
	<u>1,155,200</u>	<u>1,901,400</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

26. OPERATING LEASE ARRANGEMENTS (Continued)

The Group as lessee

Minimum lease payments paid under operating leases during the year was HK\$303,408 (2018: HK\$300,774).

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2019 HK\$	2018 HK\$
Within one year	242,861	303,408
In the second to fifth year inclusive	187,548	55,313
	<u>430,409</u>	<u>358,721</u>

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of two years.

27. COMMITMENTS

	2019 HK\$	2018 HK\$
Expenditures contracted for but not provided in the consolidated financial statements in respect of:		
Renovation works, purchase of furniture, fixtures and hotel operating equipment	49,459,876	42,801,121
	<u>49,459,876</u>	<u>42,801,121</u>

28. RELATED PARTY DISCLOSURES

(a) During the year, the Group entered into the following transactions with related parties:

	<i>Notes</i>	2019 HK\$	2018 HK\$
Clubhouse management service income from a related company, being the building management company and agent for the unincorporated body of owners of Pacific Palisades	<i>(i)</i>	4,860,000	4,785,000
Hotel management fee income from an associate	<i>(ii) & (iii)</i>	980,000	980,000
Hotel management fee income from a related company	<i>(ii) & (iii)</i>	950,000	950,000
		<u>6,790,000</u>	<u>6,715,000</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

28. RELATED PARTY DISCLOSURES (Continued)

- (b) At the end of the reporting period, the Group had outstanding balances with related parties relating to advances provided on a several and proportional basis. Details of the amounts due from (to) associates are set out in notes 19 and 24. In addition, included in trade and other payables (note 21) is an interest-bearing balance, carried interest at 2.94% per annum (2018: 2.13% per annum), amounting to HK\$5,221,836 (2018: HK\$3,719,728), which represents balance with a related company, in which Mr. Philip Ng Chee Tat, a brother of Mr. Robert Ng Chee Siong, the controlling shareholder of the Company, has a controlling interest^{(Note (iii))}.
- (c) The remuneration of Directors, being key management during the year was as follows:

	2019 HK\$	2018 HK\$
Short-term benefits	1,153,180	938,680
Retirement benefit scheme contributions	—	—
	<u>1,153,180</u>	<u>938,680</u>

The remuneration of Directors, being key management, is determined by the remuneration committee having regard to the performance of individuals and market trends.

- (d) During the year, a consultancy fee of HK\$416,666 (2018: HK\$416,666) was paid to Ronald Arculli and Associates, of which The Honourable Ronald Joseph Arculli, a Non-Executive Director of the Company, is the sole proprietor^{(Note (iii))}.

Notes:

- (i) The related company is a wholly-owned subsidiary of Sino Land Company Limited, of which, Mr. Robert Ng Chee Siong, the controlling shareholder of the Company, has a controlling interest. The controlling shareholder of the Company is interested in approximately 60% of the undivided shares of Pacific Palisades. This related party transaction also constitutes a continuing connected transaction and has complied with Chapter 14A of the Listing Rules – details of which are disclosed on pages 80 to 82 of the Directors' Report.
- (ii) Mr. Robert Ng Chee Siong was interested in these transactions as he has a controlling interest in the associate/related company.
- (iii) These related parties transactions also constitute exempted connected transactions under Chapter 14A of the Listing Rules.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

29. PARTICULARS OF PRINCIPAL SUBSIDIARIES

The following table lists the subsidiaries of the Company at 30th June, 2019 and 30th June, 2018 which, in the opinion of the Directors, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

Name of company	Place of incorporation/ operation	Issued capital	Proportion of nominal value of issued/registered capital held by the Company	Principal activities
<i>Direct subsidiary</i>				
Active Finance Limited	Hong Kong	HK\$2	100%	Provision of financial services among the Group
Aldrich Worldwide Holdings Limited	British Virgin Islands	US\$1	100%	Investment holding
Allied Joy Limited	Hong Kong	HK\$2	100%	Provision of nominee services
Asian Statesman Limited	British Virgin Islands	US\$1	100%	Investment holding
Halliwell Ltd.	Cayman Islands	US\$1	100%	Investment holding
Island Pacific Hotel Limited	Hong Kong	HK\$2	100%	Hotel management
Ocean Chief Limited	British Virgin Islands	US\$1	100%	Share investment
Sheridan Holdings Ltd.	Cayman Islands	US\$1	100%	Investment holding
Sino Fortune Limited	British Virgin Islands	US\$1	100%	Investment holding
Sino March Assets Ltd.	British Virgin Islands	US\$1	100%	Investment holding
Toby Investments Limited	Cayman Islands	US\$1	100%	Investment holding
<i>Indirect subsidiary</i>				
Bosco Limited	British Virgin Islands	US\$1	100%	Investment holding
Bright Tower (HK) Limited	Hong Kong	HK\$2	100%	Club and café operations
China Asia Property Limited	Hong Kong	HK\$2	100%	Hotel owner and operation

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

29. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of company	Place of incorporation/ operation	Issued capital	Proportion of nominal value of issued/registered capital held by the Company	Principal activities
<i>Indirect subsidiary (Continued)</i>				
City Garden Hotel Limited	Hong Kong	HK\$2	100%	Hotel management
Park Lane Towers Limited	Hong Kong	HK\$2	100%	Catering service
R.P. Hotel Limited	Hong Kong	HK\$2	100%	Hotel management
Sino Hospitality Management Company Limited	Hong Kong	HK\$1	100%	Hotel management
Speed Advance Investment Limited	British Virgin Islands/ Hong Kong	US\$1	100%	Share investment
Victory Link Development Limited	Hong Kong	HK\$1	100%	Share investment
Wellrich International Ltd.	British Virgin Islands/ Hong Kong	US\$1	100%	Share investment

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

30. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances.

The capital structure of the Group consists of debts, which include equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits as disclosed in the consolidated statement of changes in equity.

The management of the Group reviews the capital structure periodically. As part of this review, the management of the Group considers the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new shares issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

There are no changes on the Group's approach to capital risk management during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

31. FINANCIAL INSTRUMENTS

Categories of financial instruments

	2019 HK\$	2018 HK\$
<i>Financial assets</i>		
Financial assets at amortised cost	1,327,190,277	–
Loans and receivables (including cash and cash equivalents)	–	1,298,083,862
Available-for-sale financial assets	–	922,383,941
Equity instruments at FVTOCI	<u>1,019,113,648</u>	<u>–</u>
<i>Financial liabilities</i>		
Amortised cost	<u>21,319,645</u>	<u>15,880,314</u>

Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, equity instruments at FVTOCI, available-for-sale financial assets, amounts due from associates, time deposits, bank balances and cash, trade and other payables and amount due to an associate.

Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

The Group's activities expose primarily to the financial risks of changes in foreign currency exchange rates, interest rates and other equity price. There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risks. Details of each type of market risks are described as follows:

Currency risk

The Group's time deposits at the date of financial position had foreign currency exposures. The time deposits mainly dominated in United States Dollars, Great British Pound and Australian Dollars.

The carrying amounts of the Group's foreign currency denominated monetary assets at the reporting date are as follows:

	Assets	
	2019 HK\$	2018 HK\$
Australian Dollars	89,707,891	91,824,892
Great British Pound	24,791,560	25,523,982
United States Dollars ("US\$")	<u>34,604,491</u>	<u>186,057,287</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in HK\$ against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit where HK\$ weaken 5% against the relevant currencies. For a 5% strengthening of HK\$ against the relevant currencies, there would be an equal and opposite impact on the pre-tax profit, and the balances below would be negative.

	Pre-tax profit or loss	
	2019 HK\$	2018 HK\$
Australian Dollars	4,485,395	4,591,245
Great British Pound	1,239,578	1,276,199

The Directors of the Company consider that the Company is exposed to minimal currency risk as HK\$ are pegged with the US\$. Sensitivity on foreign currency risk is therefore not presented. In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

Interest rate risk

Bank balances at floating rates expose the Group to cash flow interest rate risk. Other payable at fixed rate exposes the Group to fair value interest rate risk. The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's cash flow interest rate risk was mainly concentrated on the fluctuation of market rate arising from the bank balances. Bank balances are all short-term in nature. Therefore, any future variations in interest rates will not have a significant impact on the result of the Group.

Interest rate sensitivity analysis

Interest rate risk for the Group's bank balances at variable rate is not significant for both years and no sensitivity analysis is presented.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Price risk

The Group is exposed to equity price risk through its equity instrument at FVTOCI (2018: available-for-sale financial assets). The Group's equity price risk is mainly concentrated on equity instruments of one listed company operating in hotel industry sector listed on The Stock Exchange of Hong Kong Limited. In addition, the management monitors the price risk and will consider hedging the risk exposure should the need arise.

Price risk sensitivity analysis

The following tables show the sensitivity to equity price risk on the equity instrument at FVTOCI (2018: available-for-sale financial assets) at the end of the reporting period while all other variables were held constant. Sensitivity rate of 5% represents management's assessment of the reasonably possible change in equity price.

	2019 HK\$	2018 HK\$
Increase (decrease) in other comprehensive income		
– as a result of increase in equity price	50,955,682	46,119,197
– as a result of decrease in equity price	<u>(50,955,682)</u>	<u>(46,119,197)</u>

Credit risk and impairment assessment

As at 30th June, 2019, the Group's maximum exposure to credit risk in the event of the counterparties' failure to discharge their obligations in relation to each class of recognised financial assets as stated in the consolidated statement of financial position.

Trade receivables

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 (2018: incurred loss model) on trade receivables based on provision matrix. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 30th June, 2019

31. FINANCIAL INSTRUMENTS *(Continued)*

Financial risk management objectives and policies *(Continued)*

Credit risk and impairment assessment *(Continued)*

Other financial assets

The credit risks on time deposits and bank balances are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	12m ECL
Watch list	Debtor frequently repays after due dates but usually settle after due date	Lifetime ECL – not credit-impaired	12m ECL
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtors is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Other financial assets (Continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment.

2019	Notes	External credit rating	Internal credit rating	12m ECL or lifetime ECL	Gross carrying amount HK\$
Financial assets at amortised cost					
Trade receivables	18	N/A	(Note 1)	Life time ECL (not credit-impaired)	<u>7,048,605</u>
Interest receivables	18	A-A+	N/A	12m ECL (note credit-impaired)	<u>15,172,182</u>
Other receivables	18	N/A	Low risk	12m ECL (not credit-impaired)	<u>942,413</u>
Amounts due from associates	19	N/A	Low risk	12m ECL (not credit-impaired)	<u>100,156,755</u>
Time deposits and bank balances	20	A-AA-	N/A	12m ECL (not credit-impaired)	<u>1,203,870,322</u>

Note:

- For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with credit-impaired, the Group determines the expected credit losses on these items by using a provision matrix, grouped by aging status.

Other than the above concentration of credit risk on amounts due from associates, the Group does not have any other significant concentration of credit risk. The Group would closely monitor the financial positions including the net assets backing of the associates which are mainly engaged in hotel operation in Hong Kong and it is profitable. Trade receivables consist of a large number of customers.

The credit risk on liquid fund is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

31. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount takes into account interest expense based on the interest rate at the end of the reporting period.

	Weighted average effective interest rate %	Repayable on demand or less than 3 months HK\$	3 months to 1 year HK\$	Total undiscounted cash flows HK\$	Carrying amount HK\$
2019					
Trade and other payables	N/A	12,788,647	1,112,900	13,901,547	13,901,547
Trade and other payables (note 28b)	2.94	5,260,505	–	5,260,505	5,221,836
Amount due to an associate	N/A	2,196,262	–	2,196,262	2,196,262
		<u>20,245,414</u>	<u>1,112,900</u>	<u>21,358,314</u>	<u>21,319,645</u>
	Weighted average effective interest rate %	Repayable on demand or less than 3 months HK\$	3 months to 1 year HK\$	Total undiscounted cash flows HK\$	Carrying amount HK\$
2018					
Trade and other payables	N/A	8,786,321	1,308,500	10,094,821	10,094,821
Trade and other payables (note 28b)	2.13	3,739,667	–	3,739,667	3,719,728
Amount due to an associate	N/A	2,065,765	–	2,065,765	2,065,765
		<u>14,591,753</u>	<u>1,308,500</u>	<u>15,900,253</u>	<u>15,880,314</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

31. FINANCIAL INSTRUMENTS (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique and key inputs
	30.6.2019 HK\$	30.6.2018 HK\$		
Listed equity securities	852,493,610	922,383,941	Level 1	Quoted price from direct market comparable
Listed perpetual bonds	166,620,038	–	Level 2	Quoted market price provided by financial institution

There were no transfers between Level 1, 2 and 3 in the current and prior periods.

The Directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

32. RETIREMENT BENEFIT SCHEME

The Group participates in the Mandatory Provident Fund Scheme ("MPF Scheme") for all qualifying employees which is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rate specified in the rules. The only obligation of the Group with respect to MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years.

The total expenses recognised in profit or loss of HK\$4,309,491 (2018: HK\$4,241,499) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

33. FINANCIAL INFORMATION OF THE COMPANY

	2019 HK\$	2018 HK\$
Non-current assets		
Interests in subsidiaries	1,513,948,338	1,680,943,211
Investments in associates	1,219,475	1,219,475
Amounts due from subsidiaries	387,810,187	–
	<u>1,902,978,000</u>	<u>1,682,162,686</u>
Current assets		
Other receivables and prepayments	281,924	270,850
Amounts due from subsidiaries	1,174,890,438	1,384,968,355
Amounts due from associates	99,470,959	115,412,886
Bank balances and cash	149,750	179,495
	<u>1,274,793,071</u>	<u>1,500,831,586</u>
Current liabilities		
Amount due to subsidiaries	3,496,712	4,642,851
Other payables and accruals	1,987,980	1,776,981
	<u>5,484,692</u>	<u>6,419,832</u>
Net current assets	<u>1,269,308,379</u>	<u>1,494,411,754</u>
Total assets less current liabilities	<u>3,172,286,379</u>	<u>3,176,574,440</u>
Capital and reserves		
Share capital	1,119,805,890	1,089,180,526
Reserves (Note a)	2,052,480,489	2,087,393,914
	<u>3,172,286,379</u>	<u>3,176,574,440</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

33. FINANCIAL INFORMATION OF THE COMPANY (Continued)

Note:

(a) Reserves of the Company

	Share premium HK\$ (Note)	Distributable reserve HK\$ (Note)	Retained profits HK\$	Total HK\$
At 1st July, 2017	500,375,242	1,110,935,738	505,933,509	2,117,244,489
Profit for the year	–	–	2,146,298	2,146,298
Shares issued pursuant to scrip dividend scheme for final dividend in respect of the year ended 30th June, 2017	31,465,911	–	–	31,465,911
Shares issued pursuant to scrip dividend scheme for interim dividend in respect of the year ended 30th June, 2018	32,980,769	–	–	32,980,769
Share issue expenses	(383,315)	–	–	(383,315)
Dividends	–	(96,060,238)	–	(96,060,238)
At 30th June, 2018	564,438,607	1,014,875,500	508,079,807	2,087,393,914
Loss for the year	–	–	(1,181,880)	(1,181,880)
Shares issued pursuant to scrip dividend scheme for final dividend in respect of the year ended 30th June, 2018	36,388,993	–	–	36,388,993
Shares issued pursuant to scrip dividend scheme for interim dividend in respect of the year ended 30th June, 2019	34,369,120	–	–	34,369,120
Share issue expenses	(271,153)	–	–	(271,153)
Dividends	–	(104,218,505)	–	(104,218,505)
At 30th June, 2019	634,925,567	910,656,995	506,897,927	2,052,480,489

Note: Under the Companies Law (2018 Revision as amended) of the Cayman Islands and the provisions of the Company's Articles of Association, the share premium of the Company is available for distribution or paying dividends to the shareholders provided that immediately following the distribution or the payment of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business.

The distributable reserve of the Company represents the difference between the underlying net tangible assets of the subsidiaries acquired by the Company and the nominal value of the share capital issued by the Company, which was transferred from the share premium account pursuant to a group reorganisation in 1995. Under the Companies Law (2018 Revision as amended) of the Cayman Islands, the distributable reserve is available for distribution to shareholders.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the year ended 30th June, 2019

34. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Other borrowings <i>HK\$</i>	Amount due to an associate <i>HK\$</i>	Total <i>HK\$</i>
At 1st July, 2017	–	1,524,045	1,524,045
Financing cash flows	(62,890)	541,720	478,830
Finance costs	62,890	–	62,890
	<hr/>	<hr/>	<hr/>
At 30th June, 2018	–	2,065,765	2,065,765
Financing cash flows	(129,743)	130,497	754
Finance costs	129,743	–	129,743
	<hr/>	<hr/>	<hr/>
At 30th June, 2019	–	2,196,262	2,196,262

FINANCIAL SUMMARY

	Year ended 30th June,				
	2019 HK\$	2018 HK\$	2017 HK\$	2016 HK\$	2015 HK\$
Results					
Revenue	320,653,237	313,669,026	300,902,005	293,629,539	317,383,507
Direct expenses	<u>(120,526,892)</u>	<u>(116,832,801)</u>	<u>(110,611,679)</u>	<u>(111,656,465)</u>	<u>(108,647,440)</u>
Gross profit	200,126,345	196,836,225	190,290,326	181,973,074	208,736,067
Other losses, gains and income	(5,389,825)	(3,729,475)	3,744,059	–	754,691
Other expenses	(84,877,930)	(92,956,078)	(86,565,292)	(85,977,543)	(85,418,037)
Marketing costs	(11,026,014)	(10,790,527)	(9,018,886)	(9,692,012)	(11,058,226)
Administrative expenses	(33,878,241)	(29,451,681)	(28,697,682)	(34,451,408)	(30,047,342)
Finance income, net	25,029,320	16,793,682	11,076,546	7,929,713	6,784,859
Share of results of associates	<u>118,339,259</u>	<u>131,552,757</u>	<u>109,660,705</u>	<u>117,528,416</u>	<u>130,229,202</u>
Profit before taxation	208,322,914	208,254,903	190,489,776	177,310,240	219,981,214
Income tax expense	<u>(12,016,506)</u>	<u>(13,127,387)</u>	<u>(12,577,161)</u>	<u>(11,763,337)</u>	<u>(16,016,491)</u>
Profit for the year	<u>196,306,408</u>	<u>195,127,516</u>	<u>177,912,615</u>	<u>165,546,903</u>	<u>203,964,723</u>
At 30th June,					
	2019 HK\$	2018 HK\$	2017 HK\$	2016 HK\$	2015 HK\$
Assets and liabilities					
Total assets	4,807,909,970	4,688,843,234	4,723,766,644	4,060,168,610	4,065,925,998
Total liabilities	<u>(55,799,331)</u>	<u>(52,118,140)</u>	<u>(46,633,983)</u>	<u>(47,238,885)</u>	<u>(43,299,596)</u>
Shareholders' equity	<u>4,752,110,639</u>	<u>4,636,725,094</u>	<u>4,677,132,661</u>	<u>4,012,929,725</u>	<u>4,022,626,402</u>

Sino Hotels (Holdings) Limited

Proxy Form for use at the Annual General Meeting (or at any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
ordinary shares of HK\$1.00 each in the capital of the above-named Company, **HEREBY APPOINT** the Chairman of the Meeting
or ^(Note 3) _____
of _____
as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at The Pacific Rooms, 9th Floor, Towers Wing, The Royal Pacific Hotel & Towers, 33 Canton Road, Tsim Sha Tsui, Kowloon on Thursday, the 24th day of October, 2019 at 10:30 a.m. or as soon as the annual general meeting of Tsim Sha Tsui Properties Limited closes, whichever is the later, and at such Meeting (or at any adjournment thereof) and in the event of a poll to vote for me/us and in my/our name(s) as indicated below or if no such indication is given, as my/our proxy thinks fit.

	For ^(Note 4)	Against ^(Note 4)
1. To receive, consider and adopt the audited Financial Statements and the Directors' and Independent Auditor's Reports for the year ended 30th June, 2019.		
2. To declare a final dividend of HK\$0.05 per ordinary share with an option for scrip dividend.		
3. (i) To re-elect Mr. Hung Wai Man as Director. (ii) To re-elect Mr. Daryl Ng Win Kong as Director. (iii) To re-elect Mr. Giovanni Viterale as Director. (iv) To authorise the Board to fix the Directors' remuneration for the financial year ending 30th June, 2020.		
4. To re-appoint Deloitte Touche Tohmatsu as Auditor for the ensuing year and to authorise the Board to fix their remuneration.		
5. (i) To approve share buy-back mandate (Ordinary Resolution on item 5(i) of the Notice of Annual General Meeting). (ii) To approve share issue mandate (Ordinary Resolution on item 5(ii) of the Notice of Annual General Meeting). (iii) To approve extension of share issue mandate (Ordinary Resolution on item 5(iii) of the Notice of Annual General Meeting).		

Dated _____ Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares of HK\$1.00 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE RELEVANT BOX MARKED "AGAINST"**. Failure to complete the boxes will entitle your proxy to cast his/her vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the principal office of the Company, 12th Floor, Tsim Sha Tsui Centre, Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong not less than 24 hours before the time appointed for holding the Meeting or adjourned Meeting (as the case may be).
7. In the case of joint holders, any one of such joint holders may vote at the Meeting, either personally or by proxy, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares shall alone be entitled to vote in respect thereof.
8. Any shareholder entitled to attend and vote at the Meeting may appoint (i) if such shareholder is a person referred to in Article 95(b) of the Amended and Restated Memorandum and Articles of Association of the Company, any number of proxies; and (ii) for all other shareholders, up to two proxies to exercise all or any of his/her rights to attend and vote instead of him/her, provided that the proxy is appointed to represent respectively the number of shares held by the shareholder as specified in the relevant instrument of appointment. The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
10. At the Annual General Meeting, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which he/she is the holder.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which will include your and your appointed proxy's name and mailing address.

Your supply of Personal Data is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies), your voting instructions for the Meeting of the Company and your other instructions (the "Purposes"). However, failure to supply your Personal Data may result in us or our third party service providers unable to process your request for the Purposes. We may transfer your Personal Data to our subsidiaries, Principal Registrars, agent, contractor, third party service provider and/or other bodies who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your Personal Data will be retained for such period as may be necessary to fulfil the Purposes and for our verification and record purposes.

You and your appointed proxy have the right to request access to and/or correction of the respective Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of the Personal Data should be in writing and sent by mail to the Privacy Compliance Officer of Tricor Friendly Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or by email at sinohotels1221-ecom@hk.tricorglobal.com.



